Minutes No. 163 of the Executive Board Meeting held on

Tuesday, July 23, 2019, 15:00 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. 160.
2. Approval of the minutes of the 13th General Assembly Meeting No. 161.
3. Approval of the Executive Board meeting minutes No. 162.
5. Latest Estimate Two (LE2).
6. Executive Board meeting to be held in February 2020:
   - Approval of the venue: Sorriso, Brazil.
   - Approval of a Field Trip for stakeholders.
7. RTRS membership application: to either become a member of GRSB (Global Roundtable on Sustainable Beef) and/or to also be represented at the Executive Board of such Association.
9. Communication on stepping up EU action against deforestation and forest degradation: RTRS statement’s first draft.

NGOs engagement plan: preliminary general approach proposal and next steps.


11. RTRS Annual Conference:
    - RT14 & inputs towards RT15.
    - Amsterdam Declaration Meeting: back-to-back event.
    - Call for the host of the RT15.

12. RTRS Standard for Responsible Corn Production Working Group.

13. Discussion about the implementation of the resolution taken by the Executive Board on February 20, 2019, regarding the deforestation and labor conditions assessment in Brazil.

14. Any other business

15. Closing

A. Introduction

The meeting of the Executive Board of the Round Table on Responsible Soy Association (RTRS) starts on Tuesday, July 23, 2019 at 15:00 CEST time.
Participants: RTRS Executive Board members:

- Gisela Regina Introvini, FAPCEN (constituency: Producers): giselaintrovini@hotmail.com
- Juliana de Lavor Lopes, Amaggi (constituency: Producers): juliana.lopes@amaggi.com.br
- Marina Born, Caldenes S.A. (constituency: Producers): marina.engels@responsiblesoy.org
- Luiz Carlos Iaquinta Filho, Barita Agropecuaria S.A. (constituency: Producers): liaquinta@brookfieldbr.com
- Maria Cristina Delicato, Associação Amigos da Terra – CAT Sorriso (constituency: Producers): cristinadelicato@terra.com.br. (Alternate for Anadir Regina Graça Paiva): dudypaiva@hotmail.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
- Jochem Bouwmeester, Coöperatieve Rabobank U.A. (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
- Jorn Jasper Schouten, ACT Commodities (constituency: Industry, Trade and Finance): JSchouten@actcommodities.com

RTRS Secretariat:

- Marcelo Visconti, 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
Special guests invited:

- Cid Sanches, RTRS External Consultant: cidsanches64@gmail.com
- Mabel Fernández, RTRS Financial External Consultant: mabelau.fernandez@gmail.com
- Federico Otero, RTRS Legal External Counsel: federico.otero@trsym.com
- Ana Carolyne Ribeiro Queiroz, FAPCEN (constituency: Producers): anacarolynerq@hotmail.com (Alternate for Gisela Regina Introvini): giselaintrovnin@hotmail.com

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

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:

1. Approval of the Executive Board meeting minutes No. 160.

Minutes No. 160 are reviewed page by page.

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

The RTRS Executive Board resolves the following:

“The Executive Board meeting minutes No. 160 are approved (by consensus).”

2. Approval of the Minutes of the 13th General Assembly Meeting No. 161.

Minutes No. 161 are reviewed page by page.

Ulises Javier Martinez Ortiz takes the floor and refers to the following sentence on page 20: "If more candidates than vacant seats obtain the approval by simple majority (more than 50% of favorable votes), the four candidates with the highest percentage of favorable votes will be elected as Executive Board members." He points out that the word “four” must be replaced with the word “three”.

Marcelo Visconti asks the Executive Board members if they agree to this minor change before approving the minutes. The Executive Board members agree to approve the minutes including this minor change on page 20 requested by Ulises Javier Martinez Ortiz.
In the absence of any objections, Marina Born confirms that the Executive Board approves the resolution.

The RTRS Executive Board resolves the following:

“The Minutes of the 13th General Assembly Meeting No. 161 are approved (by consensus).”

3. Approval of the Executive Board meeting minutes No. 162.

Minutes No. 162 are reviewed page by page.

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

The RTRS Executive Board resolves the following:

“The Executive Board meeting minutes No. 162 are approved (by consensus).”


Marcelo Visconti presents the topic.

Constantin Malik takes the floor and presents the process overview and explains the step by step development towards the “Beyond 2020” RTRS Strategy.

He starts presenting the project “Beyond 2020” RTRS Strategy’s timeline and the role of each of the groups involved in the process: Malik Management and RTRS’ project teams; Operational Malik & RTRS project team, the Sounding Board, the RTRS’ expert project team and the RTRS Executive Board. He further refers to the activities and expected outcomes of (i) Workshop I “Assessment of today’s situation,” (ii) Workshop II “Strategy week: Trends, Drivers, Scenarios,” (iii) Workshop III “Discussion “Beyond 2020” RTRS Strategy paper,” and (iv) the following meetings to be held until the 14th General Assembly.

