Minutes No. 178 of the Executive Board Meeting held on

Wednesday, February 24, 2021, 14:00 to 17:00 CET time (in accordance with article 21, section [1] of the RTRS Statutes).

Agenda:

1. Approval of the Executive Board meeting minutes No. 177.
2. ISEAL Membership Agreement: governing documents for ISEAL Community Membership.
3. Approval of RTRS Conflict of Interest Policy (in accordance with ISEAL’s membership requirements).
5. Consideration of ACT’s request for authorization for the payment of Sinograin’s membership fee.
6. Analysis on the potential areas of collaboration between RTRS & the Accountability Framework initiative (AFi).
7. Approval of the collaboration between RTRS & AFi and potential approaches and cooperation action preliminarily identified.
8. Benchmark between RTRS and the Accountability Framework initiative (AFi).
10. (a) January 2021 Key Performance Indicators (KPIs).
    (b) Priorities update.
11. Rabobank’s RTRS membership status update.
12. Any other business.
13. Closing.

A. Introduction

The meeting of the Executive Board of Round Table on Responsible Soy Association (RTRS) starts on Wednesday, February 24, 2021 at 14:00 CET time.

Participations: RTRS Executive Board members:

- Marina Born, Caldenes S.A. (constituency: Producers): marina.engels@responsiblesoy.org
- Luiz Carlos Iaquinta Filho, Barta (constituency: Producers): liaquinta@brookfieldbr.com
- Gisela Regina Introvini, FAPCEN (constituency: Producers): giselaintrovini@hotmail.com
- Fabiana Reguero, Amaggi (constituency: Producers): fabiana.reguero@amaggi.com.br (Alternate for Juliana de Lavor Lopes): juliana.lopes@amaggi.com.br
• Maria Cristina Delicato, Associação Amigos da Terra – CAT Sorriso (constituency: Producers): cristinadelicato@terra.com.br (Alternate for Anadir Regina Graça Paiva): dudypaiva@hotmail.com

• Herman Zunino, The Nature Conservancy (TNC) (constituency: Civil Society Organizations): herman.zunino@tnc.org

• Lauro Martins, Carbon Disclosure Project (CDP) (constituency: Civil Society Organizations): lauro.martins@cdp.net (Alternate for Sareh Forouzesh): Sareh.Forouzesh@cdp.net

• Lieven Callewaert, Alliance4Soy, (constituency: Industry, Trade and Finance): lieven.callewaert@soy4brands.org

• Jochem Bouwmeester, Rabobank, (constituency: Industry, Trade and Finance): jochem.bouwmeester@rabobank.com

• Jorn Jasper Schouten, ACT Commodities (constituency: Industry, Trade and Finance): JSchouten@actcommodities.com

**RTRS Secretariat based in Zurich:**

• Ingrid Korn, RTRS Administration Officer: ingrid.korn@responsiblesoy.org

• Evert Raymakers, RTRS’s Europe Outreach and Engagement Manager: evert.raymakers@responsiblesoy.org

**RTRS Secretariat based in Buenos Aires:**

• Marcelo Visconti, RTRS Executive Director: marcelo.visconi@responsiblesoy.org

• Laura Villegas, Communications Officer: laura.villegas@responsiblesoy.org

• Daniel Kazimierski, Technical Unit Officer: daniel.kazimierski@responsiblesoy.org

• Ana Laura Andreani, Technical Unit Analyst: ana.andreani@responsiblesoy.org

**Special guests invited:**

• Ana Carolyne Ribeiro Queiroz, FAPCEN: (constituency: Producers): ascom@fapcen.org.org.br (Alternate for Gisela Regina Introvini, FAPCEN): gisela.introvini@hotmail.com

• Cid Sanches, RTRS External Consultant: cidsanches64@gmail.com

• Isabel Nepstad, RTRS External Consultant: isabel.nepstad@gmail.com
Marina Born, President of the RTRS Executive Board, chairs 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. No other topics are included. The meeting begins.

B. Quorum and proposals

Marina Born 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 Executive Board meeting minutes No. 177.

Minutes No. 177 are reviewed page by page.

In the absence of any objections, Marina Born confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

"The Executive Board meeting minutes No. 177 are approved (by consensus)."

2. ISEAL Membership Agreement: governing documents for ISEAL Community Membership.

The ISEAL Membership Agreement and the governing documents for ISEAL Community Membership are presented to the Executive Board members as the instruments that govern the current relationship between ISEAL and RTRS as a Community Member. It was further informed that ISEAL requested RTRS to countersign a letter to indicate that RTRS acknowledges and agrees to follow and be bound by the governing documents for ISEAL Community Members.

