

From Social Norm to Legal Practice: Fifteen Years of Integrating the UNGPs into Business Law

This essay is part of [Shift's series](#) marking the 15th anniversary of the UN Guiding Principles on Business and Human Rights.

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In the fifteen years since the UN Human Rights Council endorsed the UN Guiding Principles on Business and Human Rights (UNGPs), the corporate legal community has largely moved past its initial skepticism. Major international and national bar associations now support considering the soft law of the UNGPs in providing legal advice and services to business clients. Companies and law firms alike have moved from generally endorsing the UNGPs to actively using them as a practical framework for addressing human rights issues in supply chains.

Most large law firms now advise business clients on business and human rights (BHR), either through specialized practice groups or as part of broader ESG practices. This trend reflects several factors:

- The rise of human rights due diligence (HRDD) and disclosure laws (especially in the EU).¹
- Growing client exposure to legal claims for complicity in abuses.²
- Potential liability for boards if they fail to properly oversee the management of human rights risks.³
- Increasing recognition of the human right to a clean, healthy, and sustainable environment.⁴

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The views stated are those of the authors only and not necessarily those of any other persons or organizations.

The authors gratefully acknowledge the contributions and insights of Caroline Rees, President, CEO, and co-founder of Shift, and Meg Roggensack, Executive Director of the Business and Human Rights Lawyers Association.

- Increased “greenwashing” claims alleging that companies have not acted consistently with their stated human rights and environmental policies.⁵
- Empirical research on global supply chains showing that traditional, top-down codes of conduct, monitoring, and buyer-imposed contractual compliance mechanisms have produced only limited and often unsustainable improvements in working conditions, and cannot by themselves prevent or mitigate serious labor and human rights abuses.⁶

However, progress in integrating the UNGPs into legal practice has been inconsistent and uneven. In 2022, the UN Working Group on Business and Human Rights warned that lawyers may be limiting their advice to avoid short-term legal liability for their clients, rather than considering broader UNGPs alignment. Legal advice that focuses only on clients’ (narrow) hard-law legal duties overlooks the role of lawyers as “wise counselors” who advise on soft-law norms, such as the UNGPs. It also overlooks the possibility that the client may use legal advice to abuse, or contribute to the abuse of, human rights impacts. We elaborate on this in Section 2 below.

This essay traces the integration of the UNGPs into legal practice from the UN Mandate of the late Prof. John Ruggie, the Special Representative of the UN Secretary-General and the author of the UNGPs, to the present day, and explores potential future directions.

1. Overcoming the initial skepticism of the corporate bar

Because of their influence on the corporate C-suite, Prof. Ruggie identified corporate lawyers as the most significant new players he brought into the fold of discussions on BHR.⁷ In 2008, a prominent Wall Street lawyer, Martin Lipton, wrote to his clients, expressing concerns that the UNGPs would impose additional burdens on boards beyond the traditional fiduciary duty of oversight.⁸ Two years later, he became an advocate for the UNGPs as an important governance tool to help boards oversee the company’s management of human rights risks.⁹

HRDD resembles familiar corporate and legal due diligence processes, making it recognizable to corporate lawyers. It draws on traditional risk management and compliance systems but has a different purpose: to understand and address a company’s human rights risks, as well as its business risks. While there are meaningful distinctions between human rights and business risks, where risks to people’s human rights are greatest, there is often strong convergence with risk to the business.¹⁰ The case for effective integration of HRDD into corporate governance and leadership can therefore be made on commercial, legal, and moral grounds. Through systematic engagement with stakeholders, HRDD helps companies identify potential involvement in abuses, assess and mitigate those risks, monitor progress, publicly communicate results, and provide remedies to those adversely

affected. In other words, it functions as an internal control system that provides critical insights into a company's overall human rights performance.¹¹

2. Gaining the support of professional legal associations

The International Bar Association (IBA), which is the voice of the international legal profession, issued guidance on BHR in 2016 and updated it in 2023. It explicitly applied the UNGPs to law firms, recognizing them as business entities responsible for respecting human rights under UNGP 14. It emphasizes that legal advice and services can facilitate corporate abuses even when client actions are technically lawful. It recommends that firms assess whether their work is likely to cause or contribute to harm in clients' operations or supply chains and encourages lawyers to serve as "wise counsel," advising on both hard and soft law standards to help prevent or reduce harm.¹²

In the United States, the American Bar Association (ABA), which is the world's largest voluntary bar association, has taken similar steps. In August 2024, its House of Delegates approved Resolution 604, which heavily references the IBA's 2023 guidance and previous ABA policy. It urges lawyers and firms to avoid causing or contributing to negative human rights impacts, encouraging them to advise clients more holistically by applying all relevant standards for responsible business conduct.¹³

Finally, in 2022, twenty-two major international law firms founded the Business and Human Rights Lawyers Association (BHRLA), www.bhrla.org, a global platform dedicated to integrating the UNGPs into everyday legal practice.

