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LIST OF CASE STUDIES ON

CORPORATE GOVERNANCE & BUSINESS ETHICS

IBS Case Development Centre

Satyam Computers Corporate Governance Fiasco (D): Government Intervenes, Perplexity Prevails

This case study, fourth in the Satyam Computers Corporate Governance Fiasco case series, addresses an interesting question: should the Government of India have intervened by disbanding Satyam's board and constituting an interim board? Presenting a comprehensive look at the previous three cases covering the events leading up to the resignation and arrest of the celebrated CEO of Satyam Computers, B. Ramalinga Raju, this case study focuses mainly on the events that occurred between January 11th 2009 and February 5th 2009.

With the vacuum created by the arrest of the disgraced head of Satyam Computers, B. Ramalinga Raju, government intervened to protect the tottering image of India Inc. It abolished the existing board only to replace it with an independent one having constituents nominated by the government. This case study looks into the working of the new board and examines all the decisions taken by it to save the firm from the present turmoil by restoring confidence among the employees, clients and investors. The case also discusses the prevalence of perplexity over the appointment of new CEO and CFO amid speculations over a possible bailout of the firm and a possible takeover of the company either partial or in full. Raising questions over the timing of governmental intervention, this case study debates the rationale behind the governmental move albeit against the liberalism policy and the efficacy of its interference.

Pedagogical Objectives

- To have an overview of the events at Satyam Computers that have caused so much trauma and panic within India as well as throughout the world with the arrest of its celebrated CEO, by juxtaposing the previous three cases' learning
- To understand and debate the decisions taken by the newly appointed (by the Ministry of Company Affairs, Government of India) governing body and analyse the implications of those decisions for Satyam Computers immediate future, in the short- and long term
- To understand the nature of growing perplexity both for the appointment of the new and full-time CEO and also the probable big stake investor which can take over the company

Industry	Information Technology
Reference	GOV0036
Year of Pub.	2009
Teaching Note	Available
Struc.Assign.	Available

Keywords

Satyam Computer Services, Corporate Governance, Satyam-Maytas Deal, Role of Independent Directors, Shareholder Activism, Corporate Frauds in India, CEO Confession, Ramalinga Raju, Maytas

Satyam Computers Corporate Governance Fiasco (C): CEO Confesses, Company Collapses

Third in the Satyam Computers' Corporate Governance Fiasco case study series, this case study captures the events that occurred between January 7th 2009 and January 10th 2009. On January 7th 2009, very surprisingly the CEO, B. Ramalinga Raju released a press statement confessing that the books of accounts were tampered with and the income figures in the last few years were inflated. More interesting, rather amusing, was his admission that no one else was involved in this entire episode and taking the onerous responsibility on himself. And this confession triggered off a series of events resulting in the arrest of B. Ramalinga Raju on January 10th 2009.

Debacle at Satyam Computers proved that the rewards, recognition and accolades for following the best practices in corporate governance by themselves are not ultimate proof of corporate governance principles being practiced in letter and spirit. However, one question remains unanswerable. When the CEO assumes the entire responsibility in a corporate governance fiasco absolving everyone else (family members, board of directors, independent directors and other top management people), how should the regulatory authorities and the government proceed against the CEO who has confessed and other people who were absolved by him. As The Economist observed, "when a liar confesses, can you believe him?"

Pedagogical Objectives:

The case attempts to achieve the following pedagogical objectives:

- To have an overview of the events concerning the (un)holy deal between Satyam and Maytas and the resultant eruption of Satyam's corporate governance fiasco
- To examine, critically evaluate and debate on the CEO's confession letter, especially from the point of view of absolving all the others including the top management, board of directors and the family members, from any of the accumulated corporate wrongdoings
- To have an understanding of the events leading up to the arrest of Satyam's CEO, Ramalinga Raju and debate on the expected fallout of his arrest
- To examine and suggest all the possible options (in the light of the CEO's arrest), before:

The company and its top management;

The regulatory authorities; and

The government.

Industry	Information Technology
Reference	GOV0035
Year of Pub.	2009
Teaching Note	Available
Struc.Assign.	Available

Keywords

Satyam Computer Service, Corporate Governance, Satyam, Maytas Deal, Role of Independent Directors, Shareholder Activism, Corporate Frauds in India, CEO Confession, Ramalinga Raju, Maytas

Satyam Computers Corporate Governance Fiasco (B): The Role of Independent Directors

Second in the series of Satyam Computers Corporate Governance Fiasco, this case study inquires, if the fiduciary duties of independent directors on Satyam board were duly discharged. This case enables a debate on whether the independent directors have deviated from the spirit of the corporate governance norms, particularly in a company that is renowned for receiving the Golden Peacock Award for Excellence in Corporate Governance more than once.

The independent directors are expected to function on behalf of the shareholders and investors to protect their interests. Their duties fall under two broad categories: the duty of loyalty to the shareholders and the duty of taking utmost care in approving any proposals of the management of a firm. Had the independent directors not derelict the true spirit of their fiduciary duty, Satyam Computer Services Ltd. would not have got into the turmoil. Thanks to the Shareholder activism, without which the biggest corporate governance fiasco in India would not have had surfaced even till date. It raises several doubts over the role of the Board of Directors and the integrity of independent directors on the Satyam Board. Satyam is really the hardest case for India in the known times, but one should not forget the well-known legal phrase, "Hard cases make bad law". Satyam's case highlights the need of the hour to make corporate governance laws more effective to achieve more transparency and accountability to prevent the repetition of unfavourable events in the corporate houses of India.

Pedagogical Objectives:

The case attempts to achieve the following pedagogical objectives:

- To understand the relevance and the importance for the companies to adhere to corporate governance norms
- To understand the roles and responsibilities of independent directors in the functioning of any corporate Board
- To delve and debate on the circumstances leading to Satyam Computer Services Ltd. corporate governance fiasco
- To examine and critically evaluate the role of independent directors in Satyam Computer Services Ltd. corporate governance fiasco.

Industry	Information Technology
Reference	GOV0034
Year of Pub.	2009
Teaching Note	Available
Struc.Assign.	Available

Keywords

Corporate Governance, Satyam Computer Services, Shareholder Activism, Satyam, Maytas Deal, Role of Independent Directors, Corporate Frauds in India, Ramalinga Raju, Mergers and Acquisitions, Business Diversification, Maytas Infra, Maytas Properties, Investors' Activism

Satyam Computers Corporate Governance Fiasco (A): Siblings Are Dearer Than Shareholders?

