



Human Rights Working Group

2014 Scope of Work

Project Context & Overview

The Guiding Principles on Business and Human Rights have become the global standard for managing human rights impacts. While the Guiding Principles provide important clarity around the responsibilities for business on human rights, they do not provide detailed guidance on how the principles should be implemented in practice.

BSR created the Human Rights Working Group (HRWG) in 2012 to address this gap in operational guidance. During its first two years, the HRWG has created a global community of human rights practitioners to discuss challenges and share learnings around implementing the Guiding Principles. Topics covered during the first two years included employee engagement and training, governance and policies, human rights impact assessments, grievance mechanisms, human rights in the supply chain, and an analysis of how companies promote and financially support their human rights commitments.

Participants in the HRWG represent nearly 30 companies across a range of industries, and meet regularly in person and on webinars throughout the year. The purpose of the meetings is to raise and discuss common challenges, present research on current best practices, develop useful tools, and share resources and practical tips on implementation.

As is standard practice with BSR's Collaborative Initiatives, this scope of work presupposes several objectives and topical areas, but also expects that the group can continue to shape its objectives throughout the course of the year.

Project Objectives & Deliverables

This group's overarching objective is to provide a forum for human rights practitioners to discuss challenges and practical solutions focused on implementing the Guiding Principles.

Project Outputs (deliverables):

- Deliver three modules (described below) on relevant human rights topics, including three one-and-a-half day in-person meetings connected to each module, including a working dinner (included in working group cost).
- Facilitate "kickoff" and "summary" webinars as part of each module. one
- Facilitate open monthly webinars for participants to discuss a range of human rights issues (in U.S/Europe and one in Asia/Australia time zones).
- Maintain online space "Chatter" to encourage discussion between modules.

2014 HRWG Modules	Module Timeframe	Meeting Dates & Location
<p>1. Human Rights Engagement – Working with States, Rights Holders, and Stakeholders</p> <ul style="list-style-type: none"> • Focus on challenges and opportunities engaging with state governments on human rights • Explore best practices and strategies around stakeholder engagement and working with rights holders <p>Review Topics at In-Person Meeting: TBD by the group.</p>	January to April, 2014	<p>Meeting Date: TBD (March)</p> <p>Location: London, U.K.</p>
<p>2. Developing a Human Rights Strategy – Materiality and Prioritization</p> <ul style="list-style-type: none"> • Examine how companies develop a human rights strategy and prioritize management of many potential human rights issues • Understand implications under the new G4 reporting requirements <p>Review Topics at In-Person Meeting: TBD by the group.</p>	May to August, 2014	<p>Meeting Dates: TBD (June or July)</p> <p>Location: North America West Coast</p>
<p>3. Integrating Human Rights – Employee Engagement, Behavior Change, Internal and External Cultural Adaptation</p> <ul style="list-style-type: none"> • Update previous employee engagement session with new research, case studies, and thinking about behavior change • Unpack challenges operating in locations where human rights are understood through a different cultural lens <p>Review Topics at In-Person Meeting: TBD by the group.</p>	September to December, 2014	<p>Meeting Dates: November 3-4, 2014</p> <p>Location: New York City, U.S.</p>

Project Impacts and Outcomes

Project Outcomes and Vision of Success

As a mission-driven organization, BSR aspires for this collaborative work to drive broad-reaching impacts that create social and commercial value, including:

- Continue building a community of human rights practitioners to learn from one another and create a space for shared learning
- Elevate ambition-levels for participants to drive progress on managing human rights in their company
- Generate new thinking and ideas of ways to overcome human rights implementation challenges

Project Impact Measurement and Results

This collaborative work has been designed to produce the following results over the medium-long term:

- Provide a forum for human rights practitioners to regularly meet and discuss implementation challenges and solutions
- Provide research guidance and resources to improve human rights performance of member companies
- Informally gather feedback from members about improved human rights performance

At this time there are no plans for creating quantitative impact metrics for the Human Rights Working Group; however, an annual survey will be issued to members at year-end in order to gather feedback and ensure alignment with the project goals above.

