**Odette Special Topics (Winter 2022) STEN 4910**

**SYLLABUS - Business Agreements**

**LAWG-5933**

**MBA BUSI-8662**

**Sessional Lecturer:** Werner H. Keller [whk@uwindsor.ca](mailto:whk@uwindsor.ca) (Use email intructor tool on Blackboard)

|  |  |
| --- | --- |
| UW_Odette_2L_horz-01 |  |

**Email:** [whk@uwindsor.ca](mailto:whk@uwindsor.ca) (Use “EMAIL INSTRUCTOR” tool on Blackboard tool )

(see “Bb” Menu on left side of Blackboard)

**Office Hours:** If you would like to meet me to outside of class, then send an email to me first before you drop by because if I do not have an appointment with you I may book time with others or be out of my office.  You can view my availability on my calendar at [www.wernerkeller.com](http://www.wernerkeller.com) . We can meet online, if you wish and so request. I will reply to your email confirming our appointment. I am fully open and receptive to questions and feedback throughout the term, so please do not hesitate to email me if you have any questions, comments or concerns and I will do my best to address them.

**Class times:** Tues. & Thurs. starting **promptly** at 1:00 pm

Sumary of **Evaluation Methodology** (details below):

Assignments (12 assignments each 5%) = 60% See detailed schedule on course Blackboard (“Bb”) site.

Participation in class discussions: 20% (up to 1 mark per class) Rubric provides details.

Course paper 20% (due on Bb by noon Thurs. March 17th)

**No exams**

**Course Description:** This seminar course integrates senior students registered in UWindsor’s Odette school of business with upper year students from UWindsor law in classes regarding business agreements to provide them with learning experiences at the intersection of law and business. Students will learn through readings, mini lectures, and writing short reports regarding their analysis of agreements, which prepare students for class discussion. Business agreements are case studies for class discussions for experiential, interdisciplinary learning. Students prepare for class discussions by completing different tasks and submitting written assignments before class. In addition to marks for weekly assignments and marks for participation in class, students submit and present their final paper as evidence of their achievement of the learning outcomes. Based upon each student’s interests, each student chooses a specific business agreement as a topic for a paper due near the end of the course.

In their final paper presented to the class, students will demonstrate what they have learned by doing the following:

* Choose and define legal/business objectives;
* Collect information to be used in the process of analyzing their chosen agreement;
* Identify options including negotiation positions; and
* Justify their proposals for negotiating changes.

**My Teaching Philosophy - Lifelong Learning and Skill Development**

* ***University should prepare students for lifelong learning through development of critical thinking skills.***
* ***I aim to pass on my knowledge, experience and attitudes to students.***
* ***I set high expectations***

The course is designed to align learning outcomes and activities with assessments and adopts the views of Noam Chomsky (prof at MIT) who said during a speech in 2014: “[His preferred education model is] for the student to acquire the capacity to inquire, to create, to innovate, to challenge—that’s education. You gain the capacity and the self-confidence for that matter to challenge and create and innovate, and that way you learn; that way you’ve internalized the material and you can go on. It’s not a matter of accumulating some fixed array of facts which then you can write down on a test and forget about tomorrow.

| **Law School Course Learning Outcomes**  At the end of this course, the successful student will know and be able to: | **Characteristics of a University of Windsor Graduate**  A U of Windsor graduate will have the ability to demonstrate: |
| --- | --- |
|
| A. Translate large and complex legal materials;  Identify the legal terminologies necessary to convey the meaning of the material;  Recognize basic legal issues in business agreements;  Illustrate from observations and experiences the issues from a legal perspective; | 1. the acquisition, application and integration of knowledge |
| B. Research large volume of legal materials to convey meaning with precision, logic and economy;  Evaluate and rank potential negotiation positions and recommend an appropriate legal course of action; | B. research skills, including the ability to define problems and access, retrieve and evaluate information (information literacy) |
| C. Critically analyze problems and issues from a legal perspective to finding practical and long-lasting solutions; | C. critical thinking and problem-solving skills |
| D. Identify possible proposals for contract terms and rank alternatives with reasons. | D. literacy and numeracy skills |
| E. | E. responsible behaviour to self, others and society |
| F. Communicate effective critiques, justifications, plans, assessments and decisions in oral and written form; | F. interpersonal and communications skills |
| G. | G. teamwork, and personal and group leadership skills |
| H. Develop, justify and defend the negotiation positions in appropriate civil and persuasive ways. | H. creativity and aesthetic appreciation |
| I. | I. the ability and desire for continuous learning |

