

**FACEBOOK, INC.**  
**September 17, 2019**  
**5:30 a.m. PT**

Operator: Hello and welcome to today's Facebook press call. There will be prepared remarks and a Q&A to follow. To ask a question after the prepared remarks conclude, please press "star," "1."

Now, I'd like to turn the call over to Carolyn Glanville who will kick this off.

Carolyn Glanville: Hi everyone. Thank you so much for joining us today. As he said, I'm Carolyn Glanville. I'm part of Facebook's Communications Team. Today we're going to be talking about the oversight board.

We sent you materials last night. Hopefully everyone got them in advance. On this call, you're going to be hearing from Brent Harris and Heather Moore. They're both from our Governance team and have been intimately involved in setting up this oversight board.

This call is on the record. It's under embargo until the release of the charter today at 1:00 p.m. Pacific. With that, I'll go ahead and turn it over to Brent.

Brent Harris: Hi. Thanks for taking the time to join us today. We wanted to make sure you had the chance to be able to ask us questions and seek clarity around the documents that we just shared.

I'm the Director of Governance here at Facebook, and I've been leading the oversight board project for the past year. First, I want to give some context for what we're publishing today along with some information on the team and process that's got us to where we are now. I'll then hand it over to Heather who will walk you through some of the details of what's in the charter. In particular, we'll zoom in on a few areas of focus that may be of interest to you.

To rewind, last November, Mark Zuckerberg published a blueprint for content governance and enforcement on Facebook. As part of that, we committed to

building an external body, the oversight board, which will review some of the most difficult and significant decisions we make about content at Facebook.

Since that time, we've released a draft charter, which became the basis of a public consultation on the idea of the oversight board. As part of that consultation, we hosted six in-depth workshops and 22 roundtables with more than 650 people from 88 different countries.

We had personal discussions with more than 250 people and received 1,200 written submissions in response to the public consultation. We were lucky to have heard from a wide variety of people with very different expertise and background from privacy advocates to human rights lawyers to journalists and constitutional scholars to people who simply use our product and care a lot about where we go here.

We captured the feedback we've heard (in an) extensive report we published in June, and we've been incredibly grateful for everyone's contributions. It's also worth saying we have pulled together a cross-functional team of over 100 people within Facebook who have been involved in the development of the board from the charter and the workshops and simulations we've run internally to test how the board will work in practice.

As you can imagine, this board poses a number of complex and difficult governance questions which we've been working through with external partners. We have put a lot of thought into the governing structure and subsequent governing documents.

The charter we're publishing today will clearly articulate the oversight board's purpose and mandate as well as its relationship to Facebook. It will also form a foundation for the oversight board's function, operation, governance, and independence. With that in mind, it is intended to remain fairly constant over time.

The charter will form the basis for the board's operations and set out the process for selecting members, the procedures the board should follow, the method for coming to decisions, and the structure that allow the board to carry out its duties and responsibility.

The charter is also designed to provide for the possibility that the board may grow over time. It is our hope that eventually this will lead to industry-wide efforts towards better content governance which could support a variety of social media platforms.

A set of forthcoming bylaws and other governing documents will articulate the day-to-day procedural details that are necessary to facilitate the board's operation. The bylaws will contain specific operational details on topics such as roles and responsibilities of board co-chairs, procedures for term renewals, future selection and if necessary, removal of members, procedures for forming smaller panels to deliberate and decide upon cases and rules and criteria for selecting the cases the board will review.

The board will have the ability to amend its bylaws so it can remain flexible and responsive to emerging issues and changes in the digital landscape. As Mark says in his letter accompanying the charter, Facebook's commitment to giving people a voice remains preeminent and we also look to principles of safety, dignity, privacy and authenticity in writing and enforcing our principles.

We recently shared an update on these values in our newsroom and they guide our decision-making when we develop and enforce our community standards. These principles will set a foundation for the work of the board. We've been humbled by how many people in our community as well as outside advisors and experts have been willing to offer their thoughts, time, and expertise to help guide us to a good starting place.

We have listened to the feedback that experts across the world have given us. Today, we are taking that thinking and using it to develop a functioning organization, one with a sound flexible governance structure. So while we will be publishing the charter for the oversight board, there's a long way to go in making the board fully operational. It is an important step and we wanted to give you the opportunity to understand, to ask questions about what we've included in the charter, how we got to this point, and what to expect next.

