

SEMINAR
Business Law & Ethics
FALL 2010
Professor Z. Jill Barclift
Fridays 10:00-11:50AM
Room: 240A

Scheduled Office Hours:
Tuesdays & Thursdays 12:30 -1:30PM
Other Times by appointment

Office: 206 East
Phone: 651/523-2357
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REQUIRED:

Nancy B. Rapoport, Jeffrey D. Van Niel & Bala G. Dharan, Enron and Other Corporate Fiascos The Corporate Scandal Reader, (Foundation Press, Second Edition) ISBN 978-1-59941-336-5 AND

Supplemental materials to be provided on the first day of class:

Arthur Andersen & Co, SC, Business Ethics Program, The Empire Globe Corporation Case: A Business Policy and Economic Analysis;
Tamar Frankel, Trust and Honesty: America's Business Culture at a Crossroads, Chapter 2 Old and New Concerns, (Oxford University Press 2006)

GOALS AND LEARNING OUTCOMES

Please note that this syllabus is intended to serve as a guide and that I may modify this syllabus during the semester to best meet the needs of the class. Additional readings may also be assigned. Modifications to the syllabus will be announced as far in advance as possible.

The goals and learning outcomes for this course are:

Goals:

- To evaluate the lawyer's role in business ethics; and
- To evaluate the ethical issues facing business managers

Learning Outcomes:

- To identify the ethical dilemmas of attorneys in monitoring business client's ethics; and
- To identify ethical dilemmas for lawyers, businesses and their managers

The course will emphasize weekly class discussions, a business ethics project (group project and presentation), outline of the final paper, and a final paper as the methods to achieve these objectives.

Course Requirements and Grading

Class participation	10%
Group project	15%
Outline of final paper	5%
Final Paper	70%

1. Class participation

Thoughtful, engaging discussions in the classroom facilitate learning by encouraging questions, and clarification of subject matter. Students must research one scholarly article that addresses the topic for the day. The topic is identified in the reading assignments below. Students must come to class prepared to discuss all readings and the assignments for that day. Each student will be assigned to lead a weekly class discussion.

2. Group Project Presentations – November 5 & 12

Each student is required to participate in a 15-20 minute group presentation on the Empire Globe Corporation problem. A question and answer period follows the group presentation. A sign-up sheet will be distributed the first day of class to select a date for the class presentation. One copy of each presentation must be turned in to the instructor. Evaluating the issues raised in the Empire Globe Corporation problem Situations 1 & 2, each group presentation must address the following:

- Identify the ethical issues;
- Prepare ethical guidelines that identify possible legal/ethical issues and go beyond the requirements of the law to define the company's behavior;
- Recommend a practical way to monitor and to report the company's business operations and practices; and
- Recommend ways to prevent ethical/legal slippage.

3. Detailed outline of final paper –Friday, November 5

Each student is required to prepare a type written 4-5 pages outline of the final paper **and** 1-2 pages identifying research resources/citations.

The detailed outline must include the following:

- A statement of thesis (1 page)
- A statement of the issue(s)/problem(s) researched (1-2 pages)
- An assessment of your research/findings (1-2 pages)
- Student recommendations and basis for the recommendations (1-2 pages)

4. Final Paper – Due Monday December 6 by 5PM

Each student is required to submit a final paper of a minimum 25 pages. All references must follow Bluebook for citations. The paper must be typewritten and double-spaced.

Attendance and Tardiness

Students are expected to attend class and be prepared to discuss the assignments for that day. Students are expected to arrive in class on time (subject to weather emergencies) and to remain in class throughout the session. Students who miss five or more classes may be academically dropped from the course. Students arriving more than ten minutes late for four classes during the semester will be marked for one class absence.

Computers and Laptop Use in Class

Use of computers/laptops for note taking in class is permitted; however, only word processing programs may be open during class unless the class discussion requires access to a specific web browser or for additional understanding of the reading assignments/lectures. Anyone during class using non-class related web browsers, electronic games, communicating via email, instant messaging or otherwise using the computer/laptop for purposes not related to the class or learning outcomes may be asked to discontinue use of their computer/laptop and may not be permitted to bring their computer/laptop to class for the duration of the course.

Class Assignments

Friday, August 27

Video presentation: **Enron - The Smartest Guys in the Room. (Magnolia Home Entertainment)**

Please read in the Enron textbook articles by the following authors:

Kristin Hays, Jeffrey D. Van Niel, Duane Windsor and Lynne L. Dallas

Friday, September 3

Please read in the Enron textbook articles by the following authors:

David Arthur Skeel, Malcolm Gladwell, & Robert Prentice

In addition, please research one scholarly article that addresses the meaning of “business ethics.” Come prepared to discuss your article in class.

