Oversight Board

# Oversight Board Bylaws

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# Introduction

The purpose of the Oversight Board is to protect freedom of expression by making principled, independent decisions about important pieces of content and by issuing policy advisory opinions on Meta's content policies.

The board's primary governing document, its charter, states that a set of bylaws will detail the operational procedures for the board[1]. Taken together, the charter and bylaws explain the board's purpose and govern how it will function.

The board's governance structure was designed to allow for a mechanism, separate from Meta, through which content can be brought forward for independent review; namely through the creation of the Oversight Board Trust ("the trust") and the Oversight Board Limited Liability Corporation and its subsidiaries ("the LLC").

The trust was created to facilitate the creation, funding, management, and oversight of a structure that will permit and protect the operation of the board. The LLC is a legal entity created by the trust to hold the contractual relationship with board members and hire staff, either directly or through its subsidiaries ("the administration").

Importantly, the bylaws detail the relationship between all those who have a stake in the board's success, Meta Platforms, Inc, which operates the Facebook and Instagram platforms (collectively referred to as "Meta"), the board itself, the people who submit requests for the board's review, and the trust:

- Article 1 outlines the respective roles of the board's membership, its committees, and administration, while setting out procedures for case review and communications.
- Article 2 reaffirms Meta's commitment to the board and establishes procedures for its case submission, decision implementation, and response to policy advisory opinions.
- Article 3 explains the procedures by which people can submit cases to the board.
- Article 4 provides an overview of the composition and duties of the trust.
- Article 5 sets a process for amendments to the bylaws.

In cases where there is a potential conflict between interpretations of the charter and bylaws, the charter shall prevail.

The bylaws apply to Meta, the trustees and members of the board, as applicable. Subsequent amendments can be adopted in accordance with Article 5.

ARTICLE 1

# Oversight Board

## Section 1. Members

The board is administered by the LLC established by the trust. It will be composed of a diverse set of members whose names will be public. They will exercise neutral, independent judgment and render decisions impartially.[2] To manage its operations, the board will have officers and committees, which will meet periodically to conduct business, including case and member selection.[3]

### 1.1 Officers

The officers of the board will initially consist of at least three (3) co-chairs. Thereafter, the board may periodically assess its officer structure and create or appoint additional positions, based on its operational requirements.

#### 1.1.1 Officer Duties

Co-chairs will have the same duties and obligations as the rest of the board, in addition to their duties and obligations as officers.

The co-chairs will supervise the affairs of the board (e.g. calling and presiding over meetings, and setting internal procedural rules).[4] They will set agendas for meetings; oversee the voting on board-related business, ensure that minutes are documented and circulated to all members, and perform such other functions as these bylaws provide. They will also rotate as chairs of the case selection and membership committees, as described below.

The co-chairs may participate in the management of the board's administration, which will include hiring staff members, developing an annual budget, and arranging general services for the board.[5]

In addition, the co-chairs will have ex-officio seats at meetings of the trustees and will report to board members on the outcomes of those discussions. The board may also request that the co-chairs take on additional duties, as needs arise.

Any actions that may be taken by the co-chairs will be decided by a majority vote of the co-chairs.

#### 1.1.2 Officer Selection and Term

Meta will select the initial co-chairs. Thereafter, the outgoing co-chairs, in consultation with the entire board, will select their replacements, who will then be sent to the trustees for confirmation. In selecting co-chairs, preference should be given to members who have completed at least one year of service on the board. If the board determines that it would like to elect other officers, those individuals can be elected by a majority vote of the board itself.

Co-chairs and other officers will serve initial terms of three years, up to a maximum of two terms total, or until their resignation or removal. The board will confirm renewals and/or elect officers during their meetings.[6]

Upon the confirmation of co-chairs to a second term, those terms will be staggered in order to ensure a smooth transition of leadership on the board.[7] Second terms will be staggered to ensure that the co-chairs do not leave office concurrently.

#### 1.1.3 Officer Resignation, Removal, and Vacancies

Co-chairs and other officers may step down from their position as board officers at any time by giving written notice to the director of the Oversight Board ("the director"); they may also have their responsibilities as co-chairs revoked by a two-thirds vote of the board, which must be approved by the trustees. Removal as an officer will not automatically result in removal from the board.

Ordinary vacancies, however occurring, may be filled by a majority vote of the board on a temporary basis, until the next semi-annual meeting of the board.

### 1.2 Committees

The board will have a membership committee and case selection committee. Each committee shall be chaired by a single co-chair. The board may form other committees, and decide their leadership structure, through a majority vote, as needed.

#### 1.2.1 Case Selection Committee

Members of the case selection committee, including the presiding co-chair, will serve annual terms on a rotating basis, or such other term as determined by the co-chairs. Membership may be staggered, at a cadence determined by the co-chairs, to preserve continuity of operations of the case selection committee.

The case selection committee will set criteria (e.g. importance and precedential

impact) for the cases that the board will prioritize and select for review, which may change over time. Decisions of the committee will be by a majority vote, subject to override by a majority vote of the full board.

The case selection committee will document its selection criteria, as well as the volume and types of cases that: Meta has submitted; people have submitted; and the board has selected for review.[8]

### 1.2.2 Membership Committee

Members of the membership committee will serve annual terms on a rotating basis, or such other term as determined by the co-chairs. Co-chairs will rotate leadership of this committee on an annual basis.

To form the initial board, Meta and the co-chairs will work together to interview and recruit potential board candidates. Thereafter, these activities will become the sole responsibility of the membership committee.

The membership committee will oversee the process for identifying and proposing board members, in accordance with the charter.[9] It will also create procedures for recommending the removal or renewal of board members to trustees, for review by the full board.

As part of its identification of potential candidates, the membership committee will review submissions from the recommendations portal, which will be the single point of entry for recommendations from the public, Meta, and board members. Board membership may be closed to candidates based on conflicts of interest, as outlined in the attached code of conduct.

The membership committee will review upcoming vacancies on an ongoing basis and identify the regional and expertise needs of the board. Based on these needs, it will screen and interview candidates with the help of the administration and any external vendors that may be needed, such as executive search firms.

Following interviews, the membership committee will prepare a slate of recommended candidates for consideration by the board. Board members will vote on individual candidates, keeping in mind the diversity and expertise considerations stipulated by the charter and below.[10] Those candidates who receive a majority vote of the board will have their names presented to the trustees for formal appointment.

Removals require a two-thirds vote of the board (not counting the member(s) in question), subject to approval of the trustees (as described in Article 4 “The Trust”); and may be considered only for a violation of the code of conduct, attached to this document.[11]

Regarding renewals, the membership committee on a semi-annual basis will identify all members who are eligible for a term renewal and wish to continue to serve on the board. The membership committee will forward this list to the trustees for their review; those who have fulfilled their contractual duties will be automatically approved.

#### 1.2.3 Committee Structure and Operations

Committees will consist of at least three members. The co-chairs will, from time to time, determine the size of committees.

All members will be expected to serve on committees periodically, per the applicable rotation period.[12] The board will issue procedures to govern the operation of the rotations involved in committee staffing. Should a vacancy arise, the co-chairs can appoint a replacement on a temporary basis.

