Minutes No. 162 of the Executive Board Meeting held on Friday, June 14, 2019, 8:30 to 16:30, Zurich, CEST time (in accordance with article 21, section [1] of the RTRS Statutes).

Agenda:

2. President, Vice-Presidents and Treasurer elections (closed session).
3. Approval of the write-off of the debts of Federação Brasileira de Plantio Direto e Irrigação (FEBRAPDP), including both the annual membership fees and the extraordinary contribution (between the years 2017, 2018 and 2019).
4. Approval of the brief of the RTRS brand video.
5. Description of Ingrid Korn's functions as RTRS Administration Officer, at RTRS office in Zurich.

Approval of the granting of a power of attorney to Ingrid Korn to act in the name and on behalf of RTRS in order to (i) carry out administrative procedures before banking entities (ii) make transfers and payments to suppliers through RTRS' bank accounts in UBS Bank, with a limit of 35,000 euros; and (iii) obtain and use a UBS Bank corporate credit card, with a limit of 15,000 euros.

6. Theory of change development, indicators to be measured and classification of documents.
7. Approval of Tecnocampo's membership application.
10. Ecometica and Geoambiente's proposals for the deforestation assessment in Brazil.
12. May 2019 Key Performance Indicators (KPIs).
15. Any other business.
A. Introduction

The meeting of the Executive Board of the Round Table on Responsible Soy Association (RTRS) starts on Friday, June 14, 2019 at 08:30 CEST time.

Participants:  
RTRS Executive Board members present:

- Jochem Bouwmeester, Rabobank (constituency: Industry, Trade and Finance): jochem.bouwmeester@rabobank.com
- Lieven Callewaert, Alliance 4 Soy, (constituency: Industry, Trade and Finance): lieven.callewaert@soy4brands.org
- Stefan Heinke, Bayer AG, (constituency: Industry, Trade and Finance): stefan.heinke@bayer.com
- Gisela Regina Introvini, FAPCEN (constituency: Producers): gisela.introvini@hotmail.com
- Marina Born, Caldenes S.A. (constituency: Producers): marina.engels@responsiblesoy.org
- Juliana de Lavor Lopes, Amaggi (constituency: Producers): juliana.lopes@amaggi.com.br
- Luiz Carlos Iaquinta Filho, Bartina Agropecuaria S.A. (constituency: Producers): liaquinta@brookfieldbr.com
- Hernan Zunino, The Nature Conservancy (TNC) (constituency: Civil Society Organizations): hernan.zunino@tnc.org
- Ulises Javier Martinez Ortiz, Fundación Vida Silvestre (constituency: Civil Society Organizations): ulises.martinez@vidasilvestre.org.ar
- Oswaldo de Carvalho Junior, Earth Innovation Institute (constituency: Civil Society Organizations): ocarvalho@earthinnovation.org

RTRS Executive Board members participating via GoToMeeting:

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

RTRS Secretariat:

- Marcelo Visconi, RTRS Executive Director: marcelo.visconi@responsiblesoy.org
- Ingrid Korn, RTRS Administration Officer at RTRS office in Zurich: Ingrid.korn@responsiblesoy.org
- Laura Villegas, RTRS Secretariat: laura.villegas@responsiblesoy.org
- Daniel Kazimierski, RTRS Secretariat: daniel.kazimierski@responsiblesoy.org
- Ana Laura Andreani, RTRS Secretariat: ana.andreani@responsiblesoy.org
B. Quorum and proposals

The Executive Director ascertains that the quorum required to validly pass resolutions has been reached. The Executive Board considers the following items on the agenda:


Lieven Callewaert and Marina Born inform the new Executive Board members about the decision of working with Malik Management in order to facilitate the process of developing the “Beyond 2020” - RTRS Strategy, and Proforest - as an expert on soy matters and the global soy agenda - to provide inputs. They further refer to the proposals that these advisors have presented.

Joseph Coellen, Senior Partner and COO at Malik Management, introduces himself and presents Malik Management’s methodology and proposal with regards to the development of the “Beyond 2020” - RTRS Strategy.