It is therefore confirmed that Marina Born, as RTRS President, will countersign such letter.
Lieven Callewaert asks about the timeline to become an ISEAL Code Compliant (this is being ISEAL Full Member), namely how much time does RTRS have to comply with ISEAL’s Codes of Good Practice in order to apply for the ISEAL Code Compliant membership.

It is confirmed that neither the letter to be countersigned nor the application state a deadline to become ISEAL’s Code Compliant, but rather depends on where RTRS stands on the requirements necessary to become an ISEAL’s Code Compliant.

It is further explained that RTRS has a strong commitment and willingness to obtain ISEAL’ Code Compliant membership, thus the filing of such application is part of the “Beyond 2020” RTRS Strategy.

It is further informed that ISEAL will monitor RTRS’ progress, and accordingly, RTRS must present on an annual basis an improvement plan before ISEAL, stating the aimed areas of improvement within the RTRS system.

Regarding the process, it is confirmed that the RTRS Technical Unit will be the contact point and responsible for the relations with ISEAL, as well as leading and managing the performance of the improvement plan.

Additionally, and with regards to the Monitoring & Evaluation (M&E) system, it is remarked that there is still room for improvement. The assessment that is currently being conducted by Blank Consultants, who currently are evaluating RTRS’ environmental footprint measurement system implementation, is expected to be included on the RTRS’ progress reporting to be presented before ISEAL.

Since no further comments or questions are posed on the subject, the Executive Board members decide to move to the next item of the agenda.

3. Approval of RTRS Conflict of Interest Policy (in accordance with ISEAL’s membership requirements)

With the purpose of completing the process to maintain the ISEAL Community membership, the new RTRS Conflict of Interest Policy, developed in accordance with ISEAL’s membership requirements, is presented to the Executive Board members.

Jom Schouten asks how was RTRS Conflict of Interest Policy produced, and if the Conflict of Interest Policies of other ISEAL Members similar to RTRS were taken into consideration.

It is explained that the RTRS Conflict of Interest Policy was mainly based on ISEAL’s conflict of interest policy provided to RTRS as reference, which was (i) customized to conform to the applicable provisions regarding conflict of interest within the Swiss Law, which provisions were already applicable to RTRS as a Swiss association; and (ii) adapted in order to conform to RTRS Statutes.

It is also clarified that the adaptations made to the policy were mainly aimed at providing solutions on how to address potential conflicts at the different levels at RTRS.
Jorn Schouten asks about the potential impact of the concept of conflict of interest at the Executive Board where sometimes certain matters are discussed which may in principle appear to be more related to the interests of a particular constituency and how the policy could affect the open dialogue among the different constituencies required to have different views and build consensus. In this respect, it is explained that each body at each different level will consider on a case by case basis whether the disclosed situation shall be considered as a conflict of interest, if such conflict might be waived, or, eventually, how to manage such conflict following the procedures stated in Section 3 and 4 of the Conflict of Interest Policy.

Additionally, Jochem Bouwmeester asks who will get to decide if a disclosed situation constitutes a conflict of interest and what would be the consequence of such decision.

In this respect, it is explained that the affidavit is only for disclosure purposes and no further action is required. In case an RTRS Party has a conflict of interest on the matter under consideration, this should be disclosed by the conflicted party or by another member of the body, and then, it must be discussed within such body whether the disclosed situation shall be considered a conflict of interest, and what action should be taken to deal with it. Having made that clarification, it is further explained that the answer to the question can be found in Section 4.3. of the Conflict of Interests Policy which sets forth that the Executive Board must decide by unanimity of all non-conflicted members whether the potentially conflicted member must refrain from voting or not. In addition, it is mentioned that the RTRS Conflict of Interest Policy will have to be ratified by the General Assembly, which upon such approval will consent to the procedures provided for in the policy on how to deal with conflicts of interests. Finally, it is further clarified that there is a procedure to decide on the conflict of interests for each of the different RTRS Parties and that in the particular case of conflicts of Executive Board members, according to the policy it is the Executive Board itself the sole responsible of making the decision. In the case of conflicts experienced by an Executive Board member, the unanimity of all the other members of the RTRS Executive Board, excluding the potentially conflicted member, will be required in order to decide whether such relevant party must refrain from participating, influencing or voting. In the case of conflicts of interest which may not be manageable through the mentioned actions, simple majority is required to exhort the relevant party to either remove the conflict if it wishes to retain its position or surrender its position at RTRS. Only after the conflicted party refuses to either remove the conflict or surrender its position, and upon the Executive Board resolution to expel the conflicted member, the General Assembly Meeting must ratify or revoke such resolution, in accordance with the rules for expulsion established in RTRS Statutes.

