

LGST 1010: LAW AND SOCIAL VALUES SPRING 2023

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Class Meeting Times: Tuesday & Thursday, 12:00 – 1:30 p.m.

COURSE DESCRIPTION AND OBJECTIVES: This class seeks to introduce students to U.S. law and the legal process with a particular emphasis on business-relevant areas of law. 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: Thursday 10:30 – 12:00 pm or send me an email to arrange a time. 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. 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, (2) 30% for the first in-class exam, (3) 30% for the second in-class exam; (4) 20% for the final group projects.

Participation: To make this class meaningful, we'll need to have some good discussions. I'll alternate between soliciting comments, cold calling on students and facilitating discussions by framing hypotheticals. We will also use case studies in a number of our classes. Depending on the size of our class, I may also assign each student an "In the News" item that each student will be able to briefly present on during the relevant class. 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 multiple choice, short answer and brief essay questions. I will have in-class review sessions prior to the mid-term and final exams.

Group projects: Later in the semester, you will be put into groups to draft comments on a current government policy area, potential topic for legal reform or an area of case law. You will present the comments at the end of the semester.

CLASS SUBJECTS

Class 1 (1/12):

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
3. Vehicles in the Park

Class 2 (1/17):

Business Ethics

Assigned readings:

1. Mann & Roberts, Business Ethics, ch 2, pp. 15-23

Class 3 (1/19)

Role of the Lawyer in Business - Panel Discussion

Invited Panelists:

- Bob Cobuzzi, President, CEO and Board Member, Diffusion Pharmaceuticals
- John Ryan, Executive Vice President, Chief Counsel Officer and Corporate Secretary, Temple University
- Eric Schwartz, Executive Vice President, Chief Legal Officer & Secretary, Integra LifeSciences

Assigned readings:

1. Ben Heineman, Inside Counsel Revolution (excerpt)

Class 4 (1/24):

Litigation & Arbitration

Assigned readings:

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

Class 5 (1/26)

Federal Court System

Assigned readings:

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

Class 6 (1/31)

Constitutional Law I - Introduction

Assigned readings:

1. Mann & Roberts, Constitutional Law, ch. 4, pp. 71-89

Class 7 (2/2)

Constitutional Law II - First Amendment

Assigned readings:

1. Feinman, Law 101, ch. 3, Constitutional Rights, pp. 60-74
2. *Texas v. Johnson*, 491 U.S. 397 (1989)

Class 8 (2/7)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 (2/9)Torts – Negligence and Strict Liability*Assigned readings:*

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

Class 10 (2/14)Introduction to Criminal Law*Assigned readings:*

1. Mann & Roberts, Criminal Law, ch. 6, pp. 111-116, 123-126

Class 11 (2/16)U.S. Anti-Bribery Laws*Assigned readings:*

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

Class 12 (2/21)U.S. Sentencing Guidelines and Compliance & Ethics Programs*Assigned readings:*

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

Class 13 (2/23)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. David Barstow and Alejandra Xanic von Bertab, *How Wal-Mart Used Payoffs to Get its Way in Mexico*, N.Y. Times (December 17, 2012)
3. 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 14 (2/28)

Mid-Course Review and Discussion

Class 15 (3/2)

In Class Mid-Term Exam

Spring Break – March 6th-12th

Class 16 (3/14)Corporations – Corporate Purpose and Business Judgement Rule

Assigned readings:

1. *Dodge v. Ford Motor Co.*, 170 N.W. 668 (Mich. 1919)
2. *In re Walt Disney Co. Derivative Litig.*, 907 A.2d 693 (2005)

Class 17 (3/16)

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 18 (3/21)

Case Study – Wells Fargo

Assigned readings:

1. Independent Directors of the Board of Wells Fargo & Company Sales Practices Investigation Report, pp. 97-110
2. *In re Wells Fargo & Company Shareholder Derivative Litigation* (order granting in part and denying in part motion to dismiss) (May 4, 2017)

Class 19 (3/23)

Panel – Independent Directors

Invited Panelists:

- Dennis Maple, Director, Descartes Systems Group
- Edward Ryan, CEO and Director, Descartes Systems Group
- Mary Kay Wold, Director, The Jackson Laboratory

No readings

Class 20 (3/28)

Introduction to Administrative Law

Assigned readings:

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

Class 21 (3/30)

Administrative Law II - Federal Trade Commission and Deceptive Practices

Assigned readings:

1. *A Brief Overview of the Federal Trade Commission's Investigative and Law Enforcement Authority*
2. *FTC Policy Statement on Deception* (Appended to *Cliffdale Associates, Inc.*, 103 F.T.C. 110, 174 (1983))

Class 22 (4/4)

Administrative Law III - 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 23 (4/6)**Case Study – FTC Regulatory Overreach?*****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)

Class 24 (4/11)**International Data Privacy*****Assigned readings:***

1. Paul M. Schwartz, *The EU-U.S. Privacy Collision: A Turn to Institutions and Procedures*, 126 Harv. L. Rev. 1966 (2013) (excerpt 1966-85)

Class 25 (4/13)***Panel – Regulators (TBD)*****Class 26 (4/18)*****Group Projects*****Class 27 (4/20)*****Group Projects*****Class 28 (4/25)*****Exam Review******April 27-30: Reading Days******May 1-9: Exam Period***