



LGST 2000 – FOUNDATIONS OF BUSINESS LAW & ETHICS

<u>Term and Credits:</u> Spring 2021 Credits: 4.00 Section 2 - CRN: 2458 Section 4 - CRN: 3193	<u>Location and Time:</u> Online only. Tuesday & Thursday, 10:00-11:50am (Section 2): Zoom: https://udenver.zoom.us/j/84099924141 Tuesday & Thursday, 2:00-3:50pm (Section 4): Zoom: https://udenver.zoom.us/j/86362448365 Ethics Boot Camp: Fri., April 9, 4:30-9pm, Online. Final Exam: See Schedule for Module Quizzes No Separate Final Exam
<u>Instructor:</u> Name: Bruce W. Klaw, J.D., Associate Professor Department: Business Ethics and Legal Studies Office Location: DCB 685 Office Hours: Online, By Appointment. Email: bruce.klaw@du.edu (preferred) Phone: 720-581-8897 (Cell) (Use Responsibly)	<u>Communication Conduct:</u> Please refer to me as Professor Klaw or Prof. Klaw. To help you make the most of this course, I look forward to our regular communication and strongly encourage your thoughtful questions and comments. The best way to reach me with questions about the course material or assignments is via email to Bruce.Klaw@du.edu . You may also post to the discussion thread on Canvas. I strive to respond within 24 hours or less. For questions or comments requiring a lengthy discussion or answer, I encourage you contact me directly via email to ask questions, or to request an appointment for a call or zoom. Please note that these meetings are not for purposes of receiving legal advice. For brief and urgent notifications, please text me. To communicate announcements and provide assignments, I will post to Canvas. Students should check Canvas before each class, and as otherwise expressly instructed. I will send class level communications via Canvas email or announcements. Please be sure that Canvas alerts you when new announcements are posted.



COURSE DETAILS

COURSE DESCRIPTION:

Managerial perspective on the role of law and its relationship to business environment; emphasis on American legal system (history of law, courts and civil procedure), private law (business torts, contracts, corporate responsibilities and business ethics), and governmental intervention (constitutional law, employment law, white collar criminal law and corporate/securities law).

PREREQUISITES/CO-REQUISITES: BUS 1000 and sophomore standing.

COURSE RATIONALE/GOAL:

The Foundations of Business Law is a cornerstone undergraduate course delivering a comprehensive introduction to major topics, theories and issues relevant to the legal and ethical elements of the 21st century business environment. This course also focuses on legal and ethical reasoning and strives to enhance each student's ability to integrate these perspectives into appropriate business decisions. Beyond these overarching goals, Foundations of Business Law will encourage students to:

- Acquire the basic analytical tools necessary to engage in legal and ethical analyses of business problems and decisions
- Apply basic legal and ethical concepts to today's business environment
- Appreciate the distinction between an ethical and a legal judgment and deduce useful methods of integrating such perspectives into business decisions
- Attain a knowledge base that will prove invaluable in each individual's course of study, professional career and personal endeavors

This course will include elements of interactive classroom lecture, robust discussion and in-depth writing assignments.

LEARNING OUTCOMES:

After successfully completing this course, students will:

1. **ETHICS:** Understand and be able to evaluate the role ethical theories play in today's business environment; understand major teleological theories – focusing on utilitarianism – and to apply and evaluate teleological approaches to business issues, such as cost-benefit analyses; understand deontological theory, evaluate the concepts of duties and rights, and apply them to business issues in order to identify strengths and weaknesses as analytical frameworks; understand the concept of virtue ethics, identify virtues in business, and evaluate the relevance and applicability of virtue ethics to today's business environment and to a manager's behavior; understand and evaluate major competing arguments concerning distributive justice.
2. **FOUNDATIONS OF LAW, U.S. COURT SYSTEM & DISPUTE RESOLUTION:** Understand and be able to analyze the main features of America's court system, become familiar with the process of



litigation as a manner of dispute resolution, and to evaluate important features of a legal case; Develop the practical skills necessary to summarize and brief a legal case; Understand and evaluate alternative dispute resolution methods used in business including negotiation, mediation and arbitration.

