



UNIVERSITAS INDONESIA
FACULTY OF ECONOMICS AND BUSINESS
ACCOUNTING DEPARTMENT
UNDERGRADUATES PROGRAM

SYLLABUS
CORPORATE GOVERNANCE AND RISK MANAGEMENT
ECAU601307
ODD SEMESTER 2019/2020

no	Lecturers Name	E-mail	Program
1	Prof. Akhmad Syakhroza S.E., CMRGP, MAFIS., Ph.D.	a_syakhroza@yahoo.com	S1 Reg
2	Dr. Ratna Wardhani S.E., M.Si.	ratnawardhani@yahoo.com	S1 Reg
3	Siti Nuryanah, PhD	siti.nuryanah@ui.ac.id	S1 Reg
4	Dr. Fitriany S.E., M.Ak.	fitri_any@yahoo.com	S1 Reg
5	Hilda Rossieta, PhD	Enjum9@gmail.com	S1 Reg - International

Subject Code	ECAU601307
Subject Title	CORPORATE GOVERNANCE AND RISK MANAGEMENT
Credit	3
Prerequisite Subject	Introduction to Strategic Management and Business Law
Description	This subject provides students an understanding about the theory, definition, the importance, the principles, structure and implementation of corporate governance, as well as an overview to practice and issues of corporate governance in Indonesia. In addition, the subject introduces the risk management framework, the roles of the boards in overseeing and assuring sound internal control and risk management system, and the role internal and external auditors in promoting good corporate governance. After completing this subject, students are expected to be able to analyze the implementation of corporate governance principles in a company based on the concepts learned during the lectures.
Learning Objectives (LO)	Upon completion of the subject, student will be able to achieve: 1. Technical Competence

	<p>1.1. Able to describe the principles of good governance, including the rights and responsibilities of owners, investors, and those charged with governance; and explain the role of stakeholders in governance, disclosure, and transparency requirements.</p> <p>1.2. Able to describe the components of an organization’s governance framework.</p> <p>1.2.a. Describe the role, responsibilities, and effectiveness of BOC, BOD and BOC’s committees</p> <p>1.2.b Describe the role of internal and external auditors in the application of CG</p> <p>1.3. Able to describe the company's risk and opportunities using the risk management framework</p> <p>1.4. Able to analyze CG principles such as shareholder rights, equitable treatment of shareholders, role of stakeholders, roles and responsibilities of the Board, and disclosures and transparency</p> <p>2. Ethics, Professional Skills, Values and Attitudes</p> <p>2.1. Able to demonstrate knowledge of relevant social and ethical considerations</p> <p>2.2. Able to write a clear and concise essay/report -written communication</p> <p>2.3. Able to communicate clearly and concisely in presentation and discussion -oral communication</p> <p>2.4. Able to argue and draw conclusion on an issue based on supportive evidence</p>
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Topic	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 10%;">Session #</th> <th style="width: 50%;">Topic</th> <th style="width: 15%;">LO</th> <th style="width: 25%;">Method</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td> Introduction to Governance a. Definition b. Corporate Governance System (one-tier vs two-tier) c. Tripod of Corporate Governance d. Organ of Corporate Governance </td> <td style="text-align: center;">1.1</td> <td style="text-align: center;">Active Lecturing and Small Discussion</td> </tr> <tr> <td style="text-align: center;">2</td> <td> Board Governance in Private and Public Sector a. Structure of Board Governance in Private Sector: BoC and BoD b. Structure of Board Governance in Public Sector c. The characteristics, role, responsibilities, and effectiveness of the Board d. Appointment and Election of the Board. e. Case: Elnusa (2011) </td> <td style="text-align: center;">1.2a 2.3</td> <td style="text-align: center;">Group Discussion and Presentation</td> </tr> </tbody> </table>				Session #	Topic	LO	Method	1	Introduction to Governance a. Definition b. Corporate Governance System (one-tier vs two-tier) c. Tripod of Corporate Governance d. Organ of Corporate Governance	1.1	Active Lecturing and Small Discussion	2	Board Governance in Private and Public Sector a. Structure of Board Governance in Private Sector: BoC and BoD b. Structure of Board Governance in Public Sector c. The characteristics, role, responsibilities, and effectiveness of the Board d. Appointment and Election of the Board. e. Case: Elnusa (2011)	1.2a 2.3	Group Discussion and Presentation
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	3	Committee(s) of the Board of Commissioners: a. The characteristics, role, responsibilities, and effectiveness of the Committee(s) b. Case: Kereta Api Indonesia (2006)	1.2a 2.3	Group Discussion and Presentation
	4	Board Accountability a. Disclosure and transparency b. Financial Statements c. Performance Reports d. Case: Bank Bukopin (2018)	1.2a 2.3	Guest Lecturing or Group Discussion and Presentation
	5	Internal Auditor and Internal Control a. The characteristics, role, responsibilities, and effectiveness of internal auditor in the context of Corporate Governance b. The internal control over financial reporting and quality of financial reporting c. Case: Pelindo II (2017)	1.2b 2.3	Group Discussion and Presentation
	6	Shareholders and Ownership a. Ownership structure b. Minority structure c. Rights and responsibilities of shareholders d. Equitable treatment of shareholders e. Case: Tiga Pilar Sejahtera (2018)	1.1 2.3	Group Discussion and Presentation
	7	External Governance Mechanisms (I) a. Capital Market b. Regulators c. Other capital market intermediaries	1.1 2.3	Guest Lecture
	8	External Governance Mechanisms (II) a. External auditor b. Institutional Investors c. Case: Jiwasraya (2018)	1.1 1.2b 2.3	Group Discussion and Presentation

