

LGST 1010: LAW AND SOCIAL VALUES FALL 2023

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Class Meeting Times: Tuesday & Thursday, 12:00 – 1:30 pm in Room F45.

COURSE DESCRIPTION AND OBJECTIVES: This class seeks to introduce students to U.S. law and the legal process. We will focus on a number of specific areas of law including constitutional law, torts, criminal law, corporate and administrative law. Subject to confirmed availability, you will also hear from lawyers, business leaders and regulators with real world experience.

OFFICE HOURS: Tuesday and Thursday from 10:30 – 11:45 am or send me an email to arrange a time. In general, it is a good idea to let me know you would like to stop by office hours. I'm happy to meet virtually on most other days of the week. Depending on the size of our class, I may make several of the office hours mandatory as I'd like to get the opportunity to talk with each of you.

MATERIALS: Cases and materials will be posted on Canvas and may be accessed through the tab *Course Materials @ Penn Libraries* on Canvas. Readings will also be posted in the module for each week of class. The full text of some readings or cases will be posted so it is very important to review the specific pages assigned. Although there is not a textbook for this class, chapters and excerpts from Mann and Roberts, *Business Law and the Regulation of Business* will be used throughout the semester. The book will be on reserve for student use at the library.

GRADING: Your grade is divided into four parts: (1) 20% class participation (10% for *In the News*, 10% for general class discussions including court cases and business case discussions, (2) 30% for the first in-class exam, (3) 30% for the second in-class exam; (4) 20% for group projects.

Participation: To make this class meaningful, you'll need to attend class and we will need to have some good discussions. I'll alternate between soliciting comments, cold calling on students and facilitating discussions by framing hypotheticals.

In some classes, we will discuss specific court decisions and participation will be evaluated based on a student's ability to discuss the facts of the case, the court's opinion including the majority and concurring or dissenting opinions (if applicable to the case) as well as the implications of the cases. For court case discussions, we will have a panel system where a group of students will be on call to discuss the elements

of the case and their thoughts. This is not designed to preclude any student from participating in the court case discussions but to aid your understanding of the methodology for reading court cases and to provide an opportunity to participate.

We will also use business case studies in several classes which will be an opportunity to discuss the application of the law in real world business scenarios. We will have guest speakers who are experts in their fields. Students will be expected to submit questions that will be integrated as possible into the planned panel discussions with the speakers. Of course, students are also encouraged to ask their own questions during the class.

Each student will also be assigned “*In the News*” items that the student will be able to briefly present on during or after the relevant class as well as field questions.

It is important to foster a respectful and productive learning environment that includes all students in our diverse community of learners. All opinions and experiences must be respected in the tolerant spirit of academic discourse. Treat your classmates and instructor with respect in all communication, class activities, and meetings.

Exams: The exams will be a mix of short answers and essay questions. I will have in-class review sessions prior to the exams.

Group projects: You will be put into groups to draft a presentation on a current government policy area, potential topic for legal reform or an area of case law. Groups will make presentations to the class at different points during the semester.

Use of AI: The use of generative AI (e.g, tools like ChatGPT) is not allowed for your work in this class. Using such tools in this course will be considered a violation of Penn’s Code of Academic Integrity and addressed as such.

CLASS SUBJECTS

Class 1 (8/29):

Introduction to the Legal System

Assigned readings:

1. Orin Kerr, How to Read Judicial Opinions
2. Mann & Roberts, Introduction to Law, ch 1, pp. 2-14

Class 2 (8/31):

Business Ethics

Assigned readings:

1. Mann & Roberts, ch 1, pp. 12-13 (*Caldwell v. Bechtel*) and Business Ethics and ch 2, pp. 15-23

Class 3 (9/5):

Litigation & Arbitration

Assigned readings:

1. Mann & Roberts, Civil Dispute Resolution, ch. 3, pp. 53-65

Class 4 (9/7)Federal Court System*Assigned readings:*

1. Mann & Roberts, The Court System, ch. 3, pp. 45-53

Class 5 (9/12)Constitutional Law I – Overview and the Commerce Clause*Assigned readings:*

1. Mann & Roberts, Constitutional Law, ch. 4, pp. 71-88. (covers topics in Class 5-7)
2. Feinman, Law 101, ch. 2, *How Does the Supreme Court Decide What the Constitution Means*, pp. 20-26
3. *Wickard v. Filburn*, 317 U.S. 111 (1942)

Class 6 (9/14)Constitutional Law II – 1st Amendment*Assigned readings:*

1. Feinman, Law 101, ch. 3, *Does the Constitution Protect Freedom of Speech*, pp. 62-76
2. *Brown v. Entertainment Merchants Ass'n*, 564 U.S. 786 (2011) (edited and condensed)

Class 7 (9/19)Constitutional Law III – Substantive Due Process and Equal Protection*Assigned readings:*

1. Feinman, Law 101, ch. 2, *How Does the Supreme Court Decide What the Constitution Means*, pp. 20-26. (review again)
2. *Griswold v. Connecticut*, 381 U.S. 479 (1965) (edited opinion and dissent)
3. *Obergefell v. Hodges*, 576 U.S. 644 (2015) (Kennedy opinion, Roberts and Scalia dissents)

Class 8 (9/21)Torts – Negligence and Strict Liability*Assigned readings:*

1. Mann & Roberts, Negligence and Strict Liability, ch. 8, pp. 151-160 (through *Love v. Hardee's*).

Class 9 (9/26)Torts – Negligence and Strict Liability*Assigned readings:*

1. Mann & Roberts, Negligence and Strict Liability, ch. 8, pp. 160-171

Class 10 (9/28)Introduction to Criminal Law*Assigned readings:*

1. Mann & Roberts, Criminal Law, ch. 6, pp. 111-116, 123-126
2. *Gideon v. Wainwright*, 372 U.S. 335 (1963)

Class 11 (10/3)Lawyers - Panel Discussion

Invited Panel:

