2012

BUAD 600-01 Business Law and Ethics

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Williams College of Business Mission Statement: “We educate students of business, enabling them to improve organizations and society, consistent with the Jesuit tradition.”

BUAD 600-01
Business Law and Ethics
MBA Program, Fall 2012

Class Meets: Monday, 6:00 – 8:30 p.m., Smith G29

BUAD 600 COURSE LEARNING OUTCOMES ARE FOR STUDENTS TO:
1. Describe basic legal and ethical principles relevant to organizations and individuals in the workplace.
2. Analyze and explain judicial, legislative and regulatory developments relating to business organizations.
3. Critically assess the legal and ethical implications of business decisions.
4. Resolve conflicts between legal and ethical responsibilities in the business context.
5. Apply legal principles to common scenarios that organizations and individuals encounter in business.
6. Integrate the concepts of respect, inclusiveness and valuing all persons into their decision making.
7. Clearly and professionally communicate information and concepts in writing and orally, using appropriate technology where relevant.
8. Identify the ethical path and serve as responsible members of society.

Assessment: Prof. Fiorelli will use a variety of methods to assess student mastery of Learning Outcomes. Classroom discussion will include the Socratic method and group discussions synthesizing both the theoretical and applied. Private online reflections allows the student to demonstrate their ability to integrate concepts of respect and inclusiveness, as well as to address ethical and personal decision making. Students will demonstrate critical thinking and understanding of legal and ethical principles through written assignments and a legal research paper. Quizzes will assess a student’s understanding and application of legal principles. A team ethics project will allow students to demonstrate communication skills, using appropriate technology, as well as the ability to discuss in depth ethics issues involving organizations and individuals in the workplace.

The course will be structured around an organization's core values (i.e. leadership, integrity, corporate culture, privacy, loyalty, honesty, etc.). The course will explore the relationship between business, law and ethics, by first discussing legal concepts (i.e. affirmative action, products liability), then analyzing the ethical implications of these same topics. The class format will include lecture, case analysis, extensive video review and group presentations.
COURSE MATERIALS:

Texts

GRADING/ASSESSMENT:
Classroom discussion will include Socratic method discussions and group discussions synthesizing both the theoretical and applied. Students will prepare a research paper on a topic submitted by the student and agreed upon by the professor. Groups will develop presentations, based upon hypothetical ethical dilemmas they script. Grading will depend on the content of the presentation, plus the quality of the ensuing discussion. There will also be eight (8) short multiple choice quizzes given **at 6:00PM sharp, the beginning of class**, on August 27, September 10, 24, October 1, 8, 22, and November 12, and 19. The quizzes will rely on questions submitted by the students from the readings for that day’s class (including web articles), plus the class discussions and any videos from the previous class. Each student can submit (5) potential quiz questions for each day’s quiz, by e-mailing them to me at Fiorelli@xavier.edu. Students who submit five (5) good, graduate caliber, quiz questions can have one-half (0.5) point added to their final QUIZ average, per set of questions. Students could possibly add up to four (4) points to their final quiz grade by submitting five questions for each of the eight quizzes, but the student’s quiz average plus the additional points can not exceed 100. Students WILL NOT be able to receive more than one-half (0.5) point for each day’s submissions (i.e. the student would still only qualify for one-half (0.5) point added to their final quiz grade if they failed to submit any questions for the first seven quizzes, but submitted 40 or more questions for the eighth quiz). I must receive the proposed questions by 9:00 A.M. on the Friday preceding that week’s class.

