School for New Learning  
DePaul University  
Negotiating Contracts: Strategic, Legal, Ethical, and Modern Technology Considerations  
Winter 2016-17  

SYLLABUS  

Faculty: Pat Rocco  
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Location: Loop Campus  

Dates/Time: Wednesdays 5:45 – 9:00 p.m.  
1/4, 1/11, 1/28, 1/25, 2/1, 2/8, 2/15, 2/22, 3/1, 3/8  

Credit hours: 4  

Course Description  
We enter into contracts and negotiate deals every day of our lives. Negotiating contracts with integrity proves successful both professionally and personally. Negotiating with integrity requires utilization of a technique labeled principled negotiation. In this course, we will distinguish principled negotiation from positional negotiation. When all parties in a negotiation recognize everyone’s values and interests, the stage is set for principled negotiation. In order to uncover the underlying values and interests of all parties in the negotiation, we will learn the process to manage our perceptions and the techniques to manage the other party’s perceptions. With the stage set, the parties are on their way to joint problem-solve their way to a principled negotiation, where all parties walk away a winner.  

In this course, we will examine the processes of managing perceptions and communicating. We will delve into the realm of analyzing our world as we perceive it and the art of entering into the realm of another’s perception. We will utilize “four agreements” as a method of managing our perceptions and the perceptions of others, and as an approach for communication. In learning to communicate with others we will utilize a technique called “matching.”  

We will examine the development of contract law. We will cover the basics of contract formation: offer, acceptance and consideration. We will identify which contracts require to be in writing. We will explore statutes addressing electronic communications. We will examine the remedies available when a contract is breached. We will review various examples of contracts to evaluate the practical application of what we learned.  

We will put our basic understanding of contract law and our acquired negotiation skills to use by participating in a contract negotiation as a final class project.  

The course will meet on-campus every week. Attentive participation is expected and welcomed. In addition, there will be ample opportunity to meet with the instructor on an as-needed basis.
Faculty Biographical Sketch
Pat Rocco received her Juris Doctorate at The John Marshall Law School, Chicago; and Bachelor of Arts at Loyola University, Chicago. She is an Illinois licensed attorney practicing real estate law: residential and commercial. Currently, Rocco serves as a Trustee for the Village of La Grange Park. Her past teaching experience includes Business Law, Legal Environment for Business, Critical Thinking, Discover New Learning: What works in local government, Negotiating Contracts with Integrity, and Negotiating Contracts: Strategic, Legal, Ethical, and Modern Technology Considerations.

Competencies Offered
A-3-X: Understand the ethical issues involved in negotiating and contracting. *
- Appreciate the value of a principled negotiation.
- Be aware of the value of our word when communicating.
- Discover how our beliefs are derived from our perceptions.
- Recognize where we derive our values.
- Evaluate viewpoint that society's rules derive from a collective dream.

H-1-D: Can explain a system of law that governs a society.
- Ascertain where contract law finds its basis in the law.
- Gain knowledge of the laws affecting the contracts we negotiate.

H-3-D: Can employ the skills of negotiation, mediation, or interpersonal communication in the resolution of a problem.
- Become skilled in the techniques employed in principle negotiation.
- Be familiar with the predominant senses used when communicating.
- Utilize the four agreements when negotiating a contract.

S-3-X: Understand the impact of technology on Contract Law. *
- Uniform Electronics Transactions Act (UETA)
- Electronic Global and National Commerce Act (ENSIGN Act)
- Electronic Commerce Security Act

F-X: Understands and can apply negotiation skills and contract law in a variety of settings. *

*Students may contact instructor if interested in negotiating changes to the FX statement to fit better into their own Focus Area Plans.

Expected Outcomes
By the end of the course, students should be able to enter into a contract negotiation addressing the values and interests of all parties. Students should understand the basics of contract formation, the influence of electronic communication on contracts, and the available remedies upon breach. Students should have a heightened understanding how effective interpersonal communication skills influence the outcome of a negotiation.

