Ethics & Integrity for Law Firm Lawyers

and Business Clients

Berkeley School of Law

Fall Semester 2012

Course Information & Syllabus

Classes: October 9 through November 15; Tuesday & Thursday 3:35 to 5:45 PM.

Grades will be based upon a paper (80%) and class participation (20%). Each student will select his or her own topic of interest for the paper. Topics should relate to the subjects covered in the seminar, but should not address ethical issues in government or politics. The length of the paper will be 15 pages. Class participation is important for a number of reasons, including its enrichment of the classroom experience for everyone and the practice it offers for students who will very likely be called upon to participate in meetings with other lawyers and clients.

The text for the seminar will be “Ethics & Integrity in Law & Business – Avoiding ‘Club Fed’” by Michael C. Ross. The ABA Model Rules of Professional Conduct are also required reading. The Rules are available at www.abanet.org (Click on: Resources for Lawyers; Ethics & Professionalism; Resources; Model Rules of Professional Conduct; Model Rules of Professional Conduct, under About the Model Rules). From time to time, we will refer to relevant articles in the current media.

I do not have an office at the law school, but will make myself available before and after class, and otherwise by appointment to discuss students’ proposed paper topics and other subjects as students request.

The following is an approximate schedule of reading assignments. If there is a reference in a chapter to an appendix, the appendix is included in the reading assignment. The assignment for the next class will be adjusted, as necessary, at the end of each class depending upon our progress or lack thereof.

Class Assignment

10/9 Chapter One: Introduction: Sources of Ethical Standards and Principles; Lessons from Corporate Scandals; The Legal Profession

 Chapter Two: Personal Ethical Situations: Errors in Your Favor; “Finders Keepers;” Merchant Policies

10/11 Chapter Two: Personal Ethical Situations: University and Law School Ratings; “Just Pretend;” Insurance Claim

Chapter Three: Pre-employment and General Employment: Resume Embellishment; Speaker Phone Use; Employer Property

10/16 Chapter Four: Law Firm Situations: Introduction to Codes of Professional Conduct; Billing Practices; Personal Expense Reimbursement; Firm Expense Reimbursement; Staffing and Expertise

10/18 Chapter Five: Statements to Others: Applicable Rules; Your First “Big” Assignment; Expertise; Negotiations; Investigations; Helping the Enterprising Entrepreneur; Medical Prescriptions; Employment References; Persons Represented by Counsel; “The Client Said It;” The “Whole Truth”

10/23 Chapter Six: Introduction to Conflicts of Interest: Conflicts of Interest in Business and Other Professions; Disclosure and Consent

10/25 Chapter Seven: Law Firm and Lawyer Conflicts of Interest: Applicable Rules; Personal Interests; Third Party Paying Legal Fees; Multiple Clients; Management of Conflicts of Interest

10/30 Chapter Eight: Who Is the Client?: Applicable Rules; The Organization and Its Executives; Transactions Between the Organization and Its Executives; Transactions with Other Companies; Investigations

11/1 Chapter Nine: Codes of Business Conduct: Preliminary Considerations; Vendor Relations; Competition; Personal Conduct; Confidential Information; Enforcement of Rules

11/6 Chapter Ten: Compliance with Laws: Applicable Rules; Dating Documents; Insider Trading; Environmental Laws; Reporting Up and Out

11/8 Chapter Eleven: Stakeholder Interests: Corporate Responsibilities; Conflicts of Interest Among Stakeholder Interests

11/13 Chapter Twelve: Obligations to Counsel: Applicable Rules; Confidential Notes; Negotiations; Misdirected Communications; Document Retention; Settlement of Litigation

 Chapter Thirteen: Duties to the Tribunal and Others: Meritorious Clams and Defenses; Expediting Litigation; Candor; Confidential Settlements; Limitations on Representation of Clients

11/15 Chapter Fourteen: Ethics and Integrity in Mergers and Acquisitions: “Going Private;” “Parachutes;” Financial Advisors to Boards of Directors; Settlement of Stockholder Litigation

 Chapter Fifteen: Analytic Framework and Ethics Landscape: Lessons Learned; Practical Steps and Arguments; Ethics, Corporate Social Responsibility and Business Success; The Ethics “Pendulum”