

Course Syllabus

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Course Information

This course is offered collaboratively through the UW MBA Consortium. Campus specific course information is listed below:

Course Title:

UW-Eau Claire: MBA 766 - Contract Law for Managers

UW Oshkosh: MBA 769

Credit Hours: 2.0

Course Term: Spring 2023

Delivery Mode: Online

Course Dates: January 30, 2023 – March 19, 2023

If you are considering dropping this course, having a conversation with your academic advisor is a good place to start. You should also let the instructor know what your plans are. Click the following links,

based on your home campus, to learn more about dropping this course: [Consortium/UW-Eau Claire](#) 

[\(https://help.wisconsinonlineemba.org/article/60-adding-dropping-classes\)](https://help.wisconsinonlineemba.org/article/60-adding-dropping-classes) | [UW Oshkosh](#) 

[\(https://uwosh.edu/registrar/students/add-drop-calendar/\)](https://uwosh.edu/registrar/students/add-drop-calendar/) | [UW-Parkside](#) 

[\(https://www.uwp.edu/live/offices/registrarsoffice/adddrop.cfm\)](https://www.uwp.edu/live/offices/registrarsoffice/adddrop.cfm)

Instructor Information

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Course Description

MBA 766: Contract Law for Managers is a class meant to shed light on legal issues related to contracting and contract law. That is the “big picture” for this class. However, I understand that your backgrounds, both academically and professionally, are varied. Keeping that in mind, the course is structured to accommodate those of you who have a very limited background in business law classes and/or experience. The goal of the first section of the course is to provide basic contract law principles and to expand your concepts of contracts to the point of understanding that the law is simply a “backup” to help ensure that the practical reasons for contracting have some power.

After that initial material, we will get into several specific modules, each with a set of goals. The purpose of the rest of the course is to help managers understand the issues in the negotiations of contracts and the underlying policy reasons of contract law. In addition, there will be modules that deal with e-commerce and contracting and the international aspects of contracting.

The Purpose of This Course

The purpose of this course is to introduce you to the law of contracts. Because contracts are so important and integral to our economy and society, it behooves a person to understand what creates a contract, how they work, what happens when they are not followed, and the like. The goal is not to make you into contract lawyers. If that was your interest, you would be attending law school and not pursuing an MBA. But you will be introduced to the legal concepts for the creation of a valid, enforceable contract (Unit 1), statutory regulations impacting the freedom of contract (Unit 2), how and when the law deems a contract performed or discharged when there is a breach, and the available remedies (Unit 3), and electronic contracting and the Internet (Unit 4). Drawing on these legal concepts, you will negotiate a contract (Unit 5). Just as in the business world, some of you have more experience and knowledge because you have had business law classes earlier in your academic career and/or your job involves negotiating and working with contracts. Nevertheless, I am confident that this course will provide some new, useful information for even the most experienced among you. And for those with limited experience in this area, do not be overwhelmed by it. Contracting is something that we have all done and all do. And for all of you -- the experienced and novice -- do not hesitate to ask questions to help clarify the concepts. My goal is that each of you comes away from this course with a better and useful understanding of contract law than you started with.

Learning Outcomes

Upon completion of this course, students will be prepared to:

- Describe the basics of contracting.
- Describe the concept of arbitration and list the terms that should be in an arbitration agreement.
- Describe how contracts are created and enforced.
- Recognize additional theories for enforcing promises.
- Recognize procedural requirements for making an enforceable agreement.
- Understand how contracts are policed to prevent unfairness

- Understand contractual conditions and potential breaches.
- Explain the concept of personal jurisdiction.
- Identify contractual conditions and potential breaches.
- Demonstrate contract negotiation skills.

Required Course Materials

Textbook

Title: Principles of Contract Law (4th edition, 2019)

Author: Hillman.

ISBN: 978-1640202139

Note: The author wrote this book primarily for first-year law students. My reason for selecting it is because it is written in a style and manner that I believe is accessible to a reader who is not a law student (and might have no desire to be one).

Please note that this ISBN may differ from what appears on the UWEC bookstore website. If ordering from a source other than the UWEC bookstore, be sure to use the ISBN provided here to ensure you get the correct text.

[Click here to learn more about ordering textbooks](#) ➞

https://www.wisconsinonlinemba.org/order_textbooks.phtml). Contact mba@uwec.edu (<mailto:mba@uwec.edu>) with any textbook-related concerns.

Additional Readings

Selected chapters from other texts and additional articles are linked within their respective units.

Technology Requirements

Access to a computer and high-speed Internet connection that is capable of accessing Canvas is a requirement of this course.