With that, I'd like to now turn it over to Heather Moore who has led our work to develop the board's governance and structure, including developing this charter. Heather, go ahead.

Heather Moore: Thanks, Brent. Hello to everyone and thanks again for joining us. As Brent said, as part of our consultation process, the team and I have personally met with hundreds of experts from all over the world to hear their views on how we should do this.

We've talked with safety and privacy experts in India, internet scholars in France, constitutional lawyers in Brazil, digital rights advocates in Nigeria, and so many others who have taken an interest in the oversight board. As a starting point for us, one thing was clear, people want the oversight board to be a global body that exercises independent judgment and advances free expression.

We've written this charter with these objectives in mind. So now I'd like to turn to four issues that have spurred particular interest and debate: the structure of the board, its membership, its authority to make decisions and set precedent, and the mechanics for implementing the board's decisions.

Before we move on to answering your questions, I'd like to quickly give you some context on each of these four areas. First, the governance structure. As you can imagine, we heard many views on how the board should be structured and supported. For example, early on in our planning process, we kept hearing resounding feedback that Facebook should not pay board members directly.

People expressed concern and rightly so that direct compensation by Facebook could pose a conflict and call the independence of the board members into question. I remember one call that was particularly helpful as we struggled to find the right answer. I talked with an internet governance expert from Europe who has spent years working on multi-stakeholder processes.

We talked through all the options of how we could address this issue; the implications of creating an entity that could cover compensation and

operational costs. Following this conversation and many others, we undertook a review of all the possible ways we could have salvaged a structure that could serve this purpose.

Ultimately, we decided to build a trust. The board, the trust, and Facebook will have separate roles and responsibilities. All of which will work to ensure that the board is set up for success. We also heard strong feedback on the importance of the board having its own staff to support the members in their responsibilities, which will also be funded through the trust.

A second area of debate focused on the board's membership; how big should it be, who should be on it and how should members be selected through a fair and transparent process. Many people we spoke to expressed concerns that a board that is too small would struggle to manage its workload given the sheer number of potential cases that could be referred to it for review. Others conversely worried that an overly large board would be unwieldy and unmanageable.

We are currently working towards a diverse and qualified group of 40 board members but with individual cases being heard and panels of five members, based on research and test runs conducted over the past few months. The charter also stipulates a minimum number of board members required for the board to operate; 11. This is to ensure at least two panels can be working on decisions at any given time.

In order to ensure Facebook is not selecting the entire board alone, we will be selecting a small group of initial members who will then partner with us to select the majority of the board. In the future, the board itself will take the lead in selecting members, as we've explained in a separate newsroom post also shared with you. We are hoping to be in a position to announce an initial group of members by the end of 2019 for the board to start its work.

A third more technical question that was particularly interesting to me as a lawyer centered around the concept of precedence. In essence, would board decisions apply only to the individual case or would they bind future decision making? Two thirds of respondents in our public consultation said that it was

important the board consider its own past decisions. In other words, decisions should have precedential weight.

At the same time, virtually all agreed the board would need to be able to revise and overturn past decisions in order to keep pace with shifting social and cultural norms and standards. Interestingly in conversations about this, we were reminded by experts from all over the world that what was really important here was ensuring a degree of consistency and continuity in the decisions made by the board.

The charter confirmed that panels will generally be expected to defer to past decisions. The board will be able to recommend that a decision be applied to other instances or reproductions of the same content. But the implementation of that recommendation will be at Facebook's discretion.

Finally, we heard many people focus on the implementation of board decisions and the scope of possible board recommendations. Feedback has been clear that not only should Facebook promptly implement any and all of the board's content decisions, but that Facebook should also be held accountable for explaining publicly how it acted on the board's guidance.

Decisions that the board makes will be binding, except where Facebook concludes that implementing such a decision could violate the law. We will also analyze whether it's technically and operationally feasible to apply the board's decisions at scale. Facebook will respond to the case decision with details on the implementation actions taken.

We also welcome the board to make policy recommendations. These recommendations will be brought to our product policy forum, our policy development process for consideration. We will, once again, transparently communicate any actions taken as a result. Also, under the charter, Facebook can actively request guidance on policy through the board.

