2017

BLAW 550-03 Business Law and Ethics

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XAVIER UNIVERSITY
WILLIAMS COLLEGE OF BUSINESS
SPRING 2017
SYLLABUS for BLAW 550-03
Business Law and Ethics
Tuesday 6:00 – 8:30 p.m.
Smith Hall 347

Professor Robert C. Brichler, J.D. 105 Smith Hall, Xavier University, 3800 Victory Parkway, Cincinnati, Ohio 45207-1211. Telephone: (513) 745-3973, e-mail: brichlerr@xavier.edu.

Office Hours: Tuesday 8:30 p.m., and as agreed or available. Prof. Brichler also checks e-mail regularly during business hours, and will try to respond as promptly as possible. The course uses the Canvas Learning Management System; for issues with it refer to the online guide, or call Xavier’s Help desk, or the Canvas hotline: 1.855.778.9967.

Williams College of Business Mission Statement: “We educate students of business, enabling them to improve organizations and society, consistent with the Jesuit tradition.” This tradition includes integrating culture and responsibility, individual accountability and growth, and service to others.

BLAW 550 satisfies the WCB Mission Statement by exposing students to both the legal and ethical aspects of business. Course topics include: (1) litigation and the court system, (2) business ethics, (3) culture and compliance (4) sustainability (5) risk allocation, (6) corporate governance, (7) privacy, (8) loyalty, (9) whistleblowing, (10) worker health and safety; (11) regulatory environment and (12) diversity in business. Understanding this business material is critical for managers to successfully navigate the legal challenges they will face during their career. Viewing the material through both legal and ethical perspectives is consistent with the Jesuit tradition.

COURSE DESCRIPTION:
The course is structured around an organization’s core values (i.e., leadership, integrity, honesty, etc.). The course explores the relationship between law and ethics by discussing legal concepts (i.e., compliance, governance, discrimination, products liability), then analyzing the ethical implications of these same topics. The class format will include lecture, case analysis, and discussion using the Socratic Method and groups, and student team projects. Students take weekly quizzes and research and write a paper exploring an approved business legal and/or ethics topic they select.

COURSE MATERIALS:
Text

Additional Materials: As assigned, including Canvas postings under course Modules.

WCB MBA Learning Goals and BLAW 550 Course Objectives
1. Strategic Thinking and Leadership
Learning Goal: WCB MBAs will be able to position organizations in chosen market areas, compete successfully, and satisfy stakeholders with the objective of achieving superior organizational performance.
Corresponding Objective: MBA students will demonstrate the ability to articulate a vision and set and prioritize strategic objectives.
**Corresponding Strategic Thinking and Leadership BLAW 550 objectives:**

Students will be able to:

- describe foundational legal and ethical principles relevant to organizations and individuals in the workplace.
- incorporate legal and regulatory principles into organizational decision making and planning strategically

**2. Global Perspective and Cultural Diversity**

*Learning Goal:* WCB MBAs will be able to work across cultural boundaries, whether these are geographical or societal, in that they possess a recognition and appreciation of the global environment of business and an understanding and appreciation of diversity.

*Corresponding WCB MBA Objective:* MBA students will incorporate the concepts of global diversity and inclusiveness in their analyses and decision-making.

*Corresponding Global Perspective and Cultural Diversity BLAW 550 Objective:* Students will be able to:

- Integrate the concepts of respect, inclusiveness and valuing all persons into their decision-making.

**3. Ethics and Social Responsibility**

*Learning Goal:* WCB MBAs are able to foster an ethical climate in their roles and responsibilities in business and society.

*Corresponding WCB Objective:* MBA students will recognize ethical issues and demonstrate the skills necessary to analyze information and make informed, ethical decisions in complex, conflicting or ambiguous environments or situations.

*Corresponding BLAW 550 Ethics and Social Responsibility Objectives*

Students will be able to:

- Critically assess the legal and ethical implications of business decisions
- Resolve conflicts between legal and ethical responsibilities in the business context.
- Incorporate legal and regulatory principles into organizational decision-making and planning strategically.
- Integrate the concepts of respect, inclusiveness and valuing all persons into their decision-making.
- Identify the ethical path and serve as responsible members of society.

**4. Critical Thinking**

*Learning Goal:* WCB MBAs are able to clarify problems, generate and evaluate alternatives using appropriate analytical and quantitative techniques, and draw conclusions.

*Corresponding WCB MBA Objective:* MBA students will evaluate organizations and recommend optimal strategies and actions demonstrating their ability to understand context, frame problems and use appropriate analytical and quantitative techniques.

