

**Ethical Leadership in Corporate Practice:
Counseling and Problem-Solving**

Fall 2010

Course Description and Syllabus

Wednesdays, 6:00 – 8:55 p.m.

Law School Building Room 458

Breakouts in Rooms 448 & 324

Professor Neil Hamilton & Professor Thomas Holloran

COURSE OBJECTIVE

The Mission Statement of our University is “Inspired by Catholic intellectual tradition, the University of St. Thomas educates students to be morally responsible leaders who think critically, act wisely and work skillfully to advance the common good.” The Vision Statement of the University of St. Thomas School of Law calls us to support and encourage students’ integration of their faith and deepest ethical principles into their character and identity and to prepare them to be accomplished servant leaders.

As the readings for the first class make clear, there are a variety of leadership theories, and a long list of traits, behaviors, skills, and virtues that contribute to effective leadership. Leadership is learned and practiced over a lifetime, so this course is just one step in your development as a leader.

Servant leadership is the theory that most informs the mission and vision of our University and Law School. In this three-credit course, we will help you move forward on the most critical foundational virtues and skills emphasized by this leadership theory.

1. Knowing yourself, your first ethical principles, and your calling including the skill of reflection in action and the skill of seeking feedback from others;
2. Developing your listening, counseling, writing and creative problem solving skills to help others – especially your clients and professional colleagues - reach their potential; and
3. Learning how to apply the course materials, presentations, and discussion to realize objectives 1 and 2 above.

We hope these are the enduring virtues and skills of the course for you.

SUMMARY COURSE DESCRIPTION

This course will help students to explore their role as counselors and servant leaders both in corporate practice and as members of an honored profession. Borrowing from a case study methodology common in business school models, students will discuss cases, articles and speakers’ comments with a focus on listening, counseling and problem solving. The course will begin by asking you to answer the questions, “Who am I and what is my purpose in the context of professional life?” and “What first principles of ethics are most important to me and how do they relate to my faith?” This will provide a foundation for each student to examine how the student will solve problems in each area of the course.

The second segment of the course will examine the lawyer's role as an ethical leader (particularly a servant leader) and counselor within the client relationship. Next, we will turn to what it means to be an ethical leader (servant leader) within the context of the law firm or legal department. This will provide insight into how we might manage and be managed within the context of our legal careers.

Fourth, we will examine the call to be ethical leaders (servant leaders) within our chosen profession. What level of commitment does each of us have to elevate our profession? Fifth, we will look at how we interact with our adversaries. As part of our call to be zealous advocates, it is imperative that we understand our ethical boundaries and how those limits will be tested within the context of an adversarial system. Finally, what role do we play in being ethical leaders within our community? This segment of the course will examine our leadership role within each of our communities in which we live and practice.

The model for each of these general subject areas calls for the readings to help the students understand an overall analytical framework for ethical leadership in that subject area. Following this initial introduction to ethical leadership in each area of the course, guest lecturers will present a "real life" problem or case from their experience followed by group discussion and analysis of those cases. Written exercises and journals will ask each student to synthesize the assigned readings, class discussion, and the student's own experience.

DISABILITY STATEMENT

Qualified students with documented disabilities who may need classroom accommodations should make an appointment with the Enhancement Program – Disability Services office during the first two weeks of the term. Telephone appointments are available to students as needed. Appointments can be made by calling 651-962-6315 or 1-800-328-6819, extension 6315. You may also make an appointment in person in O'Shaughnessy Educational Center, room 119. For further information, you can locate the Enhancement Program on the web at <http://www.stthomas.edu/enhancementprog/>.

COMPONENTS OF THE COURSE

Course Meetings

Wednesdays 6:00 – 9:00 pm
6:00– 7:30 pm – Large Group
7:30 – 7:45 pm – Break
7:45 – 9:00 pm – Discussion

Readings

READINGS ARE AVAILABLE AT THE BOOKSTORE. Readings assigned may not always correspond to the topics speakers choose to address. We have selected the speakers for their wealth of experience and knowledge and as models of servant leadership. We encourage them to speak from the heart on topics they think are important for you. It is also safe to assume that most of the speakers will not be familiar with the reading materials for the course. Pointed questions regarding the readings to presenters should be avoided.

The readings have a number of Professor Hamilton’s Minnesota Lawyer columns. He has been writing 6-12 columns a year on professionalism and leadership since 1999 and is editing them into a book, *Ethical Leadership and Professionalism in the Practice of Law*.