The Executive Board members also mention the role of Proforest and its inputs, which will feed the “Beyond 2020” RTRS Strategy development process.

Marcelo Visconti confirms that the RTRS Secretariat started working on the Central Performance Controls (CPCs) (material that will be included as an integral part of Malik Management’s strategy approach).
Herrnán Zunino asks about the methodology to be adopted after receiving the inputs that Proforest will provide. Constantin Malik confirms that Proforest will send a report to the RTRS Executive Board for its analysis and processing.

Constantin Malik encourages the RTRS Executive Board to suggest sources of reference and information of any kind to be included as inputs for the “Beyond 2020” RTRS Strategy.

Marina Born stresses the need to be aware of, and commit with, the additional time that the “Beyond 2020” RTRS Strategy will require from the RTRS Executive Board members. The rest of the Executive Board members agree.

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

The RTRS Executive Board resolves the following:

“The updated process overview and step by step development of the “Beyond 2020” RTRS Strategy -presented by Malik Management- are approved (by consensus).”

5. Latest Estimate Two (LE2).

Marcelo Visconti presents the topic and focuses on three main aspects:

- all priorities agreed by the Executive Board are part of the current RTRS’ agenda and ongoing actions;
- the envisaged 3 million tons of RTRS material sales set at LE1 are foreseen as achievable;
- the P&L is showing an increase in total income of €44,000, which means a 45% increase compared to the 2019 budget forecast.

Jochem Bouwmeester refers to the expenses for professional services and asks to break such expenditure item down as from the next report on. Jochem Bouwmeester expresses that he wants to know how much money is being allocated to each of the external professional services providers.

Luiz Carlos Iaquinta Filho supports Jochem Bouwmeester request and opines that this breakdown will make the information clearer for the Executive Board members.

The RTRS Secretariat confirms that the expenses for professional services will be detailed as requested.
In the absence of any objections, Marina Born confirms that the Executive Board approves the resolution.

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

"**Latest Estimate Two (LE2) is approved (by consensus).**"

6. **Executive Board meeting to be held in February 2020:**
   - Approval of the venue: Sorriso, Brazil.
   - Approval of a Field Trip for stakeholders.

Laura Villegas presents the topic and invites Cid Sanches to take the floor. Cid Sanches informs about the location, logistics and proposed itinerary of the proposed field trip for RTRS stakeholders.

The Executive Board members agree both to hold the Executive Board meeting and to have the field trip during the week commencing on February 10, 2020, and provisionally also agree to hold both activities in Sorriso, Brazil.

Ulises Javier Martinez Ortiz proposes to set a deadline for submitting confirmations of attendance to the field trip in order to be able to change the location of the Executive Board physical meeting in case the field trip is not carried out due to the lack of attendees. He further remarks that in case the field trip is canceled it should be considered to hold the Executive Board meeting in a city better connected, for example São Paulo, in order for the Executive Board to prioritize the discussion on the “Beyond 2020” RTRS Strategy.

Jochem Bouwmeester and Luiz Carlos Iaquinta Filho support Ulises Javier Martinez approach.

Marcelo Visconti proposes to give stakeholders a three months period -ending October 31, 2019- to submit their confirmations of attendance to the field trip and -based on the confirmations received- the decision regarding the location of the Executive Board meeting could be reviewed during the Executive Board meeting to be held on November 6 this year.

The Executive Board members agree that the envisaged field trip will be contingent upon the number of stakeholders submitting their confirmations of attendance: a minimum of 10 European and/or Asian companies must confirm their attendance to the field trip in order to make it.
In the absence of any objections, Marina Born confirms that the Executive Board approves the resolution.

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

(i) “To organize a one-week field trip for stakeholders to Sorriso, Brazil, starting on February 10, 2020 (by consensus).”

(ii) “To hold a physical Executive Board meeting during the week commencing on February 10, 2020 (by consensus).”

(iii) “To provisionally select the City of Sorriso, Brazil, as the venue where the Executive Board meeting approved under (ii) above will take place, subject to further confirmation of the Executive Board during the Executive Board meeting to be held on November 6, 2019 (by consensus).”

7. **RTRS membership application: to either become a member of GRSB (Global Roundtable on Sustainable Beef) and/or to also be represented at the Executive Board of such Association.**

Marcelo Visconti introduces the topic referred to the possibility of applying for the Global Roundtable on Sustainable Beef (GRSB) membership and/or to also be represented at the Executive Board of such Association, and explains that this topic was included in the agenda for this Executive Board meeting as per request of Jorn Jasper Schouten.

