

## **Business Ethics and Compliance for Lawyers**

LAW 6936 – 2 credits

Fall 2022- Syllabus

Mark P. Graves, JD, MBA

University of Florida Levin College of Law

Mark P. Graves, JD, MBA

Senior Vice President & Chief Compliance Officer

MIMEDX Group, Inc.

Phone: 678-662-5331

Email: [markpg65@gmail.com](mailto:markpg65@gmail.com)

Office Hours: Thursdays, 2:00pm to 2:45pm & 5:15pm to 6:00pm in the Adjunct Faculty office, and by appointment, in room 323. 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: HH-285A

**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;
- 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).

**Links to additional required materials are provided below in the section entitled, “Weekly Course Schedule of Topics and Assignments”**

### **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 Requirement:

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 |            |      |

### Final Paper Requirement

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.*

As a result, students in this seminar must submit one research paper meeting the requirements stated above. **The final paper is due by November 27, 2022, midnight EST.**

We will discuss all aspects of the final paper during our first class session together. Also, I will help you with topic selection, approach, and any other guidance you might need throughout the semester. As mentioned above, the paper must be at least 25 pages of double-spaced, 12-point text or the equivalent and based upon your own research. **At least a 10-page draft must be submitted in advance of the final paper, by November 10<sup>th</sup>.** Beyond this draft, which you will determine when you submit to and discuss with me, I defer to you to make sure you are progressing sufficiently to provide you the time and guidance you need to successfully complete your paper. I am available for that guidance throughout the semester.

**Grading Evaluation:** Your course grade is based upon your class attendance, preparation and participation (35%), your final paper draft (15%) and your final paper (50%).

**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>

### **RECORDINGS OF CLASS**

All classes will be recorded via Mediasite in case students must miss class for health reasons. The Office of Student Affairs will determine when students may have access to these recordings, and the recordings will be password protected.

Students are allowed to record video or audio of “class lectures.”<sup>3</sup> However, the purposes for which these recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor.

Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student Honor Code and Student Conduct Code.

**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:**

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.

### **Class schedule**

| Week | Date | Topic | Assigned Reading Materials |
|------|------|-------|----------------------------|
|------|------|-------|----------------------------|

|   |      |                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | 8/25 | <p>Course Overview; Requirements &amp; Administrative Items; Final Paper Discussion; Introductions;</p> <p>The Relationship Between Ethics &amp; Compliance;</p> <p>Ethical Decision-Making Frameworks Primer</p> <p>Ethical Challenge #1- Standing Up to Power</p> | <p><b>Required:</b></p> <p>The Business Ethics Guide- pp. V-30- Forward, Preface, Introductions to the Challenges,</p> <p>Challenge 1: Standing Up to Power, Chapter 16-All Purpose Tools- pp. 231-246</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 2 | 9/2  | <p>“Seven” Elements of an Effective Compliance Program</p> <p>Ethical Challenge #2- Made a Promise (and the World has Changed)</p>                                                                                                                                  | <p><b>Required:</b></p> <p>Chapter 8- Sentencing of Organizations, United States Sentencing Commission, 2021 Guidelines Manual Annotated, uscc.gov<br/> <a href="https://www.uscc.gov/guidelines/2021-guidelines-manual/annotated-2021-chapter-8#NaN">https://www.uscc.gov/guidelines/2021-guidelines-manual/annotated-2021-chapter-8#NaN</a></p> <p>Evaluation of Corporate Compliance Programs, U.S. Department of Justice, Criminal Division, Updated June 2020 <a href="https://www.justice.gov/criminal-fraud/page/file/937501/download">https://www.justice.gov/criminal-fraud/page/file/937501/download</a></p> <p>The Business Ethics Guide- pp. 31-46- Challenge 2: Made a Promise (and the World has Changed)</p> <p><b>Recommended:</b></p> <p>The History of the Organizational Sentencing Guidelines and the Emergence of Effective Compliance and Ethics Programs<br/> <a href="https://www.uscc.gov/sites/default/files/pdf/training/annual-national-training-seminar/2019/org_history.pdf">https://www.uscc.gov/sites/default/files/pdf/training/annual-national-training-seminar/2019/org_history.pdf</a></p> |

