

Big Tech & Human Rights 2024 Shareholder Proposals Alphabet - Amazon - Meta



**INVESTOR ALLIANCE
FOR HUMAN RIGHTS**
AN INITIATIVE OF ICCR

New Proposals

NEW PROPOSALS 2024

Alphabet

- AI Principles and Board Oversight
- Child Online Safety
- Report on Generative Artificial Intelligence Misinformation and Disinformation Risks

Meta

- Lack of Investment in Content Moderation in the Global Majority
- Report on Generative Artificial Intelligence Misinformation and Disinformation Risks

Amazon

- Human Rights Impact on AI deployment

REFILES

Alphabet

- Report on Human Rights Impact of AI Driven Advertising Practices -
- Give Each Share An Equal Vote

Meta

- Give Each Share An Equal Vote
- Child Safety Online
- Human Rights Impact Assessment

Amazon

- Customer Due Diligence Process & Practices
- Facial Rekognition: Facial Recognition Technology

Alphabet

AI Principles and Board Oversight

Trillium Asset Management

Jonas Kron (jkron@trilliuminvest.com)



Resolved: *Shareholders request the board of directors amend the charter of the Audit and Compliance Committee of the Board to add to the committee’s “purpose” section appropriate language which makes it clear that the Committee is responsible for overseeing Alphabet’s artificial intelligence activities and ensuring management’s comprehensive and complete implementation of its AI Principles.*

Child Safety Online

Boston Common Asset Management

Lauren Compere (lcompere@bostoncommonasset.com)



Resolved: *Shareholders request that, within one year, the Board of Directors adopts targets and publishes annually a report (prepared at reasonable expense, excluding proprietary information) that includes quantitative metrics appropriate to assessing whether YouTube/Alphabet has improved its performance globally regarding child safety impacts and actual harm reduction to children on its platforms.*

Arguments in favor of proposal:

1. Conducting a Child Rights Impact Assessment (CRIA) specifically focused on YouTube – since we did not get a response or see any action steps towards this or the recommended disclosure of the civil rights audit action steps
2. The FTC fine linked to illegally harvesting children’s data for a \$170 million which we view as significant.
3. Escalating regulatory and litigation risk including the most recent lawsuit filed by New York City
4. Expanded risk with the use of Generative AI for CSPAM.

Link to Additional Resources

A growing and more nuanced approach to investors engagement on technology and mental health. We signed an investor statement last year with a set of recommendations and are part of select engagements under this initiative. [Investors are joining forces in a new coalition to address the impact of the tech sector on mental health and well-being. | AXA IM Corporate \(axa-im.com\)](#)

Report on Generative Artificial Intelligence Mis- and Disinformation Risks

Arjuna Capital

Julia Cedarholm (juliac@arjuna-capital.com), Michael Connor (mconnor@openmic.org),

Christina O'Connell (christina@eko.org)



Resolved: Shareholders request the Board issue a report, at reasonable cost, omitting proprietary or legally privileged information, to be published within one year of the Annual Meeting and updated annually thereafter, assessing the risks to the Company's operations and finances, and to public welfare, presented by the Company's role in facilitating misinformation and disinformation generated, disseminated, and/or amplified via generative Artificial Intelligence; what steps the Company plans to take to remediate those harms; and how it will measure the effectiveness of such efforts.

Arguments in favor of proposal:

- **Democracy/Long-Term Risks:** Disinformation and misinformation sowing distrust in institutions, compromising people's ability to make informed high-stakes decisions. Ultimately destabilizes democracy, financial markets, public health policy, etc.
- **Financial Risks:** Alphabet recently lost \$90B in value in wake of Gemini's failure
- **Legal Risks:** Legal patchwork emerging around US and world
- **Reputational Risks:** Generative AI accelerating tech backlash that originated with social media content moderation challenges (35% drop in trust in AI over five-year period)
- **Election-related interventions:** AI model responses rated as inaccurate (50%), incomplete (30%), biased

Link to Additional Resources

- [The impact of generative AI in a global election year | Brookings](#)
- [What happened with Gemini image generation \(blog.google\)](#)
- [Big Tech Ditched Trust and Safety. Now Startups Are Selling It Back As a Service | WIRED](#)
- <https://www.opensecrets.org/news/2023/05/big-tech-lobbying-on-ai-regulation-as-industry-races-to-harness-chatgpt-popularity/>
- [Google's Gemini Headaches Spur \\$90 Billion Selloff \(forbes.com\)](#)
- [Seeking Reliable Election Information? Don't Trust AI](#)

Meta

Report on Generative Artificial Intelligence Mis- and Disinformation Risks

Arjuna Capital

Julia Cedarholm (juliac@arjuna-capital.com), Michael Connor (mconnor@openmic.org),