3. **CONSTITUTIONAL LAW:** Understand and be able to evaluate the constitutional powers of the Federal government and state governments, understand their origins, and appreciate how the bill of rights, commerce clause and equal protection clause expand and limit the regulatory power of governments; be able to analyze commerce clause case law to determining the constitutionality of contentious federal and state laws; be able to evaluate and apply the legal tests protecting the freedom of expression; be able to analyze the protection given commercial speech and corporate political speech; understand, explain and apply the Constitutional concepts of due process and equal protection to contemporary business and societal debates.
4. **CONTRACTS:** Understand be able to appreciate the ethical foundations for the various elements of contract law; to understand and apply the major elements of enforceable contracts; gain familiarity with essential contract terms and concepts; understand various remedies available for breach of contract.
5. **BUSINESS ENTITIES & GOVERNANCE:** Understand, compare and contrast the main features of modern business associations, including corporations, partnerships and LLCs; understand, and be able to apply and evaluate the fiduciary duties of directors and officers, and the rights of shareholders in a corporation.
6. **AGENCY, EMPLOYMENT LAW & EMPLOYMENT DISCRIMINATION:** Understand and be able to explain the legal concept of agency; to distinguish between an employee and an independent contractor and explain the legal rights and duties of each; analyze the concept of vicarious liability and apply it to instances of potential employer liability; understand and analyze an employers legal and ethical duties with respect to the hiring, safety, welfare, privacy and termination of employees.
7. **INTENTIONAL TORTS & NEGLIGENCE:** Understand and be able to synthesize and distinguish various common causes of action sounding in intentional torts, negligence and strict liability; to analyze the legal defenses to a charge of negligence; to evaluate tort liability according to leading ethical frameworks.
8. **BUSINESS CRIMES & CRIMINAL PROCEDURE:** Understand and be able to analyze the fundamental elements of criminal law, focusing on white-collar and corporate crimes; to assess the ethical foundations and legal elements of the criminal prohibitions against bribery, fraud and insider trading; to evaluate the scope and content of Constitutional rights against unreasonable searches and seizures and compulsory self-incrimination in the context of business; to evaluate the efficacy of the current regimes for preventing business crimes.
9. **INTELLECTUAL PROPERTY:** Understand and be able distinguish between the major branches of intellectual property law: trademarks, patents, copyrights and trade secrets; understand and apply the requirements for these types of legal protections.



COURSE MATERIAL

REQUIRED MATERIALS:

- (1) F. Cross and R. Miller, The Legal Environment of Business, 10th Edition
- (2) Michael J. Sandel, Justice: What's the Right Thing to Do? (Farrar, Straus & Giroux, New York)
- (2) Supreme Court cases, readings and other articles posted on Canvas.

GRADING & COURSE REQUIREMENTS

GRADING

Required assessments and assignments for this course are listed on the table below, along with the due dates and grade points associated with each assignment. Additional details can be found below and also on Canvas.

Assignment	Grade %	Deadline/Due Date
Quiz #1 (Ethical Frameworks)	10%	Thurs., 4/8 by 11:59pm
Ethics Boot Camp with EBC Reflection Essay	10%	EBC: Fri., 4/9, Zoom, 4:30-9pm EBC Essay due via Canvas on Sunday, 4/18 by 11:59pm
Ethical Reflection Essay	20%	Mon., 4/12 by 11:59pm
Quiz #2 (Foundations, Courts & Dispute Res.)	5%	Thurs., 4/15 by 11:59pm
Quiz #3 (Constitutional Law)	5%	Tues., 4/27 by 11:59pm
Quiz #4 (Contracts)	5%	Tues., 5/4 by 11:59pm
Quiz #5 (Business Entities & Governance)	5%	Tues., 5/11 by 11:59pm
Quiz #6 (Agency, Employment & Discrimination)	5%	Tues., 5/18 by 11:59pm
Quiz #7 (Intentional Torts & Negligence)	5%	Thurs., 5/27 by 11:59pm
Quiz #8 (Criminal Law & Procedure)	5%	Tues., 6/1 by 11:59pm
Quiz #9 (Intellectual Property)	5%	Tues., 6/8 by 11:59pm
Case Brief #1	10%	As Selected & Assigned
Case Brief #2	10%	As Selected & Assigned
Optional Ethics Assessment ("The Ambogen Case")	5%	Sun., 6/6 by 11:59pm



Score/Point/Percentage	Letter Grade	Corresponding Grade Point
93.00-100.00	A	4.0
90.00-92.99	A-	3.7
87.00-89.99	B+	3.3
83.00-86.99	B	3.0
80.00-82.99	B-	2.7
77.00-79.99	C+	2.3
73.00-76.99	C	2.0
70.00-72.99	C-	1.7
67.00-69.99	D+	1.3
63.00-66.99	D	1.0
60.00-62.99	D-	0.7
00.00 – 59.99	F	0.0

COURSE REQUIREMENTS DETAILS:

- **QUIZZES (50%)**: In lieu of a cumulative mid-term or final examination, you will be required nine times this Quarter to take a quiz on Canvas that is designed to evaluate your mastery of a particular area of law and/or ethics covered in class. Quizzes will be held on Canvas, according to the Schedule. They will open at 6pm and must be completed by 11:59pm on the day they are due. Each quiz will consist of approximately 5-10 questions (multiple choice, true false, short essay) and you will have approximately 15-20 minutes. Except for the first quiz on ethics that is worth 10%, each quiz is worth 5% of your total grade. No quizzes will be dropped. Failure to take an assigned quiz on time will result in receipt of zero points for that Quiz.
- **ETHICAL REFLECTION ESSAY (20%)**: Once this quarter, as part of our Ethics module, you will be expected to write and submit a 3-4 page double-spaced ethical reflection essay on either (1) Killing on a Lifeboat, or (2) the Ethics of Executive Compensation. Detailed instructions and topics will be posted on Canvas. They should be typewritten double-spaced in 12 point Times New Roman font. The title of your essay, your name, DU ID#, and class section should appear on an attached cover page. ***It is due on Monday, April 12 by 11:59pm on Canvas. (Note: This Ethical Reflection is different from and in addition to the EBC Reflection Essay Due 4/18).*** Failure to submit papers on time will cause students to receive zero points for the assignment. Please note that Essays will be run through a plagiarism software (e.g., Turnitin). Plagiarism is a violation of the DU Honor Code, and Class Policy. It will be reported to university authorities and handled harshly.
- **WRITTEN CASE BRIEFS & VERBAL DISCUSSION/ANALYSIS (2@10% = 20%)**: Each student will be responsible for briefing two cases we cover in class. There is a sign-up sheet on Canvas. Where you are assigned to complete a "Case Brief," you must closely read your assigned case, including both a summary from the textbook (if available) and the entire case, which can be found on Canvas or via



Google. You should read both the majority & dissenting opinions, if available. You must then create and submit via Canvas *your own* typed case brief by 10am on the date they are due on the sign-up sheet (5 points per brief). You will also be the main discussant of the case, and I will call on you to discuss various aspects of the case and answer questions on the day we are ready to discuss it (5 points per brief). Please refer to Cross & Miller, Appendix A (A-1) for an example of a Case Brief. In short, a Case Brief is a typed 1-2 single-spaced page summary of a case that consists of the following 6 sections:

- (1) Caption/Citation (Title of case, court rendering opinion, date decided)
- (2) Facts (short overview main reasons for lawsuit and arguments of the parties)
- (3) Issue (the essential legal question before the court, phrased as a question)
- (4) Decision/Holding (answer to the Issue –yes or no—and the precedent created)
- (5) Reasoning (the reasons for the Court's decision)
- (6) Dissent (opinion & reasoning of judge(s) disagreeing with majority, if applicable)

- **ETHICS BOOT CAMP WITH EBC REFLECTION ESSAY (10%)**: The Ethics Boot Camp is the signature undergraduate program at the Daniels College of Business. It will be held on **Friday, April 9 over Zoom from 4:30-9pm**. This is your chance to gain a better foundation for what it means to live an authentic, integrity-filled life and become a values-based leader. In order for this to happen you must be part of the experience. Therefore, attending the winter quarter EBC is required for everyone enrolled in LGST 2000. **Each student must also complete a brief (2 page single spaced) reflection essay as part of EBC, due Sunday, April 18 by 11:59pm. (Note: This EBC Reflection is different from and in addition to the Ethical Reflection Essay Due 4/12).** Instructions will be on Canvas. There are no exceptions, except for Division I athletics (see below). If you miss any part of the EBC you may be forced to drop the course and re-take it in the following quarter or, if you fail to drop the course, receive an F grade. You were made aware of the EBC dates when you registered for the course. Please do not have your parents contact your professor or anyone in the BELS office as these rules have clearly been presented to you and you have accepted them by remaining a student in this course. Please do not bother your professor about these rules as they have been required by the Office of Undergraduate Programs and the Dean's Office. Your professor has no control over the EBC attendance requirements. Please enjoy the EBC and help us train the next generation of values-based leaders. (Note: The University requires that we allow Division I athletes participating in a NCAA game during part of the boot camp to be excused for that portion. These students must make up the EBC experience by watching the whole EBC on video and writing a 10-page paper due by the end of the quarter. Practices, Club, scrimmages, etc. do not count.)
- **OPTIONAL ETHICS ASSESSMENT (5%)**: To help the college assess and evaluate ethics learning outcomes, students enrolled in this course have the option to earn up to 5 additional points on their final course grade (5%) by submitting a written response to an ethics case study ("The Ambogen Case") that is posted to Canvas. This may be completed and submitted any time prior to Sunday, June 6 by 11:59pm. Instructions are on Canvas.

