

Subject card

Subject name and code	Principles of corporate governance - lecture, PG_00144215						
Field of study	Law						
Date of commencement of studies	October 2021	Academic year of realisation of subject			2024/2025		
Education level	uniform Master's studies	Subject group			Optional subject group		
Mode of study	full-time studies	Mode of delivery			at the university		
Year of study	4	Language of instruction			Polish		
Semester of study	7	ECTS credits			2.0		
Learning profile	academic	Assessment form			credit		
Conducting unit	Department of Commercial Law -> Faculty of Law and Administration -> Rector						
Name and surname of lecturer (lecturers)	Subject supervisor		dr hab. Bartłomiej Gliniecki				
	Teachers						
Lesson types	Lesson type	Lecture	Tutorial	Laboratory	Project	Seminar	SUM
	Number of study hours	15.0	0.0	0.0	0.0	0.0	15
	E-learning hours included: 0.0						
Learning activity and number of study hours	Learning activity	Participation in didactic classes included in study plan		Participation in consultation hours		Self-study	SUM
	Number of study hours	15		0.0		35.0	50
Subject objectives	The subject is intended to show students the importance and principles of corporate governance in managing an enterprise, in particular a company capital. Students are to have the opportunity to learn how economic, legal and management theory factors influence on the internal structure of a capital company.						

Learning outcomes	Course outcome	Subject outcome	Method of verification
	[PRAWOJ5_KR06] He/she behaves in ethical and professional way, follows the principles of ethics	<p>Has the ability to identify moral and legal dilemmas in professional work:</p> <ul style="list-style-type: none"> o Can recognize situations where there is a conflict of moral values and legal norms. o Can identify key ethical and legal issues in specific professional cases. <p>Can analyze moral and legal dilemmas:</p> <ul style="list-style-type: none"> o Uses ethical theories and legal principles to analyze moral and legal dilemmas. o Can evaluate different perspectives and arguments regarding ethical and legal dilemmas. 	[SK4] test/exam - oral or written
	[PRAWOJ5_UO11] He/she can work well in a team and can coordinate the team's work when solving legal problems, interpreting legal acts, and preparing written or oral opinions on a matter.	<p>Can prepare written legal positions collaboratively with the team:</p> <ul style="list-style-type: none"> o Can draft legal documents such as legal opinions, reports, memoranda, and pleadings, incorporating input from all team members. o Ensures coherence and consistency in the document, maintaining clarity, precision, and legal accuracy. <p>Can prepare oral presentations of legal positions collaboratively with the team:</p> <ul style="list-style-type: none"> o Can develop and present oral arguments and legal positions, incorporating input from all team members. o Knows oral presentation techniques such as building a logical structure of speech, effective argumentation, and appropriate use of body language and intonation. 	[SU4] test/exam - oral or written [SU8] observation of student's independent or team work
	[PRAWOJ5_UU12] He/she acquires knowledge efficiently and develops his/her professional skills using various sources (in native and foreign language) and modern technologies	<p>Has the ability to use a variety of information sources in Polish and foreign languages:</p> <ul style="list-style-type: none"> o Can search for and analyze legal literature, scientific articles, case law, and legal acts in Polish and foreign languages. o Effectively uses international databases and information sources such as LexisNexis, Westlaw, HeinOnline. <p>Uses modern technologies to acquire and expand knowledge:</p> <ul style="list-style-type: none"> o Can use e-learning platforms, webinars, online courses, and other educational tools available on the internet. o Knows and uses legal software and legal information systems such as LEX, Legalis, Wolters Kluwer. <p>Can critically evaluate and select information sources:</p> <ul style="list-style-type: none"> o Understands the importance of credibility and reliability of information sources. o Can distinguish high-quality sources from less valuable ones. 	[SU4] test/exam - oral or written

