

BUL 6930: Legal Aspects of Technology Management

P2MBA117 December 11, 2016 - April 1, 2017

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Canvas and Contacting Me

I employ the Canvas course management platform. There are many advantages (and, unfortunately, several disadvantages) to using Canvas including improved course management. Please let me know if you are uncomfortable using it, I will be happy to guide you.

Please contact me using my email, **Blaw@rethomas.com**. I will check it at least once each day and will usually respond within 24-72 hours (time expands somewhat when I offer assignment feedback). If you wish to speak to me or have an emergency, please call my cell phone (above).

Course Materials

TEXTS: It is usually a good idea to bring the textbooks to each class. The dictionary can help you comprehend much of the legal verbiage you will inevitably encounter during this term.

Managing in the Legal Environment of Business, Diane Savage & Constance Bagley, 7 or 8th Ed. (“Text”).

Intellectual Property Law: Legal Aspects of Innovation and Competition Kurt M. Saunders (“*Intellectual Property*”).

Barron’s Dictionary of Legal Terms, Steven H. Gifis.

Other materials will be distributed in class or electronically.

Please read assigned material before the weekend it is scheduled for discussion. I do not expect you to read anything prior to the first class (however, it would not hurt!). I reserve the right to alter, delete and add reading assignments as the term progresses. I will inform you in advance of such changes.

Scope of the Course

This course focuses on critical aspects of the legal environment of business organizations, the law governing relationships within business organizations and between business organizations. In addition, you will learn about the legal system, the nature and uses of law, major legal and ethical issues facing the manager in business organizations. You will be introduced to several substantive areas of law, including agency, contracts, and torts. In addition intellectual property (IP) law is a specific focus of the course. We will survey patent law, trade secret law, and copyright law as well as selected IP licensing issues. You will become a more astute user of legal services and you should gain a more comprehensive view of the environment in which you do business.

¹ Reading assignments identified in the schedule are from the 8th edition. I will provide those who need the information with corresponding pages from the 7th edition.

In addition to the substantive subject matter presented by the instructor and text, a variety of specific business law problems will be examined and analyzed through team and individual research projects. You will have an opportunity to explore law-related problems of particular interest to you, and you will be introduced to methods of updating your understanding of law.

What to Expect

The reading assignments indicate the breadth and scope of the subject matter. The course will involve readings, class lectures, class discussions, and team projects. The final grade will be based on the following:

A. **Three Quizzes (30%).** There will be a short (40-45 minutes) quiz on the second day of each full weekend that we meet. Each quiz will cover the assigned reading materials for that weekend.

B. **Class Exercises.** You will participate in two graded in-class exercises during the course. The exercises are intended to bring the sometimes-tedious written material to life and to provide you with a more vivid understanding of the decision processes that managers face when dealing with legal issues. Your responsibilities for the exercise include preparing for the exercise as your assigned character (usually a manager, lawyer, or decision-maker; I will not grade your acting ability) would prepare, and participating fully in the exercise.

1. **ADR Role-Play (14%).** Your work team will be assigned the role of attorney or neutral in an employment discharge dispute. As an attorney, you prepare and present your side's case. The neutrals will either decide the case or facilitate a settlement of the dispute. 33% of each side's exercise grade is based on this result. The remainder of your grade is based on a 5-8 page "brief." A brief, for our purposes, is a detailed analysis of the most important issues implicated by the case. It is a persuasive piece. You should identify relevant legal authorities that support your arguments. You should also refute the other side's strongest arguments. Your brief must be **submitted to me, your neutrals, and the other side by 11:55 p.m. 27.**

If you are a neutral, you must send a short outline (1-2 pages) of the issues that you believe are relevant to the dispute. It is not a persuasive piece and you should take no sides (remain open to persuasion). **Submit your outline to me ONLY.** It is due 11:55 p.m., **February 1.** 20% of the neutrals' exercise grade is based on this outline. Finally, the neutrals must write a 4-7 page "decision" due 11:55 p.m., **February 7.** In the decision the neutrals identify the outcome and any award. They provide the legal basis for their ruling. The decision is an analytical piece that corresponds to the attorneys' briefs and will be **graded using the same criteria.** Cite legal authority as well as the persuasiveness – or lack thereof – of any testimony to support your conclusions. The quality of your legal analysis is **CRITICALLY** important to your grade. 80% of neutrals' grades are based on this paper.

2. **Law Face offs (15%).** One of the best ways to achieve mastery of material is to present and defend it before contemporaries. To advance the goal of enhancing your understanding of a significant legal issue, your work team "faces off" against one other team. A face-off is an informal debate between two teams of students on a

current legal issue. Your team researches and defends one side of each debated issue. Each side then has an opportunity to rebut the other side's arguments. Although one group almost always "wins" in a debate, it is possible for both sides to receive a good grade. Your grade is based on a combination of the strength of your team's arguments and how well your team conveys an understanding of your issue. I will provide the legal topics. I will identify selection deadlines before our second meeting. You must also circulate a **brief, due March 24**, and executive summary, **Due March 29**.

