

Syllabus – BUL 5811 – Mod 3 2018

Professor Virginia Maurer, Professor Emerita of Business Law and Legal Studies; former Darden Restaurants Professor of Management; and Founding Director, Poe Center for Business Ethics, Warrington College of Business, The University of Florida.

Email: maurervg@ufl.edu

Phone (s): 352-376-2867 (home); 352-256-0295 (mobile)

Office Hours: To be determined based on the cohorts' course schedules, and by email and appointment at a mutually convenient time.

In general, I follow the practices described in the document on MBA Accountability. To find it, click on "Teaching Resources" in the Faculty and Staff tab of the College home page.

1. **How to Reach Me.** E-mail is best; cellphone or home phone are second-best. Do not leave a message on my office phone; I am not sure I have one and if I do, I do not check it. It is fine, however, to leave a message on my home phone or cellphone, and I will return your call as soon as I can. I want to be as accessible to you as possible.

2. **Course Materials.** We will use the following textbook, but only the chapters noted.

Constance E. Bagley, *Managers and the Legal Environment of Business* (8th edition, 2015) (Cengage Learning): Assigned chapters appear on the syllabus below or on the ethics homeworks. All lecture slides will be posted on Canvas.

I have selected an edition (8th) that will soon be superceded by a new edition (9th). I think you should be able to get the 8th edition on line for less than \$100. If you want to use the 7th edition you will be at some disadvantage, which you might be able to overcome by listening carefully and filling in with online searches. I am certain that students have done OK in this course without ever purchasing the textbook, but I do not recommend it. I will teach the course as though everyone had access to the book.

Another thought: I don't know whether you can still buy chapter by chapter on line, but if so, less than 1/3rd of the book (intended for a 3 or 4 credit semester long course) is used and you could buy the chapter one by one.

3. **Problems** with the course that you cannot resolve with the instructor should go to Professor Mo Wang, who chairs the Department of Management. 392-0163.

4. **Special Needs.** If you are a special needs student registered with the office of UF Disabilities Resource Center (352-392-8565 www.dso.ufl.edu/drc), please know that I will be happy to accommodate your needs as fully as I can, in a reasonable and useful manner, and in accordance with UF policy. Please let me know what your needs are.

5. **Scope of the Course.** This course focuses on the legal environment of the business corporation with particular attention to the underlying ethical precepts and assumptions of the law. You will learn about the legal system of the United States, the nature and uses of law, and the major legal and ethical issues facing the manager in a business corporation. In addition, you will be introduced to several substantive areas of law, including agency, contracts, torts and product liability, employment law, and business organizations. You will be introduced to classic ethical issues in business and should become a more thoughtful and knowledgeable user of legal services. You should gain a more comprehensive view of the environment in which you do business. You will also learn how to update your knowledge and understanding of law.

7. The Goals of the Course. By the end of the course, you should be familiar with the legal concepts most important to a manager. Specific goals include the following:

- * Understanding the role of ethics in law and the relationship between business law and business ethics
- * Understand the constitutional underpinnings of American law.
- * Explain how courts function and lawsuits proceed; understand the process for preparing and defending a lawsuit.
- * Recognize the formation, dissolution, and contract or tort liability associated with agency relationships.
- * Identify, analyze, and evaluate a contract's elements; know the applicable contract issues, such as what binds one to an agreement and what gets one out of an alleged contract.
- * Understand the fundamental elements of, and defenses to, tort and product liability.
- * Distinguish the various forms of business organizations, especially partnerships, LPs, LLCs and others and evaluate the usefulness of each in varying business situations.
- * Appreciate the pervasive role of fiduciary duties in the law of business organizations.
- * Learn to use law strategically as a method of managing risk and creating business opportunity.

8. What to Expect. Since law permeates every managerial decision, there is an enormous breadth of legal subject matter. The course will involve readings, class lectures, class discussion, and projects, homework, and a final exam. The overall goal is to help you build a cognitive map of the law and some discernment of where to expect to find ethical challenges. It will not teach you everything you need to know about the law or ethics in a 2 credit course.

9. Grades. Grades will follow the MBA core norm of 3.5/4.0 median grade. Thus, there is no set percentage of points that will guarantee you any grade. Your grade will, however, be based on the number of points you accumulate, and the points are distributed thusly across course activities:

A. Quizzes (40%) Individual In-class and group out of class quizzes.

A closed-book in-class quiz will be given at the beginning of classes on January 18 and on February 13. The in-class quiz will be individual and closed book, notes, etc. This portion of the quiz will constitute half the available points for the quiz.