|  |  |
| --- | --- |
| **Average number of hours per week that the student will be expected to devote to:** | |
| 3 | Lectures/ Class Discussion |
| 1 | Independent Study |
| 6 | Reading for the course |
| 2 | Work for assessment (assignments & paper ) |

**Odette School of Business Learning Outcomes**

On completion of the course, a successful student will:

1. Read and comprehend complex legal material and identify the legal terminology necessary to summarize, analyze and convey the meaning of this material with precision, logic and economy
2. Draw from their own observations, research and experience to critically analyze problems and issues from a legal and business perspectives.
3. Recognize basic legal issues in business agreements.
4. Evaluate and rank potential negotiation positions and recommend an appropriate legal course of action.
5. Identify possible proposals for contract terms and rank/rate alternatives with reasons.
6. Communicate effective critiques, justifications, plans, assessments and decisions in oral and written form.
7. Justify, defend and modify the negotiation positions in appropriate civil and persuasive ways.
8. Produce and communicate a report that analyzes, justifies and proposes alternatives

# MBA Assurance of Learning (AoL) Goals and Course Outcomes

The MBA Program has learning goals and learning outcomes. Together, these define the knowledge, skills and values possessed by MBA graduates. Rubrics for each program learning goal are available upon request. This course contributes to the following MBA program learning goals through the development of critical thinking and decision-making skills (described below) evaluated through the assignments and the final paper**.**  Decision making is the process of selecting among several alternative possibilities given time and information available. Problem solving is the process of designing, undertaking a critical analysis, and implementing a most feasible response to answer a complex situation or achieve a desired goal.

|  |
| --- |
| Demonstrate the ability to construct a clear insightful statement of all issues with evidence of all contextual factors |
| Propose one or more solutions/hypotheses that match the identification of issues, match contextual factors, follow ethical, logical and cultural dimensions of the issues. |
| Summarize in order of priority the goals and matched to specific decision-making situation. Explains the conflicts and overlaps as well as the related and tradeoffs among the goals in a clear manner. |
| Summarize meaningful facts, theories, and personal experiences outside the specific issues under consideration to draw conclusions. |

**Course Materials and Textbook (for selected background readings)**

**Text:** Smyth, Soberman, Easson & McGill -- The Law and Business Administration in Canada, 14th or 15th Ed. (Note: This is same text as was required for Odette’s STEN 3970 ). You do **not** need to purchase this text as will be explained in the first week of class. Most of your readings will be Business Agreements of different kinds.

**Business agreements** are case studies creating memorable, thought- provoking examples for study to help develop students’ skills and understanding of the structure and content of typical business contracts. Students gain “literacy” with business agreements by experiencing certain processes such as:

* Identify legal issues (contract structure and deal points sufficient to inform analysis);
* Review various business agreements including their structure, terminology and usual practices;
* Gather information and formulate alternatives and priorities (synthesize);
* Identify possible proposals for contract terms and rank/rate alternatives with reasons;
* Select an option and justify the positions taken (evaluate & defend).

**Students will study both transactional and relational agreements like**:

* **GENERAL SECURITY AGREEMENT**
* **GUARANTEE AND POSTPONEMENT OF CLAIM**
* **LETTER OF INTENT**
* **SETTLEMENT AGREEMENT AND MUTUAL RELEASE**
* **Shareholder agreement & Franchise Agreement**
* **Confidentiality agreement and Non-competition agreement**

The above and other course material will be posted on Course Website

GO TO URL: <http://blackboard.uwindsor.ca> (“Bb”)

Log in using your UWin ID and UWin password.

