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UNIFORM COMMERCIAL CODE STUDY AS BUSINESS CAREER CERTIFICATE PREPARATION: THAT CERTIFIED COMMERCIAL CONTRACTS MANAGER CREDENTIAL

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I. INTRODUCTION

Standard 1 of the 2013 Business Accreditation Standards of the Association to Advance Collegiate Schools of Business (“AACSB”) regards the mission, impact, and innovation of a college of business:

The school articulates a clear and distinctive mission, the expected outcomes this mission implies, and strategies outlining how these outcomes will be achieved. The school has a history of achievement and improvement and specifies future actions for continuous improvement and innovation consistent

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with this mission, expected outcomes, and strategies.¹

In view thereof, salutary seems support of a practical teaching-enhancement device discussed herein: the Certified Commercial Contracts Manager (“CCCM”) credential. The CCCM is awarded by the National Contract Management Association (“NCMA”). Tomorrow, the CCCM increasingly could serve as a signaling tool for business school-graduates in their challenging employment market. This business title constitutes a Uniform Commercial Code-focused credential. As such, today it appears particularly relevant to classroom teachers of business law. Business schools’ law professors’ summoning students’ attention toward the CCCM appears particularly timely for 2018 in light of America’s ever-commercializing employment market.

II. BUSINESS SCHOOLS’ LAW PROFESSORS, AND ACCOUNTANCY

It was Germany wherein developed the initial model for the research-based college of business.² In Germany, business education and research proved accountancy-oriented.³ Modern America’s business law professors have adopted curricula comporting with AACSB International goals and objectives for years, while perceiving a duty to train their accounting students for public accounting careers.⁴ A law school’s graduates’ capacity to surmount the bar examination squares with the institution’s own educational goals;

¹AACSB INTERNATIONAL, ELIGIBILITY PROCEDURES AND ACCREDITATION STANDARDS FOR BUSINESS ACCREDITATION (2016), http://www.aacsb.edu/-/media/aacsb/docs/accreditation/standards/businessstds_2013_update-3oct_final.ashx.

²Kimmo Alajoutsijärvi, et al., *The Legitimacy Paradox of Business Schools: Losing by Gaining?* 14 ACAD. OF MGMT. LEARNING & EDUC. 277, 279 (2015).

³*Id.* at 280.

⁴M.C. Kocakulah, et al., *The Present State of the Business Law Education of Accounting Students: The Business Law Professor’s Perspective*, 26(1) J. OF LEGAL STUD. EDUC. 137, 139 (2009).

naturally, the legal curriculum typically suffices (assuming a reasonable review-effort by just-graduated Juris Doctors) to arm graduates for that ordeal.⁵

Consequently predictable is a vision of themselves, held by most professors of business law.⁶ They are preparers of accounting students aspiring to the Certified Public Accountant (“CPA”) credential:

Just as lawyers receive training within the three-year law school curriculum that helps them to pass their state bar examinations, accounting students who master a comprehensive curriculum in business law and the regulatory environment will find the business law portion, or law-related questions on the CPA examination a much less significant hurdle than those who have had no curriculum in law.⁷

In other words: “The law courses that business schools offer to potential CPAs should be designed to ensure mastery of the subjects covered on the CPA examination . . .”⁸ This might remain true whether or not twenty-first century voices in accountancy education disclaim passage of the CPA Examination as an accountancy educational goal.⁹ To the minds of surveyed business law educators of 1993 and 2005, UCC-topics numbered among the topmost ranks among CPA Examination subject-matters of salience to accountancy students contemplating a public accounting career.¹⁰

⁵ *Id.* at 161, 180.

⁶ *Id.* at 180.

⁷ Christine Neylon O’Brien & John Neylon, *The Role of Business Law in the 150 Hour Educational Requirement for CPA Certification*, 18 J. OF LEGAL STUD. EDUC. 1, 19 (2000).

⁸ *Id.* at 18.

⁹ KOCAKULAH ET AL., *supra* note 4, at 156.

¹⁰ *Id.* at 160-161, 174-175.

However, the 1980s was when the law component of the CPA Examination held a sway wider than thereafter.¹¹ Upon CPA Examination revisions of 1994 through 2004 or still more recently, the business law element of the test reached its then-nadir.¹² Examination-revision diminishing business law-and-accountancy professors' potent rationale for business law course-requirements, the incentives for accountancy students to register for elective business law coursework faded accordingly.¹³ Meanwhile, between 1969 and 2009 corporate law was removed from the majority of business schools' curricula.¹⁴ As early as 1969 the AACSB excised language from its standards that looked to business law as a curricular requirement.¹⁵

For decades, new Certified Public Accountants have deemed business law as of comparatively slight import respecting their own professional competence.¹⁶ And nowadays prominent organizations of the accountancy field treat business law acumen as of eroding import for their calling's college graduates.¹⁷ The Uniform Accountancy Act Model Rules require no business law coursework, albeit expressly exacting income taxation-training.¹⁸ Universities overwhelmingly have come to require but a single business-core law-based course for their majors in business; the decline from a minimum of two such business law courses to this decade's solitary one transpired over 1960-2010.¹⁹ Proceedings of the AACSB Golden Jubilee Meeting over April 25-29, 1966, already evidenced the shifting tide.²⁰

The American Institute of Certified Public Accountants ("AICPA") released an Exposure Draft: Maintaining the

¹¹ Carol J. Miller & Susan J. Crain, *Legal Environment v. Business Law Courses: A Distinction Without a Difference?*, 28 J. OF LEGAL STUD. EDUC. 149, 158 (2011).

