

OKPABI V. SHELL AND *NESTLE USA V. DOE*:
TREND AND DIVERGENCE ON PARENT COMPANY
LIABILITY FOR HUMAN RIGHTS ABUSE IN THE
UNITED KINGDOM AND UNITED STATES

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I. INTRODUCTION

On February 12, 2021, the U.K. Supreme Court decided *Okpabi v. Royal Dutch Shell* [2021] UKSC 3, holding that the Nigerian claimants have an arguable case in common law negligence against a British parent company for its control and management of its Nigerian subsidiary, which allegedly caused environmental damage and human rights abuses in Nigeria. By contrast, on 17 June 2021, the U.S. Supreme Court decided *Nestle USA, Inc. v. Doe*, 141 S. Ct. 1931 (U.S. 2021), its latest decision concerning the Alien Tort Statute (“ATS”), 28 U.S.C. § 1350. The Court held that U.S. federal courts lack jurisdiction under the ATS over U.S.-based corporations whose general corporate conduct within the United States were alleged

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to have aided and abetted their subsidiaries to commit human rights abuses abroad.

The decisions demonstrate divergent approaches by two of the most significant common law jurisdictions for business and human rights litigation. This commentary explores the implication of these decisions on parent company liability for human rights abuses. Parent company liability refers to the civil liability of a parent company under the law of the parent company's domicile arising out of human rights violations caused by activities of the company's foreign subsidiary.

Parent company liability is an important tool for victims of human rights abuses by transnational corporations. Transnational corporations are often structured to compartmentalize liability risk of human rights violations that occur overseas within the sphere of an often impecunious foreign subsidiary not subject to the jurisdiction of the parent's domicile.¹ Parent company liability allows the entity that bears the ultimate responsibility to be held accountable.² Litigation against the parent can more effectively change behavior within the entire corporate group and provide compensatory remedies from the entity that is not stripped of assets. Furthermore, parent companies can serve as anchors that enable claimants to litigate against foreign subsidiaries as co-defendants in a domestic court.³

This commentary begins by summarizing the two decisions and outlining their significance within their respective domestic contexts. It then compares the divergence in approaches towards parent company liability within the United Kingdom and the United States. Finally, it discusses the decisions' effects in the broader context of business and human rights compliance.

1. Rolf H. Weber & Rainer Baisch, *Liability of Parent Companies for Human Rights Violations of Subsidiaries*, 27 EUR. BUS. L. REV. 669, 671 (2015).

2. Lucas Roorda & Daniel Leader, *Okpabi v. Shell and Four Nigerian Farmers v. Shell: Parent Company Liability Back in Court*, 6 BUS. & HUM. RTS. J. 368, 369 (2021).

3. *Id.*

II. UNITED KINGDOM: *OKPABI V. SHELL*

A. *Facts and Background*

In 2015, a group of Nigerian individuals commenced proceedings in the English High Court against the Shell Petroleum Development Company of Nigeria Ltd (SPDC), a Nigerian registered company, and its U.K.-domiciled parent, Royal Dutch Shell Plc (RDS).⁴ The claimants alleged that SPDC, in its capacity as operator of oil pipelines and related infrastructures in the vicinity of the claimants' community, was negligent in causing oil spills, which led to widespread environmental damage that was not remedied.⁵ The claimants further alleged that RDS, in its capacity as the parent company, owed and breached the common law duty of care through its significant control over material aspects of SPDC's operations and/or the assumption of responsibility for SPDC's operations.⁶

Under English law, English courts may only exercise jurisdiction over a company domiciled outside of the jurisdiction if it was a "necessary or proper party" to a suit against a company domiciled within the jurisdiction. Therefore, for the claimants to establish jurisdiction over SPDC, they had to show that their claims against RDS raised a real issue to be tried, for which they had a real prospect of success.⁷ In other words, as a preliminary matter, the claimants' proceedings against SPDC could only progress before an English court if they could establish an arguable case of parent company liability against RDS.

The claimants obtained leave to serve SPDC outside the jurisdiction, but RDS and SPDC challenged jurisdiction and sought to set aside service on SPDC. The High Court concluded that the claimants could not reasonably argue that RDS owed any duty of care towards them.⁸ Without merit in the claim against RDS, SPDC was not a "necessary or proper party"

4. *Okpabi v. Royal Dutch Shell* [2021] UKSC 3, [3], [5]–[6] (appeal taken from Eng.).

