University of Washington School of Law
Autumn Quarter, 2014
21 September 2014 draft – subject to change

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Office: Gates 418
Office Hours: by appointment

Contracts A 501A
SYLLABUS
Mon/Wed 10:30-12:20 Room Gates 138

Textbooks

A. Required
Byrne, ed., Contracts Texts: Restatement 2\textsuperscript{nd} Contracts, UCC Article 2 & CISG (2008)
Garner, Legal Writing in Plain English (2\textsuperscript{nd} ed. 2013)

B. Optional
Brian Blum, Examples and Explanations: Contracts (6\textsuperscript{th} ed. 2013) (5\textsuperscript{th} edition is also fine)

C. Canvas Learning Management System
The Canvas website for the course is here: https://canvas.uw.edu/courses/917039
Additional required materials will be posted to the course website. All students must be able to access
the Canvas LMS and their UW emails throughout the course.

Please complete the Contracts Autumn 2014 Student Introduction Survey no later than 5 pm on Tues
Sept 23: https://catalyst.uw.edu/webq/survey/jkwinn1/247618

Law School Attendance Policy
Under changes to ABA Accreditation Standard 304, adopted in August 2004, a law school shall require
regular and punctual class attendance. Please notify me before class if you cannot attend in order to
receive an excused absence.

Learning Objectives [from HS&R textbook page xxvii]

1. Identify the contract law litigation or drafting issues implicated by the facts;
2. Know and articulate, at a mastery level, the relevant contract rules and rationales that support
those rules;
3. Develop arguments that reasonable lawyers representing all involved parties would make with
respect to the litigation issues and draft contract terms addressing the drafting issues; and
4. Predict how a court would evaluate the arguments to resolve the litigation dispute or how a
court would interpret the draft language were it ever disputed.
Reading Assignments for the First Week of Class

<table>
<thead>
<tr>
<th>Class Meeting</th>
<th>Topic</th>
<th>Read for This Class</th>
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<tbody>
<tr>
<td>Week One</td>
<td></td>
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<tr>
<td>Class 1 22 Sept 2014</td>
<td>• Introduction to Contract Law</td>
<td>• HS&amp;R xxv-xxix</td>
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<tr>
<td></td>
<td>• Prepare written answers to Exercises 1-1, 1-2, and 1-3 and bring to class to hand in if asked</td>
<td>• HS&amp;R Chapter 1 (all)</td>
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<tr>
<td></td>
<td>• Course Administration (including learning objectives)</td>
<td>• Syllabus</td>
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<td></td>
<td>• Team-Based Learning overview</td>
<td>• Michaelsen &amp; Sweet, Essential Elements of TBL</td>
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<tr>
<td>Class 2 24 Sept 2014</td>
<td>• Mutual Assent to Form Contract</td>
<td>• HS&amp;R Chapter 2 Pages 15-17</td>
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<tr>
<td></td>
<td>• Prepare written answers to Exercises 2-1, 2-2, 2-3, 2-4, 2-5, 2-6, 2-7 and 2-8 and bring to class to hand in if asked</td>
<td>• Rstmt 2d Contracts §§ 17, 22, 24, 50, 59, 61, 33 (read text of rule carefully, skim comments)</td>
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<td>• Introduction to TBL</td>
<td>• UCC §§ 2-204(3), 2-305, 2-308, 2-309, 2-310 (read text of rule carefully, skim comments)</td>
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<td></td>
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<td>• HS&amp;R Chapter 2 Pages 18-39</td>
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Grading Policy

<table>
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<tr>
<th>Percentage</th>
<th>Description</th>
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<tr>
<td>30%</td>
<td>Class participation, including a) participation in class discussions; b) oral and written answers to textbook exercises; c) formative assessment answers; d) online legal reasoning toolkit exercises; e) Team-Based Learning activities; f) EDGAR contract drafting exercises; g) Garner legal writing exercises; and h) anything else I assign. Explanations of different class participation activities are provided below. All students start out with 30%. Points will be subtracted as I believe appropriate if any students do not appear to be taking class participation assignments seriously.</td>
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<tr>
<td>10%</td>
<td>Autumn Mid-Term Exam (4 short “issue spotter” questions, 3 hours)</td>
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<tr>
<td>60%</td>
<td>Winter Final Exam (6 short “issue spotter” questions, 4 hours)</td>
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If all students get 30% on class participation, then all students’ final grades will be based only on mid-term and final exam scores (roughly 15% and 85% each). By contrast, if one student lost 5 points for failure to take class participation seriously while all other students in the class got the full 30 points, that could result in a significant reduction in that student’s final grade (e.g., from an A- to a B).
Copies of the Autumn 2013 Mid-Term Exam and the Winter 2014 Final Exam will be handed out in class on Monday September 22 and have been uploaded as PDFs to the Admin + Handouts Module in the Canvas site for the course.

The exam schedule is here: [http://www.law.washington.edu/Students/Exams/Default.aspx](http://www.law.washington.edu/Students/Exams/Default.aspx) and students are responsible for knowing when their exams are scheduled. The Autumn Mid-Term exam is currently scheduled for Wednesday 10 December 2014 at 1 pm, but this may change.

Answers to exam questions must be typed on your own computer using Exam4 in open mode or written by hand on special answer sheets that will be provided to limit the length of each answer. Answers in bluebooks will not be accepted.

**Optional Exam Review Session**
There will be an optional exam review on Monday December 1 from 12:30-1:20 in Gates 138. The discussion will focus on strategies for answering the Autumn 2013 exam questions.

**Class Preparation and Participation**
All students are expected to have read the assigned readings carefully and to be prepared to discuss them in class whenever called on. Index cards will be distributed on the first day of class for students to write their names on one side and some information about themselves on the other. I will shuffle the cards every day and then use them to call on students, so there will be no way to know in advance when you will be called on.