POLICIES

UNIVERSITY EXPECTATIONS, POLICIES, AND RESOURCES:

Inclusive Learning Environments.



- In your class, you will work together to develop a learning community that is inclusive and respectful. Our diversity may be reflected by differences in race, culture, age, religion, sexual orientation, socioeconomic background, and myriad other social identities and life experiences.
- The goal of inclusiveness, in a diverse community, encourages and appreciates expressions of different ideas, opinions, and beliefs, so that conversations and interactions that could potentially be divisive turn instead into opportunities for intellectual and personal enrichment.
- A dedication to inclusiveness requires respecting what others say, their right to say it, and the thoughtful consideration of others' communication.
- Both speaking up and listening are valuable tools for furthering thoughtful, enlightening dialogue. Respecting one another's individual differences is critical in transforming a collection of diverse individuals into an inclusive, collaborative and excellent learning community.
- Our core commitment shapes our core expectation for behavior inside and outside of the classroom. Office of Diversity, Equity, and Inclusion website (<https://www.du.edu/diversity-inclusion/index.html>)

Students with Disabilities. Students who have disabilities or medical conditions and who want to request accommodations should contact the Disability Services Program (DSP); 303.871.2372/ 2278; 1999 E. Evans Ave.; 4th floor of Ruffatto Hall. Information is also available online on the [DU Disability Services website](#); see Handbook for Students with Disabilities. Please note that academic accommodations cannot be applied retroactively, so it is important for you to register with DSP as soon as possible if you think you may need accommodations at some point while at Daniels College of Business.

DU Honor Code. All students are expected to abide by the University of Denver Honor Code. These expectations include the application of academic integrity and honesty in your class participation, assignments and assessments. The Honor Code can be viewed in its entirety on the DU Student Conduct website.

All members of the University of Denver are expected to uphold the values of Integrity, Respect, and Responsibility. These values embody the standards of conduct for students, faculty, staff and administrators as members of the University community.

In order to foster an environment of ethical conduct in the University community, all community members are expected to take "constructive action," that is, any effort to discuss or report any behavior contrary to the Honor Code with a neutral party. Failure to do so constitutes a violation of the DU Honor Code. Specifically, plagiarism and cheating constitute academic misconduct and can result in both a grade penalty imposed by the instructor and disciplinary action including suspension or expulsion. As part of their responsibility to uphold the Honor Code, instructors reserve the right to have papers checked for plagiarism against a database of papers submitted previously at DU, a national database of papers, and the Internet.

Additional University Expectations. Please review all University Expectations on the [Daniels College of Business syllabus website](#)

COURSE POLICIES:

Syllabus Policy. This Syllabus and Schedule are subject to change in the Professor's sole discretion, based upon the Professor's judgment regarding the progress of the class and course objectives.



Format. The format of this course may be slightly different from what you are accustomed to, so please read the following information very closely. This course will take place entirely online. There will be both “synchronous” (live) and “asynchronous” (on your own time) components of the course.

Synchronous component: We will meet via the Zoom platform twice per week from 4-5:50pm in order to hold “live” (synchronous) class sessions. These meetings are mandatory and essential. Please note that all times are noted in Mountain Time. You are responsible for calculating any time zone differences if you are away from campus and making sure that you make it into our online Zoom classroom on time. Our synchronous class sessions will be held via Zoom. **Zoom** is an interface for creating real-time meetings online. Please be sure to download Zoom prior to our first live session and test it to be sure it is working. 24/7 Technical support for Zoom: 888-799-9666, Ext 2. See also <https://otl.du.edu/academic-technology/zoom/>

Asynchronous component: You will also have required course components such as readings and/or videos that you are expected to complete before our synchronous session every week. These will be made available to you via the Canvas platform and are organized into modules. Although you are afforded the opportunity to do much of our classwork on your own time, there are certain deadlines to which you must adhere. Please refer to the schedule below for specifics. Please note once again that all deadlines are posted in Mountain Standard Time (MST), and you are responsible for calculating any time zone changes if you are away from campus in order to get your work submitted on time. **Canvas:** All course materials and asynchronous work will be available through Canvas. Please be sure that you are able to access Canvas, and that all mails that I send through Canvas are getting to an inbox that you check regularly. 24/7 Technical support for Canvas: 1-855-712-9770 or see <https://otl.du.edu/academic-technology/canvas/>

