

Course Title: Top Down Law – Managing the Legal and Regulatory Environment of Business
Course Number: MBA 295A
Units: 2

SYLLABUS

Course Purpose

This course offers a practical and business-oriented presentation of legal and regulatory issues and problems that most commonly confront CEOs, managers and other business persons. The course will broaden the business student's perspective and knowledge concerning the American legal system and the legal process, so that he or she is prepared to

- understand and respond to the legal and policy grounds for laws and regulations affecting the business community,
- spot, analyze and deal with legal issues affecting his or her own company, and
- work effectively and efficiently with inside and outside legal counsel to resolve legal problems and manage risk

Objectives and Teaching Methods

The class affords a unique opportunity to acquire knowledge and insight about a critical aspect of business life that is not otherwise extensively or at all treated in the business curriculum. Major substantive topics that will be studied and discussed include:

- Choosing the business entity (e.g., corporation vs. limited liability company or partnership) and structuring the ownership of a business
- Corporate governance issues (e.g., choosing board members, role of board committees and independent directors, compensation of board members, post-Enron legal and regulatory changes and trends)
- Understanding the litigation process, arbitration and alternative methods of dispute resolution
- Intellectual Property (patents, copyrights, trademarks, trade secrets and licensing)
- Legal and other issues in venture financing
- Legal and business issues in the initial public offering; role of the CEO, management and other parties in the IPO; shareholder suits
- Employment law issues, e.g., wrongful discharge, discrimination and workplace sexual harassment
- Bankruptcy reorganizations under Chapter 11
- Doing business internationally
- Key legal concepts and issues associated with starting and running a business
- Selecting and working with legal counsel

Lectures by instructor; guest lectures by CEOs, executive officers and attorneys representing major Bay Area companies; and class discussion based on the lectures and assigned reading materials.

Deliverables and Requirements

Students are expected to attend every class. If a student must miss a class, he or she is required to notify the instructor in advance.

Required Readings and Materials

The Entrepreneur's Guide to Business Law (2d ed. 2003) by Constance E. Bagley and Craig E. Dauchy.
Handouts will also be distributed in advance for certain topics.

Evaluation and Grading

20% class participation
80% final exam

Schedule – Topics, Speakers and Reading Assignments

Class	Description	Lecturer	Reading Assignment
#1	<ul style="list-style-type: none"> • Class Administrative Matters • Introduction to the Legal Process and the Legal System and the Role and Use of Lawyers in Business Transactions • Discussion of Key Legal Concepts • Fundamentals of Contracts 	Lecturers	Bagley and Dauchy, Chapters 1, 3 and 8
#2	<ul style="list-style-type: none"> • Fundamentals of Contracts (<i>cont.</i>) • Forms of Business Entities/Structuring the Ownership of a Company 	Lecturers	Bagley and Dauchy, Chapters 4, 5 and 8
#3	<ul style="list-style-type: none"> • Litigation and Alternative Methods of Dispute Resolution/The Adversarial System/How Litigation Works 	Lecturers Litigation attorney Judge	Handouts will be provided in advance of class
#4	<ul style="list-style-type: none"> • Class Action Lawsuits • The Controversy Over Litigation in America • Litigation and Alternative Dispute Resolution (<i>cont.</i>) 	Lecturers Alt. Dispute resolution expert	Handouts will be provided in advance of class
#5	<ul style="list-style-type: none"> • Choosing a Business Entity and Structuring the Ownership 	Lecturers	Bagley & Dauchy, Chapters 4 and 5
#6	<ul style="list-style-type: none"> • Corporate Governance – Managing Companies in the Post-Enron World (Part I) 	Lecturers	Bagley & Dauchy, Chapter 6

Class	Description	Lecturer	Reading Assignment
#7	<ul style="list-style-type: none"> Raising Capital Privately – Venture Capital Deals and Negotiation of Documents 	Venture Capitalist Attorney experienced in financings	Bagley & Dauchy, Chapters 7 and 13 Handouts from speakers
#8	<ul style="list-style-type: none"> Raising Capital Publicly (IPOs) 	Attorney familiar with investment banking	Bagley & Dauchy, Chapter 17
#9	<ul style="list-style-type: none"> Review Session 	Lecturers	
#10	<ul style="list-style-type: none"> Intellectual Property/Licensing of Technology 	IP attorney	Bagley & Dauchy, Chapter 14
#11	<ul style="list-style-type: none"> Employment Law 	Venture Capitalist	Bagly & Dauchy, Chapter 10 Handout from Speaker
#12	<ul style="list-style-type: none"> International Transactions and International Legal Environment 	Corporate attorney familiar with international	Bagley & Dauchy, Chapter 15
#13	<ul style="list-style-type: none"> Corporate Governance – Managing Companies in the Post-Enron World (Part II) 	Lecturers, Corporate General counsel	Handouts from speakers
#14	<ul style="list-style-type: none"> Bankruptcy Reorganizations under Chapter 11 	Bankruptcy attorney	Bagley & Dauchy, Chapter 12 Handouts from Speaker
#15	<ul style="list-style-type: none"> Review Session 	Lecturer	
#16	<ul style="list-style-type: none"> <u>Final Examination</u> (two hours) 		