Christina O'Connell (christina@eko.org)



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- <https://www.opensecrets.org/news/2023/05/big-tech-lobbying-on-ai-regulation-as-industry-races-to-harness-chatgpt-popularity/>
- [Google's Gemini Headaches Spur \\$90 Billion Selloff \(forbes.com\)](#)
- [Seeking Reliable Election Information? Don't Trust AI](#)

Lack of Investment in Content Moderation in the Global Majority

AkademikerPension

Anna Kaagaard (ark@mpim.dk)



Akademiker
Pension

Resolved: *Shareholders request that Meta Platforms Inc. (“Meta”) report to shareholders on the effectiveness of measures it is taking to prevent and mitigate human rights risks in its five largest non-US markets (based on number of users) relating to the proliferation of hate speech, disinformation, and incitement to violence enabled by its Instagram and Facebook platforms. The report should be issued no later than June 1, 2025, prepared at reasonable cost, omitting proprietary and confidential information (including information specifically relevant to litigation or legal enforcement action).*

Amazon

Human Rights Impact on AI Deployment

AFL-CIO

Erin Markiewitz (emarkiewitz@aflcio.org)



Resolved: *Shareholders request that the Board of Directors of Amazon.com, Inc. (the “Company”) charter a new committee of independent directors on Artificial Intelligence (“AI”) to address human rights risks associated with the development and deployment of AI systems. The committee charter shall authorize the committee to meet with employees, customers, suppliers, and other relevant stakeholders at the discretion of the committee, and to retain independent consultants and experts as needed.*

Arguments in favor of proposal:

- Given Amazon’s leading role in developing and deploying AI technology and the fundamental and significant risks that AI poses to human rights, we believe that appointing a Board-level committee is warranted and appropriate as a matter of good corporate governance.
- For example, the use of AI to make human resource decisions may lead to unlawful employment discrimination. Military and police applications of AI technology can also raise human rights concerns. AI-driven misinformation and disinformation can also undermine democracy and distort election outcomes.

Link to Additional Resources

AFL-CIO Tech Institute

<https://aflciotechinstitute.org/>

Refiles

Alphabet

Report on Human Rights Impact of AI Driven Advertising Practices



SHARE

Serena Chan (schan@share.ca)

Resolved: Shareholders direct the board of directors of Alphabet Inc. to publish an independent third-party Human Rights Impact Assessment (the “Assessment”), examining the actual and potential human rights impacts of Google’s artificial intelligence-driven targeted advertising policies and practices. This Assessment should be conducted at a reasonable cost; omit proprietary and confidential information, as well as information relevant to litigation or enforcement actions; and be published on the company’s website by June 1, 2025.

Arguments in favor of proposal:

Human rights issues at stake:

- Targeted ads leverage consumer traits, interests, and preferences for personalized ads, often facilitated by tracking user activity through third-party cookies and other data acquisition methods, potentially compromising users’ privacy and human rights.;
- Bias in AI algorithms for target ads may exacerbate systemic discrimination by delivering ads based on incorrect data usage and assumptions.

Financial materiality:

- Google advertising accounted for approximately 80% of Alphabet’s revenue in 2022.
- Alphabet’s ad business, including Google Search, YouTube Ads and Google Network, has grown substantially lately, reaching \$224 billion in 2022.

Company-specific risks:

- **Regulatory:** In 2023, the U.S. witnessed significant advancements in data privacy protections, characterized by substantial regulatory and legislative progress at international, federal, and state levels. Same year, Europe introduced the DSA and is developing the AI Act to regulate tech giants regarding user data handling and algorithmic decision-making.
- **Legal:** Failure to comply with laws aiming at protecting users’ rights or align with internationally recognised human rights standards exposes the Company to material legal risks.
- **Reputational:** Google and YouTube controversies on human rights-related issues have led to regulatory investigations, public dissatisfaction, and negative media attention, posing a significant risk to Alphabet’s reputation in the long term.

Benefits of conducting an HRIA:

- Conducting robust HRIA allow the company to effectively manage the risks associated with failing to respect human rights
- HRIA guides the management’s approach in protecting the human rights of its users.
- HRIA enables investors to make well-informed decisions by providing transparency into the company’s underlying risks in this rapidly expanding domain.

Engagement history:

- SHARE met Alphabet’s team multiple times in the past 2 years but found insufficient due diligence in protecting the human rights of its users.
- Last year, SHARE filed the same proposal, receiving 47% support from independent shareholders.