This case study, first in the series, is a curtain raiser to Satyam Computers' corporate governance fiasco. While capturing the first three days' (December 16th 2008 – December 18th 2008) events, this case study chronicles the events as they unfolded. What started as a routine business (board's) affair, ended up in India's Enron like situation. This case enables an interesting discussion on: (a) the role of independent directors, (b) the role of shareholder activism, (c) the larger fiduciary role of Board of Directors and (d) the moral and ethical role of founder-CEO.

Pedagogical Objectives:

The case attempts to achieve the following pedagogical objectives:

- To discuss the growth and success story of Satyam Computer Services since its beginning as a small information technology (IT) firm to become the fourth-largest IT services provider in India
- To debate the role of Maytas twins in the corporate governance fiasco at Satyam Computer Services
- To analyse the factors that forced Satyam Computer Services into the current crisis.

Industry	Information Technology
Reference	GOV0033
Year of Pub.	2009
Teaching Note	Available
Struc.Assign.	Available

Keywords

Ramalinga Raju , Corporate Governance, Satyam Computer Services, Shareholder Activism, Satyam, Maytas, Role of Independent Directors, Corporate Frauds in India, Mergers and Acquisitions, Business Diversification, Maytas Infra, Maytas Properties, Investors Activism

Corporate Frauds: India Inc.'s Response

This case study's primary objective is to analyse the prerequisites for containing corporate frauds. Since 1990s, frauds in organisations have increased worldwide irrespective of size and nature of business. Corporate frauds ranging from employee fraud, consumer fraud, vendor-related/third-party fraud, computer fraud and financial reporting fraud have crept into all sectors. For reasons like inadequate penalties, inefficiency of the judiciary system and inadequate financial benefits, corporate fraud continues to threat organisations worldwide. Why are corporates struggling to combat fraud when measures available are ample?

In India, corporate fraud ranks high with 42% of the companies experiencing it. While suppliers' kickback is the most prevalent form of fraud, it percolates in every possible form. Everyday, fraudsters come up with new modes of committing fraud. On an average, Indian companies incur a direct loss of $1.5 million. However, in spite of the heavy risk and cost involved, companies are barely equipping themselves with better strategies. Among other measures, companies are adopting employee registry, background check and biometric identification. Are these measures sufficient to combat the menace of corporate fraud? The case explores into the do's and don'ts that corporate India needs to do to minimise corporate fraud in India.

Pedagogical Objectives:

- To understand the different types of corporate fraud and analyse their implications for businesses
- To analyse the nature and extent of corporate frauds in India and also to examine the influencing factors for committing corporate frauds in India
- To debate and suggest on the possible ways and means to arrest corporate fraud menace in India and to examine the efficacy of the steps already taken.

Industry	Not Applicable
Reference	GOV0032
Year of Pub.	2009
Teaching Note	Available
Struc.Assign.	Available

Keywords

Business Ethics, Corporate Frauds, Whistle Blowing, Governance, Internal Audit, Management Control, Internal Control, Outsourcing, BPOs, Management Audit, Enron

XFML : Betting on China – International Financing, Emerging Markets, and Corporate Governance Risk

An increasing number of companies from emerging countries are seeking a secondary listing in the global equity markets. Such listings are expected to have a number of benefits to the companies in terms of enhanced liquidity, reduction in the cost of capital and ability to raise capital from big institutional investors. However, significant costs are involved in a cross-listing, for reporting policies to be converted to US corporate governance standards.

In March 2007, Shanghai-based Xinhua Finance Media Limited(XFML), a provider of financial news and data on China's markets, planned to raise $371.5 million in a share offering in the US to repay debt and finance acquisitions. Subsequently the company listed new shares on NASDAQ under the symbol XFML for $13 each through American Depositary Receipt (ADR) program. After a few weeks of failed IPO, which was previously indicated as "near-hot", XFML has faced two serious setbacks. Xinhua News Agency - whose association with XFML's parent company Xinhua Finance Limited (XFL) had played a key role in its early success - had sent a notice saying it has terminated the relationship with XFL. Lynn Turner - managing director of research at Glass, Lewis & Co., and the former chief accountant of the SEC - resigned from Glass, Lewis & Co., a proxy advisory firm acquired by XFL in September 2006. Consequently shares of the company dropped to a new low of $8.31.

Now, XFML's management must decide on how to manage the current crisis and remain focused on creating value for its shareholders. And that too, adhering to standards of corporate governance and transparency in context of its ADR, and in China's controlled media environment.

Pedagogical Objectives:

- The case study is structured to help students understand:
- The theoretical underpinnings of Corporate Governance: the principal-agent problem and markets with asymmetric information
- The need for international equity financing
- The ADR process
- Questions and issues for Corporate Governance, in the case of XFML
- The strategic aspect of investor relations.

Industry	Financial Media
Reference	GOV0031
Year of Pub.	2007
Teaching Note	Available
Struc.Assign.	Available

Keywords

China; Financial media; Distribution; Emerging markets; International finance; ADR; Corporate Governance Case Study; Corporate Governance; Initial public offerings; Financial restructuring; Dual-class shares; Asymmetric information; Investor relations; Valuation

Siemens Saddled with Scandals (B): Governance Codes and Corporate Incentives

Corporate governance principles are the foundation upon which the trust of investors is built. These principles help pillow the hard-won reputation of companies. 'Checks and balances' are created, whereby the interests of shareholders and stakeholders are poised. Studying corporate governance codes of various countries helps build a strategic relation between governance and growth.

Pedagogical Objectives:

- To discuss the role and importance of corporate governance in various organisations
- To understand how and why companies adhere to corporate governance codes
- To discuss how to create a strategic fit between corporate governance and business performance metrics.

Industry	Not Applicable
Reference	GOV0030
Year of Pub.	2007
Teaching Note	Available
Struc.Assign.	Available

Keywords

Scandals in Germany; Co-determination; Scandals at Siemens; Splitting the roles of chairman and chief executive officer (CEO); Insider or an outsider; Corporate governance; Corporate incentives

Siemens Saddled with Scandals (A): Doubts over German Board Structure

In January 2005, Klaus Kleinfeld (Kleinfeld) succeeded Heinrich von Pierer (von Pierer) as the 11th CEO of Siemens. Under the tenure of Kleinfeld, Siemens was doing well. Sales rose by 16% from €75.45 billion in 2005 to €87.33 in 2006, profits by 35% to €5.3 billion and the operating profit margin increased by 49% for the first quarter in 2007. At the same time, Siemens has racked up an impressive collection of corruption scandals. Prosecutors and security watchdogs in Europe and the US have been investigating current and former Siemens employees, including some senior executives, on various allegations of corruption and unfair play. Kleinfeld and von Pierer were suspected as the mess happened right under their nose. But they – as well as the board members – vindicated themselves of any wrongdoing. Yet Kleinfeld's tenure was not extended beyond its expiry in September 2007.

