

PROXY RESPONSIBILITY

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PROXY AGENCY (the capacity of an agent to act through another) is a pervasive phenomenon in our social world. Think, e.g., of a landlord selling his property through a real estate agent, a jury announcing a verdict through a foreperson, or a company filing for bankruptcy through a law firm. Yet unlike individual and group agency (the capacity of an individual or a group to perform intentional actions), proxy agency has not received enough philosophical attention. As I demonstrate throughout this article, proxy agency deserves careful and thorough examination as it is an indispensable element in the construction of our social reality. With the intention of clarifying how proxy agency works and determining who bears responsibility for the wrongful consequences of proxy actions, I develop a general framework that can help social, moral, and legal philosophers better understand the nature and practical significance of proxy relationships.

In essence, the purpose of proxy agency is to enable an agent (*proxy*) to perform certain actions on behalf of another (*principal*), where both the proxy and the principal can be either an individual or a group agent. For example, a lawyer (individual agent) or a law firm (group agent) can act as a legal proxy in a courtroom for either an individual (e.g., a criminal offender) or a group (e.g., a company). What remains crucial in all such cases, however, is that both the principal and the proxy are agents (i.e., individuals or groups with intentionality capacity) and the latter is authorized by the former to perform certain actions on their behalf. As I emphasize in due course, these conditions bear important ontological and normative implications for proxy agency: they demonstrate that it is ontologically and normatively irreducible to either individual or group agency.

Through a detailed analysis of all these elements, I explain how proxy agency works and then identify the distinctive features of proxy action and proxy responsibility. In particular, I make clear why, unlike individual or group actions, proxy actions are authored not by the performing agent but rather by the agent who authorizes their performance. Yet as I also show, this is not to suggest that any action performed by a proxy can be automatically attributed to the principal nor that a principal is automatically responsible for

every action that the proxy intends to perform on their behalf. In fact, I argue that to determine which actions a proxy can perform for a principal, special attention must be given to the *proxy power* (i.e., the power that establishes the normative boundaries of the corresponding authorization). In elucidating this element, I highlight another important aspect of proxy relations—namely, to the extent that proxies act based on power (granted in authorization) rather than on permission (grounded in consent), the responsibility that follows from the performance of a proxy action is different from the vicarious responsibility that follows from the wrongful actions performed by a servant, a trustee, or a delegate. This shows the important ways in which proxy responsibility differs from vicarious responsibility.

By developing the conceptual framework for the analysis of proxy agency, proxy action, and proxy responsibility, I aim to present the first comprehensive account that not only clarifies the ontology and normativity of proxy relationships but also defines their precise role in enabling certain institutional activities—in particular, those correctly attributed to states and corporations.

To present this framework, I structure the article as follows. In section 1, I introduce proxy agency as an (ontologically and normatively) irreducible capacity of an agent to act for another. In section 2, I specify the constitutive elements of proxy actions and clarify how they are distinct from other kinds of intentional collective actions. In section 3, I elaborate on the conditions under which principals and proxies can be assigned blame responsibility and task responsibility for the harmful consequences of their proxy actions. I illustrate this by considering state and corporate actions. In section 4, I conclude by summarizing the main points of the article and by proposing a path forward for developing a proxy account of institutional responsibility.

1. PROXY AGENCY

At its core, *proxy agency* is a genuine form of agency (the capacity to act intentionally based on autonomous decision-making). Drawing on Kirk Ludwig's account, proxy agency may be characterized as the capacity of a proxy to intentionally perform an action for a principal in specific social circumstances—where those circumstances give rise to particular reasons for acting through a proxy, e.g., because the principal lacks the time, expertise, or material resources to act for themselves.¹ Even more precisely, we can say that proxy agency consists

1 Ludwig, "Proxy Agency in Collective Action," 89–92.

in the capacity of an individual or collective agent to perform a certain intentional action *through* the agency of another individual or collective agent.²

Yet while very common, acting by proxy is a widely misunderstood phenomenon. If Brian killed Scott because I ordered him to do so, for instance, someone might think that I killed Scott by proxy. But this is just loose language. For one, this is because I did not (in fact, I could not) authorize Brian to commit a crime. As I show below, authorization is a constitutive element of proxy agency, so any relationship that does not satisfy the conditions of authorization (as determined by the corresponding normative framework, e.g., a moral or legal system) does not count as a proxy relationship. To clarify what proxy agency is and how it differs from other forms of acting vicariously for others, I start by outlining some of its key elements.

1.1. *The Structural Properties of Proxy Agency*

First and foremost, proxy agency is grounded in *authorization*. That is, acquiring and exercising this capacity requires the proxy being authorized by the principal to perform a certain intentional action on their behalf. As I explain below, this authorization is the mechanism through which the principal transfers their normative capacity to perform a certain intentional action to the proxy. For example, the CEO of a company can negotiate the terms and conditions of a merger with another company only if she is properly authorized by her company to do so.

But authorization is not just a formal requirement. It introduces further constraints on the possibility of acting through proxy: a proxy can be authorized to perform only those actions that the principal is normatively able to perform themselves (e.g., if I am not the legal owner of a house, I cannot grant a real estate agent the authority to sell it on my behalf).³ In general terms, this means that proxy agency presupposes a normative (e.g., moral or legal) framework: only certain agents, under certain conditions, and for certain purposes can authorize proxies to perform certain actions, and this is all (implicitly or explicitly) determined by certain norms. Of course, authorization can take various forms, and there exists a large number of views regarding their specific

2 Garcia-Godinez, "Institutional Proxy Agency," 154. "Through" is more appropriate than "by means of" when talking about proxy relationships. The former means both backward and forward (i.e., *in* at one end and *out* at the other), which helps with expressing the idea that by exercising its agency, the proxy connects the resulting action (out) with the authorizing agent or principal (in); but the latter expresses only instrumentality (e.g., "Alessandro showed me where he lives by (means of) using a map"). However, as I argue below, proxies are not mere instruments; they are autonomous agents.