Committees will meet (either in person or remotely) as frequently as necessary to ensure that their duties and functions are carried out. They will make decisions by a majority vote, except where stated otherwise in these bylaws, and circulate official minutes to the board as a whole.

### 1.3 Board Meetings and Voting

In addition to hearing cases, the board will convene to support its operations and carry out its duties.

#### 1.3.1 Periodic Board Meetings

The board should meet in-person annually to ensure the smooth conduct of business. These annual meetings may include sessions for: training members; confirming officers; reviewing committee minutes, documents, and recommendations; reviewing administration resources, performance, and priorities; preparing the board's annual report;[13] and discussing other matters of practice or procedure. In limited and exceptional circumstances, board members may attend these meetings remotely.

#### 1.3.2 Special Board Meetings

In emergency or exceptional cases, additional meetings (in-person or remote) may be required. These special meetings of the board may be convened by the co-chairs or a majority of board members.

#### 1.3.3 Board Meeting Structure and Operations

Written notice of periodic and special meetings must specify the date, time, location, and purpose for convening the board. This notice will be provided at least eight weeks in advance for in-person convenings and, unless in case of imminent emergency, at least two days in advance for remote convenings. Board members are required to acknowledge receipt of this notice and also indicate their attendance in a timely fashion. Should the board require participation from Meta at any of these meetings, the director will also give advance notice, along the same timeline above.

A majority of the total number of board members will constitute a quorum. If a quorum cannot be reached, the meeting will adjourn.

Voting can take place in-person or electronically. Each member will have only one vote on each matter up for decision, and proxy voting will not be allowed. Outcomes will be determined by a majority vote, based on the number of members present, in-person or remotely. Outside of case deliberations, abstentions will be allowed.

Minutes will be taken and circulated to board members promptly. The administration may assist with this task, upon the direction of the board.

Unless otherwise provided in these bylaws, actions may be taken by the board members without a meeting if the action is noticed in advance to all board members entitled to vote thereon.

### 1.4 Size and Composition

The board's size and composition may vary over time to meet the operational and substantive needs of the board, but its ideal size is forty people. The total number of members, at any given time, may be calibrated to accommodate case volume and scope.

#### 1.4.1 Geographic Balance

At all times the board must include a globally diverse set of members, given the needs of panel composition.[14] In particular, this means that board membership should encompass the following regions:[15]

- United States and Canada;
- Latin America and the Caribbean;
- Europe;

- Sub-Saharan Africa;
- Middle East and North Africa;
- Central and South Asia; and
- Asia Pacific and Oceania.

Should the board's geographic balance fail to encompass the above stated regions, it can continue to operate. However, it must fulfill its membership requirements expeditiously, within a maximum of six months.

#### 1.4.2 Member Term

With the exception of the inaugural board members, membership terms will start on either April 1 or September 1 of each year. Board members will serve for three-year terms, which may be served consecutively or non-consecutively, so long as total service does not exceed nine years.

#### 1.4.3 Member Compensation

Each member will be compensated quarterly in the amount specified in their contract.

Under the direction of the membership committee, the administration will prepare a quarterly report, submitted to the trust, which certifies that members have satisfied their contractual duties and are eligible for payment.

At the request and direction of the co-chairs, the administration may review member compensation, as needed, should workload increase beyond the hours originally envisaged in their contract and/or should an inflation adjustment be required. In such cases, the administration will deliver a report with its recommendations to the trustees for their review and approval, as part of the submission of the board's annual budget.[16]

#### 1.4.4 Member Responsibilities and Duties

Members will act in a manner that reflects the independence, integrity, and professionalism of the board. Their responsibilities will include:

- Respecting and upholding the purpose of the board, as outlined in the charter;
- Acting on behalf of and in the interest of the board; and
- Safeguarding confidential information.

All members will perform their duties in accordance with the board's charter, bylaws, and contract, which includes:

- Reviewing, deliberating, and deciding on cases, including writing final decisions;
- Participating in training on Meta's policies, values, enforcement practices, and international human rights standards, etc.
- Participating in board, committee, and panel meetings;
- Preparing written documents for the board (e.g. panel recommendations, meeting minutes, annual reports, etc.), as well as other board-related business;
- Abiding by agreed timelines set by the co-chairs in order to ensure promptness and fairness of decision-making;
- Staying abreast of general developments in the field of digital content and governance; and
- Complying with the code of conduct.

Members should be prepared and willing to engage on the substance of cases, some of which may include offensive material.

#### 1.4.5 Member Resignations and Vacancies

Any member may resign by notifying the co-chairs or director in writing, with at least sixty (60) days notice. The resignation will take effect at the time specified in the notice or, if the time is not specified, upon its acceptance by the co-chairs.

Any vacancy occurring in the board may be filled according to the procedures set forth above.[17]

## Section 2. Administration

To support its operations, the board will have a full-time administration whose duties will include reviewing case submissions and coordinating outside research and statements for selected cases.[18]

### 2.1 Administration Size and Functions

Administration staff will be employed by the LLC and its subsidiaries, the legal entities created by the trust. At a minimum, the administration will include the director and case managers.

#### 2.1.1 Director of Oversight Board

The director will serve as the head of the administration and oversee the work of the staff to ensure that the board has: adequate resources for operational, legal, communications, and logistical support; access to a pool of experts;[19] and that the cases the board reviews are properly developed and documented. The director will be appointed by the trustees, with participation by the co-chairs.

#### 2.1.2 Case Managers

The administration's case managers will maintain responsibility for reviewing cases, based on criteria set by the case selection committee. They will also coordinate the information submitted for case review as directed by the board, which could include information from outside experts and others. In addition, case managers will be available to assist with panel deliberations by taking notes.

#### 2.1.3 Other Functions and Additional Positions

The administration will also consist of dedicated staff and/or contracted services to support the board's communications, legal, administrative, and human resources needs. The director will assess and fill these needs on an ongoing basis and can request the creation of additional positions, after consulting the co-chairs.[20]

The size and functions of the administration may vary over time in accordance with the board's needs.

### 2.2 Administration Staff Selection

The administration will be composed of a diverse set of staff members that should have expertise in a range of fields such as technology, media, law, ethics, human computer interaction, human rights, digital rights, tech policy, and journalism. The director will select administration staff, with participation of the co-chairs.

## 3 Administration Staff Code of Conduct

All administration staff must comply with the requirements laid out in the attached code of conduct and will not be selected to serve on the staff if they meet the disqualification criteria in the code of conduct.

## Section 3. Case Review and Decisions

The board will review cases where people disagree with the outcome of Meta's decisions and have exhausted the appeals process with Meta.[21] The board will also be able to review cases that have been referred by Meta.[22] The board will review and decide on content in accordance with Meta's content policies and values[23].

### 3.1 Case Review Procedures and Timeline

For standard case review, the board will aim to issue a decision within ninety (90) days of when the selection of a case is published.

#### 3.1.1 Case Preparation

The administration will assist the case selection committee by preparing case submissions for consideration following the prioritization criteria set by the committee. Case preparation will include assembling all material information, categorizing cases by violation type, and summarizing the content submitted.