|   |      |                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3 | 9/8  | <p>Ethical Challenge #3- Intervention- You See Something Wrong and You're Not Sure How To Proceed</p> <p>False Claims Act (a.k.a., the "Lincoln Law") &amp; Whistleblowers</p> <p><b>Guest Speakers:</b><br/> <b>Meredith Auten- Partner with Morgan, Lewis &amp; Bockius</b><br/> <b>Jeremy Abay- with Pietragalio Gordon</b><br/> <b>Alfano Bosick &amp; Raspanti, LLP</b></p> | <p><b>Required:</b><br/> The Business Ethics Guide- pp. 47-62-Challenge #3: Intervention</p> <p>A Primer: The False Claims Act, Department of Justice<br/> <a href="https://www.weil.com/~media/files/pdfs/understanding-the-false-claims-act-(75611346).pdf">https://www.weil.com/~media/files/pdfs/understanding-the-false-claims-act-(75611346).pdf</a></p> <p>31 U.S. Code § 3729- False Claims, Cornell Law School<br/> <a href="https://www.law.cornell.edu/uscode/text/31/3729">https://www.law.cornell.edu/uscode/text/31/3729</a></p> <p>Upjohn Co v. United States, 449 U.S. 383 (1981) Summary<br/> <a href="https://www.lexisnexis.com/community/casebrief/p/casebrief-upjohn-co-v-united-states">https://www.lexisnexis.com/community/casebrief/p/casebrief-upjohn-co-v-united-states</a></p> <p>Association of Corporate Counsel, "The Whistleblower" (2015)<br/> <a href="https://www.acc.com/sites/default/files/2020-02/whistleblower.pdf">https://www.acc.com/sites/default/files/2020-02/whistleblower.pdf</a></p> <p><b>Recommended:</b><br/> The False Claims Act, Department of Justice, February 02, 2022 <a href="https://www.justice.gov/opa/pr/justice-department-s-false-claims-act-settlements-and-judgments-exceed-56-billion-fiscal-year">https://www.justice.gov/opa/pr/justice-department-s-false-claims-act-settlements-and-judgments-exceed-56-billion-fiscal-year</a></p> |
| 4 | 9/15 | <p>Ethical Challenge #5- Suspicion Without Enough Evidence: You Believe That Something Wrong is Going On, But You're Not Sure</p> <p>The Foreign Corrupt Practices Act &amp; World-Wide Anti-Corruption Enforcement</p> <p><b>Guest Speakers-</b><br/> <b>Gary Giampetruzzi, Partner, Litigation</b></p>                                                                         | <p><b>Required:</b><br/> The Business Ethics Guide- pp. 83-98- Challenge #5: Suspicion Without Enough Evidence</p> <p>15 U.S.C. §§78dd-1, et seq. - Prohibited foreign trade practices by issuers<br/> <a href="https://www.law.cornell.edu/uscode/text/15/78dd-1">https://www.law.cornell.edu/uscode/text/15/78dd-1</a></p> <p>Anti-Corruption and Anti-Bribery Compliance Programs<br/> <a href="https://compliancecosmos.org/anti-corruption-and-anti-bribery-compliance-programs-0">https://compliancecosmos.org/anti-corruption-and-anti-bribery-compliance-programs-0</a></p> <p>Overview of KBR's Anti-Corruption Compliance Program<br/> <a href="https://www.kbr.com/sites/default/files/2021-02/kbr-anti-corruption-program.pdf">https://www.kbr.com/sites/default/files/2021-02/kbr-anti-corruption-program.pdf</a></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

