

Warrington College of Business Administration
Heavener School of Business
Fisher School of Accounting
Hough Graduate School of Business

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GENERAL FACULTY MEETING

AGENDA | Wednesday, December 4, 2013 | 2:00 p.m. | GERSON 229

1. The November 18, 2013 General Faculty Meeting Minutes is presented for approval by the faculty.
2. Other Business
3. Dean's Report

GRADUATE FACULTY MEETING

(Immediately following the General Faculty Meeting)

AGENDA | Wednesday, December 4, 2013 | 2:00 P.M. | GERSON 229

1. The November 18, 2013 Graduate Faculty Meeting Minutes is presented for approval by the faculty.
2. The MBA Committee and the Specialized Masters Committee voted to approve the following items and is presenting these to the Graduate Faculty for approval.

New Course – BUL 5XXX - Law of Corporations and Organizations

Description: The course examines the myriad structures of business associations that the law affords companies; the legal relationships between the form of the organization and the goals of owners, investors, managers, creditors, and other stakeholders of the organization in order to structure forms that maximally achieve strategic goals.

Prerequisites: None

Credit: 2

Contact Hour: Base

Course Name Change – BUL 5811

Current: Managers & Legal Environment
Proposed: Law, Ethics, and Organizations
Rationale: The new title better reflects the contents and focus of the course

3. The faculty voted to continue this degree at the September 4, 2013 Graduate Faculty meeting. Since then the UF Graduate Committee requested a name change for this degree:

Name Change for Specialized Master's degree.

- **Current:** Master of Arts in International Business
Proposed: *Master of International Business*

4. Other Business
5. Dean's Report

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**GENERAL FACULTY MEETING
MINUTES | Monday, November 18, 2013 | 3:00 p.m. | GERSON 229**

1. A motion was made to approve the September 4, 2013 General Faculty Meeting Minutes. The motion was seconded and the faculty voted to approve the minutes as distributed.
2. Information Items:
 - a. Heavener Hall update
 - construction is on schedule with expected completion August 2014.
 - b. UF Online update
 - BSBA will be offered
 - Minor curriculum changes will be made
 - Plan to add BABA as an option Fall 2015
 - c. AACSB Accreditation update
 - WCBA will participate in Accreditation Review February 16-18, 2014
 - Expect to possibly participate in meetings on February 17, 2014
 - The Report will be posted to share with faculty in January, 2014
3. Other Business - none
4. Dean's Report - none

**GRADUATE FACULTY MEETING
MINUTES | Monday, November 18, 2013 | 3:00 P.M. | GERSON 229
(Immediately following the General Faculty Meeting)**

1. A motion was made to approve the September 4, 2013 Graduate Faculty Meeting Minutes. The motion was seconded and the faculty voted to approve the minutes as distributed.
2. Information Items:
 - a. Name Change for Specialized Masters degrees – adjustment to the name as requested by the UF Graduate Committee.

Name Change for Specialized Master's degree.

 - **Current:** Master of Arts in International Business
 - **Proposed:** *Master of International Business*
 - b. DBA – Professional Degree approved by the President
 - Admissions will be handled in the college
 - Degree certifications
 - Independent of Graduate School but WCBA will report statistics to them
 - WCBA will work with the Registrar's Office for information having to do with UFID's transcripts.

- WCBA Technology area is working on a website expected to be up and running by the end of December.
- Waiting on the BOG to approve the market rate tuition
- All Faculty that will be teaching have been contacted
- Expected to start program in the Fall, 2014
- 20-25 expected per cohort

3. Other Business - none

4. Dean's Report

- c.
 - The China Program with Sun Yat Sun is no longer an option.
 - The College is working with a European Group and it's a possibility but nothing firmed up at this point.

- d.
 - 7th class PDBP is scheduled to begin in March 2014
 - Expected 15-20 participants
 - WCBA has maintained a good placement record among the PDBP graduates

Attendance: John Kraft, Selcuk Erenguc, Gary McGill, John Laibson, Mark Rush, Robert Thomas, Mike Ryngaert, Dorothy McCawley, Kenny Cheng, Alex Sevilla, Janice Carrillo, Joe Alba, Roger Blair, Angie Holland

Department Name and Number **MANAGEMENT 17020100**

Recommended SCNS Course Identification
 Prefix B U L Level 5 Course Number _____ Lab Code _____
 Full Course Title LAW OF CORPORATIONS AND ORGANIZATIONS
 Transcript Title (please limit to 21 characters) LAW OF ORGANIZATIONS

