

LAW 6930 Section 068A, 2 credits
COURSE SYLLABUS

Course Title: International Corporate Law:
Lawyering Skills for the Real World on a Global & Local Level

Course Professor: Nouvelle L. Gonzalo, Esq. & Selected Guest Speakers

Course Location: Holland Hall, Advocacy Center, MLAC RM. 210.

Course Time: Tuesdays and Thursdays 1pm-1:50pm

UF Law School Office*

Holland Hall, Rm.
309 Village Dr.
Gainesville, FL 32611

* By Appointment.

Florida Mailing Address

4111 NW 16th Blvd.
#357834
Gainesville, Florida
32605

PRE-REQUISITES AND CO-REQUISITES/REQUIRED SKILLS:

1. This class is targeted to 2Ls, 3Ls, or LLMS who have taken at least one international legal or business course and (or) have an interest in international corporate work, OR
2. Students who have some background in business.

COURSE FORMAT:

1. **CREATE A CONTEXT:** We will create a context where you walk into the classroom and it is no longer that. We are welcoming you to your first day in your new international legal position. Three to four weeks in each area:
 - a. Private Law Firm
 - b. Government
 - c. International Judicial Position
 - d. Corporate General Counsel
2. **BRIDGE THE GAP:** After a discussion of the doctrinal material, the class will break into five small groups of approximately four students each.
 - a. One student will be selected to read a brief scenario aloud.
 - b. Each group will be charged with using the legal analysis skills they have learned thus far in law school to think through and resolve the problem presented.
 - c. Student decisions are noted on the board upfront.
 - d. Then, we will review how close or similar that the scenario is to a real-world analysis.
3. **ANALYZE:**
 - a. You will learn how to explain the formal legal principles and apply the analysis implicated in the scenario presented.
 - b. We will reference the readings that you complete prior to coming to class.
 - c. We will review through each step of the analysis and how it should be applied.
4. **APPLY:**
 - a. Your small groups will then work on drafting the corresponding legal instrument to accompany the reading assignment.
 - b. You will see how statutory and regulatory issues come into play with your drafting assignment.
5. **PRACTITIONER SPOTLIGHT:**
 - a. Throughout the semester we will have guest practitioners talk to our class with regard to their strategy to drafting legal agreements.
 - b. These are colleagues who have relevant experience with the specific topic discussed. The practitioner will address how they approach their scenario.

- c. The practitioner would be able to join via conference call, in-person appearance, or video conference to communicate with our class.

COURSE WEBSITE: Access assignments each week through the Canvas website.

COURSE COMMUNICATIONS:

Please contact me through my law school e-mail as provided at gonzalo@law.ufl.edu. I am glad to answer any questions you have. Also, feel free to ask any questions you have in our one on one meeting that will be set-up at some point throughout the semester.

OFFICE HOURS & MEETINGS WITH FACULTY:

The professor and guest lecturers for this course are full-time practicing attorneys. Generally, the professor will be at the law school each Tuesday and Thursday during the term approximately two hours before and one- to- two hours after each class. Faculty may be on campus other days and times as well. I will maintain an “open door” policy while at the law school (in our assigned faculty office – Room____, Holland Hall, subject to change by law school), seeing students on a “first come, first re(Served)” basis. If you would like to schedule an appointment, please contact the professor at least 24-48hrs prior to arrange a mutually convenient time to meet. As a part of the course, students are encouraged to meet at least twice with the professor outside of class to ask substantive questions and clarify concepts.

REQUIRED TEXT:

All texts for class will be made available to you in class or online at no cost to you. A printed course packet of readings will be made available to you in the bookstore for purchase.

COURSE DESCRIPTION:

The purpose of this course is to give law students interested in the practice of international corporate law the opportunity to learn and apply the skills used in real world scenarios. After learning about specific key areas of international corporate law, they will apply their skills to draft client letters, contractual agreements, legal opinion letters, and more. The goal is to equip them to practice in real situations with the skills they are learning in real situations. In addition to learning how to create, test, learn, and apply, students will always be taught with the “why” in mind.

PURPOSE OF THE COURSE

The purpose of this course is to provide actual legal projects for the law students to apply their analysis and drafting skills. Students should walk out of class with a strategy for how to resolve legal matters that come their way in any real-world situation. Even if you do not know the answer immediately, you have the strategy to formulate an analysis to resolve the problem and that is the goal.

