

**UNIVERSITY OF PENNSYLVANIA
THE WHARTON SCHOOL**

**COURSE SYLLABUS
SPRING 2023**

**LGST 1010-002: LAW AND SOCIAL VALUES
Tuesdays 3:30 pm - 6:29 pm**

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COURSE DESCRIPTION

This course provides a broad introductory survey of law and the US legal system. We will explore fundamental principles and concepts relating to a number of substantive legal areas, with a focus on the impact of law on the business world and its place in society. We will address the extent to which law reflects contemporary and historical social, political, and economic values.

The first half of the course will provide a foundation on law and our legal system and cover substantive areas of private law that are particularly relevant to the business world. Topics will include contracts, torts, and property law. The second half of the course will cover public law, with a primary focus on the modern administrative state that regulates business. Topics will include constitutional, corporation, administrative and agency, securities, intellectual property, antitrust, employment, bankruptcy, and international law.

COURSE OBJECTIVES

This course has two primary objectives. Students will gain a deeper understanding of what law is, how our legal system works, and how the law functions in the business world and broader society. This entails learning some of the key substantive legal principles that have developed over many years through judicial decisions in our common law system, governmental statutes, and agency rules and regulations. This includes both “black letter

law” and emerging areas of the law that are disputed and more controversial.

Second, students will learn some of the “lawyering” skills that will give them an appreciation for what it means to “think like a lawyer” and advocate like a lawyer. This involves, for example, learning how to critically analyze a legal issue and provide advice to a client. It also involves learning how to read and brief a case, and to interpret a statute, rule or regulation. Law is so pervasive in our society that these communication and lawyering skills will be helpful to you, regardless of whether or not you ultimately decide to pursue a legal career.

The goal is to bring the “real world” into our discussions as much as possible and to make the law relevant and practical. I have spent most of my career as an in-house business law practitioner, providing legal advice to business clients and senior management. I hope to be able to share some lessons from that experience with you.

COURSE STRUCTURE

The course will meet for 3 hours once a week, for 14 classes. Prior to each class, your most important task will be to read and think critically about the assigned materials. While each class will have some lecture component, most of the class will be interactive, including group discussions, students volunteering to answer questions, and “Socratic” questioning using the teaching method that is typical in American law schools. Some of the classes will have in-class project work, giving students the opportunity to exercise oral and written lawyering skills. Since each class is 3 hours in length, we will take a short break roughly half way through the class, during which you will have the opportunity to check your electronics and stretch your legs. I will be available then to chat informally with any of you about the class.

COURSE MATERIALS

All required materials are listed in the syllabus, and posted on Canvas. I may make some changes to the syllabus during the semester.

ELECTRONICS

The critical learning in this interactive class takes place in the classroom, so it is important that you be present in the moment and fully engaged.

Accordingly, phones must be put away during class time. Laptops and electronic tablets will be permitted only for pedagogical purposes (i.e., to take class notes, retrieve reading materials, take a quiz, or perform an in-class exercise).

OFFICE HOURS

I strongly encourage you to reach out to me for some 1:1 time to discuss the course. I will generally be available in person in the Legal Studies and Business Ethics office on Tuesdays from 1 to 3 pm. Alternatively, we can meet by Zoom on a different day at a mutually convenient time. Please send me an email (rmachlis@wharton.upenn.edu) to schedule a meeting.

GRADING

Your grade for this course will have 5 components:

Class Participation (15%)

Attending class and being actively engaged in the discussions is important to your learning and creating a positive classroom experience for your fellow students. Communication skills are essential to success in law and the business world. For each class, you will receive ½ credit if you arrive on time and attend the full class, and ½ credit if you are positively engaged (i.e., participating in class discussions in a positive and respectful manner, and not distracted or using electronics for non-pedagogical purposes).

I understand that life happens even during the school semester, so you will receive 1 “free pass” if you miss 1 of our 14 classes for any reason. You will receive full class participation credit for that 1 missed class.