Effective Term and Year **SUM 2014** Rotating Topic yes no

Amount of Credit 2 Contact Hour: Base X or Headcount _____ S/U Only yes no

Repeatable Credit yes no If yes, _____ total repeatable credit allowed

Variable Credit yes no If yes, _____ minimum and _____ maximum credits per semester

Course Description (50 words or less)
 The course examines the myriad structures of business associations that the law affords companies; the legal relationships between the form of the organization and the goals of owners, investors, managers, creditors, and other stakeholders of the organization in order to structure forms that maximally achieve strategic goals

Prerequisites
NONE

Co-requisites
NONE

Degree Type (mark all that apply) Baccalaureate Graduate Professional Other _____

Category of Instruction Introductory Intermediate Advanced

Rationale and place in curriculum
 This course will fill a void in the curriculum by offering a specific, targeted law course aimed at exploring the relationship between the form of organizations and the goals of the stakeholders to achieve strategical goals. It examines structures of business organizations, liability of various types of partnerships, protection of stakeholders, fiduciary duties and end games of organizations

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College Contact Name **Renee Mathis@warrington.ufl.edu** Renee Mathis@warrington.ufl.edu
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BUL _____ Law of Corporations and Organizations (2 credit hours)

Semester/Module/Year

Class Meeting Times

Syllabus

Professor Virginia Maurer, Professor of Business Law and Legal Studies, Darden Restaurant Professor of Diversity Management, and Director, Poe Center for Business Ethics. B.A., Northwestern University; M.A., J.D. Stanford University.

Email: maurervg@ufl.edu

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

Office Hours: I will be physically present in my office on Wednesdays from 2:00 p.m. to 4:00 p.m. unless it turns out that most students have conflicting classes, and then we will adjust. Also, I will communicate with you by email and make an appointment with you at a mutually convenient time.

In general, I follow the practices Email described in the document on MBA Accountability. Ask me to show it to you if you are not sure what that is. My office hours will be Wednesdays from 2:00 p.m. to 4:00 p.m. unless it turns out that most students have conflicting classes, and then we will adjust.

How to reach me. E-mail is the best and I encourage it; and cellphone or home phone are second-best. Do not leave a message on my office phone; I rarely ever check it. It is OK, however, to leave a message on my home phone or cellphone, and I will return your call.

Prerequisites: The course assumes you have taken an introductory course in business law and understand the structure of the American legal system, the sources of law, liabilities in tort, contract, agency, product liability, employment, and the fundamentals of business associations.

Course Materials. You should have the following course materials:

Hazen, Corporations, Other Limited Liability Entities and Partnership: Statutory and Documentary Supplement

Shade, Business Associations in a Nutshell (West 2012)

Other materials posted on Sakai or referenced on the internet.

Formal Course Description. The course examines the myriad structures of business associations that the law affords companies; the legal relationships between the form of the organization and the goals of owners, investors, managers, creditors, and other stakeholders of the organization in order to structure forms that maximally achieve strategic goals.

Scope of the Course. The course examines and evaluates the forms and structures of business organizations, including proprietorships, partnerships, limited partnerships, limited liability partnerships, limited liability companies, trusts, estates, corporations, close corporations, b-corporations, low profit limited liability companies, non-profit organizations, foundations, and the new and evolving hybrids forms of organization designed for social entrepreneurship and to accommodate capital from global investors. The goal is to understand the legal relationships between the form of the organization and the goals of owners, investors, and managers of the organization in order to structure forms that maximally achieve these goals. Attention to formation; characteristics of alternative organizations; governance; fiduciary duties; protection of owners and non-ownership stakeholders; raising capital; monetizing ownership value; and end games of organizations.

The Goals of the Course. By the end of the course, you should be familiar with the legal structure of alternative forms of business organizations and be able to identify and create strategies facilitated by these organizational structures. Specific goals include:

Familiarity with the state law and federal tax implications of sole proprietorship and common law partnerships

Familiarity with the statutory bases for the following types of business organizations, including limited partnerships, limited liability partnerships, limited liability companies, trusts, estates, corporations, close corporations, b-corporations, low profit limited liability companies, non-profit organizations, foundations, and the new and evolving hybrids forms of organization designed for social entrepreneurship and to accommodate capital from global investors.

Ability to identify issues associated with formation of these organizations

Understanding the characteristics of these organizations

Understanding the degrees of freedom each of these organizational forms afford for governance

Understanding the nature of and limitations of limited liability in different types of organizational structures

Understand where fiduciary duties apply and where they do not apply and whether fiduciary duties or simply contract duties or ethical duties obtain among the parties acting in or affected by the organization in that form.

