



ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

Minutes No. 137 of the Executive Board Meeting held on

Wednesday, March 22, 2017, 14:00 CEST (10:00 Buenos Aires time), via telephone conference (in accordance with article 20, section [2] of the RTRS By-Laws [Version 3.7])

Agenda:

1. Approval of the Minutes No. 135 and 136.
2. Amended and Restated Statutes Draft: Articles 3, 35, 36 and 37.
3. RTRS VP's proposal towards Paraquat solution to be presented at the 11th General Assembly.
4. Membership fee update status: "Approves the enforcement of provisions related to the payment of Membership fees by RTRS members".
5. Extraordinary EB Members Expenses for RT12.
6. Friends of the Earth, change of RTRS Accreditation and Certification Standard documents.
7. Management Report: content and format of the "communication piece".
8. RTRS Mass Balance model. Ideation phase.
9. RTRS Non-GMO Module (Requirements for Producers).
10. National Interpretations documents for Brazil and Paraguay.
11. Closing.

A. Introduction

The meeting of the Executive Board of Directors of the Round Table on Responsible Soy Association (RTRS) starts at 14:08 CEST (10:08 Buenos Aires time).

Participants:

RTRS Executive Board members:

- Olaf Brugman, Rabobank (constituency: Industry, Trade and Finance):
olaf.brugman@rabobank.com
- Ulises Javier Martinez Ortiz, Fundación Vida Silvestre (constituency: Civil Society Organizations): ulises.martinez@vidasilvestre.org.ar
- Débora Florencia Telles, Nidera S.A. (constituency: Industry, Trade and Finance): dtelles@nidera.com.ar

- Leslie Willem Johanna Leinders, Unilever, (constituency: Industry, Trade and Finance): Leslie.Leinders@unilever.com
- Jean François Timmers, WWF (constituency: Civil Society Organizations): jeantimmers@wwf.org.br
- Alex Ehrenhaus, Solidaridad (constituency: Civil Society Organizations): alexe@solidaridadnetwork.org
- Juliana De Lavor Lopes, Amaggi (constituency: Producers): juliana.lopes@amaggi.com.br
- Gisela Introvini, FAPCEN (constituency: Producers): giselaintrovini@hotmail.com
- Belinda Katharine Howell, RSG (constituency: Industry, Trade and Finance): belinda.howell@rpog.org
- Alejandro José O'Donnell, Aapresid (constituency: Producers): alejandro@fronterasrl.com.ar
- Christophe Callu Mérite, Feed Alliance (constituency: Industry, Trade and Finance): christophe.callumerite@feed-alliance.fr

RTRS Secretariat:

- Marcelo Visconti, RTRS Executive Secretary: marcelo.visconti@responsiblesoy.org
- Daniel Kazimierski, RTRS Secretariat: daniel.kazimierski@responsiblesoy.org
- Fernando Olivieri, RTRS Secretariat: fernando.olivieri@responsiblesoy.org
- Laura Villegas, RTRS Secretariat: laura.villegas@responsiblesoy.org
- Catalina Ale Monserrat, RTRS Secretariat: catalina.ale.monserrat@responsiblesoy.org

Special guests invited:

- Cid Sanches, RTRS External Consultant Brazil: cid_sanches@yahoo.com.br
- Federico Otero, Legal Advisor Argentina: federico.otero@trsym.com



Olaf Brugman, member of the RTRS Executive Board, agrees to chair the meeting and welcomes the participants to the Executive Board meeting. The agenda is presented and participants are asked whether any additional topics should be included. The meeting begins.

B. Quorum and Proposals

The Executive Secretary ascertains that the quorum required to validly pass resolutions has been reached. The Executive Board considers the following items on the agenda:

1. *Approval of the Minutes No. 135 and 136.*

Minutes No. 135 and 136 are reviewed page by page.

In the absence of any objections, Olaf Brugman confirms that the resolutions are approved by the Executive Board.

The RTRS Executive Board resolves the following:

“The Executive Board meeting minutes No. 135 of the RTRS Executive Board are approved (by consensus).”

“The Executive Board meeting minutes No. 136 of the RTRS Executive Board are approved (by consensus).”