|   |      |                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|   |      | <p><b>Department, Global Chair Life Sciences and Vice-Chair Investigations and White-Collar Practices, with Paul Hastings LLP</b></p> <p><b>David Styler, Senior Vice President, Chief Compliance Officer, Horizon Therapeutics</b></p> | <p><b>Recommended:</b></p> <p>The UK Bribery Act 2010<br/> <a href="https://www.justice.gov.uk/downloads/legislation/bribery-act-2010-guidance.pdf">https://www.justice.gov.uk/downloads/legislation/bribery-act-2010-guidance.pdf</a></p> <p>Perspectives Five insights into anti-corruption compliance programs: Revisiting the FCPA (July 2022)<br/> <a href="https://www2.deloitte.com/us/en/pages/advisory/articles/fcpa-anti-corruption-compliance-program.html">https://www2.deloitte.com/us/en/pages/advisory/articles/fcpa-anti-corruption-compliance-program.html</a></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 5 | 9/22 | <p>Ethical Challenge #4- Conflicts of Interest- Multiple Roles Put You (or Your Company) at Cross Purposes</p> <p>Conflicts of Interest</p>                                                                                             | <p><b>Required:</b></p> <p>The Business Ethics Guide, Challenge #4, Conflicts of Interest, pp. 63-81</p> <p>Beware of Conflicts of Interest, YouTube video by Dan Ariely, Professor of Psychology and Behavioral Economics, Duke University (August 29, 2011)<br/> <a href="https://www.youtube.com/watch?v=n8Y8FK8gonc">https://www.youtube.com/watch?v=n8Y8FK8gonc</a></p> <p>Case Study: An Office Romance Gone Wrong, Harvard Business Review (September 2016)<br/> <a href="https://hbr.org/2016/09/case-study-an-office-romance-gone-wrong">https://hbr.org/2016/09/case-study-an-office-romance-gone-wrong</a></p> <p>Key Ingredients of an Effective Conflict of Interest Program, The FCPA Blog (March 2019)<br/> <a href="https://fcpablog.com/2019/03/28/key-ingredients-of-an-effective-conflict-of-interest-program/">https://fcpablog.com/2019/03/28/key-ingredients-of-an-effective-conflict-of-interest-program/</a></p> <p>Actual and Perceived Conflicts of Interest: Why Both Matter, Independent Broad-Based Anti-Corruption Commission <a href="https://www.ibac.vic.gov.au/publications-and-resources/ibac-insights/issue-21/actual-and-perceived-conflicts-of-interest-why-both-matter">https://www.ibac.vic.gov.au/publications-and-resources/ibac-insights/issue-21/actual-and-perceived-conflicts-of-interest-why-both-matter</a></p> <p>Compliance Wave Training video on Conflicts of Interest <a href="https://www.compliancewave.com/welcome-conflicts-of-interest-lp">https://www.compliancewave.com/welcome-conflicts-of-interest-lp</a></p> |

|   |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|---|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6 | 9/29 | <p>Ethical Challenge #7- Skirting the Rules; You Could Keep A Rule For A Worse Outcome Or Bend It To Achieve Some Good</p> <p>Ethical Challenge #8- Dissemblance; Misrepresenting or Concealing the Truth Could Create a Better Outcome</p> <p>The Role of Data Analytics in Compliance</p> <p><b>Guest Speakers:</b><br/> <b>Michael Driscoll,</b><br/> <b>Director, Global Strategic Insights;</b></p> <p><b>Anna Loveless,</b><br/> <b>Senior Manager,</b><br/> <b>Data Science &amp; Risk Management, both with Johnson &amp; Johnson</b></p> | <p><b>Required:</b><br/> The Business Ethics Guide- pp. 111-125- Challenge #7: Skirting the Rules</p> <p>Challenge #8- Dissemblance- pp. 127-140</p> <p>Why Compliance Programs Fail- And How to Fix Them, Harvard Business Review (March 2018)<br/> <a href="https://www.bizjournals.com/sanjose/news/2018/04/04/hbr-why-compliance-programs-fail-and-how-to-fix.html">https://www.bizjournals.com/sanjose/news/2018/04/04/hbr-why-compliance-programs-fail-and-how-to-fix.html</a></p>                                                                                                                                                                            |
| 7 | 10/6 | <p>Compliance Lessons Learned from Corporate Integrity Agreements</p> <p><b>Guest Speaker:</b><br/> <b>Brian A. Bohnenkamp,</b><br/> <b>Partner, FDA &amp; Life Sciences, with King &amp; Spalding LLP</b></p>                                                                                                                                                                                                                                                                                                                                    | <p><b>Required</b><br/> Corporate Integrity Agreements, Healthcare Compliance- Office of Inspector General, Department of Health and Human Services<br/> <a href="https://oig.hhs.gov/compliance/corporate-integrity-agreements/">https://oig.hhs.gov/compliance/corporate-integrity-agreements/</a></p> <p>The Use of Corporate Monitors in any Deferred or Non-Prosecution Agreement, Department of Justice Archives<br/> <a href="https://www.justice.gov/archives/opa/blog/use-corporate-monitors-any-deferred-or-non-prosecution-agreement">https://www.justice.gov/archives/opa/blog/use-corporate-monitors-any-deferred-or-non-prosecution-agreement</a></p> |



