Detailed Contents

Acknowledgments	xvii
Introduction	1
PART I CONTEXT AND CHALLENGES:	
INTERNATIONAL LAW, CORPORATE LAW, A	ND
RESPONSIBILITY FOR HUMAN RIGHTS RIS	
International Law, Corporate Law, and Governance Gaps	17
Introduction	17
I. International Law	18
A. The Position of the "Legal Person" in International Law:	
Sovereign Powers and Privileges	18
B. Sources of International Law: State Conduct, Conventions,	
Custom, and Common Principles	19
1. Conventions	19
2. Custom and State Conduct	20
C. Others in International Law: Empire, Global Business Enterp	orise,
and Economic Influence	20
D. Economic Globalization and Business Enterprises	24
II. Public International Human Rights Law and Private	
Corporate Actors	25
A. International Human Rights Instruments and Institutions	27
B. Human Rights Abuses Involving Corporate Actors	29
C. Corporate Complicity in International Human Rights Violat	ions 30
 Corporate Contributions to Compromising Civil Rights, 	
Political Rights, and Human Security	32
2. Corporate Complicity in Violations of Socioeconomic Right	s 36
3. Corporate Complicity in Violating the Cultural Rights of	
Indigenous Peoples	37
4. Corporate Complicity in Labor Rights Violations	39
5. Climate Change Concerns, Environmental Challenges,	Verb =
and Corporate Conduct	43
III. Corporate Law	46
A. The Purpose of the Corporate Person and Shareholder Prima	
B. Corporate Social Responsibility	51
IV. Corporate Accountability for Human Rights Violations	55

X DETAILED CONTENTS

	A. Alien Tort Statute Litigation	56
	B. The Limits of Litigation	58
	V. Incorporating Rights	59
2.	Global Policy Initiatives to Regulate Business	
	Responsibility and Human Rights	63
	Introduction	63
	I. A Chronology of Conceptual Development	65
	A. The UN Commission on Transnational Corporations and	
	Draft UN Code of Conduct on Transnational Corporations	66
	1. Substantive Content of the Code	67
	2. Commentary on the Code	68
	B. The OECD Guidelines for Multinational Enterprises	69
	1. Substantive Contents of the OECD Guidelines	70
	2. Commentary on the OECD Guidelines	71
	C. The UN Global Compact	72
	1. Substantive Content of the Global Compact	73
	2. Commentary on the Global Compact	74
	D. The UN Draft Norms on the Responsibilities of Transnational	
	Corporations and Other Business Enterprises with Regard to	
	Human Rights	74
	1. Substantive Content of the UN Draft Norms	76
	2. Commentary on the UN Draft Norms and Critical Assessments	79
	II. An Emerging Conceptual Consensus	81
	A. The UN Guiding Principles Process	81
	1. The Mandate	82
	2. The Framework	84
	B. The UN Guiding Principles on Business and Human Rights	84
	1. Substantive Content of the Guiding Principles	84
	a. The State Duty to Protect Human Rights	85
	b. The Corporate Responsibility to Respect Human Rights	86
	2. Commentary on the Guiding Principles and Critical Assessments	89
	III. Putting Principles into Practice	90
	A. The Work of the UN Working Group on Business and	
	Human Rights	91
	B. Promoting Principles: The UN Forum on Business and	
	Human Rights	92
	IV. Continuity and Change: Accounting for Accountability	96
	A. Treaty Talks	99
	B. The Zero Draft	101
	V. Incorporating Rights	103
3.	Human Rights Conflicts and the Creation of Corporate	
	Responsibility Collaborations	105
	Introduction	105

I.	Conflict: Rights and Risks	106
	A. Civil and Political Rights: Freedom of Expression,	
	Public Participation, and the Internet Communications	
	Technology Industry	106
	1. Risks to Rights	109
	B. Labor Rights: Slavery and Forced Labor in Agriculture,	
	Apparel, and Consumer Electronics	112
	1. Risks to Rights	113
	C. Human Security, Socioeconomic, and Cultural Rights:	
	Corruption, Conflict, and the Extractives and	
	Forestry Industries	114
	1. Risks to Rights	114
II.	Communication and Collaboration: From Stakeholder	
	Engagement to Structured Initiatives	115
	A. What Are MSIs?	115
	B. MSI Features	116
	C. MSIs as a Corporate Responsibility Resource	117
III.	Commitments and Compliance: Multistakeholder Initiatives to	
	Promote Responsibility and Protect Rights	118
	A. The Fair Labor Association	118
	1. FLA Mission and Membership	119
	2. FLA Substantive Policy Commitments and Procedures	120
	3. FLA Structure and Governance	121
	B. The Voluntary Principles on Security and Human Rights	122
	1. Voluntary Principles Mission and Membership	124
	2. Voluntary Principles Substantive Policy Commitments and	
	Procedures	124
	a. Risk Assessment	125
	b. Relationships with Security Service Providers: Public Sector	127
	c. Relationships with Security Service Providers: Private Sector	128
	3. Voluntary Principles Structure and Governance	129
	C. The Global Network Initiative	130
	1. GNI Mission and Membership	131
	2. GNI Substantive Policy Commitments and Procedures	132
	3. GNI Structure and Governance	133
IV.	Change: MSIs as Instruments and Institutions of	
	Global Governance	134
	A. MSI Debates: Assessing the Efficacy and Impacts of MSIs	134
	B. Structural Dynamics of Securing Human Rights through MSIs	135
	1. Obstacles and Opportunities	135
	a. Efficacy of the FLA: Obstacles and Opportunities	135
	b. Efficacy of the Voluntary Principles on Security: Obstacles	
	and Opportunities	136
	c. Efficacy of the GNI: Obstacles and Opportunities	138

