Instructor: David Zaring
Contact Information: zaring@wharton.upenn.edu
Classroom: Vance B11 (001, 003)
Office: Sixth Floor Huntsman Hall
Class times: T-Th 9:00-10:20 (001), 10:30-11:50 (003)
Office Hours: Tuesday 1:30-3:15, or by appointment

Instructor:

David Zaring is an Assistant Professor at the Wharton School, and has taught at the Penn, Washington & Lee, Vanderbilt, Bucerius, and NYU law schools. Before entering academia, he served in the Department of Justice, handling matters related to ecommerce and internet censorship, health care, and affordable housing. He also served as a political aide to Andrew Cuomo. He writes at the intersection of financial regulation, international law, and domestic administration, and has published over thirty articles, including in the NYU, Michigan, Virginia, and Cornell law reviews, and a number of international law journals. He has consulted for the World Bank, securities regulators on three continents, and writes an occasional column on financial regulation for the New York Times’s DealBook vertical. His class approach mixes cases with other exercises and discussion.

Overview:

This course introduces students to the important legal and ethical challenges they will face as leaders in such fields as financial services and consulting. The scope of the course is not limited to these two contexts, however, and will be broadly useful to students preparing for any managerial position that is likely to place them in the role of an advisor and agent representing and owing duties to third parties such as employers, clients, suppliers, and customers. The focus of the course will be on developing skills in ethical and legal analyses that can assist managers as they make individual-level and firm-level decisions about the proper courses of action when duties, loyalties, rules, norms, and interests are in conflict.

Grading:

1. **Overall Contribution to Class:** (25%) Class attendance, instructor evaluation, and peer ratings will comprise 25% of the grade. Because class participation may not come easily for
some, I am happy to discuss strategies for successful classroom participation. Many of these strategies may be helpful beyond this class as well.

2. **Exam** (25%). An open-book exam will be given in Class 9; it will focus on the legal environment in which business decisions must be made.

4. **Final** (50%). An essay-based, take home final exam will be handed out in the final class and will be due within one week of the last class.

**Class:**

The readings and other materials will be available at Study.net, along with the course ethics matrix.

Class will be conducted according to concert rules:

1. Class starts and ends on time. Students and faculty are expected to be timely.
2. Students are to sit according to a seating chart.
3. Students should remain in attendance for the duration of class, except in an emergency.
4. Students should display name plates.
5. All phones and electronic devices, including laptops, should be turned off.

**CLASS TOPICS AND ASSIGNMENTS**

**Topic 1: Managers:**

This section of the course focuses on legal and ethical rules that arise for managers as they make organization-affecting decisions. It also introduces some basic distinctions to structure analysis of legal and ethical issues.

**Tuesday, Jan. 14:**  
**Moral Obligations and Mandatory Rules**


Case: The Analyst’s Dilemma (HBS 394-056, 1993)

**Thursday, Jan. 16:**  
**Employment at Will: A Managerial Perspective**

Employment At Will: A Legal Perspective (HBS Note 9-306-036).

Case: Two Tough Calls (HBS Case 9-306-027)

**Tuesday, Jan. 21:**  
**Freedom of Contract: An Employee Perspective**

Case: Wharton Student Gets a Surprise
Exercise: The Fee Dispute (in class)

Tuesday, Feb. 4: **Managing Legal Risk**


Exercise: Dunkle v. Mercury Drug Co.

**Topic 2: Organizations**
This section of the course focuses on legal and ethical rules that arise for firms. It also focuses on the particular legal structural requirements imposed on firms with regard to their duties to shareholders and third parties.


Thursday, Feb. 6: **Within-Firm Obligations**


Tuesday, Feb. 11: **Firm Obligations To Shareholders And Others**


Thursday, Feb. 13: **Mergers and Acquisitions**

The Fiduciary Relationship: A Legal Perspective (HBS Note: 9-304-064).

Tuesday, Feb. 18:  **Securities Regulation and Insider Trading**


G. Richard Shell, *The Basic Elements of Business Fraud*

Cases: The Employee Exit Interview
       The Inside Trader

Thursday, Feb. 20:  **Exam: Rules for Managers and Organizations**

**Topic 3: Systems**

This section of the course focuses on legal and ethical considerations for managers as they operate within society at large. To whom do they owe obligations? How does government, domestic and international, affect the range of choices?

Tuesday, Feb. 25:  **The Purpose of the Corporation**


Thursday, Feb. 27:  **Counterparty Obligations**


Tuesday, March 4:  **The Global Context**

Case: Yahoo! in China (HBS Case 9-609-051)

Final: Responsibility for Managers (distributed at the end of class; due by Tuesday, March 11, at 5:00 pm)