Link to Additional Resources

- [Year in Review: The Top 10 US Data Privacy Developments From 2023](#)

Give Each Share An Equal Vote

NorthStar Asset Management

Whitney Nguyen (wnguyen@northstarasset.com)



Resolved: *Shareholders request that our Board take all practicable steps in its control to initiate and adopt a recapitalization plan for all outstanding stock to have one vote per share. We recommend that this be done through a phase-out process in which the board would, within seven years or other timeframe justified by the board, establish fair and appropriate mechanisms through which disproportionate rights of Class B shareholders could be eliminated. This is not intended to unnecessarily limit our Board's judgment in crafting the requested change in accordance with applicable laws and existing contracts.*

Arguments in favor of proposal:

- Without equal voting rights, shareholders' ability to provide feedback to the board and protect their investment is diminished. This share structure empowers the CEO and insiders to appoint a board that primarily serves the CEO and management, not shareholders.
- Insulation Against Criticism: Voting structures have resulted in insulated boards and CEOs that are immune to criticism at the proxy vote
- [Studies](#) indicate that companies with multiclass capital structures underperform long-term, experiencing stock price volatility and increased weakness in accounting controls.
- Continuous shareholder support for this proposal year after year:
 - 2020: Estimated 89.3% of outside shareholder vote
 - 2021: Estimated 89.7% of outside shareholder vote
 - 2022: Estimated 91.7% of outside shareholder vote
 - 2023: Estimated 91.9% of outside shareholder vote

Meta

Give Each Share An Equal Vote

NorthStar Asset Management, Inc.

Whitney Nguyen (wnguyen@northstarasset.com)



Resolved: *Shareholders request that our Board take all practicable steps in its control to initiate and adopt a recapitalization plan for all outstanding stock to have one vote per share. We recommend that this be done through a phase-out process in which the board would, within seven years or other timeframe justified by the board, establish fair and appropriate mechanisms through which disproportionate rights of Class B shareholders could be eliminated. This is not intended to unnecessarily limit our Board's judgment in crafting the requested change in accordance with applicable laws and existing contracts.*

Arguments in favor of proposal:

- Without equal voting rights, shareholders' ability to provide feedback to the board and protect their investment is diminished. This share structure empowers the CEO and insiders to appoint a board that primarily serves the CEO and management, not shareholders.
- Insulation Against Criticism: Voting structures have resulted in insulated boards and CEOs that are immune to criticism at the proxy vote
- Controversies Affect Value: Meta has demonstrated that scandals threaten share value, as well as social cohesion and democracy.
 - Meta plunged almost 20% in 2018 & 13% in 2021 due to scandals
- [Studies](#) indicate that companies with multiclass capital structures underperform long-term, experiencing stock price volatility and increased weakness in accounting controls.
- Continuous shareholder support for this proposal year after year:
 - 2020: Estimated 87.7% of outside shareholder vote
 - 2021: Estimated 90.9% of outside shareholder vote
 - 2022: Estimated 94.9% of outside shareholder vote
 - 2023: Estimated 78.8% of outside shareholder vote

Child Safety Online

Proxy Impact

Michael Passoff (michael@proxyimpact.com)



Resolved: *Shareholders request that, within one year, the Board of Directors adopts targets and publishes annually a report (prepared at reasonable expense, excluding proprietary information) that includes quantitative metrics appropriate to assessing whether Meta has improved its performance globally regarding child safety impacts and actual harm reduction to children on its platform.*

Arguments in favor of proposal:

- 2023 (first year) resolution: 16% Vote = 54% non-mngt. controlled vote and \$216 billion in value on date of AGM.
- U.S. Surgeon General report on internet harm to kids' mental health leads to 41 states, dozen school districts suing Meta.
- In 2022, over 32 million cases of online child sexual abuse materials (CSAM) reported. 27 million (85%) came from Meta.
- Several proposed child safety bills in Congress; Multiple states with proposed or approved age verification legislation.
- Meta featured in major publications including online stories on pedophile network (WSJ) and teen mental health impacts (NYT)

New since resolution filed:

- Meta begins encryption of Messenger and Instagram. This is expected to "make invisible" 70-90% its reportable CSAM resulting in tens of millions of unreported cases. Storm of criticism from law enforcement and child safety groups.
- CEO Zuckerberg called before Senate Judicial committee on "Big Tech and the Online Child Sexual Exploitation Crisis."
- The UK Online Safety bill became law and EU Digital Services Act began Feb 2024. New laws regarding CSAM and child mental health impacts potentially pose significant fines and legal action against Meta.

