

FACULTY MEETING

**Thursday, October 19, 2006
Faculty Conference Room (Room 418)**

AGENDA

1. Call to Order
2. Approval of September 21, 2006 Meeting Minutes
3. Dean's Report
4. Associate Dean's Report – Dean Sobelson
5. Committee Reports
6. Old Business
 - Triennial Evaluation of University Administrator:
 - Associate Provost for Academic Programs (Bill Gregory, nominee)
 - Tuition Increase Proposal
7. New Business
8. Adjournment

The next faculty meeting is scheduled for Thursday, November 9, 2006 from 2:30pm - 4:00pm

FACULTY MEETING MINUTES - REVISED

Date: October 19, 2006
Faculty Conference Room

Present: Blasi, Bliss, Bross, Budnitz, Caley, Chiovaro, Crawford, Curcio, Edmundson, Girth, Griffith, Hartfield, Hensel, Johnson, Juergensmeyer, Kaminshine, Knowles, Landau, Lombardo, Marvin, Mattingly, Radford, Saito, Scott, Segall, Stephens, Taylor, Washington, Williams, Wiseman.

Also Present: Bill Prigge, Assistant Dean for Administration & Finance, LeeAnne Anthony, SBA President; Tony Yononne, SBA Vice, President.

Not Present: Carey, Cunningham, Emanuel, Gregory, Hogue, Kadish (medical leave), Kinkopf, Lanier, Milich, Sobelson, Yarn.

1. CALL TO ORDER

Dean Kaminshine called the meeting to order at 2:35 p.m.

2. APPROVAL OF MINUTES

Dean Kaminshine called for the approval of the minutes of the September 21, 2006 meeting. Professor Wiseman moved that the minutes be approved. Professor Marvin seconded and all approved.

3. DEAN'S REPORT

Dean Kaminshine announced several upcoming events including the Center for Comparative Growth's lecture series on October 23, entitled "Urban Growth in China and Vietnam"; Intellectual Property Roundtable with Law and Business on October 24; the Recruitment Committee's visit to Washington, D.C. on November 2; a Brown Bag Lunch on the progress of the Help Legal Services Clinic on November 9; and a Faculty Development Lunch on November 13 with Erin O'Hara of Vanderbilt University. Dean Kaminshine also announced the upcoming Promotion and Tenure Committee Meeting on November 16. He asked that faculty members be prepared for a possible change in time of the P&T meeting from 2:30 p.m. to 12:00 noon in the event of faculty candidate interviews. Professor Bross added that the LSAT Forum would be held on November 3-4, at the Hyatt Regency Hotel in Downtown Atlanta, and Professor Scott announced that faculty candidate interviews were scheduled for October 23 and October 30.

Dean Kaminshine gave an update on the status of the new law and business professional center.

4. COMMITTEE REPORTS

On behalf of the Curriculum Committee, Professor Mattingly proposed a course entitled Comparative Mergers and Acquisitions Law in association with the Rio de Janeiro summer program. Following a brief discussion, the faculty approved the new course.

5. OLD BUSINESS

Triennial Evaluation of University Administrator:

Dean Kaminshine announced that Professor Gregory has agreed to volunteer to serve on the University Triennial Evaluation Committee as an evaluator of the Associate Provost for Academic Programs. The faculty approved his appointment to the committee.

Tuition Increase Proposal:

Following last month's faculty meeting, the faculty considered a proposed tuition increase plan which would increase tuition in the amount of \$20.00 per credit hour over the next five years, with an additional \$20 per credit hour increase in the first year for programming. Dean Kaminshine stated, that if approved by the faculty, the plan would be sent to the Fiscal Advisory Committee to the President (FACP) for review in November, with Board of Regents review scheduled for Spring 2007. Following discussion, Professor Blasi offered a motion for approval of the tuition increase proposal subject to Dean's effort to secure a written statement from the University acknowledging that the tuition dollars raised by this proposal would be used either for COL programming or for purposes related to the law and business professional center. Professor Taylor seconded the motion. The motion was approved with a vote of 27 yes, one opposed.

6. **NEW BUSINESS**

The faculty discussed no new business.

7. **OTHER ANNOUNCEMENTS**

Professor Hensel announced that Kelly Timmons was recuperating at Piedmont Hospital and is receiving visitors. She is in Room 206.

Jennifer Chiovaro announced that former RWA Instructor Linda Harrison had been appointed Associate Dean at Nova Southeastern's Shepard Broad Law Center.