*Corresponding BLAW 550 Critical Thinking Objective:*

Students will be able to:

- Analyze and explain judicial, legislative and regulatory developments relating to business organizations.
5. Effective Written and Oral Communication

Learning Goal: WCB MBAs are proficient in written and oral communication.

Corresponding WCB MBA Objectives:
- MBA students will demonstrate their ability to clearly summarize issues and support decisions in writing.
- MBA students deliver professional presentations accompanied by the appropriate technology.
- MBA students demonstrate effective interpersonal communications skills in a team setting.

Corresponding Effective Written and Oral Communication BLAW 550 Objective:
Students will be able to:
- Clearly and professionally communicate information and concepts in writing and orally, using appropriate technology where relevant.

COURSE ASSESSMENT:
Evaluation of student comprehension, reflection, and ability to integrate materials is multi-faceted. It is based on participation and preparedness for class topics, both in class and online, and contributions made. Performance on weekly quizzes also evaluates understanding of material. A research paper allows the student to explore a current business legal issue, and to refine and demonstrate writing, research and communication skills in discussing that topic. Finally, through a team project, students focus on and creatively lead a discussion of hypothetical ethical dilemmas on which the students and Prof. Brichler will agree.

TENTATIVE SEMESTER SCHEDULE

<table>
<thead>
<tr>
<th>Date</th>
<th>Title</th>
<th>Class Assignments: below and on Canvas under each class folder</th>
<th>Cases/Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>Module 1</td>
<td>Participant, Course and Syllabus Introduction</td>
<td>LE: 371-377</td>
<td>Review class syllabus; familiarize self with Canvas Course as needed.</td>
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<tr>
<td>1/10/17</td>
<td>Overview: The Legal System and Legal Research</td>
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<tr>
<td>Module 2</td>
<td>Ethics and Organizations</td>
<td>Lexis training/ room to be announced.</td>
<td>Yania</td>
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<tr>
<td>1/17/17</td>
<td></td>
<td>LE: pages 1-7, 11-32,</td>
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<tr>
<td>Module 3</td>
<td>Litigation, Class Actions and Business</td>
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<td>Prepare to identify and discuss issues in one current business litigation/class action lawsuit</td>
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<tr>
<td>1/24/17</td>
<td>Quiz #1</td>
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Always go to the Canvas course and open the documents folder for that week’s material. Usually there are extra web sites and .pdf articles to accompany that week’s reading. All of this material (including the web readings and .pdf articles) are “fair game” for quiz questions and class discussion. Please complete the journal assignment under Canvas by 11:59 p.m. the Sunday after the topic is discussed in class.
<table>
<thead>
<tr>
<th>Module</th>
<th>Date</th>
<th>Quiz #</th>
<th>Topic</th>
<th>LE:</th>
<th>Guest Speaker</th>
<th>Notes</th>
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<tbody>
<tr>
<td>Module 4</td>
<td>1/31/17</td>
<td>2</td>
<td>Corporate Governance and Social Responsibility</td>
<td>32-43; 214-221; 235-242</td>
<td>Citizens United</td>
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<td></td>
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<td></td>
<td>Submit Paper Topic</td>
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<td>Guest Speaker James Foundriest</td>
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<td></td>
<td>Supported by at least 3 Law journals properly cited</td>
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<td>Attorney at Law Procter &amp; Gamble</td>
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<td>Finalize and hand in Paper Topic and 3 legal sources</td>
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<td>Wyeth v. Levine</td>
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<td></td>
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<td></td>
<td>Work on paper</td>
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<td>Transport Corp. of America v. IBM</td>
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<tr>
<td>Module 7</td>
<td>2/21/17</td>
<td>5</td>
<td>Ethics, Culture and Compliance</td>
<td>To be announced</td>
<td>US v. O’Hagan</td>
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<td></td>
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<td></td>
<td>Develop Team Topic and Format Ideas</td>
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<td>521 U.S. 642(1997)</td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td>(work on team outline)</td>
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<td>557 U.S. 557(2009)</td>
<td></td>
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<tr>
<td>3/7/17</td>
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<td>No Class – Spring Break</td>
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<tr>
<td>3/14/17</td>
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<td>Work on Paper / Team Meetings</td>
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<tr>
<td>Module 9</td>
<td>3/21/17</td>
<td>6</td>
<td>Diversity: Ethical Decision-Making in the Legal Environment</td>
<td>LE: 126-137, 137-147</td>
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<td>Equal Protection, Race, Affirmative Action</td>
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<td>TEAM TOPIC DUE:</td>
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<td>E-mailed to Prof. Brichler by 9:00 a.m., 3/21/17</td>
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<td>RESEARCH PAPER DUE 3/21/17; ONE WEEK GRACE PERIOD TO SUBMIT PAPER</td>
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<td></td>
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<td>Gender Discrimination, Family Medical Leave Act</td>
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<td>END OF RESEARCH PAPER GRACE PERIOD</td>
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<tr>
<td>Module</td>
<td>Date</td>
<td>Quiz</td>
<td>Topic</td>
<td>LE Numbers</td>
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<td></td>
<td>Age and Disabilities Discrimination; Overview</td>
<td></td>
<td>Judge Timothy Hogan</td>
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<tr>
<td>Module 12</td>
<td>4/11/17</td>
<td>9</td>
<td><strong>Loyalty, Whistleblowing and Conflicting Ethical Obligations</strong></td>
<td>49-63, 78-80, 192-195</td>
<td>Kasky, Pierce, Milton, Winston</td>
<td></td>
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<tr>
<td>Module 13</td>
<td>4/18/17</td>
<td>10</td>
<td><strong>Privacy: Ethical and Legal Issues</strong></td>
<td>71-77, 87-114</td>
<td>Smyth, Wal-Mart, City of Ontario, Quon</td>
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<tr>
<td>Module 14</td>
<td>4/25/17</td>
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<td><strong>TEAM ETHICS PROJECTS</strong></td>
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<td>Module 15</td>
<td>5/2/17</td>
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<td><strong>TEAM ETHICS PROJECTS</strong></td>
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**COURSE GUIDELINES:**