	Course outcome	Subject outcome	Method of verification
	<p>[PRAWOJ5_KK01] The graduate is deeply aware of the level of his/her knowledge and skills, and also understands the need of lifelong learning</p>	<p>Has an awareness of their strengths and weaknesses in the field of commercial law:</p> <ul style="list-style-type: none"> o Can assess the level of their knowledge and skills in the context of commercial law. o Regularly analyzes their progress and identifies areas that require further development. <p>Understands the importance of continuous education and updating professional knowledge:</p> <ul style="list-style-type: none"> o Is aware of the dynamic changes in commercial law and the necessity of monitoring them. o Shows willingness and readiness to participate in various forms of continuous education. 	[SK4] test/exam - oral or written
	<p>[PRAWOJ5_KK02] He/she is aware of the necessity to widen professional competences and qualifications, to improve skills, is able to indicate the direction of own development and education independently in widened and deepened way</p>	<p>Is aware of the continuous professional development and the need to update knowledge in the field of commercial law:</p> <ul style="list-style-type: none"> o Understands the importance of continuously improving professional competencies and keeping track of changes in commercial law regulations and market regulations. o Is aware of the impact of new legal regulations on legal practice and the need for their regular updating. <p>Can independently identify professional development needs and plan a career path:</p> <ul style="list-style-type: none"> o Can identify their strengths and weaknesses in a professional context and determine areas requiring further development. o Creates an individual professional development plan, including participation in training, courses, conferences, and other forms of education. 	[SK4] test/exam - oral or written
	<p>[PRAWOJ5_WG02] He/she knows wide terminology and concepts in the scope of law and connected disciplines</p>	<p>Has an advanced knowledge of terminology and concepts in the field of commercial law:</p> <ul style="list-style-type: none"> o Can define and precisely use advanced terms and concepts related to commercial law, such as different types of companies, financial instruments, and commercial contracts. <p>Understands and applies specialized legal concepts in the analysis and interpretation of commercial law provisions:</p> <ul style="list-style-type: none"> o Knows various definitions and concepts characteristic of commercial law, such as legal personality, civil liability, liquidation, and bankruptcy of companies. o Can apply these concepts in practice by analyzing specific legal cases. 	[SW4] test/exam - oral or written

	Course outcome	Subject outcome	Method of verification
	<p>[PRAWOJ5_UW01] He/she has advanced skills in observation and interpretation of social phenomena, analyzes their connections with various areas, activity of legal science and the related disciplines</p>	<p>Possesses the ability to identify and analyze legal phenomena in the context of commercial law:</p> <ul style="list-style-type: none"> o Can identify basic legal phenomena occurring in the area of commercial law. o Analyzes the connections between different branches of commercial law and other areas of law and legal sciences. <p>Understands the principles of operation of economic entities in light of commercial law:</p> <ul style="list-style-type: none"> o Knows the basic concepts and institutions of commercial law, such as commercial companies, enterprises, and commercial contracts. o Can apply theoretical knowledge in practice by interpreting and analyzing specific legal cases. 	<p>[SU4] test/exam - oral or written</p>
	<p>[PRAWOJ5_UW02] The graduate utilizes theoretical knowledge in legal science and the connected academic disciplines to analyze and interpret complex legal issues</p>	<p>Can combine legal knowledge with other scientific disciplines in the analysis of legal problems:</p> <ul style="list-style-type: none"> o Utilizes knowledge from economics, sociology, political science, and management to gain a fuller understanding of the legal context. o Can analyze legal problems from an interdisciplinary perspective, considering various social, economic, and political aspects. <p>Can apply theoretical legal concepts in practice:</p> <ul style="list-style-type: none"> o Knows various legal theories and can apply them to the interpretation of specific legal cases. o Uses legal theory to predict legal outcomes and propose legal solutions. <p>Can identify and analyze complex legal problems:</p> <ul style="list-style-type: none"> o Can identify key legal issues in complex cases and conduct a detailed analysis of them. o Uses analytical tools to assess the legal implications of different actions and decisions. 	<p>[SU4] test/exam - oral or written</p>

Course outcome	Subject outcome	Method of verification
<p>[PRAWOJ5_WK10] He/she understands and knows the basic concepts and principles of industrial property protection and copyright law, as well as understands the need for proper protection of intellectual property and managing its resources</p>	<p>Knows the basic concepts and principles of industrial property protection:</p> <ul style="list-style-type: none"> o Understands what patents, trademarks, utility models, and industrial designs are and knows the process of their registration. o Can identify infringements of industrial property and knows the procedures for protection against such infringements. <p>Knows the basic concepts and principles of copyright law:</p> <ul style="list-style-type: none"> o Understands what moral and economic rights are and how literary, artistic, and scientific works are protected. o Knows the principles of transferring copyright and licensing works. <p>Understands the necessity of intellectual property protection:</p> <ul style="list-style-type: none"> o Can explain the importance of intellectual property protection for innovation and competitiveness of enterprises. o Knows the legal and economic consequences of intellectual property infringements. 	<p>[SW4] test/exam - oral or written</p>
<p>[PRAWOJ5_UW07] He/she has the skills in understanding and analyzing social phenomena and utilizing this analysis in his/her professional work.</p>	<p>Can identify and analyze social phenomena affecting commercial law:</p> <ul style="list-style-type: none"> o Understands how social changes such as globalization, digitalization, and demographic shifts impact commercial law. o Can analyze how social attitudes and behaviors influence commercial relations and legal regulations. <p>Can use the analysis of social phenomena to solve legal problems:</p> <ul style="list-style-type: none"> o Can combine legal knowledge with the analysis of social phenomena to find effective legal solutions. o Can apply social theories and research methods in legal practice to better understand the legal and social context. 	<p>[SU4] test/exam - oral or written</p>
<p>[PRAWOJ5_UK09] He/she demonstrates wide skills in preparing speeches in the field of law in Polish and foreign language</p>	<p>Has the ability to prepare and deliver comprehensive oral presentations in Polish:</p> <ul style="list-style-type: none"> o Can develop the structure of a presentation, including an introduction, development, and conclusion. o Can clearly and precisely express thoughts, using legal terminology appropriate to the topic of the presentation. <p>Can effectively manage time during a presentation:</p> <ul style="list-style-type: none"> o Can plan and conduct a presentation within a specified time, ensuring fluidity and coherence. o Can prioritize information, focusing on the key aspects of the topic. 	<p>[SU4] test/exam - oral or written</p>

