MBAD 500-Spring 2020  
Law of Corporate Governance  
TR 8:00am-9:15am  
Tate Center for Entrepreneurship 207  
Joseph R. Weston, J.D.

Contact information:  
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Office Hours: By appointment. Please email request.  
305 Tate

Text material: No text is required. Links to readings will be provided. The instructor will post powerpoints of lectures to OAKS. Students are strongly encouraged to read several reputable outlets for business news on a daily basis, such as the Wall Street Journal, the Financial Times, The Economist, and the Post and Courier.

The following website is useful for more particular background on all business law issues:

https://www.law.cornell.edu/wex/category/business_law

Students are welcome to share sites they rely on with the instructor and the class. MBA students must be informed.

Course Objectives: The corporation is the principal actor in the business arena. MBA students must be familiar with this business structure, how it works, and the legal and ethical parameters within which it operates. Students should become familiar with the following: the nature and legal status of the corporation, the types of corporations, how they are formed, the regulatory environment in which they operate, sources of real world, real time information on corporations, how they govern themselves, how they are owned, and ultimately how corporations relate to business and society focusing on ethics and social responsibility. We will utilize case studies, short papers, readings, discussion, lecture, group work and presentations to cover the material.

School of Business Learning Goals:

COMMUNICATION SKILLS: Students demonstrate the ability, through both written and spoken word, to effectively present, critique, and defend ideas in a cogent, persuasive manner.

QUANTITATIVE FLUENCY: Students demonstrate competency in logical reasoning and data analysis skills.

GLOBAL AND CIVIC RESPONSIBILITY: Students identify and define
social, ethical, environmental and economic challenges at local, national and international levels. Students integrate knowledge and skills in addressing these issues.

INTELLECTUAL INNOVATION AND CREATIVITY: Students demonstrate their resourcefulness and originality in addressing extemporaneous problems.

SYNTHESIS: Students demonstrate the ability to integrate knowledge from multiple disciplines, incorporating learning from both classroom and non-classroom settings in the completion of complex and comprehensive tasks.

Policies and Guidelines:

Students and the instructor have an expectation of privacy in the classroom so no recording, audio or video, nor still photographs from cell phones or other devices, will be allowed during class. The instructor does not waive his copyright interest in his work product and has no authority to waive the copyright and privacy interests of the students in the class. Students are expected to comport themselves with courtesy and professionalism in the classroom. Should a student’s conduct become disruptive the student will be asked to leave the classroom. Repeated disruption can result in a grade penalty.

Class Mechanics:

This is a graduate class and you are expected to demonstrate the professionalism of graduate students. Roll will not be taken but you are expected to attend regularly. The class will involve a significant amount of participation and group work that if not completed will reflect in grades given.

IMO Papers:

During the semester the student will be required to write two IMO papers. These will be based on assigned material and a stated issue. These papers should be no longer than five pages, double spaced and should reflect the writer’s analysis of the issue. These papers will be graded on form and substance, no bibliography is required but a works cited page for any authority the writer relies upon to support their view must be attached; it will not count towards the five page total. A grading rubric will be provided. These papers will be averaged and that average will make up 30% of the final grade.

In-Class Work:

In-class work will follow a team structure, based on the learning teams assigned through the Program for the semester. Each team will be assigned a publicly traded corporation, and will apply the in-class application exercises to their assigned corporation. Each team will be given a group grade for this in-class work. Students are encouraged to bring laptops and smartphones to class for internet access.
In-class work will also include roundtable discussions among the entire class, concerning various corporate governance issues in the news. The links to articles relating to a particular topic will be provided by the instructor, and the roundtable discussion will take place the following class. In-class work will count as 25% of your final grade.

**Final Case Study Analysis and Presentation:**

The class will culminate in group presentations by each team on an assigned corporate governance issue. The presentations will take one class period each, with the presentations lasting 50-60 minutes, followed by a question and answer period. Presentations will take place during the final weeks of class. A grading rubric will be provided. Each team will be given a group grade for the presentation, which will count as 30% of the final grade.

**Participation:**

The final component of the grade is participation. The instructor will take note during the semester of a student’s level of genuine and quality participation not only in their own group work, but in the work of others and in discussions. This counts for 15% of the final grade.

I do not take attendance (except for in-class assignments), but as Masters’ students you should not miss class. If you must miss a class get notes from a colleague and make sure to turn in what is due on the day it is due. Late work will suffer a grade reduction. Missing class on the day your group is presenting will result in your individual grade being reduced one full letter.

**Grades:**

Final grades will be computed as follows:

- IMOs: 30%
- In-class: 25%
- Presentation: 30%
- Participation: 15%

Grading Scale: A = 90+, B+ = 87-89, B = 80-86, C+ = 77-79, C = 70-76, D+ = 67-69, D = 60-66, F = below 60
**Policies and guidelines:**

Students are expected to act appropriately in class. Cell phones and all electronics should be turned off. Students should be respectful of their colleagues and the forum, i.e. your conduct in class should not be disruptive.

Students as well as the instructor have a protectable interests in the classroom, so no recording of class discussions, video or audio, will be allowed without getting all the necessary permissions. No photography will be allowed without permission. The instructor also reserves his copyright in his work product.

