

Minutes No. 190 of the Executive Board Meeting held on

Monday, May 30st, 2022, 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. 189.
2. Approval of the Memorandum of Understanding (MoU) with Donau Soja Association.
3. Approval of donation to Donau Soja Association to help Ukrainian War refugees.
4. Approval of (i) the amount, scaling, and payment method of the membership fee in accordance with Article 39(3) of RTRS Statutes; (ii) the amendment to Article 39(6) of RTRS Statutes reflecting the changes approved on the amount, scaling, and payment method of the membership fee; and (iii) the submission of the RTRS Amended and Restated Statutes for the consideration of the Participating Members by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.
5. Approval of the documents implementing the Written Resolution No. 1/2022 by RTRS Participating Members.
6. Consideration of the validity period of RTRS Guideline for Desktop Audits Version 1.0.
7. Update on RTRS 2022 Meeting Point.
8. Update on Brazil Engagement & Communication approaches: (a) Sorriso & Balsas Pacts; Rural Sustentable, and GIZ + (b) Communication Integrated Plan (PR & Public Affairs strategy).
9. (a) April 2022 Key Performance Indicators (KPIs) & (b) Priorities update.
10. Any other business.
11. Closing.

A. Introduction

The meeting of the Executive Board of Round Table on Responsible Soy Association (RTRS) starts on **Monday, May 30, 2022 at 15:00 CEST time**.

Participants: RTRS Executive Board members:

- David Cleary, The Nature Conservancy (TNC) (constituency: Civil Society Organizations): dcleary@tnc.org
- 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





ROUND TABLE ON RESPONSIBLE SOY

- Gisela Regina Introvini, FAPCEN (constituency: Producers): giselaintrovini@hotmail.com
- Sébastien Terwagne, French Soy Producers (constituency: Producers): sebastien.terwagne@gaiago.eu
- 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:

- Ingrid Korn, RTRS Administration Officer: ingrid.korn@responsiblesoy.org
- Romina Pipino, RTRS Administration Officer: romina.pipino@responsiblesoy.org
- Evert Raymakers, RTRS 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 & Engagement 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:

- Cid Sanches, RTRS External Consultant: cid.sanches@rcba.eco.br
- Mabel Fernández, RTRS Financial External Consultant: mabelau.fernandez@gmail.com
- Susanne Fromwald, Donau Soja: fromwald@donausoja.org

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. 189.*

Minutes No. 189 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. 189 (by consensus).”

2. *Approval of the Memorandum of Understanding (MoU) with Donau Soja Association.*

The Executive Board members are informed about the Memorandum of Understanding (MoU) to be entered into RTRS and Donau Soja Association (“DS”).

It is explained that the spirit of this MoU is to foster better cooperation between both organizations by targeting three specific objectives: (i) the development of the European Interpretation of the RTRS Standard for Responsible Soy Production which implies that producers certified according to the DS standard will be recognized as certified under the non-GMO module of RTRS; (ii) exploring potential collaboration opportunities within the project of the reshaping of the RTRS Chain of Custody Standard and the development of the new Chain of Custody Module; and (iii) working jointly on strategic actions and communications to encourage the participation of the agricultural sector in solving problems relating to environmental and social issues as well as the conservation of natural resources and ecosystems.

The MoU is reviewed and explained page by page.

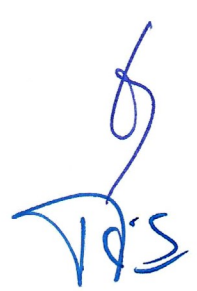
In the absence of any objections, Lieven Callewaert confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

“To approve the Memorandum of Understanding (MoU) with Donau Soja Association (by consensus).”

3. *Approval of donation to Donau Soja Association to help Ukrainian War refugees.*

The Executive Board members are explained about the rationale behind the donation of RTRS to Donau Soja Association (“DS”) in order to help Ukrainian war refugees.



Susanne Fromwald from DS takes the floor and updates RTRS Executive Board members about the humanitarian work DS is running in different communities within Ukraine given the current war conflict.

Lieven Callewaert informs RTRS Executive Board members that the proposal is to provide direct support by donating €10,000 to DS to be destined to their humanitarian efforts.

Juan Quaine remarks supporting humanitarian actions implies a positive message for RTRS. In this respect, Yogesh Dwivedi and Gisela Introvini support the proposal.

In this regard, David Cleary supports the proposal and further comments that it should be DS the one deciding to which humanitarian project such donation shall be allocated.

Susanne Fromwald thanks Marcelo Visconti and RTRS Executive Board members for supporting their cause and helping their humanitarian efforts in order to help Ukrainian war refugees.

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 donation to Donau Soja Association to help Ukrainian War refugees (by consensus).”

4. Approval of (i) the amount, scaling, and payment method of the membership fee in accordance with Article 39(3) of RTRS Statutes; (ii) the amendment to Article 39(6) of RTRS Statutes reflecting the changes approved on the amount, scaling, and payment method of the membership fee; and (iii) the submission of the RTRS Amended and Restated Statutes for the consideration of the Participating Members by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes.

The Executive Board members are informed about the work made by the “Working Group for incentives for small producers and potential adjustments to the membership structure and fees” during the period from March to May of 2022 which was composed of certain Executive Board members and the Secretariat staff. The Executive Board members are updated about the proposal prepared by such Working Group regarding to the new amounts and scaling for the RTRS membership fee.

In such respect, it is proposed:

- a) for the producer’s constituency (“Producers”) (i) to exempt membership fee payment for those individual and multisite RTRS certified producers with less than 10,000 hectares (total certified and no certified managed land, own or rented farm), and (ii) to create a new category named as Associations which are organizations representing interests of producers and do not own farmlands; and
- b) for the civil society organizations’ constituency (“CSO”) to reduce 50% the membership fee for international organizations, resulting in membership fee of €1,250.