Jorn Jasper Schouten takes the floor and stresses the importance of working close together with GRSB, since such organization shares a lot of common goals with RTRS.

Marina Born stresses that although she brought the idea of becoming GRSB members to the table, she considers that RTRS should analyze the ways through which both associations can collaborate and work together in a closer way. She further remarks that RTRS should analyze this proposal within the framework of the “Beyond 2020” RTRS Strategy and in the meantime, start working on synergies based on a stepwise approach.

Lieven Callewaert asks about the risks incurred by RTRS by becoming a GRSB member.

Marcelo Visconti confirms that by becoming an GRSB member, RTRS will have to exercise and comply with all the relevant rights and obligations derived from the GRSB’s membership, including the obligation to pursue GRSB’s statutory objectives. Moreover, (i) if RTRS will also be represented at the Executive Board of such Association since the RTRS Executive Board is a collegiate body which decisions -in order to be validly taken- have to derive from the decision-making process provided for in the RTRS’ Statutes, all acts performed by the eventual representative of RTRS in the GRSB’s executive board would
have to be previously approved by the RTRS' Executive Board, complying with the
mentioned decision-making process; and (ii) since -generally speaking- in all jurisdictions the
Executive Board members of civil associations are not personally liable for their activities -
provided that those activities comply with both the statutes of the association and the
applicable local regulations-, in order to avoid possible liabilities, RTRS would have to
monitor that all decisions taken by the GRSB’s executive board comply with GRSB’s statutes,
State of Colorado, United States' applicable regulatory framework, and any other applicable
regulation from any jurisdiction where GRSB carries out activities. All this would imply a
significant operative challenge -in terms of budget and time- for RTRS.

Marcelo Visconti further remarks that there are a lot of matters that RTRS could address,
working together with GRSB, and suggests that the envisaged resolution regarding the
application for the GRSB membership and/or to also be represented at the Executive Board
of such Association should also count with the approval of the RTRS Members at the
General Assembly Meeting.

Jochem Bouwmeester further stresses that the RTRS Executive Board must think if RTRS
should become an GRSB member, analyzing the relevant reasons to do so, and then, based
on the conclusions achieved, start analyzing how to implement that decision. Moreover,
Jochem Bouwmeester states that this decision does not involve legal issues, therefore, the
Executive Board should not end the discussion based on legal arguments.

Luiz Carlos Iaquinta Filho supports Jochem Bouwmeester approach.

Marina Born takes the floor and stresses the importance of receiving all relevant inputs -
including legal inputs- in order to decide the best course of action, and she further remarks
that there are different ways to work close together with GRSB, thus implying that becoming
a member of GRSB is not the only choice RTRS has.

Stefan Heinke agrees with Marina Born’s approach and adds that becoming an GRSB
member will not necessarily provide success to the envisaged collaboration scheme, and
further suggests starting the collaboration without becoming members. He further suggests
starting to analyze how RTRS can become closer to GSRB and achieve common goals.

Judith Konnyn takes the floor and supports the idea of working together with GRSB and
states that -from a business perspective- it is necessary to foster initiatives in order to start
working together with such association. She further suggests analyzing (i) the possibility of
RTRS becoming an observing member of GRSB -provided that such membership category
or any similar membership category is provided for in GRSB Statutes-, and (ii) if such
scenario is possible, how much work would it require, as another aspect to be borne in mind
when deciding on this matter.

Federico Otero takes the floor and informs that the by-laws of GRSB set forth that only
those members who do not fall within the description of one of the five constituencies of
participating members of such association can be admitted as observing members. He further remarks that -as per his understanding and according to the wording of GRSB’ by-laws- it seems that RTRS could belong to one of those constituencies, thus implying that RTRS would not be able to apply for the GRSB membership as an observing member.

Stefan Heinke asks for a proposal which includes more information about GRSB, the possible areas of collaboration and synergies in order to be able to analyze and take a decision in this regard during the next Executive Board meeting taking place on September 10 this year.

Marina Born agrees with Stefan Heinke’s approach and stresses the need to evaluate the strategy and analyze if RTRS should become a GRSB member.

Lieven Callewaert agrees and remarks that commercial opportunities should be included in the analysis in order to decide whether to apply for the GRSB membership or not.

As consensus regarding the approval of the application for the GRSB membership could not be achieved, Marcelo Visconti initiates the voting process at the constituency level. Since the simple majority could not been reached within any of the three constituencies, the resolution is rejected.

The RTRS Executive Board resolves the following:

(i) “The application for the Global Round Table on Sustainable Beef (GRSB) membership is rejected (as a result of the failure to achieve the simple majority for the approval within the three constituencies).”

