

推动 Chevron 雪佛龙公司改进人权政策的经验

赵京

作为世界第二大石油公司，Chevron 雪佛龙 2008 年总产值达到 2649.58 亿美元（作为比较，1 亿 7 千万人口的巴基斯坦整个国家 2008 年的名目 GDP 总产值 1646 亿、平价 GDP 总产值 4224 亿美元）。它在尼日尼亚、缅甸、厄瓜多尔、伊拉克等国从事业务遇到的人权问题也很受关注。不用提，它在中国也有很大的业务，必然面对中国的人权问题。所以，当我几年前搬到圣拉蒙发现它的总部在此地，就有意识地用我的退休基金买下了它的一些股票。我本无经济头脑，主要是“投资”中国的民主自由，如果再过 20 年中国还没有基本的民主自由，我的“退休”生活还有什么意义？

2008 年我第一次出席它的股东大会，注意到第 5 号提案要求采纳全球性的人权政策。这个提案在 2006 年和 2007 年的股东大会上已经被提出，这一次得到 24% 股东的支持。我当场发言支持这个提案。我观察 Chevron 的 CEO 兼主席 D. J. O' Reilly 主持会议的表现，发现他不擅长应对 Chevron 这样的超级跨国公司必须面对的政治性事务（<http://cpri.tripod.com/cpr2008/chevron.pdf>）。2009 年 5 月，我再次出席其股东大会，又发言支持同样的要求制定人权政策的第 9 号提案（赞同约为 28%），并希望公司建立一个人权委员会，免得每次股东大会都面临这么多抗议。跨国公司的股东大会正成为全球化动荡中越来越重要的战场（见 <http://cpri.tripod.com/cpr2009/chevron2009.pdf>）。

为此，2009 年 10 月 12 日，我向 Chevron 提交我的人权提案。“雪佛龙业务的人权委员会：鉴于中国政府严重践踏基本人权，处罚表达和实行言论和集会自由权利的人民（例如，我本人出生于北京、毕业于清华大学，1996 年没有得到任何文件就被取消了中国公民权）；鉴于美国法律禁止美国公司在外国（包括中国）涉及侵犯人权的活动，所以，股东们在此决议：雪佛龙建立一个人权委员会负责审查和批准在出售和使用公司的产品和技术的国家从事的所有与人权相关的政策和行动。这个委员会将遵循联合国人权宣言、包括公司的高级官员和受尊敬的外部人权专家（特别有关于中国人权状况知识）以帮助公司了解公司海外业务的人权影响。”（付 1）

我 10 月 19 日很快收到 Chevron 的 Assistant Secretary & Managing Counsel Christopher Butner 先生的传真，说我的股东证明不太明确。我立即又开车去交易公司的办事处，重新拿到一份证明，于 10 月 22 日递交。

在年底的时候，Butner 先生打电话给我，说我的提案与另一个提案相似，而公司只接受一个提案，让我与另一个提案的股东联系。我打通了在华盛顿的一个叫 Bradley 女士的电话，知道对方是 the Society of Jesus 耶稣会的代理，负责调整全美 42 个 province（沿用古罗马的行省划分传统，在美国按州划分）的共同提案，是 2009 年第 9 号人权提案的机构股东。因为我的提案早（他们的提案 12 月 2 日送到），有优先权。我一方面很高兴几年来自己的提案终于可以首次被列入一家大公司的股东大会投票表，让全世界的上百万股东思考中国的人权问题；另一方面也很气愤 Chevron 把我放在耶稣会的对立

面，我哪能与上帝作对？我告诉他们：“我们的事业都很重要，我不会放弃。但我们的提案不相似，你们应该与 Chevron 交涉，让两个提案都列入投票。”我还告诉他们一个战术：如果 Chevron 采用这种小伎俩的话，他们下一次每个行省各提一案，看 Chevron 怎么应对！

2010 年 1 月 26 日，我和从华盛顿飞来的 Bradley 女士和本地的加利福尼亚行省的省长助理 Mark Potter 博士会见，读到 Chevron 1 月 8 日至美国证券交易委员会 SEC 并转耶稣会的信