Pedagogical Objectives:

- To discuss the reasons for corruption and allegations at major German corporations
- TTo understand the German dual board structure (co-determination) – its advantages and disadvantages
- To debate on the views and counter-views of shareholders on the extension of the Kleinfeld's contract
- To debate whether German system of co-determination is responsible for the scandals or it is a matter of ethical failure or is it the board.

Industry	Not Applicable
Reference	GOV0029
Year of Pub.	2007
Teaching Note	Available
Struc.Assign.	Available

Keywords

Scandals in Germany; Co-determination; Corporate Governance Case Study; Scandals at Siemens; Splitting the Roles of chairman and CEO; Insider or an Outsider; Corporate Governance

Are Published Financial Statements Really Reliable?

Corporate Accounting scandals were the outcome of wrongful deeds of the executives of publicly held companies. These wrongful acts and misrepresentations involved devious methods of misdirecting funds, overstating the revenues, suppressing the expenses, overstating the value of corporate assets and underreporting of the existence of liabilities, often with the connivance of top executives and the accountants who were bestowed with the responsibility of expressing an independent opinion on the truth and fairness of the financial statements. In the US, Securities Exchange Commission (SEC) relied on the accounting industry for formulation and implementation of Accounting Standards.

In 2002 a series of accounting scandals surfaced in the US which involved the big accounting firms like Arthur Andersen, KPMG and others. These accounting firms were charged with negligence in the execution of their duties as auditors to identify and prevent the publication of falsified financial reports by their corporate clients, which had the effect of giving misleading impression of the companies' financial status. In several cases, the monetary amounts of the fraud involved were billions of US Dollars. Some of the notable instances of corporate accounting fraud, which made headlines, were the Enron and WorldCom cases. This threw open the question as to where does the final responsibility lie, for the truth and fairness of the financial information relating to publicly held companies. The gravity of the issues involved in some of these high profile cases involving global accounting firms threw open the question, how reliable were published financial information?

Pedagogical Objectives

- To discuss corporate governance issues in companies
- To discuss role of regulators in identifying the accounting frauds and the effectiveness of penalties imposed.

Industry	Not Applicable
Reference	GOV0028B
Year of Pub.	2006
Teaching Note	Available
Struc.Assign.	Available

Keywords

Corporate Governance Case Study; Fraudlent Audited Reports; Enron; Worldcom MCI; Xerox; Corporate Accounting scandals; Reliability of Financial Statements; Arthur Anderson; KPMG; SEC; Sarbanes Oxley Act; PCAOB; AICPA

AIG: The Problem of Disclosures

American International Group (AIG) was one of the world's largest international insurance and financial services companies with operations in more than 130 countries. After the announcement of its financial results for 2004-05, AIG was charged by the US regulators for indulging in manipulative accounting from the year 2001. It was alleged that AIG along with its subsidiaries, had resorted to creative accounting to give a false picture of its clients' earnings as well as that of its own. After the complaints, AIG conducted an internal review of its accounts and came up with a restatement on May 31, 2005. The case discusses the important manipulative deals of AIG with its clients and its own subsidiaries, highlighting the aberrations from the US GAAP in each arrangement.

The case provides room for discussion on the role of regulators in identifying the accounting frauds and the effectiveness of penalties imposed on those involved.

Pedagogical Objectives

- To discuss corporate governance issues in companies
- To discuss role of regulators in identifying the accounting frauds and the effectiveness of penalties imposed

Industry	Insurance
Reference	GOV0027C
Year of Pub.	2005
Teaching Note	Not Available
Struc.Assign.	Not Available

Key Words

AIG, Insurance sector, corporate governance, regulators, SEC, insurance accounting, manipulative accounting, subsidiary accounting, US GAAP, accounting frauds, financial services sector, shareholder value

Tax Shelter Frauds – Should KPMG be 'Sheltered'?

On August 26, 2005, KPMG, one of the world's Big Four accounting and auditing firms, lost the biggest ever tax shelter fraud case to the U.S. Justice Department. KPMG had been involved in developing and aggressively marketing tax shelter products from 1996 to 2003, to its wealthy clients who sought tax planning advice. The firm did not register these products with the Internal Revenue Service, which later declared the tax shelters as illegal. The tax shelter products had resulted in a tax evasion of USD 2.5 billion by creating false losses of about USD 11 billion. However, KPMG was not criminally indicted for the fraud. Instead KPMG confessed to being involved in the fraud and agreed to pay a penalty of USD 456 million. It was accepted that KPMG would not offer tax planning services to clients and would not continue to sell the tax shelter products. If KPMG agreed to certain conditions until December 2006, no criminal charges would be levied against the firm and KPMG could escape with mere penalties.

The case gives an account of the important tax shelter products of KPMG and highlights the details of the litigation against the firm. The case aims to analyze whether the regulatory authorities were correct in protecting KPMG from criminal charges and whether they need to play a more important role in fraud prevention.

Pedagogical Objectives

- To discuss about accounting practices and frauds.
- To discuss in detail tax shelter products of KPMG.

Industry	Accounting and Auditing
Reference	GOV0026C
Year of Pub.	2006
Teaching Note	Not Available
Struc.Assign.	Not Available

Key Words

KPMG, Big four accounting firms, tax shelter frauds, Deferred prosecution, Bond Linked Issue Premium Structure, Offshore Portfolio Investment Strategy,FLIPS (Foreign Leveraged Investment Program), SC2 (SCorpn. Charitable Contribution Strategy),Xerox's Accounting frauds, Cookie-jar reserves method, Tax advantage at Cayman Island, U.S. Justice Department, Internal Revenue Service (IRS), Securities and Exchange Commission, Role of Regulatory authorities

Indian BPOs: Scandals and the Aftermath

In 2004-05 India contributed 44% ($17.2 billion) of the world outsourcing market. The BPO industry in the country grew at the rate of 41% in 2004-05 to reach a value of Rs.25, 080 crores. Indian IT-ITES companies were warranted to be among the best globally, as far as quality standards were concerned. Over 185 of the Fortune 500 companies were outsourcing from India. 50 out of the 74 SEI CMM Level 5 certified companies in the world were based out of India. But this success record of Indian BPO companies was marred by a few scandals in 2005.

In April 2005 some workers on the payrolls of MphasiS BFL Pune, garnered Personal Identification Numbers (PIN) and net passwords from the U.S. Citibank customers and drew money from their accounts. This incident made a serious dent in the credibility of the Indian BPO industry. Experts realized that the security factor could make or break the industry.

