

Business Ethics and Compliance for Lawyers
Mark P. Graves, JD, MBA
University of Florida Levin College of Law
Fall 2022 “Shell Syllabus” (Final to come mid-summer)
2 credit seminar

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Office Hours: TBD and by appointment. I enjoy talking about all things legal, compliance and ethics. However, I am happy to talk about whatever might be helpful as you prepare for your post-law school career.

Meeting Time: Thursdays, 3:00pm to 5:00pm

Location: Levin College of Law, Room TBD

Course Description: This seminar will help students develop both substantive legal knowledge and practical skills in the areas of business ethics and compliance. On the compliance front, students will gain an understanding of the legal and regulatory framework surrounding the design, implementation, and execution of an effective corporate compliance program, as well as current issues in corporate governance. On the ethics front, students will learn to deal with business ethics issues in a rational, pragmatic, responsible, and decisive manner through acquiring critical thinking skills. The course will involve a number of case studies that allow students to identify biases and logical fallacies that can affect the persuasiveness of one’s arguments, evaluate frameworks for reconciling legal ethical dilemmas, and an opportunity to satisfy the advanced writing requirement.

The class will be interactive, with frequent discussion around case studies and subject matter expert guest speakers where appropriate.

Course Objectives/Learning Objectives:

After completing this course, students should be able to:

- Demonstrate an understanding of the origin and evolution of an effective corporate compliance program and the seven elements thereof (from Chapter Eight of the Federal Sentencing Guidelines (1991) to more current government guidance and case law regarding specific industries);
- Demonstrate an understanding of specific compliance risks beyond the “seven elements,” such as anti-corruption and anti-bribery (domestic and OUS), conflicts of interest, government contracting, government enforcement actions and disclosures, privacy and data protection issues;

- Demonstrate an understanding of how personal and organizational ethical decision-making works;
- Identify key organizational tools, systems, and policies that apply to identifying and effectively navigating specific categories of ethical dilemmas;
- Understand why business ethics is a crucial underpinning to helping ensure an organization complies with external legal norms;
- Apply their learned, substantive legal knowledge surrounding effective compliance programs with their acquired ethical decision-making framework, to add value in advising business clients on compliance, ethical, and risk management issues, and to successfully advise in-house compliance programs.

Required Reading Materials:

The Business Ethics Field Guide, by Brad Agle, Aaron Miller, and Bill O'Rourke is the only required textbook (it is paperback for \$29.95 on Amazon). Additional required materials will be provided via the internet or on Canvas.

Optional Resources:

Blind Spot: Hidden Biases of Good People, by Mahzarin R. Banaji and Anthony G. Greenwald

Moral Courage: Taking Action When Your Values Are Put to The Test, by Rushworth M. Kidder

Intentional Integrity: How Smart Companies Can Lead an Ethical Revolution, by Robert Chestnut

Business Ethics: Ethical Decision Making and Cases, by O.C. Ferrell, John Fraedrich, and Linda Ferrell

The Complete Compliance and Ethics Manual, by the Society of Corporate Compliance and Ethics

Class Attendance:

Attendance and participation are mandatory and an essential part of the seminar and the learning experience. Class attendance is required by both the ABA and the Law School. However, I understand that "life happens" outside of your law school commitments and therefore you are permitted two unexcused absences from class during the semester.

This does not include excused absences, including [observance of religious holidays](#), which are allowed and are consistent with [University policies](#). Such absences require appropriate documents and/or notification before or shortly after class. If you have a religious holiday, exceptional illness, or emergency that causes you to miss class, you must contact me before class (for religious holidays) or soon after (for emergencies) for your absence to be excused. The law school's policy on attendance can be found [here](#).

Grades and Advanced Writing Requirements:

Students will earn grade points according to the following scale:

A (Excellent)	4.00	B-	2.67	D (Poor)	1.00
A-	3.67	C+	2.33	D-	0.67
B+	3.33	C (Satisfactory)	2.00	F(Failure)	0.00
B (Good)	3.00	C-	1.67		

This seminar is structured to satisfy the Law School's Advanced Writing Requirement. According to the Faculty Handbook,

All J.D. candidates must complete- under close supervision- a major, written product that shows evidence of original scholarship based on individual research. Students often satisfy this requirement in a seminar course...If fulfilled in an advanced course, the required may take the form of one or a number finished written products that together demonstrate these qualities. The general standard for fulfillment of the advanced writing requirement is one or more papers that are cumulatively at least 25 pages of double-spaced, 12-point text or the equivalent.

Policy related to make-up exams or other work: The Law School policy on this subject can be found at: <http://ufl.edu/studentaffairs/current-students/academic-policies#12>

University Policy on Accommodating Students with Disabilities: Students requesting accommodation for disabilities must first register with the Disability Resource Center <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/forms-applications/exam-delays-accommodations-form>

Student Course Evaluation: The Law School expects student to provide feedback on the quality of instruction in this course by completing an online evaluation at <https://evaluations.ufl.edu> Summary of these assessments are available to students at <https://evaluations.ufl.edu/results/>

Weekly Course Schedule of Topics and Assignments:

I will provide you the topics and reading assignments for each class posted to Canvas. Currently, I am in the process of finalizing the topics, order of topics, and associated readings, as well as guest speakers. The final syllabus will be provided once these items are finalized.

In accordance with Standard 310 of the American Bar Association's (ABA) standards for law schools, students are expected to devote 2 hours of out-of-class preparation for every 1 credit hour of in-class instruction. Because this course has 2 credit hours of in-class instruction weekly, you should expect to spend approximately 4 hours outside of class reading, preparing, and reviewing the material for our class meetings each week.