



**ROBERT H. MCKINNEY  
SCHOOL OF LAW**

INDIANA UNIVERSITY  
Indianapolis

August 6, 2013

Dr. Nasser Paydar  
Executive Vice Chancellor  
Office of Academic Affairs  
Indiana University Purdue University - Indianapolis  
355 Lansing Street, AO126  
Indianapolis, IN 46202

Re: Graduate Certificate in Corporate and Commercial Law

Dear Executive Vice Chancellor Paydar:

Please find enclosed for your approval a curriculum proposal approved by the faculty of the Robert H. McKinney School of Law to create a new Graduate Certificate in Corporate and Commercial Law.

As the enclosed proposal details, the Corporate and Commercial Law Certificate will serve as a gateway for students wishing to pursue careers in the in-demand sub-specialties of corporate law, commercial law, and international business transactions, as well as related disciplines. The proposed Corporate and Commercial Law Certificate will ensure that graduates of the Robert H. McKinney School of Law who earn the graduate certificate have the essential knowledge and experience necessary to compete for employment and to perform at a high level in the workplace. It will also signal to employers in a competitive marketplace that our graduates have succeeded in a rigorous course of studies providing a critical foundation for practice.

The course of study required to earn the proposed certificate will expose students to a variety of issues that arise in representations relating to the economic marketplace. Corporate and commercial law issues are ubiquitous in both domestic and international law practices. By requiring a broad introduction to these issues in the core courses and offering opportunities for deeper inquiry with ample elective offerings, the certificate program ensures both broad and deep expertise that will enable graduates who have earned it to "hit the ground running" and excel in client representations raising these issues.

The proposed Corporate and Commercial Law Certificate is important to the McKinney School's ability to compete with peer institutions offering programs tailored to students interested in careers in corporate and commercial law and related fields. Many of those peer institutions, which compete directly with us for incoming students and whose

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graduates compete directly with ours in the employment marketplace, either already offer or are preparing to offer graduate certificates comparable to that proposed here.

The Corporate and Commercial Law faculty and the Academic Affairs Committee at the McKinney School have worked carefully to develop a certificate that meets the needs of our students and addresses employer demands. The law faculty voted unanimously to approve the certificate in April 2013. Because the proposed Corporate and Commercial Law Certificate reflects and builds on our existing strengths, our existing faculty and student support offices are sufficient to implement the certificate without the need for additional resources.

Please feel free to contact us at any time if we can assist in your review of this important proposal.

Best regards,

A handwritten signature in black ink, appearing to read "Andrew R. Klein". The signature is fluid and cursive, with the first name "Andrew" being more prominent.

Andrew R. Klein  
Dean and Paul E. Beam Professor of Law

cc: Sherry F. Queener, PH.D., Director of the Graduate Office, IUPUI Associate  
Dean of the Graduate School, Indiana University

Mary L Fisher, PhD.  
Associate Vice Chancellor for Academic Affairs

**Indiana University**

**Request for a New Credit Certificate Program**

To be awarded by Indiana University Robert H. McKinney School of Law

Campus: IUPUI

Proposed Title of Certificate Program: Graduate Certificate in Corporate and Commercial Law

Projected Date of Implementation: September 2013

TYPE OF CERTIFICATE: (check one)

☐ UNDERGRADUATE CERTIFICATES – These programs generally require 12-29 credits of undergraduate-level academic work.

☒ GRADUATE CERTIFICATES – These programs generally require 12-29 credits of graduate-level academic work or undergraduate academic work carrying graduate credit.

☐ POST-BACCALAUREATE CERTIFICATES – These programs generally require 12-29 credits of undergraduate-level academic work, although students enrolling in these programs must have completed their baccalaureate degrees.