5. *Id.*, at [4]–[5].

6. *Id.*, at [7].

7. *Id.*, at [10] (citing *Altimo Holdings and Investment Ltd v. Kyrgyz Mobil Tel Ltd* [2012] 1 WLR 1804, [82] (appeal taken from Eng.); *Lungowe v. Vedanta Resources plc* [2019] UKSC 20, [42] (appeal taken from Eng.)).

8. *Okpabi v. Royal Dutch Shell Plc* [2017] EWHC 89 (TCC), [122].

and service was set aside. A majority of the Court of Appeal affirmed.⁹

B. *The Supreme Court*

Prior to granting permission to appeal, the U.K. Supreme Court delivered judgment in *Lungowe v. Vedanta Resources plc*.¹⁰ It held that “the liability of parent companies in relation to the activities of their subsidiaries is not, of itself, a distinct category of liability in common law negligence,” and that the existence of the duty depends on “the extent to which, and the way in which, the parent availed itself of the opportunity to take over, intervene in, control, supervise or advise the management of the relevant operations . . . of the subsidiary”.¹¹ *Okpabi* presented an opportunity for the Supreme Court to further elaborate its jurisprudence on parent company liability in two ways.

First, the Supreme Court provided guidance on procedural aspects of these claims. It unanimously held that in jurisdictional challenges concerning service of a foreign corporate subsidiary defendant, the court should focus on the pleaded case and its particulars in order to determine whether a claim for parent company liability is arguable.¹² The factual assertions made by the plaintiffs should be accepted unless they are demonstrably untrue in exceptional circumstances.¹³ Therefore, by receiving voluminous documentary and oral evidence and being drawn into an evaluation of evidence and finding of fact, the High Court and the Court of Appeal impermissibly conducted a mini-trial.¹⁴ Through the affirmance of *Vedanta*’s observation that whether a parent company had sufficiently intervened in the management of the subsidiary was a “pure question of fact,”¹⁵ the Supreme Court observed that the final resolution of whether parent company liability may be argued can only occur at the final hearing, after due disclosure is

9. *Okpabi v. Royal Dutch Shell Plc* [2018] EWCA Civ 191.

10. [2019] UKSC 20.

11. *Id.*, at [49].

12. *Okpabi*, [2021] UKSC 3 at [103], [109].

13. *Id.*, at [107]. Compare this with the approach in the United States, where on a motion to dismiss for want of jurisdiction the factual allegations in the complaint are accepted as true.

14. *Id.*, at [111], [120].

15. *Vedanta*, [2019] UKSC 20 at [44].

given by parties.¹⁶ In other words, provided that the claimants have pleaded the case sufficiently, it is difficult for defendants to dismiss the claim at an interlocutory stage.

Second, the Supreme Court found, through the allegations pleaded by the claimants and examination of internal documents so far disclosed, that it was reasonably arguable that RDS owed parent company liability over SPDC's activities.¹⁷ Emphasis was also placed on the extended responsibilities of senior management of RDS, including environmental responsibilities, over the entire group's activities.¹⁸ The focus of the inquiry should be the *de facto* management of the relevant *activity* that caused the harm, rather than *de jure control* which can be retained by the subsidiary.¹⁹ It was insufficient for the defendants to simply refer to their separate corporate personalities as an argument against the duty.

As the claimant's case against RDS was reasonably arguable, SPDC was a necessary and proper party to the proceedings. The Supreme Court thus allowed the appeal and remitted the matter for further proceedings.

III. UNITED STATES: *NESTLE V. DOE*

A. *Facts and Background*

In 2005, a group of six Malian nationals commenced proceedings against several companies within the Nestle and Cargill groups in the Central District of California, alleging that they were trafficked into Côte d'Ivoire as child slaves to produce cocoa which was purchased by Nestle and Cargill. The relevant complaint named several defendants. Within the Nestle Group, the complaint named Nestle SA, the parent company based in Switzerland; Nestle USA, a wholly owned subsidiary based in the United States; and Nestle Côte d'Ivoire SA, a subsidiary based in Côte d'Ivoire that processes cocoa beans for export globally, including to Nestle USA.²⁰ Within the Car-

16. Okpabi, [2021] UKSC 3 at [132]–[138].

17. *Id.*, at [153].