For the following class period each group will submit same quiz, taken open-book, open note, open internet. The group may consult any source except students in other groups in the class, but the answers must be original work of the group. This portion of the quiz will constitute half the available points for the quiz.

A copy of the quiz will be posted on Canvas the late afternoon of the in-class quiz.

A note on group quiz: Quoted material can make up no more than 10% of the answer to any question. This includes material from the textbook. There are good reasons for this: The primary reason is to better ensure that the questions are discussed, or at least reviewed, by every member of the group. In addition, when she wrote the book Bagley was not answering questions I posed, and so her prose is unlikely to be on point with the question. Ditto for commentators on the internet. The long and short is that I do not want answers cut and pasted from other sources. It is not a test of whether you can locate and cut and paste. The idea is to learn the material and correct any misimpressions under which you worked on the individual quiz. You will not get credit at all for cutting and pasting and if you do so and fail to cite the source, that is if you plagiarize, you may not pass the course.

A note on plagiarism: The University student honor code is elaborate and detailed and can be found at <https://catalog.ufl.edu/sccr/process/student-conduct-honor-code/>. The spirit of it is embodied in the following:

“On all work submitted for credit by students at the University of Florida, the following pledge is either required or implied:

‘On my honor, I have neither given nor received unauthorized aid in doing this assignment.’”

What constitutes unauthorized aid is, for the most part, embodied in the concept of plagiarism, which is spelled out in the policy cited above. Obviously, you do not cheat on exams. After that, infringement of the honor code is most likely to occur in individual homework, in group quizzes, and possibly in presentations. Make sure that all of your homework answers are original work and not lifted verbatim or slightly changed from sources without properly attributing the source and placing the material in quotation marks. The best way to assure that you are not taking credit unwittingly for plagiarized materials in group work is to construct answers as a group, based, presumably, on individual research. I expect this, because it is the pedagogical method that increases learning. If your good name is on a group quiz, you are responsible for the integrity of the work. Check your colleagues’ work if you think it wise, and do not tolerate plagiarism.

Finally, if you are not sure what is permissible, please ask me, by email or in person.

If you miss a quiz: It is not possible to make up the exam after it has been given because it is posted publicly and immediately. If a problem of a serious illness of your own or of an immediate family member is compromising your academic performance, please contact me immediately to see whether or how you can be accommodated. And if you have a religious obligation that requires you to miss a class in which there is a quiz, let me know and we will make an appropriate accommodation. Do not hesitate to contact me immediately if you find yourself in that situation.

B. Ethics and Law Homework (20%)

There will be two homework assignments, each counting 10% of your grade, posted on Canvas. You will answer them on Canvas, either through attachment or by directly typing the answers – whichever is more convenient to you. The homework assignments are designed to explore “softer” ethical issues; they may require you to consult outside resources. Some parts of the homework will have correct answers and others will simply require your attentive thought to the questions posed, which may have no one correct answer. If a question seems provocative of political or social issues, which is hard to avoid in law or ethics, let me assure you that your academic freedom to express your views is fully protected, no matter how passionately you hold it and without regard to whether I happen to share it.

Homeworks are posted on Canvas and are due right before midnight on Canvas on January 28 and February 18. If you post it slightly after midnight, do not worry about it; I will accept it.

C. Supreme Court case (20%)

Your group will be assigned a day on which to explain and discuss an assigned Supreme Court case. The cases are selected for their relevance to business. The time limit for the basic presentation is no more than ten minutes, but it will be followed by a Q and A. If a robust discussion ensues, as is often the case, and if it is a productive discussion worth the class time, you may be “on stage” up to half an hour. The specific case assignment will be posted on Canvas but you may find the cases and related discussion on the internet.

You will find rich and abundant sources of information and commentary about US Supreme Court cases on the internet. The cases are in the public domain and can be found on the US Supreme Court's official website. Your report necessarily must be brief and to the point. In ten short minutes you must capture the essence of the case and place it in the larger context of the legal subject and the law. You will not be able to explain the whole case in such a short time frame.

* Since there will probably be questions, you should make your preparations somewhat flexible to anticipate questions. You are limited to ten minutes for the basic presentation, so you must get in all of your points in that time frame.