Professor’s PowerPoint Slides. To facilitate your absorption of the material, students are expected to spend the majority of their Zoom time listening, analyzing and participating rather than just taking notes. As a courtesy to the class, I intend to provide you with my PowerPoint lecture slides (“slides”) for your personal use in class and for studying. Typically, my slides will be posted to Canvas (under “Modules”) in advance of each class/module. I suggest printing them in the morning of class so that note-taking lines appear beside the slides and keeping them next to you during our Zoom classes. They are invaluable tools for class and quiz/exam review. Please understand, however, these slides are not a substitute for reading the assigned material and are not intended to cover each point covered in the readings, in the classroom session, or on the final exam. Please also understand that these materials are my own copyrighted work product. They may be withheld, withdrawn or revised at any time at the Professor’s sole discretion. By participating in this class, you agree that they may not be shared, transferred, distributed, modified, posted online, copied or sold for any reason. Violations of these conditions by anyone may result in, among other things, my decision to revoke any such materials and refusal to share additional materials with anyone in the class going forward.

Decorum, Respect and Tolerance. This class will frequently address contentious legal, ethical and policy topics of considerable national disagreement. It is important for you to understand and engage with these issues. I intend for our class to be a safe and open forum for you to do so at appropriate times. However, students are expected to conduct themselves in a professional and respectful manner at all times while in class or working on class assignments. Threatening, abusive, aggressive or insulting behavior will not be tolerated. Violators may be asked to leave our class session and/or subject to other sanctions, including but not limited to removal from the Zoom session. Please note, however, that this does not mean that students cannot disagree with others or challenge their views; respectful debate is strongly encouraged.

Attendance, Class Preparation and Participation Policies. Attendance and active student participation are essential to the success of this class, and to the achievement of course goals. Students are expected



to be on Zoom at the start of the course and remain logged in with cameras on until the end. Students arriving into the Zoom late may not be permitted to join the class, absent permission. Students are also expected to come prepared to each class having read the assignments in advance, being prepared to pose and answer questions. Failure to meaningfully participate will negatively affect your grade. Repeated unexcused absences could result in a failing grade, per University and College policy. Your participation is critical to our learning community and so, while I will usually seek volunteers, I may take steps to ensure that everyone meaningfully participates, including occasionally “cold calling” on students. In the interests of time management and class focus, I ask that you reserve idiosyncratic questions (i.e., those that relate solely to you or your unique situation) for outside of class.

Legal Advice. Professor Klaw (J.D., Harvard) is an attorney admitted to practice in New York (active) and Oregon (inactive), but not Colorado. Professor Klaw will not be providing legal advice to anyone in connection with the course and will not be establishing any attorney-client relationship with any students, teams, entities, businesses or otherwise. This course is designed to provide legal information, and to equip students to become educated consumers of the law. It is not designed to provide students with legal, tax or investment advice. Course materials and content (written or oral) should not be relied upon for purposes of legal, tax or investment advice. This course is not designed to replace the provision of legal advice. Always consult with an attorney before undertaking any complex transactions. If you need an attorney recommendation, contact me and I will try to help.

Late work and grade changes. Absent written permission in advance from the Professor, late submissions will not be accepted. The failure to timely submit an assignment, or to timely take an exam, will result in substantially reduced or zero points, at the Professor’s sole discretion. Students have one class period from the date that an assignment/assessment is returned/posted to contest any course grade. Apart from purely clerical/arithmetic errors, requests to review or regrade any assignment or assessment (or portion thereof) will result in a review or regrading of the entire assignment/assessment, so your grade made move up, move down or remain unchanged. Extra credit opportunities, if any, shall be at the sole discretion of the Professor

General Evaluation Rubric: This course is designed not only to introduce you to fundamental concepts and issues in business law and ethics, but also to promote your development of higher-order critical thinking skills and hone your professionalism and communication abilities. Therefore, in accordance with the taxonomies developed by Benjamin Bloom and others, the quality of your work will be assessed in accordance with the following, as well as any specific instructions or rubrics provided on Canvas:

Poor: Work falling into this category fails to adequately address the issues presented or does so in an incoherent, incorrect or incomplete manner. Work of this sort is commonly the result of lack of effort or preparation, insufficient time dedicated to the endeavor, and/or inattention to detail. It is often marked by typos, non-sequiturs or the lack of support for your opinions or answers. It is often accompanied by unprofessional conduct or treatment of others (e.g., insults, slang, etc.). Work of this sort will typically result in D or F grades.

Acceptable: Work falling into this category demonstrates that you have remembered and understood the relevant legal, ethical or public policy concepts applicable to the assignment, project or examination. It reflects both knowledge and basic comprehension. Work of this sort will typically result in grades in the C- to B- range.