Use the “EMAIL INSTRUCTOR” link at the above site to contact me.

Blackboard (“Bb”) learning management system will be used for distributing the course materials like the agreements used for case studies, posting instructions for assignments and making announcements, and for peer and self-assessment of participation.

**Student Evaluation- Includes Preparation (assignments) and In-Class Participation:**

This is a seminar course requiring students to prepare before class to develop understanding of and analysis of various business agreements, which will be the focus of class discussion. Thus, students are expected to do the following:

1. before class, read the text excerpts for context and study agreements and prepare short written assignments;

2. attend the classes; and

3. participate actively by listening, asking questions and contributing to the discussions.

Prior to class, students are expected to have read and considered the assigned materials for that class, which in this course will most often be a business agreement. Such study before class is necessary preparation for learning by class discussion. Preparation for class will include identifying the main business and legal issues of the agreement to reach the learning outcomes for the students caused by the discussion of the business agreement. Class will typically include a mini-lecture to provide context for the primary learning through class discussions intended to stimulate each student's thinking and understanding. Accordingly, class participation marks are set at the 20% of final grade; and 12 regular short written assignments due before class (totaling 60% of final grade) are required to provide evidence of a student’s preparation for class discussion. Thus, each individual student is encouraged to advance the breadth and depth of class discussions by their own analysis of the agreements. This is reflected in the marking rubric (below) for marks awarded for in-class participation. To facilitate assessment of your participation, each student will be asked to use a desktop name card in class.

**RUBRIC for Participation**

(earn up to 1 mark per class in each of the approx 20 discussion classes)

**0 %** No participation OR Disruptive-participant - Not only did this person have little to contribute, but their presence disrupted and detracted from the ongoing dialogue, discussions, and debates among other class members. Class discussion could have been improved had this person not been a member.

**20 %** Student demonstrates little or no effort. Hence, there is little basis for evaluation. If this person were not a member of class, the quality of the discussion would be unchanged.

**40 %** (minor clarifications or minor insights) Student demonstrates inadequate preparation. Ideas offered are seldom substantive, provide few, if any, insights, and do not provide a constructive direction for the class. Integrative arguments and effective comments are rarely presented. Ideas are at best, “cherry picking” efforts making isolated, obvious, or confusing points. Contributions failed to meet established expectations.

**60 %** Single major contribution (questions or analysis) that moved forward the overall discussion of the agreement, or a key section, & multiple simple contributions) Student demonstrates satisfactory preparation. Ideas offered are sometimes substantive, provide generally useful insights, but seldom offer direction for the discussion. Arguments, when offered, are fairly well substantiated and are sometimes persuasive. If this person were not a member of the class, the quality of the discussions would be diminished somewhat.

**80 %** At least two or more contributions (questions or analyses) that moved the discussion forward, shaping the learning made by the class, along with multiple simple contributions) demonstrates thorough preparation. Ideas offered usually are substantive, provide good insights, and sometimes provide direction for the class discussions. Arguments, when offered, are generally well substantiated and are often persuasively presented. If this person were not a member of our class, the quality of the discussions would be considerably diminished.

**100 %** Throughout the length of day’s session, questions or analyses that fundamentally added to the class learning. Student demonstrates exceptional preparation. Ideas offered are always substantive and provide one or more major insights as well as a direction for the group. Arguments, when offered, are well substantiated and persuasively presented. If this person were not a member of the class, the quality of the class discussions would be significantly diminished.

**Self & Peer Assessment for Participation.**

**Twenty (20%) percent** of your final mark is based upon your participation in class discussions based upon self and peer evaluation because attendance and engagement in class discussions are essential to the student learning (links below).