Critics were of the view that this incident would dampen the industry's growth rate. Future growth prospects of the industry depended on its ability to retain customers and to convince prospective clients about its competence and expertise in handling security issues.

Pedagogical Objectives

- To understand about the BPO industry in India
- To discuss about data security in Indian BPO.

Industry	IT/BPO
Reference No.	GOV0025B
Year of Pub.	2006
Teaching Note	Not Available
Struc.Assig.	Not Available

keywords

BPOs in India, MphasiS, NASSCOM, IT-ITES, Indian Call Centers, Data Security,Data Privacy, Outsourcing, IT/BPO, IT, Anti-outsourcing, Security Breach, Global outsourcing, Cyber crime, Cyber security legislation.

Corporate Governance at Knight Transportation, Inc.

Knight Transportation, Inc. (KTI), recognized by Forbes for its low operating ratios in the US trucking industry is setting standards in corporate governance. To comply with the listing standards in NYSE, the company has put in place written charters for selection of independent directors, voting requirements for their election, and limiting executive compensation packages. The case talks about what role the Board of Directors can play in ensuring corporate governance standards during the growth of the company. The case examines in detail the corporate governance practices undertaken by the Board Committees and the strict adherence to the Generally Accepted Accounting Principles (GAAP) while preparing financial statements. Mandatory personal assurances by the top executives on the fairness of financial statements are also complied with. With stricter corporate governance standards, KTI is expecting to realize higher returns for its stakeholders. The case can be used to teach courses in business ethics and corporate governance curriculum.

Pedagogical Objectives

- To discuss the relevance of Corporate Governance.
- To discuss the compensation of CEOs, who should decide what to pay, shareholders or the Board of Directors?

- Discuss GAAP.

Industry	Trucking
Reference No.	GOV0024B
Year of Pub.	2005
Teaching Note	Not Available
Struc.Assig.	Not Available

Keywords

Corporate Governance, Board of Directors, compensation plan, stock based, financial disclosure, board committees, board compensation, driver retention

Royal Charter Review: BBC's Radical Overhaul?

Since its inception in 1927, the British Broadcasting Corporation (BBC) has been a revered name in public service broadcasting. The BBC's role was to 'educate, inform and entertain' its audience free from political as well as commercial interference. The BBC was incorporated under a Royal Charter, which was renewed every ten years. The BBC's eighth Charter would end on December 31 st 2006. In 2005, the government published the Green Paper as part of the BBC's Charter Review process. In the Green Paper, it suggested sweeping changes to the way BBC was managed.

Pedagogical Objectives

- To understand the Royal Charter governing the function of BBC and provides insight into the Green Paper released by the British Government for reviewing the Royal Charter.
- To discuss whether the review would bring about a radical overhaul in the way the BBC functions.

Industry	Not Applicable
Reference No.	GOV0023
Year of Pub.	2006
Teaching Note	Not Available
Struc.Assig.	Not Available

keywords

British Broadcasting Corporation (BBC); Royal Charter; Charter review; Green Paper; White Paper; Public service broadcaster; Michael Grade; License fee funding; Hutton enquiry; Ofcom; Radical overhaul

Volkswagen's Ferdinand Piech's Porsche Connections: The Clash of Interests?

German carmakers, Porsche and Volkswagen, have enjoyed a long history of close alliances and have collaborated on various projects. Volkswagen supplies about 30% of the automobile parts Porsche uses. But when the luxury sports carmaker, Porsche acquired 20% stake in mass-market carmaker Volkswagen, it created apprehensions in the minds of shareholders of both the companies. Porsche's investors were apprehensive about the deal that ties Porsche to a company, which has been struggling financially. On the other hand, Volkswagen shareholders worried about the delay in the company's restructuring process and future of the company. In question was the role of Volkswagen's non-executive chairman, Ferdinand Piëch, who also happens to be the grandson of Ferdinand Porsche (founder of Porsche) and a major shareholder of Porsche.

Pedagogical Objectives

- To understand the clash of interests involved in the Porsche - Volkswagen, which has triggered a crisis in German corporate governance.
- To discuss the future of the Porsche - Volkswagen deal.

Industry	Not Applicable
Reference No.	GOV0022
Year of Pub.	2006
Teaching Note	Not Available
Struc.Assig.	Not Available

keywords

Porsche; Volkswagen; Ferdinand Piech; Clash of interests; Corporate governance; Shareholder value; Luxury sports carmaker; Mass-market carmaker; Price-earnings ratio; Restructuring; Volkswagen law

Corporate Governance Problems at Seibu, Japan's Major Private Railway: Board to be Blamed?

Seibu Group is a giant Japanese conglomerate with assets estimated at 1.8 trillion yen, with its principal business operations in railways, tourism and real estate. The group's flagship company, the Seibu Railway Company is Japan's major private railway company. Though Seibu has grown into a major group, due to poor corporate governance, it was mired in losses and scandals in 2004. As a result, many board members including the chairman Yoshiaki Tsutsumi quit the company. In addition, the Tokyo Stock Exchange de-listed the company, which resulted in the major decline of its share value. To revive its fortunes, the company established a reform committee with outside members and decided to improve corporate governance practices.

Pedagogical Objectives

- To understand the evolution of Seibu over the decades, the scandals and the efforts of revival by the reform committee of the company.
- To discuss corporate governance issues like role of board, chief executive officer's intervention, restructuring plans and the future of Seibu.

Industry	Not Applicable
Reference No.	GOV0021
Year of Pub.	2005
Teaching Note	Not Available
Struc.Assig.	Not Available

keywords

Seibu Group Seibu Railway Company Kokudo; Japan’s major private railway; Japanese corporate governance practices; Board’s role family owned business; Restructuring plan revival options; Yoshiaki Tsutsumi; Tokyo Stock Exchange (TSE); Diversification expansion strategies; Scandals and controversies; Incompetent management and poor decisions; Reform committee future of Seibu; Chief executive officers (CEO’s) intervention; Delisting and bankruptcy; Japanese Security Exchange Commission (JSEC).

Corporate America and Sarbanes-Oxley Act: The Costs vs Benefits

In response to the wave of scandals that damaged the reputation of corporate America, in 2002, the Securities Exchange Commission (SEC) formulated the Sarbanes-Oxley Act. The Sarbanes-Oxley Act intended to improve transparency, management accountability and bring in accuracy in corporate disclosures and help restore investors' confidence. Analysts believed that the benefits of the law would be realised in the long run and would help corporate America improve its tarnished image. However, companies had to bear huge compliance-related costs of the act. To bypass the act and avoid these huge costs they began to de-list from the New York Stock Exchange (NYSE) and other US stock exchanges. The case details the accounting irregularities and frauds that have gradually come to light since 2001.