Good: Work falling into this category demonstrates that you have not only remembered and understood the material, but also shows proficiency in applying and analyzing it. In large measure, this means that you have applied the relevant law(s) and/or ethical frameworks to the factual scenarios, legal issues, policy



problems, or ethical dilemmas that are the subject of the assignment, project, discussion, or examination. Work of this sort will typically result in grades in the B to A- range.

Excellent: Work falling into this category not only demonstrates knowledge, comprehension, application and analysis, but also shows your ability to synthesize and evaluate the material in the course of creating your own well-informed solutions to the issues presented. Work of this sort will typically result in A grades.

CLASS SCHEDULE & ASSIGNMENTS

Readings are to be completed **in advance** of the class under which they are scheduled. Case Briefs must be uploaded by 10am on the date on the sign-up sheet. Quizzes, conducted on Canvas, will be due between 6pm to 11:59pm on the date listed.

Class 1: Course Introduction & Overview (4/1)

- i. Reading:
 - 1. Course Syllabus (Canvas)
- ii. Discussion Topics:
 - 1. Introductions, Syllabus, Course Overview & Expectations

Module 1: Ethical Frameworks

A: Utilitarianism and Deontology (Expected Date: 4/6)

- i. Readings:
 - 1. *The Queen v. Dudley & Stephens* (Canvas)
 - 2. Sandel, Chapter 2 (Utilitarianism) & 5 (Deontology)
 - 3. O. O'Neill, Kant and Utilitarianism Contrasted (Canvas)
 - 4. Cross & Miller – Ch. 5, pp.94-95
- ii. Discussion Topics:
 - 1. Conducting the Utilitarian Calculus
 - 2. Act Utilitarianism vs. Rule Utilitarianism
 - 3. The Categorical Imperative

B: Virtue Ethics and Distributive Justice (Expected Date: 4/8)

- i. Readings:
 - 1. L. Brown, Rawls v. Nozick (Canvas)
 - 2. Sandel, Chapt. 3 (Libertarianism) & 6 (Rawls)
 - 3. J. Harris, [What's Wrong with Executive Compensation](#)
 - 4. Rawls: [Justice as Fairness](#)
 - 5. Nozick: [The Entitlement Theory](#)
- ii. Discussion Topics:
 - 1. Eudaimonia, Habit and The Golden Mean
 - 2. The original position, veil of ignorance, liberty principle, difference principle
 - 3. Self-ownership, justice in initial holdings, justice in transfer
 - 4. Executive compensation, luck vs. just desert, inequality

C. Assignments

- 1. Quiz # 1 (Ethics) Due Thursday, 4/8 at 11:59pm on Canvas
- 2. Ethical Reflection Essay Due by Monday, 4/12 at 11:59pm on Canvas.



- Instructions on Canvas. Choose 1 of 2 topics: Killing on a Lifeboat or The Ethics of Executive Compensation.

Module 2: Foundations of the U.S. Legal System

A: Sources of Law & American Courts (Expected Date: 4/13)

- Readings:
 1. Cross & Miller – Chapter 1
 2. Cross & Miller – Chapter 2 (pp. 26-40)
 3. Cross & Miller – Appendix A (A1-A3) (How to Brief a Case)
- Discussion Topics:
 1. Sources of Law
 2. U.S. Court System & Case Law Precedent
 3. Legal Reasoning, Analysis and Writing (IRAC/CRAC)

B: Dispute Resolution: (Expected Date: 4/15)

- Readings:
 1. Cross & Miller - Chapter 2 (pp. 40-47)
 2. Cross & Miller – Chapter 3
 3. Cross & Miller – Unit One – Application & Ethics (pp. 107-109)
 4. AT&T v. Concepcion (Canvas)
 5. NYTimes, Arbitration Everywhere: Stacking the Deck of Justice (Canvas)
 6. NYTimes, In Arbitration, A Privatization of the Justice System
- Discussion Topics:
 1. Working with and Managing Lawyers, including Attorney-Client Privilege
 2. Litigation, Negotiation, Mediation
 3. Arbitration Clauses, Class Actions and Access to Justice

C: Assignments:

1. Quiz #2 (Foundations of Law, US Court System and Dispute Resolution) Due by 4/15 at 11:59pm on Canvas.

Module 3: Constitutional Law

A: Federalism & Commerce Clause (Expected Date: 4/20)

- Readings:
 1. Cross & Miller – Chapter 4 (pp. 70-75)
 2. *Wickard v. Filburn* (Canvas)
 3. *U.S. v. Lopez* (Canvas)
 4. *Gonzalez v. Raich* (Canvas)
 5. *NFIB v. Sebelius* (Canvas)
- Discussion Topics:
 1. *Separation of Powers, Federalism and the Obamacare Medicaid Expansion*
 2. *Commerce Clause and the Obamacare Individual Mandate*