All students are expected to be prepared to answer the textbook exercise questions during class discussions. There is a difference between not being prepared to answer a question, and answering a question incorrectly. Trying and making mistakes is a normal and inevitable part of the learning process, so giving the incorrect answer to a textbook exercise question is not a problem. However, giving an incorrect answer due to lack of preparation is a problem. I will be trying to distinguish those two situations in assessing student class participation.

Until further notice, students should bring to every class the answers to the textbook exercises assigned for that class on a separate piece of paper with your name on it. The answers can be very brief but should show that the student completed the exercises before class. I will collect these papers from time to time.

Formative assessment exercises will be used from time to time to provide quick, easy, informal opportunities to assess student progress. I will ask a review question, and students will write short answers and turn them in. For example, the first formative assessment exercise will be on Monday September 22 when students will be asked to write in their own words the four learning objectives listed in this syllabus (taken from page xxvii of the HS&R textbook) with the textbook closed.
Class begins at 10:30. Most days, from 10:30-11:40, we will focus on the HS&R textbook reading assignments. After the break from 11:40-11:50, we will focus on administration and other activities.

**Further Reading Assignments**

Hunter Schwartz and Reibe, Contracts (HS&R) is the primary textbook for the course. Updated reading assignment lists will be handed out from time to time. Here is a tentative list of reading assignments after the first week of class:

- Chapter 2 (omit chapter problem)
- Chapter 3 (omit chapter problem, Exercises 3-16, 3-17 and 3-24, AFC Interiors v. DiCello case)
- Chapter 4 (omit chapter problem)

**Team-Based Learning**

From time to time, students will complete “Team Based Learning” activities in class. This activity is described in Michaelsen and Sweet, Essential Elements of Team-Based Learning which will be handed out in class on Monday September 22 and has been uploaded as a PDF to the TBL Module in the Canvas site for the course.

I will create the most diverse teams possible based on the answers students provide to the Student Introduction Survey. Team assignments will remain the same for the entire academic year and at least once in autumn and once in winter, students will be asked to assess the performance of their team members.

Team-based learning is designed to provide “review and synthesis” opportunities and consists of the following steps:

- Students take a multiple choice test as individuals, and turn in their answers;
- Students break into teams and answer the same multiple choice test as a group using a scratch-off sheet to record their answers (I will provide the “Immediate Feedback Assessment Technique” scratch off cards); and
- Students will be given a new problem to solve in teams, each team reports its solution and the results discussed in class.

Although students are free to meet as teams outside of class, they are not required to do so. I will not assign any team activities other than those that take place during class time.

**Canvas Assignments**

For Toolkit, EDGAR, and Garner assignments, I will create an “Assignment” in Canvas, and students will be asked to upload their work. I will review student work in Canvas, making comments and assigning a numerical score. Any student score above whatever I set as the minimum for an assignment will “pass.”

**Online Legal Reasoning Toolkit**

From time to time, students will be asked to complete online Legal Reasoning Toolkit assignments in Canvas. The assignments will include an explanation about some aspect of legal reasoning, followed by
multiple choice questions to test reading comprehension and short answer questions to test student’s mastery of basic legal reasoning skills.

**EDGAR Contract Drafting Exercises**
From time to time, students will be asked to analyze contracts found in the EDGAR contracts database, or to draft their own contract terms using contracts they have found in the EDGAR database as examples. Detailed instructions for searching in EDGAR will handed out in class and uploaded to the EDGAR module in Canvas soon.

**Garner Legal Writing in Plain English**
From time to time, students will be asked to complete exercises from Garner, Legal Writing in Plain English. For example, sometime during the first month of class, I will assign the Basic Exercise on page 18 (improving the sequence of ideas).

**Student Advisory Group**
In a week or two, I will ask for a few volunteers to form a “student advisory group” to meet with me around once a month to provide me with feedback on my teaching and how the course is going. Students interested in volunteering should read Gerald Hess, Student Involvement in Law Teaching and Learning, 67:2 UMKC Law Review 343 (1998) to get an idea of what would be involved (available as a PDF in the Canvas Admin + Handouts module). This “group” has nothing to do with the “Team Based Learning.” This activity is completely voluntary and not graded. The idea is similar to the idea of “quality circles” used in business process reengineering.

**Office Hours**
I am happy to meet with students outside of class as needed. If you would like to speak with me outside of class, please feel free to stop by my office, telephone me or send me an email to schedule a meeting.

**Rescheduled Classes**
Due to unavoidable schedule conflicts, I regret that I will be out of town on Wednesday October 15 and Monday November 10. These classes will be made up through a combination of video lectures, online quizzes, homework, or makeup classes.

**Podcasts**
Audio podcasts will be made of all classes, but if I forget to wear the microphone, the audio may be unintelligible.

**Disability-Related Needs**
To request academic accommodations due to a disability, please contact Disability Resources for Students (DRS), 448 Schmitz, (206) 543-8924 (V), (206) 543-8925 (TTY). If you have a letter from DRS, please present the letter to me so we can discuss the accommodations you might need in this class.
Communications
I have a policy of not connecting to current students by social media, although I am happy to connect to former students upon graduation.

I believe that email communications should be treated like written communications, not spoken communications. This means you should organize your thoughts before composing an email, then edit and proofread the email before sending it.

If I contact you individually regarding a class administration matter or after I respond to your email query, be sure to acknowledge receipt of my response. (NB: This policy does *NOT* apply to emails from the class listserv that are sent to all students simultaneously.) If you have no further questions, a simple “thanks” would be appreciated. This helps me to keep track of whether or not my message has been received, and whether student queries have been resolved.