3. Model Supply Chain Contract Clauses (MCCs)

In 2021, following consultations with over 200 stakeholders, a working group of the ABA Business Law Section published a set of model contract clauses (MCCs) to serve as a practical tool for companies to integrate HRDD into their international supply contracts. The MCCs, along with the Responsible Purchaser Code of Conduct (the Buyer Code), seek to translate the UNGPs into binding contractual commitments to improve the respect for human rights across international supply chains.¹⁴ The MCCs are not intended to simply be copy-pasted into supply contracts, but rather to be selected and adapted to the particular contract as part of the company's HRDD process.

The MCCs reject the traditional, top-down model in which all compliance obligations fall solely on the supplier, and move away from strict-liability clauses that treat any imperfection as a material breach. Such requirements incentivize suppliers to hide problems rather than disclose them, disrupting HRDD at step one. Instead, the MCCs embrace a shared-responsibility approach,

committing *both* parties to uphold human rights standards together, including through buyer obligations to engage in responsible purchasing practices that do not contribute to adverse impacts. If a problem does arise, the MCCs prioritize victim-centered remediation over “cut and run” termination, making exit a last resort to be pursued responsibly only after remediation efforts have been exhausted.

The MCCs have already achieved significant success with companies, industry associations, investor groups, civil society, and public and private standard-setters. They have also become a transatlantic benchmark. For example, the European Responsible and Sustainable Supply Chains Working Group is using the MCCs as a starting point to develop a set of European model clauses (EMCs), which adapt the contract-based due diligence system of the MCCs to the EU legal context while remaining consistent with the UNGPs and OECD standards.

Specifically, the EMCs, which will be finalized later in 2026, are designed to align with the requirements of the EU’s landmark due diligence legislation, the Corporate Sustainability Due Diligence Directive (CSDDD).¹⁵ Notably, they track the CSDDD’s requirements that contracts must not be used to transfer due diligence responsibilities to business partners, that contracts must assign responsibilities between buyers and suppliers, that in-scope companies must review their purchasing policies to ensure they contribute to the payment of living wages and do not aggravate adverse impacts, and that exit must be a last resort.¹⁶ The EMCs also serve as a key reference for the European Commission in its upcoming guidance on due diligence-aligned contracts, contemplated under Article 18 of the CSDDD.

But, although the U.S. does not have HRDD legislation, due diligence-aligned contracts may be of even greater legal importance there as the Trump Administration launches investigations against dozens of trading partners (including the 27 EU Member States) to evaluate whether they are doing enough to prohibit and limit trade with countries that use forced labor. These investigations, which could lead to a new wave of tariffs, will be carried out under Section 301 of the 1974 US Trade Act, which grants the executive broad authority to impose trade sanctions to address unfair trading practices that harm the U.S. economy.

This recent effort to justify imposing tariffs should prompt companies to review their contracts to ensure they are designed to support HRDD and prevent, rather than exacerbate, the risks of forced labor. As explained in a policy brief by the Responsible Contracting Project, due diligence-aligned supply contracts can reduce both the likelihood and the severity of enforcement actions under Section 307 of the 1930 US Tariff Act and the EU Forced Labor Regulation enacted in 2024.¹⁷

4. The Rule of Law

The rule of law is a load-bearing beam for justice, democracy, and human rights. Lawyers have an obligation to uphold the rule of law in a manner consistent with international human rights norms and standards.¹⁸ Although the corporate responsibility to respect human rights is not restricted by domestic law, the strength of the rule of law framework within a particular country affects the likelihood of business-related abuse in that country.

However, that progress has hit a rough patch with the current U.S. Administration. In its 2016 and 2023 BHR guidance documents, the IBA emphasized the critical importance of lawyers' independence, describing it as vital for the provision of unbiased advice, even if that advice might offend the government or other third parties.¹⁹ However, the Administration has engaged in actions that the ABA and IBA have described as attacking the rule of law, including retaliation against certain lawyers and firms.²⁰

The pace at which the UNGPs continue to be integrated into legal practice will likely depend on whether the rule of law can withstand this period of pressure. If courts, bar associations, and firms can resist political influence and maintain their independence, the progress made over the past fifteen years is likely to deepen and expand. Business clients still need solid legal advice on how to avoid involvement in human rights abuses, and there are now more compliance-driven reasons to seek such guidance. The need for wise counsel is only growing. In fact, the call for UNGP-aligned lawyering may have never been louder than it is now.

5. Future directions

In the fifteen years since the UNGPs were endorsed, business law has significantly evolved. Bar associations now consider HRDD a standard part of professional practice. Tools like the IBA and ABA BHR guidance and the MCCs offer business lawyers practical ways to align advice, contracts, and governance with the UNGPs. Additionally, the UNGPs are effectively becoming mandatory law through legislation requiring HRDD.

