Table of contents

AUN	HOW	icuge	mei	115	111
Sum	mar	y of (Cont	tents	V
Tabl	e of	cont	ents		VII
Inde	x of	Abb	revia	ations	XIX
Inde	x of	Cite	d Aı	uthorities	XXV
Inde	x of	Doc	ume	nts	XXXIX
Tabl	e of	Figu	res.		XLI
Glos	sary	·			XLIII
Intr	odu	ction	•••••		1
Part	Ι	В	oard	ds of Directors and Their Duties According to the Swiss C	5
§ 1	Int	roduc	tion	1	5
§ 2	Во	ards (of D	rirectors of Companies Limited by Shares According to the Sv	viss CO 6
	A.	Intro	oduc	etion	6
	B.	Ove	rall	Management and Strategic Direction (Oberleitung der Gesell,	schaft)6
	C.	Dele	gati	ion of Business Management	7
		I.	De	elegation to a Single Member of the Board of Directors	
				Managing Director/Delegierter)	
		II.		elegation to an Independent Manager (Executive Officer/Direk	
		***		a Management Board	
	-	III.		onsequences of Delegationion of Representation	
				land: A Hybrid Version of Board Organisation	
	E.			ize, Composition, and Organisation	
	Г.	L.		zeze	
		II.		omposition	
		11.	1.		
			2.		
	G.	Dec		n-Making within the Board of Directors	
				rson and Secretary (Verwaltungsratspräsident und Sekretär)	
	I.			ion	
§ 3	Du	ties a	nd I	Liabilities of a Board of Directors According to the CO	17
-		Non	-Tra	ansferable and Inalienable Duties of a Board of Directors Acco	ording
		to A		16a CO	
		I.	Ov	rerall Management and Strategic Direction (Oberleitung)	17

		II.	Determination of the Company's Organisation	19
		III.	The Organisation of Accounting, Financial Control, and Financial	
			Planning	
			1. Accounting and Financial Reporting	
			2. Control	21
			3. Planning	21
		IV.	The Appointment and Dismissal of Persons Entrusted with Managing	
			and Representing the Company	22
		V.	Overall Supervision of Persons Entrusted with Managing	
			and Representing a Company	.22
		VI.	Compilation of the Annual Report, Preparation for the General	
			Meeting and Implementation of its Resolutions	. 23
		VII.	Notification of the Court in the Event that the Company	24
			is Overindebted According to Art 725 CO	
			1. Introduction	
			2. The Connection between Illiquidity and Overindebtedness	. 25
			3. Good Cause to Suspect Overindebtedness (Begründete Besorgnis	25
	D	T dele	einer Überschuldung)ility of the Board of Directors According to Art 754 CO	
	В.	Liab	•	
			Damages (Schaden)	
		II. III.	Breach of Duties (Pflichtverletzung)	
		III. IV.	Causality between Breach of Duties and Damages (Kausalität)	
		V.	Negligence or Intent (Verschulden)	
		v. VI.	Burden of Proof (Beweislast)	. 29
		V 1.	Capacity to Sue/Standing to be Sued (Aktivlegitimation/ Passivlegitimation)	29
	C.	Con	clusion	
§ 4			Organise the Accounting, Financial Control, and Financial Planning	50
8 7	Sy	stems	as Required for Management of the Company According	
	to.	Art 7	16a para 1 lit 3 CO	31
	A.	Intro	oduction	31
			anisation of the Accounting System	
		I.	General Requirements	
		II.	Liquidity Monitoring	
			1. The Requirement of a Cash flow Statement	
			a) The Function of a Cash flow Statement	
			b) Usefulness for the Board of Directors	
			2. The Requirement for a Liquidity Plan	36
		III.	The Requirement of a Consolidated Financial Statement	37
			1. General	37

				The Case IBZ, Commercial Court Zurich from 19.03.1975	
			3.	Conclusion	38
	C.	Fina	ncia	l Planning	39
	D.	Fina	ncia	l Control	39
	E.	Ove	rall I	Financial Management	41
		I.	Val	ue Management	41
		II.	Spe	ecification of Financial Goals and Framework	42
			1.	Investment Policy	43
			2.	Liquidity Policy	
			3.	Capital Structure Policy	43
			4.	Risk Policy	43
		III.	Co	ordination of Liquidity, Capital Structure and Financial Flexibility	44
		IV.	Tra	nsfer of Value to Shareholders	44
§ 5	Boa	ards c	f Di	rectors in the UK	46
§ 6	Sur	nmar	y		48
Part				nting and Financial Reporting According to the CO	
§ 7					
§ 8				Principles According to Art 957a CO	52
	A.			lete, Truthful, and Systematic Recording of Transactions	
				umstances	
				ntary Proof for Individual Accounting Procedures	
				Klarheit)	
				or Purpose Given the Form and Size of the Undertaking	
	E.			lity (Nachprüfbarkeit)	
				Accounting Principles	
				on	
§ 9				Financial Reporting According to Art 958a et seq CO	
				ion	
				oncern (Annahme der Fortführung)	55
	C.	Accr	ual/	Matching of Revenue and Cost (Zeitliche und	
				e Abgrenzung)	56
	D.	Reco	gnis	sed Financial Reporting Principles (Grundsätze ordnungsmässiger gslegung)	56
				gstegung) rity and Understandability (Klarheit und Verständlichkeit)	
		I.			
		II.		npleteness (Vollständigkeit)iability/Faithful Representation (Verlässlichkeit)	
		III.		evance (Wesentlichkeit)	
		IV.			
		V.	Pru	dence (Vorsicht)	29