Moreover, Joseph Coellen informs about (i) the total amount of days that would be needed to develop the “Beyond 2020” - RTRS Strategy, (ii) the importance of internal and/or external experts (helpers) that could provide their knowledge on certain topics, and (iii) the importance of informing all RTRS members about the value of this process, as well as the importance of having a strategy created with the help of a group of key soy stakeholders.

Joseph Coellen further suggests creating a “sounding board” and having meetings with its members in order to inform the updates and receive feedback.

Marcelo Visconti mentions that the strategy will have to be approved by the General Assembly meeting in June 2020 and opines that the process should include the participation of certain RTRS Members chosen by the Executive Board, in order for such strategy to be better aligned with the RTRS Members’ mindset, when presented during the General Assembly meeting in June 2020. He also suggests that the three RTRS’ constituencies should
be represented at the “sounding board,” for which purpose the Executive Board should appoint representatives for each one of the three RTRS’ constituencies.

Marina Born asks the Executive Board members to think about certain RTRS Members that could work as opinion multipliers and have the appropriate knowledge to participate in the “sounding board.” Marcelo Visconti suggests that all Executive Board members can evaluate different possibilities in this regard and take a decision during the next Executive Board meeting.

With regards to the dynamic of the 8-month process, Joseph Coellen recommends holding physical meetings.

Marina Born suggests holding the workshop in one week. Luiz Carlos Iaquinta Filho supports this approach and suggests preparing the physical meeting beforehand in order to be well prepared for such meeting.

Marcelo Visconti proposes to hold meetings by teleconference and a physical meeting by the end of this year over the course of two or three days. Jochem Bouwmeester agrees with Marcelo Visconti’s proposal and suggests (i) presenting all the work done to the “sounding board” members during November this year, in order for them to have enough time to change things if they consider it necessary, and (ii) having the full strategy developed by April 2020.

Joseph Coellen considers that the proposed dynamic is feasible and suggests including one final physical meeting to close the process.

Marcelo Visconti mentions that there will be a physical Executive Board meeting in February 2020, in a producer country, where the closing meeting of the process could be held.

Lieven Callewaert proposes to use the inputs arisen out of the Syntegration meeting held in 2016.

With regards to the “sounding board,” Lieven Callewaert considers that the Brazilian Task Force could play a significant role, specifically by representing the Producers constituency.

Jochem Bouwmeester expresses that one of the main challenges that the “sounding board” faces, is that RTRS clusters actors belonging to the full supply chain, form the field to the end consumer, including NGOs too, thus implying different views on how RTRS should look like in the next years.

Joseph Coellen suggests that an agenda should be prepared in this regard.

Since no further comments or questions are posed on the subject, the Executive Board members decide to move to the next item in the agenda.
2. President, Vice-Presidents and Treasurer elections (closed session).

The Executive Board members deliberate on the elections of the President, the Vice-
Presidents and Treasurer.

In view of the opinion and preferences expressed by the members of the Executive Board,
the following is proposed:

(i) President: The Executive Board members propose to re-elect Marina Born as RTRS
President, who shall be bestowed with the authority to sign solely.

(ii) Vice-President No. 1: The Executive Board members propose to re-elect Juliana De
Lavor Lopes as RTRS Vice-President.

(iii) Vice-President No. 2: The Executive Board members propose to re-elect Ulises
Javier Martinez as RTRS Vice-President.

(iv) Vice-President No. 3: The Executive Board members propose to re-elect Lieven
Callewaert as RTRS Vice-President.

(v) Treasurer: The Executive Board members propose to elect Luiz Carlos Iaquinta
Filho as RTRS Treasurer, who shall be bestowed with the authority to sign solely.

In the absence of any objections, Marina Born confirms that the following resolutions are
approved by the Executive Board.

The RTRS Executive Board resolves the following:

“To re-elect Marina Born as RTRS President, who shall be bestowed with the authority to
sign solely (by consensus).”