Soon after each class, you will assess participation marks (out of 100) for the prior class by doing in good faith ALL of the following steps on Blackboard: ("Bb").

**Step 1**  
SUBMISSION (You will soon do this for each of about 20 discussion classes)

When you click “**>>View/Complete Assessment**” a screen will open and then when you click **"Question 1**", a box will open where you can type your response. Type your name in the text box. Then click **Submit. This must be completed before the submission deadline.  
  
Step 2**Self-assess your “in-class” participation before that deadline.

Then during the evaluation period again click “>>View/Complete Assessment” Assign yourself out of 100% by way of self-assessment with reference to the participation rubric. Enter a value between 0 and 100.  
  
**Step 3**

Assign evaluation mark for participation of all your classmates using the participation rubric (criteria shown below); Anonymously assess your classmates’ participation in class (Enter any value between 0 and 100 using the rubric )  
Click **Submit**

**Why? Self & Peer Assessment**

<https://teaching.unsw.edu.au/self-assessment>

<https://teaching.unsw.edu.au/peer-assessment>

**In Class Discussion -- Participation (20%):**

Students will receive participation marks through Bb Peer & self-evaluation tool but such grade is subject to adjustment by instructor, as needed. The evaluation of student participation will be guided by the above participation rubric including the following:

|  |  |
| --- | --- |
| **Style:** | Presentation style/communication skills, Creativity, Professionalism |
| **Key Issues:** | Definition of problems/issues/opportunities |
| **Analysis:** | Ability to build ideas and link analysis and insights |

**Assignments (60%) -- Written Reports:**

As a general statement, written work must be submitted electronically in typewritten form before the deadline which is usually 1 hour before the beginning of class. As well, electronic versions (typically in Word format) must be sent via course Bb website to facilitate marking and the use of plagiarism-checking software (Bb’s SafeAssign). Please note that late assignments will not be accepted and a student who submits a late weekly assignment will get zero (0) on that task.

A student’s best 12 assignments will be used to award final marks (5% per assignment). Performing analysis of agreements and writing position papers are critical activities for evaluating the students’ learning outcomes, in formal written form. Successful reports are well-communicated displays of knowledge of concepts and skills reviewed in this course, including synthesis, and application to various agreements.

Except for the end of semester paper, reports will be generally one (1) page for the body, in single-spaced, 12-point font times Times new roman, not including the attached list of references. In some cases, students will be required to write and submit such a short report asking and/or answering short questions or otherwise showing (1) application of skills being developed, and (2) effort for preparation for class discussions. PLEASE NOTE: Any assignment exceeding the maximum page count will receive a 10% deduction for each page or part of a page longer than the limit.

The reports will be graded considering the paper Rubric including items like the following:

1. **Style** - Does the basic sentence structure enable the reader to understand the points being made? Are the conventions of written grammar followed?
2. **Structure and balance** - Are the serious issues in the agreement identified? Are these issues dealt with in sufficient depth? Are obvious issues needing attention not addressed in the report? Is a convincing, integrated argument developed in the report?
3. **Content** - does the report: (i) identify pertinent issues (ii) evaluate and analyze the options and (iii) present a "justified" proposal for a change to the agreement or issues to be further investigated.

Students are responsible for applying the appropriate concepts discussed in class and described in the textbook and supplementary readings. However, such material should not overwhelm the agreement analysis**. Base your report on an analysis of the agreements used as case studies.**

**End of Term Paper (20%)**

Near the end of the semester, students will be required to submit a paper worth 20% of their final grade. This paper is the student’s opportunity to demonstrate that they achieved the learning objectives and outcomes for this course. The student will analyze and suggest changes to a meaningful part of a business agreement chosen by the student. This paper is expected to substantially conform to the outline posted on the course Bb site. During the semester, students will perform a series of tasks which will prepare them to write this end of semester paper which will be presented in class at the end of the semester.

