UNIVERSITY OF CALIFORNIA DAVIS
GRADUATE SCHOOL OF MANAGEMENT

MGT 215

Managers and the Legal Environment

Winter 2008

Steven J. Green

COURSE OUTLINE

Classroom & Time: 261 AOB IV Tuesday 6:00 - 9:00 PM

Office Hours: Tuesday 5:00 - 6:00 PM

Office: 103 AOB IV

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Textbook: Managers and the Legal Environment, 5th Ed., Bagley (Harvard University) & Savage, West Publishing
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. To the extent students desire agendas, “take-aways”, etc., that is 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 “theme” of the class may not be apparent during the beginning of the first class but will become 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 January 8.

**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
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, many 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. 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 January 22, 2007), 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 each
week. 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. Certain of the questions are based upon and cite court cases. You are not expected to read any case decision 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). Further, all 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 March 18. Please note that the last writing assignment will also be due on March 18.

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 on Tuesday. 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.

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<thead>
<tr>
<th>Date</th>
<th>Chapters</th>
<th>HW Hypo.’s</th>
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<tbody>
<tr>
<td>January 8</td>
<td>1 – Ethics, etc.</td>
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<td></td>
<td>2 – Constitutional Bases for Business</td>
<td>6, 10</td>
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<td></td>
<td>Regulation</td>
<td>5, 8</td>
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<td></td>
<td>3 – Courts, etc.</td>
<td>5, 7</td>
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<td>4 – ADR</td>
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<td>January 15</td>
<td>7 – Contracts</td>
<td>3, 7</td>
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<td>&amp; 22</td>
<td>8 – Sales</td>
<td>5, 7</td>
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<td></td>
<td>5 – Agency</td>
<td>1, 3</td>
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January 29  
9 – Torts  
10 – Product Liability  
   Richard Bertolino  
   Sacino, Bertolino & Hallissy  
   Sacramento, CA

February 5  
16 – Antitrust  
Guest Speaker:  
   Thomas Greene  
   Special Assistant Attorney General  
   California Department of Justice

February 12  
11 – Intellectual Property  
25 – International Law, etc.  
Guest Speaker:  
   David Owens  
   Morgan Lewis, et al.  
   Palo Alto, CA

February 19  
19 – Forms of Business Organization  
20 – Directors, etc.  
22 – Public & Private Offerings  
23 – Securities Fraud, etc.  
Guest Speaker:  
   Lizanne Thoms  
   Jones Day Reavis & Pogue  
   Atlanta, GA
February 26  
15 – Environmental Law
Guest Speaker:
Ed Weil
Supervising Deputy Attorney
General
California Department of Justice

March 4  
24 – Debtor – Creditor
Guest Speaker:
Hon. Michael McManus
Chief Judge,
United State Bankruptcy Court
Eastern District California

March 11  
12– The Employment Agreement
13– Civil Rights, etc.
Guest Speaker:
Richard Bertolino
Sacino, Bertolino & Hallissy
Sacramento, CA

March 18  
Final Examination