	9	Board Risk and Control (I) a. The role of the BOC and BOD in assuring sound internal control and risk management system b. Case: Jiwasraya (2018)	1.3 2.3	Guest Lecturing or Group Discussion and Presentation
	10	Board Risk and Control (II) a. Organization's risks and opportunities using a risk management framework b. Introduction to ISO 31000 c. Case: Evaluate Risk Management Policies PT Indofarma (Persero) Tbk (2016) –TBA-	1.3 2.3	Group Discussion and Presentation
	11	Board Risk and Control (III) a. Risk Management Internal Control and Related-Reporting b. Risk management and risk register in the context of Corporate Governance c. Case: Evaluate Risk Management Policies PT Pupuk Kaltim Tbk (2016) –TBA-; compare with Case in Session 10	1.3 2.3	Group Discussion and Presentation
	12	Board Risk and Control (IV)	1.3 2.3	Guest Lecture
	13	Ethics, Whistleblower Policy and Anti-Corruption Case: "Papa Minta Saham"/TBA	1.3 2.1 2.3	Group Discussion and Presentation
	14	Corporate Social Responsibility and Role of Stakeholders Case: TBA	1.1 2.3	Group Discussion and Presentation
	Individual Paper	Evaluate the Corporate Governance Practice and issue in a Company	1.4, 2.1. 2.2.2.4, submit the paper in the Final Exam	
	Teaching/Learning Methodology	Teaching methods used in this subject are active lecturing (case based learning) and class discussions, in which students achieve the study objectives by discussing and completing related problems or cases under the guidance of lecturer. The problems and cases are taken from the text book and other sources. Students are encouraged		

	to search for additional references in discussing problems and cases. For guest lecturing , students are expected to submit individual summary at least two days after guest lecturing.										
Assessment Method in Alignment with Intended Learning Outcomes	Specific Assessment Methods/ Tasks	% Weig hting									
			1.1	1.2a	1.2b	1.3	1.4	2.1	2.2	2.3	2.4
	Continuous Assessment	100%									
	GROUP	15%									
	Presentation materials (10%)		√	√	√	√	√	√	√	√	√
	Group Discussion and Presentation (5%)		√	√	√	√	√	√	√	√	√
	INDIVIDUAL	85%									
	Mid Term Exam (25%)		45%	40%	15%						
	Final Exam (25%)		25%		25%	50%					
	Participation and Discussion (5%)									√	√
	Presentation (5%)									√	√
	Quiz (10%)		√	√	√	√	√				
Final Paper (15%)		√	√	√	√	√	√	√		√	
Details of learning methods	<p>The specific learning methods used in this subject are:</p> <ol style="list-style-type: none"> Active Lecturing The lecturer provides presentation about the related topic in the session and encourages students to critically discuss and draw complex connections among ideas related to the topic. Small Group Discussion – Case Based Learning Almost in all sessions, students will participate in a small group discussion. The discussion is designed to raise their curiosity as well as to critically solve some assignments. Students will be divided into groups that consist of not more than 4 persons and discuss the reading materials (and also can gather any 										

information besides the reading materials identify in this syllabus to support their understanding) related to the assignment. The lecturer observes and facilitates the discussion as well as notes each student's participation in the discussion. The lecturer will choose one to three groups and the selected group will present their notes of discussion to the class. The lecturer concludes the discussion.

3. Quizzes
Quizzes will be held for 4 times; 2 times held before midterm and 2 times after.
4. Guest Lecturing
The invited guest lecturing will provide lecturing to the class based on his/her/their practical experience guided by a moderator. Students will be given the opportunity to ask question and discuss the topic with the guest lecturer(s).
5. Individual final paper
At the end of the class, each student shall submit a paper that demonstrates his/her writing skill, reasoning and critical thinking and covers the topic(s) contained in the subject.

