

## **ABSTRACT**

*The Board of Directors is an authorized organ of State-Owned Enterprise and fully responsible for the management of State-Owned Enterprise. In order to carry out the maintenance of the company, directors are given some authority that is not owned by other the company's organs such as the Commissioner and the General Meeting of Shareholders, i.e. taking business decisions. Business decisions that is taken by the board of directors will affect State-Owned Enterprise, whether it will give profit or loss for the State-Owned Enterprise. When State-Owned Enterprise losses, then it is considered as the country's financial losses so that it is corruption. The Board of Directors as the organ who authorized and fully responsible for the management of the company are often targeted for eradication of corruption. On the other hand, the Board of Directors have the protection namely business judgment rule doctrine that means any business decisions that taken by the Board of Directors can not be accused as long as it is taken in good faith. This research is a normative juridical research using secondary data. This research was conducted to describe and explain the correlation of business judgment rule to unlawful elements and missappropriation competency in corruption at State-Owned Enterprise.*

*Keywords: business judgment rule, corruption, stated-owned enterprise*

## **INTISARI**

Direksi merupakan organ BUMN yang berwenang dan bertanggung jawab penuh atas pengurusan BUMN. Dalam rangka melakukan pengurusan perseroan tersebut, direksi diberikan beberapa kewenangan yang tidak dimiliki oleh organ perseroan lain seperti Komisaris dan RUPS, yaitu mengambil keputusan bisnis. Keputusan bisnis yang diambil oleh direksi akan membawa akibat pada BUMN yaitu apakah akan memberikan keuntungan atau kerugian bagi BUMN. Apabila BUMN mengalami kerugian, maka hal tersebut dianggap sebagai kerugian keuangan negara sehingga termasuk tindak pidana korupsi. Direksi sebagai organ yang berwenang dan bertanggung jawab penuh atas pengurusan perseroan sering kali dijadikan sasaran pemberantasan tindak pidana korupsi. Padahal di sisi lain, direksi memiliki perlindungan berupa doktrin *business judgment rule* yaitu setiap keputusan bisnis yang diambil oleh direksi tidak dapat dimintakan pertanggungjawaban sepanjang dilakukan dengan itikad baik. Penelitian ini merupakan penelitian yuridis normatif dengan menggunakan data sekunder. Penelitian ini dilakukan untuk mendeskripsikan dan menjelaskan korelasi *business judgment rule* terhadap unsur melawan hukum dan unsur menyalahgunakan kewenangan dalam tindak pidana korupsi pada BUMN.

Kata kunci: *business judgment rule*, tindak pidana korupsi, BUMN