	Course outcome	Subject outcome	Method of verification
	<p>[PRAWOJ5_WG05] The graduate demonstrates systematic knowledge about the types of legal relations and the governing regularities</p>	<p>Has detailed knowledge about different types of legal relations in commercial law:</p> <ul style="list-style-type: none"> o Understands the differences between legal relations arising from commercial contracts, company statutes, labor law, civil law, and competition law. o Knows the basic types of legal relations such as contractual obligations, tort liabilities, corporate relations, and relations arising from securities law. <p>Understands the mechanisms and principles governing legal relations in the area of commercial law:</p> <ul style="list-style-type: none"> o Knows the principles regarding the conclusion, performance, and termination of commercial contracts. o Can analyze and apply regulations concerning civil and criminal liability in the context of legal relations. 	<p>[SW4] test/exam - oral or written</p>
	<p>[PRAWOJ5_UW04] He/she efficiently observes and analyzes moral, ethical and legal dilemmas in professional work</p>	<p>Knows and applies the principles and norms of commercial law in daily professional practice:</p> <ul style="list-style-type: none"> o Can correctly interpret and apply commercial law provisions in various professional situations. o Knows regulations concerning commercial companies, commercial contracts, economic turnover, bankruptcy, and restructuring. <p>Has the ability to analyze and solve legal problems in accordance with applicable legal norms:</p> <ul style="list-style-type: none"> o Can identify legal issues and propose appropriate solutions in line with commercial law provisions. o Analyzes court rulings and legal interpretations to find the best solution. 	<p>[SU4] test/exam - oral or written</p>
	<p>[PRAWOJ5_WG06] He/she has systematic knowledge about the man as the subject establishing social structures and principles of their operation and about the man as the individual operating in these structures</p>	<p>Has knowledge about the role of the individual in shaping social structures:</p> <ul style="list-style-type: none"> o Understands how individuals' actions contribute to the creation and modification of social structures such as family, organizations, public and private institutions. o Knows sociological and legal theories regarding social interactions and mechanisms regulating the functioning of society. <p>Knows the principles of functioning of social structures:</p> <ul style="list-style-type: none"> o Understands how social structures such as law, social norms, values, and institutions influence individual behavior. o Can analyze how changes in social structures impact individuals and their actions. 	<p>[SW4] test/exam - oral or written</p>

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[PRAWOJ5_KR05] He/she prepares responsibly to his/her work; can determine priorities in work and plan work appropriately	<p>Can responsibly prepare for assigned professional tasks:</p> <ul style="list-style-type: none"> o Thoroughly analyzes the requirements and goals of a task before starting its implementation. o Collects and prepares the necessary materials and information needed to complete the task. <p>Can set priorities in work:</p> <ul style="list-style-type: none"> o Can identify the most important and urgent tasks and establish their order of execution. o Can assess which tasks have the greatest impact on achieving professional goals and focus on their implementation. 	[SK4] test/exam - oral or written
[PRAWOJ5_UW05] He/she can observe and analyze moral, ethical and legal dilemmas in professional work	<p>Has the ability to identify moral and legal dilemmas in professional work:</p> <ul style="list-style-type: none"> o Can recognize situations where there is a conflict of moral values and legal norms. o Can identify key ethical and legal issues in specific professional cases. <p>Can analyze moral and legal dilemmas:</p> <ul style="list-style-type: none"> o Uses ethical theories and legal principles to analyze moral and legal dilemmas. o Can evaluate different perspectives and arguments regarding ethical and legal dilemmas. 	[SU4] test/exam - oral or written
[PRAWOJ5_KO03] He/she is prepared for active participation in groups, organizations and institutions connected with law, is also able to communicate with specialists and non-specialists in the field of law	<p>Can effectively communicate with specialists in the field of law:</p> <ul style="list-style-type: none"> o Uses legal terminology and professional language in communication with lawyers, judges, prosecutors, and other specialists. o Can clearly present legal arguments and analyses, both in writing and orally. <p>Can effectively communicate with non-specialists in the field of law:</p> <ul style="list-style-type: none"> o Can explain complex legal issues in an understandable manner to individuals without legal education. o Shows the ability to adjust language and communication style to the knowledge level of the audience. <p>Is ready to collaborate with various stakeholder groups:</p> <ul style="list-style-type: none"> o Can establish and maintain relationships with clients, business partners, representatives of public institutions, and social organizations. o Demonstrates mediation and negotiation skills to achieve agreement between different parties. 	[SK4] test/exam - oral or written