Past students report that learning skills to improve your contract “literacy” is labour-intensive and will require you to prepare for class discussion. From time to time, students may feel overwhelmed by new information and unfamiliar tasks; and, it is normal to struggle or become frustrated. When in such a bind, ask for help from your classmates or instructor. Student preparation for class discussions is crucial to learning skills. Regular attendance and active participation are necessary to meet course expectations. It will also be necessary to spend time outside of class time to analyze different aspects of contracts.  This course is not for the faint of heart. Students resistant to compliance with course rules and practices need not apply (and will find no tolerance for non-compliance). Students who rely upon excuses (for failing to comply with course requirements) will find that same fall on deaf ears. Hard work, punctuality, attention to detail and the need to meet deadlines will be expected from students.  If a student lacks any of the foregoing, the student is best to pass on this course and create space for another student (given the limited number of spots).

**Statement of Honesty and Confidentiality Statement:**

Sharing course work with other students before class discission in any format whatsoever is prohibited and in this course is considered academic dishonesty/cheating. Students are expected to treat their individual and group work as confidential. Receiving information from other students regarding course work is also considered academic dishonesty/cheating. In other words, do your own work!

**Academic Integrity and Code of Conduct:**

Students are expected to behave in a manner that ensures their work is judged accurately and fairly. Plagiarism, unauthorized collusion, or cheating in any form are serious offences whether in examinations, quizzes, assignments or other course components contributing to the final grade. Unless stated otherwise, (as when group work is assigned) all assignments and exams are to be completed individually. When there is academic dishonesty of any form, the instructor is unable to assess the academic merit of the work that is submitted and, therefore, is unable to assign a mark to the work, making the normal default grade is zero (0) on the test, project or assignment in question. There will be no supplementary exam or assignments for individuals who have breached the code of conduct. In the case of team or group assignments, each team member is responsible for the contents of all the work that is submitted for grading and every team member is subject to the default grade. Occurrences of plagiarism or cheating may be reported to the Associate Dean and disciplinary proceedings may be initiated pursuant to Senate Bylaw 31. The University of Windsor policy on plagiarism will be followed and enforced for all assignments and projects. To avoid penalty, if someone else’s words are used, even if they are segments as short as a phrase, they should be placed in quotation marks and properly referenced. This includes information and text from web sites, books, brochures, journals or other sources. (Additional information regarding academic integrity may be found at the Integrity web page [www.uwindsor.ca/aio](http://www.uwindsor.ca/aio) ).

**Other POLICIES:**

**Academic Integrity and Code of Conduct**

**Missed Exams and Late Assignments**

**Registration, Adding, and Dropping Courses**

**Odette School of Business Grading Policy**

**Student Evaluation of Teaching (SET)**

Refer to the Odette School of Business Course Policies document for specific information on all the above subjects. This Course Policies document is available electronically on each course Bb site and in paper form outside each Area Secretary office on the 4th floor of the Odette building.

Syllabus includes the following from the law school **FORMS AND POLICIES**

Windsor Law’s most important Forms and Policies (<http://www.uwindsor.ca/law/academic-coordinator/41/forms-and-policies>) are contained on our website.

From time to time, students face obstacles that can affect academic performance. If you experience difficulties and need help, it is important to reach out to someone. Because we are still in the midst of a pandemic, the experiences of mental health concerns are increasing. Please do not hesitate to reach out for help. We are aware that services are difficult to achieve with this pandemic but we have resources to assist you at [http://www.uwindsor.ca/wellness](https://linkprotect.cudasvc.com/url?a=http%3a%2f%2fwww.uwindsor.ca%2fwellness&c=E,1,yoeFgB5ZT_SBBRBYCD2Np6eJ15G7IiUgYMCPu-ymQtyMzaVb2yOIVKd1B9MJCa8ByMsrBkZzyytl8mpyGKJvTvh_yR5iQwGi_j-_He3qUlI0mOhZGx3CX2N0nLwm&typo=1).