“To re-elect Juliana de Lavor Lopes as RTRS Vice-President No. 1 (by consensus).”

“To re-elect Ulises Javier Martinez Ortiz as RTRS Vice-President No. 2 (by consensus).”

“To re-elect Lieven Callewaert as RTRS Vice-President No. 3 (by consensus).”

“To elect Luiz Carlos Iaquinta Filho as RTRS Treasurer, who shall be bestowed with the
authority to sign solely (by consensus).”

3. Approval of the write-off of the debts of Federação Brasileira de Plantio Direto e Irrigação
(FEBRAPDP), including both the annual membership fees and the extraordinary contribution
(between the years 2017, 2018 and 2019).

Marcelo Visconti informs that Federação Brasileira de Plantio Direto e Irrigação
(FEBRAPDP) has requested the write-off of the annual membership fees and the
extraordinary contribution (between the years 2017, 2018 and 2019).
ROUND TABLE ON RESPONSIBLE SOY ASSOCIATION (RTRS)
UTOQUAI 29/31 | 8008 ZURICH, SWITZERLAND

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

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<td>&quot;To approve the write-off of the debts of Federação Brasileira de Planta Direto e Irrigação (FEBRAPDP), including both the annual membership fees and the extraordinary contribution (between the years 2017, 2018 and 2019) (by consensus).&quot;</td>
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4. **Approval of the brief of the RTRS brand video.**

Laura Villegas presents the brief of the RTRS brand video which will be directly targeted to the soy sustainable market and, indirectly, to consumers, with the objective of creating awareness of the RTRS brand. She further informs that the RTRS brand video will be mainly displayed through the RTRS digital channels.

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

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5. **Description of Ingrid Korn’s functions as RTRS Administration Officer, at RTRS office in Zurich.**

*Approval of the granting of a power of attorney to Ingrid Korn to act in the name and on behalf of RTRS in order to (i) carry out administrative procedures before banking entities (ii) make transfers and payments to suppliers through RTRS’ bank accounts in UBS Bank, with a limit of 35,000 euros; and (iii) obtain and use a UBS Bank corporate credit card, with a limit of 15,000 euros.*

Ingrid Korn informs that her functions as RTRS Administration Officer, at RTRS office in Zurich, are the following:

- Manage the RTRS Members database: developing a high-quality Customer Relationship Management (CRM-Salesforce) tool in order to improve the quality of the information that RTRS handles;

- Administer RTRS’ bank accounts in Switzerland;

- Liaise with both the Swiss tax advisor and the Swiss external accountant/auditor; and

- Provide support to the European External Consultant and the European Union Executive Board members.
In view of the foregoing, Marcelo Visconti informs that it is necessary to grant a power of attorney to Ingrid Korn to act in the name and on behalf of RTRS in order to (i) carry out administrative procedures before banking entities (ii) make transfers and payments to suppliers through RTRS’ bank accounts in UBS Bank, with a limit of 35,000 euros; and (iii) obtain and use a UBS Bank corporate credit card, with a limit of 15,000 euros.

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

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6. **Theory of Change development, indicators to be measured and classification of documents.**

Sebastien Haye and Ana Laura Andreani present to the Executive Board members the implications of the development of the Theory of Change and M&E system for RTRS.

Juliana de Lavor Lopes asks to modify the outline presented and states that the Theory of Change refers to the RTRS Standard.

Luiz Carlos Iaquinta Filho stresses the importance of highlighting that not achieving the indicators targets will not imply the exclusion of any producer from RTRS. Juliana De Lavor Lopes suggests that the indicators should compare RTRS producers with non-certified producers.

Marcelo Visconti suggests creating Working Groups to discuss about the indicators and prepare a proposal for the Executive Board. He further stresses the importance of including only information regarding soybeans in the proposal at this stage, even though RTRS is developing new modules for other crops. Marcelo Visconti and Ana Laura Andreani highlight that this set of indicators, targets and objectives can be modified during the development process and ISEAL allows their members to do so.

