Minutes No. 183 of the Executive Board Meeting held on

Wednesday, October 6, 2021, 14:00 to 17:00 CEST time (in accordance with article 21, section [1] of the RTRS Statutes).

Agenda:

1. Approval of the Executive Board meeting minutes No. 182
2. (a) September 2021 Key Performance Indicators (KPIs) & (b) Priorities update including update on the new RTRS team member
3. Update on ongoing projects and conversations in Brazil, China, and Europe
4. Update on vacant seats within the Civil Society Organizations constituency
5. Approval of the Progressive Entry Level for the RTRS Standard for Responsible Soy Production V4.0 (subject to the visuals implementation)
6. Approval of the RTRS Use of the Logo & Claims Policy Version 4.2
7. Approval of the documents implementing the Written Resolution No. 2/2021 by RTRS Participating Members
8. Nomination of Executive Board members to be part of the Membership Working Group and analysis of key aspects
9. Any other business
10. Closing

A. Introduction

The meeting of the Executive Board of Round Table on Responsible Soy Association (RTRS) starts on Wednesday, October 6, 2021, at 14:00 CEST time.

Participants: RTRS Executive Board members:

- Ana Carolyne Quiroz, FAPCEN (constituency: Producers): ascron@fapcen.org.br (Alternate for Gisela Regina Introvinii, giselaintrovinii@hotmail.com)
- Juan Quaine, Salentein Argentina B.V. (constituency: Producers): jguaine@salentein.com
- Damien Lecuir, GAEC NOURY (constituency: Producers): damienlecuir@gmail.com
- Leandro Baumgarten, The Nature Conservancy (TNC) (constituency: Civil Society Organizations): lbaumgarten@tn.org (Alternate for Giovana Baggio: gbaggio@tn.org)
- Thomas Maddox, Carbon Disclosure Project (CDP Worldwide) (constituency: Civil Society Organizations): thomas.maddox@cdp.net
• Lieven Callewaert, Alliance4Soy, (constituency: Industry, Trade and Finance): lieven.callewaert@soy4brands.org
• Damiana Meneghetti, ACT Commodities (constituency: Industry, Trade and Finance): DMeneghetti@actcommodities.com
• Gerhard Adam, Bayer AG, (constituency: Industry, Trade and Finance): gerhard.adam@bayer.com
• Kobus Pienaar, Woolworths Holdings Limited South Africa, (constituency: Industry, Trade and Finance): KobusPienaar@woolworths.co.za

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
• Pablo Nicolini, Business Development & Technical Unit Officer: pablo.nicolini@responsiblesoy.org
• Ana Laura Andreani, Technical Unit Coordinator: ana.andreani@responsiblesoy.org

Special guests invited:
• Mabel Fernández, RTRS Financial External Consultant: mabelau.fernandez@gmail.com
• Cid Sanches, RTRS External Consultant: cidsanches64@gmail.com
• Isabel Nepstad, RTRS External Consultant: isabel.nepstad@gmail.com
• Wouter Kuipers, ACT Commodities: WKuipers@ActCommodities.com
Lieven Callewaert, President of the RTRS Executive Board, chairs the meeting and welcomes the participants to the Executive Board meeting, and also introduces Wouter Kuipers and Damiana Meneghetti from ACT Commodities to the rest of the Executive Board members.

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

Lieven Callewaert 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. 182.

Minutes No. 182 are reviewed page by page.

In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:
“To approve the Executive Board meeting minutes No. 182 (by consensus)”.

2. (a) September 2021 Key Performance Indicators (KPIs) & (b) Priorities update: including update on the new RTRS team members

The Key Performance Indicators (KPIs) of September 2021 are presented to the Executive Board members.

An increase in RTRS certification and uptake is highlighted.

An update on newly joined RTRS members is presented.

Lieven Callewaert stresses to continuing working on a good balance between RTRS certified material and its demand to maintain the healthy market dynamic that RTRS is currently transitioning.