Student Study Effort Expected	In Class	35 Hours
	Teaching	17,5 Hours
	Presentation	7 Hours
	Discussion	10,5 Hours
	Student independent study	35 Hours
	Discussion preparation	20 Hours
	Final paper preparation	15 Hours

Reference and Reading

Main references:

1. OECD (2015), OECD Corporate Governance Principles.
2. KNKG (2006), Pedoman Umum Good Corporate Governance Indonesia, http://www.ecgi.org/codes/documents/indonesia_cg_2006_id.pdf
3. Aturan-aturan yang terkait dengan corporate governance, seperti UU Perseroan Terbatas RI, UU Pasar Modal, aturan OJK/Bapepam-LK, BEI, serta BI yang relevan.
4. Mallin, C. (2018). *Corporate governance*. Oxford University Press, USA.

Additional references:

1. ASEAN CG Scorecard: (i) ACMF-ADB, ASEAN Corporate Governance Scorecard: Country Report and Assessments 2012-2013, <http://www.adb.org/publications/asean-corporate-governance-scorecard-country-reports-and-assessments-2012-2013>
2. Rahardjo, S.S. (2018), Etika dalam Bisnis dan Profesi Akuntan dan Tata Kelola Perusahaan. Penerbit Salemba Empat. Jakarta
3. Worldbank group, Worldwide governance indicators, <http://info.worldbank.org/governance/wgi/index.aspx#home>

List of cases:

1. Bank BUKOPIN
 2. SNP Finance and Deloitte
 3. Tiga Pilar Sejahtera
 4. Elnusa
 5. Satyam Co.
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Session 1

1. KNKG (2006)
2. Mallin (2018) Chapters 2 and 3
3. OECD (2015), Overview of the Principles
4. Syakhroza, A. (2005), Corporate Governance: Sejarah dan Perkembangan, Teori, Model, dan Sistem Governance, Serta Aplikasinya pada Perusahaan BUMN, Pidato pengukuhan Guru Besar UI, Lembaga Penerbit UI, 1-23.

Additional: Rahardjo (2018), Chapters 18 and 19

Session 2

1. FRC (2016), Guidance on Board Effectiveness, Chapters 1 and 2
<https://www.frc.org.uk/getattachment/61232f60-a338-471b-ba5a-bfed25219147/2018-Guidance-on-Board-Effectiveness-FINAL.PDF>
2. KNKG (2008), Pedoman Good Public Governance
<http://www.knkg-indonesia.org/dokumen/Pedoman-Good-Public-Governance.pdf>
3. Mallin (2018), Ch 8
4. OECD (2015), Ch. 6
5. Syakhroza, A. (2005)
6. Indonesian Corporate Act No.40/2007, related to BoC and BoD

Additional: Rahardjo (2018), Chapter 21

Session 3

1. FRC (2016), Guidance on Audit Committee,
<https://www.frc.org.uk/getattachment/6b0ace1d-1d70-4678-9c41-0b44a62f0a0d/Guidance-on-Audit-Committees-April-2016.pdf>
2. Mallin Ch.8
3. OJK Rules on Audit Committee, Nomination & Remuneration Committee
4. OECD (2015), Ch. 6
5. PwC (2011), Audit Committee Effectiveness: What Works Best, 4th, Executive Summary, Chapters 7, 8, and 9
<https://www.pwc.com/jg/en/publications/audit-comm-effectiveness-what-works-best-2011.pdf>

Additional: Rahardjo (2018), Chapters 22 and 23

Session 4

1. OECD (2015), Ch. 5
2. PwC (2011), Executive Summary, Chapters 1, 3 and 6.
3. Relevant OJK Rules (related to Annual Report, Website, Disclosure of Material Information)
4. Utama, CG, Disclosure, and Its Evidence in Indonesia, Manajemen Usahawan, Maret & April 2003

Additional: Rahardjo (2018), Chapters 28, 29, and 30

Session 5

1. IIA (2018), Internal Auditing's Role in Corporate Governance
<https://na.theiia.org/about-ia/PublicDocuments/Internal-Auditings-Role-in-Corporate-Governance.pdf>
2. Institute Internal Auditors, (2013), IIA Position Paper: Three lines of defense in effective risk management and control.
<https://na.theiia.org/standards-guidance/Public%20Documents/PP%20The%20Three%20Lines%20of%20Defense%20in%20Effective%20Risk%20Management%20and%20Control.pdf>
3. OJK Regulation related to internal auditor
4. OECD (2015), Ch. 6
5. PwC (2011), Executive Summary, Ch. 1, 2, 4

Additional: Rahardjo (2018), Chapters 24 and 25

Session 6

1. OECD (2015), Ch. 2
2. KNKG (2006)
3. Mallin (2018), Chapters 4, and 5
4. Relevant articles in Indonesian Corporate Act No.40/2007, Capital Market Act, and relevant OJK regulation; related to General Meeting of Shareholders, Material Transactions, Affiliated Transaction/Related Party Transaction.