Course outcome	Subject outcome	Method of verification
[PRAWOJ5_WG07] The graduate knows methods and tools, including techniques of data and information acquisition, as well as research methods appropriate for the field of study and the related disciplines	<p>Has the ability to use a variety of information sources in Polish and foreign languages:</p> <ul style="list-style-type: none"> o Can search for and analyze legal literature, scientific articles, case law, and legal acts in Polish and foreign languages. o Effectively uses international databases and information sources such as LexisNexis, Westlaw, HeinOnline. <p>Uses modern technologies to acquire and expand knowledge:</p> <ul style="list-style-type: none"> o Can use e-learning platforms, webinars, online courses, and other educational tools available on the internet. o Knows and uses legal software and legal information systems such as LEX, Legalis, Wolters Kluwer. 	[SW4] test/exam - oral or written
[PRAWOJ5_WG03] He/she demonstrates deepened knowledge about the political system in Poland, about individual authorities with particular consideration of legislative authority and the judiciary,	Is able to determine the impact of legislation on shaping the principles of operation of municipal companies and the competences of courts in this respect	[SW4] test/exam - oral or written
[PRAWOJ5_WG01] The graduate demonstrates deepened and systematic knowledge about the character of legal science, its place in the system of sciences and mutual relations.	<p>Possesses the ability to identify and analyze legal phenomena in the context of commercial law:</p> <ul style="list-style-type: none"> o Can identify basic legal phenomena occurring in the area of commercial law. o Analyzes the connections between different branches of commercial law and other areas of law and legal sciences. <p>Understands the principles of operation of economic entities in light of commercial law:</p> <ul style="list-style-type: none"> o Knows the basic concepts and institutions of commercial law, such as commercial companies, enterprises, and commercial contracts. o Can apply theoretical knowledge in practice by interpreting and analyzing specific legal cases. 	[SW4] test/exam - oral or written
[PRAWOJ5_WK12] He/she has knowledge of occupational health and safety in public administration institutions	<p>Can responsibly prepare for assigned professional tasks:</p> <ul style="list-style-type: none"> o Thoroughly analyzes the requirements and goals of a task before starting its implementation. o Collects and prepares the necessary materials and information needed to complete the task. 	[SW4] test/exam - oral or written
[PRAWOJ5_UW06] The graduate is able to assess the usefulness of typical procedures and good practice in the implementation of tasks connected with various spheres connected with law and related fields	He is aware of the importance of generally recognized standards and good practices in the field of corporate governance for the proper functioning of municipal companies	[SU4] test/exam - oral or written
[PRAWOJ5_UW03] The graduate demonstrates deepened skills of using complex theoretical points of view to analyze, interpret and plan strategies of legal activities; solves concrete problems connected with the creation, application and interpretation of legal regulations, anticipates the course of their solution and predicts the effects of planned activities	<p>Is able to identify and solve legal problems related to various types of legal relationships:</p> <ul style="list-style-type: none"> o Is able to recognize legal problems arising from the internal structure of capital companies and take appropriate legal steps to solve them. o Analyzes cases of violation of corporate governance rules and can advise on pursuing claims. 	[SU4] test/exam - oral or written