These four areas have been the subject of intense debate, both internally and with external stakeholders, but you'll realize that those four areas are by no means the only discussions we've had throughout this process. Every detail of the board is ripe for discussion.

For example, earlier this year we had a heated debate between stakeholders from Argentina, the U.S., the U.K., France, Turkey, and Australia. The question was, how do we ensure the board has enough time to review cases carefully and issue high quality decisions, while also recognizing that some issues needed to be decided upon urgently?

In other words, how do we optimize both speed and quality of the decision making? To provide greater detail on some of these discussions we've also shared out a document which lays out how the feedback we've received on a draft charter is now reflected in the revised charter and the process by which we got there. We are far from finished. We are working hard on a draft of the by-laws and other governing documents and testing our operational assumption.

Brent Harris: Thank you, Heather. In the months ahead we will be doing everything we can to get the board fully up and running and hearing cases early in 2020. We'd now like to open the line for any of your questions.

Operator: We will now open the line for questions. To ask a question, press "star" followed by the number "1." Your first question comes from the line of Tony Romm of "The Washington Post." Your line is open Tony.

Tony Romm: Hey guys, good morning. I want to ask a little more about Article 4 on implementation. You say at the outset that you guys are going to implement the decisions that the board makes very promptly, but then right after that, in the same graph, you talk about how Facebook would analyze if it's feasible to do it with respect to other content that, I guess, is similar to what the board had acted on.

Why not just commit fully and clearly to take action on similar content? Talk a little bit about why you constructed it this way.

Heather Moore: Thanks, Tony, for the question. You've really honed in on an area that we've given a lot of thought over the – over the months. Just to be really frank, there are technical limitations which prevent us from being able to fully commit to applying the board's decisions to identical content across the platform.

As you can see on our platform, if you post an identical photo but include a different caption, that might give the content different contextual information, and so we don't want the board to be unduly silencing speech, especially speech that would be – that would be allowed on our platform with different contextualizing captions. I think the other piece to really hone in on is what I hinted at to begin with, which is the technical limitations.

Our products are really great at scanning identical content, but there are limitations. Sometimes we don't catch everything, and so we want the board to be set up for success and don't – and don't want to hem us in into doing something that we may not have the technical capabilities to doing right at the outset.

Brent Harris: What I'll add here as well is that we wanted to make very clear our intention for the board's decisions to be binding and in order to do that, we were setting out in this article a distinction that allowed us to very clearly be able to implement and promptly implement the board's decisions with regard to the specific content that comes before them.

Operator: Again, if you would like to ask a question, press “star” then the number “1” on your telephone keypad. There are no further questions at this time. Excuse me, we do have a question from Camille Grenier of Reporters Without Borders. Your line is open.

Camille Grenier: Hi. Thanks for organizing this one. I have a quick question (on one of the first from – wanted) this to be an industry-wide (effort) for what's better content moderation. At which stage are you in your engagement with other platforms and maybe Twitter and Google, for example, regarding this initiative you've been moving forward? Thank you.

Brent Harris: Perfect. We believe that this is an important step forward for how to govern content and operate Internet services. And as a part of that as we described, we've consulted with a wide range of people, not only experts and stakeholders, but also people across this industry and a variety of industry bodies.



And so we are in the process of building this in a way that structurally is set up so that others are in a position to join. And we really – we really believe that this is an important step forward.

Heather Moore: Just to add onto that a little bit, we conducted a really wide-ranging global consultation all over the world and spoke to thousands of experts. And the question that you asked is something that we heard over and over again, whether or not this could be an industry-wide body.

We've taken that feedback really seriously, and as Brent mentioned, we tried to set up a structure that could be flexible enough to accommodate partners in the future which is why we have the trust, the board, and then Facebook. The trust is designed so that it can – it can bring in other partners in the future that can join in and commit money or help appoint trustees as well. And so, we've really designed this to be flexible and forward-thinking, given all of the feedback that we've received.

Camille Grenier: Great. Thank you.

Operator: Your next question comes from Elizabeth Culliford of Reuters. Your line is open.

Elizabeth Culliford: Hi. Thanks for this, guys. Can you talk a little bit about the support staff? Sort of where they'll be coming from, or (whether these are) Facebook employees, what kind of size is this going to be, just any more detail about sort of their role, if that's going to be a full-time staff (or if the) board members are part-time?