Please help us all get the most from the classroom component by:

1. **Class attendance.** Because the class meets only one time on a specified topic, and class involvement, including in group projects, is essential to the learning environment, students who are unable to attend should notify Prof. Brichler promptly; missing more than one class falls short of meeting course requirements. By absence the student risks receiving a lower grade, or even a failing grade, depending upon the number of absences, regardless of the student's class participation, paper, team, or quiz scores.

2. **Being prepared** to discuss all assigned readings and cases in class. The best learning occurs by thoroughly preparing the material before class and actively engaging in discussion during class.

3. **Submitting only your own work product, returning tests and keeping them confidential, reporting cheating, plagiarism, or other ethics violations promptly.** (See paper requirements and university honor code.)

4. As a **courtesy** to all present, please turn off cell phones and other electronic devices prior to entering the classroom. Laptop use is only with respect to BLAW 550 purposes. Prof. Brichler will lower grades for disrespectful or distracting behavior, texting and surfing the web.

**GRADING**

Final grade cutoff: A >= 95, A- >= 92, B+ >= 88, B >= 85, B- >= 82, C+ >= 78, C >= 70, F < 70.
Grade weights:

- a. Quizzes ................................................................. 30%
- b. Class contributions and journals ....................... 25%
- c. Team Ethics Project ........................................... 15%
- d. Research Paper ................................................ 30%

TOTAL .................................................................. 100%

1. **QUIZZES** (30% of grade) one in each module. (There is no final examination.) BRING # 2 PENCIL TO CLASS. Each test will consist of multiple-choice questions, derived from the assigned readings and designated handouts for that class, and the last class presentations and discussions (not previous assigned reading unless discussed in class). Recognizing travel and other demands on students, the lowest quiz score is dropped, in lieu of a makeup quiz. No makeup quizzes are offered.

2. **CLASS CONTRIBUTIONS** (including Journal entries) (25% of grade): This is an important component of the class and the final grade. Students have a wealth of perspective, insight, and experience that adds value to the class. Being able to clearly and concisely express opinion and analysis is an important real-world skill. Students can earn up to 5 points per week toward their participation grade through class contributions and online journals. Grades reflect the quality of contributions, volunteering in class, being prepared, relating course materials to organizational challenges, offering feedback, contributing insight and material (e.g., information about effective policies, sharing articles) and a journal reflection.

   **Journal.** The Jesuit tradition includes integrating culture and responsibility, individual accountability and growth, and service to others. It also includes discernment and reflection. During this course you will write reflection on course material and submit it under the journal Assignments on Canvas; only Prof. Brichler will read it. Your journal is your opportunity to *incorporate ethics and the Jesuit tradition into the material you have studied* in each module and to reflect upon (not reiterate) the topic covered. It is *not* for summarizing course legal concepts. These remain “open” during the time the chapter is discussed in class (until 11:59 p.m. the Sunday after the topic is first discussed in class) and are credited to your contribution grade.