|   |       |                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|   |       |                                                                                                                                                                         | <p>Additional Guidance on the Use of Monitors in Deferred Prosecution Agreements and Non-Prosecution Agreements with Corporations<br/> <a href="https://www.justice.gov/archives/dag/memorandum-heads-department-components-united-states-attorneys">https://www.justice.gov/archives/dag/memorandum-heads-department-components-united-states-attorneys</a></p> <p>2021 Year-End Update on Corporate non-Prosecution Agreements and Deferred Prosecution Agreements<br/> <a href="https://www.gibsondunn.com/2021-year-end-update-on-corporate-non-prosecution-agreements-and-deferred-prosecution-agreements/">https://www.gibsondunn.com/2021-year-end-update-on-corporate-non-prosecution-agreements-and-deferred-prosecution-agreements/</a></p> <p><b>Recommended:</b><br/> TAP Pharmaceuticals Inc. and Seven Others Charged with Health Care Crimes; Company Agrees to Pay \$875 Million To Settle Charges (October 03, 2001)<br/> <a href="https://www.justice.gov/archive/opa/pr/2001/October/513civ.htm">https://www.justice.gov/archive/opa/pr/2001/October/513civ.htm</a></p> <p>2 Drug Makers to Pay \$875 Million to Settle Fraud Case (October 04, 2001), New York Times<br/> <a href="https://www.nytimes.com/2001/10/04/business/2-drug-makers-to-pay-875-million-to-settle-fraud-case.html">https://www.nytimes.com/2001/10/04/business/2-drug-makers-to-pay-875-million-to-settle-fraud-case.html</a></p> <p>Corporate Integrity Agreement- Office of Inspector General<br/> <a href="https://oig.hhs.gov/fraud/cia/agreements/tap_pharmaceutical_products_92801.pdf">https://oig.hhs.gov/fraud/cia/agreements/tap_pharmaceutical_products_92801.pdf</a></p> |
| 8 | 10/13 | <p>Ethical Challenge #6- Playing Dirty; You Could Achieve Justice By Doing Something That Is Normally Considered Unethical</p> <p>The Federal Anti-Kickback Statute</p> | <p><b>Required:</b><br/> The Business Ethics Guide- pp. 99-110- Challenge #6: Playing Dirty</p> <p>42 U.S.C. §1320a-7b -Criminal penalties for acts involving Federal health care programs<br/> <a href="https://www.law.cornell.edu/uscode/text/42/1320a-7b">https://www.law.cornell.edu/uscode/text/42/1320a-7b</a></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

|    |       |                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    |       | <b>Guest Speaker- John Rah, Partner with DLA Piper LLP</b>                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 9  | 10/20 | <p>Ethical Challenge #9- Loyalty: You're Not Sure How Much You Should Give Up To Honor A Relationship</p> <p>Board Responsibility &amp; Board Reporting</p> <p><b>Guest Speaker- Saul B. Helman, MD President, Epsilon Life Sciences- Disputes, Investigations, Strategy, Compliance</b></p> | <p><b>Required:</b><br/>The Business Ethics Guide, Challenge #9-Loyalty, pp. 141-154</p> <p>Board Engagement, Training and Reporting: Strategies for the Chief Ethics and Compliance Officer, Donna C. Boehme<br/><a href="https://assets.corporatecompliance.org/Portals/1/PDF/Resources/past_handouts/Regional/2012/NewYork/BoardTraining_excerptedCEmanual.pdf">https://assets.corporatecompliance.org/Portals/1/PDF/Resources/past_handouts/Regional/2012/NewYork/BoardTraining_excerptedCEmanual.pdf</a></p> <p>"C" is for Crucible: Behavioral Ethics, Culture, and the Board's Role in C-Suite Compliance, Scott Killingsworth<br/><a href="https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2271840">https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2271840</a></p> <p>Thoughts for Boards of Directors in 2020, Harvard Law School Forum on Corporate Governance<br/><a href="https://corpgov.law.harvard.edu/2019/12/10/thoughts-for-boards-of-directors-in-2020/">https://corpgov.law.harvard.edu/2019/12/10/thoughts-for-boards-of-directors-in-2020/</a></p> <p>Board of Director Responsibilities, BLOGRIGE: The Official Baldrige Blog<br/><a href="https://www.nist.gov/blogs/blogrige/board-director-responsibilities">https://www.nist.gov/blogs/blogrige/board-director-responsibilities</a></p> <p>A New <i>Caremark</i> Era: Causes and Consequences, Roy Shapira, Washington University Law Review, Vol. 98:1857<br/><a href="https://openscholarship.wustl.edu/cgi/viewcontent.cgi?article=6546&amp;context=law_lawreview">https://openscholarship.wustl.edu/cgi/viewcontent.cgi?article=6546&amp;context=law_lawreview</a></p> <p>20 Questions Boards of Directors Should Ask About Their Compliance Committees, July 2021, JDSUPRA<br/><a href="https://www.jdsupra.com/legalnews/20-questions-boards-of-directors-should-5914231">https://www.jdsupra.com/legalnews/20-questions-boards-of-directors-should-5914231</a></p> |
| 10 | 10/27 | <p>Ethical Challenge #10- Sacrificing Personal Values: Living True to Your Own Beliefs Might</p>                                                                                                                                                                                             | <p><b>Required:</b><br/>The Business Ethics Guide, Challenge #10- Sacrificing Personal Values, pp. 155-168</p> <p>The Compliance Function at an Inflection Point,</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

