

TABLE OF CONTENTS

PREFACE	V
LIST OF ABBREVIATIONS	XI
INTRODUCTION	1
I. PROBLEM STATEMENT	1
II. RESEARCH QUESTIONS AND METHODS	4
A. Main Research Question	4
B. First Sub-Research Question: the context of the use of ESG clauses in the Belgian food and agricultural sector	7
C. Second Sub-Research Question: classification of contract law corrective mechanisms	11
D. Third Sub-Research Question: challenges of applying corrective mechanisms to ESG-clauses	12
III. RESEARCH PLAN	14
CHAPTER 1: CONTRACTUAL CASCADING – THE LINK BETWEEN CSR, SUPPLY CHAIN DUE DILIGENCE, AND ESG CLAUSES	15
I. GLOBAL VALUE CHAINS	15
II. SUPPLY CHAIN DUE DILIGENCE	20
A. International Soft Law Instruments	20
B. Binding Instruments	23
C. Empirical Results	29
III. LEAVE NO ONE BEHIND – THE IMPACT OF ESG CLAUSES ON SMEs	30
IV. PRELIMINARY CONCLUSION – CONTRACTUAL CASCADING AND SMEs	34
CHAPTER 2: TYPOLOGY AND CHARACTERISTICS OF ESG CLAUSES	37
I. ORIGIN: MANDATORY OR VOLUNTARY	37
II. SOURCE	39
III. CONTRACTUAL CASCADE OF ESG CLAUSES	49
IV. CONTENT	54
V. PRELIMINARY CONCLUSION – KEY CHARACTERISTICS OF ESG CLAUSES	56
CHAPTER 3: TRADITIONAL CORRECTIVE MECHANISMS OF CONTRACT LAW	59
I. UNFAIR CLAUSES	63
A. General Framework	65
B. Transparency Requirement	69
C. Blacklist	70
D. Grey List	71
E. B2C List of Unfair Clauses	72
F. Class Action	73

II. GOOD FAITH	73
III. ABUSE OF CIRCUMSTANCES	79
IV. EU DIRECTIVE ON UNFAIR TRADING PRACTICES IN THE AGRICULTURAL SUPPLY CHAIN	83
V. ABUSE OF ECONOMIC DEPENDENCE	87
VI. PRELIMINARY CONCLUSION – PRIVATE LAW 2.0?	88
 CHAPTER 4: RELATIONAL CONTRACT THEORY TO THE RESCUE OF SMEs FACING ESG CLAUSES	
	91
I. RELATIONAL CONTRACT THEORY APPLIED TO ESG CLAUSES	93
II. IMPLEMENTATION AND ENFORCEMENT STRUCTURE – FOUR STEPS	96
A. Supplier Self-assessment	97
B. Audits	98
C. Corrective Action Plan	100
D. Contract Termination	101
III. TOWARDS AN OBLIGATION TO COOPERATE WITH SMEs FOR THE LEAD FIRM	104
IV. PRELIMINARY CONCLUSION – RELATIONAL CONTRACT THEORY	110
 CONCLUSION	113
 BIBLIOGRAPHY	115
LEGISLATION	115
CASE LAW	119
DOCTRINE	120
ANNUAL REPORTS	129
 ANNEX 1:	
LIST OF OPEN-ENDED QUESTIONS USED IN INTERVIEWS WITH FARMERS	131
 ANNEX 2:	
LIST OF OPEN-ENDED QUESTIONS USED IN INTERVIEWS WITH MILK COMPANIES	135
 ANNEX 3:	
LIST OF OPEN-ENDED QUESTIONS USED IN INTERVIEWS WITH EXPERTS	137