COURSE GOALS & OBJECTIVES: By the end of this course, you will:

1. Learn to:
 - A. Be prepared.
 - B. Think on your feet.
 - C. Apply what you’ve learned.
 - D. Identify how much more you must learn.
2. Hear from different practitioners and see the different ways you can learn and apply what you have learned in the real world.
3. Review legal problems, especially in corporate law, and apply a process for resolving those problems.

HOW THIS COURSE RELATES TO THE STUDENT LEARNING OUTCOMES IN THE COLLEGE OF LAW:

1. Read & Analyze. You will be able to complete assignments by analyzing the reading materials. In your analysis, you will break the material into its constituent parts and determine how the key components relate to one another and identify their overall purpose.

2. Understand. You will be able to construct meaning from the assigned materials and abstract them to a general theme or major point(s). You will do this by preparing a short summary of the reading as part of your reading notes.

3. Recall & Apply. You will be able to retrieve key themes of the reading to formulate standard procedures to resolving everyday legal problems. You will commit these procedures and strategies to your long-term memory. You will implement these procedures to draft and create real world legal documents.

TEACHING PHILOSOPHY:

The American psychiatrist, William Glasser has explained, “*We Learn . . . 10% of what we read, 20% of what we hear, 30% of what we see, 50% of what we see and hear, 70% of what we discuss, 80% of what we experience, and 95% of what we teach others.*” With this in mind, as well as the widely-accepted understanding that most knowledge is retained through experience, our class is designed to create an experience. Our experience will be to draft legal agreements, with guidance, in varied situations. Group work will allow you to teach one another concepts and test your knowledge of what you see and hear from the professor and read in your assignments. Your active engagement and participation in class will be the best determination of what you receive from this experience. So, bring your best!

INSTRUCTIONAL METHODS:

This course is structured to include drafting exercises, group work, lecture, speakers, a student presentation, and a final exam. A full explanation of how class will be conducted on a day to day basis, is described above in *Course Format*.

ATTENDANCE POLICY, PARTICIPATION, PROFESSIONALISM AND RESPECT:

Students are required to attend every class (barring emergency and illness excused in advance) and to be prepared for and participate in all class discussions, exchanges, and exercises. Please be and stay engaged, informed, and committed. Each student is permitted **ONE EXCUSED ABSENCE**. Advance preparation includes reading and thoughtfully considering all assigned material and thinking about and preparing responses (including drafts) to assigned questions and exercises. In class, you are expected:

- (a) to volunteer, willingly respond, and to participate when called upon,
- (b) to conduct yourself professionally, and
- (c) to respect and be courteous to your fellow classmates (and faculty).

Due to the skills-based, drafting-focused “hands-on” interactive nature of the course and planned exercises, this course will require advanced preparation for and attendance at ALL classes. This is essential to the incremental learning experience.

QUIZ/EXAM POLICY: There will be no quizzes and no exam for this course, yet there will be regular projects. The breakdown of scoring shall be as follows:

- 1. Client letter - 20%
- 2. Contract - 20%
- 3. Presentation - 20%
- 4. Participation 5%
- 5. Final Paper - 35%

These projects throughout the semester will constitute a cumulative amount of 100% of your grade. Any questions should be directed to my e-mail for review at gonzalo@law.ufl.edu. Should there be any emergency questions or concerns, please feel free to call or text me at 216.527.7777.

MAKE-UP POLICY: If there is an emergency and a need to make up an assignment, please contact the professor in advance with written explanation for the change.

ASSIGNMENT POLICY:

READING ASSIGNMENTS:

Students should expect to spend, on average, approximately two hours preparing for every hour of class. Reading assignments are posted on the "Assignments" link on the Canvas site (located on the left side of the Canvas site). It is anticipated that you will spend approximately 2 hours out of class reading and/or preparing for in class assignments for every 1 hour in class. ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every "classroom hour" of in-class instruction. For example, our Course has two "classroom hours" of in-class instruction each week, requiring at least four hours of preparation outside of class.

Accordingly, you will have approximately 40 pages of reading each week. Because the course includes statutory and regulatory excerpts that require careful reading, as well as discussion problems that require thoughtful advance written preparation, you should spend at least one hour on every 10-15 pages of reading. There is a detailed schedule of reading assignments, the majority of which will come from the course reading packet. There may occasionally be a reading not included in the packet. Readings will be assigned on a class-by-class basis, over the course of the term.

This list will be updated, revised and supplemented from time to time, either in class by the assigning faculty member or via periodic posting on Canvas. Importantly, your faculty relies heavily on the assumption that each student will timely complete reading in advance of the relevant class.

