# Enterprise Governance

## Prof. Michele Riccardi; Prof. Massimiliano Carpino; Prof. Giuseppe Garzillo; Prof. Barbara Boschetti

Module I: *Financial statements, their falsification and corporate crisis* (Prof. Michele Riccardi)

***COURSE AIMS***

The aim of this module is to educate students about the concepts of efficiency, transparency and security in company management. In particular, it is intended to equip them with the basic tools needed to: a. know the principle sources of corporate data and financial information; b. read and understand the main items in a company’s financial statements; c. analyse a company’s financial statements in relation to its context (competitors, creditors, stock market and financial markets, supervisory authority); d. know the motivations and most common types of false accounting and financial fraud; e. identify, through an analysis of a balance sheet and corporate context, red flags that may indicate false accounting or other financial fraud. Various case studies of financial fraud and corporate bankruptcy will be analysed during the course, including: Parmalat, Société Générale, Telecom Sparkle/Fastweb, Finmeccanica, Enron and others.

***READING LIST***

The lecturer will present the reading list during the first lecture. Additions and variations may be made during the course. Students will be notified of these in lectures and on Blackboard, and the syllabus will be updated accordingly.

***TEACHING METHOD***

Lectures and practical exercises.

***ASSESSMENT METHOD***

Final written exam which will be identical for all students, whether or not they attend lectures.

Students can also opt to write a research paper on a theme that will be given by the lecturer during the course. The best papers will be awarded two additional points to their final exam mark.

***NOTES***

Further information can be found on the lecturer's webpage at http://docenti.unicatt.it/web/searchByName.do?language=ENG or on the Faculty notice board.

Module II: *Law and new technologies* (Prof. Massimiliano Carpino)

***COURSE AIMS***

So-called ‘new technologies’ (internet, e-mail, personal computers, palmtops, biometric identification systems) are by now well established and widespread in both the workplace and at home.

The efforts that various legal systems have made to suitably regulate the massive proliferation of these technologies have certainly been significant but the volatile and intangible nature of the boundaries of the technologies in question and their potential for invading private life makes the whole topic more complex when legal experts (and others) seek to strike a balance between rights and privacy, between public security and individual freedom or between defence rights and criminal investigation needs.

The aim of the course is to provide an overview of this complex scene, furnishing students with the analytical tools, methods and main legislative and caselaw bearings that can guide them in the understanding and actual application of a topic which is already obsolete from a technological standpoint but still in its embryonic stage from a legal standpoint.

***COURSE CONTENT***

*Criminal Law and New Technologies*

1. Network features

2. Introduction to computer crime

3. Crimes committed against an IT system

4. Crimes committed through an IT system

5. Computer crimes introduced by Law No. 547/1993

6. Common computer crimes

7. Crime and computers

8. Computer paedophilia crimes

*Legal IT and Data Security*

1. The basis of legal and computer security

2. Encryption as an effective data protection system

3. The formalisation of security criteria and standards

4. Security measures in the Data Protection Act

*Criminal Employment Law/New Information Technology and Protection of Workers*

1. Power to monitor workers

2. The Guidelines of Data Protection Authority

3. Practical analysis of the Guidelines

4. Other instruments and associated problems

5. Remote monitoring of workers by computerised means

*Computer Forensics*

1. Forensic science and information technology

2. Computer-legal aspects of sources of digital proof

3. The procedure for analysing sources of digital proof

4. Business computer forensics

5. The search for digital proof between fact-finding needs and constitutional values

6. Computer investigations in Italian procedural law

7. Lack of recognition of computer forensics in early caselaw

***READING LIST***

L. Luparia-G. Ziccardi, *Investigazione Penale e Tecnologia Informatica,* Giuffrè editore.

L. Chirizzi, *Computer Forensic – Il reperimento della fonte di prova informatica,* Laurus Robuffo editore.

V.S. Destito-G. Dezzani-C. Santoriello, *Il diritto penale delle nuove tecnologie,* Cedam editore.

P. Pierri, *Privacy,* *diritto e sicurezza informatica,* Giuffrè editore.

F. Toffoletto, *Nuove tecnologie informatiche e tutela del lavoratore – il potere di controllo del datore di lavoro,* Giuffrè editore.

G. Faggioli-A. Rozza, *Privacy per posta elettronica e internet in azienda,* Cesi Multimedia editore.

*Criminal Law and New Technologies*

V.S. Destito-G. Dezzani-C. Santoriello, *Il diritto penale delle nuove tecnologie,* Cedam editore, Chapter II, Chapter I, II, III, V, VI, VII, VIII Part II (pages 9-54, 55-60, 61-68, 69-72, 81-118, 119-128, 129-140 and 141-158).