Learning Experience
This course aims to a) make students aware of their own perceptions; b) help them develop those processes used to identify their values and interests; c) help them employ those processes to recognize another’s values and interests; d) acquire the skills to enter into a principled negotiation e) acquire the basic understanding of contract formation: offer, acceptance and consideration; f) understand the legal impact of electronic communications in
contract formation; g) recognize the remedies available upon breach of a contract; and, g) incorporate the acquired negotiation skills when negotiating a contract. This involves an emphasis on the skills and strategies of managing perceptions as well as practice in the recognition, construction and evaluation of communication skills. In pursuing these goals, we touch on principles of managing perceptions, communication, contract law, strategies of persuasion and techniques of negotiation.

The course presents a variety of readings, exercises, and a negotiation project designed to help students develop competence in the following areas: negotiating with integrity, analyzing how perceptions effect our values, exploring techniques to improve communication, examining the development contract law, understanding the requirements needed to form a valid contract, and appreciating the impact of how successful interpersonal communication leads to successful principled negotiation.

**Learning Strategies**
A variety of learning strategies will be employed, including textbook readings, class discussions, informal lectures, case law review, contracts review, individual and group exercises, including a negotiation project. D2L will be updated weekly to include any additional required readings/homework assignments.

**Required Texts**
- Negotiation Exercises: 4 @ $3.50 each = $14.00

**Attendance & Participation**
Attendance and participation are essential. In the event of an absence it is imperative that you (1) let the instructor know ahead of time and (2) contact a classmate ahead of time to be your “tutor” for the missed section. Always consult the course D2L page for handouts and assignments.

**Criteria for Demonstration of Competencies**

*Evidence covering all competencies listed for this course*
Homework and in-class exercises (15%) + discussion (15 %) = 30%
Negotiation project: written offer/counter offer (7%) + final agreement (7%) + oral negotiation (6%) =20%
Final written evaluation of your negotiation, one to two typed pages, double spaced = 20%

*Evidence covering specified competencies*
Examination: (objective/essay) covering competencies A-3-X, H-3-D, F-X (15%)
Examination: (objective/essay) covering competencies H-1-D, H-3-D, S-3-X, F-X (15%)

*If one of the exams fails to cover any of the competencies the student has chosen to take this course for, the nonexempt exam will be worth 30%. If student is taking this course for fewer competencies than offered, the student must advise the instructor in writing by Sunday, January 15, 2017, of the competencies student is electing to delete. Once you commit to delete a competence, you cannot switch back.*

**Grading Scale**
A: 92 to 100   B: 91 to 83   C: 82 to 74   D: 73 to 65   F: 64 and below   IN: Incomplete

If you wish to take the course pass/fail, you must inform your instructor in writing by Friday, January 13, 2017. Once you commit to taking the course pass/fail, you cannot switch back to a letter grade.

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Written Work Will be Evaluated as Follows

A= designates work of high quality; reflects thorough and comprehensive understanding of the issues at hand; reflects a clearly identifiable thesis and argument that demonstrates cogent and creative development and support of idea.

B= designates work of good quality; reflects clearly organized and comprehensive understanding of issues at hand; presents substantive thesis and argument with evident development and support of ideas.

C= designates work which minimally meets requirements set forward in assignment; reflects some organization and development of ideas but develops argument in a superficial or simplistic manner; may only address part of the assignment or be otherwise incomplete.

D= designates work of poor quality which does not meet minimum requirements set forth in the assignment; demonstrates poor organization of ideas and/or inattention to development of ideas, grammar, and spelling; treatment of material is superficial and/or simplistic; may indicate that student has not done reading assignment thoroughly.

Policy on Academic Integrity
All work done for this course must observe the Guidelines for Academic Integrity as outlined in the Code of Student Responsibility (in the DePaul Student Handbook). For the code’s Plagiarism Policy, see Addenda at end of syllabus.

Student Deadlines
The last day to drop a class without academic or financial penalty occurs Sunday, January 15, 2017. The University issues a grade of “W” when a student drops a course after this date, and up to Sunday, February 19, 2017. The last day to select auditor status is Friday, January 20, 2017. The last day to withdraw from this class is Sunday, February 19, 2017.