Understand the different ways in which owners and non-owner stakeholders protect their interests in different types of organizations

Understanding the means by which different organizational structures can raise capital

Understanding how owners and other non-owner stakeholders monetize their stake in different types of organizations

Understanding the end-games of different types of organizations through death of owners or bankruptcy of owners or the organization, dissolution, and friendly or hostile changes of control

Special Needs Accommodation. If you are a special needs student registered with the University office on disabilities and in need of classroom or course accommodation, please know that I will be happy to accommodate your needs in a reasonable and useful manner. Please let me know what they are. "Students requesting classroom accommodation must first register with the Dean of Students Office. The Dean of Students Office will provide documentation to the student who must then provide this documentation to the Instructor when requesting accommodation." I will work with you on this.

Assessment of Learning. This course is designed to introduce or reinforce several skills that are important and are assessed through a complex college process. See instructor if you would like to know more.

Groups. You will need to be part of a group composed of 4-6 class members. In these groups, you will be responsible for coordinating your schedules outside of class in order to do quizzes, the group project, and the presentation. This will be an essential part of this course, and by the second class we will have identified group composition.

What to Expect. This course involves readings, class lectures, class discussion, and projects, homework, and a final exam. The instructor will present material in the class that reinforces course materials, but a major part of the classroom time is spent in large and small group discussions, presentations, and active learning.

To maximize the benefit of the class to all, I ask of you the following:

Attend all classes unless you have a very good reason. If possible, contact me in advance about needing to miss class. You simply cannot miss class and gain the benefit of the learning experience.

Come to class well-prepared. At the very least you should have done all of the reading at least once.

Attend fully to the classroom experience, even if the particular topic does not interest you naturally.

Do not try to multi-task.

Turn off all electronic communications devices before class.

Keep laptop lids down unless we are using them on a class assignment.

Employ the listening and communication skills that are critical to effective management.

Speak up when there is something you do not understand and would like to have explained a different way.

Disagree with the instructor or with one another if it is something that matters to you.

Disagreement and dialogue about disagreement lead to clarification and better learning and understanding for all.

Respect the dignity, perspectives, and opinions of others even when you do not see things that way at all. You owe that to your colleagues and instructor, but the class is also more interesting and involving when an ethic of respect allows us to dig more deeply into ideas and sort them out.

When you speak in class, try to be an effective participant – be prepared, do not talk about material you have not read, build on others' comments, and state strongly held views in a diplomatic manner.

Grades. Because it is an elective course, it will not follow the MBA core norm of 3.5/4 median grade. The median grade will be set at a level reflecting the overall performance of the class. Thus, no specific number of points will guarantee you any specific grade. 100 point will be available and the points will be distributed thusly across course activities:

Quizzes (70%) Three closed-book in-class quizzes will be given. 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 lawyers or students in other groups in the class. A copy of the quiz will be posted on Sakai immediately following the in-class quiz. In addition, I will provide extra hardcopies at the end of the in-class quiz for groups to use.

A note on group quiz: Quoted material can make up no more than 20% 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, the book author was not answering questions I posed, and so the prose is unlikely to be on point with the question.

A note on plagiarism: Make sure that all of your answers are original work and not lifted 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 is to construct answers as a group, based, perhaps, on individual research. I expect this, and thus if your good name is on a quiz, you are academically responsible for plagiarism on that quiz. Check your colleagues' work if you think it wise.

Each quiz will count 10% of the final grade.

Group project. (20%) Each group will be assigned a complex problem involving the legal structure of a business organization. The group will prepare a written analysis of the problem and explain the proposed solution. In addition, the group will present the problem to the class and lead a discussion of the solution it proposes. The presentation will last no more than twenty minutes, total.

All members of the group need not speak, but all should be prepared to answer question 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 present it in the best way you know how to make a presentation.

The cases will be distributed in class #2.

By midnight the night before the presentation, email to the instructor, at maurervg@ufl.edu, a 350 to 500 word summary of the article or the case and, if possible, an attachment of the article or the case. Please list the name of all group members. In the subject heading, write "BUL ____ Case Presentation Group ____ .

Please bring one copy of your written report and your slides (notes version if you create notes) to the class for the instructor's use. If you do not do this, your group's grade will reflect the failure.

Contribution (10%). Successful learning in a program like this depends on every person's contribution to the class and to their group 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 very hard in a law class!!).