Pedagogical Objectives

- To understand the conflict of interest between accounting and consulting professions, considered to be one of the reasons for such failures in corporate governance.
- To discuss the ability of Sarbanes-Oxley Act in checking frauds and preventing the top executives from siphoning off huge amounts at the cost of shareholders and employees’ interest.

Industry	Not Applicable
Reference No.	GOV0020
Year of Pub.	2005

Teaching Note	Not Available
Struc.Assig.	Not Available

keywords

Sarbanes-Oxley act; Accounting scandals; Enron debacle; Corporate governance problems; Image of corporate America; Corporate disclosures; Compliance-related costs; Delisting from stock exchanges; Chief Executive Officer pay; Retaining investor confidence; Benefits to shareholders

The Oil-for-Food Scandal at UN: Questions of Governance Issues

The Oil-for-Food programme was set up by the UN Security Council after the 1991 Gulf War to provide humanitarian goods to the Iraqi people in exchange for oil. The largest humanitarian programme in the UN history, the programme was initially considered to be a success. However, in the course of time, it became evident that the programme was manned by various illegal activities during export of oil and import of humanitarian goods. The then President of Iraq, Saddam Hussein and various other UN officials were alleged to be involved in the scandal. Since the programme was managed and run by the United Nations, the mismanagement and corruption raised serious questions regarding governance issues at the UN and its credibility came under threat.

Pedagogical Objectives

- To understand various governance issues of the UN.
- To discuss the potential challenges that the UN might face to restore its credibility among its member nations.

Industry	Not Applicable
Reference No.	GOV0019
Year of Pub.	2005
Teaching Note	Not Available
Struc.Assig.	Not Available

keywords

Oil-for-Food programme; Governance issues at United Nations (UN); Persian Gulf War; Economic sanctions on Iraq; Humanitarian programme in Iraq; UN system; UN Security Council; UN Charter of Values; UN Secretary General; Benon Sevan; Iraqi President Saddam Hussein; Mismanagement and corruption at UN; UN peacekeeping forces in Congo

Corporate Governance at Nestle: The Debate Over Combined CEO and Chairman

In January 2005, Nestle announced its plan to appoint Peter Brabeck as its new Chairman and Chief Executive Officer (CEO). The announcement triggered a strong opposition from a group of shareholders, led by Ethos Foundation, a pension fund, which was against Nestle's decision of concentrating the powers of the chairman and CEO in the hands of one person. It was opined that Nestle was going against the best practices of corporate governance as most of the European companies and one-third of the Fortune 500 companies had adopted the practice of splitting the roles of chairman and CEO.

Pedagogical Objective

- To discuss the issue of the same individual functioning as Chairman and CEO in global corporate.

Industry	Not Applicable
Reference No.	GOV0018
Year of Pub.	2005
Teaching Note	Not Available
Struc.Assig.	Not Available

keywords

Nestle; Corporate governance; Europe; Combined Chairman and CEO (chief executive officer); Double mandate; Cadbury Committee Report; Peter Brabeck; Ethos Foundation; Role of Board; Succession planning; Splitting top roles; Institutional shareholder services; Board leadership; Corporate collapse

Hollinger International and Conrad Black: The Corporate Governance Conundrum

Hollinger International, the publishing division of Hollinger Inc., is an organisation based in USA that owns many newspapers. Lord Conrad Black (Black) was the Chairman and Chief Executive of Hollinger International who along with his friend David F Radler controlled the Hollinger Inc.'s operations through Ravelston, their private equity vehicle. In the year 2003, Tweedy Browne Co., a New York-based investment firm approached the Securities Exchange Commission to conduct a corporate governance review of Hollinger International. Black was forced to resign in November 2003. The report accused Black and his associates of robbing the company of millions of dollars. The final outcome of the Hollinger case is far from decided.

Pedagogical Objectives

- To understand how an inactive board, an ineffective audit committee and a dominant CEO (Chief Executive Officer) can damage the corporate governance structure, which can be detrimental to shareholders' interests.
- To discuss the role of directors and whether they should be held financially accountable for neglecting their responsibility to protect the interests of minority shareholders.

Industry	Not Applicable
Reference No.	GOV0017
Year of Pub.	2005
Teaching Note	Not Available
Struc.Assig.	Not Available

Keywords

Chicago; Newspaper; Ravelston; Hollinger International; Conrad Black; Barbara Amiel Black; Richard Perle; Tweedy Browne; Richard Breeden; Securities Exchange Commission; Corporate governance; Minority shareholders

Morningstar Inc.: The US Fund Rating Leader's Credibility at Stake?

Morningstar Inc., a leading financial services rating firm in the US, was known for its unbiased information and ratings of mutual funds and stocks to ordinary investors. Besides individual investors, Morningstar's users consisted of (1) financial planners and investment professionals; (2) institutions like mutual fund companies, providers of retirement services, stock brokerage firms; and (3) the media organisations such as television, newspapers and magazines. This reputation and the company's credibility were jeopardised when three regulatory investigations were initiated against it in 2004.

Pedagogical Objectives

- To understand the business model of Morningstar, its various fund rating tools, and the growth strategies it employed to become a leading financial services rating firm.
- To understand the regulatory investigations initiated against Morningstar by the Securities and Exchange Commission (SEC) and the New York Attorney General Eliot Spitzer.
- To discuss whether the regulatory investigations and conflicting interests resulting from its diversification would lead to an erosion of its credibility.

Industry	Not Applicable
Reference No.	GOV0016
Year of Pub.	2005
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Morningstar Inc; Joe Mansueto; Conflict of interests; Mutual fund rating agency; Fund performance information; Investment advisor; Mutual Fund Sourcebook; US mutual fund industry;

Misguiding investors; Securities and Exchange Commission (SEC) USA; Morningstar ratings; Erroneous publication; Quality control procedures; Regulatory investigations; Morningstar Associates PLC

Citibank's Sunset in Japan?

Citibank, the banking services unit of the world's largest financial services group, Citigroup, had been operating in Japan since 1902, and was considered the country's most successful private bank. But on September 17 th 2004, it was ordered by The Financial Services Agency (FSA), Japan's financial services market monitoring authority, to shut down its private banking operations in the country, citing violation of the country's banking laws. The bank was also banned from participating in government bond auctions. While the incident highlighted the dubious business practices followed by Citibank, it also initiated a debate on whether the severe penalty also meant trouble for other foreign banks too in Japan.

