

Foreign Corrupt Practices Act (FCPA)

University of Houston Law Center

Law 5297 -Fall 2026- On Campus

2 Credits

Professor Diego A. Andrade - 25995

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Course Overview and Learning Objectives

The Foreign Corrupt Practices Act (FCPA) is a key legal, compliance and ethical concern for business organizations conducting international trade in the global marketplace and across a variety of industry sectors. This course is a comprehensive study of FCPA compliance, FCPA legal and policy issues, FCPA enforcement, agency guidance, and risk mitigation strategies ingrained in good corporate citizenship. You will gain functional insights and understand the dynamics of the FCPA, its statutory text, legislative history, judicial decisions and a comparison of the FCPA to similar sources from other nations and international organizations.

Understanding the FCPA from its inception up to its modern era is a fundamental skill set for lawyers and other professionals navigating business in the global marketplace.

The global extent of international trade and the conduct of cross-border and overseas commerce, exposes SMEs, multinational companies and individuals to increased risks and liabilities.

This course will help you gain a clear understanding of the legal and factual scenarios that business organizations and other actors face in the pursuit of international commerce. It also aims to prepare students to anticipate and counter potential or real corruption scenarios.

The learning objectives include:

- (i) understanding historical events and policy reasons which motivated Congress to enact the FCPA and what Congress intended to capture in enacting the FCPA;
- (ii) appreciating the root causes of why companies often become the subject of FCPA scrutiny as well as the mitigation of risks through proper risk management strategies and robust compliance programs;
- (iii) gaining a comprehensive understanding of the FCPA's anti-bribery provisions and books and records and internal controls provisions, including the ability to identify, own, manage and mitigate legal and compliance risks;
- (iv) FCPA exceptions and affirmative defenses;
- (v) understanding the FCPA's operation, FCPA enforcement actions brought by the Department of Justice or the Securities Exchange Commission and negative consequences including but not limited to, reputational damage;

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- (vi) gaining practical FCPA compliance skills including the ability to conduct FCPA risk assessments and to develop robust compliance procedures, guidelines or policies to mitigate FCPA risk, and advance a culture of good corporate citizenship;
- (vii) understanding other foreign anti-bribery statutes and international instruments aimed at combatting corrupt practices in global business settings.

This course focuses on the FCPA (including the more recent Foreign Extortion Prevention Act) but because of its global reach and impact, it adds the inclusion of further learning objectives including the following:

- (viii) how business organizations operate in the global marketplace and local realities they face when doing business in foreign nations;
- (ix) how the FCPA is applied extraterritorially;
- (x) how other nations and international organizations adopted and expanded FCPA principles.

This foundational knowledge will best enhance your understanding and comprehension of the specific FCPA learning objectives.

Class Materials

The assigned textbook is “*Strategies for Minimizing Risk Under the Foreign Corrupt Practices Act and Related Laws*,” Mike Koehler (Edward Elgar Publishing, 2018).

In addition to textbook reading, assigned materials may also include supplemental readings distributed to the class. The goal of the supplemental reading is to: (i) provide alternative format readings in furtherance of the learning objectives; and (ii) emphasize the current and real-world nature of topics covered in this course. Supplemental readings will be treated the same as text reading for exam purposes.

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To best achieve the learning objectives for this course, students are also strongly encouraged to periodically visit the following websites:

- www.fcpaprofessor.com
- <https://www.justice.gov/criminal/criminal-fraud/file/1292051/dl?inline>

Course Logistics

This course will be taught in person in a classroom. Student reading assignments, assigned lectures, discussion questions and instructions will be provided every class in anticipation of the next class and will aim to give students enough time to immerse themselves in the relevant materials and topics. The course aims to engage students in interactive discussions on FCPA and FCPA related topics. By immersing students in legal sources and providing practical guidance, students can develop the ability to timely identify, manage and mitigate risks or reduce exposure to legal risk. By understanding the dynamics of FCPA compliance, students can develop strategies to prevent risks and possess essential knowledge to navigate cross-border or overseas operational realities in corporate environments.

Grading and Learning Assessment Opportunities

Your final grade will be based on the following:

- 50% Timely completion and quality of answers to discussion questions; participation in class discussions, completion of reading and /or writing assignments.
- 50% Comprehensive final exam during the final exam period.

Honor Code

The UHLC Honor Code applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

Recording of Class

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Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the Justin Dart, Jr. Student Accessibility Center. If you have accommodation to record class-related activities, those recordings may not be shared with any other student, whether on this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor's recordings for their own studying and notetaking.

Instructor's recordings are not authorized to be shared with anyone without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

AI Generated Text

Software technology known as artificial intelligence has recently expanded its capability to generate text (AI Generated Text). Examples of the technology include what are known as "generative" large language models (LLMs), and a specific implementation what is well known in the general public as ChatGPT. These systems can generate text in response to prompts and/or input of other text/documents/code/images. The output, the AI Generated Text, appears to have human mimicking "intelligence" and is thus potentially usable as a substitute for written work product one might generate themselves. AI Generated Text can include computer code or programs as well as human language content.

Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to not prompt, generate, obtain, read, or use any AI Generated Text in relation to any activity or assessment in this course. This applies to AI Generated Text from yourself or others. This pledge includes that your assessment work product in the course is without any contribution from AI Generated Text. This specifically extends to the plagiarism policy and unauthorized aid/materials parts of the Honor Code: AI Generated Text will be treated as from another/other in applying the plagiarism policy to this course. The term "assessment" means any work product generated for this course that is submitted to the instructor or presented in a class session, regardless of whether it is graded content or not. Assessments include mid-terms and final exams. AI Generated Text may not be used in the development or drafting of any assessments created by you in a non-proctored environment, such as a "take-home" final examination unless specified as an exception below. The parts of the Honor Code that refer to unauthorized materials or aid are specifically prohibited from any use of AI Generated Text in this course unless specified as an exception below.

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Mental Health and Wellness Resources

The University of Houston has several resources to support students' mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off campus. For assistance visit uh.edu/caps, call 713-743-5454, or visit a Let's Talk location in-person or virtually. Let's Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed. The Student Health Center offers a Psychiatry Clinic for enrolled UH students. Call 713- 743-5149 during clinic hours, Monday through Friday 8 a.m. - 4:30 p.m. to schedule an appointment.

The A.D. Bruce Religion Center offers spiritual support and a variety of programs centered on well-being.

Need Support Now? - If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat 988lifeline.org.

Title IX/Sexual Misconduct

Per the UHS Sexual Misconduct Policy, your instructor is a "responsible employee" for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>

Reasonable Academic Adjustments/Auxiliary Aids

The University of Houston is committed to providing an academic environment and educational programs that are accessible for its students. Any student with a disability who is experiencing barriers to learning, assessment or participation is encouraged to contact the Justin Dart, Jr. Student Accessibility Center (Dart Center) to learn more about academic accommodation and support that may be available to them. Students seeking academic accommodation will need to register with the Dart Center as soon as possible to ensure timely implementation of approved accommodation. Please contact the Dart Center by visiting the website: <https://uh.edu/accessibility/> calling (713) 743-5400, or emailing jdcenter@Central.UH.EDU.

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Course Overview *

Topic	Reading / Lecture / Task
I) Introduction and Course Overview What is Bribery and How Best to Address It?	Book - Chapter 1 Discussion Questions
II) The History of the FCPA	An Overview and History of the FCPA** Discussion Questions
III) FCPA Foundational Knowledge, key concepts, anti-bribery provisions and risk management - Who's a foreign official? - Anything of Value - Corrupt intent - Obtain or retain business	Book - Chapter 2 PRINCIPLES AND PRACTICES OF HIGH-QUALITY ETHICS & COMPLIANCE PROGRAMS Report of ECI's Blue Ribbon Panel** Discussion Questions
IV) Third Parties and Related Risk Management Strategies. Training third parties, consultants, agents, mitigating or preventing risk	Book - Chapter 3 PRINCIPLES AND PRACTICES OF HIGH-QUALITY ETHICS & COMPLIANCE PROGRAMS Report of ECI's Blue Ribbon Panel** Discussion Questions

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Additional sources, as needed **	tbd
V) The FCPA Facilitating Payments Exception and FCPA Affirmative Defenses	Book - Chapter 4 Discussion Questions
VI) The FCPA's Books and Records and Internal Controls Provisions	Book - Chapter 5 Discussion Questions
VII) FCPA Enforcement	DOJ Principles of Prosecution of Business Organizations** DOJ FCPA Corporate Enforcement Policy** DOJ Points for Compliance ** Sample DPA, NPA Resolution Documents** FCPA Opinions Procedure** Discussion Questions
VIII) The Upward Trend in FCPA Enforcement, negative perceptions, and the Trump era shift of focus regarding FCPA enforcement	Executive Order 14209 "Pausing FCPA Enforcement to further American Economic and National Security (Feb.10, 2025) **

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<p>IX) Best Practices, Implementing High-quality, Robust and Effective Compliance Programs</p>	<p>Book - Chapters 6, 7</p> <p>PRINCIPLES AND PRACTICES OF HIGH-QUALITY ETHICS & COMPLIANCE PROGRAMS Report of ECI's Blue Ribbon Panel**</p>
<p>X) International Law, Treaties, Foreign Statutes, International Organizations, Chambers and NGOs</p> <ul style="list-style-type: none"> - The UK Bribery Act 2010 (UKBA) - OECD - Convention on Combating Bribery of Foreign Public Officials in International Business Transactions - OAS - INTER-AMERICAN CONVENTION AGAINST CORRUPTION - ICC Rules on Combatting Corruption - EU legislation on anti-corruption - Transparency International - Corruption Perceptions Index (CPI) 	<p>Overview of foreign and international legal materials that expand on, or differ from, the FCPA approach to corruption. Other means to combat global bribery**</p>
<p>Skills Assignment</p>	<p>Writing assignment: FCPA risk assessment and compliance strategies related topics, to be determined.</p>

**Subject to Modification Based on the Flow of the Semester*

*** Denotes Supplemental Reading - Not in Textbook*