8. **ADJOURNMENT**

The meeting was adjourned at 3:15 p.m.



Steven Kaminshine, Dean
as assisted by Anjelica Lymon

COMPARATIVE MERGERS & ACQUISITIONS LAW

Faculty:

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Course Description:

Comparative Mergers & Acquisitions Law compares and contrasts the systems for regulating negotiated and hostile business combinations—mergers, stock purchases (including tender offers), asset transfers, and other available transactions—in various countries. This survey will include examinations of merger and acquisition laws and regulations on both national and sub-national levels, as appropriate. Emphasis will be placed on underlying policies and the ramifications of those policies on corporate constituencies in and outside the core corporate governance structure (i.e., “other constituencies” as well as directors, officers, and shareholders). In this vein, the course will address managerialism and the market for corporate control, as well as evidence of board primacy or shareholder primacy in merger and acquisition regulation in various countries, and identify implications of these themes for corporate governance in particular countries and in the global marketplace. In addition, the course will involve discussions and analysis of: common and civil law traditions; the convergence/path dependence debate; overall social, political, and economic forces that determine acquisition and takeover regulation; whether law matters; and the differing roles of regulatory organizations. Whenever possible, the course also will illustrate and allow for the practice of related legal drafting skills.

Catalogue Description:

Comparative Mergers & Acquisitions Law compares and contrasts the systems for regulating negotiated and hostile business combinations --mergers, stock purchases (including tender offers), asset transfers, and other available transactions -- in various countries. Emphasis will be placed on underlying policies and the ramifications of those policies on corporate constituencies in and outside the core corporate governance structure (i.e., "other constituencies" as well as directors, officers, and shareholders). Course work will include both legal drafting and expository writing.

Justification:

Comparative Mergers & Acquisitions Law serves two main goals of the Summer Legal and policy Study in Rio de Janeiro program: (1) enhances the College’s comparative law course offerings and (2) increases our business law-related offerings. In 2006, the

Program offered International Trade Law, and will do so again in 2007. Students often ask for more business-related offerings, so this would be a positive addition.

Course Objectives/Learning Outcome(s)/Major Topics:

The course objective is to introduce students to national and global issues in merger and acquisition law through comparative legal analysis of regulatory systems in various countries. Students will:

- be able to identify key elements of laws and regulations governing mergers and acquisitions in various countries;
- appreciate that there are a range of analytical devices through which merger and acquisition laws and regulations may be viewed and understood;
- be able to apply these different analytical devices to categorize merger and acquisition laws and regulations based on established themes;
- evaluate ways in which the laws of one country interact with those of other countries in cross-border transactions;
- be exposed to diverse cultural traditions and legal systems;
- engage with and process varied statutory and scholarly materials;
- draft legislation and/or contract provisions to comply with applicable law or modify existing legal default rules.

Teaching Methods:

The course will utilize lectures, problems, guest speakers, case studies, classroom discussions, expository writing assignments, drafting exercises, and field trips. When possible, Brazilian and other South American examples will be used to illustrate course concepts.

Credit Hours/Grading:

This course will be a graded 3-credit-hour course. Grades will be based upon classroom participation, legal drafting exercises, an expository essay (executed in a closed universe bounded by the course materials), and an in-class presentation on the substance of that essay.

Course Requirements/Materials:

The course requirements include regular and punctual class attendance, preparation for class, and participation in class discussions, exercises, and assignments. Students must

comply with the Code of Student Conduct. Students will be required to purchase a set of reading materials for the course. It is anticipated that the materials will include a published paperback book and a supplement that includes statutes, other publicly available information, and written materials created by the instructor.

Biographical information on Professor Joan Heminway

Joan MacLeod Heminway is Associate Professor of Law, The University of Tennessee College of Law, and Research Fellow, The University of Tennessee Corporate Governance Center

Professor Heminway regularly teaches Business Associations, Corporate Finance, Representing Enterprises (a transaction simulation course), and Securities Regulation in The University of Tennessee College of Law's James L. Clayton Center for Entrepreneurial Law. She also periodically teaches a course on Animals & the Law. She received the University Chancellor's Award for teaching Excellence in 2006, the College's Marilyn V. Yarbrough Faculty Award for Writing Excellence for 2005, and the College's Harold C. Warner Outstanding Teacher Award for 2004. Professor Heminway's stock merger module for the Representing Enterprises course was recognized by UT's Innovative Technology Center in its September 2002 Best Practices@UT Showcase. She was a Visiting Professor at Boston College Law School for the Fall 2005 semester, where she taught Mergers & Acquisitions and Securities Regulation, and is visiting at Vanderbilt University Law School to teach a short course on Animals & the Law for the Spring 2007 semester.