Since no further comments or questions are posed on the prior subject, the 2021 RTRS Priorities are presented to the Executive Board members.

The status on each of 2021 RTRS Priorities, as well as the achievements reached so far, is reported.

With regards to the priority identified as “Step up organizational capabilities (building a stronger and more balanced global organization)”, Pablo Nicolini, the newly appointed Business Development and Technical Officer, is introduced to the Executive Board members.

Based on the presentation, the Executive Board members conclude that RTRS Priorities seem to be moving smoothly.

Since no further comments or questions are posed on the subject, the Executive Board members decide to move on to the next item of the agenda.
3. Update on ongoing projects and conversations in Brazil, China, and Europe

An update of ongoing activities, projects and conversations being performed by RTRS in Brazil, China and Europe is presented to the Executive Board members by RTRS European Outreach & Engagement Manager and RTRS Brazilian and Chinese External Consultants.

After some exchange of views, the Executive Board members decide to move on to the next item of the agenda.

4. Update on vacant seats within the Civil Society Organizations constituency

Since further analysis is required on the subject, the Executive Board members decide to retake the topic in a future Executive Board meeting and to move on to the next item of the agenda.

5. Approval of the Progressive Entry Level for the RTRS Standard for Responsible Soy Production V4.0 (subject to the visuals implementation)

The Progressive Entry Level for the RTRS Standard for Responsible Soy Production V4.0 is presented to the Executive Board members along with an overview of the development process of such Standard. In this respect, it is remarked that this new Progressive Entry Level Standard was developed with the purpose of creating better conditions to attract a broader range of producers. The Standard under consideration entails a continuous improvement approach, and also was adjusted to be in accordance with the new RTRS Standard for Responsible Soy Production Version 4.0 to be submitted for approval by RTRS Participating Members by means of a Written Resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.

In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:
“To approve the Progressive Entry Level for the RTRS Standard for Responsible Soy Production V4.0 (subject to the visuals implementation) (by consensus)”.

6. Approval of the RTRS Use of the Logo & Claims Policy Version 4.2

Executive Board members are explained that the RTRS Use of the Logo & Claims Policy Version 4.2 was modified in order to remove any related claiming to the use of Paraquat as well as the RTRS non-Paraquat Module Version 1.0, considering that since 1st January 2021, by means of the approval of the RTRS Standard for Responsible Soy Production V3.1 all RTRS certified producers are banned from using Paraquat, and therefore, the RTRS non-Paraquat Module Version 1.0 is no longer optional for RTRS certified producers.
In addition, and as frequently reported to Executive Board members via the RTRS Priorities 2021, RTRS Secretariat is working on a revised version of the RTRS Use of the Logo & Claims Policy (version 5.0) which is planned to be submitted for approval during 2022.

In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:
“To approve RTRS Use of the Logo & Claims Policy Version 4.2 (by consensus)”.

7. Approval of the documents implementing the Written Resolution No. 2/2021 by RTRS Participating Members

The documents implementing the Written Resolution No. 2/2021 by RTRS Participating Members are presented to the Executive Board members.

It is further informed that an informative and explanatory online meeting will be held during October 22nd and November 21st for RTRS Participating Members aiming to facilitate the understanding of the resolutions and annexes submitted for approval by means of Written Resolution No. 2/2021.

It is also remarked that “Annex A.3c - RTRS Procedure for the Development of New Documents V1.0” was previously approved on the Executive Board meeting held on November 6th, 2019, however, annex 1 of such document, which lists all the latest versions of RTRS technical documents, underwent minor updates in order to reflect the documents to be approved by means of Written Resolution No. 2/2021. In the event any of the resolutions submitted for the consideration of RTRS Participating Members are rejected, the approval of the resolution “RTRS’ ISEAL related documents” within the voting notice will entail the approval of the delegation on the Executive Board of the power to change any of the common technical documents in order to remove references and provisions relating to the rejected resolutions.