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. 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 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 will reward outstanding classroom contribution through this portion of the grade. If your participation is excellent on a regular basis, you will be fine. If your participation is rare or non-existent or not productive to advancing the learning goals of the class – *and especially if you are obviously distracted by use of laptops and other electronic devices* – you will have a very poor contribution score.

Reading Assignments and Class Activity

Class #1 The Nature and Sources of Organization Law

This class will provide you an overview of matters common to all business associations and an understanding of the characteristic ways in which business associations differ.

Class #2 The Nature and Sources of Organization Law: The Evolution of Legal Forms of Organization

This class will review the relationship between forms of organization and shifting forms of wealth and value through history

Readings: Shade, Chapter 1

Class #3 Formation of the Organization: Partnerships, Limited Partnerships, Trusts, Estates, and Non-profits

This class will:

examine model statutory frameworks of partnerships, limited partnerships, trusts, estates, and non-profits; and

identify the degrees of legal flexibility available in these forms

Readings:

Shade, Chapter II

Hazen, on Revised Model Partnership Act

Class #4 Formation of the Organization: Corporations, Close Corporations, and LLCs

This class will:

examine model statutory framework of corporations, close corporations, and limited liability companies; and

identify the degrees of legal flexibility available in these forms.

Readings:

Shade, Chapter III

Hazen, Revised Model Corporation Code; excerpts of Delaware Corporate Code

Florida Corporation Code, see Sakai

Class #5: How Organizations are Formed: L3Cs and other hybrid forms of social purpose organizations

This class will:

examine model statutory framework of corporations, close corporations, and limited liability companies; and

identify the degrees of legal flexibility available in these forms .

Readings:

Notes on L3Cs, b corporations on Sakai course website

Class #6 The Limits of Limited Liability for Incorporated and Unincorporated Associations

This class will explore the nature and function and effects of limiting liability of owners and others for the legal obligations of the organization

Readings:

Shade, Chapter IV

Classes #7 and #8 Who Decides What as to How Business Organizations Operate (Governance)

This class examines the way in which legal decision-making power is allocated in an organization based on its structure and how that allocation can be altered.

Readings: Shade, Chapter V

Class #9 Legal Duties of Decision-Makers and How These Duties Are Enforced

This class will:

examine the liability associated with unsuccessful business decisions, the duty of care, the duty of loyalty, conflicts of interests, and other sources of duty; and

examine the role of lawsuits, the criminal law, and actions of attorneys general in enforcing duties.

Readings:
Shade, Chapter VI

Class #10 How Businesses Raise Money: The Differing Capital Structures of Organizations

This class will identify and examine the legal mechanisms by which organizations raise capital and secure repayment of capital to investors and creditors and hybrid forms of debt and equity

Readings:
Shade, Chapter VIII

Class #11 How the Owners Make Money and Monetize the Value of their Ownership Interests

This class will:

examine the public and private mechanisms for transferring value of ownership;

consider the ways organizations can be changed to facilitate that process; and

begin Group Presentations

Readings:
Shade Chapter IX

Class #12 Protections the Law Gives to Owners: Of Fraud and Breaches of Duty

This class will

examine the common law/state law bases for fraud in securities trading;
examine specific the regulatory structure intended to reduce and deter fraud in the sale
and purchase of securities; and

continue Group presentations

Readings:
Shade, Chapter VII

Classes #13 End Games: Changes of Form and Control, Bankruptcy, Dissolution

This class will

examine the law that governs how the capital and financial resources associated in a
corporation can be reallocated in a market economy;

examine the allocation of powers and duties associated with such a reallocation; and

continue Group Presentations

Readings:
Shade, Chapter X

Class #14 FINAL EXAM

BUL 5811 Law, Ethics, and Organizations (2 credit hours)

Semester/Module/Year

Class Meeting Times

Syllabus

Professor Virginia Maurer, Professor of Business Law; Darden Restaurant Professor of Diversity Management; and Director, Poe Center for Business Ethics, Warrington College of Business, The University of Florida. B.A., Northwestern University; M.A., J.D. Stanford University.

My office is 219 Stuzin Hall. E-mail is the best way to contact me quickly, as my office phone normally is not answered. In an emergency, feel free to call my home at 352 376 2867. Identify yourself on the message machine and I will pick up or return your call promptly.

Email: maurervg@ufl.edu

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

Office Hours: I will be physically present in my office on Wednesdays from 2:00 p.m. to 4:00 p.m. unless it turns out that most students have conflicting classes, and then we will adjust by email and appointment at a mutually convenient time.