¹² KOCAKULAH ET AL., *supra* note 4, at 144-145.

¹³ *Id.* at 182.

¹⁴ J.C. Spender, *The Past Is Present*, BizEd, 42-44 (March/April 2016).

¹⁵ KOCAKULAH ET AL., *supra* note 4, at 152.

¹⁶ *Id.* at 146.

¹⁷ *Id.* at 139.

¹⁸ *Id.* at 141, 178.

¹⁹ MILLER & CRAIN, *supra* note 11, at 166.

²⁰ *Id.* at 166-167, 167 n.83.

Relevance of the Uniform CPA Examination on September 1, 2015.²¹ Said “relevance” communicates to the citizenry that the AICPA’s Certified Public Accountant credential maintains its assurance of high professional capacities. Accommodating an entrepreneurial spirit, the Exposure Draft related: “The accounting profession is dynamic, and the required skills and abilities of CPAs need to evolve to keep pace with the increasing rate of change in the marketplace.”²² That Exposure Draft delivered proposals for the impending version of the Uniform CPA Examination.

The Exposure Draft delineated proposed revisions to become effective upon approval by the AICPA Board of Examiners:²³ “The AICPA will consider all responses received on or before November 30, 2015,”²⁴ i.e., in eleven weeks from the Exposure Draft’s release. Actual revisions were to be announced during 2016 toward adoption for the 2017 Exam.²⁵ The structure of the Exam was to continue as that of its current four sections.²⁶

Business Law was to remain as area II of the Regulation section: “The Regulation (REG) section tests knowledge and skills that a newly-licensed CPA must demonstrate with respect to federal taxation, ethics and professional responsibilities related to tax practice, and business law.”²⁷ Anticipated was extension of the Exam’s length from 14 to 16 hours.²⁸ But the proportion of the upcoming version of the Exam allocated area II shriveled to 5-15 percent from its current 17 to 21 percent.²⁹ Business Law’s

²¹ AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS, EXPOSURE DRAFT: MAINTAINING THE RELEVANCE OF THE UNIFORM CPA EXAMINATION 3 (2015), <https://www.aicpa.org/BecomeACPA/CPAExam/nextexam/DownloadableDocuments/Next-CPA-Exam-Exposure-Draft-20150901.pdf>.

²² *Id.* at 23.

²³ *Id.* at 2.

²⁴ *Id.* at 6.

²⁵ *Id.* at 4.

²⁶ *Id.* at 3.

²⁷ *Id.* at 21.

²⁸ *Id.* at 4.

²⁹ *Id.* at 21, A55.

contemplated ceiling falls beneath its prior floor: “Additionally, the content percentage allocated to Area II will be reduced.”³⁰ For example: “The group Uniform Commercial Code will be eliminated; however, the topic *Secured Transactions*, formerly in that group, will move to the group Debtor-Creditor Relationships.”³¹

The National Association of State Boards of Accountancy (“NASBA”) reacted to this Exposure Draft via its October 23, 2015, joint letter from NASBA’s President-CEO, and its Chair, to the AICPA Board of Examiners. Regarding significant areas of content, this reply propounded, *inter alia*:

In REG, Area II – Business Law, Topic D. Government Regulation of Business: The International Qualifications Appraisal Board (IQAB) is concerned about deleting a significant portion of the content that has been tested regarding the Uniform Commercial Code, as well as other federal laws and regulations (including antitrust, copyright, patents, money laundering, labor, employment and ERISA). This is important because the REG section of the Examination is used as the International Qualifications Examination (IQEX). It is imperative that this section not be reduced³²

Imperative.

Respecting the content ranges within each section of the Examination, this NASBA response offered:

- a. The reduction in emphasis on REG, Area II, Business Law is concerning. A

³⁰ *Id.* at 21.

³¹ *Id.* at 21 (italics in original).

³² Letter from Walter C. Davenport, Chair of the NASBA, and Ken L. Bishop, President and CEO of the NASBA, to the Board of Examiners of the AICPA (Oct. 23, 2015), *available at* <https://media.nasba.org/files/2015/10/Response-to-CPA-Exam-Exp-Oct-23-2015.pdf>.

reduction from a minimum of a 17% focus to only a 5% focus seems extreme, as the basic understanding of business law is crucial to all CPAs. We would suggest a minimum range would be between 10% and 15%. Further, if REG is going to continue to serve as the IQEX Exam, Business Law topics should be increased to range between 15% and 20% of the Examination.

b. We note that throughout all four sections of the Examination, the number of content areas has been reduced and the percentage bands within each reconstituted area have been expanded. Why were bands with ranges from 4-6% previously, now all given ranges of 10%? This has the effect of providing less granularity and insight to stakeholders, including candidates, regarding the importance of various topics

c. This expansion of percentage bands also seems to give much latitude in creating panels. As an example, as outlined in the Exposure Draft, 85% of one REG. Examination could be devoted solely to taxation topics, leaving only 15% for business law, ethics, professional responsibilities and federal tax procedure³³

Hence assume, *arguendo*, that within accountancy the requisite command of business law (expressly embracing the Uniform Commercial Code) were to shrink. There transpires an actual, years-long annual evaporation from business schools' applicant-pool.³⁴ Hence assume, *arguendo*, that such yearly diminution endures. If those conditions prevailed in

³³ *Id.* at 4-5.

³⁴ Alexandra Wolfe, *Clayton Christensen*, WALL ST. J., Oct. 1-2, 2016, at C17.