Students are expected to read all assigned materials (as posted on Canvas and as otherwise assigned by faculty) in advance of each class. Drafting exercises and certain other assignments will be distributed (and then submitted by students, and reviewed and “scored” by faculty)- both in class and via the Canvas site. (Assignments) The final grade for each student will be subject to the applicable grading curve of the law school. The scores will be based on a composite of all “scored”/graded drafting assignments, as well as thoughtful and meaningful participation and performance in class (including in our planned in-class drafting exercises). **IF YOU DO NOT SEE OR CANNOT FIND A POSTED ASSIGNMENT, THEN CONTACT THE PROFESSOR IMMEDIATELY. DO NOT WAIT UNTIL CLASS.**

PREPARING AND SUBMITTING HOMEWORK ASSIGNMENTS:

Following in-class work, all homework exercises and assignments will be assigned and submitted solely via the Assignments link on the course Canvas site.

COLLABORATION; USE OF FORMS, PRECEDENTS AND RESOURCES; DOING YOUR OWN WORK (HONOR CODE):

In general, all scored/graded work, exercises and assignments in this course will be individual in nature (with each student expected to do his or her own work). When you are expected to work in pairs or teams, the assigning faculty member will make that clear. There will be much class discussion about the proper role, scrutiny and use of forms, precedent documents and other resources in document preparation, drafting and negotiation. At best, a form is only a starting point. Using a form, precedent, or drafting resource is not the same thing as using another student’s work, drafting effort or responses (the latter is impermissible plagiarism), whether from this or a similar previous offering of this course. If you have any questions about this, please ask. The honor code applies to this course and all student work on, and submissions of, exercises and assignments.

NOTE ON DEADLINES:

Your faculty reserves the right not to accept any assignment which is submitted late (i.e. after the posted ‘due’ date and time). If a faculty member determines to accept a tardy submission, the “score” for that submission may automatically be lowered by ten percent (10%).

COURSE TECHNOLOGY:

This class will use the course website and have PowerPoint slides that will be available throughout the course. You will be able to access this through your student login information to the website. If you require any IT support regarding this link, please contact technical support at the contact information provided online at the bottom of the online website.

UF POLICIES:

UNIVERSITY POLICY ON ACCOMMODATING STUDENTS WITH DISABILITIES:

Students requesting accommodation for disabilities must first register with the Dean of Students Office (<http://www.dso.ufl.edu/drc/>). The Dean of Students Office will provide documentation to the student who must then provide this documentation to the instructor when requesting accommodation. You must submit this documentation prior to submitting assignments or taking the exam. Accommodations are not retroactive; therefore, students should contact the office as soon as possible in the term for which they are seeking accommodations.

UNIVERSITY POLICY ON ACADEMIC MISCONDUCT:

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Student Honor Code at <http://www.dso.ufl.edu/students.php>.

NETIQUETTE: COMMUNICATION COURTESY:

All members of the class are expected to follow rules of common courtesy in-class and on our course website, all email messages, threaded discussions and chats. Any improper conduct in violation of the student honor code, shall be referred to the Dean’s office for resolution. Should you have any questions regarding this, please refer to the following link for additional guidance <http://teach.ufl.edu/docs/NetiquetteGuideforOnlineCourses.pdf>.

GETTING HELP:

For issues with technical difficulties with Canvas, please contact the help line at the bottom of the website or the UF Help Desk at:

- Learning-support@ufl.edu
- (352) 392-HELP - select option 2
- <https://lss.at.ufl.edu/help.shtml>

Any requests for make-ups due to technical issues **MUST** be accompanied by the ticket number received from LSS when the problem was reported to them. The ticket number will document the time and date of the problem. You **MUST** e-mail your instructor within 24 hours of the technical difficulty if you wish to request a make-up.

GRADING POLICIES:

As noted below, 20% of your grade will be based on participation. The criteria used to make this assessment will be the quality of your preparation for class, respect for others, thoughtfulness, meaningful, engagement, and performance, at the discretion of the course coordinator.

GRADING (AND ASSIGNMENT 'SCORING'): Your final grade in this course will be calculated as follows:

1. Client letter - 20%
2. Contract - 20%
3. Presentation - 20%
4. Participation 5%
5. Final Paper - 35%

GRADING SCALE:

For detailed information on the grading scale and policy, please see: <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/academic-policies>.

Disclaimer: *Please note, the enclosed represents my current plans and objectives. As we go through the semester, those plans may need to change to enhance the class learning opportunity. Such changes, communicated clearly, are not unusual and should be expected.*