B: Equal Protection, Due Process, Religious Rights (Expected Date: 4/22)

- i. Readings:
 - 1. *Cross & Miller – Chapter 4 (pp. 75-76; 80-82)*
 - 2. *Burwell v. Hobby Lobby (Canvas)*
- ii. Discussion Topics:
 - 1. *Equal Protection*
 - 2. *Due Process*
 - 3. *Freedom of Religion, Corporations and Society*

C: Speech, Money, Politics & Corruption (Expected Date: 4/27)

- i. Readings:
 - 1. *Cross & Miller – Chapter 4 (pp. 76-80)*
 - 2. *Cincinnati v. Discovery Network (Canvas)*
 - 3. *RJ Reynolds v. FDA (Canvas)*
 - 4. *Citizens United v. F.E.C. (Canvas)*
- ii. Discussion Topics:
 - 1. *First Amendment Protected Speech and Analytical Models*
 - 2. *Compelled Commercial Speech and Cigarette Warnings*
 - 3. *Corporate Political Speech: Campaign Donations, Independent Expenditures, Corruption and Democracy*

D. Assignments

- 1. Quiz #3 (Constitutional Law) Due by 4/27 at 11:59pm on Canvas.

Module 4: Contracts

A: Contract Formation, Sales and E-Contracts (Expected Date: 4/29)

- i. Reading:
 - 1. *Cross & Miller – Chapter 12*
 - 2. *Cross & Miller – Chapter 14 (pp.284-290)*
 - 3. *Lucy v. Zehmer (Canvas)*
 - 4. *Blackmon v. Iverson (Canvas) (focus on consideration & promissory estoppel)*
 - 5. *Kurashige v. Indian Dunes (Canvas)*
- ii. Discussion Topics:
 - 1. *Offer/Acceptance in common law contracts & sales of goods; battle of forms*
 - 2. *Negotiating Your First Job Offer*
 - 3. *Consideration vs. Gifts; Promissory Estoppel*
 - 4. *Capacity and Consent in E-Contracts*
 - 5. *Legality, including Liability Waivers and Disclaimers*

B: Performance, Breach, Defenses and Remedies (Expected Date: 5/4)

- i. Readings:
 - 1. *Cross & Miller – Chapter 13*
 - 2. *Cross & Miller – Chapter 14 (pp. 298-305)*
- ii. Discussion Topics:
 - 1. *Non-Performance and Partial Performance*
 - 2. *Material Breach v. Minor Breach*
 - 3. *Unconscionability*
 - 4. *Damages for Breach (Expectation vs. Reliance)*



5. *Liquidated Damages vs. Penalties*

C. Assignments

1. Quiz #4 (Contracts) Due on 5/4 by 11:59pm on Canvas.

Module 5: Business Entities & Governance (Expected Dates: 5/6 & 5/11)

A: Business Forms & Fiduciary Duties

i. Readings:

1. *Cross & Miller, Ch.16 (p. 350-62), Ch.17 (p. 371-84), Ch.18 (p. 388-412)*
2. *Holmes v. Lerner (Canvas)*
3. *Meinhard v. Salmon (Canvas)*
4. *Walkovsky v. Carlton (Canvas)*
5. *Dodge v. Ford (Canvas)*
6. *Shlensky v Wrigley (Canvas)*
7. [CO PBC FAQ](#)

ii. Discussion Topics:

1. *Partnerships, Corporations, LLCs*
2. *Corporate Structure and Governance*
3. *Fiduciary Duties (Loyalty and Care)*
4. *Shareholder Rights and Remedies*
5. *Piercing the Corporate Veil*
6. *Public Benefit Corporations*

iii. **Assignments**

1. Quiz #5 (Business Entities & Governance) due on 5/11 by 11:59 on Canvas

Module 6: Agency & Employment

A: Agency, Employees v. Indep. Contractors (Expected Date: 5/13)

i. Readings:

1. *Cross & Miller – Ch. 19 & Ch. 20 (pp. 438-441)*
2. *Nichols v. Land Transport (Canvas)*
3. *Dynamex v. Superior Court (Canvas)*
4. *Articles re Uber & Grubhub (Canvas)(Skim)*

ii. Discussion Topics:

1. *Business Entities & Fiduciary Duties (Continued)*
2. *Duties of Agents and Principals*
3. *Respondeat Superior Rule*
4. *Employees vs. Independent Contractors*
5. *Employment at Will vs. Fixed Term Employment*
6. *Uber Drivers, Grubhub Delivery and the “Gig Economy”*