TENTATIVE SEMESTER SCHEDULE

<table>
<thead>
<tr>
<th>Date</th>
<th>Title</th>
<th>Pages</th>
<th>Cases</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class 1 – 8/20/12</td>
<td>Class introductions, syllabus debrief</td>
<td>LE pages 361-370</td>
<td></td>
</tr>
<tr>
<td>Class 2 – 8/27/12</td>
<td>Introduction to ethics.</td>
<td>BE articles #1,2,43,47</td>
<td>LE pages 14-24</td>
</tr>
<tr>
<td>Quiz#1</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9/3/12 – NO CLASS TODAY, DUE TO LABOR DAY</td>
<td>Introduction to the legal system</td>
<td>BE#17 (see blackboard document folder for additional readings).</td>
<td></td>
</tr>
<tr>
<td>Class 4 9/17/12</td>
<td>Sustainability &amp; Corporate Governance</td>
<td>LE: 30-37, 223-225, 236-240</td>
<td>Citizens United</td>
</tr>
<tr>
<td>No Quiz Today</td>
<td>Sarbanes-Oxley, Business Judgment Rule, Environmental Justice</td>
<td>BE#39</td>
<td></td>
</tr>
<tr>
<td>Class 5 9/24/12</td>
<td>Culture and Compliance</td>
<td>BE: 4,12,14,26</td>
<td></td>
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<tr>
<td>Quiz#3</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class 6</td>
<td>10/1/12</td>
<td>Quiz#4</td>
<td>Privacy, international aspects, drug testing</td>
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<tr>
<td>Class 7</td>
<td>10/8/12</td>
<td>Quiz#5</td>
<td>Whistleblowing, US and International considerations</td>
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<tr>
<td>Class 8</td>
<td>10/15/12</td>
<td>No Quiz Today</td>
<td>Loyalty, Duty of Loyalty, Downsizing, Offshoring and sweatshops</td>
</tr>
<tr>
<td>Class 9</td>
<td>10/22/12</td>
<td>Quiz#6</td>
<td>Diversity: Gender Issues, Sexual Discrimination Sexual Harassment, Family Medical Leave Act. RESEARCH PAPER IS DUE TODAY</td>
</tr>
<tr>
<td>Class 10</td>
<td>10/29/12</td>
<td>No Quiz Today</td>
<td>Diversity: Race, Affirmative action PERIOD TO SUBMIT RESEARCH PAPER EXPIRES TODAY</td>
</tr>
<tr>
<td>Classes 11</td>
<td>11/5/12</td>
<td>No quiz today</td>
<td>Diversity: Age Discrimination in Employment Act, Americans with Disabilities Act</td>
</tr>
<tr>
<td>Class 12</td>
<td>11/12/12</td>
<td>Quiz#7</td>
<td>Products liability</td>
</tr>
<tr>
<td>Class 13</td>
<td>11/19/12</td>
<td>Quiz#8</td>
<td>Regulatory Environment: Antitrust, SEC – Insider Trading, FCPA</td>
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<tr>
<td>Class 14</td>
<td>11/26/12</td>
<td></td>
<td>Regulatory Environment continued</td>
</tr>
<tr>
<td>Class 15</td>
<td>12/5/11</td>
<td></td>
<td>Ethics Presentations: Three groups will present today</td>
</tr>
<tr>
<td>Class 16</td>
<td>12/12/11</td>
<td></td>
<td>Ethics presentations: Two groups will present today.</td>
</tr>
</tbody>
</table>

Expectations:

1. Attendance is mandatory. Any student missing more than one class CAN LOSE UP TO ONE (1) POINT PER HOUR FROM HIS/HER FINAL GRADE FOR EVERY HOUR (or part of an hour) MISSED, irrespective of the validity of the reason for the absence. There will be no further notice prior to my calculation of the student's final grade. The student risks receiving a lower grade, or even a failing grade, depending upon the number of unexcused absences, regardless of the student's class participation, paper or test average. The student is required to inform me if they are unable to attend class, or must leave early.

2. Participants should be 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. Participation is a function of in-class participation, discussion within the reflective blog and case briefs. Each class has a maximum of 10 “points” for participation. Students will also be graded on their case brief(s) on a 0-20 scale. Excellent in-class participation (without dominating the discussion) might receive 5-7 points (probably not more than that). A student would get 0 in-class participation “points” if they have to miss the class. They will receive 1 in-class “point” if they show up, but do not participate. Students can add to their in-class
participation by participating in the reflective blog, even if they could not attend that night’s class. Students who actively participate in class, give thoughtful comments on the reflective blog (private – only the student and the professor can view), and do an excellent job briefing one or more cases for the semester, will maximize the “points” for any given class. Students that just give short, undeveloped comments on the reflective blog, will not add many (if any) points to their points for that day’s participation. At the end of the course, the professor will add all of the student’s participation points together (including the case brief average), and then rank them against other students. Students with the most “points” will receive the highest participation grades. Students who only attend class, and have minimal in-class and reflective blog participation, and do not brief a case (or do not brief the case well) will receive a significantly lower participation grade. This lower participation will most likely have a very negative impact on the student’s final grade.

Example of two different students: Student 1 maximized her/his participation by actively participating in every class, had excellent reflective blog entries (not just a recap of what happened in class), and did an excellent job on the case brief. That person may receive 160 points (10 points per class for 14 classes, and 20 points for the case brief).

Student 2 showed up to every class, but never (or rarely) participated either in class or on the reflective blog. Student 2 did not volunteer to brief a case, or did volunteer, but did not do a very good job. This student might receive 14 points (1 point per class for 14 classes). These two students would be the high and low for ranking the class, and all other students would fall somewhere in between. Student 1 would receive an excellent participation grade. Student 2 would receive a very low, and most likely failing participation grade.

