

Drafting Business Documents B536 ABCDE Spring 2019



Class Times and Location

TTh 5:30 PM - 7:00 PM, William H. Gates Hall, Room 212

Contact Information

Instructor

Heath Dixon

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Office Hours: By email appointment

Class Description:

In law school you spend a lot of time reading fusty old cases. You can be forgiven for thinking that if these are the most important cases, then the most effective lawyers should learn to write on the style of these cases. As a newly-minted lawyer you will be handed well-worn contract forms filled with hand-me-down provisions that don't necessarily fit the new agreement you need to document. You will be tempted to stuff the new agreement into the old contract language, assuming that if it was good enough for more seasoned attorneys, it must be good enough for you. And when you write memos and emails to law firm partners and clients, you will be tempted to demonstrate your erudition by writing in a most lawyerly fashion.

The old ways aren't always the best ways when it comes to drafting business documents (that is, legal documents for business clients) and certainly not when explaining documents and legal issues to clients. In this class you will learn how to draft high quality business documents and how to communicate legal issues clearly to clients, colleagues, and other parties. This will be a hands-on learning experience in which you will reinforce principles by practicing drafting skills.

Learning Objectives

At the end of the class, you will be able to:

- find and evaluate a form business document to use for creating a first draft;
- determine what provisions to keep, remove, or change in a draft business document;
- edit a draft business document for clarity;
- review, comment on, discuss, and edit a draft business document for a client as part of a negotiation; and
- understand and explain the business purpose of standard contract provisions; and communicate effectively via email about draft business documents with business clients and fellow attorneys

Textbook

There will be no course textbook. The readings will be a mix of articles and some cases.

Assignments

To learn to draft, one must draft. Therefore, for most class meetings you will have drafting assignments and reading assignments. Drafting assignments must be turned in before the class begins (preferably the night before the class so I can review them in advance of the class). Reading assignments must be completed prior to the class meeting to allow for more informed class discussion.

Grading

The grade will be determined based upon (a) class attendance and participation, and (b) performance on drafting assignments. Letter grades will not be given to particular assignments. Instead, points will be awarded based upon attendance and participation, and drafting assignments will be graded by assigning points based upon the difficulty of the assignment. We will discuss in greater detail in class, but rest assured that the purpose of the grades in the class is to reward effort and progress, not to establish a curve of relative quality of work between students.

Law School Attendance Policy and Class Participation/Expectations

Under changes to ABA Accreditation Standard 304, adopted in August 2004, a law school shall require regular and punctual class attendance. At any time after the fifth week of a course (halfway through a summer session course), a student who has been determined by the instructor to have attended fewer than 80 percent of the class sessions in any course will be required to drop the course from his or her registration upon the instructor's so indicating to the Academic Services Office.

Making attendance part of the grading scheme may make you wonder whether the class is so bad that students must be compelled to attend. That's fair, and so I won't tell you that you must attend for your own good. I will take attendance each class because participation is essential to maintaining a hands-on learning environment for the whole class. We will start, review, and revise written assignments in class, so if you aren't present you aren't contributing to the learning environment. If you must miss class, please let me know as soon as possible.

You are encouraged, but not required, to work with other students on your assignments. However, each student must turn in their own work for grading.

Laptops, Phones and Guests

You will need a laptop in each class to work on the drafting classwork. You will not need a phone, so please put your phone away during class except for urgent matters. You are welcome to bring guests; please just let me know prior to inviting them to attend.

Research Services Librarians

The Research Services librarians are legal research experts who are dedicated to helping students with research questions, database training, locating academic resources, etc. Visit the library's [UW Law Students page \(http://lib.law.washington.edu/students.html\)](http://lib.law.washington.edu/students.html) for more information about their services generally. To get help, you can email the Research Services librarians directly at lawref@uw.edu. You are also welcome to visit the Reference Office on L1 to speak with the Research Services librarian on duty. If you have a detailed research question or would prefer to meet privately with a librarian, you may set up an appointment.

Course Evaluation

Course evaluations are open online during the last week of classes. Class time will be made available during the final class meeting for filling out your evaluation. Please bring a laptop or mobile device to class on this date to participate in the evaluation.

Access and Accommodation

If you have already established accommodations with Disability Resources for Students (DRS), please communicate your approved accommodations to the instructor at your earliest convenience so we can discuss your needs.

