

UNIVERSITY OF CALIFORNIA DAVIS
GRADUATE SCHOOL OF MANAGEMENT

MGT/MGP 215

Managers and the Legal Environment

Spring 2012

Steven J. Green

COURSE OUTLINE

Classroom & Time: 2310 Gallagher Hall – Thursdays – 6:30 - 9:30 PM

Office Hours: TBA

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Textbook: Managers and the Legal Environment, 6th Ed.,
Bagley & Savage

COURSE DESCRIPTION

To excel, managers and entrepreneurs must understand the legal environments which impact all businesses and should know how to operate within such legal constraints. The course will address the legal aspects of business relationships and business agreements. The focus of this course is to teach students to identify and manage legal issues, hopefully before the same become legal problems. The subjects to be covered include forms of business organizations, duties of officers and directors, intellectual property, antitrust, contracts, employment relationships, and debtor-creditor relationships including bankruptcy proceedings.

Course Objective

The goal of this course is not to teach business managers to think (or be) like lawyers but to work effectively with lawyers and to confidently address business - legal issues. To accomplish this objective students will be exposed to a broad range of legal issues which managers and entrepreneurs can expect to encounter including direct government regulation of business and indirect governmental impact on businesses. To the extent students desire power point, "take-aways", etc., that is primarily accomplished by the text. The class sessions will not substitute for the text but enhance what students have read. Finally, the class comprises 10 lectures. The class "theme" may not be apparent during the beginning of the first class but will become almost obvious during the quarter.

FIRST CLASS SESSION

For all of the ten class sessions to be meaningful it is requested that students complete the first reading assignment by the beginning of class on April 5.

CLASS PARTICIPATION

Class participation is mandatory. The purpose for this requirement is not so that each session can resemble a student's expectation, or my memories, of a law school class. Rather, the development of verbal skills is an integral part of addressing business - legal issues. The effectiveness of businesses' communication with lawyers, and the hoped-for successful lawyering on behalf of business clients, depends on the manager's and the lawyer's ability to effectively communicate, including using the ancient "medium" of face-to-face discussions. Questions and comments are welcome at all times and students are encouraged to present or explore new ideas rather than rote repetition of rules and basic facts. In addition, some classes will include presentations by distinguished visitors and students will be expected to question and interact with these speakers. Missed class sessions will result in a reduction in a student's class participation grade. Any student who misses three classes will not pass the class.

READINGS - WRITING ASSIGNMENTS - FINAL EXAMINATION

The required textbook, Managers and the Legal Environment is an MBA text with a combination of legal and managerial analysis. The text also includes summaries and discussions of court cases and, in many instances, of the underlying business events and decisions which led the participants to court. You must have the current version of this text.

Writing assignments will involve each student submitting, at the beginning of the next week's class (except April 19, 2012), a not less than a two page response to

one, and only one, of the hypotheticals ("Questions and Case Problems") listed in the class schedule for each of the assigned chapters for that week ("HW Hypo.'s"). No matter how many chapters are assigned, you need only answer one question for each week, not for each chapter. In this way students have the latitude to address a hypothetical involving facts or legal issues which may interest you more than others. No more than one paragraph of the assignment may repeat or rephrase the issue(s) being addressed. You are not expected to read any case decisions or to access any other secondary sources. However, if you do, no credit will be given for any writing assignment which simply regurgitates a judicial opinion or a secondary source (in other words, I am unforgiving about cut and paste from the Internet). Further, any secondary sources relied upon must be cited. Late writing assignments will be accepted and will be graded absent any reduction in grade. However, for each writing assignment that is received late, there will be a reduction in a student's class participation grade.

There will be an in-class, open book final examination on June 14. Please note that the last writing assignment will also be due on June 14.

GRADING

The grade will be based upon the following components, all of which must be completed to receive a passing grade (in other words, a superlative final examination and excellent writing assignments will not suffice to negate a failure to participate in class):

Class Participation	33 1/3%
Homework	33 1/3%
Final examination	33 1/3%

OTHER ADMINISTRATIVE DETAILS

No student may use a computer, blackberry or other device during class. There will be no exceptions. I will be more than happy to answer your questions and discuss any issue at any time. However, I travel frequently. In addition to e-mail, my voice mail is always on and I check my voice mail even on the weekends. If you call and get my voice mail message, please heed my request to leave a return telephone number.

CLASS SCHEDULE

Due to the other commitments of guest speakers, the chapter assignments may be rearranged. More than adequate advance notice will be provided if such changes will occur.

Date	Chapters	HW Hypo.'s
April 5	1 – Law, etc. 2 – Ethics, etc. 3 – Courts, etc. 4 – Constitutional Basis for Business Regulation	To be distributed
April 12 & 19	7 – Contracts 8 – Sales 5 – Agency	To be distributed
April 26	9 – Torts 10 – Product Liability	To be distributed
May 3	12– The Employment Agreement 13– Civil Rights, etc. Guest Speaker: Damon Ott Little Mendelson San Francisco, CA	To be distributed
May 10	11 – Intellectual Property 25 – International Law, etc. Guest Speaker: David Owens San Jose, CA	To be distributed
May 17	20 – Forms of Business Organization 21 – Directors, etc. 22 – Public & Private Offerings 23 – Securities Fraud, etc. Guest Speaker: William Alderman Orrick Herrington & Sutcliff San Francisco, CA	1, 2 5 3 2

May 24	17 – Antitrust Thomas Greene Special Litigation Counsel FTC San Francisco, CA	6, 8
May 31	24 – Debtor – Creditor Guest Speaker: Hon. Michael McManus Judge, United State Bankruptcy Court Eastern District California	2, 4
June 7	16 – Environmental Law	To be distributed
June 14	Final Examination	