

International MBA Program — NUPHAR CLASS

Course No. 209.4885

BUSINESS AND LAW CONVERGENCE

Semester: December 2018 – January 2019

Dates: Fridays: December 21 & 28, 2018, and January 4 & 11, 2019

Time: 08:00 – 11:00

Instructor: William Weisel, B.A., J.D.

Office Hours: By appointment.

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Course Type: Lecture

Course Level : MBA

Pre-Requisites: "International Business Law" (Course # 209.4993)

Course Overview

The objective of this course is to provide a different type of contextual perspective involving applied management where everyday business and legal issues converge.

Business and law are intertwined. The running of a business is often synonymous with the management of its legal affairs. To be successful, one must understand the "rules of the game" and how these rules interrelate. This course brings together knowledge gained from other seemingly unrelated courses and demonstrates how business and legal affairs converge to create a successfully functioning business organization.

A business can be anything from a person selling pencils on a street corner to a modern multinational conglomerate selling futuristic technology. But both involve people interacting within specific behavioral norms which are regulated by culture, personal agreement, and governmental legislation. These norms — the rules of the game — maintain the balance of interests between the players and discipline those who violate the rules. They also provide mechanisms to resolve disputes in a civilized and relatively predictable manner.

This course will explore concepts which form both the legal and practical foundations of modern business activities and transactions. However, it will not be an in-depth study of the laws to which it will relate, nor take the place of the essential courses that provide you with such knowledge. It is designed to provide an “issue spotting” familiarity that will enable you to recognize the interrelationship and significance of matters that arise, and thereby empower you to effectively navigate complex business environments.

COURSE CONTENT AND SCOPE

Session 1 — December 21, 2018

Perspective and Methodology

Business Formation, Structure and Governance

Anti-Corruption Regulation

- A contextual approach to the convergence of business and law.
- The role of agendas. Everyone in a business has a specific role and set of tasks. Each role has its own vantage points and perspective.
- The pervasive role of law in business.
- Businesses literally take on a life of their own. How one feeds, cares for, empowers, and legally maintains this life form without jeopardizing its bureaucratic existence.
- Internal and external forces that affect a business, and how the law guides, regulates, and affects such forces.
- A look at the anti-corruption regulatory and enforcement environment.

Session 2 — December 28, 2018

Intellectual Property — The Business Idea and How to Protect It

- Each business starts with an idea which is transformed to a product or service for sale to the public.
- Protecting the idea and the intellectual property that flows from that idea.
- Patents, trademarks, copyrights, trade secrets, non-disclosure agreements, employment agreements, etc.

Session 3 — January 4, 2019

The Basis for Contractual Relationships

Commercialization – Product Development, Manufacturing, Supply Chain, Distribution and Product Liability

- Business depends on agreements made between parties. We will review the widely accepted process for creation of such agreements that is firmly entrenched in modern business transactions.
- Legal issues touch nearly every step of product development, design, productization, procurement of raw materials and components, manufacturing, warehousing, marketing, distribution, sales, warranty and service. We will explore the major legal issues involved in the process, and will examine the essential terms contained in various types of contracts related to such purposes.
- Product Liability
- Internal company discussions and negotiations.
- External discussions and deal processes.

Session 4 — January 11, 2019

Litigation, Dispute Resolution, Risk Management

- Litigation is, first and foremost, a business tool. However, it is handled almost exclusively by lawyers and is steeped in esoteric law and confusing traps. How to understand, stay involved in, and manage the litigation process.
- The delays and problems associated with classic litigation has led to the burgeoning business of “alternative dispute resolution”. How this

works, and how one evaluates whether it is preferable in specific situations.

- Litigation and Risk Management
- When to sue. What to do if one is sued. Avoiding lawsuits.
- Intellectual property litigation.

At the end of the course students will be able to:

1. Recognize and identify issues with which they will come into contact on a daily basis at work, and;
2. Understand either how to handle these issues or recognize the need to seek professional guidance.

Requirements: Attendance; Class participation; Exam

Grading:

Class participation – 10%

Final Exam – 90%

Reading List:

The following are the reading materials for the course, which will be provided in PDF format at the beginning of the course.

Session No. 1

1. Business Conduct Policy – Example
2. Electronic Media Policy – Example
3. Global Anti-Corruption Policy – Example
4. Checklist for FCPA
5. U.S. FCPA Guide (for reference)
6. Memo re China Bribery Legislation
7. Article – *China's Changing Compliance Landscape*
8. Article – *Buyer Beware: Do an Integrity Check Before Conducting Business in the Middle East*

Session No. 2

1. Trade Secret Policy – Example
2. Confidentiality Marking Policy – Example
3. Article – *Preventing Employee Trade Secret Misappropriation*
4. Article – *NDA's - How to Avoid the Perils of Over-Negotiating*
5. Mutual NDA – Example
6. Special Mutual NDA – Example
7. Article – *Supreme Court Strengthens Employees' Rights to Royalties*

Session No. 3

1. Article – *Deal Breaker to Deal Maker*
2. Development Agreement – Example
3. OEM Agreement – Example
4. Services Agreement – Example
5. Distribution Agreement – Example

Session No. 4

1. Email – Careful communication
2. Article – *Repudiatory Breach of Contract in English Law: a Matter of Timing or the Eye of the Beholder?*
3. Article – *Five Tips for Avoiding Settlement Traps*
4. Article – *Data Privacy Laws Around the World*