3 Dowrick, "The Relationship of Principal and Agent."

dimensions. However, there is no need to delve deeply into these issues, for the crucial point is simply that authorization must be grounded in a proper *justification* that aligns with the corresponding normative framework (e.g., the moral or legal system governing the intended action). In the absence of such justification, the action may be deemed immoral or unlawful—which means that it cannot be legitimately authorized. So permitting an agent *X* to authorize another *Y* to carry out an action that is itself unauthorized (e.g., killing someone) entails a contradiction.⁴

Yet the normative framework need not be formal or institutional. Although proxy agency is mostly seen as a legal relationship, it can very well obtain within informal frameworks governed by social or conventional norms (e.g., moral systems, games, and social practices).⁵ All that is crucial in the end is that there exist some norms regulating the various aspects of the relevant authorization (e.g., who can grant authorization, to whom, and for what purposes). So assuming that such norms exist, acting by proxy amounts to the principal and the proxy following those norms in order for the former to perform a certain action through the agency of the latter.

However, the mere existence of authorization does not guarantee that every action undertaken by a proxy is attributable to the principal. Authorization is

- 4 Still, one might suggest, e.g., that certain government agencies and criminal organizations are normatively structured in such a way that their leaders can “authorize” the assassination of a political figure or a rival mob boss even when these actions constitute criminal acts. Thanks to an anonymous reviewer for pressing me on this. Although this may seem intuitive, closer examination shows that there is no “authorization” here but only “delegation” (i.e., being assigned or compelled to perform a specific task within a particular chain of command or under coercion). The authorization, as already said, can be granted only if there is proper justification—according to the rules that constitute the relevant normative framework. In the case of government agencies, therefore, there cannot be authorization for committing crimes (unless the legal rules upon which they operate are so inconsistent with fundamental rights and other fundamental principles that one may question whether they are legally valid). And in the case of criminality, we may say that a mafia boss can authorize a hitman to kill a target, but this form of “authorization” does not carry any normative weight outside the criminal context. Compare it, for instance, to a board game where player *A* is “authorized” by player *B* to buy a country; when the game is over, *B* cannot claim any legitimate right to the country they “bought” through *A*. Since killing (like acquiring property) is regulated by legal rules, the proper normative justification requires reference to the legal framework, which denies genuine transfer of normative power to commit a crime (or to buy a country). In any case, though, my only concern here is with legitimate forms of authorization through which a principal can transfer genuine normative power to a proxy.
- 5 See, Bennett, *Principles of the Law of Agency*; and Munday, *Agency*. In fact, the tendency to treat proxy agency primarily (if not exclusively) as a legal relationship discourages its exploration as a general form of agency within social philosophy.

a necessary but not sufficient condition for proxy agency, which implies that the authorship of a proxy action cannot be decided by default. The attribution of authorship depends also on whether the proxy acts in accordance with and within the normative boundaries of the corresponding *proxy power*. As I discuss below, proxy power defines both the conditions under which a proxy can act and the range of actions that a principal can perform through the proxy.⁶ To put it otherwise, only if the proxy performs the action in compliance with the proxy power, the principal can be regarded as the author of the proxy action. So by the principal granting authorization to the proxy and the proxy acting according to the authorization, they both are constitutive agents of the proxy action: they constitutively (rather than merely causally) bring about the authorized intentional collective action. This is what makes constitutive agency another structural property of proxy agency—one that corresponds to *intentional participation*.

Like any other form of cooperative and coordinated intentional collective action (e.g., playing football or conducting collaborative research), proxy action relies on structured participation. That is, participants must act in accordance with specific roles (e.g., striker or goalkeeper, principal investigator or research assistant). Although status roles are not always associated with clearly defined properties (e.g., the rights, duties, and responsibilities of a striker may be based primarily on a shared understanding of the role, whereas those of a research assistant are typically formalized in a contract), they nonetheless guide how participants are meant to contribute to the performance of the corresponding action.

Understanding this requires elucidating the notion of status role. A status role, as John Searle argues, is a specific form of status function (i.e., a bundle of normative or deontic properties).⁷ While a *status function* is the function we impose onto an object or event that then allows it to be regarded or treated as something else (e.g., a social gathering may count as a party, or a piece of paper may count as a dollar bill), a *status role* is more narrowly construed in two ways: firstly, it can be attached only to agents (individuals or groups with intentionality capacity); and secondly, it cannot be imposed but needs to be accepted by them. So although we might loosely say, e.g., that the function of a striker is to score goals, more precisely, we should say that their role is defined by certain normative constraints, including the responsibility of scoring goals for their team. Thus, unlike mere status functions, status roles indicate that the agent (rather than an object or event) possesses certain normative properties

6 On this, see Dowrick, “The Relationship of Principal and Agent”; and Leow, “Understanding Agency.”

7 Searle, “Status Functions.”

(namely, rights, duties, responsibilities, etc.) based on which they can participate in an intentional collective action.

In the case of proxy agency, the relevant roles are those of *principal* and *proxy*. The former is the role of an (individual or collective) agent who has the normative capacity to perform a certain action (e.g., selling a property, making an announcement, filling for bankruptcy, etc.), and the latter is the role of an (individual or collective) agent who has the normative capacity (i.e., proxy power) to act for the principal. What ties these roles together is the authorization, by means of which the principal can transfer to the proxy its normative capacity to perform the planned action.⁸

Based then on their constitutive roles, both the principal and the proxy (whether individual or collective agents) are intentional participants in the realization of the proxy action. While the principal may not intend the specific execution of the action, and the proxy may not intend the act of authorization, both are committed to the realization of the joint intentional action—that is, the principal and the proxy do in fact intend the *authorized action*.

Importantly, the existence of such kind of collective commitment creates a presumption of *representation*, for it entails the collective acceptance of the relevant status roles.⁹ The principal is taken to be fully represented in the proxy action as long as it is recognized that the intended action is performed by an authorized agent.¹⁰ This is particularly salient in institutional contexts, where representation follows from formally accepted decision-making processes (e.g., the appointment of a CEO by a majority vote of a board of directors). In essence, the representational character of proxy relationships is of practical significance for proxy agency as it allows the principal to be attributed with the performance of certain actions, notwithstanding the fact that those actions are carried out

8 Since proxy agency is grounded in *authorization* rather than *consent*, its normative character cannot be explained merely as a matter of permission (i.e., the removal of a normative constraint). See Healey, “Consent, Rights, and Reasons for Action.” It must be understood in relation to the corresponding transfer of power (i.e., the normative capacity to act). See Dowrick, “The Relationship of Principal and Agent.” Though this does not mean that an agent cannot transfer to (or “vest in”) another person certain personal permissions—this is simply a different kind of social phenomenon, one involving vicarious rather than proxy agency (Bazargan-Forward, “Vesting Agent-Relative Permissions in a Proxy”).