2017, then how during 2018 could undergraduate commerce colleges' business law professors substantiate their own value more vigorously?

III. COMMERCIALIZED EMPLOYMENT-MARET CAPABILITIES SIGNALING

The undergraduate school of business law professor constructively could reinforce 2018's students and future alumni and alumnae through facilitating award to them of well-earned professional business certifications. Undergraduate business colleges' entering freshmen seek more structured support and career guidance, even tailored career advice, than that on-offer hitherto.³⁵ Simultaneously, knowing scholars of business assert: "When assessed from an employer's perspective, any evidence of a student's study for professional designations and/or passing those exams may suggest a high level of ambition, strong work ethic and career commitment from that student."³⁶

Any payoffs from students' display to employers of such affirmative evidence might particularly prove practical for an identifiable population of the student-bodies found among America's many undergraduate commerce colleges. For in 2016, economists Eric R. Eide, Michael J. Hilmer and Mark H. Showalter reported their study of the earnings of approximately 7,300 college graduates a decade postgraduation.³⁷ Their report controlled for variables influencing graduates' incomes including, e.g., age at conferral of degree, ethnicity/race, family income, graduate degrees, marital status, SAT scores, and sex.³⁸ It disclosed that the sharpest earnings gaps develop among business majors; products of selective institutions command 12% greater average earnings than do midtier-colleges' products and 18%

³⁵ Srilata Zaheer, *Business is Our Classroom*, BIZED (February 23, 2016), <http://www.bizedmagazine.com/archives/2016/2/features/busine-ss-is-our-classroom>.

³⁶ Joseph W. Goetz, et al., *Integration of Professional Certification Examinations With the Financial Planning Curriculum: Increasing Efficiency, Motivation, and Professional Success*, 4 AM. J. OF BUS. EDUC. 35 (2016), <https://www.cluteinstitute.com/ojs/index.php/AJBE/article/view/4111>.

³⁷ Eric R. Eide, et al., *Is It Where You Go or What You Study? The Relative Influence of College Selectivity and College Major on Earnings*, 34 CONTEMP. ECON. POL. 37, 39 (2016).

³⁸ *Id.*

more in earnings than graduates of least-selective colleges.³⁹ These economists add: “[I]t could be related to differences in alumni networks and other connections with potential employers for jobs and internships due to institutional prestige.”⁴⁰ Truly could it be connected with those divergences, because 21 years earlier Cornell University Professor of Economics, Ethics, and Public Policy Robert H. Frank and Duke University Professor of Public Policy Philip Cook discerned: “Many of the nation’s most prestigious employers have an interest in hiring the graduates of elite institutions quite independently of how they perform on the job.”⁴¹

So faculty members serving less-exclusive student bodies within less-prestigious institutions ought, for their identifiable student-segment among America’s undergraduate business schools, to help level an uneven jobhunting-field. Pursuit of a business professional designation by commerce college undergraduates exemplifies the signaling exercise: “The use of a mechanism by which someone indicates to someone else that they have certain characteristics, even though those characteristics are not directly observable.... Economists have been increasingly inclined to explain economic and non-economic phenomena as signals.”⁴² Paul Seabright, respected professor of economics at the Toulouse School of Economics, observes how, after all, everyone serves within networks shaping self-presentation to everybody else.⁴³

Consider the following:

. . . students may seek qualifications
through formal examinations even
though they have no interest in a subject,

³⁹ *Id.*, at 41.

⁴⁰ *Id.*

⁴¹ ROBERT H. FRANK & PHILIP J. COOK, *THE WINNER-TAKE-ALL SOCIETY: WHY THE FEW AT THE TOP GET SO MUCH MORE THAN THE REST OF US* 148 (1995).

⁴² GRAHAM BANNOCK, ET AL., *DICTIONARY OF ECONOMICS* 380 (1998).

⁴³ PAUL SEABRIGHT, *THE WAR OF THE SEXES: HOW CONFLICT AND COOPERATION HAVE SHAPED MEN AND WOMEN FROM PREHISTORY TO THE PRESENT* 125 (1st ed. 2012); PAUL SEABRIGHT, *THE COMPANY OF STRANGERS: A NATURAL HISTORY OF ECONOMIC LIFE* (rev. ed. 2010).

and it is well known that it will be of no use to them in actually doing a job. This is rational conduct if they believe that prospective employers will regard success in examinations as signaling ability, so that such success helps obtain a good job.⁴⁴

Reinforced employment-marketplace signaling capability is advisable for less prestigious institutions' graduates, even after factoring-in their presumptive willingness to work for less. For employers' hiring is impeded by information costs, even when labor's marginal value product exceeds its remuneration.⁴⁵

Respecting human capital, employer-employee certification signals also succeed in reverse. Those burgeoning "Best Places to Work" certifications correspond to lower rates of turnover. There seem such turnover abatements across multiple certifications, albeit at shrinking marginal turnover-diminutions. With an employer's certifications-increase comes an elevation of applicant pool quality for smaller enterprises.⁴⁶

Certified Public Accountants boast generalist practitioners and specialists to boot, e.g., forensic accountants, management accountants, and tax accountants.⁴⁷ Undergraduate school of commerce law professors, heedful of professional business certifications, understand that (like Certified Public Accountants) lawyers specialize, e.g., the bankruptcy attorney or the estate attorney.⁴⁸ Most lawyers

⁴⁴ JOHN BLACK, ET AL., A DICTIONARY OF ECONOMICS 413-14 (3rd ed. 2009).