18. *Id.*, at [157]–[158].

19. *Id.*, at [147].

20. Second Amended Complaint for Injunctive Relief & Damages, John Doe I v. Nestle, S.A., No. CV 05-5133-SVW-MRW (C.D. Cal. Jul. 14, 2016), 2016 U.S. Dist. Ct. Pleadings LEXIS 15931 at *19-*21 [hereinafter Complaint].

gill group, the complaint named Cargill Inc., the parent company domiciled in the U.S., and Cargill West Africa SA, a subsidiary domiciled in Côte d'Ivoire which processes and exports cocoa beans supplied by farms in Côte d'Ivoire.²¹

None of the defendants were alleged to operate the farms directly. Instead, the complainants alleged that by purchasing cocoa from, and providing technical and financial resources to those farms, the defendant companies aided and abetted child slavery in Côte d'Ivoire. This, according to the complainants, brought the defendant companies within the reach of the federal court's jurisdiction under the ATS.²²

Since its revival in 1980,²³ the ATS has become a "lynchpin of international human rights activism"²⁴ utilized by foreign plaintiffs to sue foreign defendants in U.S. federal courts for human rights abuses suffered outside the United States.²⁵ In recent years, however, the Supreme Court has narrowed the ATS's reach. In *Sosa*, the ATS was limited only to allegations of violations of international law norms that are "specific, universal, and obligatory."²⁶ In *Kiobel*, the Court held that the presumption against extraterritoriality applies to the ATS and a plaintiff can only utilize the ATS if the claim "touches and concerns" the United States.²⁷ In *Jesner*, the Court held that foreign corporations are not subject to a district court's jurisdiction under the ATS.²⁸

After the Supreme Court's judgment in *Kiobel*, the District Court dismissed the complaint in *Nestle* on the basis that it impermissibly applied the ATS extraterritorially because the claimants' injuries occurred overseas and the only domestic conduct of the defendants alleged in the complaint was "gen-

21. *Id.*, at *23, *25.

22. The ATS grants district courts "original jurisdiction of any civil action by an alien for a tort only, committed in violation of the law of nations or a treaty of the United States".

23. *Filártiga v. Peña-Irala*, 630 F.2d 876 (2d Cir. 1980).

24. *Developments in the Law - Extraterritoriality*, 124 HARV. L. REV. 1226, 1233 (2010).

25. *Notes - Clarifying Kiobel's Touch and Concern Test*, 130 HARV. L. REV. 1902, 1902 (2016).

26. *Sosa v. Alvarez-Machain*, 542 U.S. 692, 732 (2004).

27. *Kiobel v. Royal Dutch Petroleum Co.*, 569 U.S. 108, 124 (2013).

28. *Jesner v. Arab Bank, PLC*, 138 S. Ct. 1386 (2018).

eral corporate activities.”²⁹ While the suit was on appeal, the Supreme Court decided *Jesner*. The Ninth Circuit thus dismissed all foreign corporate defendants but held that the alleged financing decisions originated in the United States by U.S. companies, satisfying the requirement for sufficient domestic conduct under *Kiobel*.³⁰

B. *The Supreme Court*

In a fractured opinion, the Supreme Court held that the plaintiffs’ pleaded assertion that “every major operational decision by both companies is made in or approved in the U.S.”³¹ cannot alone establish domestic application of the ATS. Characterizing these activities as “general corporate activities,” the Court found an insufficient connection between the conduct and the alleged aiding and abetting of forced labor overseas.³² The Court disregarded the pleaded allegation that the U.S. defendants had “complete control” over the operations in Côte d’Ivoire with actual knowledge of the violation through their employees’ routine inspection of the farms in Côte d’Ivoire.³³ The Court also paid no regard to the allegations that the subsidiary defendants exercised substantive oversight over the farms through exclusive supplier relationships; maintained a continued presence on cocoa farms; and provided training, financial, and technical support to those farms.³⁴ The Supreme Court reversed the judgment and remanded.

IV. PARENT COMPANY LIABILITY AFTER *OKPABI* AND *NESTLE*

Commentators have hailed *Okpabi* as a win for parent company liability³⁵ and criticized *Nestle* as a setback.³⁶ More

29. *Nestle v. Nestle, S.A.*, No CV 05-5133-SVW-MRW, 2017 WL 6059134 (C.D. Cal. Mar. 2, 2017), applying *Kiobel*, 569 U.S. 108 and *RJR Nabisco, Inc. v. European Community*, 136 S. Ct. 2090 (2016).