Pedagogical Objectives

- To understand the growth strategies employed by Citibank in Japan to become the country's leading private bank.
- To discuss Citibank's serious violation of banking laws as found by the FSA, the bank's corporate culture, and the changing banking regulations and disclosure practices in Japan.
- To discuss whether the severe punishment of Citibank was justified given that the Japanese banking system itself had several drawbacks, whether the punishment meant a possible closure of Citibank in Japan, and the need for a change in its corporate culture at the global level.

Industry	Not Applicable
Reference No.	GOV0015
Year of Pub.	2005
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Citigroup; Citibank Japan; World's largest financial services group; Financial Services Agency (FSA) Japan; Dubious business practices; Banking law violations; Citigroup private bank; Comprehensive wealth management services; Leading private bank; Corporate culture; Securities and Exchange Surveillance Commission (SESC), Japan; Regulatory investigations; Lawsuits and settlements; Japanese banking regulations and disclosure practices; Bank-centred economy

Eliot Spitzer: A Crusader of Corporate Reform

Since 1999, New York state Attorney General, Eliot Spitzer has been carrying out a battery of investigations against several companies spanning many industries. One such industry that bore the brunt of his crusade was investment banking. Wall Street firms like Merrill Lynch, Alliance Capital and Marsh & McClennan had to do a lot of explanation regarding their business practices. Spitzer's methods of investigation are drawing criticism from Wall Street firms and regulatory bodies that question his motives and authority.

Pedagogical Objectives

- To evaluate the unconventional methods Spitzer adopts to expose unethical business practices in firms across industries, especially financial services.
- To discuss the efficiency and effectiveness of Spitzer's strategies and the long-term impact they might have on industry practices.
- To discuss the validity of Spitzer's positive motives and authority in his investigations.

Industry	Not Applicable
Reference No.	GOV0014
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Eliot Spitzer; New York state attorney general; Merrill Lynch; Mutual fund industry; Canary Capital; Martin Act; Insurance brokerage industry; Marsh & McClennan; Payola; Rudolph Guiliani; Jeffrey Greenberg; AIG

Riggs National: The Fall of a 168-year-old Bank

Known as 'the most important bank in the most important city in the world', Riggs National Corporation witnessed a steep downfall in 2004 when it was accused of money laundering activities. It was alleged that Riggs had carried out unfair transactions with the embassies of Saudi Arabia and Equatorial Guinea. In May 2004, Riggs National settled the charges by paying $25 million to the regulatory authorities of the US. In July 2004, Pittsburgh-based PNC Financial Services Group Inc., offered to acquire Riggs at twice its book value.

Pedagogical Objective

- To discuss the reasons behind the fall of Riggs National, the American banking icon, and the opportunities and challenges that might be faced by PNC Financial once it acquires Riggs National.

Industry	Not Applicable
Reference No.	GOV0013
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Riggs National; Money laundering; PNC Financials; Riggs embassy business; Patriot Act; Bank of presidents; Augusto Pinochet; Joe L Allbritton; Riggs suspicious activity reports; Major funding by Riggs; Corporate scandal in the US; Class action lawsuits against Riggs

National Australia Bank: The Forex Scandal And The Boardroom Battles

National Australia Bank's foreign exchange crisis not only cost the bank $360 million but also cast serious doubts on the governance culture in the bank. It caused the bank to rethink and reformulate its business strategies, its culture, and its approach to risk management in order to achieve sustainable growth. After several boardroom brawls and a major overhaul of the entire board, the company, under John Stewart, is now ready to rebuild its reputation and boost public confidence.

Pedagogical Objectives

- To discuss the developments that took place in National Australia Bank from January 2004 to May 2004.
- To discuss the Forex scam along with several loopholes in the bank's policies and systems that caused it to snowball.
- To discuss the fallout of the scandal and the company's handling of the total fiasco.
- To discuss whether the measures taken are sufficient to rebuild its reputation and boost public confidence.

Industry	Not Applicable
Reference No.	GOV0012
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

National Australia Bank; Forex scandal;

Boardroom battles; Risk management; Financial controls; Frank Cicutto; Catherine Walter; John Stewart; Cultural changes

CEO Compensation and Corporate Governance at NYSE

Excessive CEO compensation has sparked off discussions in the academic and the corporate circles. Dick Grasso, the former Chairman and CEO of the New York Stock Exchange (NYSE), was forced to step down in September 2003 much before his scheduled retirement in 2007, when he was accused of receiving an excessive pay package. His case reinforced the need for reforming the governance practices at NYSE in particular and the corporate world in general.

Pedagogical Objectives·

- To discuss the issues of separation of the office of Chairman and CEO, and the independent functioning of the boards.
- To discuss the governance practices required to eliminate incorrect and unjustified compensation pay packages of CEOs.

Industry	Not Applicable
Reference No.	GOV0011
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

CEO compensation; Corporate governance; New York Stock Exchange (NYSE); Dick Grasso, Eliot Spitzer; New York state's not-for-profit corporation law; Executive pay; Human Resources and Compensation Committee; Securities and Exchange Commission (SEC); Board of directors; Self-regulatory organisation (SRO)

Elite Model Management (NY): From Beauty to Bankruptcy

In February 2004, Elite Model Management (NY), an affiliate of the largest modelling network agency in the world, Elite Model Management, filed a petition under Chapter 11 of the US bankruptcy code. Elite Model Management (NY) had long been mired in controversies and law suits on charges that ranged from price fixing and a hostile working environment, to sexual harassment of a model by the founder of the agency, John Casablancas.

Pedagogical Objectives

- To discuss the business of modelling agencies.
- To discuss the reasons for the bankruptcy of Elite Model Management (NY) which once had supermodels like Cindy Crawford, Naomi Campbell and Linda Evangelista on its list.

Industry	Not Applicable
Reference No.	GOV0010
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Elite Model Management; Elite Model Management Corporation (New York); Class action suit; Modelling agencies; Manhattan modelling agencies; Price-fixing allegations on model agencies; Bankruptcy of Elite; International Model Managers Association; Model managers; John Casablancas

The Failing CFOs and Corporate Scandals

Chief Financial Officers (CFOs), who were once considered harbingers of corporate fortunes, are now derided as originators of corporate indecencies. The CEO and CFO nexus was likened to the nexus between a politician and a criminal.

Pedagogical Objectives

- To discuss the larger role of CFOs in the corporate scandals.
- To discuss the possible ways of saving the corporations and employees from the repetition of corporate scandals of the magnitude of the year 2001.