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How to reach me. E-mail is the best and I encourage it; and cellphone or home phone are second-best. Do not leave a message on my office phone; I rarely ever check it. It is OK, however, to leave a message on my home phone or cellphone, and I will return your call.

Course Materials. The course materials were posted on the textbook adoption pages several weeks. If you checked this page, you know that I do not require a whole textbook but only the chapters we use. You should have the following course materials:

Constance E. Bagley, *Managers and the Legal Environment of Business* (7th edition, 2013) (Cengage): Chapters 1, 2, 3, 4, 5, 7, 8, 9, 10, 20, and 21 only.

The chapters are available for download chapter by chapter, and the book can be rented for a reasonable price, especially if you share a copy. Other materials will be distributed in class or provided on Sakai or identified on the internet.

All lecture slides are posted on Sakai at the beginning of the course right now.

Formal Course Description. Legal and ethical foundations of business and organizations; law governing relationships between business and the social and political environment of business and the ethical principles that underlie and interact with the law; the legal system; and the major legal and ethical issues facing the manager in a business organization.

Problems with the course that you cannot resolve with the instructor should go to Professor Robert Thomas, who chairs the Department of Management. 392.0163.

Special Needs Accommodation. If you are a special needs student registered with the University office on disabilities and in need of classroom or course accommodation, please know that I will be happy to accommodate your needs in a reasonable and useful manner. Please let me know what they are. “Students requesting classroom accommodation must first register with the Dean of Students Office. The Dean of Students Office will provide documentation to the student who must then provide this documentation to the Instructor when requesting accommodation.” I will work with you on this.

Assessment of Learning. This course is designed to introduce or reinforce several skills that are important and are assessed through a complex college process. See instructor if you would like to know more.

Scope of the Course. This course focuses on the legal and ethical aspects of the environment of the business corporation – the law governing relationships within the corporation and between the corporation and the social and political environment and the ethical principles that underlie and interact with 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 contracts and torts, product liability, intellectual property, antitrust, employment law, and business organizations. You should become a more astute user of legal services and 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.

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:

Understand the role of ethics and philosophy (jurisprudence) in law.

Understand the constitutional underpinnings of American law and the civic values that underlie the Constitution

Develop a framework for evaluating lawyers’ legal and ethical actions.

Explain how courts function and lawsuits proceed

Explain the process for preparing and defending a lawsuit

Recognize the formation, structure, and dissolution of agency relationships and the legal and ethical obligations associated with agency relationships

Identify, analyze, and evaluate how contracts are used to secure value and manage risk in business, and appreciate the relational nature of contract

Identify and explain the basic forms of intellectual property

Understand the fundamental elements of, and defenses to, tort and product liability

[Type text]

[Type text]

[Type text]

Appreciate the pervasive role of fiduciary duties in the employment relationship and the legal and ethical obligations and liabilities associated with employment.

Become a more astute user of legal services and gain a more comprehensive view of the environment in which you do business

Use law strategically as a method of managing risk and creating business opportunity

What to Expect. This course involves readings, class lectures, class discussion, and projects, homework, and a final exam. The instructor will present material in the class that reinforces course materials, but a major part of the classroom time is spent in large and small group discussions, presentations, and active learning.

Grades. Grade 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 be based on the number of points you accumulate, and the points are distributed thusly across course activities:

Quizzes (70%) Individual In-class and group out of class quizzes.

Three closed-book in-class quizzes will be given. 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 lawyers or students in other groups in the class. A copy of the quiz will be posted on Sakai immediately following the in-class quiz. In addition, I will provide extra hardcopies at the end of the in-class quiz for groups to use.

A note on group quiz: Quoted material can make up no more than 20% 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, the book author was not answering questions I posed, and so the prose is unlikely to be on point with the question.

A note on plagiarism: Make sure that all of your answers are original work and not lifted 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 is to construct answers as a group, based, perhaps, on individual research. I expect this, and thus if your good name is on a quiz, you are academically responsible for plagiarism on that quiz. Check your colleagues' work if you think it wise.

Each quiz will count 10% of the final grade.

