

BARUCH COLLEGE / CUNY
ZICKLIN SCHOOL OF BUSINESS

DEPARTMENT OF LAW

STRATEGIC PLANNING

REPORT

SEPTEMBER 2003

I. Introduction

The Department of Law Strategic Planning Committee was established on December 18, 2002 by Elliot Axelrod, Chair of the Department of Law, to formulate, with input from the entire faculty of the Department, a broad mission statement for the Department and to prepare a comprehensive report of recommendations that would define the future role of the Department within the Zicklin School of Business.

The intent was that the Committee would, guided by the Mission Statement for the Department, create a Final Report for adoption by the Department. The Report was to delineate specific goals and strategies for the Department, together with a timetable for implementation and assessment thereof.

The Committee membership was:
Prof. Debbie Kaminer, Committee Chair
Prof. Elliot Axelrod, Department Chair
Prof. Seth E. Lipner
Prof. Sandra J. Mullings
Prof. David Rosenberg
Prof. Paula Walter

The Committee met regularly during the Spring 2003 semester. The Committee unanimously recommended that the Department adopt the Mission Statement and the Report.

The Mission Statement was unanimously adopted by the Department on May 6, 2003. This Report was unanimously adopted on September 16, 2003.

II. The Department's Mission Statement

The Department of Law is one of the six academic departments in the Zicklin School of Business of Baruch College. The Department is comprised of both full-time and adjunct faculty of varying legal backgrounds who are all attorneys admitted to practice law in state and federal courts. The full-time faculty of the Department of Law is actively engaged in scholarship, regularly conducting research and publishing on subjects important to business. In addition, the law faculty contributes substantially to the governance and committee structure of the Zicklin School and Baruch College communities, and is active in bar associations, pro-bono service, and professional, educational and civic activities.

The Department of Law teaches law and real estate courses at Baruch. The Department delivers core courses in the BBA and MBA (Accountancy) programs, and offers electives to undergraduate students, graduate students, and Executive MBA students in subjects designed to complement their business studies. All courses offered by the Department stress the important role law plays throughout the business world, and the courses provide a pragmatic approach to legal and ethical issues and topics. The law courses are all structured to develop the students' critical thinking abilities as well as their logical and analytical reasoning skills. In addition, all the courses emphasize oral and written communication, critical for success in business. The Department of Law offers a "minor" in law for undergraduate students, coordinates the law

offerings in the Real Estate and Metropolitan Development program, and offers comprehensive pre-law counseling and other services to students considering careers in law. The law faculty continually updates the material in its courses to keep the courses vital and current.

The Department of Law will continue to educate students in areas of the law that are essential to business students and the business community and will continue its concern and involvement with students considering law as a career and with their curricula. The Department of Law also plans to create additional elective courses specifically geared towards the Zicklin School's degree programs. The Department will continue to reach out to the business and legal communities, and to educate our students, the communities, and ourselves.

III. The Strategic Plan

This Strategic Plan is designed to enhance each aspect of the Department's mission and role in the Zicklin School of Business ("ZSB") and in Baruch. The principal goal of the Department of Law is to create within ZSB a premier program for educating business students and the business community about law. This Plan describes how the Department of Law can accomplish that goal.

Historically, the academic mission of the Department of Law has been to serve the various ZSB departments in two major ways: (1) to provide the basic legal education for business and accountancy undergraduates; and (2) to provide relevant elective courses in law for undergraduate and graduate programs of study.

The reductions in faculty and the increasing size of the undergraduate student body during the 1980s made it difficult for the Department to fulfill these two major aspects of our mission. The Department's decision at the time was to focus on the first aspect, delivering high quality basic legal education that emphasized strong analytical and communications skills. Upper-level law courses became almost exclusively geared to the accountancy major as the Department continued to staff a large number of sections of Law 3102. Unfortunately, the range of elective offerings for non-accountancy students suffered.

But the excesses of the '90s led to increased awareness among business leaders of the need for more legal education, and a greater discussion of ethical issues in the business environment. A recent, though modest, increase in faculty size in the Department, combined with new faculty commitment to fulfill both major aspects of our historic mission, led to a reconsideration of how the Department of Law could best serve ZSB.

Achieving our mission and maximizing our capabilities requires that the Department create a Strategic Plan. Principally, the Department needs to redeploy some of its resources towards relevant electives for undergraduate and graduate business students. In doing so, the Department does not want to undermine the quality of its basic law courses, and has decided to continue to offer Law 1101 within the existing pedagogical model so as to achieve the same educational goals.

The redeployment planned here will thus involve delivery of Law 3102. By creating larger sections of that course, the Department of Law will free faculty to deliver a broad and valuable set of undergraduate and graduate law courses aimed at students in the School's largest

major programs. The result will be a more impressive law curriculum that will exceed that offered by most other schools of business. Our faculty, which has expertise in a wide range of business law subjects, will be able to share that expertise with our students. In addition, our faculty will have increased opportunities to share their research with students, and to have their research enhanced by classroom discussion and debate.