		VI.	Consistency/Comparability (Stetigkeit/Vergleichbarkeit)	. 59
			Prohibition of Offsetting Assets and Liabilities and Income and	
			Expenditure Against Each Other (Verrechnungsverbot)	
	E.	Furtl	ner Principles of Financial Reporting	
		I.	Substance over Form	60
		II.	Neutrality (Neutralität)	61
		III.	Timeliness (Zeitnähe)	
		IV.	Cost/Benefit Considerations (Kosten-Nutzen-Verhältnis)	61
	F.	Inve	ntory (Inventar)	61
	G.	Con	sideration of Special Features of the Sector and the Undertaking	62
	H.	Con	clusion	62
§ 10	Co	mpon	ents of the Annual Report and Additional Shareholder Information	64
•	A.	Ann	ual Report (Geschäftsbericht)	64
		I.	Balance Sheet (Bilanz)	64
		II.	Profit and Loss Account/Income Statement (Erfolgsrechnung)	
		III.	Cash Flow Statement (Geldfussrechnung)	
			1. General	67
			2. Obligation to Prepare a Cash Flow Statement	
		IV.	Consolidated Financial Statement (Konzernrechnung)	68
		V.	Notes (Anhang)	69
		VI.	Management Report (Lagebericht)	
	В.	Add	itional Shareholder Information	
		I.	Compensation Report (Vergütungsbericht)	
		II.	Statement of Changes in Equity (Eigenkapitalveränderungsrechnung)	
		III.	Audit Report (Revisionsbericht)	
	C.	Con	clusion	
§ 11			tion and Valuation According to the CO	
			ciples of Valuation (Bewertungsgrundsätze)	
			ognition and Valuation of Assets (Aktiven)	
		I.	Recognition of Assets	
		II.	Going Concern	
		III.	Valuation at Acquisition or Manufacturing Cost (Anschaffungs- oder Herstellungskosten)	76
		IV.	Subsequent Valuation (Folgebewertung)	
		V.	Assets with Observable Market Prices (Aktiven mit Börsenkurs	
			oder einem anderen beobachtbaren Marktpreis)	77
	C.	Rec	ognition and Valuation of Liabilities (Verbindlichkeiten)	
			imary	

§ 12	The Prudence Principle and Hidden Reserves (Stille Reserven) in Financial						
	^		ng According to the CO				
			eral				
			lence	80			
	C.		pacity to See the 'Real' Financial Situation of an Entity Because rbitrary Hidden Reserves	Q 1			
		I.	Hidden Reserves Arising from Tax Reporting				
		II.	Further Types of Hidden Reserves				
		11.	Mandatory Reserves.				
			Discretionary Reserves				
			Arbitrary Reserves				
			a) Reserves to Ensure the Long-Term Prosperity of	0			
			an Undertaking	84			
			b) Criticism	84			
		III.	Hidden Reserves Vanish in Crises	85			
		IV.	Conclusion	85			
§ 13	Impact of Hidden Reserves on the Financial Management Duties of the Board						
			tors	87			
	A.		y to Explain in the Notes to the Annual Accounts Whether a Negative				
			ance of Hidden Reserves Results				
			essity of an Internal Report				
			lications for Corporate Governance	89			
	D.		ority Rights: The Right to Demand a Report According to an Accepted ounting Standard	QC			
e 14	г:		al Accounting and Audit in the UK				
§ 14			uncial Accounting				
			lit				
e 1 <i>5</i>			ling / Management Accounting				
9 13			oduction				
			ninology Concerning Financial Accounting, Management Accounting,	/ -			
	В.	and	Controlling	93			
	C.		trolling as a Management Tool in Continental Europe				
			nagement Accounting in Anglo-Saxon Countries				
			rim Conclusion				
s 16		nclus					