Before starting her teaching career in 2000, Professor Heminway spent 15 years practicing law in the Boston office of Skadden, Arps, Slate, Meagher & Flom LLP, where she specialized in mergers and acquisitions and securities regulation matters. Leveraging off this experience, professor Heminway has coauthored (with several Tennessee practitioners) a series of annotated merger and acquisitions agreements that have been published in the Spring 2003, 2004, 2005, and 2006 issues of *Transactions: The Tennessee Journal of Business Law* (available at <http://www.law.utk.edu/centers/entrep/claytontransactions.htm>). Apart from these works, her research agenda principally focuses on securities disclosure law and policy. Her interests in this area extend to feminist and gendered perspectives on corporate and securities law. Recent writings authored by Professor Heminway have appeared in the *American University Law Review*, *University of Cincinnati Law Review*, *Fordham Journal of Corporate & Financial Law*, *Maryland Law Review*, and *Texas Journal of Women and the Law*.

**Board of Regents of the University System of Georgia
Graduate/Professional Program Tuition Increase Request**

Institution: Georgia State University

Graduate/Professional Program Name: Georgia State University College of Law / Juris Doctor Program

Requested Graduate/Professional Program Tuition Increase:

Current Tuition Per Credit Hour:

\$264 per credit hour (in-state); \$927 per credit hour (out-of-state)

Requested Increase for 2007-2008:

\$40 per credit hour (in-state); \$40 per credit hour (out-of-state)

Proposed Tuition for 2007-2008:

\$304 per credit hour (in-state); \$967 per credit hour (out-of-state)

Summary of Current and Proposed Tuition Rate:

Please see Table 1 attached.

Current and Projected Program Revenue/Expenditure:

Please see Table 2 attached.

Justification for the Increase:

The College of Law seeks approval of a five-year tuition increase plan to support a portion of the cost of a new facility for the College of Law, to be built as part of a Business and Law Professional Center in collaboration with the Robinson College of Business. Most of the requested increase would go directly to support the needed building while a portion would be devoted to an ongoing initiative to improve programmatic offerings. The specific request this year for a tuition increase in 2007-2008 should be read in light of the overall five-year tuition increase plan.

The College of Law has achieved remarkable success in its twenty-four year history while facing increasing competition from more established, better known schools for the best faculty and students. To continue on its path of excellence, the College of Law began three years ago a strategic initiative to upgrade its educational offerings, identify areas of focus, and through these improvements raise the College's profile, visibility, and reputation. The first phase of this initiative included greater focus on external communications, marketing and public relations, and the development of two new centers of excellence (The Center for Law Health & Society and The Center for the Comparative Study of Metropolitan Growth). More recent developments include a study abroad program tied to the Metro Growth Center and plans for a new live client clinic tied to the Health Law Center.

Our current ability to continue on this path of success and improvement is hampered by severe space limitations in our existing facility, a 1970's facility that was neither designed nor built to house a law school. With the limitations of the current facility, the College Law lacks space to improve existing programs or add new ones, or hire the faculty needed to support these programs. The existing facility, for example, lacks space for student collaborative learning commonly found in law school libraries, lacks space typical in law schools to support multiple in-house clinics or more than one student-run academic journal, lacks space for appropriate interview rooms for career services, and lacks space for any additional offices for faculty, student organizations, centers, or programs.

A law school in the 21st century must be able to offer an academic program that prepares students for the changing world of today's legal practice. While the College has worked hard in recent years to upgrade its offerings to meet this challenge, especially with respect to interdisciplinary opportunities, it currently falls short in several critical areas. These areas include International practice, Intellectual Property Law and Technology, Criminal Law and the emergence of White Collar and International Criminal practice, and Tax law and the rising focus on corporate governance and business ethics. The College is also ill-equipped in terms of space and resources to respond creatively to the need to upgrade our approach to legal writing and to expand writing and legal drafting opportunities in the curriculum. Similarly, our lawyering skills program, strong in the area of traditional litigation, could better meet the needs of today's practice by offering more in-house live-client clinics and also provide skills training in the non-litigation aspects of lawyering and conflict resolution.

The College of Law thus seeks a tuition increase to help support the building of a new facility and the related upgrading of the College's program.

