

# **MSL Online**

# **Course Descriptions**

# **2020-2021**

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## Fall 1: August 24-October 18, 2020

### Contract Law

BUSCOM 902-0	Required
Emerson Tiller	1.5 credits
<p>In most business activities, agreements are formed between and among people and business entities. Successful management, negotiation, and performance of business deals and employment responsibilities depends in part on knowledge of what are the terms of the agreement, what do those terms mean, are they enforceable by law, and what are the financial consequences of not following the terms of the agreement. This course presents the basics of contract law. Through a variety of readings, lectures, discussion posts, and quizzes, students will learn: what is required to form an enforceable contract; how to understand the meaning of contract terms; when must a contract be in writing; when is a contract breached; and what remedies may be sought in court for a breached contract. Students will be evaluated on their participation in group discussions and completion of a final exam.</p>	

### Employment Law

BUSCOM 925-0	Elective
Susan Provenzano	1.5 credits
<p>Employment Law is designed to pick up where other courses leave off. Equipped with strategies for managing intellectual property and business planning, you must consider how it will all work within the employment structure of your enterprise. Whether you plan to start your own business or work within an existing company, you will be faced with legal issues relating to human capital. To that end, this course will start with the legal consequences of how workers are classified, an issue central to running a business, managing others, and knowing your own rights. We will then talk about the risks and opportunities around granting and receiving job security through written contracts and other devices. After that, we will cover questions of utmost importance to workers and employers in the current legal-social-political climate: workplace privacy and employment discrimination. Both areas of law are in flux, and are crucial to risk management on the employer side and legal rights on the employee side. Course assessments will consist of weekly exercises, as well as a final examination and capstone assignment in the form of a team presentation.</p> <p><u>Prerequisite:</u> Contract Law</p>	

### Federal Income Taxation

BUSCOM 907-0	Elective
Sarah Lawsky	1.5 credits
<p>Federal Income Taxation serves as an introduction to U.S. federal income tax law. You will not learn how to fill out your tax return or about accounting. Tax isn't primarily about numbers; rather, it is about the government's role in the economy and the distribution of resources. By the end of this course, you should have a better understanding of:</p> <ol style="list-style-type: none"><li>(1) The basic structure of and concepts underlying the U.S. federal income tax system (income, deductions, exclusions, credits, etc.).</li><li>(2) The different sources of tax law, including not only the Code and regulations, but also administrative guidance, and the relative weight that each of these sources is due.</li><li>(3) The fundamentals of tax policy.</li><li>(4) How to read a statute and figure out what the law is.</li></ol> <p><u>Prerequisites:</u> Business Formation &amp; Structure; Contract Law</p>	

### Legal & Regulatory Process

REGLAW 901-0	Required
Daniel Rodriguez	1.5 credits
<p>This course introduces students to the key elements of the U.S. legal system. We will look at the constitutional structure of government, the sources of lawmaking authority, and the manner in which Congress, the administrative state, and the judiciary collaborate in developing rules of applicable law. Along the way, we will study the judicial and lawmaking system, the regulatory design and implementation process, and, to some degree, mechanisms of dispute resolution. Given the unique focus of the MSL program, we will pay special attention to how the American legal system considers, evaluates, and negotiates matters involving science and technology.</p>	

### Quantitative Reasoning in the Law

LAWSTUDY 905-0	Elective
Jay Koehler	1.5 credits
<p>This course introduces MSL students to quantitative ideas and techniques that arise in the courtroom through expert testimony. No mathematical background is needed. Topics include chance, descriptive statistics, data collection, hypothesis testing, confidence intervals, statistical significance, elementary probability, selection bias, base rates, error rates, Bayesian reasoning, causation, legal studies, and the standards for admitting quantitative evidence. Application areas include discrimination claims, trademark studies, racial profiling proof, DNA evidence, medical malpractice cases, and epidemiological evidence. Grades will be based largely on several weekly analyses, a group project, and a short test.</p>	