(http://cpri.tripod.com/cpr2010/Chevron_SEC.pdf)，利用我的提案排除他们的提案，意识到事态的严重性。我们也打通在佛罗里达行省的耶稣会法律顾问 Newhauser 先生。Newhauser 律师向我说明，SEC 很有可能会同意 Chevron 的意见，把耶稣会的提案排除掉。那样的话，他们经历几年的努力的成果毁于一旦，必须 3 年以后重新开始。我也感谢他们对我为什么坚持自己的提案以及中国人权事业的理解。他们没有再恳求我，而是祈祷上帝，因为这已经超越了人的意志。Potter 博士第二天给我的电子邮件回顾了我们会见的精神，令人感动（付 2）。

经过两天的反复比较，我与“人道中国”的周锋锁等同事们商量后，正式回复耶稣会，主动放弃我的已经被公司接受列入表决的提案，让他们的提案复活。虽然失去了一次机会，但我们以此获得了耶稣会这样强大的联盟，共同为世界和中国的人权事业战斗。

2 月 1 日下午，我和 Potter 博士一同去 Chevron 总部，与公司的 Butner 先生和 Global Issue & Policy Manager Silvia Garrigo 女士举行三方会谈。我吃惊地意识到：当 Chevron 知道了我 1 月 28 日的决定使耶稣会的提案死而复生后，实质上改变了政策，基本上同意接受耶稣会的提案要点！这是很大的胜利。因为已经没有必要了，耶稣会将撤销它们的提案。我们的会见，主要由公司的两位官员解释如何在组织、制度上实行人权政策改善，并在全球、全公司范围内培训各个级别的员工。关于我的提案，我介绍了自己至今不能回国的经历和工作、中国的现状，特别强调在中国执行人权政策符合公司的长远利益。他们解释说，公司在中国没有直接涉及到与中国政府合作侵犯人权的业务，公司也有外部的人权问题顾问（包括一位退休的联合国人权事务官员），公司也很乐意通过我们的渠道了解中国的人权问题等等，因此我的提案就没有必要了。他们又说：股东提案不是解决问题的好办法。我心里说：“我也到你们的 Richmond 炼油厂去抗议过呀！不过，那要动员上千人，才抵得上我这半页纸的提案，让我今天坐进来。”我表示：我的提案不是我个人的坚持，面对没有合法性产生的政权，受迫害、受压制的中国民众对于在中国做生意的跨国公司，有权利要求 and 期待人权保护政策，公司同意把我的提案付诸广大股东表决，就是不回避问题的负责的表示。他们接受了，说，公司的董事会将准备一个声明，大意是说，原则上同意我的提案精神但没有必要设立一个委员会只关注中国的人权状况。我对此表示理解。我的提案将会在今年 5 月在休斯敦举行的大会上投票。我同时也听说，现任 CEO 兼主席 O' Reilly 将不会再任，验证了我最初的判断。

这样，我以几千万分之一的超微小股份，帮助耶稣会达到了在 2009 年大会上近 6 亿股（28%）没有达成的目的，奇迹般地推动了 Chevron 人权政策的转变。而且，在第一次把关于中国人权状况的提案

送到 Chevron 这样的超级公司的股东大会表决的同时，又建立起与耶稣会这样的历史悠久的全球组织的联盟（我 2007 年在 Yahoo 股东大会上试图与纽约市管理政府雇员退休基金的官员建立“联盟”，无果。今后，我可以先提交一个类似提案，把需要结盟的大股东请到谈判桌上来）。下一步，我马上就得转向已经无理拒绝了我的同样内容提案的 Boeing 波音公司和似乎已经接受了我的内容不同的提案的 Google 谷歌公司。

[赵京，2010 年 2 月 1 日 美国圣拉蒙]

[付 1]

SHAREHOLDER PROPOSAL FOR CHEVRON 2010 SHAREHOLDERS' MEETING
Human Rights Committee of Chevron Business

Whereas, mindful of the severe abuses of basic human rights by the Government of China to punish its people for expressing and exercising the free speech and free association rights (for example, I myself, born in Beijing and graduated from Tsinghua University in Beijing, was deprived of my Chinese citizenship in 1996 without any document), and

Whereas, taking into account the fact that U.S. laws prohibit the involvement of U.S. companies in major human rights abuses taking place in foreign nations, including China,

Therefore, be it resolved, that shareholders request that Chevron establish a Human Rights Committee with the responsibility to review and approve all policies and actions taken by the Company that might affect human rights observance in countries where it does business, or where its products and technologies are being sold or used. This Committee will follow the Universal Declaration of Human Rights and will include high-level officials of Chevron, and respected outside human rights experts (especially with knowledge of China's human rights situation) to help Chevron understand the human rights impacts of Chevron business abroad.