9 See Tuomela and Balzer, “Collective Acceptance and Collective Social Notions”; and Tuomela, “Collective Acceptance, Social Institutions, and Social Reality.”

10 Of course, collective acceptance in this context is not confined to the principal and the proxy alone. As Ludwig contends, third parties must also be able to recognize who occupies the relevant roles (i.e., who the principal and the proxy are) and what status function corresponds to the intended action (e.g., that the speech act of a spokesperson counts as the official announcement of a company) (“Proxy Agency in Collective Action”).

by their proxies.¹¹ The role of principals, in this sense, extends beyond mere ownership; they may be conceived as the true or genuine authors of the actions executed through their proxies.¹²

However, acting through proxy, along with the merit of being attributed with the performance of a certain action, implies a certain level of *responsibility* on both the principal and the proxy. In short, with proxy power comes proxy responsibility. As I explain in section 3, the question of assigning responsibility for the consequences of a proxy action hinges on the issue of attributing authorship—namely, whether the action falls within the normative constraints of the proxy power. But this, as I also show, is consistent with grounding responsibility in autonomous agency: the value of proxy agency lies not in diminishing the autonomy of the principal and the proxy but in expanding their capacity to exercise it.¹³

So to put it briefly, the responsibility for proxy action follows from exercising an autonomous capacity to act: the principal assumes the risk of and expects utility from acting through an autonomous agent, while the proxy assumes the risk of and expects utility from autonomously acting on a normative power. And all this produces serious effects for each: by entering into a proxy relationship, both agents expose themselves to potential accountability for their wrongdoing and liability to compensate for its damaging consequences. But before presenting a general account of proxy responsibility, I first show why providing an account of proxy agency requires moving beyond the standard framework for individual and group agency.

1.2. A Robust Account of Proxy Agency

In virtue of its essential components (authorization, participation, representation, and responsibility), proxy agency is both ontologically and normatively irreducible to standard accounts of either individual or group agency. Regardless of which of these possible combinations obtain—an individual principal (e.g., myself) acting through an individual proxy (e.g., a real estate agent), an

- 11 This idea bears a certain affinity to Pitkin's notion of representation as an activity in "The Concept of Representation."
- 12 As I show below, this has important consequences for the way in which we can conceptualize institutional agents such as states and corporations in relation to the actions they perform through their authorized agents.
- 13 Although constrained to a narrow conception of "proxy" agent as a surrogate decision-maker, Dworkin (*The Theory and Practice of Autonomy*, ch. 6) and Wrigley ("Moral Authority and Proxy Decision-Making") are nevertheless correct to highlight the importance of autonomy in underpinning respect for and moral responsibility in the proxy's decision-making.

individual principal (e.g., a defendant) acting through a collective proxy (e.g., a law firm), a collective principal (e.g., a company) acting through an individual proxy (e.g., a spokesperson), or a collective principal (e.g., a state) acting through a collective proxy (e.g., a government)—proxy agency differs from the acting of either individual or group agents.

Proxy agency is different from *individual agency* in that it involves the intentional participation of more than one individual agent. That is, the proxy and the principal are both engaged in contributing towards the realization of an intentional collective action (i.e., the proxy action). While some may object that all collective actions are ultimately carried out by individuals, this overlooks the compositional nature of proxy actions. That is, a proxy action is constituted by two events, both of which are intentionally performed—one by the principal and the other by the proxy.¹⁴

Proxy agency also differs from *group agency* in both that the proxy and the principal are not necessarily group members and that the proxy must be authorized by the principal to contribute to the performance of the proxy action.¹⁵ In the case of me selling a house through a real estate agent, for example, though we are both participants in the realization of this intentional collective action (selling the house), we do not constitute a group agent (i.e., we are not members of a group). In contrast, standard cases of group agency are precisely about a group (e.g., a couple or a team) performing an intentional action (e.g., dancing tango or scoring a goal) through the acting of its individual members.¹⁶ Moreover, whereas group members make their individual contributions to the group action in virtue of their membership (the obtaining of which may involve meeting

14 I return to this in section 2.

15 Given the various and competing account of groups that exist in contemporary social ontology, one might wonder (as an anonymous reviewer does) whether accepting something analogous to mereological universalism about groups (thereby making group membership “cheap”) undermines the argument presented here. While engaging with the extensive literature on the metaphysics of groups falls beyond the scope of this article, the question allows me to note a couple of caveats. First, the focus here is on group agents rather than groups per se. Thus, even if one endorses mereological universalism and takes any two individuals (e.g., Putin and Trump) to be members of a putative group, this still does not explain whether and how they constitute a group agent. Second, the underlying theory of group agency presupposed throughout is the one that conceives of group agents as structured wholes whose members occupy specific roles and contribute to particular group actions by acting in accordance with their role descriptions. See Garcia-Godinez, “From Group to Institutional Agency.” In this sense, then, the agency of the group depends on (but is not fully reducible to) the agency of its members. Still, the key point here is that group agency cannot account for proxy agency, since proxy relations are not identical to membership relations.

16 See List and Pettit, *Group Agency*; and Tuomela, *Social Ontology*.

certain specific requirements, e.g., signing a contract or completing an application form), the participation in proxy action depends on authorization (by which the principal transfers to the proxy the normative power to act on their behalf).

In general, then, these considerations demonstrate that clarifying the conditions and consequences of acting through proxy agents requires analyzing factors that are not present in cases of individual or group agency. However, despite its complex nature, proxy agency holds substantial value across various (social and institutional) domains. Consider, for instance, the case of proxy assertion.¹⁷ Yet whereas proxy agency is optional in certain situations (e.g., I can sell my house myself, or I can do it through a real estate agent), in other contexts, it is rather indispensable (e.g., states and corporations can act only through proxies).¹⁸ To understand both the possibility and effects of proxy agency, we need to dive deeper into all these elements and go beyond standard accounts of individual and group agency. In particular, we need to recognize that proxy agency is a specific form of constitutive agency in intentional collective action, which involves the acting of (individual or collective) agents according to specific status roles (namely, the roles of principal and proxy) with the intention to contribute towards the performance of a proxy action.