2. *Amended and Restated Statutes Draft: Articles 3, 35, 36 and 37.*

Marcelo Visconti explains to the members of the Executive Board, that as a result of adding a new Article to the Draft (Article No. “Member’s Resolutions without a Physical General Assembly Meeting” -Annex 3), the numbers of the Articles have changed, and that the Articles mentioned in the Agenda corresponding to this meeting were wrong. The correct numbering is: Article No. 3 “Objectives”, Article No. 35 “Working Groups”, Article No. 36 “Technical Group” and Article No. 37 “Mediation Committee”.

Marcelo Visconti explains that the draft distributed incorporates changes to Articles 3 “Objectives”, 35 “Working Groups” and 36 “Technical Group”. In addition, Articles 16 “Resolutions of the General Assembly Meeting”, 18 “Member’s Resolutions without a Physical General Assembly Meeting”, and 25 “Resolution of the Executive Board Meeting” of the distributed draft also contains the amendments requested by the Executive Board during the meeting held on February 22, 2017. Finally Marcelo Visconti adds, that Article No. 37 “Mediation Committee” has not been modified. After approval by the Executive Board members the draft shall be submitted to the consideration of the members of RTRS at the next General Assembly.

The draft is reviewed page by page.

In the absence of any objections, Olaf Brugman confirms that the resolution is approved by the Executive Board.

The RTRS Executive Board resolves the following:

“To approve the final draft of the Revised Statutes distributed by the RTRS Secretariat (by consensus).”

3. *RTRS VP's proposal towards Paraquat solution to present in the General Assembly.*

The Vice-Presidents of the Executive Board, Juliana de Lavor Lopes, Jean Francois Timmers and Belinda Howell, will work together on the Paraquat's resolution proposal.

The aim is to distribute through email the proposal in order to discuss about this proposal during the next Executive Board meeting. The intention is to reach consensus on this topic.

4. *Membership fee update status: “Approves the enforcement of provisions related to the payment of Membership fees by RTRS members”.*

Marcelo Visconti shows a presentation about the membership fees status and makes a recap of it in order to regularize its situation:

(i) **Conservation International:**

Their request is to have their obligation to pay the annual membership fees corresponding to the year 2015 waived by RTRS. Their intention is to proceed with the payment of annual membership fees corresponding to the years 2016 and 2017.

(ii) **Coprooste:**

The RTRS Secretariat has waived Coprooste's payment of the annual membership fees corresponding to the year 2016.

(iii) **Associação de Plantio Direto no Cerrado:**

Marcelo Visconti comments that Participating Members willing to voluntary withdrawal of the Association, shall nonetheless pay their debts to RTRS, before its withdrawal is accepted. The RTRS Secretariat has been informed of Associação de Plantio Direto no Cerrado's voluntary withdrawal, consequently, once Associação de Plantio Direto no Cerrado has paid the annual membership fees corresponding to the year 2016, the RTRS Secretariat will comply with informing that Associação de Plantio Direto no Cerrado does not owe anything to the Association anymore.¹

Olaf Brugman suggests: (a) informing the decision to the Participating Members involved, and (b) sending a general communication to all members in default of their payment obligations as of the date hereof, informing them that if they fail to satisfy their payment obligations by April 30, they will be deemed to have withdrawn from the Association.

Proposals:

- (i) “To waive Conservation International's obligation to pay the annual membership fees corresponding to the year 2015 and to remind them of their obligation to pay the annual membership fees corresponding to the years 2016 and 2017.”

Handwritten initials: AS and B.

- (ii) "To waive Coproeste obligation to pay the annual membership fees corresponding to the year 2016."
- (iii) "To inform Associação de Plantio Direto no Cerrado that they are in default of its payment obligation regarding the annual membership fees corresponding to the year 2016. Upon satisfaction of their payment obligation, the RTRS Secretariat will confirm Associação de Plantio Direto no Cerrado that they do not have pending payment obligations towards RTRS, and acknowledge their voluntary withdrawal".²
- (iv) "To remind the Participating Members that the deadline for the payment of the annual membership fees expires on April 1 each year, and send a general communication to all members in default of their payment obligations as of the date hereof, informing them that if they fail to satisfy their payment obligations by April 30, according to RTRS Statutes and By-Laws, RTRS is entitled to impose additional charges for delayed payment, suspend defaulting member's rights (including the right to vote at the next General Assembly to be held on June 1, 2017) or even terminate membership."