### U.S. Regulation: Design, Implementation & Enforcement

REGLAW 902-0	Elective
David Dana	1.5 credits

This class explores the different modes of regulation that have been used in the United States to tackle a range of issues, including pollution control, energy production, climate change, food and drug safety, and shareholder protection. We consider the advantages and disadvantages of various modes of regulation, including: prescriptive "command and control" regulation (e.g., drug warning label requirements), market-based regulation (e.g., carbon taxes and tradable pollution permits as a way to mitigate climate change), informational regulation (e.g., mandatory disclosure of toxic releases and impact assessments), and regulation through common law liability (e.g., tort suit judgments in products liability cases). One focus of the class is the complicated relationships among the federal, state and local governments in the U.S. regulatory system, including federal preemption of state and local regulation and federal/state cooperation in regulatory implementation and enforcement. We also explore the legal issues surrounding the different kinds of enforcement actions companies can face (administrative, civil, and criminal), and the role of whistleblowers and citizen suits in regulatory enforcement. Finally, the role of lawyers and the attorney-client privilege in regulatory compliance and enforcement will be considered, with particular reference to federal regulation of public corporations under the Sarbanes-Oxley Act. Students will be assessed based on their participation in discussion each week, as well as a final paper.

## Fall 2: October 19-December 13, 2020

### Business & Corporate Strategy in Action

BUSCOM 908-0	Elective
Amy Shuen	1.5 credits
<p>This course covers strategy in business and corporations, including industry analysis and competitive advantage, value chain analysis and distinctive capabilities, competitive dynamics and blue ocean strategy, as well as digital and on-demand platform business models. We will practice our strategic thinking and strategy toolbox by competing in teams in a realistic strategy online simulation game. Like a strategy “escape-the-room-game”, teams must make time-constrained strategic decisions to build their high-performance company and adapt to their virtual world market and competition. By the end of the course, students will have analyzed and gained new strategic insight into real world cases, while testing their strategic and implementation skills in bringing their own company from zero to profitable virtual world domination. Students will be evaluated by individual class participation, worksheets and a take-home essay exam as well as team performance, lab report and final presentation.</p> <p><u>Prerequisite:</u> Business Formation &amp; Structure</p>	

### Business Formation & Structure

BUSCOM 901-0	Required
Stephen Reed	1.5 credits
<p>This course covers the law of business organizations, including corporations, limited liability companies and partnerships. We will take a practical approach, focusing on real world aspects of business formation, structure and governance, along with transaction planning. By the end of the course, students will understand basic matters of business associations law, will be able to identify how and when fiduciary duty, business judgment rule and other key corporate law issues arise, and will have a solid foundation for subsequent MSL classes in business and transactional law. Students will be evaluated based on class participation, a midterm written assignment, and a final exam.</p>	

## Entrepreneurship Law

BUSCOM 965-0	Elective
Esther Barron	1.5 credits
<p>This course is designed to acquaint students with many of the legal challenges associated with launching and building an entrepreneurial venture, including leaving a current employer, forming an entity, selection of a company name, venture capital and debt financing arrangements, protecting the trademarks and other intellectual property of the new company, employment and worker classification issues, building a team, creating a company culture and risk management. We will also discuss social entrepreneurship, including not-for-profit organizations and for-profit businesses launched with the purpose of having a social impact. These issues will be approached from a practical perspective, which will include one or more guest speakers together with several hands-on exercises. The goal is for students, upon completion of the course, to be well acquainted with, and have certain basic tools to address, the wide spectrum of issues that confront most early-stage businesses.</p> <p><u>Prerequisite:</u> Business Formation &amp; Structure</p>	

