

CEO AND BOARD LEADERSHIP

Insiders' View of Corporate Governance

Management 550
Spring 2024
Thursday, 3:30 – 6:50pm

CONTACT INFORMATION

<u>Instructors</u>	Connie Collingsworth Jeff Roe	ccolli4@uw.edu jroe2@uw.edu	206 409-1109 206 954-6550
<u>Office hours</u>	Connie Collingsworth Jeff Roe	Thursday: 2:00 – 3:00pm Friday: 12:00 – 1:00pm	
<u>TA</u>	Ester Allen	ecallen4@uw.edu	

COURSE OVERVIEW

Boards of directors play a critical role in the direction, performance, and ultimate success of an organization. To be effective, particularly at senior levels of management, leaders must have a solid understanding of a board's role and responsibilities. That's true whether an individual is presenting to a board, aspiring to board service, or looking for advice and assistance with a start-up.

While building a base of knowledge on board fundamentals, such as purpose, structure, and accountabilities, MGMT 550 explores how boards operate and contribute to a company's competitiveness, profitability, and long-term sustainability. From best practices to examples of bad governance, the course analyzes the impact of boards on the success – and failure – of major companies, start-ups, and non-profit organizations.

MGT 550 utilizes a variety of learning methods, including lectures and discussions regarding actual cases drawn from current headlines. The course goes beyond the readings and behind the headlines each week with guest speakers featuring CEOs and board directors sharing their experience and expertise.

WHAT YOU WILL LEARN FROM THE COURSE

The course focuses on board models, functions and dynamics to help students:

1. Understand the various board types and models, ranging from nonprofit and privately held to publicly traded companies.
2. Distinguish among governance best practices for different stage companies, from start-up and emerging growth companies to more mature and established.
3. Analyze the role of boards in:
 - Developing and driving organizational strategy
 - Managing risk and crises – financial, regulatory, operational, and reputational
 - Nurturing strong ethics and a healthy culture within the board and organization
 - Navigating stakeholders interests – from shareholders to customers to regulators
 - Evaluating leadership performance and best practices for succession
 - Managing a performance-based culture through compensation and oversight
 - Building and managing a board.
4. Understand the role of the CEO and management in engaging with and supporting boards.
5. Know practical steps to pursue potential board opportunities.

INSTRUCTORS

Connie Collingsworth is an experienced independent corporate director who has chaired governance/nominating and compensation committees, as well as served as board chair of several non-profit corporations. She is a board member for a public company, a start-up and a non-profit corporation, and is a strategic advisory board member of a publicly traded bio-tech, a European private equity firm and a venture capital firm. Connie is the former Chief Operating Officer and Chief Legal Officer of the Bill & Melinda Gates Foundation.

Jeff Roe is the President and CEO, as well as a board member, of Premera Blue Cross, the largest health plan in the Pacific Northwest. He also serves on the board of several health care organizations. Jeff is a proud Foster School alumni and long-serving member of the Foster School of Business advisory board.

RESOURCE MATERIALS AND SPEAKERS

The class will utilize a variety of materials including articles and videos. In addition, core elements of the course will be supplemented by a textbook:

Startup Boards: A Field Guide to Building and Leading an Effective Board of Directors,
Brad Feld, Matt Blumberg and Mahendra Raminsghani

The following leaders are committed as guest speakers.

Speaker	Experience
Elizabeth Bastoni	Bic, Jeronimo Martins, Limeade, Coke
Martha Bejar	Afiniti, Quadiant, Sportsman’s Warehouse, Polycom
Phyllis Campbell	Alaska Air, Nordstrom, JP Morgan, Remitly, ATSG
Craig Dawson	Retail Lockbox, Boise Cascade, Washington Trust Bank
Neal Dempsey	Bay Partners
Preston Feight	Paccar
Sunny Gupta	Apptio
Amy Humphreys	Premera Blue Cross, Boise Cascade, Saltchuk
Stewart Landefeld	Perkins Coie, Fred Hutch
Jim Lico	Fortive
Bill McAleer	Voyager Capital
Lisa Nelson	Astra, Brooks, Seattle Bank, Destiny, Microsoft
Vanessa Pegueros	BECU, Prisidio, Forterra, LivePerson, DocuSign
Sven Peterson	Premera Blue Cross
Brad Tilden	Alaska Air Group, Nordstrom, Boy Scouts of America
Maggie Wilderotter	Costco, DocuSign, Lyft, Frontier Communications
Harold Zeitz	Ziply, WaveDivision Capital

CLASS PREPARATION

Materials, typically articles or videos, will be assigned each week.