Guest Speakers/Case Discussions

Guest Speakers – This course will utilize both senior practicing attorneys and senior corporate managers to highlight relevant considerations and problem solving techniques. The following is a partial list of guest lecturers.

Introduction / Who Are You?
Professor Kenneth Goodpaster, Holder of Koch Chair in Ethics, UST – College of Business
Ethical Leadership in the Client Relationship
Steve Tourek, Founding Partner of Winthrop & Weinstine and Senior Vice President and General Counsel of Marvin Windows
Pat Ryan, CEO of Ryan Companies
Ron James, President & CEO, Center for Ethical Business Cultures, University of St. Thomas
Heidi Wilson, General Counsel, Tennant Corp.
Laura Witte, U.S. General Counsel, Cargill
Ralph Strangis, Kaplan, Strangis and Kaplan
Ethical Leadership in the Law Firm or Law Department
Cam Findlay, General Counsel, Medtronic, Inc.
Ann B. Burns, Partner, Gray, Plant & Mooty
Tonia Schultz, Former Executive Vice President, Emmerich Group, and former Managing Partner, Oppenheimer law firm.
Marschall Smith, General Counsel, 3M
Ethical Leadership Early in a Career
Kate Hibbard, Greene, Espel
Laura Jones, Counsel, U.S. Bank
Ethical Leadership in the Community
Fr. Daniel Griffith, Pastor, St Peter Catholic Church, North St Paul
Tom Allen, Founder of an organization that links spiritual advisors with the disadvantaged

Class Participation

All class meetings in this course depend for their success on vigorous, candid, reflective participation by all present. Because of the nature of the course material and the discussion-oriented classroom environment, and in fairness to students who may be precluded from taking this course by enrollment restrictions, it is imperative for all students to attend all class meetings. In addition, the journaling component will, in large part, involve reflection on the class discussion. **Any student who has more than one unexcused absence will be dismissed from the course and receive no credit.**

Content. Class participation should spring from the particular topic covered in the session, as delineated by its presenters and in the assigned readings.

Purpose. Class participation is encouraged in this course because it has proven to be a highly effective means of exploring, individually and collectively, the thoughts of participants on the topics at hand. Each of us has our own life experiences, perspectives and insights. By sharing them, we enrich not only others but ourselves as well, learning about things that we share in common and the things that make us unique. We will not counsel clients in a vacuum. It will be necessary to examine the position of numerous stakeholders in every situation and work towards acceptable results for the clients and ourselves.

Grading. Class participation determines 35% of a student's final grade. Grades will be determined by the quality of a student's in class comments, not their quantity or duration. Our past experience is that some students do not participate in class, and this becomes a major distinguishing element in the final grades for the course.

Reluctance to speak. At times it is difficult to participate in class discussion. For a variety of reasons some people are reluctant to speak in group settings, particularly when the topic at hand is volatile or emotion-laden. However, a key component of this course is the cooperative exploration of thoughts relevant to the topics studied and presented to the group. If a student finds class participation difficult, the student must see the professor at the earliest possible date in the course to discuss how we can work together to make class participation possible.

Assistance to the speakers. The speakers are busy and successful people who are volunteering their time to help us. Each member of the class has a personal responsibility to assist the speakers by responding to questions the speaker poses or by asking questions of the speaker. We cannot sit passively in this class.

Cell phones, computers, and other electronic devices during class. Turn off your cell phones and any other device that may disrupt the class. Please do not surf the internet or respond to your emails during class.

Journaling - Case Analysis – Written

Students are required to keep a journal throughout the semester to be submitted for periodic review and assessment.

Content. For each class, the student will be responsible for a journal entry that **analyzes** and **synthesizes** the assigned readings, speaker presentation, group discussions for that particular presentation and reading, and the student's own thoughts and reflections on the issues raised. You do not need to cover every topic or issue; select one or two topics or issues most interesting to you. Be sure to use the readings in your journal entries; the most common failing of journals in the past has been the failure to synthesize the readings in some way in your journal entry.

Purpose. Journal entries are neither research assignments nor reports on what each speaker said. They are designed to help each student integrate assigned readings and class discussion on a topic with his or her own faith and ethics. An important aspect will be the impact of the presentation, readings and discussions on the student's pre-class view of the topic.

Grading. Journal entries for each class meeting should not be less than 550 and not more than 600 words, typed and double spaced. The journal will comprise 35% of the student’s final course grade. Indicate word count on the journal

Journals will be due at the beginning of Classes 5, 9 & 13.