Luiz Iaquinta remarks that it would be desirable to have a form or list of potential conflicts of interest, to facilitate Executive Board members to identify and disclose them. In this respect, it is agreed to produce a form of affidavit and a document containing guidelines on how to complete such affidavit, which document will include a list with examples of situation which frequently lead to conflict of interests. It is stressed,
however, that it is impossible to produce a complete list of all potential situations that could give rise to a conflict of interest and that such list should be used as only as a reference.

Lieven Callewaert expresses that it is really important to have this kind of policies in place. Lieven Callewaert further comments that given the technical nature of the comment he is unable to adopt a position on the approval of the document since he needs more time to analyze it and discuss it with the members of Alliance4Soy. Consequently, Lieven Callewaert proposes to postpone the approval of the policy and to conduct a benchmarking on policies of other roundtables which are members of ISEAL before deciding on such an important document for the governance of RTRS. In this regard, he says he has the feeling the way the document is drafted is a bit overkill, therefore, he would really like to investigate in the benchmark with other roundtables, which he considers it is missing in this draft, and that is what he would like to ask to analyze.

Jorn Schouten also mentions ACT needs more time for its legal counsels to discuss and advice on this policy, and further remarks the need to have a workable Conflict of Interest Policy in place that does not result in excluding opinions in every debate which ends up affecting the normal operation of the association.

Marina Born asks about the deadline for the submission of the approved policy to ISEAL and whether it would be a problem to have the approval postponed until April. With regards to such concern, it is confirmed ISEAL informed that the policy had to be delivered by the beginning of March.

Based on this consideration, the Executive Board members mandate the RTRS Secretariat to ask ISEAL for an extension in the deadline at least until end of March. In case the extension is granted, Executive Board members agree to have a meeting to further discuss this matter prior to the extended deadline.

Marcelo Visconti remarks that next Executive Board meeting is scheduled for April 7, 2021.

Marina Born then concludes that RTRS should ask of a deadline extension, if possible, for April 15, 2021, and if that is not the case, to have a particular meeting to discuss this topic.

After a brief exchange of views and in the absence of any objections, Marina Born confirms that the Executive Board agrees to postpone decision on this item of the agenda.


The actual status, next steps and considerations of the “Beyond 2020” RTRS Strategy Project Draft 4 are presented and reviewed.

The Executive Board members are informed that the “Beyond 2020” RTRS Strategy Project Draft 4 presents for approval the same two Chapters delivered for the Executive
Board meeting held on December 17, 2020, with modifications only resulting from the Sounding Board’s comments received on December 11, 2020, which for revision purposes, are properly pointed out on the document.

It is additionally confirmed that the “Beyond 2020” RTRS Strategy will not be subject to RTRS Members approval and it will be presented to the RTRS Members for their information only at the virtual meeting that is planned to take place on June 28, 2021. It is further informed that after having presented the “Beyond 2020” RTRS Strategy in June, the new Membership Fee structure will be submitted to the RTRS Members’ approval during the voting process scheduled for October 2021. It is also explained that, between these two moments, RTRS will deploy different communications and engagement actions among RTRS Members, especially in Europe, to disseminate the “Beyond 2020” RTRS Strategy presented on June 28, 2021, with the goal of reinforcing the value of the proposal that substantiates the new Membership Fee structure on which RTRS Members will have to decide in October 2021.

The Executive Board members exchange views about the “Beyond 2020” RTRS Strategy Project Draft 4, and agree on the need of having specific Executive Board feedback sessions to properly discuss the “Beyond 2020” RTRS Strategy developed so far, in order to somehow substitute the valuable physical Executive Board meetings that could not be held during the year 2020 due to the COVID-19 pandemic.

Executive Board members agreed on organizing a specific meeting on March 11·2021, where the “Beyond 2020” RTRS Strategy Project Draft 4 will be presented in a nutshell in order to more deeply discuss the progress made so far on the “Beyond 2020” RTRS Strategy, as done in past physical Executive Board meetings, in order to ensure a full alignment prior to the approval of the “Beyond 2020” RTRS Strategy Project Draft 5 at the Executive Board meeting to be held on April 7·2021.

In absence of any objections, Marina Born confirms that the Executive Board rejects the resolution.

The RTRS Executive Board resolves the following:
“The “Beyond 2020” RTRS Strategy Project Draft 4 is rejected (by consensus).”