(3) Participants should only submit their own work product.
A. All tests are the property of the professor. Any student caught taking a test out of the classroom will be considered to be cheating.
B. Any student caught cheating or plagiarizing on a quiz or project will be dealt with in the severest possible fashion (including a possible request for expulsion from the program). I define cheating as taking or using stolen information, OR SHARING POTENTIAL TEST QUESTIONS WITH OTHER STUDENTS. Please pay particular attention to footnoting the appropriate authority in your papers. You must footnote direct quotes, and ideas borrowed from other sources. Failure to do this will be considered plagiarism.
(4) I will drop the lowest individual quiz average from the final quiz average, and add up to four (4) points for submitting graduate caliber quiz questions. This final quiz average can not exceed 100 points. There will be no make-up exams, so any student missing the quiz at the beginning of the class will receive a zero (0) for that quiz. This will be in addition to the one point per hour deduction from the final grade (if the student misses more than one class).

III. Grading
(1) Final grade cutoff: A >= 95, A- >= 91, B+ >= 88, B >= 85, B- >= 81, C+ >= 78, C >= 71, F < 71.
(2) Grade weights:
  (a) Class participation (case and overall discussion).............. 25%
  (b) Research paper......................................................... 35%
  (c) Ethics Presentation..................................................... 10%
  (d) Quizzes................................................................. 30%
  100%
(3) Each participant should select one topic from the enclosed list of subjects. The participant will research the topic and prepare a typed paper, maximum of eight (8) double spaced pages (not including (a) page(s) for endnotes), using 12 point font (my eyes can not handle much smaller print). Do not feel compelled to use all eight pages. You may be able to do a thorough job using only six (6) pages (less than this would be surprising). The participant is expected to use four or more outside sources (try to avoid using Wikipedia, and never cite Wikipedia as a source), at least three of which are Law Review/Journal articles. You’ll know if it’s a “law
review" if the article is lengthy, (e.g. 20+ pages), and heavily footnoted (typically more than 100 footnotes). Please use the style sheet I have enclosed for citing the law reviews and other articles (this is known as the "Harvard Blue Book" or “Uniform System of Citation” style).

AMOUNT OF MATERIAL FROM OTHER SOURCES - The goal of the paper is to have the participant select a topic of interest and research it in depth, using at least three law review articles, along with other material. While the student is expected to cite the ideas coming from these articles, and may occasionally use some direct quotes, the student should not have large segments of their paper “cut and pasted” from these outside sources. As a rule of thumb, if more than thirty percent (30%) of the paper is the direct words (or very similar words with minor “shuffling”) from other sources (even if the sources are appropriately footnoted), the student will receive no credit (a zero) on the paper. This "30% rule" refers to direct quotes and sentences in which you have made minor modifications. While no more than 30% of the words of the paper should come from outside sources, probably almost 100% of the thoughts would come from the outside sources. If the student takes a significant portion of their paper from other sources, and does not footnote the appropriate authority, this will be considered plagiarism, which will result in immediate and severe disciplinary sanctions.

While students should be citing outside authority extensively, their papers should not merely “mimic” one or two articles. This means that once you cite a source, it may be appropriate to cite it again in several succeeding footnotes, but as a rule of thumb, that same source should not be cited for more than five footnotes in a row. When the same source is cited repeatedly and successively, students will lose a significant number of points from their grades because they are not synthesizing and integrating all of the material they are presenting. Each student should submit an electronic version of the paper, in order to be screened and catalogued by Turnitin.com.

The project is worth thirty (30) percent of the participant's final grade. A “hard copy” of the paper is due in my possession by 6:00 P.M., October 22, 2012. There will be a grace period until 6:00 P.M, October 29, 2012 (this means they must be in my possession, not merely postmarked by this date). Students will not lose any points off their paper grade if I receive it during the grace period. The participant will lose 10 points per day from the project grade, for every day after October 29, 2012 the project is late, up to a maximum fifty (50) percent penalty. After this point, the student and I can negotiate an acceptable due date. ALL PAPERS MUST ALSO BE SUBMITTED TO TURNITIN.COM by October 29, 2012.

There will be no exceptions from the late penalties due to business or family crises. The participant should begin working on the project immediately, and deliver the project early if he/she believes there will be any problem with making the October 22, 2012 deadline.

SAMPLE TOPICS

- Antitrust questions
- Environmental laws
- Products and Service Liability
- professional malpractice
- conflicts of interest
- business judgment rule

-5-
criminal liability of executives
Sarbanes-Oxley
Section 404 – internal controls
White-collar crime
Whistleblowers
Ombudsmen
Defense Industry Initiative
Codes of Ethics
Employee Privacy
Insider Trading
Federal Sentencing Guidelines
Title VII of the Civil Rights Act of 1964
Civil Rights Act of 1991
patterns and practices of discrimination
religious accommodation
sex discrimination
glass ceilings
Family Leave Act
comparable worth
sexual harassment
affirmative action and reverse discrimination
seniority systems
Civil rights act of 1866
age discrimination
handicap discrimination - Americans with Disabilities Act
documentation of disciplinary actions (paper fortress)
Limitations to "At Will" employment
covenants not to compete
International Business Transactions
Export Controls
Foreign Corrupt Practices Act
NAFTA
General Agreement on Tariffs and Trades
Piracy and Counterfeit Goods
Special Topics may be arranged by agreement
between the student and the professor.