Personal Credo – Written

It is important for each person in this course to identify his or her first ethical principles as they relate to the practice of law, how they relate to his or her faith, and whether or not those principles can be maintained in the practice of law.

Content. “Credo” comes from Indo-European words meaning “to place the heart” or “to what do you give your heart?” The personal credo should answer the questions “Who is this person who is soon to become a lawyer?” “To what does he or she give his or her heart?” For further guidance, see the Guidelines for Writing a Personal Credo later in this syllabus.

Purpose. This exercise in self-reflection is designed to bring each participant to terms with the internal value system under which he or she operates, in order to achieve a better understanding of its strengths and its weaknesses, its depth and its limitations.

Grading. The personal credo will be graded pass/fail. The credo should be typed and no less than 900 and not more than 1,500 words in length. Unsatisfactory work must be revised and resubmitted until it is acceptable to the professor. The personal credo will be treated confidentially, and returned with the professor’s comments. Indicate word count on the credo.

The Personal Credo will be due at the beginning of Class 3.

Creation of Teams for Team Assignments

The Corporate Code of Ethics and Firm Mission/Vision Statement Assignments will be team assignments. For the Code of Ethics Assignment, we will assign teams of three students randomly. Students can form teams of three or four for the Firm Mission/Vision Statement Assignment. Team member names must be submitted by the beginning of **CLASS 7.**

Code of Ethics – Team Assignment

Part of most corporation or organization’s culture is its Code of Ethics. This exercise will help students to examine how companies draft and implement a Code of Ethics and a compliance program.

Content. The Code of Ethics can be drafted for either a real or fictional company. Do not choose a law firm for this exercise. The Code should answer the question of how our corporation will hold itself out to its stakeholders. The Code of Ethics should be a typed, double-spaced one-page statement of principles with an attached summary document not to exceed 1,500 words and not less than 1,200 words. The summary document should explain the reasons for each of the statements in the Code and highlight discussion to include or omit certain ideas in the Code of Ethics. In addition, it should be specific on how the Code of Ethics will be implemented within the company.

Purpose. This exercise will challenge students to examine how they will tell the world about their company's or client's stakeholder policies and operating principles. The first of two team assignments, the Code of Ethics will also challenge students to collaborate on this vision

Grading. The Code of Ethics Assignment will comprise 15% of the student's final course grade. Each group should identify a group leader for that project. The group leader must certify that each member contributed approximately equally to the final product. If the contribution of each is not approximately equal, the group leader should identify the contributions of each member of the group to the final product.

The Code of Ethics Team Assignment is due at the beginning of Class 7.

Firm Mission/Vision Statement – Team Assignment

Organize into teams of three of your choice. Turn in your team membership **Week 7**. The team will give a 20-25 minute oral presentation to the class in **Weeks 11 and 12**.

As part of the Leadership in the Firm unit, students will prepare a Mission/Vision Statement that will provide an overarching governance vision for their hypothetical law firm. Students should include the means by which their Mission/Vision Statement can be implemented in practice. How will you make it a living document? The team should then create a case problem for the class to discuss briefly where the team will lead the class in applying the Mission/Vision statement to the case problem. Select a case problem that you believe will arise for either individual lawyers in your firm or for the firm as a whole.

Content. The Firm Mission/Vision is a concise statement of guiding principles to govern your hypothetical law firm. The Mission/Vision must deal with the issue of what is a satisfactory living for members of the firm. Does servant leadership or another leadership model play a role in your firm? Include the case to which you will apply your mission and vision, but the actual application of the mission and vision to the case will occur in your class with the other students. The document should be a typed, double-spaced one-page statement with an attached supporting document not exceeding 1,500 words outlining the reasons for including each item and your thoughts about implementation. Be sure to be specific about implementation.

Purpose. In order to have an impact on the profession, we must be able to shape the immediate environment in which we practice. This exercise will help to examine the type of firm that we would like to join or start, how we might influence the culture of the firm, and how we would address a problem using the firm's Mission/Vision.

Grading. The Firm Mission/Vision Statement will comprise 20% of the student's final course grade. It will be graded as indicated for the Code of Ethics – Team Assignment above.

The Firm Mission/Vision Statement Assignment is due at the beginning of Class 11.

Eulogy – Written

Content: Stephen Covey, author of *7 Habits of Highly Effective People*, advises each of us “to begin with the end in mind” as one of the seven habits. One method of thinking about the end in mind for you is to think through what you hope your eulogy might be.