2. PROXY ACTION

A proxy action is an intentional collective action constituted by two events: the authorization and the execution.¹⁹ What distinguishes those events, though, is that they are each intentionally performed by an (individual or group) agent following the constitutive rules associated with an essentially intentional action type. In the former case, the action is undertaken with the purpose of transferring a normative capacity to act (e.g., instructing a solicitor), whereas in the latter, the action is carried out with the aim of exercising that normative capacity (e.g., representing a client at a court hearing). To understand the nature and normative implications of proxy actions, I first elaborate on their ontology and then turn to the semantics of proxy action sentences.

2.1. The Ontology of Proxy Actions

A proxy action is a two-event action, with the first event corresponding to authorization and the second to execution. The *authorization* consists in a (formal

17 See, e.g., Ludwig, "Proxy Assertion"; and Arora, "Proxy Assertions and Agency."

18 Ludwig, *From Plural to Institutional Agency*; and Garcia-Godinez, "Making the State Responsible."

19 An event, following Davidson, consists in a particular change in the state of an object ("The Individuation of Events").

or informal) agreement in virtue of which the principal (or authorizing agent) transfers power to the proxy (or authorized agent) to act on the principal's behalf.²⁰ As previously noted, though, this transfer is not arbitrary; it is constrained by the normative boundaries intrinsic to the principal's own capacity: a principal cannot authorize a proxy to perform an action that the principal is not legitimately able to perform by himself. The authorization, in other words, grants the proxy the same normative capacity as the principal, but strictly within the realm of actions that are originally permissible to the principal.²¹

The *execution*, on the other hand, consists in the proxy's performance of an intentional action that, by virtue of the authorization, can be correctly attributed to the principal. However, the authorization alone is not sufficient to ensure that the proxy's action counts as a proxy action. The action undertaken by the proxy must also conform to the normative power transferred via the authorization, otherwise (i.e., if it exceeds, contravenes, or fails to align with the authorization granted), the action cannot be regarded as a valid extension of the principal's original intent.²²

As Ludwig argues, by acting as principal (regarding authorization) and proxy (regarding execution), they each contribute both causally and constitutively towards the realization of a joint intentional action.²³ This dual contribution (the principal providing the normative power and the proxy performing the authorized action) is an identifying feature of proxy actions.²⁴ Fundamentally,

20 Whereas some other types of agency relations in law can obtain without agreement (e.g., fiduciary relations that emerge from cases of necessity or emergency), proxy agency does require agreement.

21 This is one of the reasons why proxy relations cannot be defined as *complicity relations* (contra Bazargan-Forward, *Authority, Cooperation, and Accountability*). Whereas complicity signals the association or involvement of two or more agents in a wrongful act (e.g., the killing of someone), proxy agency is necessarily constructed as a normatively legitimate relation—where its legitimacy depends on whether the authorization is permissible in relation to a certain normative framework (e.g., a moral or legal system). For a classical treatment of complicity, see Kadish, “Complicity, Cause and Blame.” Consider also Gardner (“Complicity and Causality”) and Kutz (“Causeless Complicity”), who despite disagreeing over whether complicity necessitates a causal contribution, concur that to be complicit involves participating in the wrongs of another.

22 As discussed below, it is a problem of interpretation whether the proxy's action is performed in conformity with the proxy power.

23 Ludwig, “Proxy Agency in Collective Action.”

24 Although Copp also appeals to *constitution* to explain what he calls *secondary actions* (i.e., actions attributed to an agent on the basis of the action of some other person), his understanding is misleading (“Collective Actions and Secondary Actions”). In particular, he claims that the principal's action is constituted by the agent's action; however, as observed here, the action of the proxy constitutes only part of the proxy action (its execution), not

this is what supports the conclusion that a proxy action consists in a mereological sum of the events that are intentionally produced by two agents, the principal and the proxy.²⁵ This account is consistent with the way in which Ludwig understands (intentional) collective action—not as involving a group that bears a primitive agent relation to an event but rather as mereological sums of the (intentional) primitive actions of individual members.²⁶

Yet while this provides a clear understanding of *what* proxy actions are, questions about the attribution of a proxy's action to a principal demand further investigation. To clarify the general conditions under which an action may be considered a genuine proxy action, I now turn to an analysis of the semantics of proxy action sentences.

2.2. The Semantics of Proxy Action Sentences

A proxy action sentence such as ‘The company announced a new policy through a spokesperson’ refers to the intentional collective action constituted by two events: the company's authorization of the spokesperson and the spokesperson's deliverance of the message. As noted above, since both events are carried out intentionally—the first by the company and the second by the spokesperson—it follows that each contributing agent is an intentional participant in its realization.²⁷ Put differently, both the principal (the company) and the proxy (the spokesperson) intentionally contribute to the action's occurrence, with their respective intentions playing a constitutive role in producing its outcome. This shared intentional involvement highlights the *collaborative structure* of proxy action, where agency is distributed but normatively/rationally unified.

As happens with any other action, though, the description of a proxy action can be either *general* (e.g., ‘the company announced a new policy’) or *specific* (e.g., ‘the company announced that ... *x*, *y*, *z* ...’).²⁸ Yet in some cases, only the proxy action under a general description may be correctly attributed to the principal (e.g., if the company authorized its spokesperson to announce a new policy but did not specify which words or expressions to use, and if the spokesperson used inaccurate or derogatory language, the specific content of

the entire action that is attributed to the principal (which also involves the corresponding authorization).

25 This holds true even in cases where either the principal or the proxy is itself a group. For example, if the principal is a group agent (say, a company), the event constituting the authorization is itself a mereological sum of events (i.e., all and only those events that together amount to the authorization of the proxy, e.g., the individual voting of the board of directors).

26 Ludwig, “The Ontology of Collective Action.”

27 Ludwig, “Proxy Agency in Collective Action.”

28 ‘*X*, *y*, *z*’ refers to the exact words used by the proxy when making the announcement.

the announcement may not be correctly attributed to the company).²⁹ In this sense, the level of description of the proxy action can help determine the intention (and subsequent responsibility) of the proxy and the principal.

