

Course Syllabus
Business Law Ethics Spring 2015
Wednesday: 5:00 p.m.-6:00 p.m.
Western State College of Law

Course Overview and Learning Objectives:

This course is an introduction to various concepts that relate to business law ethics.

The course presents an exploration of a number of ethical issues faced in particular by the business law practitioner. The course attempts to meet the objective that all students will be able to develop and demonstrate subject matter mastery and enduring understandings (in both theory and praxis) of the following topics relative to business law ethics:

1. Source of Ethical Standards and Principles
2. Lessons from Corporate Scandals
3. The Legal Profession
4. Personal Ethical Situations
5. Pre-Employment and General Employment
6. Law Firm Situations
7. Code of Business Conduct
8. Compliance with Laws
9. Stakeholder Interests
10. Understanding the analytic Framework and Ethics Landscape

Course Materials:

Required Texts:

- (1) SUPPLEMENTAL MATERIALS DISTRIBUTED PRIOR TO OR DURING CLASS
- (2) ADDITIONAL READINGS, LINKS, AND DISCUSSIONS PLACED ON THE COURSE WEB PLATFORM.

Course Format:

This course will utilize the supplements, web links, and other readings as the primary reference materials. The course will require: (1) a considerable amount of reading; and (2) significant involvement and participation of all students in discussions, whether on-line or in-class.

Class readings must be completed PRIOR TO the class in which those readings will be discussed.

Law school courses naturally touch on opinion; sometimes class discussion may be tense and may make class members feel uncomfortable. Use this discomfort to challenge your existing beliefs, regardless of whether you continue to maintain those beliefs after completion of the class. By challenging your beliefs, you may modify or strengthen them.

Because the instructor relies on students to help advance the class discussion and learning, the success of the course depends on the preparation and active participation of all class members.

A goal of this course is to blend theory and praxis, and the instructor will bring examples from professional experience into class to enhance the practicality of the theoretical material in the book. Your active participation and discussion of your experiences outside the classroom relative to business enterprises and business law will assist all of us in obtaining as much as possible from this course.

Expectations:

Students are responsible for materials covered in class (*including any guest speakers*), readings, material posted online, and class discussions. Course material will, naturally, extend beyond the assigned readings, particularly as it relates to current events that are discussed in class or posted online.

Students who are absent from class remain solely responsible for all material covered or distributed during that missed class.

Furthermore, it is **your** obligation to stop me during class at any time should you have a question or questions as we move through the materials. **As a result, it is expected that you will ask questions when the material is unclear to you. The instructor is happy to return to a prior subject or review the existing material until the class generally understands the concepts covered.**

If you still fail to understand the material after such an in-class review, please ask after class or during office hours for a further explanation of the material. Furthermore, at the beginning of each class, the instructor will attempt to ask if anyone has questions from the prior class meeting. If the instructor fails to ask for student questions at the beginning of a new class session, please affirmatively ask on your own any questions that you may have from the prior class session.

IF YOU ARE CONCERNED ABOUT YOUR UNDERSTANDING OF THE SUBJECT MATTER OF THE COURSE AT ANY TIME DURING THE SEMESTER IT IS **YOUR** RESPONSIBILITY TO SPEAK WITH ME ABOUT IT, AND THE INSTRUCTOR WILL BE HAPPY TO HELP AS MUCH AS REASONABLY POSSIBLE. IT WILL, HOWEVER, BE INEFFECTIVE TO WAIT UNTIL THE FINAL DAYS, WEEK, OR WEEKS OF THE SEMESTER TO TAKE STEPS TO REMEDIATE AN OTHERWISE CONFUSING SEMESTER.

See also infra regarding Office Hours.

Student Rights and Responsibilities:

You agree that your continued registration in this course after the final drop date shall indicate your acceptance of the terms and conditions of this Syllabus.

