

**SEMINAR**  
**Business Ethics**  
**FALL 2008**  
**Professor Z. Jill Barclift**  
Wednesdays 11:00-12:50 PM  
Room: 240A

Scheduled Office Hours:  
Wednesdays 1:00 -2:30PM  
Other Times by appointment

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**REQUIRED:**

**1. Textbook:**

Milton C. Regan, Jr. and Jeffrey D. Bauman, Legal Ethics and Corporate Practice (Thomson/West 2005) ISBN: 0-314-15013-7

**2. Supplemental Materials:**

Arthur Andersen & Co, SC, Business Ethics Program, The Empire Globe Corporation Case: A Business Policy and Economic Analysis.

**Recommended:**

Nancy B. Rapoport & Bala G. Dharan, Enron: Corporate Fiascos and Their Implications, (Foundation Press 2004) ISBN 1-58778-578-1

**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 ethics; and
- To identify ethical dilemmas for businesses and their managers

The course will emphasize class discussions, a business ethics problem (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	10%
Outline of final paper	10%
Final Paper	70%

### **1. Class participation**

Thoughtful, engaging discussions in the classroom facilitate learning by encouraging questions, and clarification of subject matter. Students will be assigned research assignments for class discussion. Instructions for these assignments will be provided in class. Students must come to class prepared to discuss all readings or assignments for that day.

### **2. Detailed outline of final paper –DUE WEDNESDAY, 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)

### **3. Group Project Presentations – NOVEMBER 12 & 19**

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.

### **4. Final Paper – DUE WEDNESDAY, DECEMBER 10**

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. The paper must be date/time stamped in the registrar's office.

## **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**

### **Wednesday, August 20 Read Chapter 1 in the textbook pp. 1-29**

Class overview and discussion of assignments.

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

Please be prepared to discuss the following questions in class:

- What is business ethics?
- What are the common themes for business ethics failures?
- Can legislation mandate business ethics?
- Who is responsible for mandating business ethics within corporate cultures?
- Can corporate agents maximize profits while meeting legal and ethical obligations?
- Does the corporate governance structure make it difficult to enforce ethical behavior in agents?
- Who should monitor corporate ethical conduct? Stockholders, Government
- Is the corporation the private property of shareholders or a social entity?
- If it is legal, is it also ethical?

**Wednesday, August 27 Read Chapter 2 in the textbook pp. 30-75**

In addition, please research one scholarly article that addresses “What is the lawyer’s role in business ethics”. Come prepared to discuss your article in class.

Please be prepared to discuss the following questions in class:

- What is the lawyer’s role in business ethics?
- Describe the tensions between the attorney as zealous advocate and the attorney as counsel.
- Does the attorney have a moral responsibility for what he/she facilitates?
- Describe the moral anxiety faced by lawyers.
- Describe Robert Gordon’s alternative conception of the corporate counselor’s role. Do you agree/disagree?

**Wednesday, September 3 Read Chapter 3 in the textbook pp. 76-96.**

Please read the assigned readings and be prepared discuss the issues raised at the end of the problem on pages 95-96 in class.

**Wednesday, September 10 Read Chapter 4 in the textbook pp. 97-130**

Please be prepared to discuss the following questions in class:

- Define moral philosophy.
- What are the three approaches to judge personal actions? Define/compare each.
- What is casuistry? How does it define moral/ethical choices?
- What is the meaning of discretionary ethics?
- How can the components of casuistry assist lawyers’ in their ethical decision-making?
- Define Painter’s moral interdependence theory.
- What is the lawyer’s role as monitor?
- What is the lawyer’s role as dealmaker?
- Describe Painter’s moral responsibilities of the lawyer.

**Wednesday, September 17 Read Chapter 5 in the textbook pp. 139- bottom 142 [omit bottom 142- top 164], & 164-180 [omit bottom 180-top 198] & 198-211**

Please read the assigned readings and be prepared discuss the issues raised at the end of the problem on pages 208-209 in class.

**Wednesday, September 24 Read Chapter 6 in the textbook pp.212-249**

Please read the assigned readings and be prepared discuss the issues raised at the end of the problem on pages 248-249 in class.

**Wednesday, October 1 No Assigned Readings**

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

Please be prepared to discuss the following in class

- Describe the Enron corporate culture.

**Wednesday, October 8 Class Discussion Assignment**

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

- What is business ethics?
- Who is responsible for business ethics?
- What is the affect of corporate culture on business ethics? Should the government regulate business ethics?
- Describe corporate business industry efforts to regulate ethics. Do they work?

Come prepared to discuss your article in class.

**Wednesday, October 15 Please overview the Sarbanes-Oxley Act (“SOX”) and Regulations available at [www.sec.gov](http://www.sec.gov).**

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

- What is the impact 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?

**Wednesday, October 22 Please review the Sarbanes-Oxley Act (“SOX”) and Regulations governing attorneys available at [www.sec.gov](http://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’s 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?

### **Wednesday, October 29**

Each student must read the following article:

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.

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

- What is the role of corporate attorneys in preventing corporate misconduct?

Come prepared to discuss your article in class.

Please be prepared to discuss the following questions in class:

- What are the tensions faced by internal counsel?
- What are the challenges for internal counsel in dual reporting?
- What are the dual identities of internal counsel?
- How can internal counsel manage the challenges of corporate in-house practice?

### **Wednesday, November 5 OUTLINES DUE**

Each student must read the hand out article:

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)

Please be prepared to discuss the following questions in class:

- What is Wall Street's impact on corporate dishonesty?
- Frankel argues many accept fraud and abuse of trust as the way the system works. Do you agree?
- Does the American culture accept dishonesty?
- Who does Frankel argue is to blame for the culture of dishonesty in America? Do you agree?

### **Wednesday, November 12 GROUP PRESENTATIONS**

#### **Empire Globe Corporation Case – Situation 1**

### **Wednesday, November 19 GROUP PRESENTATIONS**

#### **Empire Globe Corporation Case – Situation 2**

### **Wednesday, December 3**

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

Please be prepared to discuss the following questions in class:

- What is lawyer professionalism?
- Can lawyers make money, have fun, and do good, all at the same time?

We will discuss issues raised in the video in class.

### **FINAL PAPERS DUE WEDNESDAY, DECEMBER 10**

