

UNIVERSITY OF NOTRE DAME
MBA: BUSINESS LAW FOR MANAGERS (MBLW 70600-02)
SPRING, 2008

Course: MBA: Business Law For Managers – 2.0 Credits
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Required Texts: West's Business Law, 10th Edition, Clarkson, Miller, Jentz & Cross

GENERAL INFORMATION AND COURSE REQUIREMENTS:

1. Course Description and Objectives: Business Law for Managers provides the graduate student of business with a general overview of the legal system as that institution relates to the manager's role in the business community. The course's primary focus is on the law of torts, contracts and sales, employment law, entity selection and related tax issues. The course also includes a particularly in depth focus on corporate (entity) governance and operation, shareholder / stakeholder concerns, and related legal issues.

In order to provide a high-quality class that will prepare the graduate business student for careers that may involve significant legal principles, this class will incorporate topics and teaching methodologies that focus on:

- Communication
- Critical Thinking
- Ethics
- Global Issues
- Management Leadership
- Problem Solving
- Research
- Teamwork
- Technology

2. Class Format: Following this general information and the course requirements is a syllabus setting forth reading assignments. The reading assignments should generally be completed prior to class and the student must be prepared to discuss the material covered in each chapter. Classroom participation and discussion is a vital component to this class and the student's grade will reflect effort in the classroom. A summary of a 'typical' class is outlined at the end of this syllabus – time constraints may require deviation and the Professor reserves the right to modify any class schedule.
3. Examinations: There will be one examination during the semester and a partially cumulative final examination; only select chapters from the earlier material will be tested on the final. The examinations will be weighted with at least 90% of the examination material coming from classroom lectures and up to 10% coming from the assigned reading material.

The mid-term examination will be held during a regularly scheduled class which will run until 7:00 p.m. that evening.

4. Grading: The final grades will be calculated as follows:

Points / %

50 / 12.5%	One paper/presentation of ten (10) pages in length (half of grade for presentation – depending on class size, students will work in groups of four, five, or six as determined by the professor). This component of the class grade will require the student to perform computer-drive (internet) research utilizing various legal data bases. If necessary, a class will be devoted to illustrate the use of various research data bases.
50 / 12.5%	Case summaries and class enhancement – participation / discussion / leadership
100 / 25.0%	11 quizzes - assignments / top 10 count @ 10 points each.
100 / 25.0%	Midterm Examination.
<u>100 / 25.0%</u>	<u>Final Examination.</u>
400 / 100%	

A	95% - 100%	C	74% - 77.9%
A-	91% - 94.9%	C-	69% - 73.9%
B+	88% - 90.9%	D	60% - 68.9%
B	84% - 87.9%	F	59% or Lower
B-	80% - 83.9%		
C+	78% - 79.9%		

The grading scale will be no more stringent than the above distribution. However, if the results of an examination demonstrate that problems in length or difficulty existed in the examination, a curve may be implemented, allowing a student to earn a higher grade than the above scale would provide.

SYLLABUS

- Class 1 Introduction to Class, Class Overview / Chapters 1 (Introduction to Law), 2 (Courts and Alternative Dispute Resolution), and 9 (Criminal Law).

This class acquaints the student with the historical evolution of the American Legal System, the benefits, pitfalls, and cost of litigation, and the potential criminal sanctions for imprudent or dishonest business decisions.

- Class 2 Chapters 6 (Torts) and 7 (Negligence and Strict Liability) (Quiz No. 1).

These chapters introduce the graduate business student to the various non-contract civil liabilities that business owners and managers face in day-to-day operations from employee-agent actions and products, as well as various defenses to such liability.

- Class 3 Chapters 10 (Nature and Terminology of Contracts), 11 (Agreement), and 12 (Consideration) (Quiz No. 2).

As every business decision correlates to contractual agreements / decisions, these introductory contract chapters present and illustrate contract concepts to the business student, while providing critical drafting strategies for future business decision-makers.