|    |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    |      | <p>Impost A Burden On Others</p> <p>Ethics &amp; Compliance Career Options for Lawyers Roundtable discussion</p> <p><b>Guest Speakers:</b></p> <p><b>Terra DuBois, JD- Chief Compliance, Ethics, and Privacy Officer for the University of Florida</b></p> <p><b>Brittan L. Mitchell, JD- Manager, Regulatory &amp; Life Sciences, Deloitte Advisory for Deloitte</b></p> <p><b>Paul Silver- Principal-Regulatory &amp; Compliance Life Sciences Leader, Deloitte Advisory for Deloitte</b></p> | <p>McKinsey &amp; Company, January 07, 2019.<br/> <a href="https://www.mckinsey.com/business-functions/risk-and-resilience/our-insights/the-compliance-function-at-an-inflection-point">https://www.mckinsey.com/business-functions/risk-and-resilience/our-insights/the-compliance-function-at-an-inflection-point</a></p> <p>New Horizons: Compliance 2020 and Beyond, Deloitte, 2020.<br/> <a href="https://www2.deloitte.com/content/dam/Deloitte/uk/Documents/risk/deloitte-uk-compliance-thought-leadership-16.pdf">https://www2.deloitte.com/content/dam/Deloitte/uk/Documents/risk/deloitte-uk-compliance-thought-leadership-16.pdf</a></p> <p>The Emergence of Compliance: A New Profession?, The Practice, Harvard Law, July/August 2016.<br/> <a href="https://thepractice.law.harvard.edu/article/the-emergence-of-compliance/">https://thepractice.law.harvard.edu/article/the-emergence-of-compliance/</a></p> <p>Code of Professional Ethics for Compliance and Ethics Professionals, Society for Corporate Compliance and Ethics ("SCCE"),<br/> <a href="https://www.corporatecompliance.org/publications/library/code-professional-ethics-compliance-and-ethics-professionals#:~:text=In%20creating%20the%20Code%20of,professional%20conduct%20expected%20of%20CEPs.">https://www.corporatecompliance.org/publications/library/code-professional-ethics-compliance-and-ethics-professionals#:~:text=In%20creating%20the%20Code%20of,professional%20conduct%20expected%20of%20CEPs.</a></p> |
| 11 | 11/3 | <p>Ethical Challenge #11- Unfair Advantage: You</p>                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>Required:</b><br/> The Business Ethics Guide, Challenge #11-Unfair Advantage, pp. 169-181</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