* All members of the group need not speak in the basic presentation, but all should be "on stage" and prepared to answer questions if called on. You may, however, divide your tasks among team members as you see fit. The grade is a group grade. You should not feel obligated to use PowerPoint or handouts, but you are free to use your judgment about what will be an effective presentation.

* *By midnight the night before the presentation, email to me, at maurervg@ufl.edu, a 350 to 500 word summary of the case.* You do not need to provide the instructor with the case. Please list the names of all group members. In the subject heading, write "BUL5811CaseGroup____" so I do not overlook it. Please do not fail to do this because I read these materials in advance. You will lose 5/20 points of your score for the assignment if you do not provide these materials when due.

* If you use slides, please bring one hard copy of your slides (notes version if you create notes) to the class for the instructor's use during the presentation. If you do not do this, your group's grade will reflect the lack of attention to this detail. But you do not have to use slides at all if you do not want to do so.

* Cases, dates, and times will be assigned after we have identified groups.

D. The Final Exam (20%). The final exam will be given in class on Tuesday, February 27. It will be multiple choice and will cover all materials since the second quiz. In addition, it may test material from earlier in the course. This includes homework assignments, quizzes, and Supreme Court case presentations.

E. A Note on Contribution

Successful learning in a program like this depends on every person's contribution to the class and to their group effort because every person's contribution affects every person's experience of the class. I mean to encourage you to attend fully to the course experience, both in the classroom and out of classroom, and to do so in the most professional manner.

This MBA program, and this class, is an opportunity to practice the communication skills that are critical to effective management. An outstanding contributor is always prepared; builds on others' comments; listens to and respects others' thoughts and idea (even if they are not shared); and makes insightful, relevant contributions. An outstanding contributor shares "airtime", listens well to others, and stays on topic This is, however, sometimes hard in a law class. Law has sometimes been described as a seamless web, with interlocking issues.

All that said, academic freedom is alive and well in this classroom and you should not hesitate to take a position that may not be popular as long as it is on topic. Probably I will do so from time to time and, you are just as welcome. It will be my job to manage the discussion so that it does not go too far astray. In fact, though, creative thought – seeing matters in a way you have not seen them before – requires some intellectual space for exploration. As long as we all respect one another and the right both to speak and to criticize speech, the classroom discussion can be an exceedingly valuable part of education.

I may reward outstanding classroom contribution by exercising the discretion to add up to 5 points (of 100) to your final score for the course. If your participation is rare or non-existent or not productive to advancing the learning goals of the class I may deduct up to 5 points from your final score.

My position on electronic device and attendance. The slides are on Canvas and most of them have accompanying notes, which students have told me in the past are very helpful; you may not feel you have to take notes unless your brain needs your fingers to be doing so to encode the information better. If so, use a pen or pencil and write on hard copy of the notes. But use of electronic devices in class for any other purpose is as rude and offensive to me as it would be in any business setting, and an MBA classroom is a business setting. If I am giving my full attention in order to communicate live with you in real time, and you are trying to multi-task and divide your attention, I will be just as offended as your boss would be. Anyway, you need to perfect the habit of giving – or appearing to be giving – your full attention even if your mind wanders from time to time. Everybody's mind wanders; it is part of being human; you just want it to stay generally on the path.

That said, there may be times that I ask someone in the class to quickly track down some information that is being discussed, to better inform the discussion.

Finally, if you have something to do that is more important than giving your full and undivided attention to the class, *please do not come to class!* I understand that you have many things to do, such as communication, job searches, exams in other classes, projects to work on. I do not require attendance – *although I take it from time to time to know who is attending* -- and if you are going to sit at the periphery of the class and work on something else, your presence is a negative contribution to the class and I will want you to leave. Please do not make me ask you to leave; just leave. Then, when you do come to class, be fully prepared and fully engaged. Your grade may suffer for non-participation, and you probably will not learn as much in the class, but you are adults, you live with life's trade-offs, and you are entitled to make them. It's OK not to be in class if you have something more important to do. Just don't do it in this classroom. Thanks!

10. Reading Assignments and Due Dates

Class # 1 Tuesday, January 9, 2018– Introduction to the Legal System and Legal Processes

In this class I will lecture on the structure of the law and the legal system, and we will have an open flow of questions about what you may have wondered about law.

