

## **ABSTRACT**

The presented thesis “Duty to act with due managerial care of the member of the board of directors and liability for damages in case of its breach” focuses on one of the key topics of corporate law, namely the duty of a member of the board of directors to act with due managerial care and the selected consequence of its violation - damages. The aim of this thesis is mainly a description and analysis of the institute of due managerial care, the rules of business judgment and liability for damages in the event of its breach, including the respective historical development. Emphasis is also placed on the form and standard of due managerial care in selected areas that play an important role in the life of a business corporation, especially with regard to the key issues that arise in these areas. In this context, not only the current case law and legal doctrine are explained in this work for illustration, but also previous judicial conclusions and conclusions of the professional public, which will be applied in the current legal environment. Last but not least, this work also deals with the legal regulation of due managerial care and the business judgment rule in English law, where the space is devoted not only to the general interpretation of individual institutes, but also to the conclusions of case law and the comparison with Czech law.

The thesis is divided into five chapters. The introductory chapter presents the historical origins of due managerial care, focusing on both the analysis of the Roman law approach to the obligation to act with the care of the caring father of the family and the Austrian beginnings of due managerial care and the analysis of the relevant Czechoslovak and finally Czech legislation. The content of the second chapter is then the analysis of the concept and individual components of the due managerial care, as well as the standard of care of a diligent manager in selected areas of life of a business corporation. Emphasis is also placed on the interpretation of case law and legal doctrine, because even though the basic framework of the duty of due managerial care is defined in law, it is precisely case law and legal doctrine that define it in more detail and set the boundaries, what is still in line with due diligence care and what is in the contrary. The third chapter then focuses on the interpretation of the concept of the business judgment rule and the assumptions of its application, including the analysis of the most important case law in connection with the application of the business judgment rule and meeting the requirement to act with due managerial care. The fourth chapter deals with selected consequences of the breach of the duty of due managerial care by a member of the company’s board of directors. It focuses on the conceptual definition of a liability, its function, legal regime and assumptions of its origin, as well as the specifics of the burden of

proof in proceedings assessing whether a member of the board of directors acted with due managerial care, on the board of directors' member obligation to compensate for damage caused by the violations of the duty of due managerial care and, finally, on the conditions under which the company's shareholder may claim damages instead of the company, through a shareholder action and an action for damages. The content of the fifth chapter then includes the interpretation of the institute of due managerial care in the English legislation, where the individual institutes are analysed in historical contexts and with regard to the legislation in the English Companies Act, and finally compared with Czech legislation.