However, redeployment, by itself, will not be sufficient to permit the Department to fulfill its mission. Additional faculty, both full-time and adjunct, should be hired so that all students can have an opportunity to learn about the legal aspects and regulation of their chosen fields. As recent recruitment has shown, excellent candidates are available.

The Plan presented here promises to launch the Department of Law into a more prominent and useful role in the education of ZSB students. With proper support from Baruch and ZSB, it will meet and exceed that promise.

IV. Departmental Course Offerings

A. Additional Law Department Electives

To fulfill its Mission, the Department of Law will develop additional electives to be offered at both the graduate and undergraduate levels. The Department currently offers electives in e-law, Law and International Business, Healthcare Administration (at the graduate level in the Baruch/Mount Sinai Graduate Program in Health Care Administration) and Real Estate and has several other courses “on the books” which have not been offered for some time.

Additional electives would improve the education of Baruch students at both the undergraduate and graduate level, by providing them with law courses that directly complement their majors. It is crucial that Baruch students know and understand the laws that regulate and otherwise impact their chosen fields of study.

Law faculty will more easily become recognized experts and develop new ideas for research if their teaching and publishing overlap. Furthermore, increasing the Department of Law’s course offerings would increase the visibility of the Department within ZSB and help the Department attract the very best new faculty.

Initial discussions with faculty in other departments in ZSB, as well as with students, indicates both an interest and demand for additional law electives. At the graduate level there is an immediate demand for additional electives since MBA students now have fewer required courses, and are therefore able to take more electives. Furthermore, the reputation of ZSB is dependent in large part on the reputation of the full-time MBA program, and the Department of Law should take an active role in this program.

The Department of Law plans to put a number of courses before both the Undergraduate Curriculum Committee and the Graduate Curriculum Committee for approval in the Fall of 2003. All of these courses will include an ethics component, and most of the courses will include a global component. The Department will then determine which of these courses will be offered in the Spring 2004 semester and thereafter.

The new courses that the Department will propose are:

- (a) Employment Law;
- (b) Environmental Management;
- (c) Law and the Entertainment Business;
- (d) Entrepreneurship and the Law;
- (e) Health Care Law (currently offered at the graduate level as part of the Baruch/Mount Sinai Graduate Program in Health Care Administration. The Department will seek to offer a new undergraduate course);
- (f) Marketing Law;
- (g) Negotiations and Dispute Resolutions; and
- (h) Securities Law.

(Sample course proposals/syllabi are attached to this document as Attachment I.)

The Department will work with the other departments in ZSB and Baruch to demonstrate the value of having these new electives count towards the various majors. The Department will also write a brochure describing all the law electives, which will regularly be given to students in Law 1101 and Law 3102, as well as all other interested students and academic advisors. A description of the new electives will also be posted on the Department's website.

The Department of Law determined that three changes should be made in order for these new electives to be offered: (1) full-time faculty must be freed from teaching exclusively or primarily core courses so that they can teach these electives; (2) new full-time faculty should be hired to assist in staffing both core courses and the new electives and (3) where necessary, new adjunct faculty should be recruited to teach both specific electives and the basic courses.

B. Increasing the Maximum Size of Law 3102

The Department agreed that the best way to free full-time faculty to teach new electives would be to increase the maximum enrollment of Law 3102 to 100 students from the present maximum of 40. Doing so would affect a smaller group of students than if the maximum enrollment of Law 1101 were increased. Furthermore, the students affected would be a smaller subgroup of students (primarily Accountancy majors) as opposed to the majority of students throughout the college. In addition, Law 3102 students are relatively sophisticated students and are less likely to "get lost" in a larger class section. Among the disadvantages of increasing the class size are that students would have less of an opportunity to participate in class, and exams would no longer be exclusively (or almost exclusively) essay exams.

The Department agreed that when the enrollment of Law 3102 is increased to 100 students, faculty teaching this course must receive double credit (6 workload hours rather than 3). Approximately 5 sections of the new Law 3102 would be taught each semester. The Department would reserve the right to continue to offer 40 student sections of Law 3102 when necessary (for example, to fill a particular time slot).

There are a number of advantages to increasing the size of Law 3102 to 100 students. Faculty would become more productive. For instance, instead of teaching two 3102 sections and serving a total of 80 students, a faculty member could teach one 3102 section and serve 100 students. In other words, each faculty member with such a course load would be teaching an additional 20 students per semester. The added productivity would free faculty members to

teach additional electives, because a smaller number of faculty would be needed to staff 3102. If 10 sections of the course were offered per year, several faculty members would have the option of participating each semester. A faculty member teaching a large section of Law 3102 would get credit for two class sections, and thus would only be required to teach one other class that semester. Such a schedule would give those faculty members additional time to publish and to develop the new electives.