|    |       |                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|----|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    |       | <p>Have the Opportunity To Wield An Unfair Upper Hand</p> <p>Fostering a Culture of Compliance</p> <p>Psychological Safety</p> <p>Procedural Fairness</p> <p>Aligning Incentives to Promote Compliance Objectives</p> | <p><u>Tone at the Top &amp; Mood in the Middle</u><br/>So What Exactly is at the Top? Compliance Chief 360 (2021) <a href="https://compliancechief360.com/so-what-exactly-is-tone-at-the-top/">https://compliancechief360.com/so-what-exactly-is-tone-at-the-top/</a></p> <p>Culture of Compliance: “Setting the Right Tone at the Top” KPMG (2019) <a href="https://www.youtube.com/watch?v=6LQctbR47Hc">https://www.youtube.com/watch?v=6LQctbR47Hc</a></p> <p>Leveraging Middle Management to Foster a Culture of Compliance, Compliance Week 2013 <a href="https://www.complianceweek.com/leveraging-middle-management-to-foster-a-culture-of-compliance/3801.article">https://www.complianceweek.com/leveraging-middle-management-to-foster-a-culture-of-compliance/3801.article</a></p> <p><u>Psychological Safety</u><br/>Creating Psychological Safety in the Workforce, Harvard Business Review, Podcast <a href="https://hbr.org/podcast/2019/01/creating-psychological-safety-in-the-workplace">https://hbr.org/podcast/2019/01/creating-psychological-safety-in-the-workplace</a></p> <p>INSIGHT: Employee Reporting Is Best Line of Defense Against Corporate Misconduct <a href="https://news.bloomberglaw.com/us-law-week/insight-employee-reporting-is-best-line-of-defense-against-corporate-misconduct">https://news.bloomberglaw.com/us-law-week/insight-employee-reporting-is-best-line-of-defense-against-corporate-misconduct</a></p> <p><u>Procedural Fairness</u><br/>Culture is not the Culprit, Harvard Business Review 2016 <a href="https://hbr.org/2016/04/culture-is-not-the-culprit">https://hbr.org/2016/04/culture-is-not-the-culprit</a></p> |
| 12 | 11/10 | <p>Ethical Challenge #12- Repair: You Are Responsible For A Mistake</p> <p>Assessing Compliance Program Effectiveness</p>                                                                                             | <p><b><u>Required:</u></b><br/>The Business Guide, Challenge #12- Repair, pp. 183-195</p> <p>Compliance Program Maturity Model: How Do You Rank?, GAN Integrity (2020) <a href="https://www.ganintegrity.com/blog/compliance-program-maturity-model/">https://www.ganintegrity.com/blog/compliance-program-maturity-model/</a></p> <p>Compliance modernization is no longer optional, Deloitte, 2017</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

|    |       |                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    |       | <p><b>Catherine Razzano,<br/>JD- Head of Global<br/>Legal Compliance<br/>for<br/>TikTok/ByteDance</b></p> <p><b>Last Day to Submit<br/>Draft of Final Paper</b></p>                                                                                       | <p><a href="https://www2.deloitte.com/content/dam/Deloitte/pe/Documents/risk/us-compliance-modernization%20(1).pdf">https://www2.deloitte.com/content/dam/Deloitte/pe/Documents/risk/us-compliance-modernization%20(1).pdf</a></p> <p>HCCA-OIG Compliance Effectiveness Roundtable,<br/>Measuring Compliance Program Effectiveness: A<br/>Resource Guide, 2017<br/><a href="https://oig.hhs.gov/documents/toolkits/928/HCCA-OIG-Resource-Guide.pdf">https://oig.hhs.gov/documents/toolkits/928/HCCA-OIG-Resource-Guide.pdf</a><br/><b>Draft Paper Due by midnight EST</b></p> |
| 13 | 11/17 | <p>Ethical Challenge<br/>#13- Showing Mercy:<br/>You Could Grant<br/>Forgiveness Or<br/>Forbearance, But<br/>Don't Know If You<br/>Should</p> <p><b>Review Day-</b> Review<br/>all material, discuss<br/>papers, etc.</p> <p><b>Last Day of Class</b></p> | <p><b>Required:</b><br/>The Business Guide, Challenge #13- Showing Mercy,<br/>pp.197-209</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|    | 11/24 | <b>NO CLASS-</b><br>Thanksgiving Holiday                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|    | 11/27 | <b>Final Paper Due</b>                                                                                                                                                                                                                                    | <b>Final Paper Due 11/27/2022 by midnight EST</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|    | 12/1  | Reading Period:<br>begins 11/28-12/1                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|    | 12/8  | Exam Period: 12/2-<br>12/15                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

END OF DOCUMENT