CLASS EXPECTATIONS

This class puts a priority on attendance and active participation, including making meaningful contributions to the discussion. This includes asking thoughtful questions of the instructors and guest speakers, participating in the discussions, sharing your reflections on class presentations, actively engaging in preparing for and presenting your team presentation, and overall investing through meaningful interactions during class sessions. Efforts will be made to ensure that the voices of all students are heard throughout the course of the quarter. An assessment of individual participation levels will be reflected in the final grade. Recognizing the potential for conflicts, please let the instructors know if/when attendance will be difficult.

QUIZZES

Three quizzes will be given during the quarter and will be posted via Canvas on April 11th, May 2nd, and May 23rd, each due the following Tuesday by 11:59 p.m. Quizzes will consist of essay questions related to the class materials and remarks of the instructors and guest speaker. Forty-five minutes will be allocated for completion of each quiz.

TERM PAPER

An original paper is required to be submitted by May 30th. The paper should be no more than 5 pages, double-spaced. A list of topics for the term paper will be posted on the first day of class.

TEAM PRESENTATION

Teams of 6-7 students (formed via sign up on Canvas) will prepare and present an analysis of a governance issue at a company. Topics are included in the assignment overview.

Each presentation will be approximately 25 minutes and followed by a 10 minute discussion. Presentations are scheduled for the third week of class and in each session thereafter. All students are expected to participate in the preparation and presentation.

GRADING COMPONENTS

Final grades will be calculated based upon the following:

- Quizzes 30%
- Term paper 25%
- Team presentation 25%
- Class participation 20%

Note: Class participation includes engaging in class discussions throughout the quarter, participating in Q&A with guest speakers, and interacting during class with the instructors and fellow students.

USE OF ARTIFICIAL INTELLIGENCE (AI) POLICY

We recognize there are a variety of AI programs available in preparing materials for this class. You are permitted to use AI tools to assist you in gathering information, writing drafts, and revising your writing. However, AI programs are not a replacement for human creativity, originality, and critical thinking and should not be a substitute for a student producing original work in completing an assignment. With disclosure and proper attribution, AI programs may be utilized as a tool, provided you cite when and how the tool has been utilized. The following is an example of citation language:

“The author generated this text in part with AI tools. Upon generating draft language, the author reviewed, edited, and revised the language to their own liking and takes ultimate responsibility for the content of this publication.”

If you decide to utilize AI tools, the grade you receive will be a reflection of your ability to harness these new technologies. If a submission has been written using AI, without full and appropriate disclosure and attribution, you may receive a failing grade.

RELIGIOUS ACCOMMODATIONS

Washington state law requires that UW develop a policy for accommodation of student absences or significant hardship due to reasons of faith or conscience, or for organized religious activities. The UW's policy, including more information about how to request an accommodation, is available at (<https://registrar.washington.edu/staffandfaculty/religious-accommodations-policy/>).

Accommodations must be requested within the first two weeks of this course using this form. (<https://registrar.washington.edu/students/religious-accommodations-request/>).

COMMUNICATION AND MEETING WITH INSTRUCTORS

Weekly offices hours are noted at the top of the syllabus. Please feel free to contact the instructors via email or phone to request office hours or communicate outside of office hours.

CLASS SCHEDULE

The schedule for each class schedule will vary throughout the quarter and the agenda for each class to be posted on Canvas prior to the specific class. The following is an illustrative example:

- Lecture and discussions of key topic of focus 20 minutes
- Guest speaker 45 minutes
- Break 15 minutes
- Guest Speaker 45 minutes
- Group Team presentation 30 minutes
- Discussion and wrap up 15 minutes

CLASS ETIQUETTE

This class will operate in a professional, energetic manner. Your focus and undivided attention are expected. Please respect the valuable time of guest speakers, instructors, and fellow students. Prepare for an informative, appropriately rigorous and interactive quarter. Commit to optimizing the value and experience for all students. Please use name cards to ease engagement.

You will receive a brief survey at the conclusion of class 3 to aid the instructors in continuous improvement. Thank you in advance for your candid feedback and advice.

Jeff and Connie