Following Donald Davidson's influential account of intentional action, we may hold that an action attains its intentional status only when it is construed under a description that incorporates the agent's reasons for action.³⁰ An event is not deemed intentional simply by virtue of its occurrence but rather through the way in which we characterize it by appealing to the agent's beliefs and desires. On this account, the intentional performance of an action is attributable to the agent only when the event is understood as the outcome of the agent's internal rational processes. If, by contrast, we describe an event solely in terms of physical movements, we strip it of its normative/rational dimension—the sense in which the action is performed for some reason. As such, then, only when the event is framed as being performed “for the sake of” something (i.e., the agent's particular beliefs and desires) does it properly count as an intentional action. The attribution of intentionality, in this sense, is inseparable from a description that incorporates the agent's rational motivations.

This perspective has significant implications. It suggests that a single physical occurrence might be subject to different interpretations; it becomes intentional only under those descriptions that bring out its connection to the agent's mental states. This, in essence, is how Davidson bridges the gap between the causal explanations of actions and their normative assessment, arguing that reasons themselves play a causal role in action, which in turn leads to an understanding of intentionality as emerging from the interplay between an agent's inner states and the external actions they produce.

Based on this, we can now appreciate not only how proxy action sentences are susceptible to different interpretations but also how the intentional performance of a proxy action can be attributed to its author only under a certain description—namely, the description that corresponds to the performance of the action as a result of the agent's reasons to act. Although determining whether a principal did in fact intend an action performed by the proxy can prove challenging in numerous contexts, the key instrument for fixing the normative conditions for its attribution is *proxy power*. As noted above, a principal's authorization serves as the means by which the principal's normative capacity to perform a certain action is transferred to a proxy, thus resulting in the creation of proxy power—the mechanism through which the proxy is thereby

29 Which does not mean, as soon becomes clear below, that the company is not responsible for the announcement. It simply means that any responsibility it has arises not from its *authorship* but from its *ownership*.

30 Davidson, “Actions, Reasons, and Causes.”

enabled to implement the normative capacity of the principal. In more technical terms, proxy power functions as the normative channel through which a principal's agency can be exercised by a proxy's agency.³¹

But the existence of proxy power does not mean that the principal and the proxy act for the same *reason*. In general, the principal's authorization is grounded in the reasons it has for acting through a proxy. For instance, a company might prefer to employ a professional proxy (a spokesperson) to announce a new policy rather than having shareholders communicate the message directly. In contrast, the proxy's action is based on the authorization itself, which grants the power to act on behalf of the principal. Thus, for example, regardless of the motivations behind a company's decision to announce a policy, the proxy's reason for making the announcement is to conform to the proxy power—an obligation incurred autonomously by accepting the role of proxy agent.

On top of these essential features, proxy actions also possess other special characteristics. First, although a proxy action is an authorized action—that is, the proxy is authorized to perform an action (under a certain description) for the principal—this does not mean that the action is necessarily *beneficial* to the principal. The authorization indeed creates a (defeasible) obligation on the proxy to carry out the corresponding intentional action, but it does not mandate that the proxy act in the best interest of the principal. In other words, proxy relationships are not fiduciary relationships.³²

Moreover, in the absence of an explicit limitation within the relevant proxy power, the exercise of proxy agency may be iterated across successive layers of authorization: a proxy may be authorized to further authorize other proxies to act for the principal (e.g., a trade union may authorize its steward to authorize a consulting company to conduct specific surveys). So to put it otherwise, the proxy power defines (if not explicitly, at least implicitly) whether the corresponding proxy relationship is *transitive*. For instance, by making certain modifications to the proxy power, the principal may be able to restrict the application of the rule “the proxy of my proxy is my own proxy” to only specific cases or circumstances (think, e.g., of a limited power of attorney).³³

Taken together, all these considerations illustrate how determining whether a given action should be properly attributed to a principal is not an easy task.

31 Leow, “Understanding Agency.”

32 This is one of the reasons why proxy agency is not adequately captured by the overarching notion of agency in law. See, for instance, Munday who defines agency as “the fiduciary relationship that arises when one person (a ‘principal’) manifests assent to another person (an ‘agent’) that the agent shall act on the principal’s behalf and subject to the principal’s control, and the agent manifests assent or otherwise consents so to act” (*Agency*, 1).

33 Wrigley, “Moral Authority and Proxy Decision-Making.”

However, this is exactly what is needed in order to assign appropriate responsibility to the intentional participants in proxy action. In what follows, I examine this issue in more detail.

3. PROXY RESPONSIBILITY

Contemporary debates on moral and legal responsibility encompass not only individual but also group actions. These discussions are crucial for understanding the normative implications of the multiple ways in which human agents contribute to intentional actions. However, as previously argued, individual agency and collective agency do not exhaust the range of modes through which agency can be exercised. One significant gap in the literature is that of *proxy responsibility*. When a principal authorizes a proxy to act on their behalf—whether in a social (e.g., moral) context or an institutional (e.g., legal) context—there arise complex questions not only about the distribution of decision-making but also regarding the locus and scope of responsibility. This form of agency, then, invites a reconsideration of traditional models of responsibility, challenging common assumptions about who is blame responsible and task responsible for actions carried out through authorized agents.

To elucidate the nature and practical significance of proxy responsibility, I provide an account of its constitutive elements, clarifying the normative grounds on which principals and proxies may be held responsible for their intentional contributions to the realization of proxy actions. To illustrate, I examine its application in the contexts of state and corporate responsibility.

3.1. *What Is Proxy Responsibility?*

In short, proxy responsibility constitutes a particular form of collective responsibility—one that falls upon those engaged in proxy relationships. More precisely, it is the normative consequence that attaches to both the principal and the proxy for their intentional participation in bringing about a proxy action—the principal by granting authorization to the proxy and the proxy by undertaking the authorized action for the principal.

To grasp the concept of proxy responsibility, I suggest elucidating the conditions under which the principal and the proxy can be held retrospectively and prospectively responsible for their intentional contributions to proxy actions.³⁴ *Retrospective* (or backward-looking) responsibility concerns hold-

³⁴ See Smiley, “Collective Responsibility.” I should note here that the proposed account is not anchored in any particular moral or legal theory. Instead, it aims to provide a general theoretical understanding of proxy responsibility—one that can adapt to different forms of regulation under diverse normative perspectives.

ing an agent accountable for their participation in a wrongful action. That is, it involves assigning blame to the agent for their wrongdoing. *Prospective* (or forward-looking) responsibility, by contrast, is concerned with holding an agent liable for a harmful action. That is, it entails assigning compensatory duties to an agent for the damaging results of their action.³⁵ By elucidating those conditions, we can better understand how certain responsibility judgements are justified when a principal's agency is exercised through a proxy.