We hope you do not see this exercise as morbid. For a spiritual person, thinking about dying is simply thinking about what we must transcend with God’s help. What does God want you to learn between now and then?

If you have not seen the movie *It’s a Wonderful Life* with Jimmy Stewart in recent years, take a look at that movie and discuss your reaction in the written assignment. Jimmy Stewart’s character in the movie changed his mind about what the “end” of his life was about during the movie.

- First, reflect on the eulogies you have heard in your lifetime. Which ones had the most profound impact on you? Why?

- Ask yourself, “what I most want people to remember about me is _____. “ Or “if my life were a book, the theme of my book apparent to everyone is _____.”

- Does your eulogy reflect your credo?

- Meet with at least two people to discuss this assignment. One of them should be over 60 and retired like your grandparent. Ask them about their life in terms of how they would have answered the question above at your stage in life, and how they answer the question now at their stage of life. Have they changed their minds about what the “end” of their life should be? How do they describe their legacy? What advice do they have about your legacy? You should include some reflection on what you find out from these interviews in your written eulogy.

Grading: The eulogy, which is due at the end of the last class meeting, should be typed and not less than 750 words and not more than 1,500 words in length, double spaced. (including the summaries of the interviews mentioned above). It will be treated confidentially and graded pass/fail. Unsatisfactory work must be revised and resubmitted until it is acceptable to the professors.

The Eulogy is due at the beginning of Class 13.

GRADING

Grading will be weighted as follows:

- I. Class Participation – 35%
- II. Code of Ethics (Group Project) – 15%
- III. Firm Mission/Vision Statement (Group Project) – 20%
- IV. Journals including Presentation/Discussion/Reading Integration – 30%
- V. Personal Credo – Pass/Fail

VI. Eulogy – Pass/Fail

CONFIDENTIALITY

In any discussion focusing on personal values, participants must share a high level of trust before they can be frank about their views. Honest self-disclosure can make a speaker vulnerable to criticism from others, especially when comments are taken out of context and shared with persons not present at the discussion. It is expected that participants respect each other and the presenters, and that no one will discuss comments made in the classroom with outsiders. Unless a participant expressly waives his or her right to confidentiality with respect to a particular comment, words spoken in this seminar must not leave the classroom.

A student or professor who learns of any breach of confidentiality should first try to discuss it with the student or professor involved. If that is not possible and the person aware of the breach believes it to be serious enough to warrant action, the suspected breach may be addressed in a Journal entry or in a conference with the professor.

Maintaining confidentiality about classroom discussions is not to be viewed as a ban on discussing with non-participants the activities and themes of the course. That sort of discussion is encouraged, as it helps participants gain perspective and can lead to healthy reconsideration of personal views. To avoid running afoul of the confidentiality constraints, participants should keep any outside discussion centered on ideas and general activities experienced in Ethical Leadership in Corporate Practice, and they must avoid reference to particular individuals, firms, agencies or other entities.

GUIDELINES FOR WRITING A PERSONAL CREDO

There is no need for students to do background readings or research for this exercise. Instead, students should consider their own thoughts and feelings. The product of this exercise is a first draft that will be polished and refined over time.

Strategies

Spend no more than four hours actually drafting your Credo. Before you begin, take time to reflect on its content. Ideas about your Credo may come to you at odd moments; write them down. Prepare a short outline of those ideas and any others that have come to you since you started thinking about this exercise, then start drafting.

Recognize that for many of us, writing and talking about issues of faith, morality and meaning can be awkward, intimidating and confusing experiences. Often one's ideas seem trite or pretentious. Sometimes they feel subliminal or incomplete, and the written or oral expression appears inadequate and unrefined. Those are very human, very understandable reactions; after all, it is often most difficult to express in writing or words the things that matter most to us.

Understand that, and then do your best to set aside those reactions and get on with your work.

It helps to remember that the Credo is just for you. The only other people who will see it is the professor, and his only function is to help nurture the ideas you express.

Suggestions

The central task of this Credo is for you to explore your life purpose and the principles that guide you to achieve it. What is your life purpose or calling? (Consider answering the question: “I am on a calling from God to do _____ with my life.”) Where do you find meaning? What matters to you at the most fundamental level? What principles guide you in life? How does your faith play a role in answering all four of these questions?

