

# Corporate Governance



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著者:John L. Colley

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This is a one-volume, MBA-level course on selecting - and operating as - an effective, constructive board of directors. Accounting "irregularities," lavish payouts to underperforming executives, and other shell-game tactics have led to legitimate questions on the roles and powers of today's director. "Corporate Governance" examines this volatile situation from its legal, ethical, and operational perspectives, and provides useful insights for board members, managers, investors, and others on how directors can help - or hurt - a corporation. Corporate decision makers, active or aspiring board members, and anyone seeking a more thorough understanding of today's governance process can look to "Corporate Governance" for frontline details on: legal and ethical obligations of directors; the board's role in strategy formulation; early warning signs of a board in trouble; a high-quality, diverse board of directors is critical to a corporation's success. Let "Corporate Governance" provide you with a clear-eyed view of the governance process, and arm you with proven guidelines for improving the performance of boards of directors as well as the individuals who compose those boards. Look to "The McGraw-Hill Executive MBA Series" for straight-talking, technique-filled books, written by frontline executive education professors and modeled after the programs of top business schools. Other titles in the series include: "Corporate Strategy"; "Entrepreneurial Management"; "Finance and

Accounting for Nonfinancial Managers"; "Managerial Leadership"; "Mergers and Acquisitions"; "Sales Management"; and, "Strategic Marketing Management". Behind each headline of corporate success - or, far too often, collapse - sits a board of directors, charged with overseeing the corporation's growth, long-term vision, and performance under pressure. When they see problems that threaten to derail a corporation, or sense opportunities that can add significantly to a company's performance and profits, the best boards ask questions and demand appropriate answers. "Corporate Governance" examines the director's role in today's challenging business environment. Authors John Colley, Jacqueline Doyle, George Logan, and Wallace Stettinius of the University of Virginia's Darden Graduate School of Business draw on their decades of experience as decisionmakers and directors themselves, as well as their academic expertise, to explore the actions boards must take to govern successfully while gaining the trust and confidence of businesspeople and investors. Based on a popular course on governance at the Darden School, this executive-level guide explores: the expanding role of the corporation, and the directors of that corporation, in modern society; the rules and conventions of corporate governance, along with the pitfalls of failing to understand them; strategies for assembling a mix of directors and attributes designed to most benefit the corporation; and, techniques for planning, organizing, and conducting a formalized, results-oriented board meeting. If, when, and how a board should intervene in the management decisions of a corporation. Myriad ways in which directors can get into - or avoid - legal and PR trouble. Significant governance differences between for-profit and not-for-profit organizations. The corporate director fills one of the most underappreciated, yet essential, roles in today's economy. Discover how that role has evolved and continues to evolve, and ways in which officers, managers, and directors can work together to improve the success of both the corporation and the society it serves, in "Corporate Governance".

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