The first thing to appreciate, then, is that proxy responsibility (which arises from proxy relations) cannot be subsumed into the general notion of vicarious responsibility (which arises from vicarious relations). While the first reflects the normative implications associated with authorship, the second is based on the attribution of ownership.³⁶ For example, a person may be vicariously responsible for the damage produced by their dog (strict liability), or an employer may be vicariously responsible for the negligence of their employee (*respondeat superior*); but neither is a case of proxy agency. The dog is not a proxy of his owner—he is not (in fact, he cannot be) authorized to perform any action for his owner. And although the employee holds a voluntary relationship with her employer, this relationship is not based on authorization. Instead, the employee has a contractual obligation to provide specific services to the employer in exchange for compensation—but the employee is fully attributed with her conduct; the employer only owns its consequences (e.g., the benefits or costs that it produces).

In the context of proxy action, on the contrary, responsibility arises as a direct consequence of involvement in intentional collective action. Specifically, it is a normative consequence of participating in the realization of a two-event action—an action that unfolds across two distinct stages (the authorization and the execution)—where each participant contributes to a part of the overall process. Retrospective proxy responsibility, in this regard, offers normative justification for the imposition of *accountability duties*, as it holds individuals answerable for the outcomes of actions in which they participated. And prospective proxy responsibility, on the other hand, lays the foundation for

35 Admittedly, these notions are not always so neatly distinguished. For a classic treatment of this classification, see Feinberg, "Responsibility for the Future." For a discussion of the relationship between backward-looking and forward-looking responsibility, see van de Poel, "The Relation Between Forward-Looking and Backward-Looking Responsibility."

36 Cane, *Responsibility in Law and Morality*. It is important to note, however, that vicarious responsibility can be characterized in various ways, some of which closely resemble the notion of proxy responsibility advanced here. See, for instance, May, "Vicarious Agency and Corporate Responsibility." For a careful examination of vicarious responsibility through legal and moral lenses, see Glavaničová and Pascucci, "Making Sense of Vicarious Responsibility."

compensatory duties, as it concerns the obligation to address potential harms or losses that may arise from the proxy action. Let me unpack this.

3.2. *Prospective and Retrospective Proxy Responsibility*

In the context of a proxy action, both retrospective and prospective responsibility are grounded in intentional participation: the principal and the proxy engage themselves in the formal structure of a proxy relationship. This participation reflects a *collective commitment* to the proxy action, formed through authorization (rather than consent), created by agreement (not promise, request, or command), and realized through collective (rather than individual or group) agency.³⁷ In its most precise formulation, proxy responsibility follows from the dual dimension of intentional participation in proxy action—namely, constitutive agency (which serves as the basis for attributing blame responsibility) and authorship (which provides support for assigning task responsibility). I presently consider each.

Let us start with the question of *who is blame responsible for a proxy action*. In normal (or nonexcusable) cases, the principal and the proxy share in retrospective responsibility because they are constitutive agents of the proxy action.³⁸ That is, since the act could not have occurred without their joint, intentional contributions, both parties can be held accountable for their wrongdoing. For instance, when a principal sells a defective property via a real estate agent, and both are (or ought to be) aware of the defect, blame is rightly assigned to both of them. Each has a reason to comply with relevant standards, and each can be criticized for failures therein (e.g., inspecting the property thoroughly and disclosing any issues).

Although there are different ways to understand *accountability*, I take it here to involve the agent's capacity to respond for their actions—i.e., the capacity to provide reasons to justify or explain what she did (or did not do).³⁹ So taking

37 Altogether, this shows how the proposed understanding of proxy responsibility differs from other so-called authority-based accounts. For instance, Bazargan-Forward links complicity in wrongdoing to authority-based roles, which he thinks can be established based on promises, requests, and commands (*Authority, Cooperation, and Accountability*). In his view, the deliberator's wrongful purpose "furnishes" the executor's wrongful action, but this model applies only to master-servant relations. In proxy relations, the intentional participants are autonomous agents (acting for distinctive reasons). So the proxy is not a mere instrument of the principal.

38 By 'sharing responsibility' I do not mean that each party holds 50 percent of the responsibility; rather, I mean that both can be equally attributed with responsibility for their joint intentional action. This is similar to the case of a gang killing someone; each member is blame-responsible for the killing, not just for their individual contribution to it.

39 Watson, "Two Faces of Responsibility." In what follows, I remain neutral on the question of whether accountability is better construed in terms of answerability. For discussion, see Shoemaker, "Attributability, Answerability, and Accountability"; and Smith, "Responsibility as Answerability."

the principal and the proxy to be blame responsible essentially entails making them accountable for the proxy action: if called upon, they must answer for the action they jointly and intentionally brought about. However, if there are excusatory circumstances (e.g., justified or nonculpable ignorance), the principal and the proxy can mitigate or eliminate blameworthiness.⁴⁰ They can correctly say that they did not intend the action that resulted from their intentional participation or, in other words, that they did not have any reason to intend that particular action.⁴¹ If the excuse is valid, then it can serve as a justification for avoiding undeserved blame.⁴²

Now, let us focus on the question of *who is task responsible for a proxy action*. In normal (or nonexceptional) circumstances, prospective responsibility is assigned based on the character of the performed action—that is, whether the action was performed in accordance with the proxy power.⁴³ There are two possible situations here. First, the principal bears compensatory duties towards third parties for the damaging consequences of the proxy action—but only if the action was performed according to the proxy power. If the action is conducted within the limits of the granted authority (i.e., if the proxy acts *intra vires*), then the principal counts as the author of the action and so can be assigned with reparative obligations. For example, consider a spokesperson announcing that her company has implemented specific safeguards to ensure that its products comply with ethical and legal requirements. Provided that she has been authorized by the company to make such a statement, it is the company (not the spokesperson) that will be credited with the announcement and will bear any compensatory duties should the announcement result in damages.

