

Western State College of Law
CORPORATE RISK MANAGEMENT & REGULATORY COMPLIANCE (538A)
Fall 2013

Professor: Matthew E. Syken
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Class Time: Fridays 9AM-12PM

Office Hours: Fridays 12:15PM-1:30PM (ie. by appointment – if you wish to meet, make sure to let me know ahead of time by email or at the beginning of class; hours held in the Business Law Center in the library, unless otherwise noted)

Required Texts:

- Legal Risk Management, Governance & Compliance: A Guide to Best Practice from Leading Experts; Editors: Stuart Weinstein & Charles Wild; Globe Law & Business (London); 2013 (“Weinstein”)
- Scholarly Writing for Law Students, Seminar Papers, Law Review Notes & Law Review Competition Papers; Editors: Mary R. Falk & Elizabeth Fajans; West Academic; 2011 (4th Ed.) (“West”)

Recommended Texts (if you do not wish to purchase this textbook on your own, forming a small study group and sharing is permissible, as is reviewing the materials in the library ahead of class, but be sure to take copious notes for in-class discussions):

- Corporations & Other Business Associations: Cases & Materials; Editors: Charles R. T. O’Kelley & Robert B. Thompson; Aspen (Wolters Kluwer); 2012 (6th Ed.) (“O’Kelley”)

Course Description:

Regulatory compliance and risk management has become a materially growing field for business lawyers over the past decade, following major economic events and the passage of laws such as Sarbanes-Oxley and Dodd-Frank. This course will examine regulatory compliance and risk management issues that impact various corporate entities, providing students the opportunity to explore risk analysis and compliance in a variety of legal environments. Students will learn to demonstrate methods that maximize enterprise value through the optimal legal and regulatory compliance of managerial, strategic, financial, hazard, and operational risks. This course should help prepare students to work in corporate risk management departments, contracts departments, risk management consulting, law firms, and the regulatory compliance and legal departments of financial services industries, banking, insurance, credit, risk assessment, and benefits management. The course will also serve to develop students’ ability to draft scholarly writing and in-depth, open-universe research. The class will satisfy the Upper Level Writing Requirement; as well as work towards the Business Law Clinic Certificate.

Grading:

Fifty percent (50%) – Final Paper (“FP”)

Twenty percent (20%) – Midterm

Twenty percent (20%) – FP Assignments and In-Class Exercises (“ICE”)

Ten percent (10%) – Class Participation (attendance is mandatory)

FP Assignments:

Throughout the term you will have assignments relating to the FP which must be done and submitted. These will affect your grade, in addition to the FP grade itself. These assignments, as indicated below in the schedule, are for our mutual benefit to ensure you are progressing along with the FP in a timely manner, and to ascertain quickly any severe issues, such as the possible dearth of research materials or outlining problems. Again, these assignments, along with other ICE assignments, on their own, will account for 20% of your grade (see above). Hence, this is an additional grading factor related directly to the FP.

In-Class Exercises:

These are *Problems* taken from O’Kelley (and I will make some up in-class, taken from current topics in legal news), that we will discuss, as the name entails, in-class. You do not need to brief any cases from O’Kelley, but you should have some notes for in-class discussions (if you do not volunteer to discuss, you may be called upon). As there are no cases to brief in your central textbook (Weinstein), take notes on your reading and prepare to discuss in class.

Final Paper:

The Final Paper must be twenty-to-twenty-five (20-25) pages, with appropriate citations from either the Blue Book or ALWD, and thorough research. The topic for the paper will be and must be discussed and approved by me prior to your beginning of any research and writing. Do not begin any writing of the paper, or in-depth research, without first discussing and obtaining approval from me. Throughout the semester, you will be handing in “Intervals” which relate to the progress of your paper. That is, each week, you will have an assignment to be turned in to demonstrate you are making progress on the Paper (and not going off in the wrong direction). ***The Final Paper is due no later than 1PM on Friday, December 6th.***

Week (Date)	Topic	Assignments (before class)	In-class Exercises & FP Intervals Due
1 (August 23)	Introduction; What is Legal Risk, Governance & Compliance	West Chapter 1; Weinstein pgs. 9-44	ICE: O'Kelley 2-1; How to prepare for FP
2 (August 30)	Role of General Counsels	West Chapter 2; Weinstein pgs. 45-66	FP Topic general ideas - class discussion; ICE: O'Kelley 3-3 & 3-6
3 (September 6)	Alternative Dispute Resolution	West Chapter 3; Weinstein pgs. 67-110	FP Topics Due (hand in or email by end of class); ICE: O'Kelley 3-11
4 (September 13)	Risk management in Financial Services; Board Structures	West Chapter 4; Weinstein pgs. 111-144	ICE: O'Kelley 4-2 & 4-3; Role of Arbitrator exercise
5 (September 20)	Sarbanes-Oxley; Dodd-Frank Act	West Chapter 5; Weinstein pgs. 145-164	FP Research Charts &/or Diagram Due; ICE: O'Kelley 4-5 & 4-8
6 (September 27)	Board of Directors Case Study of UBS Bank	West Chapter 6; Weinstein pgs. 165-186	ICE: O'Kelley 4-11 & 5-1
7 (October 4)	Family-controlled businesses; Social Responsibility	West Chapter 7; Weinstein pgs. 187-228	ICE: O'Kelley 5-5
8 (October 11)	MIDTERM ; Guest Speaker	West Chapter 8 (Chapter 9 is optional);	(MIDTERM 1st ½ Class; Discussion / Guest Speaker 2nd ½ Class)
9 (October 18)	FCPA; Duplicative Prosecutions; Bribery & Undue Influence	Weinstein pgs. 229-272 (skim pgs. 273-294)	FP Outline Due; ICE: O'Kelley 7-2 & 7-5
10 (October 25)	Health, Safety and Human Resources (Labor Risks)	Weinstein pgs. 295-350	ICE: O'Kelley 8-11
11 (November 1)	IT and Data Risks; Privacy	Weinstein pgs. 351-392	FP 1st Rough-Draft Due by end of class ; ICE: O'Kelley 9-7
12 (November 8)	China; 3 rd Parties & Agents; Supply-Chains	Weinstein pgs. 393-418	ICE: O'Kelley 10-1
13 (November 15)	Implementing Compliance; Foreign Debt and Markets	Weinstein pgs. 419-452	FP 2nd Draft Due by end of class ; ICE: O'Kelley 10-3
14 (November 22) LAST CLASS – FINAL PAPER DUE IN 2 WEEKS	Banking	Weinstein pgs. 453-468	ICE: O'Kelley 12-1

*Note: This schedule is subject to change.