The Department agreed that the factors to be considered in determining who would have priority in teaching the new 100-person sections of Law 3102 would include seniority, research productivity, and promotion and tenure considerations. In addition, faculty who are teaching new electives (which involve a significant amount of work) should also have priority in teaching the large sections of Law 3102. The Chair and Deputy Chair of the Department would ultimately make decisions regarding scheduling. The Department believes it will not be difficult to meet faculty demand, since approximately 10 faculty members can teach large sections of Law 3102 per year, and not all faculty would be interested in teaching them.

C. Law 1101

There was agreement that the maximum student enrollment of Law 1101 should not be increased beyond the present limit of 40. Law 1101 is an important core course for undergraduates. It is one of the seven courses in Baruch College (and one of only four courses in the Zicklin School of Business) that determine if a student will be admitted to the Zicklin School of Business. It is a difficult course that is taught primarily to relatively new students, i.e. freshman and lower sophomores, and as such there is a real advantage to having it taught in small sections so that students will not get lost. Maintaining the maximum enrollment of Law 1101 at 40 students also ensures that all Zicklin students take at least one relatively small course that is taught in a communications intensive style, because most of the other courses evaluated for ZSB admission are taught in very large sections. The course will continue to emphasize analytical reasoning and critical thinking, along with a substantial knowledge base. The relatively smaller size of the class ensures that virtually all students participate in classroom discussion and enables faculty to give essay style exams and assignments that exercise students' oral and written communication skills.

Based on current course demand, which has increased over the last few years, it would not be possible to maintain the maximum enrollment of both Law 1101 and Law 3102 at 40 students, and decrease the number of sections of Law 1101 and/or Law 3102 taught by full-time faculty during the year in order to allow these faculty members to teach electives.

V. Full Time/Adjunct Faculty

While AACSB accreditation no longer mandates the maintenance of a strict 60/40 ratio, there are significant benefits to both students and the institution in maintaining a strong ratio of full time to adjunct teaching hours. The availability of full time faculty means that existing courses are continually updated and enhanced and that new courses are created. Also, full time faculty members are in the best position to keep abreast of new cases and statutes relevant to the particular courses they teach.

In contrast, our adjunct faculty -- who are excellent and are actively engaged in the Department, ZSB and the College -- generally keep abreast of changes only in their area of practice. It is only full time faculty who have the desire, drive and time to engage in truly scholarly research and only full time faculty are available full time for digesting and sharing their expertise and research with the entire Baruch faculty to enhance the scholarly pursuits of colleagues. Full time faculty have the ability and obligation to provide services for students, and the Department's full time faculty are major contributors on numerous and important committees involving all areas and levels of School, College and CUNY service activities.

VI. Assessment

The Strategic Planning Committee is mindful of the need to conduct, on an ongoing basis, evaluation of the curriculum we deliver to students, as well as of the course changes and redeployment described herein.

Successful implementation of this Plan will, in large part, be measured in three ways: (1) successful development and offering of the electives described herein; (2) student demand for those electives; and (3) continued excellence in teaching Law 3102. Further, as the new elective courses are included as courses within the majors offered by other departments in the ZSB, we will have created a new synergy, with increased collaboration with faculty and curriculum in these departments.

The Department will continue its ongoing review and consideration of updates to and changes in core courses. In this regard, in addition to formal departmental Curriculum Committee consideration, feedback and input is received from various constituencies, including both full time and adjunct faculty, the Department of Law External Advisory Panel and students.

With respect to the assessment and development of faculty, the Department of Law annually evaluates and assesses junior members, and also evaluates members seeking promotion or tenure. Faculty course grading is reviewed annually as well. The existence of uniform departmental final exams in core courses assures consistency of content and rigor across all faculty. Moreover, to maintain New York State "attorney in good standing" registration, attorneys are required by law to take 24 hours of continuing legal education every two years, including at least four hours on ethical issues. The Department of Law policy is that all of our faculty comply with this continuing legal education process. The Department has also instituted a Seminar Series which faculty are strongly encouraged to attend. The department faculty (full-time and adjunct) also meets and communicates regularly.

VII. Research

The Department recognizes that scholarship on legal subjects important to business is a fundamental part of our Mission. The goal of the full-time members of the Department is to attain a national reputation for excellence in research and writing. Publication in top-tier law journals, especially law reviews and specialty law journals at highly ranked law schools, is an important component in achieving such recognition. The Department, however, must take into consideration the differences between law and other disciplines, including the fact that statistics indicate that business school faculty are at a disadvantage *vis a vis* law school professors in the article selection process.

Because of the importance and ubiquity of law in business and society, other forms and measures of scholarship can also be worthy of recognition, such as bar association activity, authorship of amicus curiae briefs, other legal articles including in bar association journals and legal newspapers, and citations in court opinions. The Department recognizes that while adjunct faculty typically do not publish in scholarly journals, adjunct faculty will strive to achievement and recognition in their professional and bar association activities.