Friday, September 10

Please read in the Enron textbook articles by the following authors:

George Kuney, John C. Coffee, Jr., & Nancy B. Rapoport

In addition, please research one scholarly article that addresses the following issue: Who is responsible for ensuring ethical conduct within a corporation? Come prepared to discuss your article in class.

Friday, September 17

In class video on corporate misbehavior: perspectives from law and social psychology.

Please read in the Enron textbook articles by the following authors:

Stanley Milgram, Andrew M. Perlman & Marleen A. O'Connor and read Bruce A. Green, "Taking Cues: Inferring Legality From Others' Conduct", 75 Ford. L. Rev. 1429 (2006)

In addition, please research one scholarly article that addresses the following issue: What does social psychology teach us about group behavior that can influence business ethics? Come prepared to discuss your article in class.

Friday, September 24

Video Presentation: **Business Law and Ethics: If it is Legal, Is it ethical? (Insight Media)**

In addition, please research one scholarly article that addresses the following issue: If it is legal is it ethical? Come prepared to discuss your article in class.

Please read in the Enron textbook articles by the following authors:

Stanley Milgram, Andrew M. Perlman & Marleen A. O'Connor

In addition, please research one scholarly article that addresses the following issue: What does social psychology teach us about group behavior that can influence business ethics? Come prepared to discuss your article in class.

Friday, October 1

Please read in the Enron textbook articles by the following authors:

Katherine R. Kruse, Peter S. Margulies, Sarah Helene Duggin, and E. Norman Veasey, Christine T. Di Guglielmo, *The Tensions, Stresses, and Professional Responsibilities of the Lawyer for the Corporation*, 62 Bus. Law. 1 (2006).

In addition, please research one scholarly article that addresses the following issue: What is the lawyer's role in monitoring corporate ethics?

Come prepared to discuss your article in class.

Friday, October 8

Video presentation: **Revitalizing the Lawyer-Poet: What Lawyers Can Learn From Rock and Roll by Russell G. Pearce.**

Please read in the Enron textbook articles by the following authors:

Christopher J. Whelan, W. Bradley Wendel & Donald C. Langevoort

In addition, please research one scholarly article that addresses the following issue: What does it mean to be a professional and what role does professionalism play in business ethics? Come prepared to discuss your article in class.

Friday, October 15

Please read in the Enron textbook articles by the following authors:

Roberta Romano, Jose M. Gablilondo & Cynthia Cooper

Please overview the Sarbanes-Oxley Act (“SOX”) and Regulations available at www.sec.gov.

Each student must research one scholarly article that addresses the following:

- What is the affect of SOX on business ethics?

Come prepared to discuss your article in class.

Please be prepared to discuss the following questions in class:

- What is the purpose of the Sarbanes-Oxley Act (“SOX”)?
- How does SOX regulate ethics?
- How does SOX hold officers accountable for corporate disclosures?
- Do the benefits of SOX justify the expense?

Friday, October 29

Please read in the Enron textbook articles by the following authors:

Jeffrey M. Lipshaw, & Mark A. Sargent

Please review the Sarbanes-Oxley Act (“SOX”) and Regulations governing attorneys available at www.sec.gov.

Each student must research one scholarly article that addresses the following:

- What are the attorney professional requirements under SOX?

Come prepared to discuss your article in class.

Please be prepared to discuss the following questions in class:

- Do the SEC attorney professional rules go too far in regulating attorney conduct?
- Should corporate attorneys’ be responsible for corporate ethics?
- What role should attorneys’ play in regulating corporate conduct?

Friday, November 5

Empire Globe Corporation Case – Situation 1

Friday, November 12

Empire Globe Corporation Case – Situation 2

Friday, November 19

Each student must read in the supplemental materials:

Chapter 2, “Old and New Concerns” from Trust and Honesty: America’s Business Culture at a Crossroad by Tamar Frankel (Oxford University Press, 2006 ISBN 019517173X)

Each student must research one scholarly article that addresses the following:

- What is Wall Street’s impact on corporate dishonesty?
- Does the American culture accept dishonesty?

Friday, December 3

Please read in the Enron textbook articles by the following authors:

L. Randall Wray & Steven L. Schwarcz

Come prepared to discuss your paper topics and to evaluate what we’ve learned in class.