Part	II		Financial Reporting According to the IFRS and its Use in Managing Company	. 101
§ 17	In	trodu	ection	. 101
§ 18	Di	ssem	ination of the IFRS	. 102
U			International Standard with UK Roots	
	В.	The	e IFRS in Switzerland	. 103
		I.	General	. 103
		II.	The Importance of the IFRS in Switzerland	. 103
§ 19			s a Driver for Convergence Between Financial Accounting nagement Accounting	. 104
	A.		Traditional Separation of Financial Accounting and Management counting	. 104
	В.	Cor	overgence of Financial Accounting and Management Accounting	. 105
	C.	Dis	tinction from Integrated Reporting	.106
	D.	Adv	vantages of Convergence	. 107
		I.	Shareholder Value Orientation	. 107
		II.	Reduction of Divergences in the Financial Results	.108
		III.	Improvement of International Clarity and Transparency of Accounting	. 109
		IV.	Effectiveness and Efficiency	
		V.	Quality of Controlling and Influence on Management Decisions	
	E.	Disa	advantages of Convergence	.110
		I.	Dependency on International Standard-Setters	
		II.	Inferior Fulfilment of Controlling Requirements	
		III.	Restricted Efficiency of Convergence	
		IV.	Acceptance Problems of Employees	. 111
		V.	Negative Aspects of Disclosure	. 112
	F.	Inte	im Conclusion	. 112
	G.	Prer	equisites of a Convergent Financial Accounting and Reporting System	. 113
		1.	Analysability	.113
		II.	Usefulness for Incentive Setting	. 113
		III.	Communicability	. 114
		IV.	Efficiency	.115
		V.	rormal Prerequisites	115
]	Η.	Deg	ee of integration	115
		1.	i un integration	116
		II.	ratifal integration	116
		III.	Determinants of Integration	118
			1. Engelen and Pelger's Study (2014)	110

			2.	Schmidt's Study (2017)	. 120
			3.	Implications for the Board of Directors	. 121
	I.	Inter	im (Conclusion	. 121
	J.	Fulfi	lme	nt of the Requirements of a Convergent System through IFRS	. 123
		I.	An	alysability	. 123
		II.	Us	efulness for Incentive Setting	. 123
			1.	General	. 123
			2.	Studies Regarding the IFRS and its Usefulness	
				for Executive Compensation	
				a) Ozkan, Singer, and You (2012)	
				b) DeFond, Hu, Hung, and Li (2018)	
				c) Interim Conclusion	
		III.		mmunicability	
		IV.	Ef	ficiency	. 129
		V.	Co	nclusion	. 130
§ 20	De	cisior	Us	efulness of Financial Reporting Information According to the IFRS.	. 132
	A.	Intro	duc	tion	. 132
	B.	Deci	sion	1 Usefulness and Stewardship	. 132
	C.	Inter	im	Conclusion	. 133
	D.	The	Qua	alitative Characteristics of Useful Financial Information	. 134
		I.	Re	levance	. 134
		II.	Fa	ithful Representation	. 135
		III.	Co	mparability	. 135
		IV.	Vε	rifiability	. 136
		V.	Ti	meliness	. 136
		VI.	Ur	nderstandability	. 137
		VII.		onclusion	
8 21	Ele	ement	s of	Valuation	. 138
3 - 1				ue Measurement (IFRS 13)	
	1 1.	I.		e Importance of Fair Value Measurement	
		II.		ir Value Measurement According to IFRS 13	
		11.	1.	Introduction	
			2.	Scope	
			3.	Initial Recognition	
			<i>3</i> . 4.	Valuation Methods	
				Inputs to Valuation Techniques – Fair Value Hierarchy	
			5.	a) General Information	
				b) Level 1	

		c) Level 2	. 140
		d) Level 3	
	III.	Critical Observations Regarding Fair Value Measurement,	
		Especially Level 3 Inputs	
		1. Analysability and Comparability	
		2. Arguments for the Use of Fair Values and Level 3 Inputs	
		3. Corporate Governance as a Mitigating Factor	.142
		a) Board Composition	. 142
		b) Internal Control and Audit	
		4. The Restricted Application of Fair Values	
		5. Fair Values for Incentive Setting and Performance Measurement	
	IV.	Conclusion	
В.	Intar	ngible Assets (IAS 38)	
	I.	Importance for the Board of Directors	
	II.	Scope and Definition of Intangible Assets	
	III.	Identifiability and Control	
	IV.	Recognition and Measurement	
	V.	Acquisition as Part of a Business Combination	148
	VI.	Internally Generated Goodwill	148
	VII.	Internally Generated Intangible Assets	148
		1. Research Phase	148
		2. The Development Phase	148
	VIII.	Measurement After Recognition	149
	IX.	Useful Life	
	X.	Implications for the Board of Directors	150
	XI.	Conclusion	150
C.	Good	dwill Accounting	151
	I.	Importance for the Board of Directors	
	II.	Goodwill According to IFRS 3 (Business Combinations)	
	III.	Goodwill Impairment According to IAS 36	
	IV.	Implications for the Board of Directors	
D.	Inve	ntories (IAS 2)	
	I.	Characteristics of IAS 2	
	II.	IAS 2 for Management Accounting	
E.	Reve	enue from Contracts with Customers (IFRS 15)	
	I.	Objective, Main Features, and Scope	150
	II.	Step 1: Identifying the Contract	156

