# Article information:

黄辉：独立董事的法律义务与责任追究：国际经验与中国方案 ▏《中外法学》 2023年第1期
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# Article summary:

1. The Kangmei Pharmaceutical case has highlighted the need to improve the obligations and responsibilities of independent directors in China's corporate governance system.

2. International experience, particularly that of the United States, can provide valuable insights into how to improve the legal liability system for independent directors in China.

3. Rather than limiting the scope of independent director duties, China should focus on optimizing responsibility standards and maintaining appropriate responsibility pressure to encourage companies to select outstanding independent directors who can play a role in market signaling and corporate governance. This can be achieved through reforms to company law and securities law, improvements to the obligation system of independent directors, and the introduction of directors' liability insurance with a liability limit set at 5 times the total remuneration received by independent directors from the company.

# Article rating:

Appears strongly imbalanced: The article is written in a biased or one-sided way, and the information it provides is not trustworthy enough to be considered a reliable source. You should consult other sources to find reliable information on the presented issues.

# Article analysis:

作为一篇关于独立董事法律义务和责任追究的文章，本文在介绍国际经验和中国方案时，存在一些偏见和片面报道。

首先，在讨论国际经验时，作者只提到了美国的独立董事制度，并称其为“相对完备”的制度。但实际上，其他国家也有自己的独立董事制度和相关法规，例如英国、日本等。因此，仅从美国角度来看待独立董事制度是不够全面客观的。

其次，在讨论中国方案时，作者认为限制独立董事职责范围并不是解决问题的途径，而应该优化责任标准和维持适当的责任压力。然而，这种观点忽略了现实中许多公司在聘请独立董事时更注重其声誉背景而非专业能力和履行职责情况。因此，在优化责任标准时需要考虑如何平衡激励机制和约束机制。

此外，在讨论2022年司法解释时，作者认为其中关于降低独立董事民事责任标准的规定值得商榷。然而，作者并未提供具体证据或分析来支持这一观点。

总之，本文在介绍国际经验和中国方案时存在一些偏见和片面报道，并且部分主张缺乏充分证据支持。同时，在探讨如何改进独立董事法律义务和责任追究时也需要更加全面客观地考虑各种因素。

# Topics for further research:

* Other countries' independent director systems and regulations
* Balancing incentive and constraint mechanisms in optimizing responsibility standards
* Evidence and analysis supporting the argument against lowering civil liability standards for independent directors
* Comprehensive and objective consideration of various factors in improving independent director legal obligations and accountability
* Potential limitations of relying on reputation rather than professional competence in selecting independent directors
* Need for a more nuanced and balanced approach to discussing independent director systems and their effectiveness.

# Report location:

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