Heather Moore: Thanks for the question. So the board will have its own full-time staff. We really don't want to move too quickly on the board staff until we have board members. We think it's important that they be able to weigh in on and determine where their staff should come from, what sources of expertise they might have, and how that whole staff is structured.

Just to be really clear, the staff will be housed underneath the trust. There will be an LLC that's built underneath it to give that body independence from Facebook.

What we are exploring and considering is if we do have board members by the end of this year and they do want to start hearing cases, whether it might make sense to take a few Facebook employees (and second) or lend them over to this organization to really help it get started but again we're in the beginning phases of thinking about this and think it's important to really do this in partnership with board members.

Operator: Your next question comes from Kate Klonick of St. John's Law School. Your line is open.

Kate Klonick: Hey, guys, so I'm kind of curious. In Article 6 you talk about amending the charter and it does seem like the charter is difficult to change. So are you envisioning that going forward that what rolls out today will be the real – there won't be more feedback or changes made without (an) amendment process to the charter? And then how are the bylaws going to be changed? Are those going to be as difficult to change as the charter?

Heather Moore: Thank you for the question, Kate. We've really designed the – well first to – just to take a step back, we thought deeply about this charter in consultation with lots of experts over this past year and one of the pieces of feedback that we received was that we should really design a charter that can grow over time and really allow for the expansion of scope and so that's what we've tried to do in this document, understanding that it's something that really should not change and should be hard to amend so that the board's powers are not diluted in any way.

And so that's why we set up the amendment clause in that way but left a lot of the language in the charter to be really high level and visionary so that its scope could expand over time and then really will use the bylaws to really chart out a lot of the specific operational details or procedures that make sense to the board at any given time.

I do anticipate that the bylaws will be a lot easier in some respects for the board to be able to amend, so that's something that we're in the process of working with external consultants and experts on drafting right now.

Operator: Again, if you would like to ask a question, press “star” then the number “1” on your telephone keypad. The next question comes from Jonathan Weber of Reuters. Your line is open.

Jonathan Weber: Yes, hi. So I was curious about, you did this big consultation with many meetings and conversations and other than the creation of the trust, I’m curious what changed from your original draft charter and the original plan. What were the kind of changes that were made and the response and feedback from all those meetings and consultations?

Brent Harris: Perfect. Thank you for the – thank you for the question and thanks for – I think thanks for attending our (Singapore) workshop as well. There are a variety of things that have changed over time and I’ll highlight a couple.

One has to do with the ability for the board to weigh in on policy and to be able to really provide guidance around policy and when we first started on this, we weren’t sure exactly what that relationship would look like and in the draft charter that we released for consultation, I believe we actually only had about a line about it.

And as we went around the world and we heard from people, there was really a strong interest and I think we heard that from the very first workshop and that continued – that continued across the consultation.

And so the charter that is being released today really provides for an ability for the board as it reviews cases and hears material to be able to provide guidance and suggestions on what policy will look like at Facebook and for Facebook to then be committed to respond to what that guidance looks like.

A second – really kind of a second thing that we heard quite a bit as we went around the world was that people wanted this board to be guided by a clear set of values. And values came up quite a bit, including a lot of feedback around free expression and human rights.

And so this charter begins with a commitment to free expression as a fundamental human right. And then speaks to the set of values that we

recently updated and released. And those new values also draw on and are informed by feedback that we heard.

And they reflect what Facebook stands for and the context of our community standards development and how we apply our decisions and we will now be accountable for whether or not those policies and whether or not those decisions live up to those values.

Jonathan Weber: Great. Thanks, Brent.

Operator: Our final question comes from Tony Romm of The Washington Post. Your line is open.

Tony Romm: Hey, guys, thanks for letting me be greedy. Just two follow-ups on previous questions first. With respect to time horizon, can you talk a little about how quickly you expect the board to make decisions both with respect to normal appeals and the expedited review?

And second, can you elaborate a little more. You said that you had considered setting this up as a industry-wide body, so are you talking about potentially working with the other social media networks on something like this?

Thanks.

Brent Harris: Perfect. On timing, we didn't specifically provide for that in the course of the charter in part because we wanted to be able to stand this up and really figure out what is the right way to gather information, provide the board time to deliberate, and also different cases may actually lend themselves to different time horizons.

