MBA 558: Managers and the Legal Environment of Business

Term: Fall 2016
Time & Location: Tuesdays 6:00 – 8:45 (MBEB 4003)
Instructor: Tim R. Kurtz, J.D., MBA
E-mail: timkurtz@boisestate.edu
Office Hours: by appointment & before & after class

COURSE DESCRIPTION & OBJECTIVES

The goal of this course is to provide managers with increased knowledge concerning important legal and ethical issues in business. The intent is for students to engage in thoughtful, critical analysis about the law, how it works, how it is used to resolve disputes, and how it affects every-day business decision-making. Business people should know what the law requires and how to use the law for the firm’s strategic advantage. Moreover, business people also should recognize ethical dilemmas and work toward becoming intellectually and morally equipped to reason through them.

By the end of this course, students will be better prepared to: (1) avoid legal and ethical problems before they occur, and (2) control and manage legal problems that do arise more effectively. Greater knowledge of legal issues in business will lead to better decision-making, just as does an understanding of fundamental issues in statistics, finance, economics, management, accounting, information systems, and marketing. When managers find it necessary to consult an attorney, the knowledge and experience gained in this course should aid in the selection of and coordination with an attorney, and enable the manager to be a much more informed and active partner in all aspects of the process.

Topics we will explore in this course include:

1. The essential features of valid contracts, including important contemporary issues related to contracts, such as e-contracts and non-competition clauses.
2. Legal issues concerning the sales and licensing of goods and e-commerce transactions, including the Uniform Commercial Code and warranties.
3. Business torts such as negligence, defamation, vicarious liability, professional liability and new privacy torts.
4. Product liability issues, including recent developments in strict product liability.
5. Intellectual property, including patents, copyrights, trademarks and trade secrets.
7. The characteristics, strengths, and weaknesses of various legal forms of business entities, such as corporations, partnerships, LLCs, and others.
8. The duties and liabilities of officers, directors, shareholders, and partners in different business entities.
9. Employment law concepts affecting managers, including employment at will, discrimination and equality in employment, privacy issues and significant federal employment laws.
10. Important environmental laws and regulations.
11. Some of the most significant legal issues involved in international business.

I expect students in this graduate-level class to have already some basic understanding of business law and/or legal issues, either academic or practical. This course will not cover the foundations of law but will move directly to substantive legal issues. A student who has never taken a law course or regularly dealt with legal issues in business should read Chapters 1 and 3, and preferably 4 and 6 as well, as legal background reading.

MBA Program Objectives Met in this Course

This course is intended to build student’s skills in:

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<tr>
<td>X</td>
<td>Ethics</td>
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<td>X</td>
<td>Global Perspective</td>
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<td>X</td>
<td>Structured Problem Solving</td>
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<td></td>
<td>Unstructured Problem Solving</td>
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<td>X</td>
<td>Oral Communication</td>
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<td>X</td>
<td>Written Communication</td>
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<td>X</td>
<td>Teamwork</td>
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Detailed Course Objectives

1. The main focus of the course is to examine thoroughly important legal issues which impact business, including contracts, torts, sales, product liability, and intellectual property. The course will also cover environmental and international law, and the law related to human resource management.
2. The course will enhance student growth in critical thinking and problem solving of both legal and ethical issues.
3. The course will strengthen written and oral communication through several written assignments and classroom presentations.

COURSE MATERIALS

Text

ASSIGNMENTS & EXAMS

Attendance and Preparation

Class attendance and participation are important elements of this course. I am aware that MBA students are busy, often balancing work, family, and school, all of which are important. However, this is an MBA course taught at a graduate level, so attendance is essential and expected. Each class covers a distinctly different legal topic and represents a whole week of material. We will have a number of highly qualified professional experts coming to class as guest speakers – the material they present cannot be made up later. Absences in more than one class will likely have an adverse impact on your understanding of the material and on your final grade. If you know now that you are going to miss two or more classes this semester, I suggest that you consider taking this course at a later time.

Classes will be conducted under the assumption that you have read the assigned chapter(s) and other readings, if applicable. I will not necessarily use classroom time to reiterate basic material from your text. Instead, classroom time will be spent clarifying more complex topics and analyzing / applying that material to solve legal issues. Thus, full preparation for class means that you have read the assigned chapters, and that you have thought about and are prepared to discuss the assigned questions and practice exercises at the end of each chapter, as well as any hypothetical problems presented to you in class.

Outside of class, I will communicate with you frequently through Blackboard, with articles to read before class. Therefore, you must check your email / Blackboard regularly.

Participation / Discussion

You will have an opportunity to participate in course discussions in class. In a law class, every person’s contribution to the class is an important part of each student’s experience. I encourage you to participate fully in the classroom experience by speaking up and practicing the communication skills that are critical to effective management. An outstanding contributor is prepared, respectful, builds on others’ comments, and makes insightful, relevant contributions.