⁴⁵A. ALLAN SCHMID, BENEFIT-COST ANALYSIS: A POLITICAL ECONOMY APPROACH 115 (1st ed. 1989); A. ALLAN SCHMID, CONFLICT AND COOPERATION: INSTITUTIONAL AND BEHAVIORAL ECONOMICS 229-30 (1st ed. 2004).

⁴⁶ Brian R. Dineen & David G. Allen, *Third Party Employment Branding: Human Capital Inflows and Outflows Following "Best Places to Work" Certifications*, 59(1) ACAD. OF MGMT. J. 90 (Feb. 2016).

⁴⁷ Catherine Seeber, *There's a Designation for That*, J. OF FIN. PLAN. (May 2014) at 29.

⁴⁸ *Id.*, at 28.

prefer a practice concentrated on a single area of law.⁴⁹ Highly familiar too are medical specialists, e.g., orthopedists.⁵⁰ Observe that in these fields a mastery of the discipline, corresponding to that of a general practitioner, must be absorbed (in the customary expectation) before or at least simultaneously with an expertise in any specialization.

Contrariwise, within the financial industry, specialized credentials are in supply for that market's many predatory participants devoid of knowledge comparable to that of the Certified Public Accountant or attorney. Thus, the temptation for opportunists to prey upon the unsuspecting by flaunting superficial credentials; those credentials less evidence sophisticated professional competence than imply that they are designed to appeal to some assumedly-exploitable consumer market element, like seniors:⁵¹ "There . . . has long been a trend among financial advisers of paying to earn various designations meant to show expertise in a particular niche, such as serving retirees."⁵² This contrasts with using specialization to advance (as above) the professional's knowledge *beyond* a generalist's professional-level base.⁵³

That point was elaborated upon, in context of the nascent financial therapy field, in America's business media:

Potential clients should be aware that not all financial therapists have financial-planning backgrounds. Some hail from mental-health fields and often focus on solving one issue, such as anxiety due to cash-flow problems. For comprehensive financial plans and continuing advice, individuals should make sure an adviser has extensive experience and holds a

⁴⁹ *Id.*

⁵⁰ *Id.* at 29.

⁵¹ JANE BRYANT QUINN, *HOW TO MAKE YOUR MONEY LAST: THE INDISPENSABLE RETIREMENT GUIDE* 29-30 (1st ed. 2016).

⁵² Anne Tergesen, *Help Wanted: A Therapist for Your Finances*, WALL ST. J., Aug. 1-2, 2015, at B7.

⁵³ Seeber, *supra* note 47, at 29; Quinn, *supra* note 51, at 30.

major designation, such as being a certified financial planner.⁵⁴

One witnesses specializing to advance beyond the generalist's disciplinary baseline, ideally anyway, in the instances of the Certified Public Accountant, the attorney, and the physician. The school of business administration's law professors do well to march ahead conscious of prospective payoffs from the economists' salutary signaling device. However, business law professors cautiously must circumvent the hazard of promoting certifications other than those appropriately appreciated as substantive. Most agreeably, one finds information at hand in reassuring measure respecting contract management's CCCM business credential.

IV. CONTRACT MANAGEMENT'S CCCM PROFESSIONAL CREDENTIAL

A. CONTRACT MANAGERS INTERWEAVE THE WORLD

Tyler Cowan, the George Mason University economist, counsels that modern America witnesses a wide array of careers that now, highly frequently, demand a university education short of the master's degree-level.⁵⁵ Numbered among these are found the roles of buyers and purchasing agents.⁵⁶ The National Contract Management Association discerns that contract management, and procurement, actually mirror one another. Procurement consists of evaluation and selection of sellers. The supplier counterpart-role is that of the contract managers. Contract management is a niche within the procurement profession. Contract managers aim to optimize outcomes bilaterally.⁵⁷ Indeed, the Labor Department's Bureau of Labor Statistics in January 2013 delivered (on behalf of the

⁵⁴ Tergeson, *supra* note 52, at B7.

⁵⁵ TYLER COWEN, *AVERAGE IS OVER: POWERING AMERICA BEYOND THE AGE OF THE GREAT STAGNATION* 37 (1st ed. 2013).

⁵⁶ *Id.*

⁵⁷ NAT'L CONT. MGMT. ASS'N, *WHAT IS CONTRACT MANAGEMENT?*, (April 3, 2016) (<http://www.ncmahq.org/About/content.cfm?ItemNumber=993&navitemNumber=9909>).

Standard Occupational Classification Policy Committee) a *Direct Match Title File* assimilating the “Contracting Manager” and “Contract Administrator” with “Purchasing Managers.”⁵⁸ In Canada, similarly, the government’s National Occupational Classification 2011 listed “contract manager” among titles of “Purchasing managers.”⁵⁹

The late Douglass C. North, in 1993 the joint recipient of the Nobel Prize for Economics,⁶⁰ explained that a division of specializing labor engenders a worldwide populace expert in its specialties yet consequentially more ignorant about the globe’s other elements.⁶¹ More than an efficient system for pricing is demanded to integrate specialized knowledge at low-level transaction expense.⁶² For products have *indirect* producers, e.g., the guarantors of property and contractual rights, who sustain the structures wherein direct producers prosper.⁶³ The expense in transacting is identifiable as the burden of agreement-enforcement plus the measurement of what is exchanged.⁶⁴ Both enforcement and measurement must prove imperfect even postulating well-specified rights in property.⁶⁵ Vended services and goods (e.g., computers and autos) must be presented for purchasers lacking expertise (such as that of, e.g., the computer programmer or automotive engineer): “Warranties, guarantees, trade marks are just illustrations of the vast range of institutions and organizations that enabled specialized individuals to have access to the other

⁵⁸ U.S. DEPARTMENT OF LABOR: BUREAU OF LABOR STATISTICS, *DIRECT MATCH TITLE FILE* (2016),

http://www.bls.gov/soc/soc_2010_direct_match_title_file.pdf.