In the absence of any objections, Olaf Brugman confirms that the resolutions are approved by the Executive Board.

The RTRS Executive Board resolves the following:

"To approve the proposals (i) to (iv) (by consensus)."

5. *Extraordinary EB Members Expenses for RT12.*

Marcelo Visconti presents a request made by Ashis Mondal regarding his expenses for RT12.

Marcelo explains the provisions of the Accounting Guideline applicable, and after a brief deliberation among the members of the Executive Board, asks the members of the Executive Board to confirm whether RTRS shall reimburse Ashis Mondal his expenses relating to his participation in RT12.

In the absence of any objections, Olaf Brugman confirms that the resolution is approved by the Executive Board.

The RTRS Executive Board resolves the following:

"To approve the reimbursement for RT12 expenses requested by Ashis Mondal (by consensus)."³

6. *Friends of the Earth, change of RTRS Accreditation and Certification Standard documents.*

² To be conformed if it will be added or not to the Minutes.

³ To be confirmed, having discussed this point of the Agenda.

Marcelo Visconti provides the Executive Board with an update on the situation. The RTRS Secretariat has been requested to (i) share information that it is not public, and to (i) hold a meeting with *Friends of the Earth Netherlands* ("FoE") with no presence of any of the members of the Executive Board.

Marcelo Visconti informs that he has already talked with Schutter, SGS and Control Union (collectively, the "Certification Bodies") regarding this topic.

Marcelo Visconti holds the position that RTRS should not share the information requested by FoE without having the Producers' consents.

Moreover, he mentions that, during a call he held with them, they did not mention that they had the intention of visiting the growers as requested in the subsequent letter received from FoE.

Marcelo Visconti explains that the RTRS Secretariat will send to the Certification Bodies the list of the Producers mentioned by FoE, and then they will contact the Producers, explaining the situation and asking them for their respective consents in order to elaborate an analysis of the situation and compare it to the job done by the Certification Bodies that has been questioned by FoE.

Marcelo Visconti mentions that RTRS Secretariat is confident that the analysis conducted by the Certification Bodies according to the standard requirements is adequate to verify compliance with the relevant indicators and criteria.

Based on RTRS confidence on the reliability of the audits conducted and the reputation of FoE, the Executive Director asks the members of the Executive Board if they agree to cooperate and contact the involved Producers to require their consent to share the information requested by FoE (for the specific purpose discussed and subject to the prior execution of a confidentiality agreement between RTRS and FoE).

He also highlights that it is important to note that the information belongs to the producers and such producers may not consent to the disclosure for reasons beyond RTRS control and that even if they are willing to provide the requested consent formalization and exchange of the information may not be feasible by the deadline informed by Friends of the Earth.

Debora Florencia Telles suggests discussing about the contents of the public information in the next Executive Board meeting.

In the absence of any objections, Olaf Brugman confirms that the resolutions is approved by the Executive Board.

The RTRS Executive Board resolves the following:

"To approve the proposed action plan regarding FoE request (by consensus)."

7. *Management Report: content and format of the "Communication Piece".*

Due to the lack of time, Belinda Howell proposes to approve the Management Report: content and format of the "communication piece" by means of a Circular Decision.

8. *RTRS Mass Balance model. Ideation phase.*

The RTRS Mass Balance model: Ideation Phase will be approved in the next Executive Board Call to be held on April 27, 2017.

9. *RTRS Non-GMO Module (Requirements for Producers).*

The Non-GMO Module (Requirements for Producers) will be approved in the next Executive Board Call to be held on April 27, 2017.


10. *National Interpretations documents for Brazil and Paraguay.*

Due to the lack of time, Belinda Howell proposes to approve the National Interpretations documents for Brazil and Paraguay by means of a Circular Decision.

11. *Closing.*

The meeting is closed at 16:00 CEST (12:00 Buenos Aires time)

March 22th, 2017


Olaf Brugman

RTRS Executive Board member


Marcelo Visconti

Executive Secretary of RTRS