Each team will have exactly 10 mins. to present its case and 5 mins. to rebut the other side. One team will be the affirmative and one the negative, so the structure is: affirmative, 10 mins.; negative, 10 mins.; negative, 5 mins.; affirmative, 5 mins. All team members **MUST** participate in their team's face off.

C. **Problem Sets (26%)**. You will complete and submit two problem sets. The problem sets are individual work. The problem sets require you to "brief" legal cases. For our purposes, a brief is a specific way to outline or succinctly analyze a court case. While there are many ways to brief cases, I will teach you a very specific method. This method will be useful for almost every assignment given in the course. In addition, the skill is highly transferable. The ability to accurately brief a case provides you with the ability to succinctly analyze many business and managerial problems you will face. The problem sets are due at You will complete and submit two problem sets. The problem sets are a **combination of individual and teamwork**. The problem sets are due at 11:55 p.m. **January 17 and March 13**.

Each problem set includes three cases. Two of the cases are individual assignments and the third case is a team assignment. I encourage you to discuss the cases among your classmates. However, your final submission must be your own—or your team's—work.

D. **Final Cases (15%)**. This assignment requires the same analysis as the problem sets. There will be two cases that make up this assignment. **Both cases are INDIVIDUAL** assignments. They are due at 8 a.m. on **April 1**.

E. **Outstanding Class Contribution and Participation**. As in any MBA course, each person's contribution to the class is an important part of every person's experience. To encourage participation, I will boost borderline grades in certain cases. In these cases, grades of students who have made significant and meaningful contributions to the class will be boosted to the higher level. Meaningful contributions are measured by quality rather than simply volume. Meaningful contributions are those that provide added insight to the discussion. They often include experiences working with or dealing with the discussed issue. They may include suggestions on how to cope with an ambiguous or technical law. Or they may include insights that help the class understand the rationale for a statute or meaning of a difficult concept. **I reserve the right to lower the grade of anyone who shirks in his/her responsibility to contribute to group projects or raise the grade of anyone who contributes to team projects above and beyond assignment requirements and the expectations of teammates.**

Course Administration

Use of Laptops. Experience has taught me (and lots of other professors) that students who use their laptops during class to multitask, e-mail, day trade, work on projects and so forth get less out of the course, are more dissatisfied with it, and perform less well than students who devote their full attention to the classroom experience. Moreover, these behaviors are distracting and annoying to students in the vicinity of the laptop user. The note-taking process itself, whether on a laptop or on paper, is of mixed value – it can document information and reinforce learning, but

it can also become a self-absorbing exercise. I place a great emphasis on discussions. I strongly believe that one of the biggest takeaways of an MBA is learning from the experiences of classmates.

Therefore, **please do not use your laptops or other Internet or electronic devices during class, unless I specifically ask you to do so.** I will post addendums or revisions to slides prior to each weekend.

Assignment Submission: All WRITTEN ASSIGNMENTS except quizzes and exams MUST BE SUBMITTED ON CANVAS. All assignments will be submitted as MS Word attachments. Please FOLLOW THE FILE-NAMING RULES ON PAGE 6 of this syllabus. If you materially deviate from these requirements, then your grade for the assignment will be lowered one full grade level. The **highest grade** you will receive for an assignment is a **B** when you fail to follow the submission rules.

A Note on the Instructor

Dr. Thomas is Associate Professor and Huber Hurst Professor of Legal Studies, and chair of the Management Department in the Warrington College of Business. He teaches courses in Business law and negotiation at the CBA. Dr. Thomas is a graduate of Princeton University (A.B.) and Stanford University (J.D., Ph.D.). Between stints on the Farm (Stanford), Dr. Thomas practiced securities/public finance law with Orrick, Herrington and Sutcliffe, a large San Francisco-based law firm. Dr. Thomas has held academic appointments and taught at the University of Michigan, the Wharton School at the University of Pennsylvania, and the Institut d'Administration des Entreprises d'Aix-en-Provence, France. His current research examines the divergent evolution of copyright and patent laws, and patent law reform.

COURSE OUTLINE

Date	Subject	Readings
First Weekend: December	Course Introduction, The U.S. Judicial System, Intellectual Property Introduction, Trademarks	Chapters 3 (pp. 45-62), 11 (302-306) <i>Intellectual Property:</i> Chapters 1, 5, and 6 In each chapter, skim the cases and read the exposition.
Second Meeting: January	Agency, Fiduciary Relationships, Trade Secrets, Patent Eligibility: What can you Patent? Filing Patent Applications	<i>Text:</i> Chapters 5 <i>Intellectual Property:</i> Chapters 2, and 3 (97-179) In each chapter, skim the cases and read the exposition.
	Quiz covering this weekend's readings	
Third Meeting: February	Patent Infringement and Worldwide Enforcement of Intellectual Property Rights, Choice of Organizational Form,	<i>Text:</i> Chapters 3, 62-69, and 19 (pp. 576-601) <i>Intellectual Property:</i> Chapter 3 (174-230) Skim the cases and read the exposition.
	Quiz covering this weekend's readings	
	Exercise: <i>Bleary v. U.S. Steel</i> (submit briefs, outlines and decisions)	
Fourth Meeting: March	Contracts, Sales, Business Torts, Copyright: Protection limitations infringement, & Cyberlaw	<i>Text:</i> Chapters 7, 8 and 9 (224-240), <i>optional:</i> 240-249 (privacy protection) <i>Intellectual Property:</i> Chapter 4. Skim the cases and read the exposition.
	Quiz covering this weekend's readings	
Final Meeting: April	Exercise: Team Face offs (face offs) Final Cases Due	None

ASSIGNMENT SUBMISSION

Please submit all assignments using the Canvas assignment submission platform. Do NOT e-mail assignment to me, and do NOT submit assignments in hardcopy.

