



## ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

### Minutes No. 141 of the Executive Board Meeting held on

Tuesday, May 30, 2017, in Échanges, Lille, France (in accordance with article 20, section [2] of the RTRS By-Laws [Version 3.7]).

#### Agenda:

1. Approval of the Minutes No.140.
2. Analysis of RTRS Tax and Accounting Situation –RTRS/KPMG.
3. RTRS Ways of working: Secretariat and Executive Board.
4. Ratification of the WWF's motion in 11GA agenda.
5. RT12 Final alignments Comm Actions - Crisis Plan for RT12.
6. Communication pieces approval:
  - \*Institutional Communication for Members and press release document provided to the Executive Board members to discuss during the Executive Board meeting.
  - \* Paraquat Institutional Communication for Members/Mailing List/Web/Social Media (to be published on June 2, 2017), and related press release.
7. Brazilian Maps Status.
8. a. National Interpretations Brazil and Paraguay approval. Review of the inputs on pending resolutions:
  - Review wording of guidance 4.4.1.a in the Brazilian National Interpretation
  - Unit of certification under leased farms/agreements.
- b. National Interpretation Argentina: postpone the deadline for the implementation date for the 3.0 Production Standard.
8. Ramón Zorraquín Javicho's President: Message to the Executive Board.
9. RTRS Mass Balance model: ideation phase:
  - Approval of the name Regional Credit (for the current model buy credits from a specific region).
  - Approval of the RTRS Mass Balance model (Stage 1) Regional Mass Balance = region/area level.
  - Approval of the RTRS Mass Balance model (Stage 2) National Mass Balance = country level.
10. RTRS Non-GMO Module (Requirements for Producers).

11. Update on the progress of the ITF template of the Annual Report.
12. KPI's.
13. Closing.

### Introduction

The meeting of the Executive Board of Directors of the Round Table on Responsible Soy Association (RTRS) starts at 8:30 CEST.

### 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
- Ashis Mondal, ASA(constituency: Civil Society Organizations):  
ashis@asabhpal.org
- Oswaldo de Carvalho Junior, Earth Innovation Institute (constituency: Civil Society Organizations): ocarvalho@earthinnovation.org
- Alex Ehrenhaus, Solidaridad (constituency: Civil Society Organizations):  
alexe@solidaridadnetwork.org
- Débora Florencia Telles, Nidera – a member of Cofco International Group - (constituency: Industry, Trade and Finance):  
dtelles@cofcointernational.com
- Belinda Katharine Howell, RSG (constituency: Industry, Trade and Finance): belinda.howell@rpog.org
- Frederico Soares Machado, WWF alternate for Jean-François Timmers (constituency: Civil Society Organizations):  
fredericomachado@wwf.org.br
- Juliana De Lavor Lopes, Amaggi (constituency: Producers):  
juliana.lopes@amaggi.com.br
- Gisela Introvini, FAPCEN (constituency: Producers):  
giselaintrovini@hotmail.com
- 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

- Leslie Leinders, Unilever (constituency: Industry, Trade and Finance):  
Leslie.Leinders@unilever.com

**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

**Special guests invited:**

- Federico Otero, Legal Advisor Argentina:  
federico.otero@trsym.com
- Cid Sanches, RTRS External Consultant Brazil:  
cid\_sanches@yahoo.com.br
- Enrique Molas, RTRS External Consultant Paraguay:  
enrique.molas@responsiblesoy.org
- Luiz Iaquina, Fazenda Bartira: liaquina@brookfieldbr.com
- Fabio Beltrame, Control Union Brazil: fbeltrame@controlunion.com.br
- James Allen, Project Manager: Labjames@olab.com.br
- Bárbara Oliveira, Labbarbarafacilitation@gmail.com

Juliana De Lavor Lopes, Vice-President 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.

**A. 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.140.*

Minutes No. 140 are reviewed page by page.

In the absence of any objections, Juliana De Lavor Lopes confirms that the resolution is approved by the Executive Board.

The RTRS Executive Board resolves the following:

“The Executive Board meeting minutes No. 140 of the RTRS Executive Board are approved (by consensus).”

*2. Analysis of RTRS Tax and Accounting Situation –RTRS/KPMG.*

Marcelo Visconti and Federico Otero make a brief update on the analysis of RTRS tax and accounting situation. In view of the explanations received the members of the Executive Board agree that Olaf Brugman should be the one in charge of presenting the summary of the current status of the ongoing analysis of RTRS accounting and Tax situation to the Members at the 11th General Assembly.

Marcelo Visconti also explains the details of the fee proposal submitted by KPMG for the implementation of any actions that may become convenient or advisable in light of the final conclusions of the analysis in progress. After this explanation Olaf Brugman proposes to (i) approve the engagement of KPMG for the implementation of those actions that may result convenient or advisable in light of the final conclusions of the analysis on RTRS accounting and tax situation under the terms of the fee proposal submitted by KPMG, (ii) mandate Alejandro O' Donnell in his capacity as Treasurer to execute and deliver any document or agreement necessary to formalize the engagement of KPMG, (iii) instruct the Executive Director to maintain Swiss legal advisor informed of the conclusions of the analysis and request the review of the Swiss legal advisor from the legal perspective of any filings with Swiss tax authorities that may become necessary, and (iv) mandate the Executive Director to implement with the assistance of KPMG those actions that may become convenient or advisable in light of the final conclusions of KPMG's analysis on RTRS accounting and tax situation.

In the absence of any objections, Juliana De Lavor Lopes confirms that the resolution are approved by the Executive Board.

The RTRS Executive Board resolves the following:

“To approve the engagement of KPMG for the implementation of those actions that may result convenient or advisable in light of the final conclusions of the analysis on RTRS accounting and tax situation under the terms of the fee proposal submitted by KPMG (by consensus).”