## Law, Health Policy, & Science in the COVID-19 Crisis

REGLAW 903-0	Elective
Dan Rodriguez	1.5 credits
<p>This course will consider a range of legal and health policy topics arising from the coronavirus crisis. The readings and other materials will include cases, statutes, and regulations, as well as social science and medical research. The synchronous sessions will provide opportunities for general and group discussion about these topics, with the expectation that you have done the background readings beforehand.</p> <p>The assignments will include short papers, due at different times during the term. Your final grade will also take account of your participation, both in the synchronous sessions and in the discussion boards (available on Canvas) for this course.</p>	

### Regulatory Policy

REGLAW 995-0	Elective
Nadav Shoked	1.5 credits
<p>This class builds on the required Legal &amp; Regulatory Process class to enable students to understand how the legal principles of regulatory law translate into actual policies affecting any business operating in America. Almost all major industries are currently subject to some form of regulation. Those managing those businesses—and those introducing new ones—inevitably interact with regulators: courts and administrators. It is thus vital for them to understand the goals these policy-makers are pursuing, their motivations, and the legal tools at their disposal. This course will provide students with the instruments to do so. To achieve that aim we will survey the emergence of American regulatory law, its treatment of specific industries as examples, the economic rationales animating regulatory law, and the most recent controversies affecting it (e.g., the Great Recession of 2008, net neutrality, antitrust and big tech).</p>	

### Research in Law, Business, & Technology

LAWSTUDY 950-0	Required
George Pike	1.5 credits
<p>This course will provide students with the necessary tools to conduct basic legal, business, and technology research and evaluate the quality of materials and documents encountered in each discipline. Legal research is a unique skill that involves identifying and assessing relevant cases, statutes, and administrative materials. Business research, meanwhile, focuses on locating company, industry, and consumer market information, as well as examining financial statements and the financial and funding marketplaces. Finally, technology research, particularly in the intellectual property arena, involves identifying owners, licensees, and assignees of intellectual property rights including patents, trademarks and copyrights, as well as identifying and evaluating similar intellectual property concepts and processes, such as research into “prior art” in patent law. The course will explore both commercial database resources and freely accessible Internet-based resources used in each of these fields of research, with special attention paid to the modern trend of utilizing big data and analytics.</p>	

## Spring 1: January 11-March 7, 2021

### Advanced Contracts: Practical Aspects

BUSCOM 962-0	Elective
Darren Green	1.5 credits
<p>This course will emphasize a realistic, hands-on approach to basic contract drafting, contract negotiations and transactional practice skills generally. It is designed to provide meaningful preparation and perspective based on actual experience - a peek behind the curtain at what really happens when trying to get an agreement or deal done - and to equip students with useful, practical insight and a solid foundation of professional skills upon which to build. We will focus on the ins-and-outs surrounding real world contracts and provisions rather than contract theory and purpose. Students will leave the course with valuable real-world context, giving them a leg up for successful participation in a transactional role or context.</p> <p><u>Prerequisite:</u> Contract Law</p>	

### Business Combinations

BUSCOM 945-0	Elective
Steve Reed	1.5 credits
<p>This course will focus on mergers and acquisitions from both a business and legal perspective. Students will learn the practical aspects of these so-called “change of control” transactions, from the initial motivations for business combinations and continuing through due diligence, negotiating the deal, and working towards the successful post-deal integration of management and operations. Along the way, the course will address state law requirements for mergers and acquisitions, approaches for contract negotiation and drafting, fiduciary duties of directors and business managers, antitrust concerns, and federal securities law requirements. Intellectual property is often a driver in business combinations and its place in these transactions will be a focus. The course will also explore strategies businesses use when trying to avoid hostile takeovers, and the inherent conflict between managers and business owners when considering possible business combinations. Throughout the course, students will be exposed to real-world deal documents and will learn about the different skills they will need, and roles they may serve, in acquisition transactions.</p> <p><u>Prerequisite:</u> Business Formation &amp; Structure</p>	

### Food Policy & Regulation

REGLAW 975-0	Elective
Janice Nadler	1.5 credits
This course will explore the role of regulation and policy in the contemporary food system. We will examine the local, state, and federal regulation of food, and sample policy topics from selected health, safety, and social issues in the food system. Topics may include: food safety, labeling and marketing, local food, and urban agriculture.	