⁵⁹ GOVERNMENT OF CANADA, *QUICK SEARCH - RESULTS* (April 3, 2016),

<http://www5.hrsdc.gc.ca/NOC/English/NOC/2011/QuickSearch.aspx?val65=0113>.

⁶⁰ BANNOCK ET AL., *supra* note 42, at 301.

⁶¹ DOUGLASS C. NORTH, *UNDERSTANDING THE PROCESS OF ECONOMIC CHANGE* 162 (1st ed. 2005).

⁶² *Id.* at 98, 121.

⁶³ DAVID COLANDER & RONALD KUPERS, *COMPLEXITY AND THE ART OF PUBLIC POLICY: SOLVING SOCIETY’S PROBLEMS FROM THE BOTTOM UP* 34 (1st ed. 2014).

⁶⁴ North, *supra* note 61, at 158.

⁶⁵ *Id.* at 123.

consumer markets that they needed in order to take advantage of the potential economies possible in...a world of specialization."⁶⁶

Exemplifying transaction costs, broadly, are the expenses behind, e.g., amassing information, negotiations, monitoring, and contract enforcement;⁶⁷ whereas production costs actually result in utility-evoking services and goods.⁶⁸ In fact, to cut transaction costs impeding the maximizing of wealth is fixed-upon by positive law-and-economics scholars insofar as they define prescriptive corollaries at all.⁶⁹ Happily, as North comprehends: "The movement from personal to impersonal exchange always increases total transaction costs but the consequence is a drastic reduction in production costs, which more than offset the increased resources going into transacting—and was responsible for the dramatic growth of modern economies."⁷⁰ Impersonal exchange at a level actually definitive of everyday life is indispensable to the economic advance of our species.⁷¹

More specifically, investigators into law and economics distinguish three transaction cost subvarieties. These are contractual, information, and policing costs. Hence, contractual costs constitute a niche within transaction costs. Negotiation expenses (including the value of lost time), and brokerage and legal fees exemplify the contractual costs behind attaining agreements.⁷² Consistently with these realities, the nonprofit International Association for Contract

⁶⁶ *Id.* at 121.

⁶⁷ NICHOLAS MERCURO & STEVEN G. MEDEMA, *ECONOMICS AND THE LAW: FROM POSNER TO POSTMODERNISM AND BEYOND* 113-114 (2nd ed. 2006).

⁶⁸ RICHARD A. IPPOLITO, *ECONOMICS FOR LAWYERS* 123 (1st ed. 2005).

⁶⁹ JONATHAN KLICK & FRANCESCO PARISI, *FUNCTIONAL LAW AND ECONOMICS, THEORETICAL FOUNDATIONS OF LAW AND ECONOMICS* 41 (1st ed. 2009).

⁷⁰ North, *supra* note 61, at 91.

⁷¹ Peter Boettke, *Institutional Transition and the Problem of Credible Commitment*, I ANN'L PROC. OF THE WEALTH AND WELL-BEING OF NATIONS 41, 46-47 (2008-2009) (https://www.beloit.edu/upton/annual_proceedings/).

⁷² A. ALLAN SCHMID, *PROPERTY, POWER, AND PUBLIC CHOICE: AN INQUIRY INTO LAW AND ECONOMICS* 88 (1st ed. 1978).

& Commercial Management (IACCM) was established during 1999 due to a need for contract and commercial management skills. That need resulted from global trade's deepening complexity.⁷³

B. CONTRACT MANAGEMENT AS A CAREER

Truly is the system of networking, sales, purchases, etc. ("increased resources going into transacting"), a business endeavor. Contracts nonetheless seem within the attorney's compass.⁷⁴ North states: "[I]nside the firm there are ever increasing numbers of accountants, lawyers, and others devoted to facilitating exchange in the complex world of impersonal exchange."⁷⁵ Supposing swelling totals of people working with contracts, the contracts-portfolio's administration and the handling of the risks therein demand attention.⁷⁶ Who in the modern day company oversees contractual risks? While the correct reply shifts among projects and organizations, the contract manager bears a major portion of the load.⁷⁷

The Bureau of Labor Statistics' *Occupational Outlook Handbook, 2016-2017 Edition* pronounces: "Purchasing managers plan, direct, and coordinate the buying of materials, products, or services for wholesalers, retailers, or organizations."⁷⁸ Furthermore, "Purchasing managers, sometimes known as *contract managers*, are also responsible for developing their organization's procurement policies and

⁷³ TIM CUMMINS, ET AL., *CONTRACT & COMMERCIAL MANAGEMENT – THE OPERATIONAL GUIDE* (JANE CHITTENDEN ed., 1st ed. 2011).

⁷⁴ HELENA HAAPIO & GEORGE J. SIEDEL, *A SHORT GUIDE TO CONTRACT RISK* (New ed. 2013).

⁷⁵ North, *supra* note 61, at 91.

⁷⁶ HAAPIO & SIEDEL, *A Short Guide to Contract Risk*, *supra* note 73; HELENA HAAPIO & GEORGE J. SIEDEL, *PROACTIVE LAW FOR MANAGERS: A HIDDEN SOURCE OF COMPETITIVE ADVANTAGE* 123 (1st ed. 2011).