Meta faces regulatory, reputational and legal risk from its insufficient response to online child safety concerns

Human Rights Impact Assessment

Mercy Investments

Lydia Kuykendal (lkuykendal@mercyinvestments.org)



Resolved: *Shareholders direct the board of directors of Meta Platforms, Inc. to publish an independent third-party Human Rights Impact Assessment (HRIA), examining the actual and potential human rights impacts of Facebook’s use of artificial intelligence systems that drives its targeted advertising policies and practices throughout its business operations. This HRIA should be conducted at reasonable cost; omit proprietary and confidential information, as well as information relevant to litigation or enforcement actions; and be published on the company’s website by June 1, 2025.*

Arguments in favor of proposal:

- Facebook’s business model relies almost entirely on ads, with over 98% of Facebook's global revenue in 2022 generated from advertising
- Facebook was fined \$5 billion for violations by the U.S. Federal Trade Commission in 2019 and \$1.3 billion in 2023 for violating data privacy rules in the European Union (EU)
- The Digital Services Act (DSA) imposes new obligations on companies operating in the EU, including banning or limiting certain user-targeting practices and sharing some internal data with regulators and associated researchers.
- Given that, under the DSA, Meta has already set up data collection and reporting infrastructure to provide detailed reporting[1] for EU regulators, it should be even easier for the company to conduct a global HRIA on these practices.

Amazon

Customer Due Diligence

Investor Advocates for Social Justice

Courtney Wicks (cwicks@iasj.org)



Resolved: *Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's customer due diligence process to determine whether customers' use of its products and services with surveillance, computer vision, or cloud storage capabilities contributes to human rights violations or violates international humanitarian law.*

Arguments in favor of proposal:

1. **Amazon sells products and services that pose risks to human rights, including civil rights. Products and services posing high risk of adverse impacts in the hands of Amazon customers include the Ring Doorbell and the Project Nimbus. These products increase widespread surveillance and may be used to further racial discrimination, apartheid, and otherwise violate human rights.**
 - Police may use Ring footage and audio, heightening risk of racial profiling and invasion of privacy rights
 - Project Nimbus between Amazon and Israel has been used to maintain apartheid and may be being used by Israel to commit war crimes against Palestinians since Oct. 7 2023

Failure to have an effective system to monitor customers' use of products and services for potential human rights violations exposes Amazon to legal, financial, human capital, and regulatory risks, as well as loss of consumer trust. Legislators, customers, investors, and employees have requested increased oversight.

2. **Amazon's current systems for oversight of customer use of its high-risk products and the steps it has taken to respond to human rights risks, including a temporary moratorium on facial recognition sales, are insufficient and do not effectively address the significant risks.**

3. **Increased shareholder support on a year over year basis for this proposal indicates customer due diligence is a critical issue for investors.**

- In 2020 40% independent
- In 2021 44% independent
- In 2022 48.77% independent
- In 2023 41.3% independent (but recent developments in Israel/Palestine conflict make this proposal more relevant than ever)

Links to Additional Resources

- <https://www.eff.org/deeplinks/2024/01/ring-announces-it-will-no-longer-facilitate-police-requests-footage-users>
- <https://www.washingtonpost.com/technology/2023/12/02/amazon-israel-gaza-war/>
- <https://www.sec.gov/Archives/edgar/data/1018724/000121465921004830/d54211px14a6g.htm>

Facial Rekognition

Harrington Investments

Brianna Harrington (brianna@harringtoninvestments.com)



Resolved: *Shareholders request the Board of Directors commission an independent study of Rekognition and report to shareholders regarding: The extent to which such technology may endanger, threaten or violate privacy and/ or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists in the United States; The extent to which such technologies may be marketed and sold to authoritarian or repressive governments, including those identified by the United States Department of State Country Reports on Human Rights Practices; The potential loss of good will and other financial risks associated with these human rights issues.*

Arguments in favor of proposal:

- The sale of Rekognition to government agencies poses risks pertaining to privacy, Human and Civil Rights;
- Civil society organizations are concerned that facial surveillance technology violates civil rights by unfairly and disproportionately targeting people of color, immigrants and civil society organizations; The system has been shown that it is prone to bias and misidentification;
- There is little evidence our Board of Directors has exercised fiduciary oversight, rigorously assessing risks to Amazon’s financial performance, reputation and shareholder value created by privacy and human rights threats to all stakeholders; This corporate surveillance technology is the precursor of a consolidated industry/government partnership of a massive personal identification data collection of all US citizens for “security” purposes and for corporate commercial enterprise. It accomplishes two mutual goals: consolidated police and security data and the consolidation of retail and commercial customer data collection for maximum market penetration for financial gain. This is the perfect public/private partnership for authoritarian government and corporate control of our population.

In 2022, our resolution received 40.69% shareholder support – 2023 is the fifth year our proposal will appear on the ballot. In 2023, our resolution received 37.5% shareholder support – 2024 is the sixth year our proposal will appear on the ballot. Both Glass Lewis and ISS have supported our proposal in previous years.

Q & A