	Course outcome	Subject outcome	Method of verification
	[PRAWOJ5_KO04] The graduate is ready to prepare own projects connected with the creation, application and interpretation of legal regulations, including projects co-financed by the European Union's funds	Can develop and manage social projects considering legal aspects: <ul style="list-style-type: none"> o Knows legal regulations concerning the creation and implementation of social projects. o Can prepare the necessary legal documentation for project implementation, including contracts, regulations, and other required documents. 2. Understands the economic aspects of social projects: <ul style="list-style-type: none"> o Can conduct cost-benefit analysis and prepare a project budget. o Knows the sources of funding for social projects and can effectively secure funds for their implementation. 	[SK4] test/exam - oral or written
	[PRAWOJ5_WG08] He/she has deepened knowledge of sources of Polish law, its changes and processes of law formation	Possesses the ability to independently search for, select, and critically analyze legal acts and case law related to commercial law: <ul style="list-style-type: none"> o Can use various sources of commercial law, including normative acts, legal literature, and court case law. o Conducts critical analysis of legal acts and case law in the context of their application in the practice of commercial law. 	[SW4] test/exam - oral or written
	[PRAWOJ5_WG09] He/she demonstrates deepened and systematic knowledge about the processes of changes of political systems and of individual authorities, as well as the consequences of these changes	Can assess the impact of legislative changes in the area of commercial law on business activities: <ul style="list-style-type: none"> o Analyzes changes in commercial law regulations and their potential impact on the functioning of economic entities. o Can advise on adapting business activities to changing legal regulations. 	[SW4] test/exam - oral or written
	[PRAWOJ5_WG04] He/she knows the system of Polish law, mutual connections within the system and connections of Polish law with the European Union law and international law	Is able to determine the impact of EU law on Polish law in the field of commercial company law and provisions regulating the activities of municipal companies He is aware of the impact of international trends and legal regulations of foreign countries on the development of Polish law regarding the activities of municipal companies	[SW4] test/exam - oral or written
	[PRAWOJ5_WK13] He/she has advanced knowledge of the functioning of professional self-governments in legal professions, is familiar with the principles of judges' and prosecutors' professions, and has knowledge of the organization of the judiciary in Poland.	He is aware of the possible influence of the judiciary and prosecutor's office on the activities of commercial companies	[SW4] test/exam - oral or written

	Course outcome	Subject outcome	Method of verification
	[PRAWOJ5_KR07] The graduate is ready to take up professional challenges, takes up efforts and is persistent in the implementation of individual and group activities in the creation, application or interpretation of legal regulations and related sciences	Is ready to undertake complex professional challenges: o Demonstrates willingness and readiness to engage in complex legal projects and solve difficult legal problems. o Can work under time pressure and in stressful conditions while maintaining high quality work. Exhibits perseverance and determination in achieving professional goals: o Can set ambitious professional goals and consistently strive to achieve them despite encountered difficulties. o Shows patience and perseverance in long-term legal projects.	[SK4] test/exam - oral or written
	[PRAWOJ5_WK11] The graduate has deepened knowledge of the principles of creating and developing basic forms of individual entrepreneurship.	Has detailed knowledge about the principles of establishing and running a sole proprietorship: o Knows the legal regulations concerning registration, taxation, and administrative obligations related to a sole proprietorship. o Can advise on the choice of legal form of business activity and its transformation.	[SW4] test/exam - oral or written
Subject contents	<ol style="list-style-type: none"> 1. The concept of corporate governance and its importance for enterprises, in particular capital companies 2. Separation of the ownership and management spheres in corporate entities as a basic problem of corporate governance 3. Basic mechanisms of corporate governance in the provisions of the Commercial Companies Code 4. Additional corporate governance mechanisms incorporated into the content of the company's agreement/statutes 5. Principles of shaping remuneration and property management in companies with the participation of the State Treasury and local government units 		
Prerequisites and co-requisites			
Assessment methods and criteria	Subject passing criteria	Passing threshold	Percentage of the final grade
	Exam	51.0%	100.0%
Recommended reading	Basic literature	Kołodkiewicz I., Dobija D. (red.), Ład korporacyjny, Warszawa 2010 Oplustil K., Instrumenty nadzoru korporacyjnego (corporate governance) w spółce akcyjnej, Warszawa 2010 Teichmann Ch., Corporate governance między prawem a rynkiem, (w:) Europejskie prawo spółek. Tom III. Corporate governance, Cejmer M., Chruściński M., Opalski A., Oplustil K., Sójka T., Stroiński R., Teichmann Ch., Zakamycze 2006 Urbanek P. (red.), Nadzór korporacyjny w warunkach kryzysu gospodarczego, Łódź 2010	
	Supplementary literature	---	
	eResources addresses		
Example issues/example questions/tasks being completed	<ol style="list-style-type: none"> 1. What impact does proper management of a capital company have on the situation of employees? 2. What is the comply or explain principle? 3. What is the role of the supervisory board in ensuring the proper functioning of a capital company? 4. What mechanisms contained in the provisions of the Commercial Companies Code are intended to motivate small shareholders to participate in general meetings? 		
Work placement	Not applicable		

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