#### 3.1.2 Selection of Cases

The case selection committee will select cases for review by a majority vote of the committee. The timeframe for selection of cases will be a maximum of ninety (90) days from the referral by Meta or submission of an appeal by a user. This timeframe may be extended in exceptional circumstances or in the event of technical or operational incidents.

#### 3.1.3 Assignment and Initial Case Review

Once a case has been selected by the case selection committee, it will be assigned by the administration to a panel of members. For standard cases, the panel will consist of five board members and at least one member of the panel will be from the region which the content primarily affects.[24] Subject to availability and eligibility of board members, assignment will be random for standard cases. The names of the board panelists will not be publicly released with the final decision to ensure the safety and security of members.

The panel will have an opportunity to review the case and request additional information from Meta as well as from other sources.[25]

### 3.1.4 Additional Case Information

At their discretion and prior to deliberation, board panels may request and receive information from a global pool of outside subject-matter experts, including academics, linguists, and researchers on a specific issue (e.g. region, cultural norm, or phrase). This pool of experts will be populated at the discretion and/or direction of the board.

Separately, panels may, at their discretion, also request issue briefs from advocacy or public interest organizations that reflect a range of perspectives.

### 3.1.5 Case File

In standard and expedited review cases, the panel will receive a package of case materials prior to deliberation through the case management tool. This will include:

- A statement by the person who submitted the case (and/or who posted the original content);
- A case history (from Meta);
- A policy rationale (also from Meta);
- Clarifying information (also from Meta) if requested by the board; and
- All additional outside information, if requested by any member of the panel.

For cases under expedited review, the board may, due to the urgent nature of the case, choose to remove the requirement for a statement or to shorten the time within which the person who posted the original content may submit a statement.

For summary decisions, the panel will receive information as reasonably necessary to decide the case.

While reviewing case information, the board panel must adhere to the confidentiality, data, and privacy obligations included in the code of conduct, Meta's policies regarding the use and protection of the data of people who use Meta's services, and any other agreements entered into between the members, the LLC, or Meta. At all times, board members will ensure that the devices on which they review board material meet the data and security requirements specified by Meta and the requirements set forth in their contracts with the LLC.

#### 3.1.6 Case Deliberation

Panel deliberations will be held privately to protect the information the board is reviewing and the security of the panel members. All panel members must participate in order for a case deliberation to proceed. If a panelist is unable to meet during the designated time, the panel's deliberation must be rescheduled or the panel member replaced.

Deliberations will proceed according to the charter, vis-à-vis the board's basis for decision-making.[26] All panelists must submit a vote, as abstentions are disallowed.

#### 3.1.7 Draft Decision and Recommendation

After concluding deliberations, a board panel will draft a written decision, which will include: a determination on the content; the rationale for reaching that decision; and any recommendations. The decision will also include any concurring or dissenting viewpoints, if the panel cannot reach consensus.

#### 3.1.8 Board Review

The board as a whole will review the panel's draft decision prior to finalization. During this review period, any board member may raise questions or provide comment(s), which the panel will review and take under consideration.

If needed, the board may deliberate as a group to determine if the draft decision can be adopted or if a re-review is required. If the board decides to send the case through a re-review, via a majority vote, a new panel will convene promptly.

### 3.2 Final Decision and Release

Once approved for release, the administration will approve the publication of the final decision on the board's website.[27] The names of any non-participating board members will generally not be publicly released with the final decision.

The administration or Meta will promptly notify the person(s) involved of the board's decision within three (3) business days. The board will publish its decision as soon as it is complete. The administration will then translate each decision into the board's official languages within twenty-one (21) days so that the decision will be available on the board's website for review in these languages as well.

## Section 4. Transparency and Communications

In addition to making each decision publicly available and archived in a database of case decisions,[28] the board will also release annual reports that provide a summary of the cases it selects and reviews, as well as an overview of its operations.[29]

### 4.1 Annual Report

With the assistance of the administration, the board will prepare and publish an annual report. This will include, at minimum:

- The number and type of cases, as well as a summary of board decisions and recommendations;
- A breakdown of case submissions by region, source of referral, and platform (e.g. Meta vs. Instagram);
- An analysis of how the board's decisions have considered or tracked the international human rights implicated by a case; and
- A report on the timeliness of Meta's implementation and response to board decisions and recommendations.

The board must approve the annual report, by a majority vote, prior to its release. The report will be published on the board's website.

### 4.2 Communications Policy

Members will treat panel deliberations and case review as confidential and commit only to issuing joint statements on decisions, which will include all views from deliberations.[30] Members will not disclose any information related to the people who use Facebook or Instagram except in its approved final decision.

Members will bring any external or media requests pertaining to the work of the board to the attention of the director, who will serve as a point of contact for establishing procedures for board members and staff to respond to external requests and communications.

ARTICLE 2

# Meta

## Section 1. Commitment to the Oversight Board

Meta will commit to the board's independent oversight on content decisions, and it will fund the trust and appoint trustees.[31]

### 1.1 Technical Capabilities for Appeals

Overall, Meta will continue developing the systems and infrastructure required to support the board's review of content, given that the board's scope and activities will grow and change over time.

In the future and subject to Meta's technical and procedural improvements, the people who use Meta will have the ability to request a review of other enforcement actions and content types. The board may also have the ability to review content that is posted on other services, which will be mutually agreed upon by the board and Meta. When new features or services are created on Facebook or Instagram (and where appeals are available), Meta may make this content available for the board's review.

### 1.2 Limitations

Not all content can be submitted to the board for its review due to technical and/or legal limitations. For example, some content is not technically or operationally feasible to be sent to the board; other content is not eligible to be submitted because of legal restrictions.

#### 1.2.1 Content Not Available for Board Review

The following types of content are not available for the board's review, unless reassessed in the future by Meta:

- Content types: content posted through marketplace, fundraisers, Facebook dating, messages, and spam.
- Decision types: decisions made on reports involving intellectual property or pursuant to legal obligations.
- Services: content on WhatsApp, Messenger, Instagram Direct, and Oculus.

#### 1.2.2 Legal Obligations

Nothing in these bylaws or other governing documents will be interpreted in a manner that would result in a violation of law by Meta. Cases that meet the following criteria will not be eligible for the board to review:

- Where the underlying content has already been blocked, following the receipt of a valid report of illegality, and not removed for a Community Standards violation;
- Where the underlying content is criminally unlawful in a jurisdiction with a connection to the content (such as the jurisdiction of the posting party and/or the reporting party) and where a board decision to allow the content on the platform could lead to criminal liability for Meta, Meta employees, the administration, or the board's members; or
- Where the underlying content is unlawful in a jurisdiction with a connection to the content (such as the jurisdiction of the posting party and/or the reporting party) and where a board decision to allow the content on the platform could lead to adverse governmental action against Meta, Meta employees, the administration, or the board's members.

If Meta determines that a case or request for a policy advisory opinion is not eligible for board review, it will communicate this to the board promptly, identifying the relevant criteria (as set out above) and providing Meta's reasoning for that assessment.

