

Business Law – MGT/MGP 215
Thursdays, 6:30-9:30, Classroom GH 1302

SYLLABUS - WINTER 2017

Course Resources

Instructor: B.J. Susich, LL.M., JD, MBA, CPA, CFE
Email: bjsusich@boutinjones.com (preferred); bjsusich@ucdavis.edu. (Indicate “MGT/MGP 215” in subject line)
Phone: (916) 321-4444 (work)
Office Hours: After class, by appointment and by phone
Textbooks: Bagley, Constance E., *Managers and the Legal Environment*, Seventh edition. South-Western Cengage Learning, 2013, Print. ISBN-13: 9781111530631.

Course Objective

To excel, managers and entrepreneurs must understand the legal environment within which they operate. This course will explore the interplay of law, business and society from the perspective of business managers. While time will be spent learning to identify legal issues, the core focus of the course will be on learning to manage them. Numerous guest lecturers, each with a different legal specialty, will provide their perspective and answer your many questions.

The course will cover many practical topics, including choice of business entity (corporations vs. LLCs vs. partnerships), getting the most out of your company’s legal advisors, planning for exit events, alternative dispute resolution and strategies for negotiating legal documents. Time will also be spent considering the most relevant law in specific subject areas, including the law of contracts, torts, products liability, intellectual property, employment, environmental law, real property, creditor relations, bankruptcy and securities, among others.

Success in the marketplace is not the product of financial returns alone—it is measured by the relative values of returns and risk. Much of business school focuses on generating returns—but few MBA courses teach you how to evaluate and minimize risk. Keep this perspective in mind as we explore the materials.

Eligibility

Students who have attended a US law school must seek instructor approval.

Participation & Attendance

Class participation is a factor in grading. Students are expected to be prepared to discuss reading assignments and to engage in class discussions. Quality of participation is more important than quantity.

Attendance is mandatory, and a factor in grading. Unless you are ill, injured, have an urgent medical appointment, or are unable to attend class for some other very good reason, you should be in attendance. It is understood and anticipated scheduling issues arise, including employment related conflicts that may be out of the control of students. Accordingly, missing a class for good reason will not affect a student’s grade. However, with only ten classes students should expect that multiple absences, even if for good reason, may start to. Students should contact the instructor immediately if something significant takes place in their life that is likely to cause them to miss more than one class period. Often arrangements can be made to alleviate or minimize (depending on the number of absences) any effect on grades. Delays in contacting the instructor, however, may reduce the options available for addressing the situation.

While attendance and participation are, collectively, a weighted item in determining overall grades, there are minimum expectations. Four or more absences, or three absences coupled with a lack of participation when present, or could result in a failing grade despite other coursework.

Laptops and Cell Phones

Laptop screens can be a distraction to other students when used for purposes unrelated to class. While laptops are allowed, please limit your use to taking notes and viewing materials related to our discussion. Please also turn your cell phones to silent and avoid checking them during class. If you have some important reason to have your cell phone out, please let me know prior to the start of class.

Homework

Homework will be assigned, and should be submitted on the due date indicated. Each homework assignment will receive a grade based on a 100 point scale. Each student's lowest homework score will be dropped and their remaining homework scores averaged in determining the final homework grade. Late homework will be accepted, but will be noted. Repeated late submissions will be factored into the participation/attendance grade. All homework assignments must be complete to receive a passing grade—i.e., you may not simply skip an assignment expecting to use that as your drop. Also, you should be aware that because each homework assignment is centered around a chapter of the text, rather than a lecture, it is possible that multiple homework assignments will be due the same day.

Each homework assignment will involve answering one or more questions. Generally, the questions will be open-ended and require a thoughtful response. Students may not spend more than a few sentences, if any, repeating or rephrasing the issue(s) being addressed. Do not regurgitate the text or a secondary source, and cite any secondary sources used (though none are required). A good answer will demonstrate an ability to identify issues, an ability to identify relevant facts, and an ability to apply the law to a situation or fact pattern.

Pre-class Assignment

There are some legal underpinnings that will set the foundation for the Quarter, but it will also be advantageous to get them out of the way quickly in order to move on to more practical topics. Accordingly, please read chapters 1-4 prior to the first class.

Examinations

The first midterm will take place during the third class, on **January 26th**. It will cover chapters 1-5 only. The purpose of the first midterm is to ensure a solid understanding of the fundamentals before we begin our exploration of specific areas of law. The second midterm will take place during the eighth class, on **March 2nd**. It will cover chapters 19-20 only. The purpose of the second midterm is to reinforce business organization and corporate governance issues likely to be ever-present throughout your career. Both midterms will be closed book/note, and the format will be multiple choice.

The final exam will likely be an open-book take-home exam directed at both particular issues and major themes. The format will be short answer, fill-in and short-essay responses.

Project

Near the end of the quarter a take-home project will be given. The details of the final project will be discussed in class. It is likely to be an assignment that can be completed individually, or in a group of two if you prefer.

Performance Evaluation

Classroom Participation	20%
Homework (drop 1)	20%
Midterm 1 (chapters 1-5 only)	12%
Midterm 2 (chapters 19-20 only)	12%
Project	14%
Final Exam	22%

Note the 76% of your grade is based on participation, homework, a project and an open/book take-home exam. These are all well within your control, and general provide an opportunity to obtain, through preparation and hard work, whatever grade you desire.

Class Webpage

The class webpage can be accessed through Smartsite. You are responsible for any information distributed through Smartsite, including email distributions. Generally, email communications are “archived.”

Anticipated Class Schedule (Subject to Change)

January 12 - Chapters 1-3
January 19 - Chapters 3-5
January 26 - Chapters 7-8; **Midterm 1**
February 2 - Chapters 8-9; Universal contract terms
February 9 - Chapter 11-12; Speaker
February 16 - Chapter 12-13; Speaker
February 23 - Chapters 19-22
March 2 - Chapters 16-18; **Midterm 2**
March 9 - Chapter 23; Speaker
March 16 - Chapter 10; Speaker
March 23 - **Take Home Final Exam Due**

Note: We will not cover chapters 6, 14, 15 and 24 of the text, as well as portions of some of the other chapters. Keep in mind that some of the topics covered in the text are entire semester long classes, or even multi-term classes, in law school. Making the best use of our 3 units requires leaving some less important topics off of the table, or we run the risk of going to shallow on what we do cover.

About the Instructor

B. J. Susich is an attorney with Boutin Jones Inc. in downtown Sacramento (www.boutinjones.com). His practice focuses on start-up business ventures, mergers and acquisitions, tax planning, tax controversy, executive compensation, complex financing arrangements and non-profit entities. He is licensed as a Certified Public Accountant and a Certified Fraud Examiner and, prior to the practice of law, worked in public accounting providing taxation, auditing and financial statement compilation services. He received his LL.M. in Taxation from New York University, his J.D. from the UC Davis King Hall School of Law and his MBA from the UC Davis Graduate School of Management. He regularly revisits academia, teaching courses in law, accounting and technology management at the UC Davis Graduate School of Management and UC Davis School of Law. He also regularly teaches continuing education courses for organizations such as Continuing Education of the Bar (CEB) and various Northern California bar organizations. He is a former President of the Sacramento County Bar Association—a 2,500 member business league organized to enhance the system of justice in the greater Sacramento area.