And so there may be some (cases where) really reaching a decision a quite quickly as an expedited matter is one where it's truly urgent and the board is in a position where the merits of making that decision quickly and doing so on an expedited basis lend themselves to a faster decision, in part because the matter may be one that is urgent and important and newsworthy or timely.

At the same time, there may be other cases and ones that really speak to fault lines in the policies that have been debated over years that touch on thousands

or millions of pieces of content. The board may want to be in a position to really hear a wide array of voices and look at what some of the implications are associated with those decisions and have a little bit more time to come to the best conclusion.

Operator: Your next question from Kate Klonick of St. Johns Law School. Your line is open.

Kate Klonick: Hey, sorry, me again. So I (inaudible) – we have had a few conversations about this (and I've been) in some of these meetings and one of the things that I think kind of as a lawyer and someone thinking about kind of the constitutional implications of the charter and its interaction with the board, I was really concerned about was the removal clause or the ability for the charter to be really specific, not only about amendment, but like how you get rid of members and the importance of that.

And in kind of Article 3 (course) and in constitutional – constitutions in general. So, the removal clause is just like one sentence or two sentences. I'm just kind of curious if you've considered something more robust and if you decided not to, kind of why?

Heather Moore: Thanks, Kate. I think – I think you're right. The removal clause is particularly important, especially within this context. I will say, I think there are two sides to this.

First is that board members should feel like they are free to exercise independent judgment. And so, thinking about this clause, in particular, one of the most important pieces that we considered was whether or not Facebook should have removal power.

And so, I hope you will see that we have completely removed that from the equation. Facebook will not have any removal power of board members, irrespective of the decisions that they make.

The second piece of this is, really considering how do you set up the board so that they – so that they do not feel like the decisions that they make will

impact their tenure. And so what we decided to do, with respect to that, is really limit their removal to a violation of the code of conduct.

The code of conduct will be included in the by-laws and will really provide, I think for classic areas of removal or just violations in a manner of which the board members just really would not be fit to serve.

And so, that is what is our current thinking is, but we do completely agree that the protection of board member seats is of the utmost of importance and we've tried to provide for that in the charter by removing removal power from Facebook and resting it with the trustees who will be independent and who will also have a legal and fiduciary duty as well.

Brent Harris: And what I'll jump in and just underscore is, the bottom line is, we don't want members to be removed for their decisions and for their judgment. And so, what we're providing for is a relatively narrow set of protections around conduct and behavior.

But otherwise, the board members will be in a position where we're really looking to them for their guidance and their input. And they will be free of reprisal for making decisions that reverse Facebook and hold us accountable for making sure that we live up to the values that we set out.

Operator: Your next question comes from Elizabeth Culliford of Reuters. Your line is open.

Elizabeth Culliford: Hi again. I just wanted to ask a little bit more about sort of the makeup of the board. It suggested in the documents like you don't want to have sort of a parliamentary idea where different members are advocating. So, like their particular area organization, sort of background.

Does that mean that you're kind of moving away from the idea of maybe having representatives of groups who have sort of struggled under different content moderation issues in the past and maybe more towards people who are really experienced in sort of deliberation on – in other kind of (inaudible)? Can you talk a little bit about that?

Brent Harris: Perfect. So, there are really three things that we're looking for as we go out and start to source who are potential board members. And the first is, we're looking for people who are experienced in making decisions on a principle basis under a set of standards, and that's a core part of the job.

A really core part of the job is interpreting these community standards, thinking about the values, and making a decision and considering the tradeoffs in the course – in the course of a particular matter or particular piece of content.

The second, really, that we're looking for is a set of people who were used to doing this in the context of coming together as a group and deliberating together. And so, we're looking for a group of people that will form a cohesive body and form a cohesive set of panels who hear from one another and consider different kind of angles and multiple points of view and then are in a position where they can explain their decisions very clearly together.

And the last thing that we're looking for is that this group really have a set of experience with these set of issues and that they're familiar with these questions of expression and safety and privacy and authenticity and dignity, including in the context of social networks.

Operator: There are no further questions at this time. I will now return the call to Carolyn Glanville.

Carolyn Glanville: Great. Thank you. Thank you all for joining today and for all the thoughtful questions. If you have any follow ups, please feel free to reach out. We look forward to keeping you updated as this work continues, and we hope everyone has a good day.

Operator: This concludes the Facebook press call. Thank you for joining. You may now disconnect your line.

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