While impressive, the integration of the UNGPs into legal practice was not inevitable. It happened because lawyers, bar associations, and institutions made deliberate choices to treat human rights as a professional concern rather than someone else's problem. That same deliberate choice is now required again — but the stakes are higher. Attacks on judicial independence, bar association credibility, and the rule of law principles that underpin human rights protections are not abstractions. They directly threaten the scaffolding on which UNGP progress has been built.

Lawyers are not bystanders to these developments. They are among the most important actors in either resisting or accommodating them. Clients, too, have an interest: a weakened legal system serves neither their long-term interests nor those of the societies in which they operate. The UNGP

framework calls on business lawyers to be more than technicians and this moment calls on lawyers to leave their so-called comfort zone. The rule of law needs defending, and lawyers are among the few who have both the tools and the obligation to do it.

¹ See: Committee of Sponsoring Organizations of the Treadway Commission (COSO) and World Business Council for Sustainable Development, *Achieving Effective Internal Control over Sustainability Reporting (ICSR): Building Trust and Confidence through the COSO Internal Control—Integrated Framework* (COSO/WBCSD 2023), https://www.coso.org/files/ugd/3059fc_a3a66be7a48c47e1a285cef0b1f64c92.pdf

OECD, *OECD Due Diligence Guidance for Responsible Business Conduct* (OECD Publishing 2018) 13–18 https://www.oecd.org/en/publications/oecd-due-diligence-guidance-for-responsible-business-conduct_15f5f4b3-en.html

² See: Claire Tixeire, Cannelle Lavite and Anna Kiefer, 'Lafarge on Trial: Cementing Accountability', *Opinio Juris* (27 October 2025), <http://opiniojuris.org/2025/10/27/lafarge-on-trial-cementing-accountability/>; and

Chloé Dubois, 'Lafarge: A Judicial Warning Still Largely Ignored by Business', *Justice Info* (18 December 2025), <https://www.justiceinfo.net/en/153748-lafarge-a-judicial-warning-still-largely-ignored-by-business.html>.

³ See, e.g., Kishanthi Parella, 'The Human Rights Obligations of Corporate Directors' (2025) ___ *UC Irvine Law Review* ___ (February 25, 2026) (arguing that corporate involvement in human rights abuse often occurs because of explicit choices made by boards that often inevitably leads to human rights violations) https://papers.ssrn.com/sol3/papers.cfm?abstract_id=6304563

⁴ See UNHRC Res 48/13 'The human right to a clean, healthy and sustainable environment' (8 October 2021) UN Doc A/HRC/RES/48/13; UNGA Res 76/300 'The human right to a clean, healthy and sustainable environment' (28 July 2022) UN Doc A/RES/76/300 (together recognizing, for the first time at UN level, a universal human right to a clean, healthy and sustainable environment).

⁵ See, Sarah Dadush, *The Law of Identity Harm*, 96 WASH. U. L. REV. 803 (2019) (explaining "identity harm" as the anguish experienced by consumers who learn that they have been deceived about the virtuous--e.g., eco, fair-trade, conflict-free--attributes of a purchase and operationalizing it in tort, contract, and consumer protection law); and

International Bar Association, 'ESG: Courts Weigh In as Crackdown on Greenwashing Claims Continues' (5 March 2025) <https://lawreview.wlulaw.wlu.edu/disclosure-greenwashing-and-the-future-of-esg-litigation/> (noting over 2,000 companies implicated in greenwashing incidents and a surge in "climate-washing" cases globally).

⁶ See Richard M Locke, *The Promise and Limits of Private Power: Promoting Labor Standards in a Global Economy* (Cambridge University Press 2013); <https://www.cambridge.org/core/books/promise-and-limits-of-private-power/27BA4A65BC48CA059DE12FD643BD7905>

⁷ John Gerard Ruggie, *Just Business: Multinational Corporations and Human Rights* (W W Norton 2013) ch 4, 81–84 (discussing corporate lawyers as key actors in the business and human rights debate).

