

**COURSE TITLE: PROFESSIONAL ETHICS AND CORPORATE GOVERNANCE**

Semester	Course Type	Course Level	Course Code	Credits	Total Hours
3	VAC	100-199	KU3VACCOM100	3	45

Learning Approach (Hours/ Week)			Marks Distribution			Duration of ESE (Hours)
Lecture per week	Practical per week	Tutorial	CE	ESE	Total	
3	-	-	25	50	75	1.5 hrs

**Course Description:**

This course provides an understanding of ethical principles and moral values relevant to the professional conduct of individuals and organizations. It explores the foundations of ethics, the role of ethical behavior in the professional world, and the importance of integrity and responsibility. The course also focuses on corporate governance practices, highlighting the mechanisms, processes, and structures through which corporations are directed and controlled. Topics include ethical theories, corporate social responsibility (CSR), stakeholder management, regulatory frameworks, and governance best practices.

**Course Outcomes:**

CO No.	Expected Outcome	Learning Domains
1	Define key concepts in professional ethics and corporate governance.	R
2	Explain ethical theories, principles, and governance frameworks in organizations.	U
3	Apply ethical reasoning to real-world professional and corporate dilemmas.	A
4	Analyze ethical issues and governance failures in business case studies.	An
5	Evaluate the effectiveness of corporate governance practices in ensuring ethics	E
6	Develop ethical codes or governance models for professional conduct.	C

*\*Remember (R), Understand (U), Apply (A), Analyse (An), Evaluate (E), Create (C)*

**Mapping of Course Outcomes to PSO**

	PSO1	PSO2	PSO3	PSO4	PSO5
C01	✓		✓		✓
C02	✓	✓	✓		✓
C03	✓	✓	✓		✓
C04	✓	✓	✓		✓
C05	✓	✓	✓		✓
C06	✓		✓		✓

### COURSE CONTENT

Module	Unit	Content	Hours	Marks
<b>I</b>	<b>Introduction to Ethics and Professionalism</b>		<b>10</b>	
	1	Basics of Ethics- Meaning and definition of ethics		
	2	Importance of ethics in life and business		
	3	Types of ethics: personal, professional, and business ethics.		
	4	Concept of Professional ethics -Principles of Professional Ethics- Integrity, honesty, transparency, accountability- Fairness and respect- Conflict of interest.		
	5	Business Ethics- Meaning- Role of ethics in business success- Scope -Benefits of ethical practices -Unethical practices in business.		
	6	Factors responsible for ethical and unethical business decisions- Business ethics in India.		
<b>II</b>	<b>Corporate Social Responsibility and Ethics</b>		<b>10</b>	
	1	Introduction to Corporate Social Responsibility (CSR) Meaning and definition-Objectives- characteristics - need for CSR		
	2	Levels and phases of CSR -Principles of CSR, laws in India, and corporate examples		
	3	CSR and Business Ethics		
	4	Corporate citizenship, and ethical code of conduct		
<b>III</b>	<b>Corporate Governance – Framework and Theories</b>		<b>10</b>	
	1	Corporate Governance: Meaning, objectives, need		
	2	Key Theories: Agency, Stewardship, Stakeholder, Resource Dependency, Managerial Hegemony.		
	3	principles (fairness, accountability, responsibility,		

		transparency)		
	4	Governance Structure in India: Board of Directors, Committees (Audit, Management)- Stakeholders and shareholder roles		
IV	<b>Governance Mechanisms and Ethical Practices</b>		<b>9</b>	
	1	CII code on corporate governance – features - Various Corporate Governance forums – CACG, OECD, ICGN AND NFCG. Various Corporate Governance forums - CACG, OECD, ICGN AND NFCG.		
	2	Ethical leadership and boardroom behaviour, creating ethical culture.		
	3	Corporate governance failures – Causes of governance failures (examples)		
	4	Trends: ESG (Environmental, Social, Governance) and its relevance.		
V	<b>Teacher Specific Module</b>		<b>6</b>	
	<p><b>Suggested topics:</b></p> <p><b>Case Study Discussion:</b> Choose a real corporate scandal or governance success story. Assign students roles (e.g., CEO, employee, regulator) and conduct a debate.</p> <p><b>Ethical Dilemma Workshop:</b> Present a hypothetical workplace dilemma. Have students brainstorm solutions and justify their reasoning.</p> <p><b>Code of Ethics Drafting:</b> In groups, students create a basic “Code of Ethics” for a fictitious company.</p> <p><b>Governance Audit:</b> Students review the governance report of a real company and identify strengths, weaknesses, and compliance.</p>			

### Recommended Reading:

1. A.C. Fernando – *Business Ethics and Corporate Governance*
2. Sundar.K, Business Ethics and Value, Vijay Nichole Prints, Chennai.
3. C.S.V. Murthy – *Business Ethics and Corporate Governance*
4. Dr.S.S. Khanka – Business Ethics and Corporate Governance, S.Chand Publication.
5. N. Balasubramanian – *Corporate Governance: Contemporary Issues*

6. SEBI and Ministry of Corporate Affairs websites

7. UGC e-Pathshala content on Corporate Governance

**Assessment Rubrics:**

<b>Evaluation Type</b>	<b>Marks</b>
<b>End Semester Evaluation</b>	<b>50</b>
<b>Continuous Evaluation</b>	<b>25</b>
a) Test Paper	5
b) Test Paper	5
c) Assignment	7.5
d) Seminar/Viva/Article or Book Review	7.5
<b>Total</b>	<b>75</b>