

Minutes No. 185 of the Executive Board Meeting held on

Wednesday, December 15, 2021, 14:00 to 17:00 CET time (in accordance with article 21, section [1] of the RTRS Statutes).

Agenda:

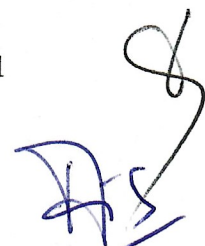
1. Approval of the Executive Board meeting minutes No. 184.
2. (a) November 2021 Key Performance Indicators (KPIs) & (b) Priorities update.
3. Update on vacant seats within the Civil Society Organizations constituency.
4. Proposal for a yearly update process of the "Beyond 2020" RTRS Strategy (2022/2026).
5. Consideration of Madhya Bharat Consortium of Farmers Producer Company Limited's request for a write-off of 50% of its overdue RTRS Certification Fee.
6. Update on the Chain of Custody (CoC) Standard reshaping project.
7. RTRS Annual Conference 2022.
8. Executive Board meeting schedule proposal for the first half of 2022.
9. Closing message for 2021: Written Editorial.
10. Representation at EU Multi-Stakeholder Platform.
11. Any other business.
12. Closing.

A. Introduction

The meeting of the Executive Board of Round Table on Responsible Soy Association (RTRS) starts on **Wednesday, December 15, 2021 at 14:00 CET time**.

Participants: RTRS Executive Board members:

- Ana Carolyne Queiroz, FAPCEN (constituency: Producers): ascom@fapcen.org.br (Alternate for Gisela Regina Introvini, FAPCEN)
- Juan Quaine, Salentein Argentina B.V. (constituency: Producers): jquaine@salentein.com
- Enrique Molas, Productores de Soja Paraguay (constituency: Producers): enriquemolasg@gmail.com
- Yogesh Dwivedi, Madhya Bharat Consortium of Farmers Producer Company Limited (MBCFPCL) (constituency: Producers): yogesh@mbcfpcl.org
- Giovana Baggio, The Nature Conservancy (TNC) (constituency: Civil Society Organizations): gbaggio@tnc.org





ROUND TABLE ON RESPONSIBLE SOY

- Thomas Miles 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
- Gerhard Adam, Bayer AG, (constituency: Industry, Trade and Finance): gerhard.adam@bayer.com
- Maria do Carmo Ferrante, Coöperatieve Rabobank U.A., (constituency: Industry, Trade and Finance): Maria.Ferrante@rabobank.com

RTRS Secretariat based in Zurich:

- Romina Pipino, RTRS Administration Officer: romina.pipino@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
- Pablo Nicolini, Business Development & Technical Unit Officer: pablo.nicolini@responsiblesoy.org
- Ana Laura Andreani, Technical Unit Analyst: ana.andreani@responsiblesoy.org
- Gabriel Salvatore, Finance & Administration Coordinator: gabriel.salvatore@responsiblesoy.org

Special guests invited:

- Cid Sanches, RTRS External Consultant: cid.sanches@rcba.eco.br
- Thiago Masson, TNC: thiago.masson@tnc.org
- Robert W.J. Stam, Peterson: rstam@onepeterson.com
- Danilo Blanco, Peterson: dblanco@onepeterson.com
- Josef Coellen, Malik Institute: Josef.Coellen@mzsg.ch

Lieven Callewaert, 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

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. 184.

Minutes No. 184 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 minutes No. 184 (by consensus)”.

2. (a) November 2021 Key Performance Indicators (KPIs) & (b) Priorities update.

The Key Performance Indicators (“KPIs”) of November 2021 are presented to the Executive Board. In this regard, new members and adopters are reported and, also, an overview on the status of RTRS certification and the uptake of certified material is shared.

Since no further comments or questions are posed on the subject, the 2021 RTRS Priorities are also presented to the Executive Board members. In this respect, the RTRS Priorities’ status as well as its relating achievements made so far, were reported. Based on the presentation, the Executive Board members conclude that RTRS Priorities seem to be moving smoothly.