If you face difficulties and need help, it is important to reach out to someone. Windsor Law has a clinical therapist, Laura Little, who provides both individual and group therapy. To book an appoint with Laura, please contact the Student Counselling Centre by email [scc@uwindsor.ca](mailto:scc@uwindsor.ca). For help addressing mental or physical health concerns, contact: Health Services  <http://www.uwindsor.ca/studentcounselling/299/resources>.

Windsor Law also has an Elder in Residence, Myrna Kicknosway and you can find more information about the Elder in Residence program at <https://www.uwindsor.ca/law/1143/elder-residence>. If you would like to book an appointment to speak with the Elder in Residence, privately or in a Sharing Circle about any issues, or concerns you may be having, or for understanding on Indigenous Culture and perspective, please contact Michelle Nahdee, Coordinator of Indigenous Legal Studies by email at [**michelle.nahdee@uwindsor.ca**](mailto:michelle.nahdee@uwindsor.ca?subject=Elder%20in%20Residence%20Appointment).

**STUDENT ACCESSIBILITY SERVICES**

If you have, or think you may have a disability, you may wish to visit Windsor Law’s Student Disability Advisor, Amanda Ramkishun at [Amanda.Ramkishun@uwindsor.ca](mailto:Amanda.Ramkishun@uwindsor.ca) to learn how best to meet your academic goals. Students with disabilities who require academic accommodations in this course can contact her to complete SAS Registration and receive the necessary Letters of Accommodation. Students are encouraged to book SAS appointments as soon as possible, as the office does not take intakes shortly before exams.

The following are links to the Law School’s other most important Policies and Procedures:

• **Grading Policy etc.**

<http://www.uwindsor.ca/law/academic-coordinator/sites/uwindsor.ca.law.academic-coordinator/files/grading_policy_edited.pdf>

* **Religious Accommodation Policy**

[http://www.uwindsor.ca/law/academic-coordinator/sites/uwindsor.ca.law.academic-coordinator/files/religious accommodation policy 1.pdf](http://www.uwindsor.ca/law/academic-coordinator/sites/uwindsor.ca.law.academic-coordinator/files/religious%20accommodation%20policy%201.pdf)

* **Human Rights Policy**

<https://www.uwindsor.ca/law/academic-coordinator/sites/uwindsor.ca.law.academic-coordinator/files/law_6_human_rt_poly_law_excerpts.pdf>

* **Plagiarism Policy**

<http://www.uwindsor.ca/law/academic-coordinator/sites/uwindsor.ca.law.academic-coordinator/files/law_7_plagiarism_0.pdf>

* **University Sexual Assault Policy**

<http://www.uwindsor.ca/sexual-assault/>

Students are encouraged to review these Policies to ensure that they stay on-side of the same at all times.

Windsor Law is committed to the Truth and Reconciliation Commission’s (TRC) Calls to Action, which calls on law schools and many other social and socio-legal systems to both come to grips with the destructive role law and other systems have played in the lives of Indigenous and Métis communities, and to make significant reforms to improve our collective futures. You are encouraged to review the TRC Calls to Action, specifically Calls to Action numbers 27 & 28, at: <http://trc.ca/assets/pdf/Calls_to_Action_English2.pdf>

Windsor Law also commits to combatting Anti-Black racism and is using resources from Loyola Law School, which is curating a collection of Black Lives Matter material including books, films, podcasts, articles, web resources, Ted Talks, webinars, courses, allyship etc. Many US law schools are contributing content so that it can serve as a central repository. Here is the link:

<https://www.lls.edu/thellsdifference/diversityinclusion/blacklivesmatter/>



**Expectations**

* Students are expected to check the course website regularly, and to read any course-related emails promptly.
* Students are expected to arrive to class on time, having done the pre-class assignments.
* Students are expected to be mentally present during class, as much as is possible. In other words students are expected to engage during the class discussions.

***Note: Student Evaluation of Teaching (SET) will occur in the last two weeks of classes.***

© Werner Keller 2020