30. *Doe v. Nestle, S.A.*, 906 F.3d 1120, 1124–1126 (9th Cir. 2018); *see also* 929 F.3d 623 (9th Cir. 2019).

31. Complaint, *supra* note 20, at *34.

32. *Nestle USA Inc. v. Doe*, 141 S. Ct. 1931, 1937 (U.S. 2021).

33. Complaint, *supra* note 20, at *34 –*35.

34. *Id.*, at *37, *44.

35. Roorda & Leader, *supra* note 2.

36. Diane Desierto & Doori Song, *SCOTUS Further Narrows Parent Corporate Liability under the Alien Tort Statute: Ambiguities and Evidentiary Thresholds in the June 2021 Judgment in Nestle USA Inc. v. Doe et al.*, *EJIL: TALK!* (Jun. 25,

importantly, *Okpabi* and *Nestle* demonstrate a further divergence of the approach towards parent company liability and business and human rights regulation in three key areas.

A. *Existence of the Duty*

First, the two jurisdictions diverge on the availability of parent company liability as a cause of action. *Vedanta* and *Okpabi* firmly establish that a parent company may owe a duty of care to those who are reasonably likely to be affected by the actions of its foreign subsidiaries. The existence of that duty should be assessed under ordinary principles of tort law.

By contrast, the availability of parent company liability as a possible cause of action to attract jurisdiction under the ATS in the United States is doubtful. *Sosa* suggests that though the ATS does not itself create causes of action, courts may exercise common law authority to create private rights of action in limited circumstances.³⁷ In *Nestle*, by resolving the case on extra-territoriality grounds, the Court sidestepped the question of whether aiding and abetting forced labor overseas can be recognized as a private right of action in torts enforceable under the ATS.³⁸

Nevertheless, Justice Thomas, joined by Justices Gorsuch and Kavanaugh, went on to state that “federal courts should not recognize private rights of action for violations of international law beyond the three historical torts identified in *Sosa*.”³⁹ This conclusion received some tacit support from Justice Alito.⁴⁰ Therefore, a near-majority of the Supreme Court appears ready to foreclose the possibility for judicial recognition of any new causes of action under the ATS in absence of legislative intervention, even if parent company liability becomes a “specific, universal, and obligatory” norm of interna-

2021), <https://www.ejiltalk.org/scotus-further-narrows-parent-corporate-liability-under-the-alien-tort-statute-ambiguities-and-evidentiary-thresholds-in-the-june-2021-judgment-in-nestle-usa-inc-v-doe-et-al/>.

37. *Sosa*, 542 U.S. at 724. The three causes of actions are violation of safe conduct, infringement of the rights of ambassadors, and piracy.

38. *Nestle*, 141 S. Ct. at 1936.

39. *Id.*, at 1939.

40. *Id.*, at 1951.

tional law⁴¹ or is recognized by “a treaty of the United States.”⁴²

B. *Scope of the Duty*

Second, even if an action for parent company liability remains available under the ATS, the scope is more limited. Through *Vedanta* and *Okpabi*, the U.K. Supreme Court accepted a wide scope of the duty by refusing to lay down stringent criteria for identification of the duty. Instead, it favored a broader analysis considering the extent of the parent’s ability to control the subsidiary’s operation in question.⁴³ A duty arises not only from actual control by the parent,⁴⁴ but also when the parent sets down group-wide policies and guidelines and portrays itself to third parties as exercising close control of its subsidiaries.⁴⁵ In *Okpabi*, the claimants established an arguable case for the duty on the basis of RDC’s group-wide policy, senior management’s responsibility over environmental matters of the entire group, and the close structure within the group of companies.

In *Nestle*, however, the Court left ambiguous the scope of “general corporate activities” insufficient to satisfy jurisdiction under the ATS. The operative pleading alleged that the U.S. defendants provided farms in Côte d’Ivoire with technical and financial resources in return for an exclusive buyer-seller relationship and maintained a continuous presence of personnel from U.S. headquarters on the farms, imputing actual knowledge of the alleged abuse.⁴⁶ Nevertheless, they were dismissed by the Court as “operational decisions,” the making of which are “an activity common to most corporations.”⁴⁷ This is a concerning development of the law, the consequence of which

41. *Cf. Sosa* 542 U.S. at 724. This could happen when, e.g., the duty to enforce parent company liability has crystallized into a customary norm of international law.