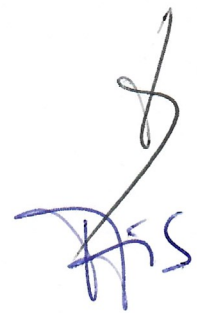
Furthermore, as no further comments or questions are posed on the issue, the Executive Board members decide to move on to the next item of the agenda.

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

Lieven Callewaert takes the floor and informs the Executive Board members about a possible coalition between RTRS members of the Civil Society Organizations constituency (“CSO members”) in order to take a seat at the Executive Board, and that he will keep all Executive Board members updated in case any progress is made.

Finally, he explains that though many efforts are being deployed to get CSO members to fill the seats at the Executive Board, further engagement, efforts and analysis are required on the subject.

After a brief exchange of views, the Executive Board members decide to reassess this topic in a future Executive Board meeting and move on to the next item of the agenda.



4. *Proposal for a yearly update process of the “Beyond 2020” RTRS Strategy (2022/2026).*

The proposal for a yearly update process of the “Beyond 2020” RTRS Strategy (2022/2026) is presented to the Executive Board.

Josef Coellen, from the Malik Institute, explains the milestones of the review and update process of the “Beyond 2020” RTRS Strategy:

- Design and setup a yearly process:

Such process must be designed as a “yearly revolving process”, on one hand, to review what was or was not accomplished in the last year, also including a comparison with previous annual budget and priorities; and, on the other hand, to keep a systemic five-year forecast to maintain such process functional and operating.

- Execution:

The RTRS Secretariat is responsible for planning and executing the abovementioned process. In this regard, The Executive Board will also be able to contribute with strategic adjustments or focus shifts, if necessary, through its statutory decision-making process.

In this respect, (i) the working schedule with the steps and specific actions for the review and update of “Beyond 2020” RTRS Strategy (2022/2026) for 2022; and (ii) the service offer letter regarding the “Beyond 2020” RTRS Strategy for year 2022 which details the corresponding fees, were presented to the Executive Board members.

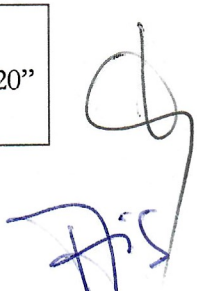
Lieven Callewaert suggests including in the yearly review and update process of the RTRS “Beyond 2020” RTRS Strategy (2022/2026) consultation sessions in a format to be defined (for instance, a survey) with RTRS Participating Members to take into consideration their feedback when Executive Board members revise the “Beyond 2020” RTRS Strategy (2022/2026) at the workshop to be held in the third quarter of 2022. Lieven Callewaert further recommends rearranging the RTRS Strategy Sounding Board in order to receive feedback and inputs regarding the yearly review of the “Beyond 2020” RTRS Strategy (2022/2026).

In this respect, Executive Board members agree with Lieven Callewaert’s suggestions.

After a brief exchange of views and, in absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

“To approve the proposal for a yearly update process of the RTRS “Beyond 2020” RTRS Strategy (2022/2026) (by consensus)”.



5. Consideration of Madhya Bharat Consortium of Farmers Producer Company Limited's request for a write-off of 50% of its overdue RTRS Certification Fee.

The Executive Board is explained that Madhya Bharat Consortium of Farmers Producer Company Limited ("MBCFPCL") requested a 50% write-off of its overdue RTRS Certification Fee due to organizational budget constraints based on market demand decrease and losses in two consecutive soya seasons mainly due to excessive rainfall.

It is further commented that MBCFPCL is an RTRS member since 2014, and an Executive Board member since 2021. They also act as Group Manager of certified producers in India since 2018.