Second, the proxy bears compensatory duties towards the principal for the damaging consequences of the proxy action—but only if the action was not performed in accordance with the proxy power. If the action does not fall within the granted authority (i.e., if the proxy acts *ultra vires*), then the proxy counts as the author of the action and so can be assigned with reparative obligations. For example, if the spokesperson disregards relevant information when making the announcement or is negligent in following the instructions given by the company, the specific announcement will be attributed to the spokesperson (not to the company). In this sense, although the action was intended

40 Kelly, “What Is an Excuse?”

41 Sliwa, “The Power of Excuses.”

42 To make things clear, I distinguish between excuses and exceptions. I use the term ‘excuses’ to talk about the factors that can mitigate or eliminate *blame*, and I use the term ‘exceptions’ to refer to the (undercutting or rebutting) defeaters that can block *liability* attributions.

43 Since prospective responsibility is tied to compensatory duties, I treat it here as a central component of *reparative justice*. On this, see Kelly, “Reparative Justice.”

to be performed in the name of the company, by acting outside the normative scope of the authorization, the spokesperson will bear reparative obligations. However, this is without prejudice to the possibility that the principal may also incur liability (e.g., if the company failed to adequately supervise or monitor the spokesperson).⁴⁴

In exceptional cases, the principal and the proxy can deflect liability. For example, if exceptions such as amendment of power, conflict of interest, or improper conduct occur, then the principal or the proxy may be in a position to avoid liability. Consider, for instance, a company that authorizes its spokesperson to make public statements about a new product launch, only to later amend this authority to prohibit the disclosure of pricing details. If the spokesperson, unaware of the change, nonetheless reveals the pricing information, the company may argue that it is not liable for any resulting harm because the spokesperson acted outside the amended scope of their authority. Or imagine a scenario in which a CEO, authorized to negotiate a contract with a supplier, accepts kickbacks to secure the deal. In this case, the company may contend that it is not liable for the CEO's actions as they were beyond the scope of her power. In general terms, then, exceptions are those reasons that serve to justify the removal of undeserved liabilities.

As this analysis shows, proxy responsibility arises not from any form of (intended or unintended) benefit but from the deliberate assumption of a particular kind of risk: the principal and the proxy can be blame responsible or task responsible because they each accept placing themselves in a proxy relationship. That is, by entering such a relationship, both the principal and the proxy accept the potential burdens of acting together. The normative basis of this relationship is best understood in terms of collective commitment: both parties adopt a defeasible obligation to contribute towards a shared goal and are thus not only jointly accountable for their roles but also individually liable for the outcome that they intentionally help bring about.⁴⁵ Based on their collective commitment, participants in proxy action are collectively responsible not (only) for the individual activities that they carry out under their corresponding roles but (also) for the actions towards which they collectively contribute.⁴⁶ In sum, then, responsibility in the context of proxy relationships calls for a more nuanced approach—one that respects the differentiated duties that arise from both constitutive agency and authorship.

44 Bennett, *Principles of the Law of Agency*.

45 Tuomela, "Group Reasons."

46 Tuomela and Mäkelä, "Group Agents and Their Responsibility."

Yet while proxy responsibility is significant in its own right, it also provides a valuable lens for clarifying and advancing contemporary debates in social philosophy. To briefly illustrate this, I apply the proxy framework to cases of state and corporate responsibility.

3.3. State and Corporate Responsibility

Contra recent views, I believe that a theory of state and corporate membership is not enough to account for state and corporate agency.⁴⁷ For one, this is because the latter necessarily involves proxy agents (not only group members). States act through legal organizations (executive, legislative, and administrative branches of government) that can also authorize private organizations (depending on constitutional constraints) to perform certain actions for the state (e.g., nonstate agents like CoreCivic in the United States and state-owned enterprises such as Eskom in South Africa).⁴⁸ Similarly, corporations also act through authorized agents (boards of directors, CEOs, chief operating officers, etc.) that may in turn be able to further authorize other agents (specific individuals or groups) to perform actions on their behalf. For example, a company can outsource its voting decisions concerning certain governance features to specialized proxy advisory firms.⁴⁹ But since proxy agents are not necessarily group members, explaining what it takes for states and corporations to function as collective agents involves more than just an understanding of group agency; it requires an analysis of proxy agency.⁵⁰

Building on the preceding discussion, it follows that a state or corporation may authorize a proxy only if it constitutes a genuine group agent, with internal structure and an autonomous decision-making process. As such, then, states and corporations must have a (formal or informal) *constitution* that establishes, among other things, the general conditions under which they can grant authorization

47 For these kinds of recent views, see, e.g., Pasternak, "Limiting States' Corporate Responsibility" and *Responsible Citizens, Irresponsible States*; Lawford-Smith, *Not in Their Name*; and Collins and Lawford-Smith, "We the People."

48 Crawford, *State Responsibility*; and Scott, *State Responsibility for Non-State Actors*.

49 Boot et al., "The Controversy over Proxy Voting"; and Larcker et al., "Outsourcing Shareholder Voting to Proxy Advisory Firms."

50 Since there is not enough space here to encompass all relevant aspects of state and corporate agency, I limit the discussion to the consequences that follow from seeing states and corporations as collective agents that can perform institutional activities through proxies. For a general assessment of state and corporate agency and its relationship with collective responsibility, see Isaacs and Vernon, eds., *Accountability for Collective Wrongdoing*; Pettit, *The State*; and Collins, *Organizations as Wrongdoers*.

to other agents (private or public organizations).⁵¹ To appreciate this point, we need not adopt a specific theory of constitutions; it suffices to regard them as social structures that define the roles that individuals are to occupy for the group to function in a particular way. Yet as explained above, since there is genuine representation only when there is genuine acceptance, only “democratic” constitutions can provide states and corporations with both the formal and the material resources to authorize agents to act in their best interests.⁵²

If states and corporations are understood as collective agents capable of acting through proxies, then their actions can be conceptualized as proxy actions—that is, as authorized actions performed in accordance with and within the normative boundaries of the proxy power. From this perspective, state members (i.e., citizens) and corporate members (i.e., shareholders) count as intentional participants in the corresponding state and corporate actions: they intentionally contribute to the realization of those actions as *principals* (or authorizing agents). And legal organizations and boards of directors, on the other hand, also count as intentional participants: they intentionally contribute to the state or corporate actions as *proxies* (or authorized agents). Hence, both the authorizing and the authorized agents together constitute the complex structure of collective agency that underlies the institutional framework of state and corporate activity.