**I. Why is this certificate needed? (Rationale)**

Students from the Indiana University Robert H. McKinney School of Law seeking to practice in the competitive fields of corporate and commercial law compete on the job market against top students from law schools across the country. Students that have taken and performed well in a broad selection of corporate and commercial courses perform at or above the expectations of even the most discriminating of employers, rising to the top ranks in their chosen career paths. The Certificate will act as a service-mark that the McKinney School places on students who have demonstrated a degree of enthusiasm and achieved a degree of success in the relevant courses that ensure their career success. The Certificate will provide these students a much-needed competitive edge in the job market.

The Corporate and Commercial Law Certificate will serve as a gateway for students wishing to work in the corporate or commercial law fields and will insure that students from our Law School who practice in the corporate or commercial law field as professionals have the essential baseline education necessary to compete and lead effectively.

In addition, the Corporate and Commercial Law Certificate will signal to prospective employers that a student has a serious interest in the field and has engaged in a rigorous course of studies providing a critical foundation for practice. In an increasingly competitive marketplace, this Certificate will assure that students who devote themselves to specialized learning in corporate and commercial law are recognized for their achievement.

Beyond the direct professional benefits this Certificate will offer to students, the exposure to the underlying theories that inform our corporate and commercial law a deep and broad exposure to the variety of topics under the corporate and commercial law umbrella will make students better educated lawyers regardless of their ultimate career trajectory.

## **II. List the major topics and curriculum of the certificate.**

A Certificate in Corporate and Commercial Law will be awarded to JD candidates who complete at least 22 credit hours in Corporate and Commercial Law and closely-related subjects while achieving both minimum grade point average requirements specified below.

To qualify for a Certificate in Corporate and Commercial Law, a JD candidate must satisfy all generally applicable requirements for the JD degree. In addition, to qualify for the Certificate, a JD candidate must:

1. Complete the “Core Courses” in Basic Contract Drafting (LAW-538), Closely Held Business Organizations (LAW-645), Secured Transactions (LAW-618), and International Business Transactions (LAW-783) *during the following recommended time period:*
  - (a) If the student is a day program student, during his or her second year, or
  - (b) If the student is a night program student, no later than the fall semester of his or her third year;
2. Additional Required Course: If the student does not have a prior degree in business, economics, finance, or accounting, successfully complete the course Accounting for Law Students (LAW-675).
3. Complete at least four Upper Level Courses from the approved list (see below);
4. Complete at least one Research or Experiential Capstone Course from the approved list (see below);
5. Meet the “Cumulative Credit Hour Requirement” by earning a total of 22 credit hours in all Core, Upper Level, and Research or Experiential Capstone courses; and
6. Maintain a cumulative 3.2 GPA in *all of the required Core, Upper Level, if appropriate the Additional Required, and in the Research or Experiential Capstone courses applied toward the Certificate, listed in Requirements (1), (2), (3) and (4), above.*<sup>1</sup>

**Note** that the cumulative credit hours for requirements (1), (3) and (4) above must be at least 22. (The Additional Required Course, Requirement (2), is not universally applicable and will not be included in the credit total.) Because not all classes are worth at least three credit hours, students pursuing the certificate may find it necessary to take additional Upper Level Courses to meet the minimum credit hour requirement.<sup>2</sup>

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<sup>1</sup> This cumulate Certificate-relevant course GPA requirement means that a student who has a low score in an upper level course that would otherwise apply toward the Certificate may take additional upper level courses and elect to use those courses to meet Certificate requirements (thus counting the grades from upper level courses in which they performed better to meet the 3.2 cumulative GPA requirement for Certificate-relevant courses). The student must have a minimum of 22 Certificate-relevant credits with a 3.2 cumulative GPA. Students may not replace a core course with an upper-level course.