Policy on Incompletes
Unfinished work or work requiring revision will be given an incomplete (IN) grade if (1) there is a significant extenuating circumstance evidenced by the student (e.g., medical and/or significant personal issues) and (2) the student initiates and files a SNL CONTRACT FOR THE ISSUANCE OF AN INCOMPLETE (IN) GRADE before Friday, March 3, 2016. The Instructor may elect to deny this request. If the Instructor grants your request to receive an IN, you must complete and submit the evidence required for the completion of the course competency by Friday, March 17, 2017.

An IN grade should be issued only when the student has been making acceptable progress toward completing the course requirements, with unforeseeable circumstances preventing the student from completing all requirements. An IN grade may be issued only when a limited number of assignments have not been finished by the end of the course, and in cases where the completion of the remaining assignments does not require that the instructor re-teach the course material to the student on a private basis.

For the DePaul University Incomplete Policy, see Addenda at end of syllabus.

Week One 1/4
Reading Assignment for this week

- Lyons:
  - Introduction
  - Chapter 1, Focus on Values and Interests, Not Positions (27-36)

- Ruiz:
  - Introduction, The Smokey Mirror
  - Chapter One, Domestication and the Dream of the Planet
Introduction to course
What is a good agreement?
What type of negotiator are you?
What does negotiating with integrity mean?
Positional negotiation vs. principled negotiation
Recognize our own values and interests before entering into a negotiation
Techniques used to identify the other party's values and interests
What is your reality?
Society's rules evolve from a collective dream
Discriminately utilize our senses to focus our attention on what we want to perceive
Domestication of humans: surrendering our beliefs by agreeing to collective dream

Reading assignment for next week
➢ Lyons:
  o Chapter 1, Focus on Values and Interests, Not Positions (36 – 52)
➢ Ruiz:
  o Chapter 2, Be Impeccable with Your Word
  o Chapter 3, Don’t Take Anything Personally
  o Chapter 4, Don’t Make Assumptions
  o Chapter 5, Always Do Your Best

Week Two 1/11
Directive questions vs. nondirective questions
Empowering questions vs. disempowering questions
Possibility questions
Satisfying multiple interests
Ensure outcomes match values
What does it mean to be impeccable with your word?
Recognize the value of a word when communicating
Why shouldn't we take anything personally?
What does it mean when we say people operate from their own dream world?
What are the pitfalls to making assumptions?
What does it mean to always to your best?
In class negotiation exercise

Reading Assignment for next week
➢ Lyons:
  o Chapter 2, Managing Perceptions
  o Chapter 3, Communication, Pages 79 -95

Week Three 1/18
Understand the impact our perceptions have on our ability to negotiate successfully
The way we perceive affects our beliefs
Disempowering beliefs vs. empowering beliefs
Techniques used to influence perceptions
Evaluate the technique of perceptual contrast to reframe perceptions
Psychological principles that influence our perceptions
Building constructive relationships in a negotiation
Building rapport with the person we wish to enter into a negotiation
Predominant senses we use to communicate
Analyzing body language of the other party in a negotiation
Matching exercises

**Negotiation Project**
Assign contract negotiation project partners

**Assignment for next week**
- Identify subject matter of contract you and your partner will be negotiating
- Prepare for examination covering through page 95 of Lyons and Chapters 1-5 of Ruiz: objective and essay

**Week Four 1/25**
Introduction into contract law
Common law vs. the Uniform Commercial Code vs. Uniform Vendor and Purchaser Risk Act
How is a contract formed?
Is contractual intent necessary to form a contract?
Mutual Assent to a Bargain (Meeting of the Minds)
In class negotiation exercise
Negotiation partners meet to identify concerns of each party

**Negotiation Project: Choice of Subject Matter Due Today**
- Submit object of contract negotiation. Identify Offeror/Offeree

