

Resolved, shareholders request that Alphabet Inc. (“Alphabet” or “the Company”) establish a Human Rights Risk Oversight Committee (“the Committee”) of the Board of Directors, composed of independent directors with relevant experience. The Committee should provide an ongoing review of corporate policies and practices, above and beyond legal and regulatory matters, to assess how Alphabet manages the current and potential impacts of the Company’s products and services on human rights, oversee the extent to which the Company is meeting international human rights responsibilities, and offer guidance on strategic decisions. At its discretion, the Board should consider creating an advisory body of independent subject matter experts to aid the Committee in its oversight responsibilities, publishing a formal charter for the Committee and a summary of its functions, and directing the Committee to issue periodic reports.

Supporting Statement:

The 2011 *United Nations Guiding Principles on Business and Human Rights* (“UNGPs”) call on companies to undertake human rights due diligence to identify, prevent, and mitigate the most severe risks to people in connection with their business.

Global technology companies bear unique responsibilities in this regard. The United Nations High Commissioner on Human Rights stated, “Digital technology already delivers many benefits. Its value for human rights and development...is enormous...But we cannot ignore the dark side. I cannot express it more strongly than this: The digital revolution is a major global human rights issue. Its unquestionable benefits do not cancel out its unmistakable risks.”¹

This is especially true for Alphabet. Its technologies, products, and services have transformed our daily lives and the global economy. However, they can pose human rights risks which endanger stakeholders including customers, employees, suppliers, and broader communities. Examples include:

- Proliferating digital surveillance by amassing and in some cases, sharing sensitive user information, raising significant risks to privacy, which are heightened by the Company’s recent moves into health, location, and financial data;² and
- Exacerbating bias, reinforcing discrimination, or facilitating disinformation, harassment, hate speech, and incitements to violence through algorithms that show user-targeted content.³

Currently, Google’s Code of Conduct,⁴ applicable only to its own operations, and its Supplier Code of Conduct⁵ do mention certain human rights issues. Yet Alphabet has not articulated an enterprise-wide commitment to respect human rights, and its governance structure has drawn criticism for failing to adequately oversee broad human rights risks.⁶

¹ <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=25158&LangID=E>

² <https://www.wsj.com/articles/next-in-googles-quest-for-consumer-dominancebanking-11573644601>
<https://www.washingtonpost.com/technology/2019/11/21/bank-robber-accuses-police-illegally-using-google-location-data-catch-him/>
<https://www.natlawreview.com/article/undeterrred-challenges-google-makes-another-move-to-harvest-healthcare-data>
<https://www.wsj.com/articles/google-s-secret-project-nightingale-gathers-personal-health-data-on-millions-of-americans-11573496790>
<https://www.wsj.com/articles/next-in-googles-quest-for-consumer-dominancebanking-11573644601>
<https://www.amnesty.org/download/Documents/POL3014042019ENGLISH.PDF>

³ <https://www.pcmag.com/news/371636/does-youtubes-algorithm-lead-to-radicalization>
<https://www.stern.nyu.edu/experience-stern/faculty-research/disinformation-and-2020-election-how-social-media-industry-should-prepare>
<https://www.nytimes.com/2019/08/11/world/americas/youtube-brazil.html>
<https://www.newyorker.com/tech/annals-of-technology/the-fight-for-the-future-of-youtube>

⁴ <https://abc.xyz/investor/other/google-code-of-conduct/>

⁵ https://about.google/intl/en_us/supplier-code-of-conduct/

⁶ <https://rankingdigitalrights.org/index2019/assets/static/download/RDRindex2019report.pdf>

While the Audit Committee has oversight authority over operational infrastructure including data privacy,⁷ and the 2019 Proxy Statement noted that the Board provides “Ongoing Monitoring of Societal Impact,”⁸ Proponents believe this patchwork is insufficient to holistically identify and address human rights issues, leaving policy and due diligence gaps that expose Alphabet, its investors, and the individuals and communities it touches—to human rights risks. Consequently, greater Board oversight is imperative.

Proponents believe that taking these steps would be in the best interest of all stakeholders and encourage all shareholders to support this proposal.

⁷ <https://abc.xyz/investor/other/board/>

⁸ https://www.sec.gov/Archives/edgar/data/1652044/000130817919000205/lgoog2019_def14a.htm