### Intro to Accounting & Financial Statements

BUSCOM 975-0	Elective
Mark Finn	1.5 credits
This course introduces the language and techniques used to evaluate company performance. The first half of the course provides an introduction to financial statements. Financial statements are often referred to as the "language of business," because they are the primary method of communicating financial information to parties outside an organization. We will analyze several sets of real-world financial statements and learn how to interpret the various numbers included within them. The second half of the course provides an introduction to managerial accounting and time value of money. Managerial accounting encompasses techniques used to analyze financial information within a company. We will learn how to determine a product's cost and the number of units of a product that a company needs to sell to break even or to meet certain profit targets. Finally, we will discuss time value of money and learn how to calculate present values and futures. Time value of money is an important topic underlying valuation of assets, including intellectual property.	

### IP Strategy and Management

INTPROP 940-0	Elective
Oona Manzari	1.5 credits
<p>COURSE DESCRIPTION: This course covers the principles of why companies and individuals create or acquire intellectual property, how intellectual property fits into the overall business objectives, as well as the operational aspects of managing an IP portfolio in sync with the business strategy. Students will become familiar with the practical aspects of IP portfolio management, including the IP Pipeline, as well as the processes, tools, and systems needed to maintain alignment with business objectives and create value opportunities. Leverage opportunities will be discussed, including evaluation of enforcement opportunities as good business investments.</p> <p><u>Prerequisite:</u> IP Fundamentals</p>	

### IP Fundamentals

INTPROP 901-0	Required
Peter DiCola	1.5 credits
<p>This course will introduce the laws that create and delimit property rights in intangible goods such as inventions, expressive works, brand identifiers, or information. Collectively, these laws are known as “intellectual property law,” an umbrella term which includes patent law, copyright law, trademark law, trade secret law, among other areas. The course will cover the fundamentals of several specific areas of IP law: the subject matter protected, the threshold requirements for protection, the rights granted to IP owners, the ways of enforcing those rights, and the many exceptions to and limitations on IP protection. The course will emphasize both the commonalities and the contrasts among the various branches of IP. Students will learn about some of the specialized language of IP and the government and private institutions that are practically important in each area. Developing a familiarity with IP fundamentals—getting the lay of the land—is the main goal of the course. An important secondary goal is for students to see how IP law generates both constraints and opportunities from the perspective of business strategy.</p>	

### Legal & Regulatory Process

REGLAW 901-0	Required
Daniel Rodriguez	1.5 credits
<p>This course introduces students to the key elements of the U.S. legal system. We will look at the constitutional structure of government, the sources of lawmaking authority, and the manner in which Congress, the administrative state, and the judiciary collaborate in developing rules of applicable law. Along the way, we will study the judicial and lawmaking system, the regulatory design and implementation process, and, to some degree, mechanisms of dispute resolution. Given the unique focus of the MSL program, we will pay special attention to how the American legal system considers, evaluates, and negotiates matters involving science and technology.</p>	

### Persuasive Communication

LAWSTUDY 956-0	Required
Michelle Falkoff	1.5 credits
<p>This course provides MSL students with an introduction to written persuasive communication. Students will discuss what makes arguments convincing and will improve their persuasive communication skills via writing persuasive papers and engaging in active discussions online on controversial topics. Grades will be based on professionalism, participation, and writing.</p>	

## Spring 2: March 8-May 9, 2021

### Business Torts

BUSCOM 992-0	Required
Jim Lupo	1.5 credits
In this course we will explore the liabilities businesses face which we will refer to generally as “business torts.” These are assertions of wrongful acts made against business entities and their principals arising out of alleged breaches of legal duties owed versus breaches of contract obligations undertaken. The course will highlight the areas where common law torts overlap with regulatory law. Students will be evaluated based on participation, completion of two “think-piece” written assignments, and a final group project.	