Please review the minimum technology requirements and recommendations in the **Online Course Resources** link in the left-hand Course Navigation menu. To set yourself up for success, pay special attention to the sections on *Your Responsibilities*, *Strategies for Success*, *Tech Tips*, and *Tech Support*.

Course Topical Outline

- Unit 1: Introduction to Contracts
- Unit 2: Legal Regulation of Contracts
- Unit 3: Performance & Discharge / Breach & Remedies
- Unit 4: E-Contracts & the Internet
- Unit 5: Negotiation

Assignments & Activities

You will be using discussion and writing assignments to demonstrate and share your understanding of the material in this course. These assignments and activities will be graded as follows:

Activity / Assignment and point breakdown

Activity / Assignment	Points
4 discussions @ 15 points each	60
5 writing assignments @ 15 points each	75
1 contract negotiation exercise @ 50 points	50
Total	185

Be sure to read the detailed learning outcomes for each unit. The assessment of the learning outcomes will be based on the discussion questions and projects. I base my final grade on the number of points earned against the total number of points that can be earned in this class.

1. Please look at the [Grading Rubric \(https://uws.instructure.com/courses/540331/pages/grading-rubric\)](https://uws.instructure.com/courses/540331/pages/grading-rubric). This rubric will be used for discussion questions and for projects. For discussion questions, all four areas will be evaluated and scored. For projects, the box labeled "Participation" will not be used. The rubric also has examples of the process for determining the final score for both the discussions and for projects. Please read it and keep it in mind when working on the discussions and projects.
2. Note that the rubric includes a box labeled "Professional Language." I have stated elsewhere that I expect the language to be professional and you may not use such things as "texting shorthand," etc. Proper grammar and spelling are also vital elements of professional language.
3. I will try to grade things as quickly as possible. That does not mean that everything will be graded the day after it is due. Discussions take some time to read and to think about in the context of each discussion question. Projects also take time to read and evaluate fairly. Please be patient with that process.
4. My purpose is not to give the lowest score possible, but to treat you fairly. Fairness involves looking at what you said, how you said it, how much effort appears to have gone into the work, and then assigning a score based on the rubric.
5. If you disagree with my scoring of any of your work we can discuss it. The process is for you to email me with your specific complaint/argument. You must provide a well-reasoned argument. I will then respond with what I think is a good response. I am open to considering that I was in error, but that does not mean that if you argue, you will win your argument.

Final Letter Grades Scale

The following grading scale applies in this course:

Final letter grades scale

Percentage	Consortium / UW-Parkside	UW-Oshkosh
93–100%	A	A
90–92.9%	A-	A-
87–89.9%	B+	B+
83–86.9%	B	B
80–82.9%	B-	B-
77–79.9%	C+	C+
73–76.9%	C	C
70–72.9%	C-	C
67–69.9%	D+	F
63–66.9%	D	F
60–62.9%	D-	F
0–59.9%	F	F

Consortium's Excused Absence Policy

An absence will be considered excused or authorized according to the following institutional policies:

- The student's home campus policy on excused absences will apply.
 - [UW Oshkosh](https://www.uwosh.edu/registrar/policies/attendance-policy)  (https://www.uwosh.edu/registrar/policies/attendance-policy)
 - [UW-Parkside](https://www.uwp.edu/learn/academiccatalog/2019-2021/upload/201921-ACADEMIC-CATALOG-082619.pdf)  (https://www.uwp.edu/learn/academiccatalog/2019-2021/upload/201921-ACADEMIC-CATALOG-082619.pdf) (see page 31)
- UW MBA Consortium students will follow the [UW-Eau Claire Authorized Absence Policy](https://www.uwec.edu/kb/article/class-attendance-and-authorized-absence-policies/#authorized-).  (https://www.uwec.edu/kb/article/class-attendance-and-authorized-absence-policies/#authorized-

[absences](#))

If your absence falls into the excused absence category, please contact me as soon as possible. I may request that you provide documentation, and I may need time to make alternative assessments available to you.

Late Work Policy

The deadlines in this course are real! If deadlines are missed, then the points that could be earned can be decreased by the number of days tardy. However, I recognize that this course is just one of many competing obligations in your life and that emergencies do arise. For this reason, I will reasonably accommodate students to submit late work. If you believe that you will not meet a deadline or have missed a deadline due to other events, contact me in writing at mathiamn@uwec.edu (<mailto:mathiamn@uwec.edu>). Identify the work that is or will be late and explain the reason. The reason is not limited just to emergencies such as illness or death in the family. It can include work and family commitments. Keep in mind that I am not guarantying that the late work will be accepted without penalty, but I will be reasonable and fair in my consideration. The key is to communicate with me as soon as possible under the circumstances. The assignments and due dates are listed in the course calendar, at the bottom of the syllabus page, and in the modules on the course homepage. There is also a handy "to-do" list that will generate on the right-hand side of your homepage. However, if you find yourself falling behind I want you to contact me so we can find a way to solve the situation.