Industry	Not Applicable
Reference No.	GOV0009
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Chief financial officer, chief executive officer; Corporate scandals, corporate governance; Scott Sullivan; Jeffrey Skilling; Andrew Fastow; Enron scandal, MCI WorldCom collapse; Abu Ghraib; Securities and Exchange Commission; Whistle blowers; Bernard Ebbers; Chapter 11 filing; Accounting fraud; Rigas family, Adelphia; Generally accepted accounting principles; Financial Accounting Standards Board

Executive Compensation - Microsoft's Risk-return Tradeoff

In the corporate America, owners, co-founders and top executives have been compensated with stock options, a profit sharing concept since the 1800s. Microsoft has extended stock options to the rank-and-file employees since its public offering in 1986. During the IT boom, when Microsoft's stock prices soared, stock options had created the so called 'Microsoft millionaires'. Stock options helped create a culture of employee ownership and entrepreneurial spirit. But with the decline in stock prices and growing anguish among employees, Microsoft shifted to restricted stock. The pay package was also seen as maintaining a balance between shareholders and employees' interests.

Pedagogical Objective

- To discuss the accounting, human resource and corporate governance perspectives of the shift in the compensation strategy by Microsoft.

Industry	Not Applicable
Reference No.	GOV0008
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Employee stock options; Microsoft's stock options; Restricted stock options; Expensing options; Profit sharing concept; Executive compensation; FASB (Financial Standards Accounting Board); Wealth sharing concept; Microsoft millionaires; Underwater stock options; Non-qualified options; Cost of options; Capital gains; Pay for performance

Corporate Governance in India

Taking cues from several other best governance practices in the world, Indian Corporate Governance has evolved over the last few years. Three different committees had been set up whose recommendations are adopted in same measure. Some of these recommendations are made mandatory while many others are yet to see the light of the day. India, becoming a major FDI destination for many global companies, and Indian companies going global, the need for prudent corporate governance practices is increasing.

Pedagogical Objectives

- To discuss the evolution of the corporate governance concept in India and the factors that triggered it.
- To discuss how the framing up of mandatory corporate governance laws by the Indian regulatory authorities influenced the companies in the country.
- To discuss the corporate governance practices being followed in India and to

compare and contrast different international codes on the concept.

Industry	Not Applicable
Reference No.	GOV0007
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign	Not Available

Keywords

Corporate governance in India; Liberalisation; Securities and Exchange Board of India (SEBI); Kumar Mangalam Birla Committee; Malegam Committee; Narayana Murthy Committee; Naresh Chandra Committee; Confederation of Indian Industry (CII) code; Tata Group of companies; Tata Son's Limited; Infosys Technologies Limited; Birla Corporation; Organisation for Economic Co-operation and Development (OECD) principles; Cadbury Committee; King Committee

Parmalat's Collapse: The Banks' Bad Debts

In December 2003, the world witnessed the swift downfall of the Italian dairy giant Parmalat Finanziaria SpA, which for a long time, was considered as the icon of Italy's business community. The scandal that led to the stunning downfall of Parmalat was called 'one of the largest and most brazen corporate frauds in history' by the US market watchdog Securities and Exchange Commission. It was believed that Parmalat operated through a network of 200 subsidiaries, which the company used to raise finances from the banks. Investigations into the scandal brought many banks into the spotlight.

Pedagogical Objectives

- To discuss the financial details of Parmalat and the means through which it raised funds from banks.
- To discuss the role of special purpose vehicles set up by Parmalat to raise money from banks to fund its expansion.
- To discuss the flaws/mistakes made by banks in failing to realise the company's wrong motives as well as troubles.

Industry	Not Applicable
Reference No.	GOV0006
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Securities and Exchange Commission; Europe's Enron; Bank of America; Citigroup; Calisto Tanzi; Bonlat; Deutsche Bank; Merrill Lynch; UBS; Parmalat expansion; Enrico Bondi; Bankruptcy; Buconero

Adecco: Accounting Scandal or a Communication Problem?

Adecco, a Forbes 500 Company and a global leader in human resource solutions, is a merger of two of the largest personnel services companies in Europe, Adia and Ecco. On January 12th 2004, Adecco announced that it would delay its results for the year 2003 citing the reason of 'material weaknesses in internal controls', in its North American branch. The stocks fell, followed by loss of customers and investors' confidence. While investors filed lawsuits, investigations started. The early investigations revealed that nothing major had really happened that was financially significant. But, getting back the confidence of customers who were switching to its competitors and investors, was expected to become a costly affair.

Pedagogical Objectives

- To discuss how the communication policy of the company created confusion leading to a public relations disaster.
- To discuss how the situation could otherwise have been handled, in the wake of Enron and Parmalat debacles.

Industry	Not Applicable
Reference No.	GOV0005
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Adia and Ecco; Adecco; Olsten temporary staffing firm; Adecco annual results delayed; Public relations policy; Communication policy; Adecco brands; Felix Weber; John Browmer; Jerome Callie; Ernest & Young; Anderson; Enron and Parmalat; Revenue recognition; Accounting irregularities

Whistleblowers – The New Corporate Conscience Keepers?

Among those instrumental in the exposure of corporate scandals like Enron and Tyco, were whistleblowers like Sherron Watkins. Time magazine's selection of three women whistleblowers as 'Persons of the Year' in 2002 brought into fore several lesser-known cases of whistleblowing. While the media made heroes of these men and women, most of them had to pay a heavy price for standing out of the pack. The case illustrates three cases of whistleblowing: Sherron Watkins of Enron, Russel Hayes of CMC and Barron Stone of Duke Energy Corp.

Pedagogical Objectives

- To discuss the role of whistleblowers in unearthing scandals and consequences faced by whistleblowers.
- To discuss the effectiveness of the provisions for whistleblower protection as envisaged in the Sarbanes-Oxley Act passed in 2002.
- To discuss whether companies can prevent instances of bad corporate governance by encouraging employees to voice their opinions.

Industry	Not Applicable
Reference No.	GOV0004
Year of Pub.	2004
Teaching Note	Available
Struc.Assign.	Available

Keywords

Whistleblowers; Sherron Watkins; Sarbanes-Oxley Act; Barron Stone; Russel Hayes; Jeffrey Wigand; Michael Dell; Charles Grassley; Patrick Leahy; Michael Kohn; Qui Tam; Fred Alford

The Parmalat Collapse

Little did the European business community guess what was to come when Parmalat first hit newspapers for defaulting on a bond buyback. In response to allegations and media reports, Parmalat's Founder and Chairman Calisto Tanzi, brushed aside the issue saying the money was safe in a high-yielding Epicurum fund. But in reality, the issue came as the first among a string of financial scandals that eventually led to the downfall of Parmalat. As one scandal led to another, Parmalat's reputation took a beating with it being dubbed as 'Europe's Enron'. While the US regulator, Securities and Exchange Commission, described the fraud as 'one of the largest and most brazen corporate financial frauds in history', journalists at BusinessWeek saw the case as 'globalisation gone wrong'.