Class 4 Chapters 13 (Capacity and Legality) and 14 (Genuineness of Assent) (Quiz No. 3). Chapters 15 (Statute of Frauds) and 16 (Third Party Rights) (Draft of Paper/Presentations) (Quiz No. 4).

These topics explore advance aspects of contract formation and potential arenas of attack for the corporate officer or manager who must attempt to either enforce or avoid contractual obligations.

Class 5 Chapters 17 (Performance and Discharge) and 18 (Breach of Contract and Remedies) (Quiz No. 5).

Inevitably, all businesses and managers deal with broken / breached contracts. In these concluding common law contract chapters, future business men and women discuss and research the myriad of contract remedies available under the U.S. legal system as well as opportunities created by way of careful contract drafting.

Class 6 Midterm Examination – Covering all assigned materials and materials discussed in class lectures to date.

Class 7 Review of Midterm Examination; Chapters 20 (Formation of Sales Contracts) and 21 (Title, Risk and Insurable Interest) (Quiz No. 6).

This class begins to illustrate the significant differences between common law contract rules and statutory sources of law. Specifically, students will compare and contrast the Uniform Commercial Code contract formation and enforcement process with the previously-studied common law rules.

Class 8 Chapters 22 (Performance of Sales Contracts and Remedies) (Quiz No. 7). Chapters 23 (Sales Warranties) (Quiz No. 8) (Presentations).

These chapters conclude a comprehensive approach to understanding contractual obligations, rights, and drafting issues. Students will also begin presenting the results of their collaborative research efforts in order to more deeply explore legal topics of choice as they relate to future management roles and decisions.

Class 9 Chapters 31 (Agency Formation and Duties) and 32 (Liability to 3rd Parties) (Quiz No. 9) (Presentations).

These topics present the future manager with a detailed analysis of her responsibilities when supervising employees and independent contractors. Students will continue to present the results of their collaborative research

efforts in order to more deeply explore legal topics of choice as they relate to future management roles and decisions.

Class 10 Chapters 33 (Labor and Employment Law) and 34 (Employment Discrimination) (Quiz No. 10) (Presentations)

These chapters present the future manager with additional detailed analysis of her responsibilities when hiring, promoting, supervising, and terminating employees and independent contractors. Students will continue to present the results of their collaborative research efforts in order to more deeply explore legal topics of choice as they relate to future management roles and decisions.

Classes 11&12 Chapters 35 (Sole Proprietorships) 36 (Partnerships) 37 (LLC) (Quiz No. 11) (Presentations).

As most business students aspire to own or operate 'their own business' these chapters acquaint the graduate student with considerations relative to selecting a proper business entity, including the cost, liability issues, tax factors, and capital functions associated with such. Students will continue to present the results of their collaborative research efforts in order to more deeply explore legal topics of choice as they relate to future management roles and decisions.

Class 13 Chapters 38 (Corporations – Formation) 39 (Corporations - Directors, Officers, Owners, and Stakeholders) (Quiz No. 11) (Presentations).

These topics provide the graduate students with an extensive analysis of the operation and function of Corporations and their officers and directors. The students will conclude the study of entity by selecting a preferred entity for a hypothetical classroom problem involving the students' anticipated future business venture. Students will continue to present the results of their collaborative research efforts in order to more deeply explore legal topics of choice as they relate to future management roles and decisions.

Class 14 Final Exam / Or per MBA Office Schedule

Typical Class

5:00 p.m. – Convene / opening prayer / class announcements – housekeeping items.

5:05 p.m. – Current legal event(s) / issues / student presentation(s).

5:10 p.m. – Lecture / discussion of assigned materials – students are expected to participate significantly in this part of the class and to be familiar with the cases addressed in the reading assigned for the class

6:00 p.m. – Very brief stretch break.

6:02 p.m. – Class exercise or quiz / discussion of specific handout materials.

6:15 p.m. – Additional lecture / student presentation(s).

6:50 p.m. – Dismissal.