Consider touching on one or more of the following topics in your Credo:

1. ***Your Faith and Moral Biography*** - Share something of your faith and moral biography. What persons, groups or events have been significant in shaping your faith and moral identity or character? What moral communities empower and sustain you?
2. ***Your Life Purpose or Calling*** – Ultimately the question of life purpose only can be answered from the inside out. However this is a life-long inquiry and earlier in life, the answer tends to be defined in “external” terms. For example, if you see one life purpose as achieving a particular career station in life like law partner, this is an external purpose. Some scholars argue that each of us must pass through a stage where external validation that we are good at something causes us to internalize a healthy sense of self-worth. So early in professional life, “external” validation is a critical step and an appropriate and necessary life purpose for that stage.

In your thinking about life purpose or calling, consider the following questions (these are suggestive only and need not be mentioned in your credo):

- a. What are your strongest beliefs or principles? Are there beliefs and principles that not only motivate you positively, but also in behalf of which you are willing to pay a substantial personal cost?
- b. What is your responsibility to others? Include all the circles of “neighbors” around you – family, friends, co-workers, professional colleagues, your church and school communities, etc.
- c. What are the most important qualities, skills, traits that you have to serve others?
- d. What do you hope your life’s legacy will be?
- e. What are your passions?
- f. In your study or work experience, what type of activity gives you the most joy and energy?
- g. Where do you find the most inner peace and serenity?

- h. If you possibly can do it, write down your life purposes in one or two sentences that you could remember.

<u>Week Date</u>	<u>Topic</u>
Week 1	Overview of Personal Ethical Leadership and Organizational Ethical Culture
Sept. 1	<i>Assignment 1</i>
	Professors Neil Hamilton and Tom Holloran
	Case Study: Medtronic – Mission & Ethical Leadership in Profession Life Professor Hamilton Article
Week 2	Ethical Leadership in Client Relationships
Sept. 8	<i>Assignment 2</i>
	Steve Tourek
	Case Study: Reflections on Failures in Leadership
Week 3	Organizational Conscience and Teleopathy
Sept. 15	<i>Assignment 3</i>
	Professor Kenneth Goodpaster
	Case Study: Parable of the Sadhu
	Case Study: Medtronic in China
	<i>Personal Credo Due.</i>
Week 4	Ethical Leadership in Client Relationships
Sept. 22	<i>Assignment 4</i>
	Heidi Wilson and Laura Witte
	Case Study: Ashland Oil: Trouble at Floreffe
	Counseling the Client about Apology – Minnesota Lawyer
Week 5	Family Owned Business as a Client
Sept. 29	<i>Assignment 5</i>
	Pat Ryan
	Case Study: Malt-O-Meal: Governance in the Closely Held Company
	<i>Journals for Weeks 1-4 Due.</i>
Week 6	Ethical Leadership in the Law Firm
Oct. 6	<i>Assignment 6</i>
	Ann Burns and Tonia Schultz
	Case Study: Exxon Valdez: Corporate Recklessness on Trial
Week 7	Ethical Leadership in the Early Years
October 13	<i>Assignment 7</i>
	Kate Hibbard and Laura Jones

	Case Study: Sam & Ned Family Case
	<i>Team Selections for Law Firm Vision/Mission Statement Due</i> <i>Corporate Code of Ethics Assignment Due</i>
OCTOBER 16	Fall Break
<u>Week</u> <u>Date</u>	<u>Topic</u>
Week 8	Ethical Leadership in the Law Department
October 27	<i>Assignment 8</i>
	Cam Findlay and Marschall Smith
	Case Study: Law Firm Break-up
Week 9	The Minnesota Principles and Caux Roundtable
Nov. 3	<i>Assignment 9</i>
	Ron James
	Case Study: Executive Compensation (Materials to be distributed)
	<i>Journals for Weeks 5 – 8 Due</i>
Week 10	Faith and Spirituality
Nov. 10	<i>Assignment 10</i>
	Fr. Daniel Griffith
	Listening Exercise and Role Play
Week 11	Becoming a Trusted Advisor
Nov. 17	<i>Assignment 11</i>
	Ralph Strangis
	<i>Mission Statements Due</i>
	<i>Student Reports on Mission Statement</i>
Nov. 24	No Class – Thanksgiving Holiday
Week 12	Ethical Leadership in the Community
Dec. 1	<i>Assignment 12</i>
	Tom Allen
	<i>Student Reports on Mission Statement</i>
Week 13	Conclusion
December 8	Professors Hamilton and Holloran
	<i>Assignment 13</i>

	<i>Journal for Weeks 9 – 12 Due</i>
	<i>Personal Vision Statement Due</i>