### Entrepreneurial Finance & Venture Capital

BUSCOM 915-0	Elective
Esther Barron & Darren Green	1.5 credits
This class will provide students with an introduction to raising funds for a new venture. Topics to be covered include debt versus equity, secured lending, demand for risk capital, the entrepreneur and the search for investment capital, the venture capital investor, the basic terms of an early stage venture capital deal, the more complex later stage financing deal, venture capital financing documentation (including purchase agreements, stock terms, stockholders' agreements, registration rights agreements, management stock and employment agreements, etc.), and deal process and closings. Relevant legal considerations will be examined, but the emphasis will be on the practical and market considerations involved in these deals.	
<u>Prerequisite:</u> Business Formation & Structure;	
<u>Recommended prior coursework:</u> Entrepreneurship Law	

### Global Transactions & Compliance

REGLAW ( <i>course number TBD</i> )	Elective
Shermin Kruse	1.5 credits
This course will examine business, legal and ethical issues that arise when commercial transactions cross national borders, as in today’s global economy, they almost always do. Subjects that will be explored include: the political, legal and cultural frameworks of jurisdictions outside of the United States; global macro-economic institutions; international taxation; anticorruption and fraud prevention; cyber security; anti-money laundering/terrorist financing; as well as ethical and organizational decision making and leadership. Subjects will often be explored in the context of specific regions and jurisdictions.	

### Health Law

REGLAW 973-0	Elective
Justin Johnson & Drew McCormick	1.5 credits

This is a survey course intended to provide students with an overview of the structure, financing and regulation of the U.S. health care system. Specifically, in this course, we will learn to think of the health care system as a three-legged stool comprised of three elements: cost, quality and access. Further, we will consider how health care laws and regulations aimed at these elements (e.g., improving quality, reducing cost, and increasing access) impact the three primary stakeholders in the U.S. health care system: providers, consumers/patients, and payors.

**Patent Law**

INTPROP 905-0	Elective
David Schwartz	1.5 credits
<p>This course provides an introduction to the basic principles of U.S. patent law. We will cover the function of the U.S patent system; subject matter eligible for patenting; the requirements for obtaining a patent; patent entitlements and remedies for patent infringement; and current debates in patent law, including the patentability of software and the problem of non-practicing entities. Course instruction will be conducted through a combination of lectures, including guest lectures from practicing patent attorneys, and exercises designed to simulate problems likely to arise in patent law practice.</p> <p><u>Prerequisite:</u> IP Fundamentals</p>	

**Privacy Law & Regulation**

REGLAW 965-0	Elective
Matthew Kugler	1.5 credits
<p>This course examines the law of information privacy: an individual's ability to control their personal information. The course examines the philosophical roots of privacy and traces the history of American privacy law. We will review the major federal privacy statutes, the role of federal administrative agencies in regulating corporate privacy conduct, and the large gaps that remain in the protection of individual privacy rights. Particular attention will be paid to ongoing efforts to regulate emerging technologies. Evaluation will be based on a series of discussion board posts and a final exam.</p>	

**Tax Policy**

BUSCOM ( <i>course number TBD</i> )	Elective
Sarah Lawsky	1.5 credits
Tax Policy considers fundamental tax policy concepts and how to use those concepts to analyze law and social policy, with a focus on issues of distributive justice. Topics might include, for example, theories of equity and distributive justice; the relative advantages and disadvantages of an income tax as compared to a consumption tax; economic efficiency; tax expenditures; and tax compliance and enforcement. Students can take both this course and Federal Income Taxation. Federal Income Taxation is not, however, a prerequisite.	