In addition to the obvious benefits to the institution, legal scholarship is crucial to keeping the faculty up-to-date. By spending more time and energy on research, faculty can make their teaching more interesting and more useful for students. The elective courses described in this Plan will encourage faculty to excel and to develop greater expertise in important areas, thus encouraging and fueling excellent research and writing.

Enabling and encouraging faculty to conduct more research requires changes to the financial incentive structure and faculty workload. At least part of this Plan was motivated by a need to reduce classroom workload for faculty who most actively publish. Other rewards/incentives must also be put into place, including but not limited to availability of research assistants, summer money, and market-adjusted salaries. Achieving the goals articulated here will require a joint contribution from the University, College, School, and Department.

The Department recognizes that the Dean's Task Force on Research has made a number of similar suggestions on how to improve the research environment at ZSB. In accordance with the recommendations made by the Dean's Task Force on Research, the Department also plans to adopt a method for formal ranking of law journals, as well as other forms and measures of scholarship, taking into account the uniqueness of legal research, and to more explicitly articulate publication requirements for reappointment, promotion and tenure.

VIII. Real Estate

Just as the business of real estate has unique features, the law of real estate stands apart from the law governing other fields of commerce. The Department of Law is eager to play a central role in helping the Zicklin School of Business establish a first-rate Real Estate Program.

Over the last several years, the Department of Law has helped to meet the growing demand of Baruch students for courses in real estate. The Department itself offers a Real Estate minor for BBA students as well as a concentration for MBA students. Nearly 40% of the required upper-division courses for the School of Public Affairs's BS program in Real Estate and Metropolitan Development are taught by the Department of Law. As a practical matter, virtually all of the graduate real estate courses are taught by the Department of Law, and the five undergraduate and three graduate real estate courses that the Department is now offering regularly provide all Baruch students with the opportunity to study the subject at an advanced level.

Should ZSB decide to create a Real Estate Finance major, the Department of Law would offer several core courses in the program. In such a case, it may be advisable to hire an additional real estate law specialist as a full-time faculty member to staff these courses and enhance curricular development. In the meantime, a full-time member of the Department serves

as coordinator of all Real Estate Law courses taught in the Zicklin School of Business. The real estate adjunct faculty consists of distinguished practitioners, many of whom are active in professional organizations, and some of whom have published in professional or academic journals.

IX. Executive Education

The Department of Law intends to be more active in the School's Executive Programs, both degree and non-degree. The law faculty is well positioned to offer a number of courses and/or modules in these programs as executive students demand more law in their curriculum. The Department is currently reaching out to the Executive MBA Program, and it will continue to explore ways to become more involved.

With regard to non-degree Executive Education, the Department has expertise that can be tapped to develop a number of law courses and modules for business people. The Department plans to create a course in employment law to be delivered to human resource managers and a course in securities law to be delivered to accountants. The Department is not well situated to offer Continuing Legal Education (CLE) courses for lawyers.

X. The Prelaw Program

The prelaw services play an important role in ZSB, as many of Baruch's most accomplished and distinguished alumni went on to careers in law. The prelaw services offered to students and alumni by the Department of Law are strong and multifaceted. The Prelaw Advisor, who is a member of the full time faculty, does formal advisement; other professors do informal advisement when approached by students. The Department also sponsors and helps coordinate a significant number of programs of different types, such as workshops for those applying to law school. These programs are supported and publicized by our faculty, who participate in various ways. In addition, in the past year, the Department has been instrumental in the rebirth of a student club, the Prelaw Society, which provides further opportunities for student directed prelaw activities and student interaction with and support from others considering a career in law.

The Department reaffirms its commitment to serving students (and alumni) who are considering going on to law school. These efforts make a significant contribution to the school and the college. The Department can and should, in conjunction with the Office of College Advancement and the Prelaw Society, make increased efforts to foster contacts between current students and Baruch alumni who have gone on to law school. In addition, ZSB, the other two schools and the Department of Law should work to identify, communicate with and advise students as early as possible in their education about law school and careers in law.

The Department has had an initial discussion with the dean of the Weissman School of Arts and Sciences ("WSAS"), who believes that the college should have a strong prelaw "presence." Among the topics discussed were ways in which the Department and WSAS might work together to ensure participation of WSAS students in prelaw activities, to present events and, possibly, to develop a coordinated internship program among the three schools. If the WSAS Dean were able to secure administrative support for the latter effort, it might enable the

Department to offer prelaw oriented internships, an endeavor for which the Department does not currently have sufficient resources.