FACTORS which may have an impact on your class participation score are:

1. Is the participant a good listener? Does the participant pay attention to and interact with other class members?
2. Are the points made relevant to the discussion? Are they linked to others’ comments?
3. Do the comments add to our understanding of the situation and move the discussion forward?
4. Are the comments informed by an analysis of the course readings?
5. Does the participant distinguish among different kinds of data, such as facts, opinions, beliefs, and concepts?
6. Do comments clarify and highlight the important aspects of earlier comments?
7. Is there a willingness to be honest even if the honest answer may not be “politically correct” or what the participant thinks the professor or classmates want to hear?
8. Survey from your Peers - at the end of class, I will distribute a survey for you to fill out in regard to whether your group members are pulling their own weight, so to speak.
Assignments - I will hand out separate task documents, specifying what is asked of you for each assignment, except the Homework.

Homework Assignments. I will distribute homework assignments shortly after our lectures. The due dates for the assignments will be posted on blackboard. Your grade for these assignments will be factored into your participation, and will also be good preparation for the group exam you will take.

Current Topics Groups Presentation (“Current Topics Presentation”). During the course of the semester, your assigned group will be required to locate one article (from a newspaper, magazine, etc.) regarding a current event that relates to a particular topic we will cover in class. You will be assigned either Contracts or Business Torts, or you can choose to present on Directors, Officers, & Business Organizations. The week after the lecture of your particular topic, you will give a 15-20 minute presentation on your article and the legal issues involved. You will turn in your power-point slides and the article to me on your assigned date of presentation. You will be graded on your presentation of the material, analysis and emphasis of key points, as well as your response to questions.

Create a Law Group Presentation (“Create Law Presentation”). This Group Presentation allows you to learn the experience of being a legislator and developing and communicating your own law. In your assigned group, I would like you to present a law that you believe should be enacted. It can be a law in regard to any type of subject in the law. (1) Write the law, including specific wording that you think should be set in stone; (2) discuss what the current law is, if there are any other laws that affect what you’re trying to accomplish; (3) then develop the law by giving the class some factual scenarios where your law makes a difference - hopefully a good difference. (4) Next, develop a factual scenario where your law may run into problems. We will have group presentations on March 14th, and I would like you to turn in your power-points to me. Each presentation should be no longer than 15-20 minutes, with everyone participating. You will be graded on presentation, creativeness, and responsiveness to questions.

Movie Issues Memo (“Insider Memo”). Individually, I would like all of you to watch the movie The Insider, with Russell Crowe and Al Pacino. It involves various legal issues, including confidentiality agreements and a concept called tortious interference. I would like you to write a two page memorandum about the movie and the main legal concepts covered. Identify every main legal issue presented in the movie, analyze what the law is, analyze the law with the facts from the movie, and give me your conclusion. Thus, I would like you to conduct an IRAC analysis (Issue, Rule, Analysis, Conclusion paper). Lastly, identify either with the Tobacco company involved or CBS and identify legal issues relevant to their situation. This paper is due on March 28th. Your grade will be based on how well written and thought out your paper is.

Project Legal Issues Memorandum and Presentation. In your MBA groups, you are working on projects. I would like you to give a Group Presentation and write a 5 page memorandum on the various legal issues that either you have experienced, identified, or anticipate having regarding the projects you are working on in your MBA program. It is intended to help you to of course identify these issues, to consider how they might have an impact on your project, and to begin developing a strategy for managing them. It is also intended to give you further presentation practice and writing experience. The assignment requirements include a description of your project, a complete list of possible legal issues, and a more detailed discussion of three issues you have identified as most important to your project. The Presentation should be around 15 minutes and the Paper should be no longer than 5 pages in memorandum format. In your Presentation, you will be graded on your presentation of the material, analysis and emphasis of key points, as well as your response to questions.
Detailed assignment documents and rubrics for each of the above assignments will be posted on Blackboard. We will also discuss these assignments in more detail in class.

Exam

You will take one exam, worth 20% of your grade. The exam will include some objective questions (such as fill-in-the-blank or multiple choice), but they will be primarily essay in format. They are closed book exams, but will be taken in groups. You will be handed your exam, breakout in groups, and answer the questions together. We will talk about the exam in more detail during the class periods leading up to the exam. The homework questions and topics I assign will also give you a heads up about the topics that will be covered in the final exam.

GRADING

Grades

Grades will be based upon 100%

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<tr>
<th>Assignment</th>
<th>Percentage</th>
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<tr>
<td>Participation, homework, survey</td>
<td>10%</td>
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<tr>
<td>Group Current Topics Presentation</td>
<td>20%</td>
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<tr>
<td>“Insider” Memo - <strong>Individual</strong></td>
<td>15%</td>
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<tr>
<td>Create a Law Presentation</td>
<td>15%</td>
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<tr>
<td>Project Legal Issues Pres. &amp; Memo</td>
<td>20%</td>
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<tr>
<td>Exam &amp; survey</td>
<td>20%</td>
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<tr>
<td><strong>TOTAL</strong></td>
<td><strong>100%</strong></td>
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At the end of the semester the total possible points will be added and the grades will be:

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<tr>
<th>Grade</th>
<th>Percentage</th>
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<tr>
<td>A</td>
<td>93% and above</td>
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<tr>
<td>A-</td>
<td>90-92.9%</td>
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<td>B+</td>
<td>87-89.9%</td>
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<tr>
<td>B</td>
<td>83-86.9%</td>
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<tr>
<td>B-</td>
<td>80-82.9%</td>
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<tr>
<td>C+</td>
<td>77-79.9%</td>
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<td>C</td>
<td>73-76.9%</td>
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<td>C-</td>
<td>70-72.9%</td>
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<td>D+</td>
<td>67-69.9%</td>
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<td>D</td>
<td>63-66.9%</td>
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<tr>
<td>D-</td>
<td>60-62.9%</td>
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<td>F</td>
<td>below 60%</td>
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POLICIES & STUDENT SUPPORT INFORMATION

Laptop and Cell-Phone Policy

An informal survey of students in my undergraduate classes indicated that a minimum of 55% of students have been distracted by other students’ use of laptops. Food for thought:

“[T]he detriments of having laptops in the classroom are substantial. Students who spend longer periods of time engaged in extraneous activities on their laptops will perform more poorly on examinations, and among those students, the ones who have access to the Internet are most at risk.” Nancy G. Maxwell, From Facebook to Folsom Prison Blues: How Banning Laptops in the Classroom Made Me a Better Law School Teacher, 14 RICHMOND J OF LAW & TECH 1 (2007).

However, because so many students use their laptops to take notes during class, I do not have a “no laptop” policy – but I certainly expect that laptops, tablets, smart phones, etc. will be used for class purposes only. Please do not try to multi-task in class. I also insist that laptops and phones be non-operational when guests are speaking to the class (unless you choose to take notes during the talk).

I understand that busy students with jobs and families may need to take phone calls during class, especially if class is held in the evening. I ask that all cell phones be put on vibrate or mute and, if absolutely necessary, you quietly leave the classroom to attend to your personal matter.

Students with Disabilities

If you have a disability and follow the university’s process for certifying to me what you need in the way of accommodation(s), I will be happy to make any reasonable accommodation for you.

Boise State University Legal Services for Students

The information below is taken straight from http://osrr.boisestate.edu/asbsu-legal-services/.
The Associated Students of Boise State University (ASBSU) provides FREE ATTORNEY CONSULTATIONS with a local private lawyer for most legal problems you may have. This service is available to all eligible students of BSU. Topics eligible for discussions include the following:

- Landlord/Tenant problems
- Small claims court
- Divorce/Family Law
- Child Custody/Child Support
- DUI/Criminal
- Collection & Debt Problems
- Wills
- Insurance claims
- Automobile accidents/Personal Injury
- Guardianship
- Probate
- Adoptions/Name change
- Workman’s Compensation Claims

An attorney is available every Monday and Thursday through the Fall and Spring semesters from 9:00am to 2:00 p.m. by appointment only. Walk-in appointments are not accepted. If you wish to make an appointment, please call the Office of Student Rights & Responsibilities at 426-1527. The initial appointment will be for thirty minutes. Future, follow-up appointments can be scheduled as needed.
SCHEDULE (there may be changes and/or additions – all guests are tentative):

**WEEK 1**
(Jan 10)

CLASS CANCELLED - WEATHER

**WEEK 2**
(Jan 17)

OFF (Out of Town - Trial)

**WEEK 3**
(Jan 24)

Introduction to course - Lecture / Review of fundamentals
Chapters 1-4 (Intro to law and Constitution, IRAC)

**WEEK 4**
(Jan 31)

Constitutional Issues for Businesses - Presentation and Memo Due (All Groups)

**WEEK 5**
(Feb 7)

OFF (Final Presentations)

**WEEK 6**
(Feb 14)

Lecture on Contracts and Warranties
Chapters 12 & 13

**WEEK 7**
(Feb 21)

PRESENTATIONS ON CONTRACTS (Current Topics Presentation)

**WEEK 8**
(Feb 28)

Torts & Product Liability (Chapters 11 & 13)

**WEEK 9**
(March 7)

PRESENTATIONS ON BUSINESS TORTS (Current Topics Presentation)

**WEEK 10**
(March 14)

CREATE A LAW - Group Presentations

**WEEK 11**
(March 21)

SPRING BREAK (NO CLASSES)

**WEEK 12**
(March 28)

Agency & Forms of Business Organizations and Corporations (Chs. 8 & 9)
MOVIE ISSUE MEMO (“Insider Memo”) Due

**WEEK 13**
(April 4)

PROJECT LEGAL ISSUES - Memorandum and PRESENTATIONS

**WEEK 14**
(April 11)

Guest Speaker - Employment Law/Intellectual Property

**WEEK 15**
(April 18)

Guest Speaker - Employment Law/Intellectual Property

**WEEK 16**
(April 25)

OFF PERIOD (STUDY FOR FINAL)

**WEEK 17**
(May 2)

FINAL EXAM