42. *See* 28 U.S.C. § 1350. *See also* note 59 on the development of a business and human rights treaty.

43. *Vedanta* [2019] UKSC 20 at [49]; *Okpabi* [2021] UKSC 3 at [146].

44. *See, e.g., Chandler v. Cape plc* [2012] EWCA Civ 525 (appealed from Eng.).

45. *Vedanta* [2019] UKSC 20 at [148]; *Okpabi* [2021] UKSC 3 at [148]. *See* Roorda & Leader, *supra* note 2, at 372-73.

46. Complaint, *supra* note 20, at *44.

47. *Nestle* 141 S. Ct. at 1937.

will be to remove incentives for U.S. corporations to take corrective action upon discovery that their offshore activities may amount to human rights violations.⁴⁸

The Court did not address other allegations in the *Nestle* complaint that the U.S. companies had established guidelines on corporate social responsibility within their group and had portrayed themselves to be diligent in ensuring respect of human rights within their supply chains.⁴⁹ It is likely that such allegations, compounded with the allegation of actual knowledge, would have been sufficient to establish a case for parent company responsibility under the *Okpabi* framework had the suit been brought in the United Kingdom. However, there is a real possibility that a U.S. court would regard these actions of the parent as “general corporate activities” insufficient to trigger jurisdiction under the ATS.

C. *Reaching Foreign Corporations*

Lastly, *Okpabi* reaffirms the ability of plaintiffs in the United Kingdom to use parent company liability to bring foreign corporations under the jurisdiction of U.K. courts, though assertions of parent company liability do not, by themselves, guarantee that foreign subsidiaries will be joined. In *Vedanta* and *Okpabi*, the U.K. Supreme Court left open the possibility for other jurisdictional challenges to be raised in suits against foreign corporations.

This pathway to jurisdiction is unavailable in the United States. Indeed, all foreign defendants in the *Nestle* proceedings were dismissed by the Ninth Circuit after *Jesner* was decided. Thus, under the ATS, plaintiffs in the United States lack the ability to reach a foreign corporation through litigation against a domestic corporation as an “anchor.” Plaintiffs must revert to more general pathways to establish jurisdiction over a foreign corporation. But, as most foreign subsidiaries are deliberately set up to compartmentalize legal risks arising from their operations within the foreign jurisdiction,⁵⁰ it can be nearly impossible for foreign plaintiffs to establish that a foreign subsidiary is “at home” within the United States so as to

48. Desierto & Song, *supra* note 36.

49. Complaint, *supra* note 20, at [51]–[61].

50. Weber & Baisch, *supra* note 1, at 671.

be subject to a court's general personal jurisdiction,⁵¹ or that a foreign subsidiary is subject to specific personal jurisdiction due to the injury it caused within the United States.⁵² Therefore, unless another specific provision of jurisdiction applies,⁵³ foreign companies are effectively immune from human rights litigation for their actions outside the United States.

V. BROADER CONSIDERATION AND OUTLOOKS

With their differing approaches in the existence, scope, and reach of causes of action concerning parent company liability, it is apparent that parent companies domiciled in the United Kingdom are more exposed to litigation risk over human rights violations of their foreign subsidiaries than are their U.S. counterparts. Victims have more possibilities to pursue U.K. parent companies after the recognition in *Vedanta* and *Okpabi* that corporate policies on human rights and representations made to the public of a company's commitment to corporate social responsibility may give rise to a duty of care. Furthermore, these cases indirectly strengthen the effect of mandatory reporting legislation such as the Modern Slavery Act 2015 (UK), which requires U.K. corporations to report their human rights due diligence efforts over their operations and supply chains.⁵⁴ These mandatory reporting legislations have been criticized as ineffective, unenforceable, and simply a "tick-box" exercise for companies.⁵⁵ But with growing expectations from investors, civil society, and regulators for companies to effectively discharge their reporting obligations,⁵⁶ and the possibility that the reports and disclosures made by companies can be used to establish a duty of care, there can be a real

51. *Daimler AG v. Bauman*, 571 U.S. 117 (2014).