The Department considered carefully whether it was advisable to either develop or recommend the development of a “prelaw curriculum,” i.e., a curriculum for those who will seek admission to law school. The Department concluded, however, that it was not advisable to do so. Among the reasons for our conclusion are:

1. The American Bar Association, which is the accrediting body for law schools in the United States, does not recommend a particular major or set of courses for students considering law school. Instead, that body has suggested certain areas of knowledge and certain skills and values which lawyers, and, therefore, prelaw students should have. (*See Attachments II C, D.*) Substantive law courses, such as ours, are not specifically included in the areas of knowledge, although they could certainly contribute to the skills and values recommended. Undergraduate law classes are also valuable for students considering law school since they can help these students get a good sense of whether they will like, and be successful at, the study of law.

2. A set Prewlaw curriculum can create a problem for students who decide not to go on to law school after graduation. It is important that students consider courses and majors that they would pursue even if they do not choose to attend law school.

3. Discussions with law school admissions officers indicate that they do not have a preference for particular majors and value having a certain diversity of interests in the student body they admit.

An informal sampling of various undergraduate institutions supports these conclusions. Very few have majors or concentrations directed specifically at students who intend to enter law school. Where such programs are in place at other schools, they tend to be made up primarily of liberal arts courses, particularly political science and philosophy. (*See Attachments II A, B.*)

The WSAS Dean has expressed views similar to those in the ABA statement regarding undergraduate course work in preparation for law school. In addition, she would be interested in exploring the possibility of offering interdisciplinary seminars, for example, one on Women and Work, in which the Department of Law would participate. Such courses could help students to appreciate law as a body of thought and would be of particular benefit to students considering a career in law. The Department would support such an effort, subject to the availability of faculty resources to do so.

XI. Summary/ Conclusion

The Department of Law Strategic Plan is designed to enhance each aspect of the Department’s mission and role in the Zicklin School of Business and to create within ZSB a premier program for educating our students and the business community about law. It recognizes the increased awareness among business leaders of the need for more legal education and a greater discussion of ethical issues in the business environment.

The Department will develop additional elective courses at both the undergraduate and graduate levels that directly augment and complement our students' major fields of study. To free faculty to teach these new electives, the maximum enrollment of Law 3102 (primarily taken by Accountancy majors) will be increased to 100 from the present maximum of 40, with double workload credit being given. Assuming available ZSB resources, new faculty, both full time and adjunct, will be recruited. The core law course, Law 1101, will continue to be taught in a communications intensive style and will continue to emphasize analytical reasoning and critical thinking. The maximum enrollment of Law 1101 will remain at 40 students. The Department also intends to become more active in both degree and non-degree ZSB Executive Programs, by offering a number of courses and modules in these programs.

The Department's strong and multifaceted Prelaw services, which are offered to both students and alumni, will be continued and further strengthened. The Department will, in conjunction with the Office of College Advancement and the Prelaw Society, make efforts to foster contacts between current students and Baruch alumni who have gone on to law school. The Department will also work with the Weissman School of Arts and Sciences and the School of Public Affairs to ensure participation of WSAS and SPA students in prelaw activities and, possibly, to develop a coordinated internship program among the three schools.

Over the last several years, the Department has helped to meet the growing demand of our students for courses in real estate by offering a real estate minor for BBA students, a concentration for MBA students and elective courses for students in the BS program in Real Estate and Metropolitan Development in SPA. Should ZSB decide to create a Real Estate Finance major, the Department will be prepared to offer several core courses in the program although the Department envisions the need for an additional real estate law specialist as a full time faculty member.

The Department remains strongly committed to supporting and having its full time faculty produce high quality research and writing and attaining a national reputation for excellence in this area. The Department plans to adopt a method for formal ranking of law journals and to more explicitly articulate publication expectations for faculty reappointment, promotion and tenure. Enabling and encouraging faculty to accomplish top tier research and publication will require changes in the financial incentives and workload for those who publish.

The Department will, on an ongoing basis, conduct evaluation and assessment of all aspects of this Strategic Plan and its implementation. This Strategic Plan is a major step towards creating a premier program within ZSB for educating our business students, the business community and ourselves about the law.

Attachment I A

EMPLOYMENT LAW

Course Purpose

The law constrains employer decision-making in a number of ways. Among other things, it defines impermissible criteria and reasons for such decisions and sets certain minimum terms and conditions of employment. In all areas of business, and particularly for those directly involved in human resource management, an understanding of the nature, variety and purpose of such regulation is essential.

Course Description

The course will examine current legislative and judicial regulation of the employment relationship. The primary focus will be on measures designed to protect private employees against discrimination in decisions such as hiring, termination and other changes in employment conditions, and against other types of “wrongful discharge”. Other topics considered may include privacy and testing issues, regulation of benefits and regulations regarding health and safety.

Course Outline – 14 Weeks

Week 1 – Introduction, definitions of employer, employee, the concept of employment at will, historical overview of regulation of the employment relationship.

Week 2 – Employment discrimination, coverage of statutes, protected categories, rationales for legislation.