### 1.3 Resource Allocation

Meta will commit to providing funding to support the board's operations. In addition, it will allocate internal resources to ensure that the board's questions are answered, decisions are appropriately implemented and recommendations considered.

#### 1.3.1 Funding

Meta will fund the trust upfront for at least six (6) years. It will review the annual reports prepared by the trust to determine the operational and procedural effectiveness of the board. Meta will use the reports prepared by the trust to determine future funding allocations to the board. Meta's grant of money to the trust will be irrevocable.

#### 1.3.2 Internal Resources

The internal resources and teams allocated by Meta may vary over time and in accordance with the board's needs. However, Meta will assign resources to support the development of case files for the board's review and ensure implementation of the

board's decisions. At a minimum, Meta will dedicate sufficient resources to allow for the following organizational functions:

- Providing an operations case manager, as well as other operations support; assisting with the identification of cases that Meta will submit to the board; providing a case history to the board for its review; responding to other requests for information the board may have; and ensuring that the board's decisions are implemented;
- Providing a policy liaison, as well as other policy support; assisting with the identification of cases that Meta will refer for the board's review; providing the policy rationale behind Meta's decision; giving expert guidance to the board on the policies involved in each case; and responding to recommendations from the board;
- Ensuring that Meta has sufficient legal specialists to review cases for legal risk; assessing Meta's legal obligations with respect to implementation of the board's decisions and privacy compliance; and protecting the data of people who use Meta's services;
- Dedicating resources for cross-functional support to ensure that Meta responds to and implements board decisions; communicating product and engineering developments to the board; and
- Providing product and engineering resources, including a product manager, to support the board's infrastructure; building the internal systems to support the appeal of additional content types and objects.

In addition, Meta will maintain responsibility for the development and maintenance of tools that the board uses to review and decide upon cases, including the board's website and case management tool.

### 1.4 Confidentiality, Privacy, and Data Security

Meta will only provide data to the board in compliance with applicable laws and regulations. In some situations, this may require the express consent from one or more persons before a review may proceed. The board will handle any such data provided by Meta, as instructed by Meta, and in compliance with applicable laws and regulations. It will only use this data for the purpose of considering a case. The board will not release information relating to people who use Meta's services except when approved in a final decision, in accordance with these bylaws.[32]

## Section 2. Meta Case Submissions, Information for Board Review, and Implementation

Meta will be able to refer cases for the board's review.[33] Meta will also commit that it will provide information reasonably required for the board to make its decisions and policy advisory opinions;[34] implement the board's binding decisions;[35] and take action on recommendations and policy advisory opinions.[36]

### 2.1 Meta Case Submissions

Meta will have the ability to refer cases to the board, and may include a request that the board review a case on an expedited basis.[37] Outside of the criteria expressly stated in Article 3, Meta may refer additional content types to the board for review.[38] Meta will also be able to request policy advisory opinions from the board.[39]

#### 2.1.1 Standard Case Submissions

Meta will directly refer cases to the board that are significant and difficult. Significant means that the content in question involves real-world impact and issues that are severe, large-scale, and/or important for public discourse. Difficult means the content raises questions about current policies or their enforcement, with strong arguments on both sides for either removing or leaving up the content under review. The board has sole discretion to accept or reject cases.

#### 2.1.2 Expedited Review

In exceptional circumstances, including when content could result in urgent real-world consequences, Meta may send cases to the board with a request for the board to review Meta's decision under expedited review. The co-chairs will decide whether to accept Meta's referral.

When referring cases for expedited review, Meta will include a description of the exceptional circumstances that have led to the request, including as appropriate any urgent real-world consequences Meta has considered, and provide the board with a case file including relevant information reasonably required to decide the case in an expedited manner.

Pending board decisions, Meta retains the right to make interim decisions with regard to difficult and disputed content, including content that is urgent and requires expedited review. Meta, however, agrees to be bound by the board's ultimate determination in such matters.

Independent of any Meta referral, the co-chairs may, with the consent of Meta, decide that a selected case will be reviewed under the expedited process.

Expedited review will be completed within a maximum of thirty (30) days, and will be voted on by the panel without a full-board vote.

#### 2.1.3 Summary Decisions

Where Meta determines that the content in a particular case was incorrectly actioned by Meta and reverses its original decision, the case selection committee may choose to select the case for summary decision. The procedure for summary decisions will be determined by the co-chairs. Summary decisions will be voted on by the panel without a full-board vote.

#### 2.1.4 Requests for Policy Advisory Opinions

Separate from the review of an individual case, Meta may request a policy advisory opinion from the board.[40] The board may accept or reject these requests. If accepted, the board may publish Meta's request when announcing the board's acceptance.

The board will provide policy advisory opinions using the procedures as set out in the Rulebook, or as determined by the co-chairs.

Meta will provide additional context or policy information needed to inform the board's consideration of an issue and, if necessary, the board can avail itself of outside subject-matter experts. Once the board has provided an opinion, both Meta's request and the board response will be made public.

### 2.2 Case Procedures and Timelines

Meta will prepare cases to submit to the board, including necessary information on the content in question.

#### 2.2.1 Preparation

Meta will use its internal criteria to identify cases for referral to the board.[41] It will submit those cases through a dedicated portal for Meta submission.

#### 2.2.2 Information for Case Review

For any case selected for review, including expedited review, Meta will provide the

following information about the content in question:

- A graphic of the content in question;
- Information about where the content was posted (e.g. a page, profile, or group);
- Basic information about the person who posted or reported the content that relates to the appeal or content in question; and
- The case history of the content under review, such as the initial content reviewer action(s), the date and time of appeal.

In addition, the board will also receive the policy rationale for Meta's ultimate decision, which will include a citation of the relevant policy implicated as well as Meta's rationale for reaching its decision.

Beyond the items listed above, the board can request additional information that is reasonably required for it to make a decision. In such instances, Meta may provide the following:

- Information on engagement and reach of the content;
- Reporting information;
- Case history, including Meta's enforcement actions;
- Information regarding Meta's decision and policies; and/or
- Additional pieces of content similar to the case in question.

Meta may decline such requests where Meta determines that the information is not reasonably required for decision-making in accordance with the intent of the charter, is not technically feasible to provide, is covered by attorney/ client privilege, and/or cannot or should not be provided because of legal, privacy, safety, or data protection restrictions or concerns.

#### 2.2.3 Legal Review

In instances where a person has not given consent to share their personal information publicly, or where the content in question discloses personal information about another identifiable individual who has not consented, Meta will have approximately three (3) days to ensure the privacy of the people who use its services is protected by reviewing the case decision for the sole purpose of protecting the personally identifying information or data of the parties involved in the appeal and signing off on the release of the decision.

Meta will not have the authority to make any substantive changes or edits to the board's decisions, other than to ensure that the privacy of the involved individuals is protected.

In instances where the board's decision requires that content be reinstated or left on the platform, Meta's legal department will review the board's decision prior to implementation for the express purpose of ensuring that Meta is not under a legal obligation to block access to that content. If Meta is under such an obligation, it has the right to block access to that content where appropriate.