Quizzes (15%)

I will give 3 “pop quizzes” during the 1st half of the semester, and 3 “pop quizzes” during the 2nd half of the semester. These are short, roughly 10 minute quizzes (mainly multiple choice and short answers) that are designed to assess your understanding of some of the key principles and concepts in the assigned reading materials. I will drop your lowest score (unless you are absent for one of the classes during which a quiz is given, in which case that will be your dropped score).

Lawyering Projects (20%)

There will be several in-class “lawyering projects” designed to exercise skills such as oral advocacy and brief writing. Some of these projects will require a little advance preparation. More details will be provided in class.

Midterm Exam (25%)

For part of Class 7, students will take an in-class, “closed book” exam that consists of multiple choice, short answer, and hypothetical case study questions. The exam will assess your understanding of some of the key principles and concepts covered in the first half of the course.

Final Exam (25%)

During the final exam period, students will take a 2 hour, “closed book” exam that consists of multiple choice, short answer, and hypothetical case study questions. The exam will assess your understanding of some of the key principles and concepts covered in the course, with a primary focus on the second half of the course.

CLASS SCHEDULE, TOPICS, AND ASSIGNMENTS

#	DATE	TOPIC	ASSIGNMENT
1	Jan 17	FOUNDATION What is "Law"? U.S. legal system Courts/procedure Legal analysis	Mann & Roberts, BUSINESS LAW, ch. 1, <i>Introduction to Law</i> and ch. 3, <i>Civil Dispute Resolution</i> Oliver Wendell Holmes, <i>The Path of the Law</i> , 10 Harvard Law Review 457 (1897) Orin Kerr, <i>How to Read a Judicial Opinion</i>
2	Jan 24	CONTRACTS I Introduction Formation Offer and Acceptance Consideration	Mann & Roberts, BUSINESS LAW, ch. 9-10, 12 <i>Leonard v. Pepsico</i> <i>Owen v. Tunison</i> <i>Iacono v. Lyons</i>
3	Jan 31	CONTRACTS II Defenses to Breach of K Performance/Discharge Damages & Remedies	Mann & Roberts, BUSINESS LAW, ch. 11, 13-15, 17-18 <i>Williams v. Walker-Thomas Furniture</i> <i>Stepp v. Freeman</i> <i>Hawkins v. McGee</i> <i>Peevyhouse v. Garland</i>
4	Feb 7	TORTS I Definition of "Tort" Intentional Torts	Mann & Roberts, BUSINESS LAW, ch. 7 <i>MacPherson v Buick Motor Co.</i> Feinman, LAW 101, ch. 5 (<i>Hot Coffee and Crashing Cars: Tort Law</i>)
5	Feb 14	TORTS II Negligence Strict Liability Valuation Problem Products Liability	Mann & Roberts, BUSINESS LAW, ch. 8 Richard A. Posner, "Guido Calabresi's 'The Costs of Accidents': A Reassessment" <i>Greenman v. Yuba Products, Inc.</i>
6	Feb 21	PROPERTY LAW I Definition of Property Personal and Real Adverse Possession Takings	Feinman, LAW 101, ch.7 (<i>You Are What You Own</i>) <i>Popov v. Hayashi</i> <i>Sturges v. Bridgman</i> <i>Cedar Point Nursery v. Hassid</i>
7	Feb 28	PROPERTY LAW II Intellectual Property MIDTERM EXAM	Mann & Roberts, BUSINESS LAW, ch. 39 <i>Samsung Electronics Co. v. Apple Inc.</i> <i>Google LLC v. Oracle America, Inc.</i>

