



ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)

UTOQUAI 29/31 | 8008 ZURICH, SWITZERLAND

Minutes No. 179 of the Executive Board Meeting held on

Wednesday, April 7, 2021, 15:00 to 18:00 CEST time (in accordance with article 21, section [1] of the RTRS Statutes).

Agenda:

1. Approval of the Executive Board meeting minutes No. 178
2. Rabobank's RTRS membership status update
3. (a) March 2021 Key Performance Indicators (KPIs) & (b) Priorities update
4. Approval of RTRS Conflict of Interest Policy (in accordance with ISEAL's membership requirements)
5. Consideration of Earth Innovation Institute (EII)'s request for a discount in its RTRS membership fee
6. Voting procedure schedule and informative meetings
7. Board membership requirements and obligations
8. Benchmark between RTRS and the Accountability Framework initiative (AFi)
9. Approval of the methodology for estimating and calculating real soy amounts for RTRS certification_v2.0
10. Update on Greenpeace report "Destruction: Certified"
11. "Beyond 2020" RTRS Strategy: approval of Project Draft 5
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, April 7, 2021 at 15:00 CEST time.

Participants: RTRS Executive Board members:

- Marina Born, Caldenes S.A. (constituency: Producers): marina.engels@responsiblesoy.org
- Gisela Regina Introvini, FAPCEN (constituency: Producers): giselaintrovini@hotmail.com
- Juliana de Lavor Lopes, Amaggi (constituency: Producers): 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
- Luiz Carlos Iaquina Filho, Bartira (constituency: Producers): liaquina@brookfieldbr.com
- Hernan Zunino, The Nature Conservancy (TNC) (constituency: Civil Society Organizations): hernan.zunino@tnc.org



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- Ulises Javier Martinez Ortiz, Fundación Vida Silvestre (constituency: Civil Society Organizations): ulises.martinez@vidasilvestre.org.ar
- Lieven Callewaert, Soy4Brands, (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
- Stefan Heinke, Bayer AG, (constituency: Industry, Trade and Finance): stefan.heinke@bayer.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.visconti@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:

- Maria do Carmo Ferrante, Rabobank: Maria.Ferrante@rabobank.com
- Cid Sanches, RTRS External Consultant: cidsanches64@gmail.com
- Mabel Fernández, RTRS Financial External Consultant: mabelau.fernandez@gmail.com
- Constantin Malik, Malik Institute: constantin.malik@mzsg.ch
- Josef Coellen, Malik Institute: josef.coellen@mzsg.ch
- Federico Otero, External Legal Counsel: federico.otero@trsym.com



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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. 178.*

Minutes No. 178 are reviewed page by page.

Lieven Callewaert requests to review the wording of topic 4 "*Approval of RTRS Conflict of Interest Policy (in accordance with ISEAL's membership requirements)*" of the minutes under analysis, and expresses he meant to make a request to the Secretariat for them to perform the benchmarking of the Conflict of Interest Policy with other members of ISEAL to acknowledge what type of policies they are using; however, his concern is the idea that surges from the current wording of the minutes which gives the impression that he would be the one doing the benchmark..

Marcelo Visconti explains that what was written in the minutes is the result of a careful transcription from the meeting's recording. Besides, he states that wording is in line with what was discussed in the meeting since there was no mandate from the Executive Board to the Secretariat to do the benchmarking. Marcelo stresses the importance of being clear in the future whenever the Executive Board desires to instruct the Secretariat, since an individual comment may not necessarily reflect the entire Executive Board's will or view.

Luiz Iaquina confirms the understanding reflected in the minutes since he was not expecting the RTRS Secretariat to conduct the benchmarking.

Jochem Bouwmeester comments that it may have been just a loss in transcription, and adds he was indeed waiting for a benchmark against other roundtables because he finds the current document to be too elaborated. Also, Jochem mentions it may have been the case that what Lieven meant was a different thing.

Marina Born comments that given the existence of different interpretations, the minutes should not be approved at this meeting and requests the RTRS Secretariat to review the recording to evaluate whether any adjustments are appropriate.

In the absence of any objections, Marina Born confirms that the Executive Board rejects the minutes and instructs the RTRS Secretariat to review the recording to evaluate whether any adjustments are appropriate and to share it with Lieven so as to make clear what was said.

The RTRS Executive Board resolves the following:

"The Executive Board meeting minutes No. 178 are rejected (by consensus)."



2. *Rabobank's RTRS membership status update*

Jochem Bouwmeester refers to Rabobank's nomination to be re-elected as Executive Board member for the period 2021-2023 and confirms his colleague Maria do Carmo Ferrante, will be his successor, as she is the company's head in Trade and Commodity Finance in São Paulo.

He further comments that his colleague and current alternate, Aukje Berden Praamstra, is taking his place as from the next Executive Board meeting until the re-elections, as Jochem Bouwmeester is leaving Rabobank.

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. *(a) March 2021 Key Performance Indicators (KPIs) & (b) Priorities update*

The KPIs as of March 31, 2021, are presented to the Executive Board.