⁷⁷ HAAPIO & SIEDEL, *A Short Guide to Contract Risk*, *supra* note 73; HAAPIO & SIEDEL, *Proactive Law for Managers*, *supra* note 75.

⁷⁸ Bureau of Labor Statistics, U.S. Dep't of Labor, *Occupational Outlook Handbook, 2016-17 Edition*, <http://www.bls.gov/ooh/management/purchasing-managers.htm> (last visited Jan. 13, 2016).

procedures. These policies help ensure that procurement professionals are meeting ethical standards to avoid potential conflicts of interest or inappropriate supplier and customer relations.”⁷⁹

Understandably, “Purchasing managers usually have at least a bachelor’s degree and some work experience in procurement. A master’s degree may be required for advancement to some top-level manager jobs.”⁸⁰ In Canada, one learns of employment prerequisites for purchasing managers: “A bachelor’s degree or college diploma in business administration, commerce or economics is usually required.”⁸¹

Consistently with the foregoing, Robert Half Legal’s *U.S. Glossary of Legal Job Descriptions* offers capsule-descriptions of the educational background, jobskills and duties of many employment slots in corporate legal departments. The *Glossary* records:

Contract administration is the management of contracts made or to be made with customers, vendors, partners or employees. It involves negotiating the terms and conditions in contracts, analyzing and minimizing risk, ensuring compliance with the terms and conditions, documenting and agreeing on any changes or amendments that may arise during implementation or execution, and drafting and executing contracts. Duties may include implementing systems and software to ensure accurate tracking and record-keeping in order to fulfill contractual obligations.⁸²

Supervising the contract administration staff is the contract manager, who well could represent a minimum of

⁷⁹ *Id.* (italics in original).

⁸⁰ *Id.*

⁸¹ Government of Canada, *supra* note 59.

⁸² Robert Half Legal, *U.S. Glossary of Legal Job Descriptions* (2016), <http://www.roberthalf.com/legal/industry-resources/us-glossary-of-legal-job-descriptions> (last visited March 16, 2016).

five years of experience.⁸³ More suiting the business college senior's aspirations seems the subordinate, contract administrator position (drawing upon some twelve months of experience):

The Contract Administrator is responsible for reporting on the firm's operations, overseeing administrative departments, managing outside vendors and assisting with the firm's budget. A bachelor's degree and/or a certificate of completion from a paralegal education program are typically required. Strong computer skills in basic computer programs and management software are preferred.⁸⁴

The NCMA website has a Careers Library including information on resumes, jobhunting, etc. Of course, the internet might offer many such useful resources. Yet the NCMA site is one—perhaps the only one—that some undergraduate, would-be contract managers would actually read. This website encompasses a detailed January 2014 “Salary Survey: Executive Summary” with 2013 statistics.⁸⁵ A glance at the internet can disclose reports of average contract manager position annual salaries approximating: \$79,605;⁸⁶

⁸³ *Id.*

⁸⁴ *Id.*

⁸⁵ NCMA, <http://www.ncmahq.org/> (last visited March 4, 2017).

⁸⁶ CONTRACT MANAGER SALARY,

http://www.payscale.com/research/US/Job=Contracts_Manager/Salary (last visited Apr. 13, 2015).

\$68,000;⁸⁷ \$91,730;⁸⁸ \$95,819;⁸⁹ and \$62,000;⁹⁰ with a median nationally of \$109,538.⁹¹

The NCMA's Student Memberships cost \$35.00 annually and include twelve issues of Contract Management magazine. Prospective undergraduate business school matriculants (or their job placement-minded parents) guided by a college of business's website to the NCMA website can there find a 10-minute audiovisual presentation entitled This Is Contract Management: Five Great Reasons to Become a Contract Manager.⁹² The internet meanwhile affords a 2+ pagelong Contracts Manager Resume Sample.⁹³

C. NCMA CERTIFICATION OPPORTUNITIES

The NCMA's CCCM certification examination is legally defensible and is based on psychometrically sound objective testing of knowledge.⁹⁴ This pre-credentialing test is a four-hour, multiple-choice examination. The Certified Commercial Contracts Manager (CCCM) examination is 150 questions long, with a passing score of 70 percent. This CCCM credential appears to constitute a legitimate, nearterm,

⁸⁷CONTRACT MANAGER SALARY,

<http://www.indeed.com/salary/Contract-Manager.html> (last visited Apr. 13, 2015).

⁸⁸CONTRACT MANAGER SALARIES,

<https://www.glassdoor.com/Salaries/contract-manager-salary-SRCH> (last visited Apr. 13, 2015).

⁸⁹CONTRACTS MANAGER, <http://salary.careerbuilder.com/Contracts-Manager-> (last visited Apr. 13, 2015).

⁹⁰SIMPLY HIRED, www.simplyhired.com (last visited Apr. 13, 2015).

⁹¹CONTRACTS ADMINISTRATION MANAGER SALARIES,

<http://www1.salary.com/Contracts-Administration-Manager-Salary.html> (last visited Apr. 13, 2015).

⁹²THIS IS CONTRACT MANAGEMENT,

<http://www.ncmahq.org/About/content.cfm?ItemNumber=7565&navitem> (last visited Apr. 3, 2015).

⁹³RESUME4DUMMIES, <http://www.resume4dummies.com/contracts-manager-resume-sample/> (last visited Apr. 3, 2016).

