



Corporate Governance (3rd Edition)

By Kenneth Kim, John R. Nofsinger, Derek J Mohr

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Corporate Governance, in its flexible, modular format, sheds light on these recent problems and scandals through a detailed explanation of the corporate governance mechanism, and the various incentives within today's governance system, while offering potential solutions in context.

Corporations and Corporate Governance; Executive Incentives; Accountants and Auditors; The Board of Directors; Investment Banks and Securities Analysts; Creditors and Credit Rating Agencies; Shareholders and Shareholder Activism; Corporate Takeovers: A Governance Mechanism?; The Securities and Exchange Commission and the Sarbanes-Oxley Act; Moral Hazard, Systemic Risk and Bailouts; Corporate Citizenship

For readers interested in understanding corporate governance and how it applies to today's business world.

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Editorial Review

From the Back Cover

The first textbook dedicated to modern corporate governance!

- Perfect as a supplement to any corporate finance course
- Simple organizational structure—one chapter for each type of monitor
- Recent, real-world examples
- Interesting hands-on exercises
- Self-contained chapters

Easy to read—**Corporate Governance** is not too technical or theoretical.

About the Author

Kenneth A. Kim, Ph.D., is associate professor of finance at the State University of New York (SUNY) at Buffalo. Kim is coauthor of the CFA Institute’s “body of knowledge” material pertaining to corporate governance. During 1998 and 1999, he worked as a senior financial economist at the U.S. Securities and Exchange Commission in Washington, DC, where he worked on a wide variety of corporate finance and governance issues, including mergers and acquisitions regulations. His primary research interests include corporate finance and corporate governance. His research has been highlighted in the financial press including *The Wall Street Journal*, *The Financial Times*, and *BusinessWeek*. He has been published in the *Journal of Finance*, the *Journal of Business*, the *Journal of Corporate Finance*, and the *Journal of Banking and Finance*, among other leading journals. He recently coauthored a review paper on international corporate governance for the journal *Corporate Governance: An International Review*. Kim is also coauthor of *Infectious Greed* and the textbook, *Global Corporate Finance*.

John R. Nofsinger, Ph.D., is associate professor of finance at Washington State University and author of *Investment Madness*, *The Psychology of Investing*, *Investment Blunders*, and coauthor of *Infectious Greed*. Widely acknowledged as one of the world’s leading experts in investor psychology and behavioral finance, he is frequently quoted in financial media including *The Wall Street Journal*, *Fortune*, *BusinessWeek*, *SmartMoney*, *Bloomberg*, and *CNBC*, as well as other media from the *Washington Post* to *Wired.com*. Nofsinger has published more than 20 articles in leading scholarly and professional journals. His research has won awards at the Financial Management Association, Chicago Quantitative Alliance, and PACAP conferences. He has also done advanced research for private firms, the New York Stock Exchange and the CFA Institute. He posts on a blog called “Mind on My Money” at the *Psychology Today* blog site.

Derek J. Mohr, J.D., is visiting assistant professor of finance at the State University of New York (SUNY) at Buffalo where he co-developed the MBA course in ethics and corporate governance. Before SUNY Buffalo, he worked for six years as a corporate attorney advising clients on forming, buying and selling businesses, as well as securities and tax issues. He conducts research and provides consulting/legal advice on corporate governance and related legal matters.

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A decade ago, the term *corporate governance* was largely academic jargon. Today, the term is familiar to almost everyone. Unfortunately, its familiarity in our society comes about because revelations and news of corporate misdeeds have become a part of our daily lives. Enron and WorldCom, to give two well-known examples, engaged in misdeeds that led to their eventual downfall. Along the way, many shareholders lost their wealth and thus their faith and trust in corporate America. Why weren't these and other firms monitored more closely? Why did the managers misbehave? Why weren't their actions caught earlier by the boards of directors or by the auditors? Why didn't financial analysts and credit agencies warn the public? Where were the regulators? Now, everyone from mistrusting shareholders to bandwagon-jumping politicians is calling for better ways to monitor corporate America.

Why is corporate governance important? The goal of every firm is to increase its shareholders' wealth. However, the firm's value diminishes when it does not have the trust of its shareholders. *The entire economy suffers when trust is broken.* Effective corporate governance can instill confidence, and thus trust, in our companies and markets.

Believe it or not, we already have an extensive system of corporate governance. The system has never been perfect, but we have only begun to notice it. Now, the media regularly discusses corporate governance, and it is also discussed in every business school around the world.

INTENDED MARKET

This textbook, the first of its kind, provides an overview of our corporate governance system. The textbook can be used as an important supplement for (a) any corporate finance class, (b) an accounting class, (c) a variety of management classes, such as strategy, ethics, and/or especially business and society, and (d) a business law class. It is appropriate for both the undergraduate and graduate levels.

In addition, this text is sufficiently self-contained to be used as the sole text in an MBA module specifically focusing on corporate governance. The book can also be used for executive training programs and to this end can serve as an important reference for executive and academic libraries.

ORGANIZATION AND APPROACH OF THE TEXT

The text begins with an overview of the U.S. corporation. In the first chapter, we lay out the reasons why effective corporate governance is needed. In general, we believe that there are eight basic ways in which corporations can be effectively monitored. As such, after the first chapter, the rest of the book is organized into eight chapters. Every chapter is organized in the same way, and each chapter is self-contained. Chapters begin with a detailed overview of the monitor or monitoring mechanism and then highlight potential problems. Real-world examples are used to illustrate these problems. At the end of each chapter, we provide **Questions** that are based on the chapter reading, and we also offer **Exercises** that students can do to further their understanding of the chapter material.

While this textbook can be used in many ways in the classroom, one that works well is to use the contents of one or two chapters as the basis of discussions in a seminar-style format, where the instructor serves as facilitator. Outside class, students can subsequently work on **Exercises** based on those chapters and use them for the basis of discussions for the next class meeting, at which they serve as facilitators.

Users Review

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