Lieven Callewaert stresses that MBCFPCL is considered a consortium of smallholder producers, which in combination with the coronavirus pandemic may have added difficulties to MBCFPCL's existing situation. In this regard, Lieven Callewaert stated that considering India it is also a strategic priority within the RTRS "Beyond 2020" RTRS Strategy (2022/2026) he is in favor of the requested write-off.

Giovana Baggio also expresses being in favor of the requested write-off; notwithstanding, she recommended RTRS to consider a similar approach for all similar smallholder producers and small CSO members dedicated to improve social conditions in a manner that goes beyond the soy business-profit. In this regard, she further stressed RTRS should not just analyze a case-by-case request but rather to develop incentives to shelter these cases with social impact.

Thomas Maddox also expresses being in favor of the requested write-off; however, he remarks the risk implied of setting precedents for future cases, therefore it is necessary to determine the grounds of acceptance of this particular write-off.

Gerhard Adams also expresses being in favor of the requested write-off, however it would have been valuable to receive a balance sheet, and suggests working on approach to guarantee the inclusion of smallholder producers in general.

Executive Board members agree to have a deeper holistic reflection on the topic by analyzing a system of incentives to support smallholder producers. RTRS Secretariat is mandated to work on a proposal on this topic and present a proposal during the first or second Executive Board meeting of 2022.

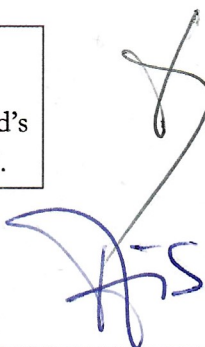
Lieven Callewaert suggests the RTRS Secretariat to consult BCI and RSPO's approaches on the matter regarding funds for smallholders.

After a brief exchange of views and, in absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

"To approve Madhya Bharat Consortium of Farmers Producer Company Limited's request for a write-off of 50% of its overdue RTRS Certification Fee (by consensus)".

6. Update on the Chain of Custody (CoC) Standard reshaping project.



The update of the Chain of Custody (CoC) Standard Reshaping Project is presented to the Executive Board members. Peterson's representatives take the floor and informs about the drivers, the methodology and the process to get to the expected result, as well as the key soy supply chain stakeholders to engage with and the innovation challenges ahead

Lieven Callewaert remarks innovation and creativity shall be key elements of the project in order to provide doable solutions. When developing possible solutions within the reshaping of the RTRS CoC Standard, it is suggested to map the other technological tools and innovations available in the market and used by key stakeholders within the soy value chain aiming to optimize and synergize RTRS' tools instead of overlapping and duplicating the existing ones.

Peterson confirms that such approach is contemplated within the project and also mentioned the possibility of mapping existing technological tools.

Giovanna Baggio suggests to consult other stakeholders and experts to learn about different existing tools and other technologies which can provide useful information for RTRS regarding origination (for instance, satellite; analytics, etc.) and can positively impact the reshape of the RTRS CoC Standard.

Gerhard Adams mentions that verification and monitoring process should be deeply analysed in terms of validation of origin, as chain of custody might not be enough in terms of traceability requirements at European Union level. He further requests a more detailed scope of work and clearer expected outcomes of this project.

Even though this topic is already within RTRS Priorities, the Executive Board members reinforce its importance and ask Peterson to provide more information about the existing tools related to origination as enablers to adapt the RTRS CoC Standard accordingly.

Robert Stam confirms they will send the requested document by the end of the week.

After some exchanges of insights and recommendations, and 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.

7. *RTRS Annual Conference 2022.*

RTRS Executive Board members are explained that considering the uncertainty posed by the unfolding coronavirus pandemic, and in order to continue with RTRS' steady development and the achievement of its goals despite the continuing challenging global sanitary circumstances, the RTRS Secretariat proposes for the upcoming year to (i) submit to the consideration of the RTRS Participating Members the approval of all resolutions by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes; and (ii) hold a virtual meeting point early in June. It is further remarked that both proposals are framed taking into consideration that Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) enacted by the Swiss Federal Council, on June 19, 2020, has been extended and will remain in full force and effect until December 31, 2023, in accordance with Article 29 (4). The mentioned

ordinance sets forth that meetings of legal entities can be held entirely in writing or in electronic form according to its Article 27(1).