## 2.3 Response to and Implementation of Board Decisions

The board's decision on each case will be binding on Meta, unless implementation of a decision could violate the law.

Policy advisory opinions and recommendations will not be binding on Meta.[42]

Meta will publicly disclose the action it takes in response to the board's decisions and recommendations.[43]

### 2.3.1 Implementation of Board Decisions

Meta will implement board decisions to allow - as is, or with a warning screen (when available) - or remove the content properly brought to it for review within seven (7) days of the release of the board's decision on how to action the content. In addition, Meta will undertake a review to determine if there is identical content with parallel context[44] associated with the board's decision that remains on Meta. If Meta determines that it has the technical and operational capacity to take action on that content as well, it will do so promptly.

Meta will be informed by the board's decisions when refining policy in separate and similar contexts.

If Meta in its determination receives valid legal notice to block content that has been reinstated or left on the platform via a board decision, Meta can block access to the content where appropriate.

### 2.3.2 Response to Board Decisions and Recommendations

Meta will respond to all board decisions publicly through its newsroom. It will provide a statement documenting its implementation of each of the board's content decisions. Once implemented, Meta will also notify the posting person and reporting person (if

different). Any notice will be provided in the person's preferred language and be guided by relevant human rights principles.

When the board issues a recommendation or policy advisory opinion, Meta will send that recommendation or opinion through its official policy development process or other appropriate channels. Meta will provide regular public updates via Meta's newsroom, the public minutes of the policy development forum, or other statements. Meta will provide a public response regarding any policy recommendations and policy advisory opinions and any follow-on actions within sixty (60) days of publication by the board.

ARTICLE 3

# People

## Section 1. Case Submission Procedure and Timeline

In instances where people disagree with the outcome of Meta's decision and have exhausted appeals with Meta, a request for review can be submitted to the board by either the original poster of the content or a person who previously submitted the content to Meta for review.[45] People submitting requests for the board's review will have the opportunity to submit relevant and informed written statements to the board.[46]

### 1.1 Prerequisites and Window to Submit

In order to request a review by the board, a person must have an active Facebook or Instagram account. After having exhausted Meta's appeals process, the person who submitted that appeal will receive notice of Meta's decision. They will also receive a reference identification number, if the content is eligible for review by the board. If that person is unsatisfied with the outcome of their appeal to Meta, they can choose to submit their case to the board within fifteen (15) days of Meta's final decision.

A person may not resubmit a request for review for content that has been reviewed or rejected by the board previously.

#### 1.1.1 Initial Appeals

Immediately when the board begins operations, people may request the board's review of content that meets all of the following criteria:

- Content types: individual pieces of content, such as specific posts, photos, videos, and comments;
- Decision types: content that has been removed for violations of content policies, now known as "Community Standards" or "Community Guidelines", and currently within the scope for Meta's appeals process; and
- Services: content on Facebook or Instagram.

#### 1.1.2 Future Technical Appeals

In the future, people will have the opportunity to request the board's review of other enforcement actions, such as:

- Content types: content such as groups, pages, profiles, and events, as well as advertisements; and
- Decision types: content rated "false" by third-party fact-checkers, on the basis that the content was not eligible for fact-checking.

## 1.2 Requests for Board Review and Notice of Decision

Requests for review will be submitted through the board's website. Notice will be provided as the case progresses.

### 1.2.1 Case Submission and Information for the Board

A person who wishes to submit a case for the board's review will have access to the board's website, using an individualized identification number. They will also be able to track the progress of the submitted case and, if it is selected, view the board's final decision.

When submitting a case to the board, people will be able to explain why they believe Meta may have made an incorrect decision on the content in question; why they believe the board should hear their case; why they originally posted or reported the content; and how Meta's decision could impact others. They will also have the opportunity to identify the language(s) involved and the country or countries to which the content relates.

When a person submits a request for review, they will also be able to choose whether to consent to the inclusion of identifying details in the board's final decision.

### 1.2.2 Notice of Case Selection

Once a case has been selected by the board, the submitting person (and/or posting person, if different) will receive notice. If the board has not selected that case for review, notice will also be provided.

### 1.2.3 Notice of Case Decision by Board

Once the board reaches a final decision, both Meta and the person who submitted the case will be notified. In addition, the individual who submitted the case will see the status of their case on their appeals dashboard, accessible from the board's website. In the future, once technically feasible, Meta will share Meta's policy rationale, submitted as part of the case file with the user.[47]

#### 1.2.4 Notice of Meta Action

Once the board issues a final decision, Meta will have approximately seven (7) days to implement it; Meta will also provide notice of its action(s) to the submitting person (and/or posting person, if different).

### 1.3 Supporting Information

A person who submits a request for review will have the opportunity to provide their rationale for the case in question.[48] The following resources may provide useful information, as context, for formulating their explanations:

- The values that inform Meta's content policies;
- Facebook's Community Standards and Instagram's Community Guidelines;
- The minutes documenting Meta's Policy Forum; and
- The board's previous decisions.

The case submission process may be adjusted over time, in order to support increased access and transparency.

ARTICLE 4

# The Trust

## Section 1. Trust Structure

The trust will ensure governance and accountability, as well as the board's adherence to its stated purpose.[49] Meta will appoint independent trustees.[50]

### 1.1 Structure

The trust carries out its purpose through the LLC, whose managers are the trustees of the trust. The LLC will enter into contracts (including a service agreement with each board member), pay compensation and other operating expenses of the board, and employ administrative staff[51] to support the board's operations.

### 1.2 Trustee Composition and Size

The trust will be comprised of at least three and no more than eleven individual trustees and one corporate trustee who will be selected by Meta. The trustees will be responsible for confirming future board members and ensuring that the board is operating according to its purpose and its governing documents. The trust will not have a role in reviewing cases or interfere with the board's exercise of its independent judgment on substantive content issues. The administration will provide support to the board in connection with reviewing cases, but will not interfere with the board's exercise of independent judgment on substantive content issues.

## Section 2. Duties

The trustees will formally appoint and, if necessary, remove members for breaches of the board's code of conduct.[52] The trustees will review and approve the board's operating budget, including member compensation, administration and other needs.[53]

### 2.1 Membership Duties

The trust through the LLC will help ensure separation between Meta and the board by serving as the mechanism that will formally appoint and, if needed, remove members.

#### 2.1.1 Appointment of Board Members

The trustees will formally appoint members, while ensuring that the board maintains geographic balance.[54] Candidates approved by the board will be promptly referred to the trustees for review, along with such supporting documentation as the trustees may reasonably request, such as curricula vitae. Trustees will either review and appoint or reject candidates within thirty (30) days, upon receipt of recommendation(s) from the board.

#### 2.1.2 Removal of Board Members

A member may only be removed, prior to the expiration of their term, if the trustees have determined that that member has violated the code of conduct.[55] Members will not be removed due to content decisions they have made.

The individual trustees may receive, verify, and act upon requests to remove members based on violations of the code of conduct. These requests may come from the board, the director, or the public. The individual trustees may also take action on their own to remove a member of their own accord, based on the standards above.