		C. Making the Most of MSI Strategies Incorporating Rights	141
	v. 1	incorporating rights	141
		PART II CHANGE: HUMAN RIGHTS,	
		CORPORATE RESPONSIBILITY CODES, AND	
		COMPLIANCE WITH COMMITMENTS	
1	Info	rmation and Accountability: Regulating the Corporate Social	
4.		ponsibility to Respect Human Rights through Ranking and	
		orting	147
	•	roduction	147
	I.	The Primary Elements of Indicators	148
		A. Indicator Definitions	148
		B. Indicator Debates	150
		C. Dynamics of Indicator Creation	151
	II.	The UN Guiding Principles on Business and Human Rights:	
		Assessing and Reporting Risks	151
		A. Human Rights Risk Assessment	152
		B. Reporting Risks to Human Rights	153
		C. Indicators and Information: Reporting Initiatives	154
	III.	Business and Human Rights Indicators: Ranking Respect	
		for Rights	155
		A. The Corporate Human Rights Benchmark Initiative:	
		Preventing Abuses	156
		B. KnowTheChain: Monitoring Modern Slavery	161
		C. Ranking Digital Rights Corporate Accountability Index:	
		Protecting Expression and Access to Information	169
		D. The Access to Medicines Index: Promoting Health	175
		E. The Oxfam Scorecards: Behind the Brands and Barcodes	180
		F. Enough! Demand the Supply: Companies Ranked by	
		Progress on Conflict Minerals	184
	IV.	Principles in Practice: Reporting and Ranking Respect for Rights	188
		A. Indicator Initiatives: Opportunities and Challenges	189
		1. Creation and Coordination	189
		2. Competition	191
		3. Information Inputs and Outcomes	191
		4. Contestation by Corporate Actors	192
		5. Cooperation: Shareholders and Stakeholders	193
		6. Interaction and Influence: Alignment with Law and Policy	194
		7. Institutional Interactions: Advancing Authoritative Rights	-
		Reporting	194
	**	B. Indicator Initiatives: Criticisms and Concerns	196
	٧.	Incorporating Rights	197

5.	Cor	petition, Choice, and Change: Activist Investors and	
		■ the second of	201
			201
			202
		A. Shareholder Primacy: Protection and Power	202
		1. Information as Protection for Shareholders: Disclosure	203
		2. Intervention as Protection for Shareholders: Derivative Litigation	204
		B. Socially Responsible Investors and Social Change:	
		The Purpose of Ethical Investment	205
		1. Ethical Investing: Origins and Evolution	206
		2. Ethical Investing: The Process, the Players, and Progress	207
		C. Shareholder Advocacy: Shareholder Proposals to Protect Rights	210
		1. The Shareholder Proposal Process and Proxy Statements	210
		2. Shareholder Advocacy in Selected Industry Sectors:	
		Activity and Efficacy	214
		a. Agriculture, Food, and Beverage Sector	
		Shareholder Proposals	215
		 Coca-Cola Shareholder Resolutions Related to 	
		Human Rights	215
		ii. PepsiCo Shareholder Resolutions Related to	
		Human Rights	218
		b. Apparel and Footwear Sector Shareholder Proposals	219
		 Gap Shareholder Resolutions Related to Human Rights 	219
		Nike Shareholder Resolutions Related to Human Rights	221
		c. Extractives Sector Shareholder Proposals	223
		i. ExxonMobil Shareholder Resolutions Related to Human	
		Rights and the Environment	223
		ii. Chevron Shareholder Resolutions Related to Human	
		Rights and the Environment	225
		d. Internet Communications Technology Sector Shareholder	
		Proposals	228
		i. Google (Alphabet) Shareholder Resolutions Related to	
		Human Rights	228
		ii. Apple Shareholder Resolutions Related to	
		Human Rights	230
		3. Comparing Investor Concerns across Industry Sectors	232
		4. Protecting Shareholder Voice to Promote Change	233
	II.	Global Policy Initiatives: Information Access to Advance	
		Respect for Human Rights	234
		A. UN Guiding Principles on Responsible Investment	234
	•	B. The Global Reporting Initiative	23
	III.	Government Regulation: Information Access to Advance	000
		Respect for Human Rights	237
		A Capital Markets: Material Information and Mandatory Reporting	23