		III.	Step 2: Identifying Performance Obligations	157
			1. Satisfaction over Time	157
			2. Satisfaction at a Point in Time	157
		IV.	Step 3: Determining the Transaction Price	157
		V.	Step 4: Allocating the Transaction Price to the Performance	
			Obligations in the Contract	158
		VI.	Step 5: Recognising Revenue when (or as) the Entity Satisfies a Performance Obligation	158
		VII.	Conclusion	158
		VIII.	IFRS 15 from a Management Perspective	159
§ 22	Ele	ments	s of Presentation	160
			entation of Profit or Loss Statement	
	B.	Segn	nent Information (IFRS 8)	162
		I.	Introduction	
		II.	The Importance of IFRS 8	
		III.	The Five-Step Approach of IFRS 8	
			Identifying the CODM	
			Identifying Operating Segments	
			3. Aggregating Operating Segments	163
			4. Determining Reportable Segments	164
			5. Disclosing Segment Information	164
		IV.	The Influence of Segment Reporting on Management Accounting	
			The Influence of Reconciliations	165
			2. Performance Measures	165
			3. Alignment of Deadlines	166
			4. Financial Language	
		V.	Conclusion	
	C.	State	ement of Cash Flows (IAS 7)	
		I.	Introduction	
		II.	Operating Activities	
		III.	Investing Activities	
		IV.	Financing Activities	
		V.	Free Cash Flow	
		VI.	Cash Flow Statement as Planning and Control Instrument	
	D.		solidated Financial Statement (IFRS 10)	
		I.	The Importance of a Consolidated Financial Statement	
		II.	Control	

		III.	Accounting Requirements	171
			Uniform Accounting Policies	
			2. Consolidation Procedures	
		IV.	Implications for the Board of Directors	
8 23	Co	nclusi	ion	
3 20				
Part	IV	T	he Impact of the IFRS on the Financial Management Duties	170
			the Board of Directors	
§ 24	The	e Imp	lementation of the IFRS	179
	A.		ding on an Accounting Standard	.179
		I.	The Swiss GAAP FER as an Alternative to the IFRS?	
		11.	The Swiss GAAP FER-Based Report as a Management Instrument	
		III.	Consequences for the Board of Directors	
	В.	First	-Time Adoption of the IFRS	. 183
		I.	IFRS 1: First-Time Adoption of the IFRS	. 183
		II.	Different Stages of Adoption	. 184
			1. Analysing and Planning Phase	
			2. Design and Implementation Phase	. 185
			3. Project Completion	. 185
		III.	Conclusion	. 185
	C.	Orga	nisation of Accounting and Reporting Systems	. 186
		I.	Organisation of Accounting, Financial Planning, and Financial	
			Control Systems	
		H.	Strategic Direction	. 188
		III.	Organisation of the Company	. 188
	D.	ERP		. 189
§ 25	Ap	plicat	ion of the IFRS	. 191
	A.	IFRS	S Monitoring	. 191
	B.	Corp	orate Governance	. 192
		I.	Corporate Governance and Financial Reporting	
		II.	Transparency	
		Ш.	Fair Value Measurement	
		IV.	Financial Reporting Handbook	
		V.	Executive Pay	
		VI.	Board Committees (Ausschüsse des Verwaltungsrats)	
			Committees of the Board of Directors	
			2. Audit Committee (Prüfungsausschuss)	
			a) The Main Tasks of the Audit Committee	. 19
			b) Requirement for an Audit Committee	

				c)	Composition of the Audit Committee and Professional Requirements	198
			3.	Co	mpensation/Remuneration Committee (Vergütungsausschuss,) 199
				a)	The Main Tasks of the Compensation Committee	199
				b)	Composition of the Compensation Committee	200
	C.	Dual	Fin	anc	ial Reporting	201
	D.	A Co	mp	any	in Crisis – Relevant Indicators	202
		I.	The	e IF	RS Report to Determine Overindebtedness and Capital Loss	202
		II.	Inf	luer	nce on 'Good Cause to Suspect Overindebtedness'	203
	E.	Debt	Co	ntra	cting	205
§ 26	Co	nclusi	on			207
Sync	nsi	c				213