52. *Ford Motor Co. v. Montana Eighth Judicial District Court*, 141 S. Ct. 1017 (U.S. 2021).

53. See also Fed. R. Civ. P. 4(k)(1)(C) and 4(k)(2).

54. In the US context, see Dodd-Frank Wall Street Reform and Consumer Protection Act, Pub. L. No. 111-203, § 1502, 124 Stat. 1375, 2213 (2010) on disclosure requirements concerning use of conflict minerals originating from the Democratic Republic of the Congo and California Transparency in Supply Chains Act Cal. Civ. Code § 1714.43 (West 2012).

55. HOME OFFICE, INDEPENDENT REVIEW OF THE MODERN SLAVERY ACT 2015: FINAL REPORT, 2019, at 39–40, 42 (UK).

56. Marilyn Croser et al., *Vedanta v. Lungowe and Kiobel v. Shell: The Implications for Parent Company Accountability*, 5 BUS. & HUM. RTS. J. 130, 134 (2020).

incentive for companies to address potential human rights abuses conducted by their foreign subsidiaries.

Similar opportunities for human rights abuse victims are currently unavailable within the United States. *Nestle* endorses a broad conception of “general corporate activities” that encapsulates the extensive activities and knowledge of Nestle and Cargill as alleged in the pleadings. It is, therefore, questionable whether any conduct of a U.S. parent company can trigger jurisdiction under the ATS. Furthermore, it is possible that the Supreme Court will foreclose any new causes of action under the ATS besides those recognized in the eighteenth century. Absent congressional intervention, parent company liability actions and human rights litigation under the ATS may be unavailable.

This status quo places the United States at odds with trends in other developed countries⁵⁷ and developments in international human rights law, as demonstrated in the non-binding U.N. Guiding Principle on Business and Human Rights and the most recent draft of a binding treaty regulating business activities and human rights.⁵⁸ There is an emerging recognition that the state’s duty to protect human rights extends to effective regulation of corporations domiciled in their territory or under their jurisdiction.⁵⁹ Judicial decisions such as *Okpabi* arguably constitute state practice contributing to an emerging customary international law norm of a similar effect.

Given the many multinational corporations domiciled in the United States and the extent of their abilities to facilitate corporate social responsibility of their foreign subsidiaries, much can be gained by recognition of parent company liability in U.S. federal laws. Due to the Supreme Court’s jurisprudence, statutory recognition of parent company liability and

57. See, e.g., Hof’s-Den Haag 29 januari 2021, JOR 2001, 138 m.nt. van Oostrum en C.H.A. van (Oguru en Efang/Shell Petroleum NV) (Neth.), Hof’s-Den Haag 29 januari 2021, RvdW (Dooh/ Shell Petroleum NV) (Neth.), and Hof’s-Den Haag 29 januari 2021 JvdW (Vereniging Milieudefensie,/Royal Dutch Shell, PLC) (Neth.).

58. Currently under negotiation under the auspices of the U.N. Human Rights Council. The third revised draft, released on Aug. 17, 2021, is available at <https://www.ohchr.org/Documents/HRBodies/HRCouncil/WGTransCorp/Session6/LBI3rdDRAFT.pdf>.

59. *Id.*, at art 8.6; Human Rights Council Res. 17/31, at I(A) (2) (Mar. 21, 2011).

creation of a cause of action for breaching that duty may be beneficial.⁶⁰ This statutory intervention need not require extraterritorial overreach because the primary subjects of the legislation remain domestic parent companies. Through legislation codifying a duty to exercise due diligence in control over the activities of the subsidiaries, victims of human rights abuses may litigate against the parent directly, without necessarily joining the subsidiaries as co-defendants. Given the control of the domestic parent over the operations of the entire corporate group and the availability of assets for compensation, the inability to litigate against foreign subsidiaries is an appropriate compromise in exchange for effective access to remedy against the parent company.

VI. CONCLUSION

The progress in *Okpabi* and the setback in *Nestle* demonstrate significant divergence in the approaches towards parent company liability and corporate responsibility for human rights in two major common law jurisdictions. The era of ATS as the lynchpin of international human rights activism has passed. Congressional intervention is required to bring the United States back in line with other developed nations in its regulation of corporate social responsibility.

60. A possible model is the *Torture Victim Protection Act of 1991*, Pub. L. 102-256, 106 Stat. 73.