Pedagogical Objectives

- To discuss the factors that led to the rapid rise and fall of the dairy giant Parmalat.
- To discuss the required measures to prevent such collapses.

Industry	Not Applicable
Reference No.	GOV0003
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assign.	Not Available

Keywords

Parmalat; Grant Thornton; Europe's Enron; Bonlat; Epicurum fund; Calisto Tanzi; Bank of America; Accounting scandal; Securities and Exchange Commission; Parmalat expansion; Parmalat Brazil; Enrico Bondi; Parmalat's acquisitions; Bankruptcy

Coca-Cola-Contentious Overseas Business Practices

In its history of more than a century, Coca-Cola had expanded its operations worldwide more than any other global enterprise. Its overseas operations, which had traditionally accounted for 90% of its profit growth contributed to two-thirds of its earnings, that amounted to $19.6 billion, in 2002. However, since the 1990s, Coca-Cola had been facing several controversial business allegations against its overseas operations in Latin America, Europe, Uzbekistan, Middle-East and India, that posed a serious challenge to the fascinating brand.

Pedagogical Objectives

- To understand the overseas business practices of Coca-Cola.
- To discuss whether the controversial allegations against Coca-Cola's overseas business practices posed a serious challenge to the brand.

Industry	Not Applicable
Reference No.	GOV0002
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assig.	Not Available

Keywords

Coca-Cola; Pepsi; Coke; Sinaltrainal; Channel stuffing; Italian Antitrust Authority; Bottlers of Coke; Overseas operations of Coke; Coca-Cola Enterprises; Coke's offices raided; Coke in India; Coke in Columbia; Coke in Uzbekistan; Soft drink industry; Business practices

Boeing's Defense Deals and Ethical Issues

Since its inception, Boeing enjoyed a virtual monopoly in the commercial aircraft industry. For years, Boeing's commercial aircraft unit had been the cash centre of the company. The September 11 terrorist attacks and the subsequent economic recession seemed to shift the company's focus to the defence and space business, particularly with the federal expenditure for defence-related business going up. Riding on its strong political clout, Boeing bagged a majority of the defence contracts, which made it see through the severe economic crisis. Although Boeing's defence business prospered, it was mushroomed by a series of scandals. Ridden with allegations of misconduct and indiscipline, Boeing's Chairman and CEO, Phil Condit relinquished his position in December 2003. Industry observers feared Boeing might lose its biggest customer - the Pentagon.

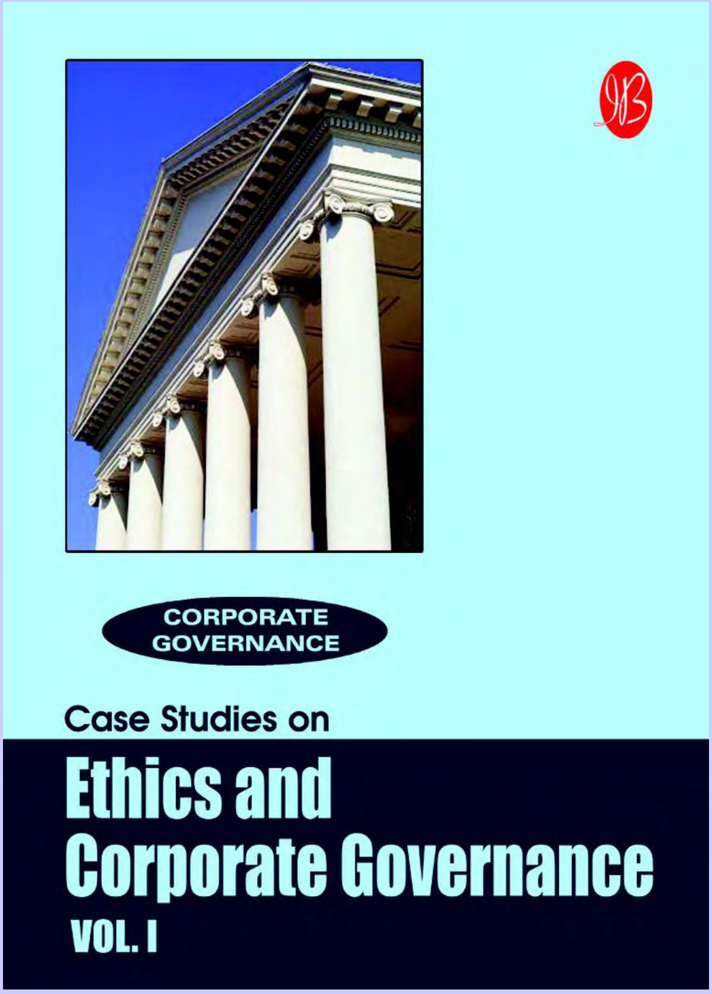
Pedagogical Objectives

- To discuss the circumstances that tarnished the image of Boeing.
- To discuss the scandals that eventually led to the resignation of Phil Condit
- To discuss the Boeing's future if found guilty and loss of leading customers.

Industry	Not Applicable
Reference No.	GOV0001
Year of Pub.	2004
Teaching Note	Not Available
Struc.Assig.	Not Available

Keywords

Boeing; Phil Condit; Harry Stonecipher; Pentagon and Boeing; Corporate scandals; Tanker deal; Lockheed and Boeing; Airbus; Defence deals; Integrated defence systems; Political connections; Government support; Ethical misconduct; Acquisitions; Charles Lindberg



For all progressive organisations of today, commercial success means much more than the profit margin. It is the image of the company and the goodwill it generates in the market that determines its success in the true sense of the word. It is also established that those companies, which portray a clean public image, can attract the brightest and the best talent. With shareholder activism being the order of the day, the activities of the Board of Directors and the company practices are coming in for a greater public scrutiny, and organisations that do not pass the muster, are found to decline rapidly.

The best way for organisations to guard themselves against such a possibility is by reading and discussing of case studies on the ethical practices followed by both successful as well as unsuccessful organisations. This can enable one to chart out a plan for ethical compliance for one's own organisation. The learning process also calls for unlearning and re-learning.

Case Studies on Ethics and Corporate Governance enables a better understanding of ethical and corporate governance issues plaguing some of the best companies in the world. Along with dilemmas and their resolution, the governance initiatives are also highlighted.

Sample Cases

- Boeing’s Defense Deals and Ethical Issues
- “Brand CEOs”: The Case of Martha Stewart
- CEO Compensation and Corporate Governance at NYSE
- Coca-Cola: Contentious Overseas Business Practices
- Corporate Governance in India