A Description of the Five-Year Tuition Increase Plan and the Specific Request for Next Year:

The proposed five-year tuition increase plan would entail the following:

- A request this year for an increase of \$40 per credit hour effective 2007-08, half of which would be devoted to support the business and law professional center and half would support the programmatic improvements mentioned above.
- Plans to request in years two through five annual increases of \$20 per credit hour all of which would be devoted to support part of the cost of the business and law professional center.
- The increases over five years would raise tuition a total of \$120 per credit hour, and produce a total cost per credit hour that would remain below the current cost per credit hour of our sister state law school at the University of Georgia and nearly every other public law school in the southeast region.

What Impact will the Requested Fees have on the College of Law's Program?

A new facility for the College of Law will have a dramatic impact on the College of Law's program. It will enable the College of Law to provide greater programmatic opportunities for its students and serve as a magnet for attracting top students and recruiting nationally recognized faculty. A new facility also will enhance the College's reputation and help it to stay competitive with peer institutions, many of which are blessed with being more established, endowed with greater resources and newer facilities. Importantly, a new facility also will dramatically enhance the College's development efforts and its ability to attract needed funds from private sources.

Finally, the combination of a new facility and greater programmatic opportunities will raise the College of Law's profile, better position the College of Law with respect to national rankings, and, from the students' perspective, enhance the value of their degree.

Peer Institution Comparison:

Please see Tables 3(a) and 3(b) attached.

What contingency plans are in place if the requested increase exceeds that which is permitted by the Board of Regents?

The College of Law will not be able to implement the improvements set forth in this proposal.

Law School Tuition Survey
Tuition Comparison at Peer Institutions
Table 3

	University Law Schools	Academic Year		Semester		Cr. Hour/Unit	
		Resident	Non-Resident	Resident	Non-Resident	Resident	Non-Resident
GEORGIA	Georgia State University (current) #	\$ 6,326	\$ 22,244	3,163	11,122	\$ 264	\$ 927
	Yr-1: Georgia State University @ \$40/hr inc (15.3% inc) (\$20/hr inc for Building & \$20/inc for Programs)	\$ 7,296	\$ 23,208	3,648	11,604	\$ 304	\$ 967
	Yr-2: Georgia State University @ \$60/hr inc (6.58% inc)	\$ 7,776	\$ 23,688	3,888	11,844	\$ 324	\$ 987
	Yr-3: Georgia State University @ \$80/hr inc (6.17% inc)	\$ 8,256	\$ 24,168	4,128	12,084	\$ 344	\$ 1,007
	Yr-4: Georgia State University @ \$100/hr inc (5.81% inc)	\$ 8,736	\$ 24,648	4,368	12,324	\$ 364	\$ 1,027
	Yr-5: Georgia State University @ \$120/hr inc (5.49% inc)	\$ 9,216	\$ 25,128	4,608	12,564	\$ 384	\$ 1,047
	University of Georgia *	10,614	28,490	5,307	14,245		
	John Marshall Law School - private ^	26,430	26,430	13,215	13,215	881	881
	Mercer University - private	30,146	30,146	15,073	15,073		
Emory University - private	36,400	36,400	18,200	18,200			
Similarly Ranked or Competitor Schools	Georgia State University	6,326	22,244	3,163	11,122	264	927
	University of Mississippi	8,715	16,595	4,358	8,298		
	University of South Carolina *	15,984	31,876	7,992	15,938		
	Indiana University-Indianapolis	12,862	28,317	6,431	14,159	414	913
	University of Kansas *	11,794	21,888	5,897	10,944	349	664
	Pennsylvania State University	27,600	27,600	13,800	13,800	1,150	1,150
	University of Nevada, Las Vegas	8,900	17,800	4,450	8,900	317	635
	Louisiana State University	10,722	19,818	5,361	9,909		
GSU Peers (per GSU BOR)	University of South Carolina *	15,984	31,876	7,992	15,938		
	Florida State University * ^	9,840	29,850	4,920	14,925	328	995
	University of Arkansas ^	8,490	18,240	4,245	9,120	283	608
	University of Arkansas-Little Rock ^	8,610	18,540	4,305	9,270	287	618
	University of Alabama	9,736	19,902	4,868	9,951		
	University of Tennessee	9,850	24,964	4,925	12,482		
	University of Florida ^	8,520	27,450	4,260	13,725	284	915
	University of Louisville	11,410	23,554	5,705	11,777	571	1,178
	George Mason University *	15,274	26,502	7,637	13,251		
	Temple University	14,372	25,022	7,186	12,511	556	1,023
GSU Aspirational Peers (per GSU BOR)	University of Cincinnati *	18,032	32,152	9,016	16,076		
	Wayne State University ^	17,520	33,450	8,760	16,725	584	1,115
	Arizona State University *	13,278	23,684	6,639	11,842		
	University of Houston *	16,716	24,066	8,358	12,033		
	University of Washington *	16,255	23,878	8,128	11,939		
	Rutgers University - Newark	17,834	26,187	8,917	13,094		
University of Minnesota *	19,000	28,500	9,500	14,250			
University of Pittsburgh	20,758	29,056	10,379	14,528			