[付 2]

Dear Jing Zhao, Ph.D. -

Thank you for taking time to meet with us yesterday and for sharing your commitment to human rights in China. We have been deeply moved by the suffering you and your wife have experienced and know how significant your Chevron human rights resolution is for so many people who are being persecuted in China today. We applaud your courage and invite you to consider joining in our larger movement to change Chevron's human rights practices and policies as a part of the coalition of concerned shareholders that we have built over the last five years.

I realize that we have made a difficult request of you to withdraw your resolution with Chevron to allow the Jesuit-led resolution to go forward. As you heard our legal counsel Paul Neuhauser explain, the SEC will likely agree with Chevron's request to exclude ours since your resolution was received first.

As you probably know, shareholder resolutions are not binding on a Company. Resolutions are used primarily a means to getting the Company to enter into constructive dialogue with shareholders. This is why having a large number of shareholders backing a resolution is important, and is something that grabs the attention of the Company as well as the shareholders who are voting on each resolution. Over the past several years, several third-party corporate governance organizations have recommended that shareholders vote in favor of this Jesuit-led human rights resolution.

As you contemplate what to do and discuss this with your friends and colleagues, please consider how much more effective you can be for the Chinese people by joining the Jesuit-led initiative for a comprehensive human rights policy at Chevron:

- You become an ally joining experienced shareholder advocates who are members of the Interfaith Center on Corporate Responsibility (ICCR). Over the past five years, this coalition has grown each year, and now includes 42 co-filers on the resolution calling for a comprehensive, transparent, and verifiable human rights policy across all operations of the Chevron Corporation – in all countries where Chevron operates, including China. Also, each year the shareholder vote has increased, to nearly 30% approval last year. Our resolution has the support of 42 institutional co-filers, which is the largest ICCR resolution in the current year by a wide stretch (the second largest after our resolution has received 22 co-filers).
- If you choose not to withdraw your resolution and the SEC agrees with Chevron to exclude the Jesuit-led resolution, then your resolution will need to win at least 10% of the shareholder vote (201 million shares). As we discussed yesterday, resolutions with a single sponsor that focus on a single country rarely garner such response. As Paul Neuhauser explained, if your resolution fails to win a 10% approval, then none of us will be able to file another human rights resolution with Chevron for a period of three years, and we will lose all the momentum and progress that we have made with Chevron since we started engaging Chevron in 2004.
- For almost 40 years, ICCR has been the pioneer in shareholder engagement – we are respected and taken seriously by every company that we engage. You should know that in the last five years, the Jesuits have successfully engaged both Occidental Petroleum and Monsanto Company to adopt comprehensive human rights policies. Moreover, as Anna showed you yesterday, our ICCR colleagues have many other open dialogues that have China as a focal point and this will allow you to be a resource to them.
- You will be able to participate with us in our ongoing dialogue with Chevron corporate officers. You would be able to participate not only in the dialogue but also in the strategy session to plan the agenda. This will allow you to speak directly to Chevron decision makers who have the authority to change corporate practice and policy.

Corporate dialogues have an entirely different tone than the annual meeting and they provide the time to discuss items much more in depth. We will incorporate your particular interest and concerns regarding Chevron's operations in China within our wider context of global, transparent, and verifiable human rights policy, and continue to hold Chevron to these standards throughout the implementation phase of such a policy. Jesuits have identified China as one of the key areas that we want to grow in our awareness and engagement, so your insight and experience will be extremely valuable.

Dr. Zhao, if you agree to withdraw your resolution, we will welcome you and your concerns for China wholeheartedly into our alliance of co-filers. Hopefully you and your colleagues will see that by joining the Jesuit-led resolution, your cause is actually made stronger - and alternatively, by not joining you would potentially be jeopardizing an advancement of human rights with Chevron and hurting your cause. Certainly, an alliance of united shareholder advocates will demand greater leverage on behalf of the people of China. Together, we can utilize our shared experiences and passions on behalf of human rights everywhere.

Please call me or Anna directly if you have any questions. We look forward to hearing your decision by Friday.

In solidarity and peace,
Mark & Anna

Mark Potter, Ph.D.
Provincial Assistant, Social Ministries California Province of the Society of Jesus
300 College Ave., Room 435
P.O. Box 519
Los Gatos, CA 95031