⁹⁴WELCOME TO NCMA'S PROFESSIONAL CERTIFICATION PROGRAM,

<http://www.ncmahq.org/ProfessionalDevelopment/content.cfm?ItemNumber=6068&navit> (last visited Apr. 3, 2015).

contract management credentialing-opportunity for many among a school of business's impending-degreeholders. The undergraduate degree is one prerequisite to award of the CCCM. Said certification attests to such an education *plus*, experience, and knowledge of the Uniform Commercial Code.⁹⁵ Prerequisite to earning CCCM status is a minimum of one year of experience in dealing with commercial contracts (which recalls the experience requisite to attaining that Robert Half contract administrator status), and 80 hours of continuing professional education.⁹⁶

This CCCM seems a serious credential. The scholarly literature of business recognizes that professional societies, generally, aim at educating their memberships in a shared knowledge; such knowhow can be borne by those members to their homebase-firms as an element of their workaday routines.⁹⁷ Hence a diffusion of best-practices: the optimal methods whereby to execute a given process. For professional associations endeavor to define their callings through the development of and the standardizations of skills and capabilities. Best-practices are absorbed into enterprises less by imitation than via such an association's trainees' local application of their own training.⁹⁸

Luckily: "Candidates [for the CCCM] lacking only the experiential and continuing education requirements may apply for the designation and take the [CCCM] examination. Upon successful completion of the examination, the candidate will be awarded the designation ONLY when both experiential and continuing education requirements are met."⁹⁹ Consequently, despite those continuing education and on-the-job-experience demands upon prospective CCCMs, they can take the CCCM examination shortly post-Commencement—as newborn JDs then take the bar

⁹⁵ *Id.*

⁹⁶ *Id.*

⁹⁷ STEVEN J. KAHL, ASSOCIATIONS, JURISDICTIONAL BATTLES, AND THE DEVELOPMENT OF DUAL-PURPOSE CAPABILITIES 381, 391 (1st ed. 2014).

⁹⁸ *Id.* at 391.

⁹⁹CERTIFICATION,

<http://www.ncmabluegrasschapter.org/Certification.html> (last visited Apr. 3, 2015).

examination. Here enter employment placement-conscious professors teaching undergraduate business law. Their undergraduates can be assisted toward postgraduation mastery of this UCC “bar examination.” The CCCM examination is provided at various times weekly through Kryterion Learning Centers; available are more than 600 testing centers nationally and internationally,¹⁰⁰ i.e., wherever the newly-minted business degreeholder nets her job.

Therefore, a professional business credential for recent arrivals to their vocation proves earnable—examwise, at any rate—when the business school’s undergraduate UCC-lessons remain fresh. An Economics Department’s course in Law and Economics might empower would-be contract manager-students, and instill an overarching logic embedded in a clutch of UCC and additional business administration law-topics. Theories of contract law seem to blur into certain humanities theories, like philosophical theories, or conceptual theories within political science.¹⁰¹ Yet a law and economics descriptive theory of contract law doctrine, itself, just might become workable.¹⁰² Carlin Romano’s booklength discussion of philosophy in the United States¹⁰³ elicited Tom Meany’s rejoinder: “The book...has a glaring gap in perhaps the most important region of philosophy today—economics, or what used to be called political economy—which, with its reigning orthodoxies and radical challengers, could have been the center of a book like this.”¹⁰⁴ Supposing such an overarching logic, the researches and the teaching of lawyers and academic economists could dovetail synergistically¹⁰⁵ when confronting

¹⁰⁰CCCM,

<http://www.ncamahq.org/ProfessionalDevelopment/cccm.cfm?ItemNumber=1067&navitem> (last visited Apr. 13, 2015).

¹⁰¹BRIAN H. BIX, LAW AND ECONOMICS AND EXPLANATION IN CONTRACT LAW, THEORETICAL FOUNDATIONS OF LAW AND ECONOMICS 203-04 (Mark A. White, ed., 1st ed. 2009).

¹⁰²*Id.* at 213.

¹⁰³CARLIN ROMANO, AMERICA, THE PHILOSOPHICAL (1st ed. 2012).

¹⁰⁴Thomas Meany, *Reading the National Mind*, WALL ST. J., June 2-3, 2012, at C6.

¹⁰⁵ Carol J. Miller & Susan J. Crain, *Law-Based Degree Programs in Business and Their Departments: What’s in a Name? (A Comprehensive*

subject-matter like regulation, the legal machinery of market protection, and public policy.¹⁰⁶ How might commerce college law professors empower business students for CCCM's UCC "bar examination"?

V. THE UNDERGRADUATE BUSINESS LAW DEPARTMENT AND THE CCCM

It has been recognized that:

The National Contract Management Association (NCMA) issues contract management certification. The organization notes that entry-level contract professionals [e.g., bachelor's degree-holding CCCM-examination candidates] usually perform clerical tasks, prepare responses for contract modification, assist upper-management and analyze contract requirements and terms to make sure that the contract complies with laws and regulations.¹⁰⁷

Thereby each rookie rather resembles the classic picture of a lately-graduated JD toiling in a major law firm while studying for, or recently having passed, her bar examination.¹⁰⁸ No surprise is it that the NCMA answers the question "What are the recommended study materials for the CCCM?" with "Cornell University Legal Institute web site <http://www.law.cornell.edu/uss/>"; a followup question to the NCMA runs: "What are the optional materials for the

Study of Undergraduate Law-Based Degrees in AACSB-Accredited Universities, 24 J. OF LEGAL STUD. EDUC. 235, 275 (2007).