5. Consideration of ACT’s request for authorization for the payment of Sinograin’s membership fee.

Jorn Schouten refers to the analysis made by ACT in order to find new ways to increase RTRS memberships, especially in the constituencies of Producers and Civil Society, and expand global representation, such as India, China, USA, Canada, among others. He further explains that the main limitation to become RTRS members found in organizations in the constituencies of Producers and Civil Society is financial.

In light of this analysis, ACT requests Executive Board’s authorization for the payment of Sinograin’s membership since according to ACT’s view it is a strategic partner who struggles to meet RTRS financial procedures due to local regulations.
Jorn Schouten stresses the need of looking for different innovative ways and actions to enable organizations from constituencies of Producers and Civil Society to become RTRS members, and further remarks that RTRS should think entrepreneurial ways to increase the membership in general.

Jochem Bouwmeester supports Jorn Schouten’s proposal and clarifies that ACT local entity in China could be used to receive the payment locally which payment then ACT could channel to RTRS through its headquarters in Europe.

Hernan Zunino asks how RTRS Executive Board members can guarantee independent decision-making process in the case one institution supports or acts as a sponsor for another. Marina Born supports the comment.

He also welcomes the idea of creating ways to enable organizations to overcome with financial limitations to become RTRS members (e.g., funding), but he mentions RTRS should develop trustworthy applications and admission mechanisms beforehand. Additionally, Hernan Zunino comments that no matter which approach is taken, it should be in line with the new RTRS Conflict of Interest Policy pending of approval.

Luis Iaquinta endorses Hernan Zunino’s comment, and remarks the fact that a RTRS member affords other organization’s RTRS membership fee could lead to a potential conflict of interest. On the other hand, he embraces the idea of creating ways that would boost RTRS membership. Furthermore, he considers that every RTRS certified producer should become RTRS member, and remarks that RTRS should start figuring out how to expand its operations to China.

Marcelo Visconti mentions that the RTRS Secretariat is working towards for a formal and institutional way to handle financial transactions matters, as well as flows of money from different sources (membership fees, certification fees, etc.).

As a first next step with regards Sinograin’s case, the Executive Board members request Sinograin should apply for RTRS membership following the corresponding formal procedures. However, Jorn Schouten does not agree with such decision, and considers it does not tackle the fact that Sinograin is struggling financially, and therefore, cannot afford RTRS membership fee; in this sense he further expresses RTRS should provide a solution for them as RTRS is aware in advanced of Sinograin’s financial constraints. Jorn Schouten suggests RTRS may sponsor Sinograin.

Marina Born appoints that RTRS should receive the membership request from Sinograin as an act of willingness and voluntary of becoming RTRS members, what is only possible following the RTRS institutional procedures, and then the Executive Board will decide.

Lieven Callewaert supports Marina Born request and expresses positive towards the idea of RTRS having a fund to content membership issues.

In light of the considerations made, the Executive Board members agree on running the application of Sinograin as a new member when such company begins such process and on the creation of an RTRS Membership Working Group in order to discuss membership fees and admission requirements, as well as to work out solutions to
increase the application of Civil Organizations and Producers of various countries where RTRS does not have members yet, that might be voted during a future Executive Board meeting.

After the exchange of views, Marina Born confirms that the Executive Board rejects the resolution.

The RTRS Executive Board resolves the following:

"ACT’s request for authorization for the payment of Sinograin’s membership fee is rejected (by consensus)."

6. Analysis on the potential areas of collaboration between RTRS & the Accountability Framework initiative (AFi).

The analysis on the potential areas of collaboration between RTRS & the Accountability Framework initiative (AFi) is introduced. Executive Board members welcomes Jeff Milder, AFi’s Director of Global Programs, and Karen Steer, AFi’s Manager for Responsible Supply Chains, both at the Rainforest Alliance, and both members of the AFi’s secretariat (“Backbone Team”) which is hosted by the Rainforest Alliance. Jeff and Karen both have many years of experience working for and with major certification programs, including Rainforest Alliance/UTZ, FSC, and in collaboration with the ISEAL Alliance and its members.

AFi is a coalition of leading environmental and human rights organizations that came together four years ago to accelerate progress of companies to eliminate deforestation, ecosystem conversion and human rights abuses from their supply chains. In June 2019, this coalition launched the Accountability Framework, a consensus-based, practical roadmap and “best practice” reference for companies to set commitments, take action, and monitor and report progress for responsible supply chains. Since launching the Framework, the coalition has been promoting and supporting the use of the Framework by companies, industry groups, and other sustainability initiatives and platforms working toward similar objectives. This includes collaborating with certification programs and roundtables, particularly since the Framework was designed to complement and support certification toward the goal of broadly transforming key commodity sectors to mainstream responsible practice.