Luiz Carlos Iaquinta Filho further highlights the importance of having indicators showing improvements or positive impacts at the farm level, and not only indicators showing the global impact of RTRS’ work.

Sebastien Haye takes the floor and explains the process of the application for the ISEAL membership and the different stages to be fulfilled in order to obtain the full membership.
Since no further comments or questions are posed on the subject, the Executive Board members decide to move to the next item in the agenda.

7. Approval of Tecnocampo's membership application.

Marcelo Visconti refers to Tecnocampo's membership application and to the fact that Tecnocampo's Directors have been accused of spraying agrochemicals nearby a local community, situation that led to a lawsuit in which a final court decision has not yet been issued. Marcelo Visconti further confirms that the alleged infraction took place in a farm not owned by Tecnocampo and, therefore, not certified under the RTRS Standard.

Ulises Javier Martinez Ortiz stresses the importance of establishing a criterion for analyzing the applications for the RTRS' membership in order to protect RTRS' image and reputation.

Hernan Zunino and Oswaldo de Carvalho Junior support Ulises Javier Martinez Ortiz's approach and consider that there should be a criterion containing a set of requirements for the acceptance of RTRS' membership applicants.

Juliana De Lavor Lopes, on her side, suggests creating a procedure that could be applied in case any RTRS Member raises a complaint against another RTRS Member.

Ulises Javier Martinez Ortiz agrees with Juliana de Lavor Lopes’ approach and suggests developing a communication toolkit or a general statement in order to be prepared to (i) answer any query made to RTRS in connection with its Members, thus protecting RTRS’ reputation against possible accusations to one of its Members and (ii) properly communicate the existence of any complaint raised by any RTRS Member, upon previous authorization of the Member concerned.

The RTRS Secretariat members inform that the abovementioned concerns and suggestions will be taken into consideration and included in the next Executive Board meeting’s Agenda for further discussion.

Luiz Carlos Iaquinta Filho stresses that Tecnocampo has been certified since 2014, thus implying its commitment towards responsible farming.

Juliana De Lavor Lopes considers that if there has not been a final court decision, RTRS should refrain from making any judgment about Tecnocampo's accusation.

Jochem Bouwmeester mentions other examples of RTRS Members that have dealt with legal, social or media accusations and affirms that RTRS should analyze carefully this kind of situations.

Juliana De Lavor Lopes further suggests that Tecnocampo, or any other Member going through this kind of unsolved cases, should not make any claim in connection with RTRS during the legal process.
In the absence of any objections, Marina Born confirms that the Executive Board approves the resolution, which will be further notified to Tecnocampo by means of a letter in both Spanish and English, transcribing the relevant decisions.

The RTRS Executive Board resolves the following:

(i) "Tecnocampo’s membership application is provisionally approved, subject to reevaluation by this Executive Board upon conclusion of the ongoing process for environmental pollution disclosed by Tecnocampo (by consensus)."

(ii) "For as long as Tecnocampo does not receive a definitive confirmation on the approval of its membership after the conclusion of the ongoing legal proceeding, Tecnocampo shall abstain from advertising in any way its provisional admission as RTRS Member and/or use RTRS trademark within the framework of the mentioned legal proceeding (by consensus)."


Daniel Kazimierski presents the topic and confirms that although the formal communication procedure was conducted in order to inform Cefetra about the expiration term of credits, certain amount of credits owned by such organization have expired. Consequently, Cefetra requested for the restoration of those expired credits.

After a brief exchange of views, Marina Born confirms that the Executive Board approves the resolution, taking into consideration the following facts: (i) the volume of credits which restoration has been requested by Cefetra is negligible compared to the total amount of credits annually purchased by such Member, (ii) RTRS -for a long time- has been setting different expiration terms of credits, and (iii) the RTRS’ relevant communication piece could have been better advertised.

The RTRS Executive Board resolves the following:

“To restore 2,000 expired credits owned by Cefetra (by consensus).”