Goal: Begin your basic understanding of where law comes from, what the structure of the legal system looks like and how it works, and to lay down critical vocabulary for describing civil procedure and legal process.

Lecture using Slides on “Getting Started”

No reading assignment for January 9.

Class #2 Thursday, January 11 -- Introduction to the Legal System and Legal Processes

Goal: Continue your basic understanding of where law comes from, what the structure of the legal system looks like and how it works, and to lay down critical vocabulary for describing civil procedure and legal process.

Lecture using Slides on “Getting Started”

Reading assignment for January 11: Chapter 3 Bagley on Sources of Law, Courts, and Dispute Resolution.

Class #3 Tuesday, January 16 Agency

Goals:

* Focus on the law of agency, to give you a clear model of common law agency as the fundamental basis for employment law, partnerships, corporate law, securities law, and a wide range of other legal concepts.

* Use the issue of non-compete clauses to understand the interrelationship of common law and statutory law.

Lecture using Slides on Agency Law

Reading assignment for January 16: Chapter 5 Bagley on Agency

Class #4, Thursday, January 18 – Contract Law

First individual in-class quiz on lectures and materials thus far in class, but not including lecture or materials assigned for January 18.

Goals:

* Understand the structure of contract law, the elements of contract and contract obligation, and the remedies available for breach of contract

* Explore the pitfalls and use of contracts in managing risk

* Explore the basic problem of contract formation

Lecture using slides on Contract Law

Reading assignment for January 18: Bagley, Chapter 7 on Contract Law

Class #5 Tuesday, January 23 – Contract Law, cont.

First group quiz due, hard copy to be submitted in class.

Lecture using Slides on Contract Law

Reading assignment for January 23: Bagley, Chapter 7 on Contract Law

January 28 11:59 p.m.: First Homework due on Canvas

Class #6 Thursday, January 25 – Contracts, etc.

Reading assignment for January 25: Bagley, Chapter 7 on Contract Law

Class #7 Tuesday, January 30 Sales, Licensing, and E-Commerce

Goals:

* Understand the basic ways in which contracts for the sale of goods are different from contracts for the sale of services and real property

- * Explore the impact of electronic formation of contracts on commerce
- * Understand how ownership and risk of loss are passed in the sale of goods
- * Assess the fairness of software licenses and other contracts of adhesion
- * Understand when the Convention on the International Sale of Goods displaces U.S. sales law.

Lecture using slides on Sales, Licensing, and E-Commerce

Reading assignment for January 30: Bagley, Chapter 8 Sales, Licensing and E-Commerce

NO CLASS FEBUARY 1

Class #8 Tuesday, February 6 Debtor-Creditor Relations and Bankruptcy

Debtor-Creditor Relations and Bankruptcy

Goals:

- Understand what happens in a commercial loan agreement
- Understand how security interests are created and protected
- Understand priorities of lenders inside and outside of bankruptcy
- Understand basic alternatives in consumer and commercial bankruptcies
- Appreciate the use of bankruptcy to achieve strategic goals and creditor avoidance

Lecture using slides on Debtor-Creditor and Bankruptcy

Reading Assignment for February 6: Bagley Chapter 23 Debtor Creditor Relations and Bankruptcy

Class #9 Thursday, February 8 Debtor-Credit and Bankruptcy, Cont.

Reading Assignment for February 8: Bagley Chapter 23 Debtor Creditor Relations and Bankruptcy

Class #10 Tuesday, February 13 -- Torts and Product Liability

Second individual in-class quiz

Goals:

- Explore the tort system of U.S. law and the intersection of tort and contract law that occurs in product liability law
- Understand the social and economic role of tort law and its implications for business organizations

Reading assignment for February 13 : Bagley, Chapters 9 and 10 on Torts and Product Liability

Class #11 Thursday, February 15 Torts and Product Liability, Cont.

Reading assignment for February 15: Bagley, Chapters 9 and 10 on Torts and Product Liability

SUNDAY, February 18 11:59 p.m. – Second Ethics Homework due on Canvas

Class #12 Tuesday, February 20 Partnerships, LLCs, forms of business organization

Goal: Develop basic understanding of the alternative legal forms of business organization and bases for choosing a legal form of organization

Lecture on Forms of Business Administration

Reading Assignment for February 20: Bagley, Chapter 19

Class will not meet on February 22.

Class #13– Tuesday, February 27 Final Exam