**Examination Today**
- Examination (objective/essay) covering Lyons, through page 95 and Ruiz, Chapters 1-5 (15%)

**Assignment for next week**
- Contracts: Chapter 4, Offer & Acceptance
- Offeror prepare offer

**Week Five 2/1**
Offer: contractual intent; definite and certain terms; communicated
Rejection by Offeree: express; counter offer; lapse of time
Rejection effective when received
Revocation by Offeror: direct vs. indirect
Revocation effective when received
Termination by Operation of Law: death or insanity; destruction of subject matter; supervening legal prohibition
Acceptance: unequivocal, communicated, objective manifestation of assent
Modes of acceptance
Types of Contracts: bilateral vs. unilateral
Evaluate two contract cases

**Negotiation Project: Offer Due Today**
- Offerors present written contract offer to offerees (7%)
Assignment for next week
- Contracts: Chapter 7, Consideration and Chapter 5, Standard Form & Electronic Media Contracts
- Offerors prepare written offer for contract negotiation

Week Six 2/8
Consideration: bargained for exchange; legal value
Defenses to Formation: mutual mistake; illegal
Defect in Capacity
Defense to enforcement of certain terms
Statute of Frauds
When do contracts have to be in writing?
Uniform Electronics Transactions Act
Electronic Global and National Commerce Act
Electronic Commerce Security Act
In class negotiation exercise
Negotiation partners meet to discuss Offeror's offer

Assignment for next week
- Contracts: Chapter 18, Remedies – Chapter 11, Statute of Frauds (Optional)
- Lyons, Chapter 3, Communication pages 95 – 117
- Offerees prepare written response for contract negotiation

Week Seven 2/15
What recourse do we have when someone breaches a contract?
Identify remedies
Damages: expectation; reliance; stipulated; punitive
Restitution
Specific Performance
Promissory Estoppel
Invalid Contracts: void; voidable; unenforceable
How do I set the tone of a negotiation?
Skills to improve the flow of communication during a negotiation
Evaluate two contract cases

Negotiation Project: Response to Offer Due Today
- Offerees present written contract response to offeror (7%)

Assignments for next week
- Lyons, Chapter 4, Generating Options
- Read, Lyons, Chapter 5, Using Objective Standards
- Prepare for examination on contracts: objective and essay

Week Eight 2/22
Generating options
Create the appropriate forum
Create a menu of choices
Brainstorm with the other party
Manage the environment
Using Objective Standards: involve the right people and utilize authoritative standards
Agree on the standards early in the negotiation process
Never yield to pressure, only principle
Answer negotiation project questions
In class negotiation exercise
Negotiation partners meet to discuss Offeree’s response

**Examination Today**
- Examination (objective/essay) on contracts (15%)

**Assignments for next week**
- Read, Lyons, Chapter 6, *Planning and Preparation*
- Read Lyons, Chapter 7 *Closure and Implementation*

**Week Nine 3/1**
Plan and prepare for each stage of the negotiation process
Be clear about want you want to achieve ~ Keep your eye on the ball
Be clear about alternatives
Cultivate positive relationships
Get yourself into the proper frame of mind before negotiations begin
Answer negotiation project questions
How do I reach closure and implement the deal?
Seek closure and get some form of commitment before you leave
Have an implementation strategy
Understand the power of balance, but maximize leverage
Deflect personal attacks by addressing it as an attack on the problem
Negotiation partners meet to finalize negotiation

**Assignments for next week**
- Submit Final Agreement or written explanation of why written agreement was not reached.
- Provide an oral presentation on how agreement was reached or prepare to negotiate contract.

**Week Ten 3/8**

**Negotiation Today** (6%)
- Parties will provide a presentation on how agreement was reached or engage in a contract negotiation.

**Final Negotiation Evaluation Due on Monday, March 13, 2017**
- A written evaluation of your negotiation: one to two typed pages double spaced (20%)
  - Identify what techniques you used: why?
  - Identify what techniques you should/should not have incorporated: why/why not?

**ADDENDA**

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See additional information pertaining to the grade designations for undergraduate grades. See Pass/Fail Grading Options.

This course includes and adheres to the college and university policies described in the links below:

- Academic Integrity Policy
- Incomplete Policy
- Course Withdrawal Timelines and Grade/Fee Consequences
- Accommodations Based on the Impact of a Disability
- Protection of Human Research Participants

**Course Resources**

- University Center for Writing-based Learning
- SNL Writing Guide
- Dean of Students Office