Daniel Kazimierski presents the proposal for the Corn Module Work Plan 2019 which involves: working groups; meetings with corn related associations; public consultations and the development of technical documents that are going to be further reviewed and approved by the Executive Board and the General Assembly.

Daniel Kazimierski informs that there has been a first approach in 2015 regarding the corn module which involved a public consultation, but the envisaged process was not properly completed. Such first approach also involved the development of Accreditation & Certification requirements and a Group & Multisite scope for this new commodity.
Juliana de Lavor Lopes ascertains that many organizations are already planning to include corn in their standards and opines that waiting for an RTRS General Assembly’s resolution in 2020 would cause RTRS to lose a good opportunity. She further ascertains that many producers are asking for the corn module, therefore, it is important to develop it as soon as possible.

Marcelo Visconti informs that the General Assembly meeting must approve the Corn Module. He further mentions that according to the RTRS Statutes, there is a possibility of having the Corn Module approved through a written resolution by the Members or through an Extraordinary General Assembly meeting.

Jochem Bouwmeester agrees on speeding this decision up, but he further highlights that this would take a lot of time to the RTRS Secretariat that would not be applied to increase the demand, develop the soy footprint calculator, measure GHG, etc.

Marina Born states that the possibility of approving the Corn Module before the General Assembly meeting to be held in 2020 should be considered and further discussed again during the next Executive Board meeting.

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

The RTRS Executive Board resolves the following:

"To approve the Corn Module Work Plan 2019 (by consensus)."

10. Ecometria and Geoambiente's proposals for the deforestation assessment in Brazil.

Daniel Kazimierski presents the topic and the proposals.

Juliana de Lavor Lopes explains how the idea of conducting a deforestation and conversion assessment in Brazil emerged. She further states that since the deforestation assessment through satellite images is already being carried out by certification bodies in all farms, it does not seem to be a priority for RTRS to include this topic within the scope of the proposal. She further suggests that the implementation of the second phase of the proposal -which includes on-farm visits to audit working conditions- should be further discussed by the Executive Board members in order to determine the proper course of action. Luiz Carlos Iaquinta Filho agrees with Juliana de Lavor Lopes’ approach.

After a brief exchange of views, the Executive Board members decide to disregard Ecometria and Geoambiente’s proposals.
In the absence of any objections, Marina Born confirms that the Executive Board rejects the resolution.

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

(i) “Ecometrica and Geoambiente’s proposals for the deforestation assessment in Brazil are rejected (by consensus)”; and

(ii) “A new proposal for the deforestation assessment in Brazil reflecting the Executive Board’s concerns will be further discussed (by consensus).”


Daniel Kazimierski presents the topic.

Juliana de Lavor Lopes suggests issuing a communication to remind the producers about the prohibition of the use of Paraquat. She suggests that this communication should be issued jointly with certification bodies.

Ulises Javier Martinez Ortiz mentions that although the standard is very strict with respect to the use of Paraquat, there are producers who are not complying with this requirement. Ana Laura Andreani explains that the standard requires a reduction plan for the use of Paraquat and that -in most of the cases- producers have developed a plan, but they are not always able to implement it because of different circumstances (mainly weather conditions). Juliana de Lavor Lopes states that producers should explain and provide evidence on the reasons why their original plans have changed. Ulises Javier Martinez Ortiz suggests reaching out to the auditors and asking them to inform about the situation of each producer regarding the Paraquat reduction plan.

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

12. *May 2019 Key Performance Indicators (KPIs).*

Daniel Kazimierski presents the topic and informs that -Year-to-date (YTD)- there has been a 28% increase in sales of certified material comparing to last year’s numbers.

Juliana de Lavor Lopes mentions that Amaggi has registered a big increase in Mass Balance sales, mainly because of the increase in the demand from the biofuels’ market.

Jochem Bouwmeester asks about the RTRS certified production and the decrease registered during May. Daniel Kazimierski replies that it is expected that the certified production will be maintained or will slightly decrease during this year.
Marcelo Visconti proposes to develop a forecast showing the expectations about how the production will evolve this year.