#### 2.1.3 Appointment and Removal of Board Officers

The trustees will formally appoint co-chairs that have been recommended by the outgoing co-chairs of the board. Co-chair candidates will be promptly referred to the trustees for review. The individual trustees will review and either appoint or reject candidates within fifteen (15) days, upon receipt of recommendation(s) from the board.

Officers may have their responsibilities as officers revoked by a supermajority vote of the board, subject to approval by the individual trustees.

### 2.2 Operational Oversight and Fiduciary Duties

The purpose of the trust will be to maintain administrative and process oversight, whereas the purpose of the board will be to exercise independent judgment on substantive content issues. In practice, this means that the trustees will be responsible for the safeguarding of the assets in the trust, in addition to overseeing the annual review and approval of the board's budget.

### 2.2.1 Trust Assets

The trust will protect the funding and management of resources allocated to support the board's infrastructure and operations by reviewing and approving the annual operating budget of the board; reviewing and approving expenditures that may arise but are not included in this annual budget of the board; developing, approving, and implementing the investment strategy and allocation of the trust assets; and requesting additional funding from Meta to support the ongoing operations of the board, after conducting a review of the board. With the consent of the individual trustees, the corporate trustee will provide administrative and coordination support to ensure that the trust can carry out these duties.

### 2.2.2 Budget Approval

The trust will retain responsibility for approving the board's annual budget each calendar year. In reviewing each annual budget, the trust will consider whether the budget complies with the board's stated purpose, reasonably reflects operational needs, and accurately accounts for spending in the prior year.

The trust will ensure that the administration is adequately funded to support the demands of their position, scope of responsibilities, and volume of cases submitted for board review.

ARTICLE 5

# Amendments

## Section 1. Bylaws Amendments

1.1 The Bylaws may be amended as set out in this Article 5.

1.1.1 Article 1 may be amended by a two-thirds vote of the board members; provided that any amendment to Article 1, Section 3 requires Meta's consent.

1.1.2 Article 2 may be amended by Meta, after consulting with the board and the trustees; provided that any amendment to Article 2 that would remove an authority previously granted to the board requires the consent of two-thirds of the board members.

1.1.3 Article 3 may be amended by Meta, after consulting with the board and the trustees.

1.1.4 Article 4 may be amended by the individual trustees, with the consent of Meta and the corporate trustee.

1.1.5 The Code of Conduct may be amended by the individual trustees, with the consent of Meta with regard to any amendment of Article I (Conflicts of Interest), Article V (Interactions with Government Officials), or Appendix A (Disqualifications and Required Disclosures) of the Code of Conduct.

1.1.6 Other provisions of these bylaws, including this Article 5, may be amended by the individual trustees, after consulting with the board and Meta; provided that any such amendment that would remove an authority previously granted to Meta requires Meta's consent.

1.2 In addition to the specific provisions set forth in Section 1.1 of this Article 5, the following general provisions also shall govern amendments to the bylaws, as applicable:

1.2.1 Any amendment to these bylaws by Meta or the board requires the consent of the individual trustees.

1.2.2 Any amendment to these bylaws that relates to or increases the obligations or duties of a particular trustee requires the consent of such trustee.

1.2.3 Any consent required by this Article 5 shall not be unreasonably withheld.

1.2.4 No amendment to these bylaws will contradict the Trust Agreement, LLC Agreement, or Charter.

# Annex

# Bylaws Definitions

Administration
The staff of the LLC providing administrative support to the Oversight Board in its day-to-day operations.

Annual report
The yearly report of the Oversight Board's operations prepared and published by the Oversight Board.

Case
Any appeal submitted or referred to the Oversight Board for review.

Case file
The materials prepared to supplement the appeal submitted or referred to the Oversight Board for review.

Case management tool
The platform used by the Oversight Board to receive and review case submissions, and collect and store case files.

Case manager
A member of the administration responsible for reviewing cases and case submissions.

Case submission
Referral of a case for review by the board by people or by Meta.

Code of Conduct
The document that establishes the norms, procedures, and proper practices expected of a board member and the administration.

Committee
A sub-group of the Oversight Board formed to address specific operational needs of the board, such as the case selection or membership.

Content types
Organic content created by users on Facebook or Instagram, including posts, photos, videos and comments.

Decision
The Oversight Board's final determination on a piece of content upon the completion of the relevant case review.

Meta policies
Meta's content policies and procedures that govern content on the platform (e.g. Community Standards or Community Guidelines).

Meta values
The principles that inform how Meta develops its policies.

Implementation
The actions that Meta undertakes to execute decisions made by the Oversight Board.

LLC
Oversight Board LLC, a Delaware limited liability company, and its subsidiaries.

LLC Agreement
Oversight Board LLC Limited Liability Company Agreement, effective as of October 17, 2019, as may be amended.

Majority
More than half of the votes of the board members deciding on a particular matter based on the number of board members present.

Month
The twelve periods by which a year is divided.

Officer
Any member of the Oversight Board serving as the officer.

Panel
Board members of the Oversight Board assigned to review a particular case.

Posting person/party
The person who originally posted a piece of content to Facebook or Instagram.

Quorum
A majority of the board members required to be in attendance at a meeting (either in-person or via any means of electronic communications) in order for the board to be able to make a decision on any matter.

Region
One of the following regions:

- United States and Canada;
- Latin America and the Caribbean;
- Europe;
- Sub-Saharan Africa;

- Middle East and North Africa;
- Central and South Asia; and
- Asia Pacific and Oceania.

Recommendations portal
A public platform used to submit recommendations for candidates for consideration as future Oversight Board members.

Renewal
A process by which the board members and officers continue to serve after the expiration of the initial term of service.

Reporting person/party
The person who reported content to Facebook, Instagram, or the board for review.

Services
Internet services, such as Facebook and Instagram.

Term
A period of time during which a board member, co-chair, member of a committee, the director or an officer, serves on the board or provides services to the board as set out in the charter, bylaws and relevant individual agreements.

Trust Agreement
The agreement establishing the trust entered into by Meta and the trustees.

Trustees
Any one or more of the individual trustees, the corporate trustee, the individual managers or the corporate manager, in each respective capacity, authorized by the trust agreement and/or the LLC to carry out the action specified in the bylaws. The individual trustees and the corporate trustee are the fiduciaries who will carry out the provisions of the trust agreement either jointly or severally, as applicable.

Each individual trustee also serves as individual manager of the LLC and the corporate trustee or its appointee also serves as corporate manager of the LLC, and any one or more of the individual managers or the corporate manager, either jointly or severally, as applicable, have certain powers and authorities under the LLC agreement.

Vote
The expression of a preference on a particular matter by a member of the Oversight Board regarding a decision to be made by the Oversight Board.

Warning Screen
An interstitial notice that can be applied (when technically and operationally feasible)

to certain types of eligible content indicating that it may be sensitive or disturbing.

Warning Screens are not available for all categories of content.