During the presentation, Jeff Milder and Karen Steer provided a brief overview of the AFi and its objectives, and how it is being applied by stakeholders. They also presented about how certification and the Accountability Framework can be used together to achieve and scale up ethical supply chains.

On the other hand, they further share the results of a benchmarking done with RTRS that compared the RTRS standard against the Framework which shows a very close alignment with the Framework. In this regard, it is confirmed that the information
presented in the benchmark is also being used as input within the revision of the RTRS Standard for Responsible Soy Production.

Finally, they exposed some ideas for potential collaborations to the Executive Board members.

After a few exchanges of views, and since no further comments or questions are posed on the subject, the Executive Board members decide to move to the next item of the agenda.

7. Approval of the collaboration between RTRS & AFi and potential approaches and cooperation action preliminarily identified.

Collaboration and potential institutional and technical preliminary identified actions between RTRS and AFi are presented to the Executive Board members. In order for RTRS to become an active supporter of AFi it must: (i) develop joint communications and outreach on alignment and complementarity; (ii) revise RTRS standard and related policies and procedures; (iii) be part of “AFi certification aligned initiatives” (which currently include ISEAL, ASC, FSC, RA, RSPO); and (iv) participate in technical workshops organized by them and boost technical cooperation (revision of the standard, national interpretations, CoC standard, etc.).

In the absence of any objections, Marina Born confirms that the Executive Board approves the resolution.

**The RTRS Executive Board resolves the following:**

“Collaboration between RTRS & AFi and potential approaches and cooperation action preliminarily identified are approved (by consensus).”

8. Benchmark between RTRS and the Accountability Framework initiative (AFi).

In view of the limited time available for this meeting, the Executive Board members decide to postpone the discussion of this topic until the next Executive Board meeting.


The Executive Board members and the RTRS Secretariat welcome Isabel Nepstad, new RTRS’s external consultant since February 2021.

The Executive Board members are informed about the objectives and activities planned for 2021 in China. The initial actions and potential steps to take in order to build presence in China include (i) establishing a strategy and analyzing the possibility of setting up an RTRS representative office in China while accompanying the logistical issues that may arise through the process; (ii) identifying important partnerships to be established, as a mean to make RTRS known in China among different key stakeholders, ranging from
governments to industry associations, and from NGOs to companies, focusing especially in engaging with the government through key ministries; and (iii) aligning with the existing relevant policies, especially those issued in the last few months in China.

After a brief conversation, the Executive Board members decide to move to the next item in the agenda.

10. (a) January 2021 Key Performance Indicators (KPIs) & (b) Priorities update

In view of the limited time available for this meeting, the Executive Board members decide to postpone the presentation of January 2021 Key Performance Indicators and decide to move to the Priorities update.

An update on the 2021 RTRS Priorities is presented to the Executive Board members.

Executive Board members are informed that the document 2021 RTRS Priorities summarizes the key priorities that were discussed and approved in the RTRS 2021 Budget.

The 2021 RTRS priorities from January through December are presented:

- Step up organizational capabilities (Building a stronger and more balanced global organization).

- Boost demand (amongst key stakeholders, markets and geographies, leveraging the new “conversion factor” system. Reinforce the brand value of RTRS certification).
  - Corn conversion factor system.
  - New Logos & Claim Policy.
  - New adopters/members/certifications.
  - Other actions.

- “RTRS Standard on Responsible Soy Production V4.0” & “Stepwise” approach and “RTRS Standard on Responsible Corn Production V1.0” approval.

- “Beyond 2020” RTRS Strategy: (Fully embraced by key stakeholders. Achieve successful launch and first year implementation).

- Foster Engagement activities (Build on and develop new targeted government and NGOs relationship strategies. Strengthen the role of RTRS as a “multi-stakeholder & consensus driven” roundtable on soy through a repositioning and branding strategy by reinforcing network activities within the international sustainability market, national country initiatives, including the “Collaborative Soy Initiative”).

Furthermore, an update of the status and achievements of each of the priorities presented is provided to the Executive Board members.
Based on the presentation, the Executive Board members conclude that priorities seem to be moving smoothly.

Since no further comments or questions are posed on the subject, the Executive Board members decide to move to the next item of the agenda.

11. Rabobank's RTRS membership status update

In view of the limited time available for this meeting, the Executive Board members decide to postpone the discussion of this topic until the next Executive Board meeting.

12. Any other business

The Executive Board members decide not to discuss any other business.

13. Closing

The meeting is closed on Wednesday, February 24, 2020 at 17:00 CET time.

Marina Born
RTRS President

Marcelo Visconti
Executive Director of RTRS