*Legal IT and Data Security*

P. Pierri, *Privacy,* *diritto e sicurezza informatica,* Giuffrè editore, Chapter V, VI, VII, IX (pages 111-124, 125-142, 143-164 and 195-230).

*Criminal Employment Law/New Information Technology and Protection of Workers*

F. Toffoletto, *Nuove tecnologie informatiche e tutela del lavoratore – il potere di controllo del datore di lavoro,* Giuffrè editore, Chapters I, II (pages 1-8, 9-52).

G. Faggioli-F. Rozza, *Privacy per posta elettronica e internet in azienda,* Cesi Multimedia editore, Chapter I, II, III, IV (pages 1-24, 25-42, 43-50, 51-60).

*Computer Forensics*

L. Luparia-G. Ziccardi, *Investigazione Penale e Tecnologia Informatica,* Giuffrè editore, Chapter I, III, IV, V, II Second Section, IV Second Section, V Second Section (pages 3-27, 49-62, 63-85, 89-98, 141-158, 161-182 and 195-202).

L. Chirizzi, *Computer Forensic – Il reperimento della fonte di prova informatica,* Laurus Robuffo editore (pages 17-82).

***TEACHING METHOD***

Lectures

***ASSESSMENT METHOD***

“Multiple choice” questionnaire and open questions.

***NOTES***

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Module III: *Business administration and certification systems* (Prof. Giuseppe Garzillo)

***COURSE AIMS***

To learn the main aspects of systems of business administration and auditing, starting with the subjects of corporate governance, focusing on Internal Audit, through the main methods and industry standards, and concluding with implementation in business organisation and processes of compliance with Dlgs 231/01 and with confidentiality regulations.

***COURSE CONTENT***

– Introduction to Corporate Governance.

– The Internal Audit System.

– The Cobit.

– Italian Law Decree 231/01.

– Privacy and Security of Information.

– Overview of Internal Audit.

***READING LIST***

*Il Sistema di Controllo Interno*, edited by PricewaterhouseCoopers, ed. Il Sole 24 Ore.

*Il Codice di Autodisciplina di Borsa Italiana*, to download from the website of the Italian Stock Exchange (*Borsa Italiana*).

***TEACHING METHOD***

Lecturer in the classroom, using slides and additional teaching materials (documents, reports etc) which will be handed out to students.

***ASSESSMENT METHOD***

Questionnaire with closed and open questions

***NOTES***

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IV Module: *Legal aspects of public contracts* (Professor Barbara Lilla Boschetti)

***COURSE AIMS***

The course is aimed at supplying: an overview of public procurements’ legislation, clarifying its economical/legal justifications; the fundamentals of the public contracting activity (both at a national and EU level) in relation to the protection of competition and of the equal treatment of bidders; the fundamentals of public tenders; finally, the relationship between the public phase of adjudication and the private phase of contract execution.

***COURSE CONTENT***

– The fundamentals of public procurement law: the freedom of private enterprise, the freedom of contract, the protection of the public interest/benefit.

– Comparison of alternative public tender procedures.

– EU matrix of public procurement law: rights and characteristics.

– Contracting authorities.

– Forms and mechanisms for opening public tender procedures: RTI, cooptation, sub-contracting, pooling.

– The choice of the contractor: public tender procedure.

– Public tender procedure and administrative proceedings: key differences.

– The phases and the types of public procurements’ procedures.

– The choice of the public tender procedures and of adjudication criteria – strategies for the presentation of bids.

– Contract execution.

– Protection of the public interest after adjudication: administrative, contractual and judicial remedies.

– Contracting Authorities’ liability for adverse and unlawful adjudication decisions: indemnity and compensation for damages.

***READING LIST***

M. Clarich, *Manuale di diritto amministrativo,* Il Mulino, Bologna, 2013, chapter II paragraphs 1-7, 9 and 10 letter a), III paragraphs. 1-6, 9 and 11, IV paragraphs 1-9, V paragraphs 1-6, VIII paragraphs 1-9, IX paragraphs 1-2, XII (entirely), XIII paragraph 5.

Case studies and other documentation will be handed out in class for the purpose of facilitating the understanding of applications of the theory. Such documents will also be made available on the Blackboard platform for students not attending class regularly.

***TEACHING METHOD***

Lectures, rounded out by brief exercises in class and class presentations by invited guests.

***ASSESSMENT METHOD***

Written test with essay questions, at least one of which will be based on the analysis of a tender document.

***NOTES***

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