<sup>2</sup> The cumulative credit hour requirement for the Certificate is higher than those for other certificates recently approved by the faculty of the McKinney School. That higher total is necessary because of the substantially greater portion of the overall law school curriculum that is devoted to corporate and commercial law courses and the

Corporate and Commercial Law Certificate Major Topics and Curriculum (**all of the listed courses are currently approved to be taught at IU Robert H. McKinney School of Law**)<sup>3</sup>

Required Core Courses – Must take <b>all</b> of the following, which is strongly recommended to occur during the second year (Day program) or no later than the fall semester of the third year (Night program).
Closely Held Business Organizations (LAW-645) (3 cr.)
Secured Transactions (LAW-618) (3 cr.)
International Business Transactions (LAW-783) (3 cr.)
Contract Drafting (LAW-538) (2 cr.)
Additional Required Course – Students who do not have a prior degree in business, economics, finance, or accounting must also take the below course during the summer of either their first or their second years
Accounting for Law Students (LAW-675) (2 cr.)
Upper Level Courses – Must take at least <b>four</b> of the following:
Advanced Sales (LAW-616) (2-3 cr.)
Antitrust Law (LAW-751) (3 cr.)
Bankruptcy (LAW-783) (3 cr.)
Commercial Paper (LAW-617) (2-3 cr.)
Comparative Competition Law (LAW-742) (3 cr. )
Consumer Law (LAW-799) (2 cr.)
Corporate Reorganization and Bankruptcy (LAW-846) (2 cr.)
Employment Law (LAW-672) (3 cr.)
ERISA Retirement Plans: Formation and Structure (LAW-656) (2 cr.)
International Commercial Arbitration (LAW-784) (2-3 cr.)
International Tax (LAW-674) (2-3 cr.)
International Trade Law (LAW-857) (2 cr.)
Labor Law (LAW-651) (4 cr.)
Law and Economics (LAW-624) (3 cr.)
Law of Nonprofit Organizations (LAW-843) (2 cr.)
Mergers and Acquisitions (LAW-780) (2 or 3 cr.)
Negotiations (LAW-863) (2 cr.) (Instructor to certify subject matter as business transactional related)
Partnership Tax (LAW-730) (2-3 cr.)
Products Liability (LAW-894) (2-3 cr.)

number of corporate and commercial law courses that students take as a matter of practice. For example, the recently approved Criminal Law Certificate imposes a 20-credit-hour requirement, which may be satisfied by choosing from among 15 Core and Upper Level Courses and 11 Research or Experiential Capstone courses. The Corporate and Commercial Law Certificate requires 22 credit hours and students may choose from among 30 Core and Upper Level Courses and 10 Research or Experiential Capstone courses. Relative to the size of the available curriculum and the usual course selection for law students even without the certificate, the Corporate and Commercial Law Certificate is no more onerous than previously-approved certificates.

3 Upper level courses that have been approved by the faculty may be added to or removed from this list from time to time by the Vice Dean and the Academic Affairs Committee, in consultation with the corporate and commercial law faculty.



Publicly Traded Corporations (LAW-646) (2 cr.)
Real Estate Transfer, Finance, and Development (LAW-605) (3 cr.)
Securities Regulation (LAW-738) (3 cr.)
Taxation of Corporations and Shareholders (LAW-869) (2 cr.)
Worker's Compensation (LAW-736) (2 cr.)
White Collar Crime [LAW-699] (2/3 cr.)
World Trade Organization (WTO) Law [LAW-650] (3 cr.)
Research or Experiential Capstone Courses – Must take at least <b>one</b> of the following
Supervised Research [LAW-661] or Advanced Field Research [LAW-xxx] (variable cr.) (Topic must relate to corporate and commercial law and be approved and supervised by a member of the corporate and commercial law faculty)
National Moot Court Competition [LAW-750] (Topic must relate to corporate and commercial law; student is advised but not required to acquire advance written approval of the topic from a member of the corporate and commercial law faculty) (1 cr.)
Law Review Note [LAW-800] (1 cr.) (Topic must relate to corporate and commercial Law and be approved and supervised by a member of the corporate and commercial law faculty)
Federal Court Externship [LAW-802] (2 cr.) (Placement must be with the Bankruptcy Court)
Global Tax Externship (Eli Lilly Co.) [LAW-802] (2 cr.)
Office of the U.S. Trustee Externship [LAW-802] (1-2 cr.)
In-House Corporate Counsel Externship (Eli Lilly and Company) [LAW-802] (1-2 cr.)
In-House Corporate Counsel Externship (Finish Line) [LAW-802] (1-2 cr.)
Not-for-Profit Corporations Externship [LAW-802] (2 cr.)
Advanced Course-related Experience [LAW 803] (1-2 cr.) (corporate and commercial law related)

