

C Summary

This thesis deals with selected actual problems of corporate governance in domestic and European regulation. There is no widely recognized definition of the term „corporate governance“, therefore some are given by the author in the very beginning of the study. Due to the fact that corporate governance is a very complex area regard must be had to the relevant theories which are introduced in Chapter 2 and form the basis for further analysis.

According to the OECD findings from June 2009 (Corporate Governance and the Financial Crisis: Key Findings and Main Messages), weaknesses in remuneration, the exercise of shareholder rights, risk management and board practices are identified as the four areas most immediately linked to the financial crisis. Another problem, as reported of in OECD finding from February 2009 (The corporate Governance Lessons from the Financial Crisis), are ineffective accounting standards and regulatory requirement for auditing. Therefore, these subjects are regarded as the actual problems of the corporate governance. As a result of relatively short compass of this work, only two of these issues have been covered by the author - remuneration related problems and the exercise of shareholders rights - and form the bulk of this thesis.

Remuneration related problems are explained in some detail in Chapter 4. The author specifies the position of Czech Commercial Code regulation and explains its merits and drawbacks. Furthermore, EC and OECD recommendation are reported of. Interpretation difficulties arising out of sometimes inexact legal provisions starting with the scope of the notion „remuneration“ are dealt with and supported by relevant judicature. The obligatory binding vote on remuneration of members of board of directors and supervisory board by shareholders is considered to be the most important advantage of the Czech remuneration regulation. Introduction of “say on pay“ is recommended in respect of the senior management remuneration.

Shareholder right and current changes in their exercise in domestic and European regulation form the following part of the paper. Due to the adoption of Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, changes have been introduced to the Czech law. The author deals with the transposition of this Directive and pinpoints the problems arising out of the new regulation. Despite the difficulties described in this work, this recent change brought extension of proxy voting rights and the possibility of participating in general meetings via electronic means and improved the possibilities of the exercise of cross-border voting rights by non-residing investors.

Finally, the author assesses the merits of the thesis and specifies areas where analysis may continue in the future.