Finally, the Executive Board members are mentioned that the “Annex A.1a – RTRS Standard for Responsible Soy Production V4.0” was proofread and modified to amend typos found after the translations of the document took place.

In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:
“To approve the documents implementing the Written Resolution No. 2/2021 by RTRS Participating Members (by consensus)”.
8. Nomination of Executive Board members to be part of the Membership Working Group and analysis of key aspects

Executive Board members are informed about several analysis that the RTRS Secretariat performed with regards to membership admission procedures and RTRS Observing Members portfolio composition, in accordance with the mandate given by the Executive Board.

To begin with, Executive Board members are updated about the due diligence process (Annex 8.a. of the agenda) which is internally run by the RTRS Secretariat when a membership application is received and before it is presented to the Executive Board members for its analysis and further approval.

It is mentioned that the RTRS internal due diligence process consists in a validation procedure of the profile submitted and the information provided by the applicant, including the revision of the information (full name, legal entity, Tax ID, legal and financial address, etc.), the activity and motivations of the company to become an RTRS member, among other evidence (for instance, budget in the case of NGOs; titles of ownership -or rental- for soy production with the number of hectares in the case of producers).

Moving to the membership evaluation form (Annex 8.b.), it is mentioned that on the Executive Board meeting held on May 12, 2021, it was requested to the RTRS Secretariat to develop a template including a set of criteria to be considered for a potential granting of discounts or waivers on membership fees upon RTRS Members’ request.

The membership evaluation form is in line with Art 39.7 from RTRS Statutes which states that: the membership fee can be reduced or completely waived. Any Member wishing to be released from the obligation of paying a membership fee must disclose its financial situation in a transparent manner to RTRS.

It is moreover explained that the spirit of the proposed evaluation form is to systematize objective information of a member, including financial and non-financial aspects. Such non-financial information reflects the level of commitment and involvement a member shows towards the organization as well as RTRS’ mission, all of which can be collected from the RTRS Annual Progress Report submitted by RTRS Member to RTRS Secretariat.

It is finally stressed that based on this evaluation form Executive Board members will have a standardized tool to better analyse each request for discounts or waivers on a certain membership fee to be payable by any RTRS Member.

Executive Board members agree to start implementing the proposed membership evaluation form.
Finally, the reallocation of Observing Members analysis (Annex 8.c.) is presented to the Executive Board members. It is firstly highlighted that on the Executive Board meeting held on May 12, 2021, requested the RTRS Secretariat to run an analysis on RTRS Observing Members given the diversity in the composition of such category, and, if applicable, to propose a relocation of certain RTRS Observing Members to the category of RTRS Participating Members within its corresponding constituency. The analysis consisted in a general revision of all RTRS Observing Members.

A quick overview of all RTRS Observing Members is presented, and it is concluded that: (i) there might be two industry associations that, in accordance with RTRS Statutes, are wrongly categorized under Observing Members category while they should be recategorized within the Industry, Trade and Finance constituency; and (ii) based on internal procedures and regulations, the sole role of being Group Manager shall not imply its categorization under the Participating Members category.

With regards to the industry associations, Lieven Callewaert mandates RTRS Secretariat to contact those associations and constructively encourage them to be correctly categorized. In the case of the Group Managers categorized under RTRS Observing Members it is concluded that no actions are required since they are correctly categorized, given that the sole role of being Group Manager do not fall within any of the three RTRS Participating Members constituencies (i.e., Producers, ITF and Civil Society Organizations).

Additionally, it is agreed to work on all these matters within the Membership Working Group aiming to make processes clearer and to further work on membership strategies. The Secretariat is mandated to interact with Executive Board members through email in order to see who is interested in becoming part of the Membership Working Group.

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

9. Any other business

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

10. Closing.

The meeting is closed on Wednesday, October 6th, 2021, at 17:00 CEST time.

[Signatures]

Lieven Callewaert
RTRS President

Marcelo Visconti
Executive Director of RTRS