

**UNIVERSITY OF CALIFORNIA DAVIS
GRADUATE SCHOOL OF MANAGEMENT**

MGB 215

**Business Law
Managers and the Legal Environment**

Summer 2016

Steven J. Green

COURSE OUTLINE

Classroom & Times: San Ramon, Saturday
9:00 AM – Noon & 1:00 PM – 4:00 PM

Dates: June 25, July 9 & 23, August 6, 20 & 27

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Textbook: Managers and the Legal Environment, 8th Ed.,
Bagley

Office Hours: 8:30-9am, before class and 4-5:30pm, after class

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, criminal law 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.

FIRST CLASS SESSION

For all of the ten class sessions to be meaningful it is requested that students complete the first reading assignments by the beginning of classes on June 25.

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. Unlike what you may have been told about law school instructors, students will not be castigated or corrected for any comments that are made or for any questions that are asked. 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, at least two 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 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.

Writing assignments will involve each student submitting, at the beginning of the next session's classes, a not less than a two page response to one, and only one, of the hypotheticals ("Questions and Case Problems") either

listed in the class schedule for the assigned reading for each of these classes or which I will distribute ("HW Hypo.'s"). However, 1) as the June 25 afternoon and July 9 morning classes involve the same chapters, only one writing assignment is due from these two classes, on July 23.

No more than one paragraph of the assignment may repeat or rephrase the issue(s) being addressed. No credit will be given for any writing assignment which simply regurgitates a judicial opinion or a secondary source. Further, all non-text sources must be cited. All assignments must reflect analysis, grammar, etc., of a UC graduate student. 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 August 27. Please note that the last writing assignments will also be due on August 27.

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 other than during office hours. In addition to E-mail, my office 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	Time & Chapters	HW Hypo.'s
June 25	<u>9:00 AM - Noon</u> 1 - Law, etc. 2 - Ethics, etc. 3 - Courts, etc. 4 - Constitutional Bases for Business Regulation	To Be Distributed
June 25	<u>1:00 PM - 4:00 PM</u> 7 - Contracts 8 - Sales 5 - Agency	
July 9	<u>9:00 AM - Noon & 1:00 PM - 4:00 PM</u> 7 - Contracts 8 - Sales 5 - Agency	To Be Distributed
July 9	<u>9:00 AM - Noon</u> 19 - Forms of Business Organization 20 - Directors, etc. 21 - Public & Private Offerings 22 - Securities Fraud, etc. Guest Speaker: William Alderman Orrick Herrington & Sutcliff San Francisco, CA	To Be Distributed

Date	Time & Chapters	HW Hypo.'s
July 23	<u>9:00 Am - Noon</u> 9 - Torts 10 - Product Liability	To Be Distributed
July 23	<u>1:00 PM - 4:00 PM</u> 12 - The Employment Agreement 13 - Civil rights, etc. Guest Speaker: TBA	To Be Distributed
August 6	<u>9:00 AM - Noon</u> 16 - Antitrust Guest Speaker Thomas Greene Special Counsel Federal Trade Commission San Francisco	To Be Distributed
August 6	<u>1:00 PM - 4:00 PM</u> 15 - Environmental Law	To Be Distributed
August 20	<u>9:00 AM - Noon</u> 11 - Intellectual Property 24 - International Law, etc. Guest Speaker: David Owens Owens Tarabichi San Jose, CA	To Be Distributed
August 20	<u>1:00 PM - 4:00 PM</u> 23 - Debtor - Creditor 14 - Criminal Law	To Be Distributed
August 27	<u>9:00 AM - Noon</u> Final Examination	