

Who We Are and What We Teach: A Survey on the Basic Course

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Robert B. Thompson
NEW YORK ALUMNI CHANCELLOR'S PROFESSOR OF LAW & PROFESSOR OF MANAGEMENT
VANDERBILT UNIVERSITY

OUTLINE

My presentation will reflect the results of a survey undertaken in advance of this conference seeking responses from current teachers of Business Associations. Where appropriate, I will compare the results to a survey I did before the last such conference on teaching Business Associations held in 1998. See Robert B. Thompson, *The Basic Business Associations Course: An Empirical Study of Methods and Content*, 48 *J. Legal Educ.* (1998). This preliminary outline is organized around three headings: Who We Are? How We Teach? Topics in Our Courses.

I. Who We Are

- a. The number of teachers in the business associations area has grown to 655, up from 525 in 2000. More than 135 responded to this survey, representing more than half of the member and fee paid schools of the AALS.
- b. Business Associations is the primary teaching and research interest of less than 60% of the respondents. Securities regulation, certainly a close cousin, is the largest subject represented in the non-BA titles and the only subject with more than five responses. Beyond that, there is a wide spread of course interests.
- c. More than 2/3rds of respondents report publishing an article or book in the business associations/corporate field in the last three years.

II. How We Teach

- a. Most law students appear to take this course. More than 60% of respondents estimate that 90% or more of the students in their schools take this course, and 90% of respondents estimate the number at above 75%.
- b. The Business Associations course is most often a 4 hour course and the 4 hour share of the market has grown from 57% in the last survey to 68% in the current survey.

- c. The 4 hour course and the 3 hour course are each most often taught in two class meetings per week. About 60% of all the four hour courses (about 40% of all BA courses) meet for 100, 110 or 120 minutes at a time.
- d. About 15% of respondents report a two course basic business associations sequence, a smaller number than in the last survey. More generally, about 10% report a specified a sequence of course in the area and about 1/3 report a recommended sequence of courses in the area.
- e. Securities Regulation, Corporate Finance, and Mergers & Acquisitions are the three courses most often made available beyond the basic course with Business Planning and Accounting coming next being named by more than 50% of the respondents. Corporate Social Responsibility was reported by 10 teachers (7.69% of the respondents on this question).
- f. More than 40% of respondents report their school has a clinic in the corporate area.
- g. Lectures and Questions is described and the dominant teaching style, about the same and during the last survey.
- h. Teachers make use of electronic communication much more than in 1998. Three quarters report having a webpage for the class with large majorities using it to make class assignments or distribute class material. About 45% of respondents report using PowerPoint often and another 8% on a recurring basis.

III. Topics in Our Courses

- a. The topics covered in the basic course track the topics of the last survey. Partnership, Agency, Formation & Structure of the Corporation, Fiduciary Duty of directors, LLCs , Piercing the Veil, and Corporate Governance appear most often in the first basic course (all at or above 85% of respondents) with Financial Structure, Shareholder Litigation and Close Corporations coming next all above 73%. Dividends is less often discussed than in the last survey but still more than 2/3rds. Corporate Social Responsibility, which was not included in the last survey, is in the middle at 59%.
- b. All 22 of the topics are much more widely taught in the first course than the second course (not surprising given the relatively small number of second courses reported earlier. The most frequent topics reported for the second course are: Shareholder Litigation, Rule 10b-5, Proxy Rules, Friendly Mergers & Appraisal, & Hostile Mergers.
- c. There has been a shift reported among teachers of the basic course in the split between public and closely held entities with almost half now

reporting their course as mostly publicly held in contrast to a 1/3 split in the last survey.

- d. There has been some move to Delaware as the statutory base for the course and a reduction in courses that teach home state law and the ALI.
- e. In describing the course, corporate governance remained the theme most emphasized with 95% of respondents listing that topic and being emphasized often or on a recurring basis. Business planning came next as it did in 1998. A litigation perspective gained ground relative to the top categories with two-thirds of respondents noting it as an often or recurring theme. Law & Economics remains an often or recurring theme for more than half of the courses. Stakeholder has closed the gap noticeably. Corporate Social Responsibility, not included in the last survey, was used often or recurring by 37% of respondents.