What You Can Expect from Me

I will respond to any emails or discussion posts within 24 hours during the Monday through Friday work week. I will be checking the course periodically on weekends but can't guarantee a response.

As previously noted in the syllabus, I will try to grade things as quickly as possible. That does not mean that everything will be graded the day after it is due. Discussions take some time to read and to think about in the context of each discussion question. Projects also take time to read and evaluate fairly. Please be patient with that process.

Your final grade for the course will be posted in the Canvas [Grades](#) (<https://uws.instructure.com/courses/540331/grades>). Please check the Canvas [Grades](#) (<https://uws.instructure.com/courses/540331/grades>) regularly to make sure that your grades have been posted correctly. If you notice an error, please contact me as soon as possible so that we can investigate.

What I Expect from You

Unit Discussions

For each unit, you are required to participate in a discussion. Because this is an online course, we do not meet as a group in which students freely discuss the materials. Instead, discussions take place in the

discussion area of Canvas. You are assigned to a group of three to six students for discussion purposes. Topics and discussion questions for each unit are provided to the groups. In lieu of physical attendance, you will draft and submit your initial posting to the discussion, read other students' and my postings, and reply to other students' initial postings and postings made in reply to your initial posting. You will also reply to my postings if I ask you a question. Students always ask "how many posts are necessary to get maximum points?" The answer is that you must submit an initial posting and reply to no less than one other student's initial posting. This is the bare minimum. I understand that events may prevent you from doing this bare minimum -- once in a while. But the bare minimum will cause you to learn less and will not go unnoticed by me. Because discussion forums are not simultaneous chats, you need to check the discussion area several times during the allotted time period to see what other students have posted and to write replies. Keep in mind that an online course is like Big Brother; so I can see how many times you log on and view postings in addition to how many postings you submit.

In regard to your postings (initial and replies), points are earned on the basis of the qualitative contribution to the discussions. Merely agreeing or disagreeing with someone does not count as a qualitative entry. Like the work world, you must add value. Because discussions are written, you have the time to reflect, draft, organize, and edit before submitting the posting. Providing a lengthy summary or listing of topics is not an acceptable form of posting. As an example, you do not need to include or even summarize all the facts before tackling the issue. The reader of your posting is (or should already be) aware of the facts. If there is a particular or specific fact that supports the point you are making, it is fine to reference it. Because this course concerns both content and analysis, your initial posting should identify the legal concept(s) that are applicable, explain the concept(s), and then apply the concept(s) to the facts to support your conclusion. In this process, you demonstrate an understanding of the material while educating others. And you are not graded on whether your conclusion is correct or not. What matters is identifying the appropriate legal concept, explaining it, and then applying it. Moreover, do not just quote information from the text. Explain the legal concepts in your own words. This serves two purposes. First, it will cause you to actually understand the concept as compared to regurgitating it. Second, it will make your posting more interesting and understandable because the explanation will be in your own voice. Quotations -- particularly lengthy ones -- can disrupt the flow of the reading like a speed bump. The road condition (your voice) suddenly changes.

Also, discussions are just that - discussions. There should be back and forth. Even if you agree with the posting, find some way to advance it further or deepen the understanding for other readers. Better yet, disagree. Do not hesitate to respectfully play "devil's advocate." You will learn, comprehend, and retain more of the material through the discussion process. You will also bring your unique perspective because of your background and experiences. Include information from your background and experience where relevant. Getting the viewpoints of a hospital administrator, IT manager, sales representative, compliance officer, etc only enriches the understanding for readers.

Finally, remember Polonius' advice to his son, Laertes - "brevity is the soul of wit." The fewer the words needed to make a point, the stronger the point is. Not everything can be in the manner of Hemingway but edit your postings before you submit them for spelling, grammar, and verbosity. Remove words that

are not needed. As an example, don't write "I believe . . ." because we already know you do. Phrases like "I believe," "I think," etc. are throat clearings. In face-to-face conversations, we use them to buy time, to assemble and organize our thoughts, and to make the face-to-face conversational and not confrontational. But writing is different. You have had time to assemble and organize your thoughts. And while the discussion back and forth is not meant to be confrontational, students are expected to challenge each other.