- Zane Memeger, Partner, Morgan Lewis and former United States Attorney for the Eastern District of Pennsylvania (EDPA) (2010-2016)
- Lewis Rosman, Senior Attorney, Appeals and Legislation Unit, City of Philadelphia Law Department
- John Ryan, Executive Vice President, Chief Counsel Officer and Corporate Secretary, Temple University Health System
- Stephanie Walters, General Counsel and Chief Privacy Officer, Suvoda

Assigned readings:

1. Ben Heineman, Inside Counsel Revolution (excerpt)

Class 12 (10/5)

Mid-Course Review and Discussion

Class 13 (10/10)

In Class Exam

Fall Break – October 12th – 15th

Class 14 (10/17)

U.S. Anti-Bribery Laws

Assigned readings:

1. Department of Justice, *Foreign Corrupt Practices Act Resource Guide*, pp. 1-42

Class 15 (10/19)

U.S. Sentencing Guidelines and Compliance & Ethics Programs

Assigned readings:

1. Corporate Legal Compliance Handbook, select readings from Chapter 2 (Wolters Kluwer)

Class 16 (10/24)

Case Study – Walmart

Assigned readings:

1. David Barstow, *Vast Mexico Bribery Case Hushed Up by Wal-Mart After Top-Level Struggle*, N.Y. Times (April 21, 2012)
2. Jay T. Jorgensen, *The Foreign Corrupt Practices Act Turns 40: Reflections on Walmart's Enhanced Ethics & Compliance Program*, 5 Tex. A&M L. Rev. 237 (2018)

Class 17 (10/26):

Planned Group Projects Presentations

- 1st Amendment, 4th Amendment, Torts, Equal Protection Clause

Class 18 (10/31)

Corporations – Corporate Purpose and Business Judgement Rule

Assigned readings:

1. *Dodge v. Ford Motor Co.*, 170 N.W. 668 (Mich. 1919)

2. *Mann & Roberts (12th edition), Management Structure of Corporations, ch. 35, pp. 793-798 (through Brehm v. Eisner)*

Class 19 (11/2)

Corporations – Board of Directors - Oversight

Assigned readings:

1. *In re Caremark International, Inc. Derivative Litigation*, 698 A.2d 959 (Del. Ch. 1996)
2. Claire Hill, *Caremark as Soft Law*, 90 Temple Law Review 681 (2018)

Class 20 (11/7)

Case Study – Wells Fargo

Assigned readings:

1. Independent Directors of the Board of Wells Fargo & Company Sales Practices Investigation Report, pp. 97-110
2. Brian Tayan, *The Wells Fargo Cross-Selling Scandal* (January 8, 2019) (Stanford Closer Look Series)

Class 21 (11/9)

Panel – Independent Directors

No assigned readings but review readings for Classes 18-20

Invited Panel:

- Bob Cobuzzi, President, CEO and Board Member, Diffusion Pharmaceuticals
- Dennis Maple, Director, Descartes Systems Group
- Edward Ryan, CEO and Director, Descartes Systems Group
- Mary Kate Wold, Director, The Jackson Laboratory

Class 22 (11/14)

Introduction to Administrative Law

Assigned readings:

1. Mann & Roberts, *Administrative Law*, ch. 5, pp. 93-107

Class 23 (11/16)

Administrative Law II - Federal Trade Commission and Unfair Practices

Assigned readings:

1. J. Howard Beales III, *The FTC's Use of Unfairness Authority: Its Rise, Fall, and Resurrection*, 22 Journal of Public Policy and Marketing 192 (2003).
2. *FTC Policy Statement on Unfairness* (Appended to *International Harvester Co.*, 104 F.T.C. 949, 1070 (1984)).

Class 24 (11/21)

Case Study – FTC Regulatory Overreach?

Regulator Panel - Invited

- Jessica Rich, Of Counsel, Kelley Dry and Warren and former Director of the Federal Trade Commission's Bureau of Consumer Protection
- Andrew Smith, Partner, Covington & Burling and former Director of the Federal Trade Commission's Bureau of Consumer Protection

Assigned readings:

1. Statement of Commissioner Alvaro M. Bedoya, Commercial Surveillance Data Security Advance Notice of Proposed Rulemaking (August 11, 2022)
2. Dissenting Statement of Commissioner Christine S. Wilson, Trade Regulation Rule on Commercial Surveillance and Data Security (August 11, 2022)

Thanksgiving Break – November 22nd – 26th

Class 25 (11/28)

Net Neutrality

Guest Lecturer:

Adam Krinsky, Partner, Wilkinson, Barker Knauer, LLP

Assigned readings

1. *Federal Communications Nominee Says Congress Should Address Net Neutrality*
<https://broadbandbreakfast.com/2023/06/federal-communications-nominee-says-congress-should-address-net-neutrality/>
2. *The WIRED Guide to Net Neutrality (2020)*
<https://www.wired.com/story/guide-net-neutrality/>
3. *F.C.C. Repeals Net Neutrality Rules (2017)*
<https://www.nytimes.com/2017/12/14/technology/net-neutrality-repeal-vote.html>

Class 26 (11/30)

Group Projects

Class 27 (12/5)

Course review

Class 28 (12/7)

In-class exam