### III. What are the admission requirements?

Any JD candidate enrolled at Indiana University Robert H. McKinney School of Law is eligible to seek the Certificate by filing a “Notice of Intent to seek Certificate in Corporate and Commercial Law” in a form approved by the Law School Recorder’s Office. This form should be completed and filed during the spring semester of the student’s second year, prior to registration for summer and fall courses (day) or during the fall semester of the student’s third year, prior to registration for spring semester courses (night).

At the time of application to the certificate program, the student will be assigned a faculty advisor from the commercial and corporate law faculty. The advisor will counsel the student on course registration with an eye toward sequencing of courses to facilitate the student’s earning the Certificate. Among other possible areas of input, the faculty advisor may choose to facilitate the student’s specialization in a particular sub-specialty of corporate and commercial law, such as corporate and securities law, commercial law, or consumer protection. *The faculty member’s*

*role is purely advisory; at all times the student is responsible for ensuring his or her successful completion of the requirements for the Certificate.*

**IV. List the major student outcomes (or set of performance based standards) for the proposed certificate.**

*Learning objectives*

The Certificate's overall objective is to offer students an opportunity to engage in the in-depth study of the subject of corporate and commercial law and to prepare students to work in a corporate and commercial law-oriented field. That practice may include, but is not limited to, law firms, solo general practice, and corporate in-house legal departments.

Core Courses in the Corporate and Commercial Law Certificate, as well as required first-year courses in Contracts and Sales I and II, will give students a broad understanding of the field and exposure to core concepts that are essential to advanced study.

Upper Level Courses and the Research/Experiential Capstone requirement will allow students to pursue in-depth study of specific topics and thus to gain deeper knowledge of corporate and commercial law as well as the institutions in which they have a particular interest.

*Learning Outcomes*

Upon successful completion of this course of study, a student should be able to:

- Understand basic principles of the legal regulation of economic activity.
- Identify and describe key corporate and commercial law challenges both domestically and internationally.
- Apply basic principles of the legal regulation of economic activity to address the key corporate and commercial law challenges in the domestic and international economic spheres.

The market need for graduates with these skills and abilities is demonstrated by the fact that a plurality of the entering students at the Robert H. McKinney School of Law desire to pursue careers in corporate and commercial law; many graduates of the Robert H. McKinney do pursue careers in the corporate and commercial law field; and employers both local and remote place a great value on expertise in corporate and commercial law in hiring and retention decisions. Even beyond the substantial current needs for demonstrated corporate and commercial law expertise on the job market, the current economic rebound should be expected to bring about an increase in local, national and international employment opportunities representing corporate clients and counseling on corporate and commercial law matters.

**V. Explain how student learning outcomes will be assessed (student portfolios, graduate follow up, employer survey, standardized test, etc.) and describe the**

**structure/process for reviewing assessment findings for the purpose of ensuring continuous improvement of the certificate.**

Student learning outcomes will be assessed in the first instance by reviewing overall course performance by students who are pursuing the Corporate and Commercial Law Certificate to ensure students earning the certificate possess a high level of competence in relevant coursework.

Each student will also have a member of the Corporate and Commercial Law faculty assigned as a Certificate Advisor. Certificate Advisors will counsel students individually to guide curriculum choices, with an eye to course sequencing and possible specialization in a sub-field of corporate and commercial law.<sup>4</sup>

The Research or Experiential Capstone will call upon each enrolled student to complete a written or experiential project in the field of corporate and commercial law tailored to that student's interests and capabilities. Performance in that capstone endeavor will demonstrate a level of cumulative accomplishment and preparedness to enter the job market.

