

**Syllabus**  
**Business Law Seminar:**  
**Corporate Governance in the Post-Crisis Era**  
Prof. Carol Swanson

Summer 2011: Mondays & Tuesdays, 9-11:30 AM (Room 240A)

1. Course Description & Objectives:

In 2011, companies are still struggling to recover from the global financial crisis of 2007-8 in an increasingly regulated climate. Over the past decade, Congress has locked horns with public corporations, enacting Sarbanes-Oxley, and more recently Dodd-Frank, to correct perceived wrongs in the way our biggest companies are run. Some regard these acts as corporate governance quackery, and the tension between unfettered capitalism and heavy-handed regulation remains uneasy during an extremely challenging period of economic recovery.

This seminar provides a broad look at corporate governance in the post-crisis era, exploring managerial misconduct (corporate charlatans), rushed legislative “fixes” (legislative chicanery?), and the structure within which corporations operate today. The relevant topics will span a large range, from the specifics of business legislation to the common law strictures of fiduciary obligation.

Ultimately, the focus of this class is the production of a scholarly paper produced on a topic relating to corporate governance. We will spend the first half of the course exploring and analyzing diverse aspects of how corporate governance operates, particularly during the post-crisis era; during the last half of the course, students will do presentations based on the drafts of their papers. By the end of the seminar, each student should be able to understand and demonstrate:

- Basic strategies for approaching and organizing a seminar paper, including topic selection, the identification of relevant research; and thesis development;
- The writing skills necessary to construct a well-reasoned seminar paper, including the ability to craft the essential background foundation (both facts and law) and present a compelling analysis that effectively advocates the thesis;
- Balanced analysis when evaluating and constructively criticizing the work of others;
- Creative presentational skills that inform and actively engage the audience; and
- A solid appreciation of key diverse components associated with the current global financial crisis, including its nature, scope, causes, historical backdrop, practical consequences, regulatory challenges, and possible political and socio-economic ramifications.

## 2. Texts & Materials:

### REQUIRED:

- Walter A. Effross, *CORPORATE GOVERNANCE: PRINCIPLES AND PRACTICES* (Aspen 2010)(ISBN 978-0-7355-7731-2)
- TWEN Course Website:
  - Students must enroll and provide an e-mail address before the first day of class.
  - Additional required course materials will be posted on TWEN.

### STRONGLY RECOMMENDED:

- Eugene Volokh, *ACADEMIC LEGAL WRITING: LAW REVIEW ARTICLES, STUDENT NOTES, SEMINAR PAPERS, AND GETTING ON LAW REVIEW* (Foundation Press 4<sup>th</sup> ed. 2010)(available at [www.Amazon.com](http://www.Amazon.com) for about \$36).

## 3. Grades & Attendance:

Grading will be based almost entirely on the thoughtful final paper produced on a topic related to the global financial meltdown. As described below, a particularly strong (or weak) classroom presentation may bump that final mark up (or down) by one-half grade. In addition, failure to submit the required draft or critiques in a timely fashion may result in a grade reduction.

The ABA requires that all law students regularly attend classes. Since this seminar meets only once each week, missing one class is the same as missing an entire week of work. As a result, missing two classes is presumptively excessive and can be the basis for involuntary withdrawal from the course.

## 4. Paper Requirements:

The focus of this class is the student's production of a scholarly work done in the general "law review article" format. The final paper must be at least 30 pages in length and well-supported by footnotes. The work must reflect a substantial analytical section presenting the student's *thesis* -- the student's personal perspective on the chosen topic. In other words, the article cannot simply summarize the law without expressing and supporting a particular position.

By the first day of class (June 13), we will determine the date of each student's presentation; this summer, the presentation dates will be: July 11, 12, 18, & 19, 20. A substantial, typed draft (at least 25 pages, double-spaced) will be due one week before the scheduled presentation (for those presenting on July 11, the draft will be due on July 5). Each student is responsible for making the draft available to each other student and the instructor EITHER by distributing paper copies in class on the due date OR by sending the draft out as an email attachment BEFORE class starts on the due date. This can be accomplished most efficiently by sending the draft as an attachment

to the TWEN email list for the class. Failure to meet the time deadline or substantive requirement will result in a grade reduction, absent compelling justification for the deviation.

#### 5. Critiques of Student Papers:

Each student must type a one-page critique of each other student's first draft. The comments should be constructive in nature. Each critique must plainly indicate the author and which paper is being analyzed.

Student critiques are due to the instructor no later than the day the critiqued paper is presented in class. Failure to provide the critiques in a timely fashion may result in a grade reduction.

Each student will also receive the instructor's detailed, written feedback. All critiques, including those from classmates and the instructor, will be provided to the presenting student within a few days of the presentation.

#### 6. Presentation Requirements:

Each student will do a 45-minute presentation based on the selected topic and thesis. The goal is to engage the class in thoughtful, spirited discussion. Be creative. Do NOT simply stand and read your draft—or summarize the draft's main points (through PowerPoint slides or otherwise)!

The presentations will be graded with a "check" (adequate performance), "plus" (superior performance), or "minus" (subpar performance). If a student's final grade is on the border, a strong or poor presentation will make a difference.

#### 7. Submitting the Final Paper:

The final paper should reasonably take into account the written critiques and must be submitted to the instructor as an email attachment ([cswanson@hamline.edu](mailto:cswanson@hamline.edu)) no later than Monday, August 8. If an extension is sought, the student must make that request before the deadline and provide compelling circumstances.

#### 8. Technology Policy:

Students may use their laptops or other electronic devices in the classroom for course-related activities only. In addition, students must refrain from displaying wallpaper, screen savers, or any other material on their computer screens that can reasonably be expected to distract their classmates.

## 9. My Availability:

Whenever you want to contact me, please call (651-523-2138), send an email ([cswanson@hamline.edu](mailto:cswanson@hamline.edu)), or stop by my office (Room 216E). Scheduling an office appointment is not necessary, although setting one up will assure you of my availability at a particular time (set up the appointment directly through me or by contacting my assistant Gloria Strom 651-523-2805; [gstrom01@hamline.edu](mailto:gstrom01@hamline.edu)). If my office door happens to be closed when you stop by, always feel free to knock!

## **Class Schedule & Assignments:**

### **Tuesday, June 7:**

- Advance Assignment for first class:
  - Efron Text pp. 1-26, 501-06
    - Introduction to, and Overview of, Corporate Governance
  - Paul B. Farrell, *10 Doomsday Trends America Can't Survive* (MarketWatch April 19, 2011): <http://www.marketwatch.com/story/10-doomsday-trends-america-cant-survive-2011-04-19>

### **Monday, June 13:**

- Assignment:
  - Efron Text pp. 27-159
    - The BOD: Duties of Care and Loyalty

### **Tuesday, June 14:**

- Assignment:
  - Efron Text pp. 161-273
    - The Role of Shareholders
  - Provide paper topic & one-paragraph thesis.

### **Monday, June 20:**

- Assignment:
  - Efron Text pp. 329-95
    - Compensating Directors and Officers

### **Tuesday, June 21:**

- Assignment:
  - Efron Text pp. 397-476
    - Corporate Social Responsibility & Lawyers' Ethics

**NO CLASSES: Break for Draft Preparation**

**Tuesday, July 5 (STAY TUNED: this class may be rescheduled!):**

**Monday, July 11: Student Presentations**

**Tuesday, July 12: Student Presentations**

**Monday, July 18: Student Presentations**

**Tuesday, July 19: Student Presentations**