“To mandate Alejandro O' Donnell in his capacity as Treasurer to execute and deliver any document or agreement necessary to formalize the engagement of KPMG (by consensus).”



"To instruct the Executive Director to maintain Swiss legal advisor informed of the conclusions of the analysis and request the review of the Swiss legal advisor from the legal perspective of any filings with Swiss tax authorities that may become necessary (by consensus)."

"To mandate the Executive Director to implement with the assistance of KPMG those actions that may become convenient or advisable in light of the final conclusions of KPMG's analysis on RTRS accounting and tax situation."

3. *Ways of working: Secretariat and Executive Board.*

Due to the lack of time, it is decided to differ this topic to the next Executive Board meeting.

4. *Ratification of the WWF's motion in 11GA agenda.*

Frederico Soares Machado explains the reason why WWF requested to include their motion in the 11th GA agenda to be voted by the RTRS Participating Members.

Juliana De Lavor Lopes requests clarification as to whether this motion, if approved by GA11, means that HCV audits will be mandatory in RTRS' standards for certain areas.

Frederico Soares Machado further explains that the purpose of WWF's motion is to include only the concept of HCV explicitly in the RTRS Production Standard, but HCV audits will not be part of the requirements of the standard.

Juliana De Lavor Lopes expresses her support to the proposal provided that HCV audits are not necessary.

In the absence of any objections, Juliana De Lavor Lopes confirms that the resolution is approved by the Executive Board.

The RTRS Executive Board resolves the following:

"To ratify the incorporation of WWF's motion in the 11GA agenda (by consensus)."

5. *RT12 Final alignments Comm Actions - Crisis Plan for RT12.*

Bárbara Oliveira and James Allen join the meeting, both of them share ideas and updates regarding RT12.

The communication actions and crisis plan are presented and discussed among the members of the Executive Board.

In the absence of any objections, Juliana De Lavor Lopes confirms that the resolution is approved by the Executive Board.

The RTRS Executive Board resolves the following:

“To approve the communication actions and crisis plan (by consensus).”

6. *Communication pieces approval.*

The press release and the institutional Communication for Members regarding Paraquat is presented to the members of the Executive Board.

Belinda Howell asks why the new requirements on the use of Paraquat to be approved by the 11<sup>th</sup> General Assembly will determine the change of version of the Standard to 4.0 as it is stated in the communication pieces presented.

Daniel Kazimierski explains that every change in the standard that is not just a change in the format but a change in the content, involves a new version, as the requirements are different. As a reference, he also adds that in the past it was decided to change from version 1.0 to 2.0 due to a modification in those same indicators (5.6.2 and 5.6.3).

Belinda Howell explains that to change the version number of the Standard that has not yet been implemented brings a lot of confusion to the stakeholders. After this comment, it was decided to name the new version of the Standard as 3.1 and avoid any communication confusion.

After Paraquat's communication piece presentation, two more RTRS communication pieces were presented for approval (an institutional Communication for Members and a press release). In the absence of any objections, Juliana De Lavor Lopes confirms that the resolutions are approved by the Executive Board.

The RTRS Executive Board resolves the following:

“To publish and distribute among RTRS members the Paraquat's press release by June 1, 2017 conditioned to the approval by the 11<sup>th</sup> General Assembly of the new versions of Indicators 5.6.2 and 5.6.3 (by consensus)”.

“To name the version “3.1” (by consensus)”.

“To approve the two documents regarding the Communication pieces (by consensus)”.

7. *Brazilian Maps Status.*

Luiz Iaquinta introduces a presentation showing that there are inconsistencies in Brazilian maps.

Daniel Kazimierski explains that the maps are a guidance for auditors' reference and that producers are required to provide evidences of the actual situation whenever an inconsistency in the maps is found.

It is proposed to submit to the consideration of the Brazilian Task Force, the determination of what evidences must be presented by the producers to prove that the area they intend to certify has been incorrectly categorized.

In the absence of any objections, Juliana De Lavor Lopes confirms that the resolution is approved by the Executive Board.

The RTRS Executive Board resolves the following:

“To submit to the consideration of the Brazilian Task Force, the determination of what evidences must be presented by the producers to prove that the area they intend to certify has been incorrectly categorized (by consensus).”

8. *Ramón Zorraquín Javicho's President: Message to the Executive Board.*

The RTRS Secretariat shows to the Executive Board the letter received from the producer explaining the reasons for the action performed in its two certified farms.

Ulises Javier Martinez comments that he understands that Javicho is an honest producer and acted in good faith. Notwithstanding the foregoing, Ulises Martinez explains that he believes that RTRS must adopt a strong reaction as this decision will set a precedent.

Debora Telles asks to create a grievance committee to solve these cases.

Olaf Brugman comments that the process should take into consideration any recommendation made in the Statutes and create a committee to deal with these kind of issues.

The RTRS Executive Board resolves the following:

“To produce a draft for a grievances resolution procedure (by consensus).”

9. *RTRS Mass Balance model: ideation phase.*

Due to the lack of time, it is decided to differ this topic to the next Executive Board meeting.

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

Due to the lack of time, it is decided to differ this topic to the next Executive Board meeting.

11. *Update on the progress of the ITF template of the Annual Report.*

Due to the lack of time, it is decided to differ this topic to the next Executive Board meeting.

12. *KPI's.*

Due to the lack of time, it is decided to differ this topic to the next Executive Board meeting.

*13. Closing.*

The meeting is closed at 19:30 CEST.

May 30th, 2017.



Juliana De Lavor Lopes

RTRS Vice-President



Marcelo Visconti

Executive Secretary of RTRS