   Outstanding contributions to the class discussion will:
   - Display effective preparation for class, including bringing in additional materials and insights
   - Reflect a desire to add value to classmates, the flow of the class as the professor directs, and to the topic(s) presented
   - Reveal critical thinking, that is, demonstrating an insight of issues, distinctions, legal principles, reasoning, and related issues and concepts
   - Contribute an understanding of ethical reasoning, embracing stakeholders, values, alternatives, and impact of decision-making
   - Include a journal entry that shows a reflection of societal and ethical issues pertaining to the topic covered that week and demonstrates an understanding of the multi-layered aspects of business ethics issues and ethical decision-making.

Absences, missing parts of class, failing to do the journal assignment, disruptive behavior, failure to engage in the class, using electronic devices unrelated to class and not being prepared will reduce grades.

3. **TEAM ETHICS PROJECT** (15% of grade): In approximately 25 minutes, teams present a course-related ethical business dilemma, and lead the class in exploring the ethical issues implicated. Your grade is based on your individual contribution, the quality and creativity of the team’s presenting the material, its substance/ depth, originality and use of effective teaching
techniques and the extent of engaging students in the discussion. In addition, each student is expected to participate fully during other teams' sessions. Using audio/visual devices, including an original video presentation, role play, quizzes, imagination, etc., is encouraged. Please advise at class one week before of any needed equipment. At least 70% of the allotted time must involve the class in discussion or other activity. Each team member should fully participate in each aspect of preparing, presenting, and leading the discussion.

The Team projects and class discussions are in lieu of a final exam. Consequently, team members and class participants should incorporate skills, insights and analyses developed during the course, and should focus on identifying ethical issues, and an ethical decision making protocol, stakeholders, alternatives, and creative approaches. The team grade is adversely affected by lack of attendance during all team projects.

**TEAM RESPONSIBILITIES INCLUDE:**

- Designate a team liaison
- Provide Prof. Brichler with topic(s) and outline for approval
- Prepare and present topic
- Provide Prof. Brichler copies of any materials used before beginning presentation
- Complete a Peer Assessment

4. **BUSINESS LEGAL RESEARCH PAPER (30% of grade):** Sustainability and the Triple Bottom line each is a timely and critical context for organizational action and decisions. Legal issues implicate not only organizations, but relationships, the environment and communities. Please identify a current business legal issue that addresses or raises questions with respect to one or more of these three prongs that will be the focus of your research paper. Each paper should clearly identify the topic, legal issue(s) explored as related to the theme, and the required sources (minimum of 8 authoritative sources, at least 3 of which are scholarly law journals.) The majority of the paper should be research-based; the last page or section should include a conclusion that includes your reflection on the issue based upon your findings, research, experience, or insight, and incorporating ethical considerations. Some sample topics areas are:

  - Non-compete contracts in employment contracts: do they unfairly restrict employees?
  - Health and Profit: Do Laws Adequately Protect Both Patient and Provider
  - Discrimination Laws: Overbroad and under enforced?
  - Do SEC Regulations Protect or Injure Investors?

The paper should examine a narrow legal and/or ethical business topic or issue, approved by Prof. Brichler, and examine the issue's impact on a business-related matter in depth. For instance, if you think you are interested in non-compete agreements, your topic should address a specific angle on the topic; ask yourself “What about non-competes is my focus?” The paper may advocate a viewpoint if the opposing view is competently addressed as well. This is a graduate research paper, not an essay or opinion piece.

Research Papers are graded on:

- meeting and exceeding requirements (including pre-paper assignments.)
- the quality of research and writing
- the sophistication and depth of discussion
- the originality of the work
the quality of the sources used, and the manner of use

Note: please see Paper Tutorials Available on Canvas re. this assignment.

Papers which develop an approved topic, interpret and cite cases and law journal quality works in a sophisticated analysis, properly cite factual references and integrate a number of authoritative articles, would merit an “A.” (Sample “A” papers are on Canvas.) Papers which only meet minimal requirements, use vague or simplistic websites, contain string citations, and reflect a cursory analysis would receive a “C” grade or lower.

A typical paper would include:

I. An Introduction setting out the thesis of the paper and the topics to be discussed.

II. Several sections, led by headings, focusing on a particular aspect of your discussion, e.g., background, substantive legal or practical issues, recent developments.