As clarified in the previous section as well, proxy power is what determines the kind of action that principals can perform through the agency of their proxies. In other words, when a state or a corporation performs an action, it does so by its proxies acting as per their proxy power; otherwise, the action cannot be correctly attributed to the state or the corporation. Although a principal’s authorization can constrain or expand the proxy’s autonomy by granting the power to act with either general or limited capacity, in virtue of the corresponding authorization, states and corporations count as the authors (not just the owners) of the action performed within the scope of the proxy power. This contrasts directly with vicarious accounts of state and corporate action—for

51 The existence of a constitution, in other words, creates the conditions for the institutionalization of a certain group. For example, it facilitates the transformation of a nation or a polity into a constitutional state, with differentiated roles for its members and structured mechanisms for exercising governance. See Garcia-Godinez, “The Institutionalisation of the Basic Validity Rule.”

52 In this respect, this view parallels the one put forward by Stilz (“Collective Responsibility and the State”), who sees proxy representation as legitimate representation. In the case of states, the idea of a (legitimate) constitution can be traced back to the exercise of (legitimate) constituent power. See, e.g., Rubinelli, “Constituent Power.” However, while I see an important connection between constituent power and proxy power, I am unable to explore it further here.

instance, the one developed by Sean Fleming, who draws on a Hobbesian account of attribution and claims that under certain conditions, actions can be attributed to states as their rightful owners.⁵³

By understanding state and corporate actions as proxy actions, we can frame questions of state and corporate responsibility in terms of proxy responsibility. First, the ascription of blame responsibility to states and corporations (*qua* principals), on the one hand, and to their authorized agents (*qua* proxies), on the other, can be seen as grounded in constitutive agency. That is, since all parties are intentional participants in bringing about the relevant proxy actions, there are normative grounds for holding them all accountable. As discussed above, a principal and a proxy share an obligation to answer for their wrongdoing—barring excusing conditions, both are blameworthy for the harmful consequences of their jointly intentional actions (e.g., enacting unfair legislation or making an unethical announcement).

As this makes clear, holding states and corporations accountable within the framework of proxy responsibility depends on their intentional contribution to the proxy action.⁵⁴ Although this account remains neutral on the legitimacy of authorization, focusing instead on proxy action as normatively determined by proxy power, it does not hold that principals can outsource just any action to proxies. For example, it may be impermissible for states to fight wars by mercenaries or for a company to appoint a third party to ensure health and safety for their employees. In the end, this all hinges on the normative conditions under which principals can grant authorization to proxies—in other words, it depends on the constitutional constraints.

Second, the ascription of task responsibility to states and corporations follows from their role as authors. That is, authorizing their corresponding proxies (e.g., legal organizations or CEOs) provides the normative grounds for assigning them with compensatory duties (e.g., fines, environmental cleanups, etc.). As noted earlier, if a proxy acts *intra vires*, the principal counts as the author and holds an obligation to pay for the damages caused by the proxy action. If, instead, a proxy acts *ultra vires*, then the action cannot be correctly attributed to the principal: the intended action is not (strictly speaking) a state or corporate action. Think, for example, of an IT company subcontracted to implement an AI technology that later fails to comply with data protection regulations. In this case, the proxy has an obligation to compensate for the

53 Fleming, “Artificial Persons and Attributed Actions” and *Leviathan on a Leash*.

54 This also ensures a more nuanced allocation of compensatory duties. Given their active role in shaping state action, for example, legal officials bear greater accountability for wrongdoing than ordinary citizens.

damaging consequences (although, as suggested before, the principal may still be liable for not properly supervising the proxy).⁵⁵

At any rate, the allocation of compensatory duties depends, at least in part, on the internal organization of the group. When states or corporations are held liable for wrongful actions carried out through their authorized agents (e.g., CoreCivic's mistreatment of prisoners or Theranos's misinformation to investors), the responsibility to compensate for the resulting harm may extend to all members of the group—citizens in the case of a state or shareholders in the case of a corporation. In such instances, group members bear a collective obligation to provide reparations, grounded in their membership within the responsible entity. However, the burdens associated with reparation can be discharged through a variety of mechanisms. For states, this may include imposing taxes or reallocating public funds. For corporations, it may involve lowering the cost of goods and services, cutting executive salaries, or even initiating partial or full liquidation. In any case, the precise method of discharging compensatory duties reflects both the structure of the group and the nature and scale of the wrongdoing.

4. CONCLUSION

In this article, I have presented an analysis of proxy responsibility. Although much remains to be said before we can fully appreciate the value and complexity of this form of responsibility, it should now be evident that proxy relationships are not only pervasive but also fundamental elements in the construction of our social reality. Against this background, I have shown (without offering a complete account) how state and corporate responsibility can be situated within a general theory of proxy responsibility—a theory that explains the conditions under which states and corporations can be assigned both retrospective and prospective responsibility for their wrongful actions. To conclude, I want to suggest that this theory is worth extending so as to provide a more comprehensive account of institutional responsibility.

To develop a thorough analysis of responsibility within larger institutional contexts (including, e.g., the global implementation of technologies), we must move beyond standard theories of individual and group responsibility. Individual-based accounts, which focus on causal contributions to group action, fail to capture constitutive forms of agency, therefore allowing key participants in institutional activities (namely, principals) to evade responsibility. On the

55 Unlike blame responsibility, task responsibility can in some cases be delegated. For example, a principal or a proxy may contract with an insurance provider to cover potential damages arising from their actions.

other hand, group-based accounts, which tie responsibility to group membership, overlook nonmembers who nonetheless intentionally participate in joint intentional actions (namely, proxies), thus similarly letting crucial actors off the hook. A more promising alternative lies in the proxy framework, which offers a more nuanced understanding of responsibility by recognizing the various roles that agents play in proxy relationships (i.e., those engaged in the realization of intentional collective actions constituted by both authorization and execution). Unlike other models, it explains responsibility attributions not solely on the basis of individual contribution or group affiliation but also by appealing to constitutive agency and authorship.

Importantly, however, a proxy account of institutional responsibility is not intended to replace other forms of responsibility. Since institutional actions often involve diverse relational structures (e.g., vicarious relationships), alternative forms of accountability and liability may be appropriate in different contexts. Proxy responsibility is not a one-size-fits-all model; it applies specifically where proxy relationships can be established and does not preclude or exclude other forms of individual or group responsibility.⁵⁶

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