¹⁰⁶*Academy of Legal Studies in Business: Task Force on General Education, Legal Studies in General Education: Phase I Final Report*, 17 J. OF LEGAL STUD. EDUC. 161, 186 (1999).

¹⁰⁷HOW TO BECOME A CERTIFIED CONTRACT MANAGER, http://study.com/articles/How_to_Become_a_Certified_Contract_Manager.html (last visited Apr. 3, 2016).

¹⁰⁸ MARTIN MAYER, THE LAWYERS 330-31 (1967).

CCCM[?],” this enquiry evoking: “The Contract Management Body of Knowledge (CMBOK). 4th Edition.”¹⁰⁹

This CMBOK is published by the NCMA itself. That 4th edition dates from 2013.¹¹⁰ The year 2013 also brought ExamReview’s CCCM Contract Management Exam Study Guide & Practice Questions 2014.¹¹¹ Its Amazon.com blurb, from pages two and three of this book, proclaims of the CCCM examination: “The focus is more on the UCC Articles 1, 2, and 2a and some general commercial contracting elements.... At the time of this writing, CCCM is in a format of 150 questions per exam....”¹¹² Indeed that focus falls on the UCC.

This book is just 298 pages long.¹¹³ One learns from a detailed Table of Contents¹¹⁴ that the great bulk of the substance of its CCCM examination material ought to be quite familiar to innumerable undergraduate business law-course veterans. The wide range of its detailed topics-listing signifies that each such topic’s coverage can be but narrow therein, attracting a couple of pages per subject. Article 1 is largely commonsense, at least for a lawyer teaching business law. Undergraduate business law courses routinely teach about UCC Article 2 (Sales). Undergraduate professors of business law might present sufficient CCCM material by advancing as though with one eye on the UCC and another on that Study Guide for 2014.

Professors Carol J. Miller and Susan J. Crain’s review of hundreds of catalog course descriptions enabled them to formulate this Legal Environment model-course’s composite course description:¹¹⁵

¹⁰⁹CERTIFICATION FAQs, http://www.ncmahq.org/ProfessionalDevelopment/cccm.cfm?ItemNumber_(last visited Apr. 3, 2015).

¹¹⁰MARGARET G. RUMBAUGH & JOHN WILKINSON, CONTRACT MANAGEMENT BODY OF KNOWLEDGE (4th ed. 2013).

¹¹¹CCCM CONTRACT MANAGEMENT EXAM STUDY GUIDE & PRACTICE QUESTIONS 2014 (Large ed. 2013).

¹¹²*Id.* at 2-3.

¹¹³ *Id.*

¹¹⁴*Id.* at 3-5.

¹¹⁵MILLER & CRAIN, *supra* note 11, at 202.

This course explores legal and ethical issues to assist business persons in recognizing, preventing, and managing related risks in the domestic and international regulatory environment in which businesses function. Students are introduced to the U.S. court system, and alternative means of resolving legal disputes. Sustainability of business practices, social responsibility, and rights & duties are explored through discussion of environmental law, employment discrimination, deceptive advertising, products liability, torts, and agency principles, along with related constitutional law issues. The course also examines how contract rules and practices impact businesses, customers and other constituents.¹¹⁶

Miller and Crain contrast that with their Business Law model-course's composite course-description:

Business organizations are examined in terms of differentiating the structure, legal requirements, liability risks, and agency rights & duties. Fiduciary duties are discussed, including their relationship with selected security regulations. Rules related to contracts are studied, along with Uniform Commercial Code requirements as they apply to sale of goods, negotiable instruments and secured transactions. Application of these rules and concepts to business situations is emphasized.¹¹⁷

These composite course descriptions comport with CCCM credential considerations. Contract rules impact businesses,

¹¹⁶ *Id.* at 203.

¹¹⁷ *Id.* at 206.

customers and other constituents. Uniform Commercial Code requirements apply to sale of goods.

VI. CONCLUSION

Appraised herein has been a specific, Uniform Commercial Code-focused certification option. That CCCM credential in its serious business field appears a realistic, postgraduation goal toward which an undergraduate business school can train and aim undergraduates. The CCCM is on-offer through the National Contract Management Association. By no means need “Business Law Department” professors in business schools inaugurate inquiries into the subject of undergraduates and professional certifications in business, particularly regarding the law-related business field of contract management, from Square One. Nearterm, professional certifications in practical business sectors can add muscle to the push of ambitious commerce school-products to win challenging positions, and to prosper therein.

In 2015, Robyn Lawrence and Melissa Wright of the University of Scranton assessed the contemporary role of business law within the accountancy curriculum.¹¹⁸ They declared their topic’s impact beyond the sectors of accountancy’s students and their educators.¹¹⁹ They apprehended that the retreat of law-related instruction within the accountancy curriculum seemed to have paused through the preceding decade.¹²⁰ Yet they also acknowledged the thrust of the September 2015 AICPA Exposure Draft.¹²¹ In the meantime, preparation of business school undergraduates for the CCCM credential presents another avenue whereby “Business Law Department” professors potentially show their mettle afresh, even in a period of shrinking emphasis on legal topics in the Uniform Certified Public Accountant Examination.

¹¹⁸Robyn Lawrence & Melissa Wright, *The Current Role of Business Law in the Accounting Curriculum*, 15(7) J. HIGHER EDUC. THEORY & PRACTICE 86 (2015).

¹¹⁹ *Id.*

¹²⁰ *Id.* at 93-94.

¹²¹ *Id.* at 90.