Anna Aseeva, *From Corporate Social Responsibility to Corporate Social Liability: A Socio-Legal Study of Corporate Liability in Global Value Chains* (Oxford: Hart, 2021), 244 pp

Corporate power continues to grow and impact upon our livelihoods and the environment. Myriad concepts have been introduced to describe the prevention or mitigation of different types of corporate irresponsibility and harm – including accountability, corporate social responsibility (CSR) and corporate sustainability. Into this mix, Anna Aseeva introduces corporate social liability (CSL), an innovative lens to create strategic pathways to alleviate corporate harm.

Aseeva centres her socio-legal analysis on the complex leviathan of global value chains (GVCs). GVCs have become the normalized method of production, and now account for over 70 per cent of global trade. The book’s thesis lies in the assertion that GVCs operate as ‘connectivity norms’ of global economic relations, which in turn generate systems of *economically dependent* but *legally independent* entities between head corporations and periphery firms. This dichotomy results in the corporation at the apex of any GVC remaining practically immune to liability. To tackle this immunity, Aseeva argues that international lawyers require new strategies. CSL covers ‘the extent to which head corporations can be held liable for harm, including that which arises out of acts and omissions by their economically dependent entities’. CSL contains constitutive elements of both corporate liability for the effects of GVC production and the corporate responsibility to re-distribute, which incorporates, amongst other issues, health and safety standards for workers, and environmental protections. Notably, Aseeva also alludes to CSL’s temporal and aspirational dimensions, operating between current formulations of corporate liability, and as a lens through which to see future systemic changes that will be necessary to transform the global political economy and society.

The book is organized in four parts. Part I (chapters 1–2) introduces the book’s approach and methods, in addition to providing us with a contextual account of CSR and the proliferation of GVCs. Part II (chapters 3–4) analyses the regulation of corporate responsibility from national, post-national and international law perspectives. Part III (chapters 5–6) investigates recent legal routes to liability for head corporations in GVCs, and Part IV (chapters 7–9) sets out a systemic approach to whether and how CSL could be adopted.

Chapter 1 details the CSL approach and situates the book in the socio-legal method through the complementary doctrinal analysis in English, French and US jurisdictions, and a

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3 Ibid, 7.
deconstruction of the legal norms of CSL. Chapter 2 relays CSR’s relevance, and the proliferation of international voluntary CSR standards intertwined with the history of GVCs. Aseeva references the Rana Plaza disaster to demonstrate the failure of these CSR regimes in regulating value chains, opening up the question of enhanced liability through binding mechanisms of CSL. To partly answer this, chapter 3 interrogates the corporate form through an analysis of corporate, tort and contract, and commercial law, in order to emphasize liability beyond the separate legal personality, limited liability and the corporate veil. Chapter 4 then addresses the strengths and weaknesses of supranational law regulating GVC liability, first at the EU level, before turning to international soft law with the UN Guiding Principles of Business and Human Rights (UNGPs) and the OECD Guidelines for Multinational Enterprises and Due Diligence Guidance.

The rise of due diligence laws and recent litigation aimed at corporations’ duty of care and transnational liability are assessed in chapter 5. National laws are evaluated on the basis of their normative force, with most limited to demanding merely ‘therapeutic disclosure’ for corporations rather than achieving a high standard of CSL. Regarding transnational lawsuits, both the Nevsun6 and Vedanta7 judgments are highlighted as the key claims for the liability of head corporations for failures in their value chains. We are then offered in chapter 6 the criteria and conditions for founding corporate liability in practice: namely, shorter-term contractual and commercial arrangements with other links of the chain, longer-term chain-wide planning and governance, and private regulation of GVCs through chain-wide standards. Chapter 7 conceives of a general GVC duty of care, drawing from the recent French and Dutch approaches to mandatory human rights due diligence (mHRDD), in addition to international arbitration and CSL through ex ante extra-legal means. Since the book’s publication, Germany and Norway have also introduced mHRDD laws, in addition to the proposed EU Directive on Corporate Sustainability Due Diligence, which may further enhance Aseeva’s argument on liability through judicialization. Chapter 8 then assesses the potential of the Business and Human Rights Treaty for corporate liability and influence over GVCs. Finally, chapter 9 asks whether nascent CSL law is actually desirable and how it might impact upon social norms. The book concludes that serious gaps in the actual application of the surveyed laws cast doubt on the intention of democracies to make corporations liable for GVC harm.8

Aseeva’s critique of current CSL routes resonate with two outstanding concerns I have about business and human rights in its current form. The first, and most obvious, is that head corporations frequently forgo any kind of liability for even the least complex harms, and the legal status quo still seems unwilling to bind responsibility to them. The second is that most available legal routes are concerned with a specific harm that has already occurred, rather than focusing on preventative transformations that might challenge power dynamics. Aseeva acknowledges the importance of both ex ante and ex post initiatives throughout her assessment,9 and significantly that CSL corresponds both to an obligation of distribution and a legal responsibility for the effects of GVC production. The book further reminds those of us working and researching in the field of business and human rights not to focus too squarely on legalistic avenues for liability to the detriment of ‘socio-ecological questions such as equality and distributive justice’.10 Aseeva recognizes that a ‘systemic response to

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5 Ibid, 116.
6 Nevsun Resources Ltd v Araya 2020 SCC 5.
9 Ibid, 180–182.
GVC capitalism violence ... should thus go beyond legal and even political legal solutions’, such as CSL.\textsuperscript{11}

Nevertheless, some of the later structural reforms suggested in the book rely on essentially legal avenues, for example the suggestion of limiting subcontracting by making head buyers responsible for the application of home country labour and environmental law throughout the whole chain.\textsuperscript{12} I suggest that this may be because of the underlying presumption that governance gaps or blind spots materialize in GVCs because the law is out of step and constantly trying to play catch-up with business. As others have argued elsewhere, this is a misleading assumption, which neglects important components embedded in GVC capitalism. Governance gaps exist not because of an absence of authority; rather law itself is a constituent part of globalization, corporate power and impunity.\textsuperscript{13} The notable aspiration of ‘domesticating capitalism’\textsuperscript{14} may therefore not be enough to alleviate global economic injustice. As for the re-distributive CSL goal of prohibiting ‘outsourcing in all its manifestations’,\textsuperscript{15} there is a danger that this will overlook people embedded in GVCs, and the livelihoods that are already entangled in outsourcing and extraction. Sanctions such as these originating from the Global North will have profound effects on those in the Global South, where much of the subcontracting is located and relied upon. This will require further consideration.

Overall, this book is a very welcome contribution to business and human rights and one which scholars and practitioners in the field will no doubt find useful. The book provides us with an impressive and critical survey of legal tools already available to combat corporate irresponsibility, as well as the social and historical context through which GVCs emerged. Although ambitious, the CSL analysis is one that moves us beyond a binary of public and private, national and international law. It spotlights the realities and limitations of law as a buttress against corporate human rights abuses. It is also a valuable reminder both of how far we have come from the early days of flimsy CSR promises, and how much further we need to go to prevent corporate harm.

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\textsuperscript{11} Ibid, 221.
\textsuperscript{12} Ibid, 216.
\textsuperscript{14} Aseeva, note 2, 221.
\textsuperscript{15} Ibid, 216.