## Power Week: TBD

### Ethics

LAWSTUDY 910-0	Required
Mary Foster & Wendy Muchman	1.5 credits
COURSE DESCRIPTION: We live in a world where ethical and moral objectives, legal imperatives, and business concerns often collide. This course seeks to strengthen the ability of students to anticipate, analyze and appropriately respond to some of the critical ethical and social challenges that confront professionals in a global economy, with a particular emphasis on the context of science, medical and technology enterprises. Topics for class discussion will include ethical leadership and organizational culture, duties of loyalty, corporate social responsibility, privacy and technology, corruption, and compliance systems.	

**Additional Power Week electives TBD**

**Summer: June 21-August 13, 2021**

**Corporate Criminal Law**

LAWSTUDY 930-0	Elective
Josh Kleinfeld	1.5 credits
<p>COURSE DESCRIPTION: Corporate and white collar crime are growth areas in American and European law. Corporations that do business in the United States, even if foreign, can be prosecuted as entities under U.S. law. Individuals can likewise be prosecuted for crimes committed while working for corporations. A large and growing set of U.S. statutes criminalize business-related activities, including offenses committed outside the territory of the United States. And other major economies, like Germany, France, and the United Kingdom, have developed their own approaches to corporate crime, which are very different from the U.S. approach, very different from one another, and rapidly changing. Are these developments just? Are they good for the economy? And as a practical matter, how can a businessperson avoid criminal liability?</p> <p>This course will familiarize legal and business professionals with the burgeoning body of criminal law that bears on their conduct. We will discuss the foundational rules of U.S. corporate criminal law, including entity liability and individual liability. We will discuss the current state of the field, focusing on recent developments in caselaw, internal Department of Justice policy, and major corporate and white-collar statutes. We will discuss non-U.S. jurisdictions' corporate criminal law regimes. We will discuss fundamental policy questions connected to corporate criminal law— questions of both justice and economic productivity. And we will discuss core criminal law principles, including the difference between criminal and civil law, the elements of a criminal offense, conspiracy liability, and complicity liability. The goal is to provide business and STEM professionals with a basic understanding of criminal law principles and familiarize them with the burgeoning body of criminal law that bears on their conduct.</p>	

## Patent Preparation & Prosecution Workshop

INTPROP 910-0	Elective
Nancy Gamburd & Amy Garber	1.5 credits
<p>The Patent Preparation and Prosecution Course is focused practically on preparing and obtaining issued patents having both broad coverage and sufficient detail for contingencies which may arise at the patent office, in licensing, and in litigation. Students will receive an invention disclosure and have an interactive invention disclosure session with the professors and/or university inventors. Using information from the invention disclosure session and other materials provided, each small group of students will then apply the core applicable laws and regulations in preparing an actual patent application. The course will focus on how to “engineer” a patent application within the legal “structural” constraints, including patent claim drafting, patent claim mechanics and legal interpretation, preparation of a patent specification (written description, enablement, best mode), with special emphasis on claim drafting for numerous different types of inventions. If time permits (based upon student feedback), we may also cover amendments and responses to office actions from the USPTO, additional foreign requirements for international protection, and approaches for preparing software patents in light of US patent office guidelines and recent precedent. Drafts of sections (claims, specification) of each group’s patent application will be submitted at regular intervals, with opportunities to meet online or in person with and receive feedback from the professors and revise the application accordingly. Regular and much shorter assignments will also include claim drafting and brief specification drafting from inventions provided in class, which will be submitted by each student, reviewed in class, and reviewed individually or in groups, including review by other students. Although not required and at the student’s option, students can also meet regularly in small groups and/or individually with the professor for individualized feedback on course assignments and drafts of their actual patent applications.</p> <p>Evaluation will be based on each student’s or group’s patent application prepared during the course, along with individual class participation during interactive sessions, and regular course assignments.</p> <p><u>Prerequisites:</u> Patent Law; a background in science, technology, or engineering</p>	