Members of the corporate and commercial law faculty will conduct ongoing review of the curriculum and requirements for the Corporate and Commercial Law Certificate and the performance of students pursuing the certificate, with attention to student performance, job placement, and student feedback.

**VI. Describe student population to be served.**

Students who are preparing for a future practicing in the corporate or commercial law field, whether in the private legal practice or an in-house legal department, represent the target population for the Certificate. The Certificate may also appeal to students wishing to demonstrate to employers an ability to succeed in a course of study known for its intellectual rigor and high degree of competitiveness.

The Certificate will assist in the McKinney School's marketing efforts to a population of entering law students who are increasingly discerning and expect programs that will enhance their employment and long-term career prospects. Surveys of current and prospective law students demonstrate that this Certificate will fill a large demand that is currently unmet.

**VII. How does this certificate complement the campus or departmental mission?**

The Corporate and Commercial Law Certificate will complement the mission of the Robert H. McKinney School of Law by assisting students in concentrating their efforts on success in this intellectually rich and challenging field of law. The Certificate also seeks to provide students with external resources hand-picked from a wide-ranging community of lawyers, judges, corporate offices, law firms, government officials and other legal professionals eager to mentor students in the practice of corporate and commercial law. Those who complete the Corporate

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<sup>4</sup> The faculty member's role is purely advisory. At all times the student is responsible for ensuring his or her successful completion of the requirements for the Certificate.



and Commercial Law Certificate will be better prepared to pursue careers in the field at a high level of excellence.

The Corporate and Commercial Law Certificate will demonstrate the McKinney School's commitment to a robust business law curriculum and to further developing and continually maintaining a deep bench of corporate and commercial law courses and faculty. As described below, the certificate will also complement our joint-degree program with the Indiana University Kelley School of Business.

**VIII. Describe any relationship to existing programs on the campus or within the university.**

The Corporate and Commercial Law Certificate is designed to directly complement the Doctor of Jurisprudence (JD) degree. In addition, it may be of particular interest to students pursuing the joint JD/MBA (Master of Business Administration) degrees.

The Certificate in its current form is not tailored to the McKinney School's LLM or SJD programs or to the proposal for a Masters of Jurisprudence program currently under consideration. However, the Certificate offers a framework that may be tailored to fit other degree programs as well.

**IX. List and indicate the resources required to implement the proposed program. Indicate sources (e.g., reallocations or any new resources such as personnel, library holdings, equipment, etc.).**

The Corporate and Commercial Law Certificate is specifically designed to create no new teaching demand on faculty or new demands on university resources. It will be offered and sustained with existing law faculty teaching existing courses. The certificate will add minimal incremental burdens on the administrative staff at the McKinney School.

Student counseling obligations placed on corporate and commercial law faculty should not be incremental to existing counseling responsibilities.

In voting to adopt this certificate, the faculty of the Robert H. McKinney School of Law is demonstrating its commitment to maintaining a complete complement of tenure-track or long-term-contract-track faculty with substantive expertise in the fields of corporate and commercial law.

**X. Describe any innovative features of the program (e.g., involvement with local or regional agencies, or offices, cooperative efforts with other institutions, etc.).**

The Research or Experiential Capstone will ensure that students complete at least one innovative and original project that is research-based or experiential. This will include placements with local, state, national government or international agencies as well as work with public interest organizations. Supervised research opportunities and Advanced Course Related Experience (ACE) projects are limitless. Externship placements with federal government entities, including

both the executive and judicial branches, as well as with local businesses, are a central part of the Corporate and Commercial Law Certificate. Those externships provide experiential opportunities that advance the McKinney School's mission of preparing students for the practice of law.