It is explained that the expectations of such proposal for Producers and CSO are to guarantee a viable access to RTRS and to broaden the spectrum of Participating Members through a diverse representativeness among the different constituencies.

After some exchanges of insights and 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 (i) the amount, scaling, and payment method of the membership fee in accordance with Article 39(3) of RTRS Statutes; (ii) the amendment to Article 39(6) of RTRS Statutes reflecting the changes approved on the amount, scaling, and payment method of the membership fee; and (iii) the submission of the RTRS Amended and Restated Statutes for the consideration of the Participating Members by means of a written resolution in accordance with the voting procedure set forth in Article 18 of RTRS Statutes (by consensus).”

5. Approval of the documents implementing the Written Resolution No. 1/2022 by RTRS Participating Members

The documents implementing the Written Resolution No. 1/2022 by RTRS Participating Members are presented to the Executive Board members.

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. 1/2022 by RTRS Participating Members (by consensus).”

6. Consideration of the validity period of RTRS Guideline for Desktop Audits Version 1.0.

The Executive Board members are provided with a summary on the context that originated the “RTRS Guideline for Desktop Audits Version 1.0,” formerly approved by Executive Board members by Circular Decision during the outbreak of COVID-19. Considering that physical interaction was severely restricted, RTRS faced the challenge of developing a new alternative to perform certification audits taking into consideration the existing limitations. It is remarked that “RTRS Guideline for Desktop Audits Version 1.0” was applicable only for surveillance and recertification audits, while initial audits continued to be conducted in-situ, therefore, no new certificates were issued without visiting the farms.

Since such context has changed as restrictions for physical interaction seem to have been lifted permanently, RTRS Secretariat is currently reviewing whether the alternative methods implemented during those exceptional circumstances should either be, in whole or in part, (i) applied as a modernization of the audit procedures, or (ii) discontinued.



Meanwhile, RTRS Secretariat's proposal is to discontinue the use of such Guideline as of September 1st, 2022. Notwithstanding the foregoing and as part of a modernization process, RTRS Secretariat proposes to analyze desktop audits as a supplemental tool in audit procedures to increase the level of assurance by: (i) implementing improvements in the Group certification system -e.g., desktop audits could be an alternative to reduce the sampling risk in group certification-; (ii) verifying the new DF CoC Module; and (iii) certifying Chain of Custody.

Lieven Callewaert takes the floor and agrees with the proposal of discontinuing the desktop audits by September 1st, 2022, but at the same time keep them in place for new developments.

Enrique Molas supports the proposal of discontinuing the desktop audits as well, and positively receives resuming onsite audits to keep consolidating RTRS assurance system, while defining criteria to keep virtual or desktop audits as an alternative for the documentary revision part of the audit.

Gisela Introvini also supports RTRS Secretariat's proposal of maintaining desktop audits as an alternative for supporting the revision of documents, but she strongly remarks the importance of the presence of an onsite auditor to properly verify the requirements set forth in RTRS Standards.

Furthermore, the Executive Board members are informed that the views exchanged on this topic during this meeting are aligned with the feedback received from certification bodies and certified producers who found desktop audits as an interesting alternative for supporting the revision of documents which, however, would be insufficient for auditing the remaining requirements.

The Executive Board members mandate the Secretariat to further analyse the criteria under which desktop audits would be allowed as part of a modernization process of audit procedures.

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

The RTRS Executive Board resolves the following:

"To discontinue Desktop Audits as of September 1st, 2022 (by consensus)."

7. Update on RTRS 2022 Meeting Point.

An update on the Meeting Point at Bayer's facilities in Monheim Campus, Rhein, Germany, is shared with the Executive Board members. It is confirmed such place is logistically convenient offering all facilities that the Meeting Point requires.

The date of Meeting Point on the week commencing on November 21st is re-discussed due its coincidence with the World Cup 2022, and after some insight exchanges it is confirmed the RTRS Meeting Point 2022 will still be held in the week commencing on November 21st.



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.

8. *Update on Brazil Engagement & Communication approaches: (a) Sorriso & Balsas Pacts; Rural Sustentable, and GIZ + (b) Communication Integrated Plan (PR & Public Affairs strategy).*

In view of the limited time available in this meeting, the Executive Board members decide to postpone the consideration of this item of the agenda.

9. *(a) April 2022 Key Performance Indicators (KPIs) & (b) Priorities update.*

In view of the limited time available in this meeting, the Executive Board members decide to postpone the consideration of this item of the agenda, and it is agreed that the RTRS Secretariat will distribute to Executive Board members after this meeting the annexes corresponding to this topic.

10. *Any other business.*

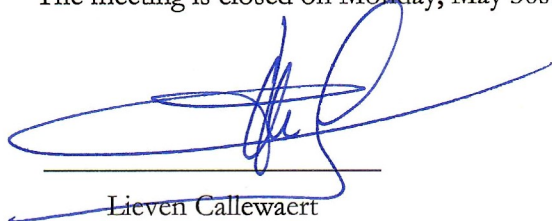
The Executive Board members are informed about Cerquality's certified farms in Brazil and updated on the status of the process of analysis the RTRS Secretariat has been running.

Before the beginning of the discussion, Juan Quaine declares a potential conflict of interest related to the subject matter due to the relationship of a member of his family with Control Union and, therefore, withdrawals from the discussion.

Executive Board members decide to move on to the next item on the agenda.

11. *Closing.*

The meeting is closed on Monday, May 30st, 2022 at 18:00 CEST time.



Lieven Callewaert

RTRS President



Marcelo Visconti

Executive Director of RTRS