Accordingly, members, staff, and their immediate family will not create or maintain conflicts of interest, which include but are not limited to the following:

- Financial conflicts of interest that may impact the ability of board members or staff to perform their duties, such as: (1) receiving gifts, entertainment, travel, loans or financial assistance; or (2) soliciting funds or other contributions on the basis of their position with the board. These actions may constitute a violation of this code of conduct where prior approval from the director has not been received.
- Personal or professional conflicts of interest that may impact (or appear to impact) the ability of board members or staff to perform their duties, such as: (1) being a former or current employee of Meta, Inc. or having an immediate family member employed by Meta, Inc.; or (2) participating as an adverse party or a member of a law practice in any litigation or legal dispute with Meta.
- Political conflicts of interest that may impact (or appear to impact) the ability of board members or staff to perform their duties, such as: (1) politicized or partisan public expression of support or criticism of a political party, political candidate, or elected official; or (2) public fundraising in support of a political party, political candidate, or elected official.
- Other conflicts of interest that in any way compromise or appear to compromise the independence of members or staff in performing their official duties.

### Article 2. Recusals

Members who have identified or have been identified by the director or co-chairs as having a conflict of interest will immediately recuse themselves from reviewing a case. If the conflict of interest is not deemed by the director to rise to the level of recusal, it will be noted and documented by the staff for future use. The names of non-participating board members will generally not be publicly released with the final decision.

### Article 3. Disqualifications

As a condition of their service, board members and staff must disclose any matters outlined in “Appendix A: Disqualification Conditions or Required Disclosures” below. Should any of these conditions arise during a board member or staff’s tenure, they must immediately inform the director or co-chairs. Such cases that impact board members will be reviewed by the trustees and those that impact staff will be reviewed by the director.

## Professionalism and Integrity

All members and staff of the board are expected to uphold high professional standards and collegiality, in terms of their conduct and behavior, while acting in their official and unofficial capacities. To maintain high standards of business conduct and ethics, members and staff must act in a manner that is on behalf of and in the interest of the board, the people that the board serves, and the values and objectives it is tasked with upholding, in accordance with the charter, bylaws and this code of conduct.

### Article 4. Gifts

Board members, staff, and their immediate family will not directly or indirectly accept any gift, entertainment, travel, or financial assistance from an interested party that could be reasonably perceived as being intended to influence board member or staff performance or compromise their independence. Any offers should be discussed with and approved in advance by the director of oversight board ("director").

If attending a conference or event, and the host offers members or staff a tangible gift (including travel and accommodations) for attendance or presentations (whether or not this is offered to all participants), members and staff must follow the guidance in this section to determine whether to accept such a gift, as well as declare receipt of the gift to the director. Such gifts will be recorded for reporting purposes to the trustees.

### Article 5. Interactions with Government Officials

Board members, staff, and their immediate family will not interact with government officials (including the immediate family members of government officials) regarding their service on the board and/or the cases that they are reviewing.

### Article 6. Other Outside Business

Board members, staff, and their immediate family members will not interact with business partners or other individuals in a manner that does not comply with the U.S. Foreign Corrupt Practices Act and any other applicable anti-corruption laws.

### Article 7. Non-Discrimination and Harassment

Members and staff are expected to comply with all applicable laws, as well as policies of the LLC, regarding harassment and discrimination. Any member who feels that they have been subjected to, witnessed, of any kind, should immediately report the matter to the director, as outlined in Article 11 below. If the matter relates to the director, it should be reported to the trustees.

### Article 8. Additional Agreements

Members and staff must abide by the terms of any service agreement that they enter into with the LLC. As a condition of continued service, the LLC may also require members to enter into additional agreements with Meta in connection with the board's overall ability to review cases. Those include, but are not limited to, agreements providing for confidentiality, data protection or assignment of copyright obligations. Any violation of, or failure to comply with, any of the above described agreements will be treated as a violation of this code of conduct and may result in the termination of a board or staff member's service with the board or result in them being prohibited from providing services to Meta.

## Confidentiality of Board Operations

The board is committed to transparently communicating the outcomes of case decisions, as enshrined in the charter and bylaws. For the purposes of case deliberations and ongoing work, members and staff must keep confidential all case information, information about their colleagues, the process for deliberations, and the operations of the board.

### Article 9. Confidential Information

The protection of user data and confidential information is of critical importance for preserving public trust in the board as an institution. In addition, it is a necessary precondition for the board to continue its operations. Therefore, members and staff must adhere to the agreement(s) they sign as conditions of their employment.

### Article 10. Communications

Members and staff must direct any external inquiries, requests for appearances, and/or communications related to their service on the board to the director, who will be charged with implementing the board's communications policies. These policies will ensure that public communications by board members and staff will be carried out in a way that is privacy protective and reflects the board's purpose as a collective decision-making body.

## Additional Guidance

### Article 11. Procedures for Reporting Violations of the Code of Conduct

Members and staff must immediately report violations or suspected violations of this code of conduct to the director. If any code of conduct violation also potentially involves criminal activity, it must be reported to law enforcement authorities immediately.

In the case of a violation involving the director, it should be reported to the trustees. In making a report of a violation or suspected violation of this code of conduct, members and others must act in good faith and have reasonable grounds for believing that the information disclosed indicates a violation.

The trustees, in the case of an alleged violation by the director, will appropriately investigate any report of a violation. The LLC will keep its discussions and actions regarding reported violations or suspected violations confidential and in compliance with applicable laws and regulations. The LLC will not retaliate against anyone making a good faith report of a potential violation. Members and staff must cooperate fully with any investigation, and should not independently investigate any alleged violations as any such action could compromise the integrity of a formal investigation.

Discipline of board members for a violation of this code of conduct, or any other applicable law or policy, may range from a warning up to and including termination of service, to be decided at the discretion of the trustees. Discipline of staff for a violation of this code of conduct, or any other applicable law or policy, may range from a warning up to and including termination of service, to be decided at the discretion of the director. In addition, failure to report a known violation of this code of conduct, or any other applicable law or policy, may also result in disciplinary action. The LLC's response to reports of possible violations of law may involve disclosure to, and cooperation with the appropriate authorities.

Any questions about this code of conduct or the policies contained herein or questions regarding any matter that could affect the actual or perceived independence, integrity, or professionalism of the board should be directed to the director.

### Article 12. Amendments

This code of conduct may be amended with the approval of the trustees, with the consent of Meta (such consent not to be unreasonably withheld) with regard to any amendment of Article I (Conflicts of Interest), Article V (Interactions with Government Officials), or Appendix A (Disqualifications and Required Disclosures) of the code of conduct. It is the members' obligation to be aware of, and abide by, the policies contained in this code of conduct and any amendment thereto.

## Article 13. Applicable Law

Board members and staff must follow all applicable laws and regulations, as well as this code of conduct, and any additional policies and procedures of the board. To the extent that members or staff are potentially required by any law to be treated or to act in a manner inconsistent with the provisions of this code of conduct, such law will apply only if and to the extent that it specifically and expressly mandates such treatment or action.

## Article 14. Definitions

For purposes of this code of conduct, including the appendices, the below terms will have the following meanings:

Bylaws means the bylaws of the oversight board.

Charter means the charter.

Director of Oversight Board means the person appointed by the trustees to oversee designated management and administrative functions of the Oversight Board.