GSU caps tuition payments at 12 credit hours/semester. GSU COL students also pay a total of \$520 in fees, \$57 of which is a dedicated COL fee.

* These schools' totals include tuition and fees.

^ These schools charge by credit hour -- yearly rates assume 15 hrs/semester for 2 semesters.

NOTE: A \$20/credit hour increase = \$240 inc/semester (\$480 inc/year) for full time students & \$180 inc/semester (\$360 inc/year) for part time students.

Rankings of Comparable Law Schools by Tuition

School	Today	School	Year 1	School	Year 5
Georgia State University #	\$6,326	Georgia State University #	\$7,776	University of Arkansas ^	\$8,490
University of Arkansas ^	\$8,490	University of Arkansas ^	\$8,490	University of Florida ^	\$8,520
University of Florida ^	\$8,520	University of Florida ^	\$8,520	University of Arkansas-Little Rock ^	\$8,610
University of Arkansas-Little Rock ^	\$8,610	University of Arkansas-Little Rock ^	\$8,610	University of Mississippi	\$8,715
University of Mississippi	\$8,715	University of Mississippi	\$8,715	University of Nevada, Las Vegas	\$8,900
University of Nevada, Las Vegas	\$8,900	University of Nevada, Las Vegas	\$8,900	Georgia State University #	\$9,216
University of Alabama	\$9,736	University of Alabama	\$9,736	University of Alabama	\$9,736
Florida State University * ^	\$9,840	Florida State University * ^	\$9,840	Florida State University * ^	\$9,840
University of Tennessee	\$9,850	University of Tennessee	\$9,850	University of Tennessee	\$9,850
University of Georgia *	\$10,614	University of Georgia *	\$10,614	University of Georgia *	\$10,614
Louisiana State University	\$10,722	Louisiana State University	\$10,722	Louisiana State University	\$10,722
University of Louisville	\$11,410	University of Louisville	\$11,410	University of Louisville	\$11,410
University of Kansas *	\$11,794	University of Kansas *	\$11,794	University of Kansas *	\$11,794
Indiana University-Indianapolis	\$12,862	Indiana University-Indianapolis	\$12,862	Indiana University-Indianapolis	\$12,862
Arizona State University *	\$13,278	Arizona State University *	\$13,278	Arizona State University *	\$13,278
Temple University	\$14,372	Temple University	\$14,372	Temple University	\$14,372
George Mason University *	\$15,274	George Mason University *	\$15,274	George Mason University *	\$15,274
University of South Carolina *	\$15,984	University of South Carolina *	\$15,984	University of South Carolina *	\$15,984
University of Washington *	\$16,255	University of Washington *	\$16,255	University of Washington *	\$16,255
University of Houston *	\$16,716	University of Houston *	\$16,716	University of Houston *	\$16,716
Wayne State University ^	\$17,520	Wayne State University ^	\$17,520	Wayne State University ^	\$17,520
Rutgers University - Newark	\$17,834	Rutgers University - Newark	\$17,834	Rutgers University - Newark	\$17,834
University of Cincinnati *	\$18,032	University of Cincinnati *	\$18,032	University of Cincinnati *	\$18,032
University of Minnesota *	\$19,000	University of Minnesota *	\$19,000	University of Minnesota *	\$19,000
University of Pittsburgh	\$20,758	University of Pittsburgh	\$20,758	University of Pittsburgh	\$20,758
John Marshall Law School - private ^	\$26,430	John Marshall Law School - private ^	\$26,430	John Marshall Law School - private ^	\$26,430
Pennsylvania State University	\$27,600	Pennsylvania State University	\$27,600	Pennsylvania State University	\$27,600
Mercer University - private	\$30,146	Mercer University - private	\$30,146	Mercer University - private	\$30,146
Emory University - private	\$36,400	Emory University - private	\$36,400	Emory University - private	\$36,400

NOTE: Assumes every other law school other than GSU has ZERO tuition increases over the next 5 years.