Week 3 – Proving discrimination, disparate treatment, disparate impact.

Week 4 – Affirmative Action.

Weeks 5 and 6 – Special issues concerning discrimination on the basis of gender.

Weeks 7 and 8 – Special issues concerning discrimination on the basis of disability, religion, national origin and age.

Week 9 – Recruitment and selection process, Title VII and other issues.

Week 10 – Wrongful discharge – contract and tort theories.

Week 11 – Wrongful discharge – statutes and model statutes.

Week 12 – Privacy issues

Week 13 – Minimum terms and benefits.

Week 14 – Health and safety issues.

Attachment I B

LAW AND THE ENTERTAINMENT BUSINESS

Course Purpose

The entertainment industry is a major employer of professional business program graduates. Every part of this industry, from books to movies, music, theatre, broadcasting, sports to video games, regularly draws on and is shaped by legal subjects ranging from constitutional law to copyright, contract, corporate, intellectual property, labor and communications law among others. To understand this business, one must appreciate the evolution, current state and interplay of myriad legal issues that regularly confront and shape the various branches of this industry.

Course Description

A comprehensive study of the legal and business issues confronting the entertainment industry including academic analysis as well as pragmatic deal negotiation and structure. The course will examine the structure and legal and regulatory issues relating to the various aspects of the industry including music, motion pictures, television, theatre, sports, and book publishing as well as the major support functionaries such as talent agencies, managers, accountants and attorneys.

Course Outline – 14 Weeks

Week 1 – Introduction and Overview – relationship between legal system and performing arts, ADR, legislative process.

Week 2 and 3 – Rights Protection – names and likenesses, ideas, life stories, copyright, trademark.

Weeks 4 and 5 – Representation of Talent – artists, managers, agents, promoters, accountants, lawyers, unions.

Week 6 – Music Recording – majors, independent production, master purchase, distribution, licensing, reversionary rights, synchronization, statutory royalties.

Week 7 – Music Publishing – co-publishing, sub-publishing, exclusivity, distribution, foreign licensing and mechanical and performing rights.

Week 8 – Literary Publishing – book, paperback, merchandising, TV and motion picture options, warranties and indemnities.

Week 9 – Theatre – production and financing Broadway, off Broadway, off off Broadway, regional, repertory, stock; actors and creative elements, directors, choreographers, costume, lighting and set designers.

Weeks 10 and 11 – Motion Pictures – rights acquisition, financing and production, screenwriters, actors and creative elements, merchandising, video, warranties, insurance, audits.

Weeks 12 and 13 – Television – pilot/option/series deals, TV motion pictures, regulation, syndication, cable, video/DVD, unions.

Week 14 - Emerging Technologies – legal background and hurdles.

Attachment I C

LAW & ENTREPRENEURSHIP

COURSE PURPOSE

Increasingly, entrepreneurs and start-up businesses are the engine that powers the U.S. economy. According to government statistics (Office of Advocacy of the U.S. Small Business Administration), small businesses account for 99 percent of all employers, 51% of private sector employment, and 52% of the U.S. gross domestic product. Moreover, small businesses are the source for two-thirds of the nation's net new jobs. Given the importance of these businesses to the marketplace, it is essential for any business student with an interest in operating, advising or counseling emerging growth companies, to have an understanding of the wide range of challenging and unique legal issues faced by entrepreneurs.

Course Description

This course will examine the major legal issues faced by entrepreneurs and start-up businesses. The course covers issues such as the entrepreneur's choice of business form, and the legal regulation of capital formation, venture capital financing and initial public offerings. In addition, students will become familiar with a wide range of legal issues connected to the day-to-day operation of an entrepreneurial venture including: labor and employment law issues; intellectual property challenges; insurance matters; legal limits on marketing and competition; global trade issues and the regulation of e-commerce. Finally, we will address fundamental changes to the business, including mergers, acquisitions and the sale of the business.

Course Outline — 14 Weeks

Week One — Introduction and Review of Fundamentals of Business Law - *Review of basic principals of contract law and agency. Survey of unique legal challenges facing entrepreneurs.*

Weeks Two and Three — Choice of Business Form and Structure of Ownership — Sole proprietorships, partnerships, limited partnerships, LLPs, LLCs, and corporations (including S corps.). Dividing the equity ownership, restrictions on the transferability of shares, and shareholder voting agreements. Forming and working with a board of directors.

Weeks Four and Five — Capital Formation: Securities Regulation & Venture Capital — Survey of legal issues related to the raising of capital. Federal and state regulation of the issuance of securities, including public and private offerings. Negotiating with venture capitalists and other sources of funding. Rights and protections granted to venture capitalists.

Weeks Six and Seven— Labor and Employment Law Issues in a Start-Up Business Fundamentals of state and federal employment law, including anti-discrimination regimes; compensation, including employee stock option plans; covenants not to compete; equity compensation; OSHA; and employee benefits.