The maintenance of academic standards and integrity includes the obligation not to cheat, plagiarize, intentionally provide false or misleading information, or to withhold material information. A student who uses dishonest or deceitful means to obtain a grade is guilty of cheating; a student who submits another's work or idea as one's own without adequate attribution is guilty of plagiarism. An offense will be referred to the proper college personnel for appropriate review and potential disciplinary action. Students are fully responsible for learning the course content and material disseminated in the classroom and electronically. Absences do not release you from this responsibility.

Using Electronic Resources:

You will find extensive supplemental course material online, using the Business Law Ethics web course and/or e-mails sent directly by instructor.

Office Hours:

To Be Determined; however, Professor is always available via e-mail at gmtello@b3law.com and will respond to all e-mails within 24 hours. If you do not receive a response within 24 hours, your e-mail was likely blocked by my spam / junk box or other e-mail security system. It is YOUR responsibility to follow up with Professor to ensure any and all questions are answered.

Communicating with me outside of class:

Best Method: Via e-mail to the address listed *supra* under Office Hours. **Please type "BLEthics" in the subject line of any e-mail you send.**

Last Resort: Office Telephone Number: 951.682.8300

Grades:

Your course grade will be based on:

(1) Final Exam or Paper (as detailed later):

60% of final grade.

(2) Participation

40% total of final grade:

Participation includes, but is not limited to:

- (a) In-class participation (as set forth at *, *infra*);**
- (b) Teamwork and peer evaluations (peer evaluation sheets to be distributed prior to forming teams and commencing work on any team project);**
- (c) Attendance;**
- (d) Also, because guest speakers take valuable time away from work & family to share their wealth of knowledge with you, all students will be expected to be engaged and active participants during any guest speaker presentation.**

***Participation:**

The quality of your comments is assessed as follows:

Satisfactory/Acceptable Response: Answering the question posed to you by me, or asking a question related to the subject we are studying.

Good Response: Answering the question posed by your classmates' questions, and asking a question relevant to that moment.

Outstanding Response: Answering my or your classmates' questions and then using that answer to transition the class discussion into a related but new direction with a comment or a question that we as a class can build upon based on our readings and conversation.

Other factors considered in participation include, but are not limited to: absences, interrupting the class by arriving after the class instruction time has begun, having your hand raised when someone else is speaking (this action indicates to me that you are more concerned with your own statement or question than the ongoing dialogue in class),

speaking when someone else is asked to respond, texting, Skyping, IMing, or *otherwise failing to appear engaged or conducting oneself in a professional manner* (e.g., yawning, talking or whispering while others have the floor, rolling your eyes, falling asleep, putting your head down, and similar facsimiles thereof).

Attendance and Lateness Policies:

Your attendance is mandated per the general WSCL attendance policy. Material covered in class outside of the assigned readings (including *Wall Street Journal* articles or video clips, current events, or other links that the instructor may discuss or post online), as well as material from any guest speakers “fair game” for examinations.

PLEASE ARRIVE ON TIME. FAILURE TO DO SO IS A DISTRACTION TO THE LEARNING OF OTHER STUDENTS AND WILL REFLECT NEGATIVELY ON YOUR PARTICIPATION GRADE. IF YOU ANTICIPATE ARRIVING LATE, PLEASE E-MAIL THE INSTRUCTOR IN ADVANCE, AND PLEASE ENTER QUIETLY AND SIT DOWN AS QUICKLY AS POSSIBLE.

Use of Audio/Visual Equipment:

Mobile technology and other personal communications devices **must be disabled or placed in a silent (non-vibrating) mode in this course.** The first time these prohibitions are violated, the instructor will warn you (third person plural) verbally. **For each additional violation Professor reserves the right to assert a penalty resulting in a 5 percentage point reduction of the FINAL course grade.**

No text messaging or IMing (whether on a phone, other mobile device, or laptop on applications such as facebook, etc.) is permitted while a class session is in progress.

Disability Services Statement:

Western State College of Law provides accommodations to qualified students with disabilities. The **Disabilities** Services Office assists qualified students with disabilities in acquiring reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law.