	SPRING BREAK		
8	Mar 14	CONSTITUTIONAL LAW I Equal Protection Freedom of Speech Freedom of Religion	Mann & Roberts, BUSINESS LAW, ch. 4 <i>Plessy v. Ferguson</i> <i>Brown v. Board of Education</i> <i>Brandenburg v. Ohio</i> <i>Burwell v. Hobby Lobby</i>
9	Mar 21	CONSTITUTIONAL LAW II Commerce Clause ADMINISTRATIVE AND AGENCY LAW	<i>Gibbons v. Ogden</i> <i>Heart of Atlanta Motel v. U.S.</i> <i>United States v. Lopez</i> <i>Chevron v. Natural Resources Defense Council</i> <i>FDA v. Brown & Williamson Tobacco</i>
10	Mar 28	CORPORATION LAW	Mann & Roberts, BUSINESS LAW, ch. 33, 35 <i>Dodge v. Ford Motor Co.</i> <i>Citizens United v. Federal Elections Comm.</i>
11	Apr 4	SECURITIES LAW I Securities Act '33 Securities Exchange Act '34 Disclosure Insider Trading	Mann & Roberts, BUSINESS LAW, ch.43 <i>SEC v. W.J. Howey Co.</i> <i>Chiarella v. United States</i> <i>Dirks v. SEC</i>
12	Apr 11	SECURITIES LAW II ANTITRUST LAW	<i>United States v. Newman</i> <i>Salman v. United States</i> <i>Business Roundtable v. SEC</i> Mann & Roberts, BUSINESS LAW, ch.40
13	Apr 18	EMPLOYMENT LAW Labor laws (health and safety) Discrimination laws Sexual harassment laws BANKRUPTCY LAW	Mann & Roberts, BUSINESS LAW, ch.42 <i>Meritor Savings Bank v. Vinson</i> <i>EEOC v. Abercrombie</i> Mann & Roberts, BUSINESS LAW, ch. 38
14	Apr 25	ENVIRONMENTAL LAW INTERNATIONAL LAW Foreign Sovereign Immunity Anti-bribery COURSE WRAP-UP	Mann & Roberts, BUSINESS LAW, ch. 45 <i>Sierra Club v. Morton</i> <i>Massachusetts v. the EPA</i> Mann & Roberts, BUSINESS LAW, ch. 46 <i>Kiobel v. Royal Dutch Petroleum</i>

INSTRUCTOR BIOSKETCH

Roger Machlis has practiced business law for over 35 years, primarily as senior in-house counsel at large global financial institutions. In his last in-house role, Machlis was a Managing Director and the General Counsel of Credit Suisse's Global Asset Management business (CSAM) for 17 years. As GC, Machlis was a member of the CSAM Management Committee and advised the CEO and management team on numerous strategic business matters; major transactions and new products; significant legal, regulatory, compliance, reputational and employment matters; changes in law and regulation; and public policy matters. Machlis participated as a member of various risk management, control and oversight committees and was a critical senior member of a control and challenge function at Credit Suisse. He worked on governance related matters and served as the Chief Legal Officer to the CS US mutual fund boards. He periodically represented Credit Suisse at meetings with foreign, US federal and state regulators.

Machlis' role at Credit Suisse provided a unique perspective on strategic, organizational and human resource matters, and potential ethical and reputational issues, that one encounters in a very complex, highly regulated and global major financial services organization. He was a highly trusted strategic adviser to senior management and middle management officers. He managed, coached, and mentored teams of legal and compliance professionals at Credit Suisse on substantive legal topics and how to effectively manage and communicate with internal business clients. He chaired the Credit Suisse General Counsel Americas Diversity and Inclusion Committee. He was a member of the Steering Committee of SIFMA's Asset Management Group. In 2019, Machlis received a global Credit Suisse CEO award for Stakeholder Management.

Prior to Credit Suisse, Machlis was a senior internal counsel at Citibank and a law firm associate at Simpson Thacher & Bartlett. He was an accountant at KPMG prior to law school. Machlis received a J.D. from New York University School of Law and graduated *magna cum laude* with a B.S.E. from the Wharton School of the University of Pennsylvania.

Machlis has developed and taught several courses at the University level. In the fall of 2022, he taught a Professional Leadership and Development course to undergraduate students at the New York University Stern School of Business. Machlis taught a Responsibility in Business course at the Wharton School of Business (MBA Program) in Spring 2017, 2018, and 2019, and a 1 day workshop to Wharton undergrads in 2020.