Blue Book Style Sheet – **MAKE SURE YOU FOLLOW THIS STYLE SHEET, AND NOT THE FOOTNOTES IN THE “SAMPLE PAPERS” SECTION OF BLACKBOARD.**

I. Periodicals (Law Reviews): - Author's first and last name, Title of the Article (underlined if you can not italicize), Volume Number of the periodical Name of the Journal (law review) (do not use the word "volume" or "vol" in the cite) First page the article appears on (do not use the word "page", or "p." or "pp.") page of the quote or attribution (year the article was printed).
II. Newspapers: - Author's Full name (if the article is signed, no name if unsigned), title of the article (underlined if you can not italicize), title of the newspaper, date of the newspaper, at page number, column numbers.
  i.e. Tom Getschow, Overdriven Execs, Some Middle Managers Cut Corners to Achieve High Corporate Goals, Wall St. J., Nov. 8, 1999, at 34, col. 4.

III. Magazines: - Author's full name, Title of the article (underline if you can not italicize), name of the magazine, cover date of the issue, at first page of the article, page number of the cite.

IV. Books: - Author's first and last name, title of the book Page number (year of publication).
  i.e. Marvin Clinard & Peter Yeager, Corporate Crime 66 (1980).

V. Statutes: - Title of the Act, Public law number (if available), Volume number of U.S. Code U.S.C. or U.S.C.A. Section number (year of the code or supplement).

VI. Cases: - Case name, volume of the reporter Title of the reporter First page that the case is found in the reporter, page(s) of the cite (circuit number [if a federal case] year).
  i.e. Bush v. Harvey Transfer Co., 146 Ohio St. 657 (1946), or
  i.e. DiSilvestro v. United States, 767 F. 2d 30, 31-32 (2d Cir. 1985), or

VII. Id. - Id. is used when the next cite uses the same information (except there may be a different page number of the new cite). [Please note both id. and supra are underlined, this is done if you do not have the ability to italicize.]
  16 Id. at 410.

VIII. Supra - Supra refers to a new cite referring to a previous cite with at least one intervening cite.
  i.e. 12 George Stricharchuk, Business Crack Down on Workers Who Cheat to Help the Company, Wall St. J., June 13, 1986 at 25, col. 4.
  14 Stricharchuk, supra note 12, at 25, col. 4.

IX. Lexis - When printing a case from Lexis, note the fact that you are citing from Lexis, parenthetically. You will not be able to cite to actual page numbers, unless the star paging feature is available.

X. Internet – Author, the title or top level heading of the material cited, and the URL, the most recent modification date or the date you visited the cite.

XI. Miscellaneous style rules
A. When quoting more than fifty (50) words from one source, skip a line, indent the entire quote five (5) spaces, and single space (also, do not use quotation marks """" at the beginning or end of the quote).

The publication giving rise to Falwell's suit occurred in the November 1983 issue of Hustler, which contained a parody of certain advertisements for Campari Liqueur. The actual Campari advertisements had featured interviews with well-known persons who discussed their "first time." The "first time" referred to in the advertisements was the particular celebrity's first consumption of Campari Liqueur. It was apparent, however, that the advertisements contained double entendres of a sexual nature. The parody in Hustler pictured Falwell as the celebrity supposedly being interviewed. In the "interview" which was written by Hustler personnel, Falwell referred to his "first time" - allegedly an incestuous encounter between a drunken Falwell and his drunken mother in an outhouse.1

B. When you are quoting a quote (the source you are quoting, quotes another source): (1) if the quote is more than fifty words, follow the guidelines in IX.A, and put quotation marks within the quote, and (2) if the quote is less than fifty (50) words, use single quotes around the quotation:

i.e. Commentators have addressed whether public figures asserting intentional infliction of emotional distress could provide a way of circumventing traditional defamation obstacles. This was noted in the famous Falwell v. Hustler case. The Supreme Court of the United States, "continued with a ringing endorsement of significant free speech principles, noting the 'robust political debate' contemplated by the first amendment necessarily will lead to statements critical of public officials and public figures."2


2 Id. at 692.

If you are quoting or paraphrasing a law review article which is quoting or paraphrasing a case, you may cite the law review article without going to the original source. An example of this is footnotes 1 and 2 above, when the Langvardt article cites language from the Supreme Court in Falwell v. Hustler. You do not have to go to the Falwell case to get the cite for this quote.

C. All cites are treated as sentences which must end with a punctuation mark (usually a period).

D. If you have a style question that is not addressed in this style sheet, or the Blue Book, you should answer it by using the Chicago Manual of Style.