

**Business Law & Ethics**  
**FALL 2013**  
**Professor Z. Jill Barclift**  
Thursdays 2:30-4:40PM  
Room: 240A

Scheduled Office Hours:  
Thursdays 1:30 -2:30PM  
Other Times by appointment

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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

Supplemental Assignments and Readings to be handed out in class (there may be a nominal fee for some materials).

**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 and the impact on legal decisions.

**Learning Outcomes:**

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

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 (leading weekly class discussions)	15%
Group case study presentation	20%
Outline of final paper	10 %
<u>Final Paper</u>	<u>55%</u>
	100%

### **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, which requires preparing a list of questions related to the question/topic of the day, leading a class discussion/critique of the assigned readings, and facilitating discussion of each student's scholarly article.

### **2. Group Case Study Presentations – November 7, 14 & 21**

Each student is required to participate in a 45-50 minute group presentation on the assigned ethics case study (to be handed out in class). Each group will consist of three students pre-selected. Each member of a group must make an individual presentation for at least 15 minutes. 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 on the day of the presentation. The group presentation requires analysis of a business case study: The presentation must (minimally) address the following:

- Identify the legal issues(s) (if any-note some assignments may not have a legal issue);
- Identify the ethical issue(s);
- Note any differences/commonalities in legal and ethical issues (if any);
- Prepare ethical guidelines that identify possible legal/ethical issues and go beyond the requirements of the law to define the company's behavior (the discussion may include social science explanations of management conduct, corporate culture, ethical and legal choices);
- Recommend solutions, practical ideas or a plan of action for addressing the issues in the case study.

Grading will be based on each group's presentation quality (including but not limited to format [i.e. PowerPoint, videos or other visual/audio slides or hand outs] engagement of the class, response to questions, the quality of the individual presentations [i.e. professionalism, engagement with the audience, and ability to explain and discuss issues] and the overall identification and assessment of the issues presented in the case study.

### **3. Outline of final paper – October 31 (due by email at 5PM)**

Each student is required to prepare a type written 4-5 pages outline of the final paper

The outline must include the following:

- A statement of topic/thesis/issue(s)/argument/problem [Your main point/argument] (1 page)
- An assessment of your research/findings (1-2 pages) (i.e. What supports/counters your argument/analysis of your topic/thesis/issue? How will your research be used to support your argument/analysis?)
- Conclusions/recommendations and basis for the conclusions/recommendations (1-2 pages)[What will you recommend?]
- A bibliography of research resources (1-2 pages)

### **4. Final Paper – Due Thursday, December 5 (due by email at 5PM)**

Each student is required to submit a final paper of a minimum 25 pages (including footnotes). All references must follow Bluebook for citations and include footnotes. The paper must be typewritten and double-spaced. The final paper (based on your outline) must identify a legal issue and its ethical implications. The paper must explain the issue, identify the legal (or law related) and ethical aspects (including social science) of the issue(s), take a position on the issue(s), and make a reasoned argument in support of your conclusion or position on the issue(s).

### **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**

### **Thursday, August 22**

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 and The Corporation and Society by Ross Bishop. Article available at:

[http://rossbishop.com/Articles/Monthly0601\\_Corporation.htm](http://rossbishop.com/Articles/Monthly0601_Corporation.htm) (last accessed 6/2013).

### **Thursday, August 29**

Class discussion question/topic: What is the meaning of “business ethics”? If it’s legal, is it ethical?

Please research one scholarly article that addresses the question/topic for the day. Come prepared to discuss your article and the assigned readings in class.

In addition, please read in the Enron textbook articles by the following authors:

David Arthur Skeel, Malcolm Gladwell, & Robert Prentice and Why Good Managers Make Bad Ethical Choices by Saul W. Gellermann (to be distributed in class).

### **Thursday, September 5**

Class discussion question/topic: Who is responsible for ensuring ethical conduct within a corporation? Please research one scholarly article that addresses the topic for the day. Come prepared to discuss your article and the assigned readings in class.

In addition, please read in the Enron textbook articles by the following authors:

George Kuney, John C. Coffee, Jr., & Nancy B. Rapoport and Managing for Organizational Integrity by Lynn Sharp Paine (to be distributed in class).

### **Thursday, September 12**

Class discussion question/topic (part one of two part discussion topic): What does social psychology teach us about group behavior that can influence business ethics? What is the cause of unethical behavior by managers? Please research one scholarly article that addresses the topic for the day. Come prepared to discuss your article and the assigned readings in class.

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.

### **Thursday September 19**

Class discussion question/topic: (part two) What does social psychology teach us about group behavior that can influence business ethics? What is the cause of unethical behavior by managers? Please research one scholarly article that addresses the topic for the day. Come prepared to discuss your article and the assigned readings in class.

Please read Bruce A. Green, *Taking Cues: Inferring Legality From Others' Conduct*, 75 Ford. L. Rev. 1429 (2006) (available on WestLaw or Lexis).

### **Thursday, September 26**

Class discussion question/topic: What is or should be the lawyer's role in monitoring corporate ethics? Please research one scholarly article that addresses the topic for the day. Come prepared to discuss your article and the assigned readings in class.

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) (available on WestLaw or Lexis).

### **Thursday, October 3**

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

Class discussion question/topic: What does it mean to be a professional? What role does/should professionalism serve in business ethics? Do professionals owe a different standard of ethical conduct to their constituents? If so, why? Please research one scholarly article that addresses the topic for the day. Come prepared to discuss your article and the assigned readings in class.

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

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

### **Thursday, October 10**

Class discussion question/topic: What are the requirements for business ethics under SOX for managers and lawyers? How does SOX regulate business ethics (positive/negative)? Is SOX effective? Do the SEC's attorney professional rules go too far in regulating attorney conduct? Please research one scholarly article that addresses the topic for the day. Come prepared to discuss your article and the assigned readings in class.

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

Roberta Romano, Jose M. Gablilondo, Cynthia Cooper, Jeffrey M. Lipshaw, & Mark A. Sargent Please review the Sarbanes-Oxley Act ("SOX"), and Regulations on code of ethics and attorney professional conduct requirements available at [www.sec.gov](http://www.sec.gov) [or other sources].

**Thursday, October 17**

Class discussion question/topic: Does the American culture accept dishonesty in business? What is Wall Street's impact on corporate behavior? Please research one scholarly article that addresses the topic for the day. Come prepared to discuss your article and the assigned readings in class.

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) (to be distributed in class).

**Thursday, October 31**

Come prepared to discuss the role of corporate scandals on ethical conduct.

Please read and come prepared to discuss articles by the following authors in the Enron textbook: Steven L. Schwarcz, Cynthia Cooper & Nancy Rapoport

**Thursday, November 7 – Group Presentations**

**Thursday, November 14 – Group Presentations**

**Thursday, November 21 – Group Presentations**

**Tuesday, November 26**

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