Etiquette

This should be self-explanatory. Don't say anything in the discussion forum, emails, or any other communication that you would not be willing to say to a person's face. Having said that, there are also things that are inappropriate to say to someone's face, so stay away from those also. Be candid, not cruel or insulting. People can disagree without being disagreeable. As an attorney, I frequently argue cases against other attorneys whom I consider friends. A well fought legal argument is not a personal attack. It is a competitive collision of ideas regarding the subject matter. And through this adversarial process, the right result is usually obtained. In those instances where the judge errs, there is an appellate process. So do not shy from disagreeing with others -- even if for no other purpose than to be the "devil's advocate." Remember, no matter what, always adhere to [Netiquette guidelines](https://www.uwidocs.org/netiquette/)  (<https://www.uwidocs.org/netiquette/>) when interacting with one another in this course.

In addition, this is an MBA class and professional conduct and professional writing are expected. I do not want to see the shorthand type of words that are used in texting - in part because I don't use them and don't know what they mean because I am a Luddite when it comes to technology. Grammar and spelling count. I also remind you that this is an online course. Presumably, most of us have never met and may never meet face to face. All of our interactions will be through writing. For this reason, what and how you write will be a reflection of you to your reader. Incorrect grammar and typos in your writing suggest sloppy thought or reasoning. Before hitting "send," re-read and preferably edit and re-write your post. Don't let grammatical errors and typos interfere with or undermine your message.

Minimum Student Preparation/Knowledge

Whatever is required to be in the MBA program. There is no prerequisite for knowledge about the law, etc. What is expected is that you are able to read professional/technical material, have the time necessary to complete the work, and be able to turn in and participate in a timely manner. For questions related to the course, please post in the [? Ask the Class/Raise your Hand](https://uws.instructure.com/courses/540331/discussion_topics/3977895) (https://uws.instructure.com/courses/540331/discussion_topics/3977895) discussion forum. I will respond to any questions posted within 24 hours (weekend responses may take longer). If you find that someone has posted a question that you can answer and we haven't responded yet, please feel free to help each other out! If you have a question that you would prefer to ask privately (e.g., a grade question), feel free to email me.

Minimal Technical Skills

You must have access to a computer on a regular basis and be able to use the Canvas site. There is technical help available if you have problems. For more information, see the **Online Course Resources** area on the left-hand side course navigation bar.

Academic Conduct

To foster a productive learning environment, all students are required to accept and adhere to the Student Code of Conduct agreement in order to participate in this course.

Academic Integrity

Integrity is an important component of students' academic experience. The academic evaluation a student receives for a course becomes a permanent University student record and it is critical such records be accurate and consistent. In addition, the integrity students learn and exhibit at the University will be the model for the professional integrity they practice when they complete their academic work. The University believes unquestionable character and integrity are essential for successful careers. Whatever role you may play in an organization, be it publicly or privately owned, you will occupy a position of trust. High ethical standards, therefore, are not only necessary but are fundamentally part of all the University represents when it grants a degree.

All class materials are the intellectual property of the instructor and may not be shared outside of this course (e.g., to commercial "study sites") without my permission.

Unless I specify otherwise, all work that you turn in to me should be an individual effort. The sentence structure, wording, and content for your assignments and discussions must be your original work.

Academically dishonest behaviors include (but may not be limited to) the following:

- Intentionally or unintentionally presenting someone else's ideas or words as your own, either as a direct quote or paraphrased or summarized material, without the proper citation. All quotes and direct references must include citations. Remember to use APA format for citations. See the [OWL website from Purdue](http://owl.english.purdue.edu/owl/resource/560/01/)  (<http://owl.english.purdue.edu/owl/resource/560/01/>) for APA citation guidelines.
- Submitting work that is identical to or so similar to that of another's in its wording, sentence structure, and content that it cannot be considered original.
- Plagiarizing yourself by submitting work for evaluation in this course that was previously graded or otherwise evaluated in another course. You can cite your previous work. If you want to use your previous work, contact me first.
- Making up data or citations.
- Consulting resources to complete a graded course assessment other than those allowed in the assessment directions. If you are unsure what is considered as an authorized resource, consult with your instructor.
- Helping someone else engage in academically dishonest behavior, including posting course materials online.

- Violating copyright laws. In some cases, citing a source is not sufficient; you also have to obtain permission from the original source for the materials you use. Likewise, if you use any materials from this course outside this course, you may need permission to use them (e.g., in your company's training manuals, publications, or style guides).