Disqualification Condition means the conditions that may raise a concern regarding qualifications to serve as a member of the oversight board, whether these conditions have existed in the past, continue in the present or are expected to arise in the future.

Meta means Meta Platforms, Inc., including Facebook and Instagram.

Government Officials include any official or employee of any multinational, national, federal or state government in any country, including any official or employee of any government department, agency, commission, or division; any official or employee of any government-owned or -controlled enterprise; any official or employee of a political party; any candidate for any public state or federal office; and any official or employee of a public international organization.

Immediate family members include any close family members or household members, including, but not limited to, a spouse or partner, siblings, children (including step-children and adopted children) and a spouse's or partner's parents and siblings.

Interested party includes:

- an employee or other representative of Meta or another internet service;
- a remunerated content provider, content distributor, or other type of remunerated content conduit for content on Meta or another internet service;
- any person, entity, association, or group that advocates with respect to issues

relating to the operation or content of Meta or another internet service;
- any person involved with a federal or state governmental authority having
- any rule-making or regulatory authority specifically with respect to the content offered on Meta or another internet service; or
- any other person acting on behalf of any of the above or otherwise involved with advocacy concerning content-related limitations for internet services.

LLC means the Oversight Board LLC.

LLC Agreement means the Limited Liability Company Agreement of Oversight Board LLC, effective as of October 17, 2019, as amended.

Service provider of any entity means a director, officer, employee, consultant, or other independent contractor of that entity.

Trustees means the trustees of the Oversight Board Trust, acting in their capacity as individual managers of the LLC.

APPENDIX A

# Disqualifications and Required Disclosures

Appendix A contains disqualification conditions and required disclosures for members and staff. As a member or staff of the board, it is required that the below have already been disclosed to the director and the necessary approvals received. If any of the below disqualifications arise, notification must be given immediately to the director.

The conditions in the required disclosures section will not necessarily automatically disqualify you from continuing your association or service with the board, but should in all cases be reviewed by the trustees to determine the appropriate course of action.

The disqualifications include the following:

Employment Relationship with Meta
Engagement by you as a service provider to Meta or engagement by any of your immediate family members as a director or senior employee or significant non-employee service provider to Meta;

Governmental Sanction
Your becoming the subject or target of governmental sanctions relating to export control, anti-bribery, anti-corruption, anti-money laundering or similar matters, including but not limited to, any such governmental sanctions implemented by the United States, the United Nations, the European Union or the United Kingdom;

Litigation
Participation as an adverse party, or a member of a law practice or a legal support team acting on behalf of, or receiving compensation for services to, an adverse party, in any litigation or legal dispute adverse to Meta or the LLC;

Morality
Any matter arises that casts doubt on your moral character; detracts from the efforts, goals or standards expected of you or the board; or creates a reputational risk to the board or its mission.

The required disclosures includes the following:

Ownership of Meta Stock
Beneficial ownership (including ownership of stock or other investments) by you or an immediate family member of (a) 5% or more of any class of equity securities of Meta or (b) an amount of securities of Meta that otherwise represents a significant portion of the net worth of you or your immediate family member;

Government Relationship
Engagement by you or an immediate family member as a government official or a registered agent of a foreign government, a lobbyist working on behalf of any government or an agent, employee, director, independent contractor or other associate of any of the foregoing, other than in a role specifically determined by the trustees, with the express concurrence of Meta, not to directly or indirectly entail or potentially entail any substantial involvement in matters significantly affecting or potentially affecting Meta;

Document Compliance
Your failure to provide the director, the trustees or the board information or records required to comply with applicable law;

Business Relationship with Meta
Participation by you or any of your immediate family members in business transactions or business associations with Meta in which such person has a material interest;

Employment with an Advocacy Organization
Current employment by you with an advocacy organization that regularly comments on (or advocates internally for) Meta's policies or practices must be disclosed and you must recuse yourself when appropriate from matters that relate to the organization's interest or its positions on matters.

Governmental Association
Association by you or an immediate family member with any governmental or quasi-governmental authority having any regulatory authority materially affecting the operations, accessibility or content offered on Meta;

Competing Agreements
Constraints under any agreement between you and another party that restrict your ability to provide the services required of you by the LLC and Meta;

Adverse Interests
Participation or active association by you or an immediate family member with any person, entity or group that advocates with respect to issues relating to the operation or accessibility of, or content offered on Meta;

Independence
Any other associations by you or an immediate family member that would in any way compromise your independence, or create the appearance of compromising your independence, in performing your duties to the LLC or your ability to uphold the values of Meta or serve the purpose of the board.

# End Notes

1. See Charter Article 6, Section 2
2. See Charter Article 1
3. See Charter Article 1, Section 7
4. See Bylaws Article 1, Section 1.3 and Article 5
5. See Bylaws Article 1, Section 2
6. See Bylaws Article 1, Section 1.3.1
7. See Bylaws Article 1, Section 1.4.2
8. See Bylaws Article 1, Section 4.1
9. See Charter Article 1, Section 8
10. See Charter Article 1, Section 2
11. See Bylaws Article 4, Section 2.1.2
12. See Bylaws Article 1, Sections 1.2.1 & 1.2.2
13. See Bylaws Article 1, Section 4.1
14. See Bylaws Article 1, Section 3.1.3
15. See Charter Article 1, Section 2
16. See Bylaws Article 4, Section 2.2.2
17. See Bylaws Article 1, Section 1.2.2
18. See Charter Article 3, Section 1
19. See Bylaws Article 1, Section 3.1.4
20. See Bylaws Article 4, Section 2.2.2
21. See Charter Article 2, Section 1
22. See Charter Article 2, Section 1
23. See Charter Article 2, Section 2
24. See Bylaws, Article 1, Section 1.4.1
25. See Bylaws Article 1, Section 3.1.5
26. See Charter Article 2, Section 2
27. See Bylaws Article 1, Section 4.2
28. See Charter Article 3, Section 6
29. See Charter Article 3, Section 1
30. See Bylaws Article 1, Section 3.2
31. See Charter Article 5, Section 3
32. See Bylaws, Article 2, Section 2.2.3
33. See Charter, Article 2, Section 1
34. See Charter Article 3, Section 3
35. See Charter Article 4
36. See Charter Article 4
37. See Charter Article 3, Section 7.2
38. See Bylaws Article 2, Section 2.1.2
39. See Bylaws Article 2, Section 2.1.3
40. See Charter Article 3, Section 7.3
41. See Bylaws Article 2, Section 2.1.1
42. See Charter Article 4
43. See Charter Article 4 44) See Charter
44. See Charter Article 4
45. See Charter Article 2, Section 1
46. See Charter Article 3, Section 3
47. See Bylaws Article 2, Section 2.2.2
48. See Bylaws Section 3, Section 1.2.1
49. See Charter Article 5, Section 2
50. See Charter Article 5, Section 2
51. See Bylaws Article 1, Section 2
52. See Charter Article 5, Section 2
53. See Charter Article 5, Section 2
54. See Bylaws Article 1, Section 1.4.1
55. See Code of Conduct