⁸ Wachtell, Lipton, Rosen & Katz, ‘*A United Nations Proposal Defining Corporate Social Responsibility for Human Rights*’ (Client Memorandum, 1 May 2008) <https://theliptonarchive.org/wp-content/uploads/545-A-United-Nations-Proposal-Defining-Corporate-Social-Responsibility-For-Human-Rights-dated-May-1-2008.pdf>

⁹ Wachtell, Lipton, Rosen & Katz, ‘*Guiding Corporate Social Responsibility: A United Nations Blueprint to Promote Human Rights*’ (Client Memorandum, 24 November 2010) <https://theliptonarchive.org/wp-content/uploads/578-Guiding-Corporate-Social-Responsibility-A-United-Nations-Blueprint-to-Promote-Human-Rights-dated-November-24-2010.pdf>

¹⁰ Shift and Mazars, *UN Guiding Principles Reporting Framework with Implementation Guidance* (Shift Project and Mazars 2015) (explaining the concept of salient human rights impacts) <https://www.ungpreporting.org/framework-guidance/>

¹¹ John F. Sherman III, ‘*Human Rights Due Diligence and Corporate Governance*’ in Corinne Lewis and Constance Z Wagner (eds), *A Guide to Human Rights Due Diligence for Lawyers* (American Bar Association 2023)—a prior version of this chapter appears as a Harvard Kennedy School CSR Working Paper at www.hks.harvard.edu/sites/default/files/centers/mrcbg/files/CRI_WP_79_Final.pdf

¹² See: International Bar Association, *IBA Practical Guide on Business and Human Rights for Business Lawyers* (IBA 2016) 5–7 <https://www.ibanet.org/MediaHandler?id=d6306c84-e2f8-4c82-a86f-93940d6736c4> (explaining how the UNGPs apply to business lawyers and to law firms as business enterprises with their own responsibility to respect human rights); and International Bar Association, *Updated IBA Guidance Note on Business and Human Rights: The Role of Lawyers in the Changing Landscape* (IBA 2023) 3–6 www.ibanet.org/document?id=English-Updated-IBA-Guidance-Note-on-Business-and-Human-Rights-role-of-lawyers-apr-23 (reaffirming that law firms themselves have a responsibility to respect human rights and setting out expectations for integrating UNGP-style human rights due diligence into legal practice).

¹³ American Bar Association, ‘*Resolution 604: Business and Human Rights*’ (adopted by the House of Delegates, August 2024) <https://globalfreedomofexpression.columbia.edu/wp-content/uploads/2024/11/ABA-Resolution-Oct-2024.pdf>.

¹⁴ See: David V. Snyder, Susan A. Maslow & Sarah Dadush, *Balancing Buyer and Supplier Responsibilities: Model Contract Clauses to Protect Workers in International Supply Chains, Version 2.0*, 77 Bus. Law. 115 (Winter 2021-2022). For the entire MCC toolkit, including the Buyer Code, see <https://www.responsiblecontracting.org/mccs2-0>;

¹⁵ See *Shift Statement on the political agreement on the Omnibus Simplification Package on EU Sustainability due diligence and reporting rules* (December 2025), <https://shiftproject.org/shift-statement-on-the-political-agreement-on-the-omnibus-simplification-package-on-eu-sustainability-due-diligence-and-reporting-rules/>.

¹⁶ See Corporate Sustainability Due Diligence Directive Articles 10, 11, and 12, supported by Recitals 45, 54, and 66.

¹⁷ RCP Policy Brief: *Forced Labour Trade Bans and HRDD: Why Responsible Contracting Matters* (February 2025), <https://www.responsiblecontracting.org/flb-rcp-brief>

¹⁸ United Nations Security Council, Report of the Secretary-General, *The rule of law and transitional justice in conflict and post-conflict societies*, S/2004/616 p. 4 (2004), available at digitallibrary.un.org/record/527647?ln=en&v=pdf (setting forth former UN Secretary General Kofi Anan’s definition that the Rule of Law must be “consistent with international human rights norms and standards”, a view which UN policy documents, reports, and resolutions endorse; see United Nations and the Rule of Law, *What is the Rule of Law?* www.un.org/ruleoflaw/what-is-the-rule-of-law-archived/ (no date)).

¹⁹ IBA 2016 Guidance (n 12) at pp. 7-8, 9-12, 27-29 and IBA 2023 Updated Guidance (n. 12) at pars 29-32.

²⁰ See: ABA and more than 50 bar associations, ‘*Government Actions That Seek to Twist the Scales of Justice*’ (Joint Statement, 26 March 2025) www.abajournal.com/news/article/aba-and-more-than-50-bar-associations-condemn-government-actions-that-seek-to-twist-the-scales-of-justice(pledging to

‘defend the rule of law and reject efforts to undermine the courts and the legal profession’ and rejecting the notion that the US government may ‘punish lawyers and law firms who represent certain clients’ or ‘punish judges who rule certain ways’); and

John Sherman, Bennett Freeman, Errol Mendes, and Kernaghan Webb *‘Attacks on the Rule of Law and the Threat to Business and Human Rights’*, IBA Business and Human Rights Committee (21 November 2025) www.ibanet.org/attacks-on-rule-of-law-and-the-threat-to-business-human-rights(warning that recent ‘attacks by the US administration on the judiciary, the legal profession, and the media – each a vital pillar of democracy – have created a ‘chilling effect’ and calling on the United States to uphold democracy and the rule of law).”