I will provide additional instructions before the first assignment. Follow submission instructions for each assignment. You will submit all assignments as Microsoft Word attachments in Canvas (see A below).

A. Use the following short labels in naming assignment files (see B below).

Bleary Brief	BRF	Bleary Decision	DEC
Bleary Outline	OTL	Face Off Exec. Summary	ES
Face Off Analysis	FO	Problem Set Case A/B	PSCA or PSCB
Problem Set Team Case	PST		

B. Please name files as follows: For team assignments, the filename should start with “Team#” where # represents your team number. If you are using MS Windows, Word will automatically add the “.doc” or “.docx” extension at the end. For example if you are submitting team seven’s Bleary brief, the file name should be:

TEAM7BRF.doc

C. You will lose 5% the first day late, 10% the second day, 20%, the third day, 40% the fourth day and 80% the fifth day. I consider your assignment 1 day late 10 minutes after the deadline for submission.

D. Following these instructions will greatly facilitate the administration of the course and will insure that your submissions go to the correct locations. **IF YOU DO NOT OR CANNOT FOLLOW THESE INSTRUCTIONS, YOUR FILE WILL WIND UP IN THE WRONG PLACE AND WILL NOT BE READ.** Your grade will drop a minimum of ½ grade level for the assignment. Hence, please let me know if you have problems in advance.

NOTE: All assignments must be submitted electronically. I will not accept paper or hardcopy submissions. I will accept no submitted assignment that is more than 5 days late.

GRADING POLICY

At the completion of each assignment, you will receive a letter grade. Intermediate feedback may take some other form, e.g. scoring for problem sets, quizzes and the final exam are numerical. Your grade for a completed assignment, e.g., the graded negotiations, the individual journals etc., will be either A, B or C, possibly augmented with a “plus”, or sometimes discounted with a “minus.”

Accordingly, you will receive a single letter grade each for the 1) the quizzes, 2) Bleary ADR exercise, 3) Face Off Assignment, 4) the problem sets, 5) the making rules analysis, and 6) the final exam. Therefore, you will receive 6 letter grades in total. At the end of the course I will convert your six letter grades into their numerical equivalents. I then multiply these numbers by the corresponding weights listed in the syllabus. The sum of these calculations provides your final numerical score. I then convert this numerical score to a letter grade to obtain your final course grade.

Assignment Grades

Here are the numerical equivalents for each letter grade that you can receive on an assignment:

A	4.00
A-	3.67
B+	3.33
B	3.00
B-	2.67
C+	2.33
C	2.00 (lower grades are possible!)

Numerical Equivalents for Final Grades

I use the following conversions to translate your final numerical score into a letter grade:

3.75-4.00	A
3.55-3.75	A-
3.20-3.55	B+
2.83-3.20	B
2.55-2.82	B-
2.20-2.55	C+

Boundary scores receive the higher grade. E.g., a 3.75 is an A not an A-.

Examples (NB: The listed assignments and weights are for illustration only. The assignments and weights differ from your actual assignments listed in the syllabus).

1. Consider a student with the indicated grades

	Grade	Num. Equiv.	Weight	Weighted Score
Quizzes	B-	2.67	.32	.85
Problem Sets	B+	3.33	.25	.8325
Making Rules	B+	3.33	.18	.60
Bleary ADR	B	3.00	.10	.30
Final Exam	B+	3.33	.15	.50
TOTAL				3.08

This student receives a B final grade because his numerical score falls within the B range.

Consider this second example.

	Grade	Num. Equiv.	Weight	Weighted Score
Quizzes	B+	3.33	.32	1.07
Problem Sets	A	4.00	.25	1.00
Making Rules	A	4.00	.18	.72
Bleary ADR	B	3.00	.10	.30
Final Exam	A-	3.67	.15	.55
TOTAL				3.64

This student receives an A- final grade because his numerical score falls within the A- range.

The grade cutoffs are firm. If your average 3.547 or 3.747, I will not entertain requests to move your final grade to the higher level simply because you are very close to the cutoff. There must be firm cutoffs, otherwise, logically we end-up with an infinite regress (e.g., if I move up a 3.549, then, logically, there is no reason why I should not move up a 3.53, which suggests that I move up a 3.50, etc.).

However, if you are “close” to a cutoff, and you meet the criteria for “Outstanding Class Contribution and Participation,” your final course grade will move to the higher level despite having an average that is slightly below the grade-level cutoff.