Moving to 2021 RTRS Key Priorities, an update on the status is presented to the Executive Board members.

Based on the presentation, 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.

4. *Approval of RTRS Conflict of Interest Policy (in accordance with ISEAL's membership requirements)*

The RTRS Conflict of Interest Policy ("CoIP") draft, developed in accordance with ISEAL's membership requirements in order for RTRS to remain as an ISEAL Community member; along with the documents requested by the Executive Board at the meeting held on April 7, 2021, namely the Conflict of Interest Affidavit ("CoIA") and the Conflict of Interest Guidelines ("CoIG"), are presented to the Executive Board members.

First and foremost, Marina Born refers to the document sent by the Executive Board members of Industry, Trade and Finance constituency ("ITF"), prior to the meeting, sharing certain remarks with respect to the CoIP.

The preamble of document begins with certain remarks regarding the nature of RTRS as a multi-stakeholder initiative and expresses certain concerns as to how such characteristics may conflict with having very a strict CoIP. Addressing the concern, Federico Otero explains that, given the nature of the organization, it is certainly challenging to deal with the topic conflict of interest since many situations which could look like a conflict of interest in other organizations may not be such in the context of a roundtable, for which reason it is important to have rules and mechanisms (i) to decide on that matter every time there is a concern and (ii) to ensure that such decision is made within the organization and most importantly within the relevant body; and concludes



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that the concern expressed by ITF is in fact one of the reasons that justify having a policy like the one proposed.

In addition, the preamble of the mentioned document states that having a strict CoIP would impair or at least delay an efficient decision-making process by the Executive Board. In this regard, the Executive Board members are reminded that the obligation to declare conflict of interests and to refrain from participating in related discussions already arises from Swiss law. The policy only provides for a set of rules which would allow each body to deal with such situations independently, therefore, minimizing the need to seek for external advice as to understand how to deal with these situations, and to avoid the associated delays that would result from the need of such external advice.

Furthermore, the preamble sets forth that RTRS has already built-in mechanisms in its decision-making process to counter the power of members being in a conflict of interest.

Regarding the fifth concern exposed in the document delivered by ITF referring to the difficulty to waive a conflict of interest by unanimity as stated in Article 4.3 of the CoIP draft, Ulises Martinez Ortiz agrees with such remark, and suggests simple majority of each constituency should be used as standard instead, without counting the conflicted party, given that it is normal standard of approval for any resolution. Moreover, he further suggests that the conflicted member could stay in the meeting, despite refraining from voting, as to prevent to lack of quorum in meetings. In this respect, it is explained that granting a waiver in order for the conflicted member to be allowed to stay in the meeting and participate in the discussion but without casting a vote, is possible under the proposed draft.

Thus, Marina Born asks if anybody is against substituting the requirement of unanimity for the simple majority within each constituency standard. In the absence of any objections, it is confirmed the Executive Board agree on such change.

Jorn Schouten suggests the Executive Board should also agree to give a mandate to RTRS Secretariat do a benchmark with other Conflict of Interest Policies considering, for instance, how RSPO has done this which is also a Swiss registered organization.

With respect to the first concern exposed in the document delivered by ITF in relation to references "potential," "appearance," and previous positions in other organizations, it is explained that such standard is the same used by ISEAL which promotes discussing everything that may look like a conflict of interest, and then, decide if it should be considered as such or not.

Jorn Schouten and Lieven Callewaert suggests cross-checking this requirement with other organizations.

Luiz Iaquina comments potential and apparent of conflict of interest must be discussed because what might seem a conflict of interest for someone, it may not be for another one. Marina Born agrees with the statement made by Luiz.

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Juliana de Lavor Lopes states discussing potential and apparent of conflict of interest is necessary to for the Executive Board to be comfortable with the decisions made and to avoid an extensive list of what is considered conflict of interest.

Hernan Zunino express the references to “potential” and “apparent” should be maintained because there is a subsequent instance of discussion to decide on it.

Stefan Heinke expresses doubts on how these rules are applied in the context of a multistakeholder organization. He further comments on the need to counterbalance the conflict of interest all the members have as a result of representing broad and different sectors. He suggests that a benchmark with RSPO would be helpful to see how such organization solved this dilemma.

Lieven Callewaert suggests waiting until the results of the benchmark to see how RSPO has resolve this issue.

Hence, Marina Born concludes that due to the existing divergence of opinions, the Executive Board has not come to a decision whether to maintain the current wording with the references of “potential” and “apparent,” as stated by the constituency of the Producers and Civil Society Organizations, or whether to keep only the reference of “actual” conflict of interest, as suggested by ITF.

Regarding the second concern shared in the document delivered by ITF referring to Section 1.5 of the CoIP, it is explained that the continuing obligations listed in such section are also used as a standard by ISEAL.

Thus, Marina Born asks if there is anyone against maintaining article 1.5 of the CoIP draft.

Lieven Callewaert expresses he prefers to wait until the results of the benchmark. He further remarks that RTRS policy should be as lean as possible to not jeopardize the organization.

Luiz Iaquina remarks such article should be maintained in order to be aligned with ISEAL's standards.