Jochem Bouwmeester asks about the situation in India. Daniel Kazimierski suggests that it would be a good idea to better understand the needs of Indian producers, because many of them have not continued being certified due to lack of sales.

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


The Executive Board analyses Malik Management and Proforest’s proposals.

Marcelo Visconti informs that a budget has been set for each one of the proposals and considers that both proposals are appropriate.

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

The RTRS Executive Board resolves the following:

“Malik Management and Proforest’s proposals for the “Beyond 2020” – RTRS Strategy are approved (by consensus).”


Due to the lack of time, the Executive Board members decide not to discuss this item.

15. Any other business.

Marina Born suggests discussing the priorities of the RTRS Secretariat for the next 12 months. The Executive Board members agree on the following priorities:

i) Demand in Europe. European Task Force:

Marina Born confirms that European outreach and demand and membership growth in Europe are one of the main priorities for RTRS identified by the Executive Board members. She further stresses the need of holding the European Task Force; a meeting focused on RTRS and Europe.

Lieven Callewaert suggests developing the Terms of Reference for the European Task Force in order to prevent the overlapping of said task force with other national initiatives and the “Collaborative Soy Initiative” Convened by RTRS. Jorn Jasper Schouten supports this approach.
Marcelo Visconti mentions that the “Collaborative Soy Initiative” convened by RTRS is a more inclusive space, and the European Task Force should only address RTRS. Ulises Javier Martinez Ortiz, Stefan Heinke, Oswaldo de Carvalho Junior and Jochem Bouwmeester agree on the need of holding the European Task Force.

Luiz Carlos Iaquinta Filho suggests looking closer to the Task Force Brazil.

Jorn Jasper Schouten takes the floor and opines that the main objective of the RTRS’ European External Consultant should not be to drive the development of the European Task Force or visit companies, but to engage with NGOs in order to create awareness and push the demand. Lieven Callewaert supports Jorn Jasper Schouten’s idea.

Juliana de Lavor Lopes, on her side, opines that it is a good idea to dialogue and engage with NGOs in order to create awareness and to position RTRS as a global soy platform and the RTRS certification as a tool. Marina Born agrees with this approach.

Stefan Heinke supports Juliana de Lavor Lopes approach and remarks that RTRS should engage and influence NGOs as part of the outreach plan in a non-threatening way.

The Executive Board asks the RTRS Secretariat to work on an outreach plan, including the implementation of the European Task Force, in accordance to the current budget, that should be presented for approval during the next Executive Board meeting.

Marcelo Visconti supports to reassess the previously agreed European External Consultant “outreach plan” in accordance to the Executive Board reconfirmed priorities and the previously agreed Budget.

ii) Conversion Factors and GHG calculator:

Even though these topics are already part of the RTRS Secretariat’s agenda and priorities, The Executive Board members ask to have them developed as soon as possible and try to speed the processes up.

iii) Developing the RTRS Story:

Juliana de Lavor Lopes stresses the importance of developing the story of RTRS in order to focus the communication on a big picture and avoid focusing on specific stories or leading cases. She opines that maybe GHG can be the topic that differentiates RTRS producers from other producers. Marina Born and Gisela Regina Introini support this idea. Gisela Regina Introini states that many of the social benefits that RTRS cause, could be used to tell the RTRS Story.

iv) ISEAL’s membership;

v) Corn Module;

vi) “Beyond 2020” – RTRS Strategy; and

vii) “Collaborative Soy Initiative” Convened by RTRS.
Juliana de Lavor Lopes finally remarks that “resellers” is another topic to be discussed, specifically regarding the need of (i) creating a list of resellers authorized by RTRS, and (ii) establishing what resellers can and cannot do.


The meeting is closed on Friday, June 14, 2019 at 16:30 CEST time.

June 14, 2019.

Marina Born  
RTRS President

Marcelo Visconti  
Executive Director of RTRS