To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in the Second Floor Students Services Suite. Dean Espinoza’s phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation. If you have a concern or complaint in this regard,

please notify Dean Espinoza; or please notify Associate Dean of Students Charles Sheppard at csheppard@wsulaw.edu or (714) 459-1152. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

Changes to Syllabus:

Dates and assignments documented in this syllabus are subject to change at my sole and absolute discretion. The instructor will make every reasonable effort to communicate any changes to the class in advance. Verbal notification at a class meeting constitutes sufficient notice of a syllabus change.

The course schedule is tentative, and this syllabus is subject to change at my sole and absolute discretion as verbally announced in class or through electronic or print media.

Pacing of the class will naturally ebb and flow during the semester.

PLEASE REFER TO THE COLLEGE OF LAW CATALOG AND/OR STUDENT HANDBOOK FOR ADDITIONAL CLASSROOM POLICIES.

ANTICIPATED TOPICS, AND DATES COVERED

I PREFER TO SHIFT READINGS BASED ON CURRENT EVENTS RELATED TO BUSINESS LAW ETHICS, AND the instructor WILL DO SO.

WEEK 1:

Introductions.

Morality vs. Ethics Part 1:

WEEK 2:

Morality vs. Ethics Part 2:

Defining Moral Compass and Relationship to Ethics (in-class).

(A) Quick Decisions and Moral Character, *Social Psychological and Personality Science* published online 28 August 2012

(B) Clayton R. Critcher, Yoel Inbar & David A. Pizarro, *Social Psychological and Personality Science*, available at <http://spp.sagepub.com/content/early/2012/08/26/1948550612457688>

(C) FDA/Administrative Agencies – Daniel Engber, *Against Nature: Why the Government Doesn't—And Shouldn't—Regulate Which Foods Are “Natural,”* Slate.com, Nov. 16, 2012

WEEK 3:

(A) *Here's a Tip: Prosocial Gratuities Are Linked to Corruption* (Torfason, Magnus Thor, Francis J. Flynn, and Daniella Kupor, *Social Psychological & Personality Science* available at <http://nrs.harvard.edu/urn-3:HUL.InstRepos:9491448>);

(B) *The Big Corruption in Small Gifts* (Jason Zweig, WALL ST. J., Dec. 21, 2012)

WEEK 4:

HBS Working Paper 19 – Business Ethics – The Law of Rules (March 2006).

Statutes – Do they *rule* ethics?

WEEK 5:

In-Class Debate #1:

Corporate Stakeholders vs. Corporate Stockholders (*prepare by reading at least below articles*)

Stakeholder Theory in Modern Business

Shareholders v. Stakeholders Debate

WEEK 6:

Ford Pinto Case Study + Milton Friedman

American Excess – A Wall Street Trader Tells All

Gladwell Open Secrets – Enron/BinLaden

WEEK 7:

(B) How (Un)Ethical Are You – Harvard Business Review; December 2003.

WEEK 8:

Comparative Domestic Perspectives (1):

(A) Race - Denny's & Texaco Case Studies.

Psychologists Find Unintentional Racial Biases May Affect Economic and Trust Decisions

WEEK 9:

Comparative Domestic Perspectives (2):

Sex – Center for Work-Life Policy: *“Lack of Sponsorship Keeps Women from Breaking Through the Glass Ceiling Finds New Study”*

WEEK 10:

Comparative International Perspectives (1) China –

(A) Kirk O. Hanson & Stephan Rothlin, *Taking Your Code to China*, 3 J. INT'L. BUS. ETHICS 69 (2010);

WEEK 11:

Comparative International Perspectives (2) –

Letter to Wal Mart Board of Directors from Interfaith Center for Corporate Responsibility re: alleged bribery AND ALL EXHIBITS online.

GUEST SPEAKER – *International Litigation*

WEEK 12:

Joining Corporate Boards: It's Not Just Who You Know that Matters

GUEST SPEAKER – *The In-House Counsel*

WEEK 13:

Corporate Boards Cont.

(1) 5 Ethical Responsibilities of Corporate Boards.

(2) Developing a Code of Conduct for Corporate Boards

WEEK 14:

Final Exam – Review