Gerhard Adams takes the floor and suggests to hold a physical meeting with RTRS Participating Members considering that the sanitary situation is foreseen to improve after May 2022, and offers to host the General Assembly at Bayer's headquarters in Germany. Executive Board members welcome Gerhard Adams' offer.

After a brief exchange of views and, in light of the circumstances above mentioned, it is agreed to submit to the consideration of the RTRS Participating Members the approval of all resolutions by means of a written resolution, followed by the virtual meeting point.

Executive Board members further refer to the RTRS Global Annual Conference (RT) and decide to postpone its consideration until June, keeping in mind the unfolding global sanitary conditions with the aim to hold the RTRS Global Annual Conference (RT) in Europe in September, possibly in a hybrid format (physical and virtual).

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

The RTRS Executive Board resolves the following:

"To approve (i) the replacement of the General Assembly 2022 with a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes, followed by a virtual meeting point early in June; and (ii) the deferral of any decision on the RTRS Annual Conference 2022 until June (by consensus)".

8. Executive Board meeting schedule proposal for the first half of 2022.

The Executive Board meeting schedule proposal for the first half of 2022 is presented to the Executive Board members.

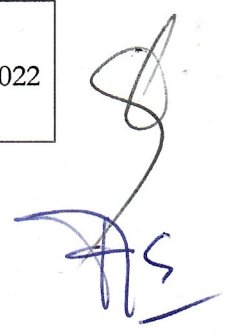
It is explained that this proposal was prepared taking into consideration the dates above mentioned in item 7. In light of that, the Executive Board meeting schedule proposal is aligned with written resolution voting procedure which includes all necessary approval stages by the Executive Board of the voting notice and its corresponding materials in order to duly submit them to the consideration of the for RTRS Participating Members by means of a written resolution.

After a brief exchange of views and, in 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 schedule proposal for the first half of 2022 (by consensus)".

9. Closing message for 2021: Written Editorial.



An update of the context and rationale of the closing message for 2021 in form of a written editorial is presented to the Executive Board.

A review of RTRS achieved goals during 2021 and other several positive facts are shared with the Executive Board members. Additionally, a reference to the TV documentary broadcasted by Zembla in The Netherlands, in early December 2021, regarding certification schemes and the different stakeholder's reactions is made.

After the exchange of views, Lieven Callewaert ascertains the quorum is no longer maintained in order to validly pass the current resolution submitted for approval. Given that the importance of the resolution, the Executive Board members agree to adjourn the resolution and submit it for approval by means of a Circular Resolution in accordance with Article 21(2) of RTRS Statutes.

10. Representation at EU Multi-Stakeholder Platform

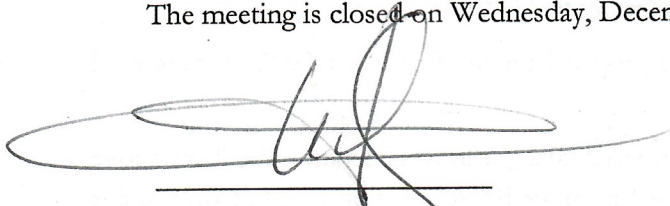
Due to the lack of time, the Executive Board members decide to postpone the discussion of this item until a future Executive Board meeting.

11. Any other business

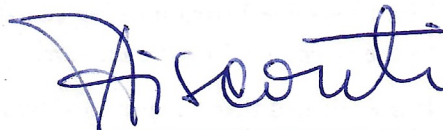
The Executive Board members decide not to discuss any other business.

12. Closing.

The meeting is closed on Wednesday, December 15th, 2021 at 17:00 CEST time.



Lieven Callewaert
RTRS President



Marcelo Visconti
Executive Director of RTRS