B: Employee Rights and Employment Discrimination (Expected Date: 5/18)



i. Readings:

1. *Cross & Miller – Chapter 21*
2. *EEOC v. Abercrombie & Fitch (Canvas)*
3. *Bostock v. County (Canvas)*
4. *Coats v. Dish Network (Canvas)*

ii. Discussion Topics:

1. *Marijuana and the Workplace*
2. *Gender Discrimination, Sexual Harassment, and LGBTQ Discrimination*
3. *Religious Accommodations*

C: Assignments

1. Quiz #6 (Agency, Employment & Discrimination) due on 5/18 by 11:59pm on Canvas.

Module 7: Torts

A: Intentional Torts & Negligence (Expected Date: 5/20)

i. Reading:

1. *Cross & Miller – Chapter 6 (pp. 112-127)*
2. *Palsgraf v. Long Island Rail Road (Canvas)*
3. *Leibeck v. McDonald's, "Hot Coffee" Case (Canvas)*
4. *Carroll Towing – Learned Hand Formula (Canvas)*
5. *POM v. Coca-Cola (Canvas)*

ii. Discussion Topics:

1. Harms to People, Property, Products, Privacy and Reputation
2. Tortious Interference and Unfair Competition; Defenses

B: Causation & Tort Damages (Expected Date: 5/25)

i. Reading:

1. *Cross & Miller – Chapter 6 (pp. 127-133)*

ii. Discussion Topics:

1. *Negligence: Reasonable Person, Custom, Efficiency, Statute*
2. *Defenses and Causation*
3. *Compensatory, Nominal and Punitive Damages*

C: Assignments

1. Quiz #7 (Torts) due on 5/25 by 11:59pm on Canvas.

Module 8: Business Crimes

A: Criminal Procedure, Intent & Punishment (Expected Date: 5/27)

i. Readings:

1. *Cross & Miller – Chapter 10 (pp.187-192)*
2. *Cross & Miller – Chapter 4 (pp. 82-83)*
3. *Katz v. United States (Canvas)*
4. *Principles of Fed. Prosecution of Business Orgs. (Canvas)*

ii. Discussion Topics:

1. *Mens Rea*



2. *Procedural Rights (4th Amendment, 5th Amendment)*
3. *Arthur Anderson and Corporate Criminal Liability*
4. *Compliance Programs and Sentencing Mitigation*

B: Bribery and Insider Trading (Expected Date: 6/1)

i. Readings:

1. *Cross & Miller – Chapter 10 (pp. 195-198)*
2. *Cross & Miller – Chapter 28 (pp. 595-606)*
3. *Bribery:*
 - a. *McDonnell v. US (Canvas)*
 - b. *FCPA Resource Guide (Canvas)*
 - c. *United States v. Kay (Canvas)*
 - d. *JP Morgan Non Prosecution Agreement (Canvas)*
4. *Insider Trading:*
 - a. *SEC Rule 10b-5;*
 - b. *U.S. v. O'Hagan (Canvas)*
 - c. *Dirks v. SEC (Canvas)*
 - d. *Salman v. US (Canvas)*

ii. Discussion Topics:

1. *Bribery and the Foreign Corrupt Practices Act*
2. *Insider Trading: Classical Theory, Misappropriation, Tippers & Tippees*

C. Assignments

1. Quiz #8 (Business Crime) due on 6/1 by 11:59pm on Canvas.

Module 9: Intellectual Property

A: Copyright & Trademark (Expected Date: 6/3)

i. Readings:

1. *Cross & Miller – Chapter 8 (pp. 150-157; 160-164)*
2. *Feist v. Rural Telephone (Canvas)*
3. *Kellogg v. Nabisco (Canvas)*
4. *Mod Market Trademark Dispute (Canvas)*

ii. Discussion Topics:

1. *Copyright*
2. *Trademark*

Optional Ethics Assessment (“The Ambogen Case”) Due Via Canvas by Sunday, June 6 at 11:59pm.

B: Patent & Trade Secret (Expected Date: 6/8)

i. Readings:

1. *Cross & Miller – Chapter 8 (pp. 157-160; 164-165)*
2. *Alice v. CLS Bank (Canvas)*
3. *PepsiCo v. Redmond (Canvas)*



ii. Discussion Topics:

1. *Patents*
2. *Trade Secrets*

C: Assignments

1. Quiz #9 (Intellectual Property) due on 6/8 by 11:59pm on Canvas.

THERE IS NO SEPARATE FINAL EXAM.