xiv DETAILED CONTENTS

1. Leveraging Securities Law to Promote Corporate Social	
Responsibility and to Protect Human Rights	239
a. Curbing Conflict and Section 1502	240
b. Combating Corruption and Section 1504	242
2. Emerging Mandatory Nonfinancial Reporting Requirements	
and Human Rights: Incorporating Moral Concerns	244
B. Integrated Reporting and Investment Performance	247
IV. Ethical Consumption to Advance Respect for Rights	249
A. Public Institutions: Government Procurement Initiatives to	
Promote Rights Protection	249
B. Powerful Purchasers: Strategic Sourcing to Reduce Rights Risks	251
C. Private Individuals: Certification, Choice, and the Concerned	
Connected Consumer	252
V. Incorporating Rights	256
6 From Voluntary to Obligatory, Compareta Danarting and	
6. From Voluntary to Obligatory: Corporate Reporting and	259
Codes of Conduct to Promote Respect for Human Rights	259
Introduction	233
I. Policy Commitments and Public Reporting to Promote Human	261
Rights	201
A. Policy Commitments: The UN Guiding Principles on	262
Business and Human Rights	263
1. Corporate Codes of Conduct as Policy Commitments	203
B. Communication: The UN Guiding Principles on Business and	263
Human Rights	264
1. Public Sustainability and Social Responsibility Reporting	265
II. Rights and Responsibility Rhetoric in Corporate ReportingA. Research Design	265
1. Data Selection	267
2. Data Collection	268
3. Data Analysis	268
	270
 B. Human Rights Challenges and Corporate Responsibility Reporting 1. Agriculture, Food, and Beverage 	270
a. PepsiCo Human Rights Challenges	270
i. Content Change: Human Rights and CSR Reports	270
ii. Conduct Change: PepsiCo Before and After	2/1
Human Rights Challenges	277
2. The Apparel Industry Sector and Human Rights	278
a. Adidas and Human Rights Challenges	278
i. Content Change: Adidas Before and After	2/0
Human Rights Challenges	279
ii. Conduct Change: Adidas Before and After	213
Human Rights Challenges	285
3 The Extractives Industry Sector and Human Diabet	286

a. ExxonMobil and Human Rights Challenges and	
Communications	286
 Content Change: ExxonMobil Before and After 	
Abuse Allegations	287
ii. Conduct Change: ExxonMobil Before and After	
Crisis Incidents	291
4. The Technology Sector and Human Rights	295
a. Microsoft and Human Rights Challenges	296
i. Content Change: Microsoft Before and After Human	
Rights Challenges	296
ii. Conduct Change: Microsoft Before and After Human	
Rights Challenges	300
C. Consistency with Global Standards and Contrasts between	
Competitors	304
D. Remaining Challenges: Access to Remedy and Sustaining Reforms	305
III. Codes of Conduct as Policy Commitments: From Voluntary to	
Obligatory	305
A. Codes of Conduct and Corporate Social Responsibility	306
B. International Codes and Corporate Responsibility	307
C. Industry Sector Instruments and Individual Company Codes	308
1. The Voluntary Principles on Security and Human Rights as	
Obligatory	308
a. Selected Self-Regulation Instruments: Shell	310
2. The Fair Labor Association Workplace Code of Conduct	
and Compliance Benchmarks	312
a. Selected Self-Regulation Instruments: Nike	313
3. The Fair Food Code of Conduct	314
a. Selected Self-Regulation Instruments: McDonald's	316
4. The Responsible Business Alliance	318
a. Selected Self-Regulation Instruments: Apple	319
IV. From Voluntary to Obligatory: The Risks and Rewards of	
Conduct Codes and Corporate Reporting	321
A. The Rewards and Risks of Codes and Corporate Reporting	321
B. From Voluntary to Obligatory: Strengthening Soft Standards	323
V. Incorporating Rights	323
Conclusion	325
Epilogue	333
Appendix A: Selected Sustainability Reports	341
Appendix B: Selected Codes of Conduct	351
Selected References	357
Index	373