Key Activities

BSR will drive the following activities:

- In preparation for each module: conduct research and benchmarking on relevant topics, arrange speakers, coordinate logistics, develop agendas for meetings and webinars, facilitate the meetings and webinars, and share summary meeting notes
- Prepare, facilitate, record, and circulate “open agenda” monthly webinars for participants to discuss issues related to business and human rights
- Circulate all relevant materials from each module to the group
- Maintain an online space (“Chatter”) to collect and organize resources and research materials and encourage continued discussion and dialogue among the group
- Regularly survey the group to ensure continued alignment with the group’s needs and goals

Roles and Responsibilities

Achievement of project objectives is contingent on both BSR and Members fulfilling the following roles.

BSR’s Role is to project manage and execute all key activities above.

Member’s Role:

Members gain maximum value from this Collaborative Initiative when they share a common set of expectations. As such, Members are expected to:

- Identify a primary contact to maintain continuity of company representation with the group over time
- Contribute actively to discussions and key activities as defined above, e.g., sharing examples and best practices, presenting a company initiative, discussing what’s worked / lessons learned
- Commit time to attend meetings and webinars
- Attend a majority of the calls and in-person meetings. Substitutions are welcomed and encouraged, particularly on thematic calls where it may be useful to engage colleagues from other functions.
- For members based in challenging time-zones (e.g., Asia), BSR will strive to provide one-on-one support to allow these members to share, learn and contribute outside the regular group calls/meetings

Chatham House Rule

All Human Rights Working Group meetings, webinars, and online discussions will be conducted under the Chatham House Rule:

“When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.”

Project Cost

\$12,000.00, for the period January 1, 2014 to December 31, 2014.

Project deliverables stated above are contingent on reaching a minimum participation target of 24 companies to participate in this collaboration. If the minimum participation target is not met, this scope of work is non-binding and may be subject to revision before considered final. Any activities undertaken above and beyond what is here described (e.g., additional meetings) will result in additional fees and require an addendum to this scope of work.

Expenses for related travel undertaken by BSR are included in the fee and will not be billed separately. Expenses for member travel are not included.

BSR Members with available member credit may opt to apply this credit to offset fees indicated above. Please see the Proposal Acceptance page for further details.

This work will be billed on a fixed-fee basis and BSR will invoice 100 percent of fees upon receiving confirmed signature on this SOW (below).

BSR kindly requests receipt of this signed agreement by **January 13, 2014**.

Terms and Conditions

“Company” referenced below applies to approving company as indicated below in, “Proposal Acceptance”.

BSR is a non-profit organization dedicated to helping its members and other companies learn about socially responsible practices. Except as set forth below, BSR shall hold all Confidential Information in confidence and shall not disclose any Confidential Information to any third party, other than to its employees, agents, or affiliates who need to know such information and who are bound by obligations of confidentiality with respect to such Confidential Information. BSR shall take the same degree of care that it uses to protect its own confidential and proprietary information of similar nature and importance (but in no event less than reasonable care) to protect the confidentiality and avoid the unauthorized use, disclosure, publication or dissemination of the Confidential Information. Notwithstanding anything to the contrary herein, upon reasonable written notice to Company, BSR may disclose Confidential Information in response to a valid order by a court or other governmental body or as otherwise required by law.

“Confidential Information” means any and all information and material disclosed by Company to BSR (whether in writing, or in oral, graphic, electronic or any other form) that is marked or identified in writing as confidential or proprietary, or if disclosed orally or in other intangible form or in any form that is not so marked, that is identified as confidential at the time of such disclosure and summarized in writing and transmitted to the BSR within thirty (30) days of such disclosure. [Confidential Information, includes, without limitation, any (a) [items set forth on Exhibit A and any other] trade secret, know-how, idea, invention, process, technique, algorithm, program (whether in source code or object code form), hardware, device, design, schematic, drawing, formula, data, plan, strategy and forecast of, and (b) technical, engineering, manufacturing, product, marketing, servicing, financial, personnel and other information and materials of, Company, provided that all of the foregoing are marked or identified in writing as confidential or proprietary in accordance with the procedures set forth above.] Confidential Information shall not include any information that (a) is or has become publicly known through no fault of BSR or its agents; (b) is received without restriction from a third party lawfully in possession of such information and lawfully empowered to disclose such information; (c) was rightfully in the possession of BSR without restriction prior to its disclosure by Company; or (d) is developed by or on behalf of BSR entirely independent of BSR’s performance.

BSR grants to Company, as a BSR member, the right to use for Company’s internal purposes the BSR deliverables for which Company has made payment in full to BSR.