III. Conclusion/ Reflection. This would capture your conclusions about the topic and include your own reflections on the topic.

FORMAT

The paper must be at least 8 and no more than 10 pages, excluding title page. It must be stapled, and have numbered pages and a title page containing the student’s name and class, date, and topic. It must be double spaced, except for longer quotes which should be indented and single spaced, in 12 point type font and with 1 inch margins. All assignments must be typed, stapled, and be accompanied by a signed, non-plagiarism statement or will not be accepted.

PAPERSOURCES

Students should rely on at least eight or more quality outside primary sources, at least three (3) of which are Law Review/Law Journal articles used as original sources. You should footnote all facts that are not common knowledge and cite any authorities, articles, etc. on which you rely. Cite sources according to the Blue Book Style Sheet, posted on Canvas under the Paper Module. Do not use textbooks, encyclopedia-like sources or Wikipedia as sources.

Legal Journals.

Required with the topic are the (proper) citations to three law reviews or law journals the student could use in the paper. Law Reviews and Law Journals are available through the library’s data base, Lexis Nexis Academic; however, everything on this data base is not a law journal. For instance, a newspaper is not a law review! So you can see what these “look like,” here is a link to some Harvard Law Review articles: http://harvardlawreview.org/. You can distinguish these sources from others in that they are associated with a law school or professional legal association, have numerous footnotes, and are usually quite lengthy. Use of Law Reviews/ Journals will help keep the focus on legal issues and will provide a springboard for numerous other sources. You must use proper citation style to receive credit, citing in this order the author, title, volume, journal, first page of article, page used, and year. See Blue Book style sheet for specific examples.

Citations. Use the Blue Book citation style for sources. The Blue Book style sheet, and sample papers are available on Blackboard, together with a tip sheet. (Note: some sample papers reflect different requirements, so please see primarily for quality of writing and use of authorities. The reader must be able to locate in your source the exact page from which you derived the information you used. It is insufficient to name an article and book and author. Pages in law review articles (and cases) are typically indicated online in brackets with an asterisk: [*73].
Using the Blue Book Style, be sure to cite the underlying publication, and not only the search vehicle, such as the internet. Use footnotes or endnotes; do not use parentheses in text or a “Works Cited” page. You should footnote all facts that are not common knowledge and cite any authorities, articles, etc. on which you rely after each sentence in which you have used that source. (E.g., Common knowledge: Ohio is a state. Not common knowledge: the SEC regulates publicly traded companies.) This typically produces a paper with a minimum of 3-4 footnotes per page. Cite sources according to the Blue Book Style Sheet, available on Blackboard. Any citations to an Internet source must include the exact address, as well as the credentials or description of the source cited, e.g., “This is the official website of the Equal Opportunity Commission.” Except for cases, law journals, or other substantive publications, it is insufficient to cite any authority without explaining or identifying the author. Do not use the same authority repeatedly (more than three footnotes in a row.) The paper should reflect your original work and not a “cut and paste” approach.

The paper should reflect your original work. Rather, include your own thoughts and analysis. NO MORE THAN 30% OF YOUR PAPER SHOULD BE ACTUAL (QUOTED) OR HEAVILY PARAPHRASED WORK OF ANOTHER AUTHOR. FAILURE TO CITE DIRECTLY OR INDIRECTLY BORROWED MATERIAL, OR FAILING TO USE QUOTATION MARKS (“ “) FOR ANOTHER’S WORDS OR IDEAS IS PLAGIARISM, AND MAY EVOKE FAILING THE CLASS OR EXPULSION. WHEN IN DOUBT, QUOTE AND CITE. Professor Brichler is interested in your expression through writing; lengthy quotes, pictures, charts, and a “cut and paste” approach will reduce your paper’s quality and your grade significantly. By the beginning of class on the due date, a stapled hard copy of the paper is due in class as well as submitted on Canvas.

There will be a grace period without penalty until the beginning of class the following week. Students will not lose points if I receive it during the grace period. YOU MUST ALSO SUBMIT YOUR PAPER ELECTRONICALLY on CANVAS. THE DUE/ GRACE PERIOD DATE. Grades for papers submitted after the beginning of class at the end of the grace period will decrease 10 percentage points per day after this deadline, up to a maximum fifty (50) percent penalty. After this point, the student can negotiate an acceptable due date.

SAMPLE AREAS FROM WHICH TO SELECT MORE SPECIFIC PAPER TOPICS RELATED TO THEME:

LET’S HAVE A GREAT SEMESTER!