Additional: Rahardjo (2018), Chapter 20

Case: C.K.Tang: The Fight towards Privatisation, (2012) Corporate Governance Case Studies, Edited by Mak Yuen Teen, CPA Australia. (see main references section; Corporate Governance Case Studies)

Session 7

1. OECD (2015), Chapters 1 and 3
2. Materials from guest lectures

Additional: Rahardjo (2018), Chapters 39 and 40

Session 8

1. Deloitte (2006), Auditing and its role in corporate governance
<https://www.oecd.org/daf/ca/corporategovernanceprinciples/37178451.pdf>
 2. ICAEW (2005), Agency theory and the role of audit
<https://www.icaew.com/-/media/corporate/files/technical/audit-and-assurance/audit-quality/audit-quality-forum/agency-theory-and-the-role-of-audit.ashx>
 3. Mallin (2018), Ch. 6
 4. OECD (2015), Chapter 3
 5. PwC (2011), Audit Committee Effectiveness: What Works Best, 4th, Executive Summary, Chapters 1, 3 and 5
- Additional: Rahardjo (2018), Chapters 39 and 40

Session 9

1. Financial Reporting Council (FRC), (2014), Guidance on Risk Management Internal Control and Related-Reporting, Chapters 1, 2, and 3
<https://www.frc.org.uk/getattachment/d672c107-b1fb-4051-84b0-f5b83a1b93f6/Guidance-on-Risk-Management-Internal-Control-and-Related-Reporting.pdf>
 2. Financial Reporting Council (FRC), (2011), Board and Risk – A summary discussions with companies, investors and advisors.
<https://www.frc.org.uk/getattachment/b88db2b6-af08-4a0e-9755-ab92de1268c2/Boards-and-Risk-final-Sept-2011.pdf>
 3. PwC (2010), Audit Committee Effectiveness: What Works Best, 4th, Ch. 2
 4. Corporate Governance Council (2012), Risk Governance Guidance for Listed Boards, Singapore.
http://www.mas.gov.sg/~media/resource/fin_development/corporate_governance/RiskGovernanceGuidanceforListedBoards.pdf
- Additional: Rahardjo (2018), Chapters 24 and 26

Session 10

1. CIMA (2008), Enterprise Risk Management
http://www.cimaglobal.com/Documents/ImportedDocuments/cid_tg_enterprise_risk_management_jul08.pdf.pdf
2. IRM (2018), A Risk Practitioners Guide to ISO 31000: 2018
<https://www.theirm.org/media/3513119/IRM-Report-ISO-31000-2018-v3.pdf>

Session 11

1. Financial Reporting Council (FRC), (2014), Guidance on Risk Management Internal Control and Related-Reporting, Chapters 4, 5, and 6
2. Bekefi, T., Epstein, M.J and Yuthas, K. (2008), Managing Risks and Opportunities, Parts 1 and 2
http://www.cimaglobal.com/Documents/ImportedDocuments/cid_mag_managing_opportunities_and_risk_march08.pdf.pdf

Session 12

-from guest lecturer-

Session 13

1. IIA (2014), Whistleblowing and Corporate Governance: The Role of Internal Audit in Whistleblowing
https://www.iaa.org.uk/media/537988/final_0795_iaa_whistleblowing_report_30-1-14.pdf
2. Indonesian Act No. 31 year 1999 and Indonesian Act No. 20 year 2001 about corruption, OJK Rule on Anti-Corruption
3. KNKG (2008), Pedoman Pelaporan Pelanggaran Whistleblowing System WBS
<http://www.knkg-indonesia.org/dokumen/Pedoman-Pelaporan-Pelanggaran-Whistleblowing-System-WBS.pdf>

Additional:

1. IFC (2007), Recent Developments and Implementation Issues Private Sector
<https://www.ifc.org/wps/wcm/connect/d145190048a7e693a757e76060ad5911/GCGF%2BPSO%2Bissue%2B5%2Bscreen.pdf?MOD=AJPERES>
2. Transparency International, Corruption Perception Index 2017.

Session 14

1. OECD (2015), Ch. 4
 2. Indonesian rules and regulation related to stakeholders' protection
- Additional: Rahardjo (2018), Chapter 38