If you have not yet established services through DRS, but have a temporary health condition or permanent disability that requires accommodations (conditions include but not limited to; mental health, attention-related, learning, vision, hearing, physical or health impacts), you are welcome to contact DRS at 011 Mary Gates Hall or 206-543-8924 or uwdrs@uw.edu or disability@uw.edu. DRS offers resources and coordinates reasonable accommodations for students with disabilities and/or temporary health conditions. Reasonable accommodations are established through an interactive process between you, your instructor(s) and DRS. It is the policy and practice of the University of Washington to create inclusive and accessible learning environments consistent with federal and state law.

Student Learning Technologies (UW-IT) Support

Contact help@uw.edu or 206-221-5000 for UW NetID and general networking support. UW-IT maintains a help desk at the Odegaard Undergraduate Library.

Class Meetings, Readings and Assignments

This is my second time teaching this course, and I am changing some of the curriculum from last year. The planned topics, reading assignments, and drafting assignments for the first half of the class are listed on the Syllabus page. I will post updates to the Syllabus page for the topics, reading assignments, and drafting assignments over the first three weeks of the class. Updates will be announced in class and via Canvas Announcements, but please check the Syllabus on a weekly basis.

The planned topics, reading assignments, and drafting assignments for the first half of the class are listed below. I will post updates to the topics, reading assignments, and drafting assignments based on how the first few weeks progress. Updates will be announced as soon as they are planned (in class and via Canvas Announcements) and the revisions will appear on the Canvas version of the Syllabus, so please check back on it regularly.

CLASS 1 – Tuesday, April 2

Topic: Introduction, Contract Basics, and Drafting Style (begin)

Reading Assignments: Syllabus

Drafting Assignments: None

CLASS 2 – Thursday, April 4

Topic: Contract Drafting Resources (Guest Lecturer: Mary Whisner, Research Librarian), Quality in Contract Drafting, and Drafting Style (continue)

Reading Assignments: Where Is the "Quality Movement" in Law Practice? ; The Illusion of Quality in Contract Drafting ; The New Associate and the Future of Contract Drafting

Drafting Assignments: Research Notes – Email to Partner (Email #1)

CLASS 3 – Tuesday, April 9

Topic: Why Do We License Software? Understanding What the Client Needs from a Business Document

Reading Assignments: (1) End User License Agreement; (2) Written and Oral Communication, from *Lawyering, a Realistic Approach to Legal Practice* by James Freund

Drafting Assignments: Unilateral Non-Disclosure Agreement and NDA Checklist/Drafting Guide (NDA #1), Master Services Agreement and MSA Checklist/Drafting Guide (MSA #1)

CLASS 4 – Thursday, April 11

Topic: Written Communication and Reviewing and Revising Contract Documents

Reading Assignments: (1) How to Punctuate, from *Legal Writing in Plain English* by Brian Garner; (2) Find and read one (or more) articles or practice notes about “Residuals” or “Residual Information” Clauses in NDAs/Confidentiality Agreements

Drafting Assignments: NDA Forms Review – Email to Partner (Email #2); In-Class Drafting: Residuals Clause (NDA #2) and Reason for Residuals – Email to Client (Email #3)

CLASS 5 – Tuesday, April 16

Topic: Non-Disclosure Agreement Issues Review

Reading Assignments: None. Recommend that you begin work researching (and perhaps meeting) for the small group assignment. Optional: *The Elements of Style* by William Strunk Jr. and E. B. White.

Drafting Assignments: Responsive NDA Draft (NDA #3) and Cover Email – Email to Other Party (Email #4).

CLASS 6 – Thursday, April 18

Topic: Ethics and Negotiation

Reading Assignments: TBD

Drafting Assignments: Review Email – Email to Partner (Email #5).

No Class Meetings Tuesday & Thursday, April 23-25

You will use this week to meet with your small groups to work on the joint research and drafting assignment. Groups and assignment requirements will have previously been assigned in class. If you want to work ahead, begin familiarizing yourself with the EU General Data Protection Regulation (GDPR).

CLASS 7 – Thursday, April 30

Drafting Assignments: Final NDA (NDA #4) and Cover Email – Email to Other Party (Email #6).