Week Eight — E-Commerce and Cyberlaw — Sale of goods online; electronic contracts; UCITA (Uniform Computer Information Transactions Act); Consumer Privacy; Domain Names.

Week Nine — Fundamentals of Intellectual Property — Trade secrets, copyrights, trademarks, and patents.

Week Ten — Operational Liability and Insurance — Tort and business crime liability. Risk management.

Week Eleven — Global Trade — Doing business abroad; tax consequences of operating internationally; forming an overseas office, branch or subsidiary.

Week Twelve — Fundamental Changes: Buying and Selling a Business — Legal regulation of mergers and acquisitions, including state and federal securities regulations, tax implications, and shareholders' rights.

Weeks Thirteen and Fourteen — Going Public — Determining whether or not to take the company public. The IPO process, including pricing the deal, registration, the prospectus, due diligence, SEC review, and exchange requirements.

Attachment I D

LAW AND THE ENVIRONMENT

Course Purpose

Environmental law pervades all areas of business. The educated business- person must have familiarity with the myriad regulatory demands imposed on all businesses so that informed choices can be made regarding many aspects of business operation. This course aims to provide students with an understanding of basic environmental concepts, familiarize them with important environmental laws and regulations and educate them as to corporate responsibility and liability.

Course Description

This course will initially review basic legal concepts and legal process as related to business, environmental law and regulations. The course will then consider issues of federalism and principles of administrative law and include a study of important environmental legislation including The Clean Air Act of 1970, The Clean Water Act, The Federal Insecticide, Fungicide and Rodenticide Act, The Food Quality Protection Act of 1996, and The Toxic Substances Control Act. The course will conclude with a survey of criminal and corporate liability for environmental law violations and international environmental law issues.

Course Outline – 14 Weeks

Week 1 – Introduction, environmental ethics, law and policy

Week 2 – The American legal system: sources of law and rules of procedure.

Week 3 – Common law remedies for environmental harms, environmental liability.

Week 4 – Federalism and the Environment.

Week 5 – Administrative Law.

Week 6 – Air Pollution.

Week 7 – Clean Water Act.

Week 8 – Regulating toxic substances and pesticides.

Week 9 – The Food Quality Act of 1968 and Integrated Pest Management.

Week 10 – Regulating Solid Hazardous Waste.

Weeks 11 and 12 - Issues of Criminal and Civil Liability.

Week 13 - Land Use Regulation and the Environment

Week 14 - International Law and the Environment.

Attachment I E

LEGAL ASPECTS OF HEALTH CARE ADMINISTRATION

Course Purpose

To develop the student's awareness of the legal and ethical issues facing health care providers and managers in a rapidly changing health care environment. Through the study of legal precedents and legislative regulations, students will come to understand the legal basis for the health care environment. This course will consolidate course concepts through the development of the student's analytical and communications skills.

Course Description

An in depth examination is undertaken of the legal framework within which health care is rendered. Topics will include access and delivery of health care services, professional relationships, HMOs, issues of privacy and disclosure, concept of informed consent, medical error/medical malpractice as well as coverage of ethical issues such as right to life, definition of death, genetic testing and human organ allocation and rationing.

Course Outline – 14 Weeks

Week 1 – Introduction.

Week 2 – Access to health care, obligation to provide care, health care costs, uninsured patient.

Week 3 – Health care costs – insured patient, regulation of private health law insurance.

Week 4 – Compliance with federal and state regulation, Medicare, Medicaid, HIPAA.

Week 5 – Professional relationships in health care organizations, managed care organizations.

Week 6 – Employment law as related to health care.

Week 7 – Provider – patient relationship, disclosure, confidentiality, contracts.

Week 8 – Doctrine of informed consent.

Week 9 – Medical error, tort law, medical malpractice.

Week 10 – Defining death, brain death, right to die, DNR, living wills, competent/incompetent patient.

Week 11 – Defining life, right to life.

Week 12 – In vitro fertilization, surrogacy, maternal/fetal conflicts.

Week 13 – Ethical issues in human genetics, genetic testing.

Week 14 – Organ procurement.

Attachment I F

NEGOTIATION AND DISPUTE RESOLUTION

Course Purpose

To introduce students to issues of negotiation and dispute resolution – issues confronted in day-to-day business. The course will give students insight and experience in both contract negotiation and dispute resolution and emphasize developing practical skills and learning to maximize results and minimize errors.

Course Description

The art of negotiation and the agony of dispute resolution are studied. With regard to negotiation, topics covered include developing negotiating strategies, study of the sales cycle, creating requests for proposals and responses, and an examination of standard contract terms and ethical issues. The study of dispute resolution includes a comparison of litigation and arbitration, agreements to arbitrate and the law of arbitration, and mediation and other ADR techniques.

Course Outline – 14 Weeks

Week 1 – Introduction to negotiation.