Any investigation into any form of academic misconduct will result in a report to the dean of students and in student academic disciplinary sanctions as established by the UW System Board of Regents ([UWS Chapter 14](https://docs.legis.wisconsin.gov/code/admin_code/uws/14.pdf) [↗](https://docs.legis.wisconsin.gov/code/admin_code/uws/14.pdf) (https://docs.legis.wisconsin.gov/code/admin_code/uws/14.pdf)). Disciplinary procedures from the student's home campus dictate the disciplinary action against students who engage in academic misconduct.

Accommodation for Students with Disabilities

In order to ensure that all of our students have equitable access to our online course materials, we strive to meet the guidelines set by Section 508 of the Rehabilitation Act, which requires the public to provide reasonable accommodations to individuals with disabilities when posting web-based materials. Canvas is [compliant with W3C's Web Accessibility Initiative](https://community.canvaslms.com/docs/DOC-2061-accessibility-within-canvas) [↗](https://community.canvaslms.com/docs/DOC-2061-accessibility-within-canvas) (<https://community.canvaslms.com/docs/DOC-2061-accessibility-within-canvas>) and with [Section 508](https://www.section508.gov/) [↗](https://www.section508.gov/) (<https://www.section508.gov/>) guidelines. Additionally, Canvas was certified as a [substantially conformant LMS](https://webaim.org/services/certification/canvas) [↗](https://webaim.org/services/certification/canvas) (<https://webaim.org/services/certification/canvas>) by WebAIM, a third-party authority in web accessibility. If you find that course materials are not posted in a format that meets your needs, or you need testing accommodations, please contact Online Course Support at [BIZHelp@uwec.edu](mailto:bizhelp@uwec.edu) (<mailto:bizhelp@uwec.edu>) and we will work with you to find a reasonable accommodation.

Course Summary:

Date	Details	Due
Mon Jan 30, 2023	 Complete the Code of Conduct (https://uws.instructure.com/calendar?event_id=1262195&include_contexts=course_540331)	12am
	 Introductions	to do: 11:59pm
Tue Jan 31, 2023	 Unit 1 Discussion: Introduction to Contracts (https://uws.instructure.com/courses/540331/assignments/5453567)	due by 11:59pm
Thu Feb 2, 2023	 Post at least one more message to Unit 1 Discussion	to do: 11:59pm
Sun Feb 5, 2023	 Unit 1 Assignment: Introduction to Contracts	due by 11:59pm

Date	Details	Due
	(https://uws.instructure.com/courses/540331/assignments/5453569)	
Tue Feb 7, 2023	 Unit 2 Discussion: Legal Regulation of Contracts (https://uws.instructure.com/courses/540331/assignments/5453566)	due by 11:59pm
Thu Feb 9, 2023	 Post at least one more message to Unit 2 Discussion	to do: 11:59pm
Sun Feb 12, 2023	 Unit 2 Assignment: Legal Regulation of Contracts (https://uws.instructure.com/courses/540331/assignments/5453570)	due by 11:59pm
Tue Feb 14, 2023	 Unit 3 Discussion: Performance & Discharge / Breach & Remedies (https://uws.instructure.com/courses/540331/assignments/5453565)	due by 11:59pm
Thu Feb 16, 2023	 Post at least one more message to Unit 3 Discussion	to do: 11:59pm
Sun Feb 19, 2023	 Unit 3 Assignment: Performance & Discharge / Breach & Remedies (https://uws.instructure.com/courses/540331/assignments/5453571)	due by 11:59pm
Tue Feb 21, 2023	 Unit 4 Discussion: eContracts & the Internet (https://uws.instructure.com/courses/540331/assignments/5453564)	due by 11:59pm
Thu Feb 23, 2023	 Post at least one more message to Unit 4 Discussion	to do: 11:59pm
Fri Feb 24, 2023	 Midterm Course Evaluation	to do: 11:59pm
Sun Feb 26, 2023	 Unit 4 Assignment: eContracts and the Internet (https://uws.instructure.com/courses/540331/assignments/5453573)	due by 11:59pm
Thu Mar 16, 2023	 Unit 5 Official Contract Negotiation: Ashe Birch - Windbird Corporation (https://uws.instructure.com/courses/540331/assignments/5453563)	due by 11:59pm

Date	Details	Due
Fri Mar 17, 2023	 Unit 5 Assignment: Contract Negotiation - Written Analysis (https://uws.instructure.com/courses/540331/assignments/5453574)	due by 11:59pm
	 Final Course Evaluation	to do: 11:59pm
	 Final Grade (https://uws.instructure.com/courses/540331/assignments/5453568)	