Jochem Bouwmeester expresses the reason why a benchmark is requested is to further investigate on best practices.

With respect to the third concern included in the document delivered by ITF concerning the purpose of the affidavit, it is clarified that the affidavit is included for transparency purposes and taking into consideration the fact that there are different kinds of conflicts of interests and some of them might be of a permanent nature and not related to a particular item of the agenda.

Lieven Callewaert says that removing this provision would help having a leaner policy, and then, if ISEAL does not consider it acceptable it can be added back again. However, he prefers to wait until the results of the benchmark.

Handwritten signatures and initials in purple and blue ink.



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Juliana de Lavor Lopes asks about ISEAL's standard for this topic. Connecting also with the fourth item of ITF's concerns regarding the need of declaring conflicts at each Executive Board meeting, it is explained that ISEAL does not provide specifically for the need of an affidavit but does include a formal inquiry at the beginning of each meeting as to the existence of conflicts of interest.

Juliana de Lavor Lopes says she prefers to have an affidavit; however, she will not object if other Executive Board members wish to exclude such requirement.

Marina Born asks ITF constituency if they wish to maintain or remove the affidavit. Jorn Schouten replies he will not make a decision without discussing it internally.

Marina Born concludes by asking if there are more questions on the concerns raised by ITF. It is further stated to, firstly, hold a vote on the approval of the CoIP, and secondly, in case it is not approved, define the next steps. Ulises Martinez Ortiz suggests that the voting should be conducted taking into consideration the changes agreed so far, namely, the change in the unanimity standard required to waive a conflict of interest for simple majority within each constituency, and a flexible approach on how to disclose conflict of interest. He clarifies the latter by saying he also agrees with Juliana de Lavor Lopes regarding the preference to maintain an affidavit to disclose conflict of interest; however, he will not object it either if other Executive Board members wish to exclude such requirement. Marina Born suggests that, when casting a vote, members clarify if their vote is conditional upon any particular change.

In light of the above the Executive Board Members are asked whether there is anybody against the approval of the proposed Conflict of Interest Policy. Lieven Callewaert confirms he is against. Consequently, as provided for in Articles 25.3 and 25.4 of the RTRS Statutes, whenever consensus cannot be reached a voting must be conducted at constituency level. The resolution is approved by unanimity of all members from the Producers constituency (namely, Luiz Iaquina, Marina Born, Cristina Delicato, Juliana de Lavor Lopes and Gisela Regina Introvini) and the Civil Society Organizations (namely, Ulises Javier Martinez Ortiz and Hernán Zunino) while being rejected by unanimity of members from the ITF constituency (namely, Lieven Callewaert, Stefan Heinke, Jochem Bouwmeester, and Jorn Schouten). In light of this result, in accordance with Article 25.10 of RTRS Statutes, whenever the approval of the resolution fails to obtain a simple majority in one constituency a new voting must be conducted within such constituency in order to confirm whether their members would like to exercise their veto right in order to prevent the resolution from being passed. Subsequently, the ITF members unanimously agree to exercise their veto right.

Marina Born asks ITF how they would like to proceed, and Stefan Heinke stresses again the need (i) to get a benchmark as soon as possible and (ii) to make sure RTRS meet the deadline of April 28th with ISEAL. Lieven Callewaert says it is crucial to confirm with ISEAL if this is a hard deadline in order to establish a timetable on how to proceed.



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The Executive Board members agree to instruct the RTRS Secretariat to inform ISEAL about the progress made, sharing the current draft and to ask for a new extension for the approval on the policy in order to allow additional time to conduct a benchmark against the policies of other ISEAL's members.

The executive Board members further agree that the Conflict of Interest Policy should be agreed by the next meeting in order to ensure that the document is approved in due course for its submission for approval by RTRS Members.

The RTRS Executive Board resolves the following:

"RTRS Conflict of Interest Policy is rejected (as a result of the exercise of the veto power by the ITF constituency.)"

5. Consideration of Earth Innovation Institute (EII)'s request for a discount in its RTRS membership fee

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.

6. Voting procedure schedule and informative meetings

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.

7. Board membership requirements and obligations

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9. Approval of the methodology for estimating and calculating real soy amounts for RTRS certification_v2.0

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.

10. Update on Greenpeace report "Destruction: Certified"

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.

11. "Beyond 2020" RTRS Strategy: approval of Project Draft 5

The Project Draft 5 of the Beyond 2020 Strategy is presented to the Executive Board Members.

Since no further comments or questions are posed on the subject, the Executive Board approved Project Draft 5 of the "Beyond 2020" RTRS Strategy.



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The RTRS Executive Board resolves the following:

“The Project Draft 5 of the “Beyond 2020” RTRS Strategy is approved (by consensus).”

12. Any other business

The Executive Board members decided not to discuss any other business on this occasion, but it was requested to add an additional hour to the meeting that will be held in May.

13. Closing

The meeting is closed on Wednesday, April 7, 2020 at 18:00 CEST time.

Marina Born

RTRS President

Marcelo Visconti

Executive Director of RTRS