Students should have an active College e-mail account. These accounts can be set up to forward to other addresses but you must check for official notifications from the College.

**Academic Honesty:**

Lying, cheating, attempted cheating, and plagiarism are violations of our Honor Code that, when identified, are investigated. Each incident will be examined to determine the degree of deception involved.

Incidents where the instructor determines the student’s actions are related more to misunderstanding and confusion will be handled by the instructor. The instructor designs an intervention or assigns a grade reduction to help prevent the student from repeating the error. The response is recorded on a form and signed by both the instructor and the student. It is forwarded to the Office of the Dean of Students and placed in the student’s file.

Cases of suspected academic dishonesty will be reported directly by the instructor and/or others having knowledge of the incident to the Dean of Students. A student found responsible by the Honor Board for academic dishonesty will receive an XXF in the course, indicating failure of the course due to academic dishonesty. This status indicator will appear on the student’s transcript for two years after which the student may petition for the XX to be expunged. The F is permanent.

Students should be aware that unauthorized collaboration – working together without permission – is a form of cheating. Unless the instructor specifies that students can work together on an assignment, quiz and/or test, no collaboration during the completion of the assignment is permitted. Other forms of cheating include possessing or using an unauthorized study aid (which could include accessing information stored on a cell phone), copying from others’ exams, fabricating data, and giving unauthorized assistance.

Research conducted and/or papers written for other classes cannot be used in whole or in part for any assignment in this class without obtaining prior permission from the instructor.

Students can find the complete Honor Code and all related processes in the *Student Handbook* at [http://deanofstudents.cofc.edu/honor-system/studenthandbook/index.php](http://deanofstudents.cofc.edu/honor-system/studenthandbook/index.php)
**Disability and access:**

Any student eligible for and needing accommodations because of a disability is requested to speak with the instructor during the first two weeks of class or as soon as the student has been approved for services so that reasonable accommodations can be arranged.
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<tr>
<th>Date</th>
<th>Activity</th>
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<tr>
<td>January 9</td>
<td>Introductions. How the course will work. Assign corporations to teams.</td>
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<td>January 14</td>
<td>Lecture: Introduction to the corporation and the environment in which it operates. Roundtable discussion topic #1 assigned.</td>
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<td>January 21</td>
<td>Lecture: What is corporate governance? Structure of a corporation: roles of various Parties. IMO #1 assignment: Identify the two most important things your board had to deal with this year and how you would advise they handle them. Due 2/10.</td>
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<td>January 23</td>
<td>Continued lecture/class discussion - corporate governance, and commonsense principles 2.0 Roundtable discussion topic #2 assigned.</td>
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<td>January 28</td>
<td>Roundtable discussion #2. SEC Edgar database In class # 2: Find your corporation’s latest 10K and describe their most recent reportable activity. What is the legal significance of an SEC filing? Roundtable discussion #3 assigned.</td>
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| February 4 | Roundtable discussion #4.  
In class #3: Go to your corporation’s website and look up investor relations. What do they report? Is it adequate? How is their board formed? Committees? |
| February 6 | Lecture: Who has authority over the corporation: Jurisdiction 101.  
Roundtable discussion topic #5 assigned. |
| February 11| Roundtable discussion #5. |
| February 13| IMO #1 discussion. |
| February 18| Lecture: Principal and Agent: Theories of holding corporations liable.  
IMO #2 assignment: topic to be assigned. Due 3/11. |
| February 20| Lecture: Principal and Agent cont’d.  
Roundtable topic #6 assigned. |
| February 25| Roundtable discussion #6.  
In class #4: Has your corporation ever been held liable for the acts of its agents? Give a specific example.  
HW: Watch Business Ethics in the 21st Century  
https://www.pbs.org/show/business-ethics-21st-century/ |
| February 27| Lecture: Ethics  
Roundtable discussion topic #7 assigned. |
| March 3    | Roundtable discussion #7.  
In class #5: Is it unethical for corporations to engage in tax avoidance? Have there been any significant tax issues which have benefited or harmed your company? How successful has your company been in avoiding tax liability? |
<p>| March 5    | Lecture: Intellectual Property |
| March 10   | In class #6: search for your firm’s IP. uspto.gov and copyright.gov. Detail the most valuable, and how they use it to generate profit. |
| March 12   | IMO #2 discussion. |
| March 17   | SPRING BREAK |
| March 19   | SPRING BREAK |
| March 24   | Group 1 Presentation. |</p>
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<tr>
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<tr>
<td>March 26</td>
<td>Group 2 Presentation.</td>
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<td>March 31</td>
<td>Group 3 Presentation.</td>
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<td>April 2</td>
<td>Group 4 Presentation.</td>
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<td>April 7</td>
<td>Group 5 Presentation.</td>
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<td>April 9</td>
<td>Group 6 Presentation.</td>
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<td>April 14</td>
<td>Group 7 Presentation.</td>
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<td>April 16</td>
<td>Group 8 Presentation.</td>
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<td>Last class.</td>
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*The instructor reserves the right to modify this syllabus as needed.*