Week 2 – The sales cycle – negotiating strategies.

Week 3 – Team negotiating and large-scale transaction.

Week 4 – Systems acquisition – requests for proposals and responses.

Weeks 5 and 6 – Standard contract terms, warranties, disclaimers, exculpatory clauses, the parole evidence rule, unconscionability.

Week 7 – Ethics and negotiation

Week 8 – Negotiation Project

Week 9 – A comparison of litigation and arbitration, commercial arbitration, comparison of labor arbitration and international arbitration.

Week 10 – The Federal Arbitration Act, agreements to arbitrate, law of arbitration.

Week 11 – Appeal and error, vacatur and confirmation.

Week 13 – Other ADR techniques, early neutral evaluation, final offer arbitration, min-max arbitration.

Week 14 – Hiring and supervising legal counsel.

Attachment I G

SECURITIES LAW

Course Purpose

The law significantly regulates the securities markets. Among other things, it imposes registration and reporting requirements on the issuers of securities, protects purchasers of securities, and enforces penalties for violations of the securities law. An understanding of such regulations is essential in all areas of business and particularly for issuers of securities, dealers in securities, and accountants and other providers of advice on complying with securities regulations.

Course Description

The course will examine current legislative, regulatory and judicial regulation of the securities markets. The primary focus will be on measures designed to protect investors in the securities markets and on the disclosure requirements that apply to companies that issue securities. The course will also consider corporate governance requirements that apply to publicly traded companies and review the penalties that the law imposes on those who violate securities regulations.

Course Outline – 14 Weeks

Week 1 – Introduction to Securities Regulation – The SEC, stock exchanges and the NASD, Federal Securities Laws – Part 1.

Week 2 – Federal Securities Law –Part 2, blue-sky securities law, distribution and trading markets.

Week 3 – What is a Security – introduction, partnership and limited partnership interests, stock, promissory notes.

Weeks 4 and 5 – The Integrated Disclosure System – Disclosure systems, 1934 Act, key forms, regulation S-K, financial reporting, the basic information package, in-depth disclosure, executive compensation.

Week 6 – The Public Offering Distribution System – The pre-filing period, waiting period, post effective period, the prospectus, communications while in registration.

Week 7 – The Public Offering Registration Process – Overview, plain English, forms S-1-2-3-4, contents of registration statement, shelf registrations, NASD requirements.

Weeks 8 and 9 – Exempt Offerings – The Section 4(2) Exemption, Regulation D, Rule 504 Exemption, concept of accredited investors, Rule 505 Exemption, Rule 506 Exemption.

Week 10 – Secondary Distributions and Trading by Affiliates – Rules 144 and 145, Section 4(1 ½) Exemption, registered secondary distributions

Week 11 – Registration and Reporting under the Exchange Act – Exchange Act registration, annual reports – Form 10-K, interim reports Forms 10-Q and 8-K

Week 12 – Corporate Governance and the Federal Securities Law – Corporate board structure, audit and other standing committees, transactions with management, disclosure responsibilities of directors, The Sarbanes Oxley Act.

Weeks 13 and 14 – Securities Litigation – Federal general fraud provisions, registration violations, Section 12, private actions-Rule 10b-5, insider trading, fraud on shareholders – derivative actions and the securities laws, broker dealer litigation and arbitration

Attachment I H

LAW OF UNFAIR COMPETITION AND INTELLECTUAL PROPERTY

Course Purpose

To provide students with a thorough and working knowledge of unfair competition law and intellectual property. The course is geared toward marketing majors and entrepreneurship, with an emphasis on real-world problems and interesting case studies.

Course Description

An in-depth examination of law as it applies to marketing, advertising and product development. Topics include the tort of unfair competition, false advertising, product disparagement, usurpation of business opportunity and other “business torts”. The law of trademarks, patents, copyrights and trade secrets is examined. Internet domain-name controversies are studied and international treaties are covered.

Course Outline – 14 Weeks

Week 1 – Introduction to unfair competition law.

Week 2 – False advertising and the Lanham Act.

Week 3 – Product disparagement, usurpation of business opportunity, tortious interference with contract.

Week 4 – Other business torts, consumer class actions, the role of the FTC and state agencies.

Week 5 – Introduction to intellectual property, misappropriation and the preemption doctrine.

Weeks 6 through 8 – Copyright.

Week 9 – Patents, trade secrecy, ownership of employee-developed works.

Week 10 – Introduction to trademark law, concept of source identifying function distinctiveness of marks.

Week 11 – Trademark infringement and likelihood of confusion.

Week 12 – Intellectual property in international business, treaties and WIPO, gray market goods.

Week 13 – Internet domain-name controversies, the Anti-Cybersquatting Act and ICANN.

Week 14 – Internet marketing issues – protection of data on-line, the Computer Fraud and Abuse Act, spam, data collection and COPPA