WHEREAS: With an estimated 1.2 trillion searches per year worldwide – and billions of users - Google sits at the center of global controversy regarding its role in Russia’s election interference during the 2016 United States presidential election and what experts say is an ongoing threat to the democratic process.

Richard Clark, cybersecurity adviser to President George W. Bush, and Robert Knake, cybersecurity adviser to President Barack Obama, wrote: “Russia could well interfere in the 2020 presidential vote, or the 2018 midterm elections...They will be back. And when they are, we better be ready with a plan that’s suited to our current moment.”

These alarming revelations demonstrate measures taken have been insufficient. Shareholders are concerned that Google’s inability to address these issues proactively poses substantial regulatory, legal, and reputational risk to long term value.

We believe Google is an information fiduciary with the obligation to demonstrate how it responsibly manages content on its platform. Yet, disclosures have been minimal, guarded, and inadequate. Content policies appear reactive, not proactive.

In October, Bloomberg reported Google found evidence Russian agents bought Google ads to interfere with the 2016 presidential campaign, having affected YouTube and Google’s main search advertising systems.

Congressional committees have launched multiple investigations into Russian interference. Lawmakers plan to introduce legislation to require internet companies to disclose more information about political ad purchases. Senator Richard Blumenthal stated, “If Vladimir Putin is using Facebook or Google or Twitter to, in effect, destroy our democracy, the American people should know about it.”

The New York Times reported, “Despite Google’s insistence that its search algorithm undergoes a rigorous testing process to ensure that its results do not reflect political, gender, racial or ethnic bias, there is growing political support for regulating Google and other tech giants like public utilities and forcing it to disclose how exactly its arrives at search results.”

Foreign ministers of the Group of 7 countries, including the United States, said, “we are increasingly concerned about cyber-enabled interference in democratic political processes.” Germany enacted a law with fines of up to 50 million Euros if social media platforms don’t promptly remove posts containing unlawful content. The U.K. government is considering regulating Google as a news organization.

Advertisers have raised alarms about fake user accounts. Procter & Gamble and Unilever have reduced expenditures on digital advertising. Nomura Securities estimated YouTube has lost up to 750 million dollars in revenue due to advertiser fear of being associated with objectionable content.

RESOLVED: Shareholders request Google issue a report to shareholders on major global content management controversies (including election interference) at reasonable cost, omitting proprietary or legally privileged information, reviewing the efficacy of governance, oversight and policies on content disseminated on its platform and assessing the magnitude of any risks posed to the company’s finances, operations, and reputation.

SUPPORTING STATEMENT: The proponents recommend the report include assessment of the scope and scale of platform abuses and address related ethical concerns on the use of artificial intelligence.