Group News Article (10%)

Each group will be assigned a day to make a presentation on a newspaper article. The presentation will last no more than ten minutes and it will explain and discuss on a newspaper article related to the subject matter scheduled for that day's class. The "news" in article should have appeared within the past few weeks. "Related to" can be broadly interpreted as long as the connection is clear. It should be drawn from a major news source such as the *Wall Street Journal*, *Financial Times*, *Economist*, *New York Times*, *Fortune*, Reuters, AP, etc. If it is in a local paper, it should be a nationally or internationally

[Type text]

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syndicated article, such as AP or Reuters. In short, it should be a first rate professional news source and not a rant on the internet. You want to know exactly who stands behind the facts and the analysis – whom to blame for error and whom to assess for a reputation for veracity. Because the current political climate seems to reward the practice of just making up facts as if they were cut out of whole cloth, you must be particularly vigilant to see that at least your sources are people or organizations that hold themselves to high journalistic standards of veracity.

Criteria for grading:

Importance of the story
Credibility of the source
Quality of the presentation
Compliance with instructions, including the time limit

The Supreme Court Case (10%)

Your group will also be assigned a day on which to explain and discuss an assigned United States Supreme Court case. The time limit is no more than ten minutes. The specific case assignment will be posted on Sakai 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.

The cases will be distributed in class on March 13.

In both types of presentations:

Since there will probably be questions, you should make your preparations flexible; answers to questions often can be woven back into what you intended to say, so that you do not have to talk about that matter again in your planned presentation. You are strictly limited to six minutes so you must get in all of your points in that time frame, even with questions.

All members of the group need not speak, but all should be prepared to answer question 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 present it in the best way you know how to make a presentation.

By midnight the night before the presentation, email to the instructor, at maurervg@ufl.edu, a 350 to 500 word summary of the article or the case and, if possible, an attachment of the article or the case. Please list the name of all group members. In the subject heading, write "BUL ____ New Article Group ____" or "BUL ____ Case Group ____".

Please bring one copy of your written report and your slides (notes version if you create notes) to the class for the instructor's use. If you do not do this, your group's grade will reflect the failure.

Contribution (10%)

Successful learning in a program like this depends on every person's contribution to the class and to their group 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 very hard in a law class!!).

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. 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 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 will reward outstanding classroom contribution through this portion of the grade. If your participation is excellent on a regular basis, you will be fine. If your participation is rare or non-existent or not productive to advancing the learning goals of the class – *and especially if you are obviously distracted by use of laptops and other electronic devices* – you will have a very poor contribution score.

A Note on Plagiarism.

The UF Honor Code states: "We, the members of the University of Florida community, pledge to hold ourselves and our peers to the highest standards of honor and integrity by abiding by the Honor Code. 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.'" The Honor Code can be found at <http://www.dso.ufl.edu/sccr/process/student-conduct-honor-code/>. If you are unclear about what constitutes dishonorable behavior, consult the code, the office of student affairs, or the instructor.

Reading Assignments and Class Activity

Class # 1– Law, Value Creation, and Risk Management

No reading assignment for Class #1

Class #2 Ethics and the Law

Readings for Class #2:

[Type text]

[Type text]

[Type text]

Chapters 1 and 2 Bagley
Ethics Case: "Guanxi: Networking or Bribery?"

Class #3 Tuesday, Ethics and the Law

Readings for Class #3:

Chapter 4 Bagley
Ethics Case: "When Ethics Travel"

Class #4 Constitutional Basis for Business Regulation

Readings for Class #4:

Bagley, Chapter 4
Ethics Case: "Preserving Constitutional Rights"

Class #5 Agency and the Fiduciary Relationship

Readings for Class #5:

Bagley, Chapter 5
Ethics Case: "To Disclose or Not to Disclose"
Ethics Case: "Corporate Spying as an Ultrahazardous Activity"

Classes #6 and #7 Contracts

Readings for Class #6

Bagley, chapter 7
Ethics Case: "Acting in Good Faith and Dealing Fairly"
Ethics Case: "Pennzoil v. Texaco"

Classes #8 and #9 Torts and Product Liability

Readings for Classes #8 and #9

Bagley, chapters 9 and 10
Ethics Case: "Reducing Tort Risks"
Ethics Case: "International Privacy Laws"

Classes #10 and 11 Employment

Readings for Classes #10 and 11

Bagley, chapters 12 and 13
Ethics Case: "Making Employment Decisions in Difficult Times"

[Type text]

[Type text]

[Type text]

Class #12 Forms of Business Organizations

Readings for Class #12

Bagley, chapter 19

Class #13 Critical Issues in Corporation Law for Directors, Officers, and Controlling Shareholders

Readings for Class #13:

Bagley, Chapters 20 and 21

Class #14 Final Exam