(ii) “An analysis of the possible areas of collaboration between RTRS and GRSB, as well as the possible actions to be adopted in order to achieve synergies will be included within the materials attached to the agenda for the next Executive Board meeting to be held on September 10, 2019, for further discussion of this matter (by consensus).”


Marcelo Visconti presents the topic and asks each of the Executive Board members to (i) express whether they are interested in participating in the RTRS’ expert project team (the group that will have a more active and operational role in helping to develop the “Beyond 2020” RTRS Strategy) or not, and (ii) select prospective participants of the Sounding Board (which will preferably include non-RTRS Executive Board Members that will provide inputs and recommendations within the framework of the “Beyond 2020” RTRS Strategy).

After a brief exchange of views, the Executive Board members agree that the RTRS’ expert project team could be formed by: (i) Lieven Callewaert and Stefan Heinke as representatives from the Industry, Trade and Finance constituency; (ii) Luiz Carlos Jaquinta Filho and Marina Born as representatives from the Producers constituency; and (iii) Ulises Javier Martinez Ortiz and Hernán Zunino as representatives from the Civil Society Organizations Constituency.
Jorn Jasper Schouten takes the floor and expresses that potentially he would like to be part of the RTRS' expert project team.

With regards to the participants of the Sounding Board, Jochem Bouwmeester suggests inviting Jose Villalon from Nutreco. Stefan Heinke, on his side, suggests inviting a representative from WWF.

Marcelo Visconti opines that taking into consideration that Fundación Vida Silvestre (WWF's official representative in Argentina) is represented in the RTRS Executive Board if a representative from Fundación Vida Silvestre participates in the Sounding Board, WWF would be indirectly represented in the Sounding Board.

Marina Born asks the Secretariat to prepare a list of RTRS Members in order to help the Executive Board with the selection of prospective participants of the Sounding Board.

The rest of the Executive Board members agree with Marina Born's approach.

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.

9. Communication on stepping up EU action against deforestation and forest degradation: RTRS statement's first draft. NGOs engagement plan: preliminary general approach proposal and next steps.

Laura Villegas takes the floor and refers to the first draft of the RTRS statement reacting to the European Commission's Communication on Stepping up EU Action Against Deforestation and Forest Degradation. She further explains that this is the first draft of the position paper that will be used as basis for engagement to support the discussions during the meetings to be held with the European Commission when the final communication from the European Commission is released.

Due to the lack of time, the Executive Board members decide to postpone the discussion regarding NGOs engagement plan until at 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:

“The first draft of the RTRS statement reacting to the European Commission's Communication on Stepping up EU Action Against Deforestation and Forest Degradation is approved (by consensus).”

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. RTRS Annual Conference:
   - RT14 & inputs towards RT15.
   - Amsterdam Declaration Meeting: back-to-back event.
   - Call for the host of the RT15.

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

12. RTRS Standard for Responsible Corn Production Working Group.

Ana Laura Andreani takes the floor and presents the topic. She mentions that after the physical meeting that took place in Zurich—where the Executive Board members asked to speed up the process for the development of the RTRS Standard for Responsible Corn Production—the Secretariat contacted ISEAL to consult if it is possible to shorten the public consultations periods. ISEAL answered that they do not recommend RTRS to do so because such course of action could jeopardize the membership application process. Therefore, considering such recommendation and the request from the Executive Board in order to speed up the process, the best case scenario would be to have the RTRS Standard for Responsible Corn Production and all related technical documents ready to be approved during the Executive Board physical Meeting to be held during the week commencing on February 10, 2019.

Ana Laura Andreani further refers to the Terms of Reference (ToR) for the RTRS Standard for Responsible Corn Production Working Group distributed to the Executive Board within the materials of this meeting, which document must be sent alongside with the communication inviting people to participate in the different Working Group’s meetings that will take place in August and September this year. A meeting of the Working Group will take place in Brazil during the second week of August and another meeting will take place in Argentina during the first half of September.

Luiz Carlos Iaquinta Filho asks if any organization has already shown interest in participating in the Working Group. Ana Laura Andreani explains that formal invitations have not yet been sent because the ToR must be approved before but confirms that the Secretariat has received many informal comments that show people’s interest in the Working Group.

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

The RTRS Executive Board resolves the following:

“The Terms of Reference for the RTRS Standard for Responsible Corn Production Working Group are approved (by consensus).”
13. Discussion about the implementation of the resolution taken by the Executive Board on February 20, 2019, regarding the deforestation and labor conditions assessment in Brazil.

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


Marcelo Visconti takes the floor and refers to the meeting held in Zurich last June 14 and to the list of key priorities the Executive Board members mandated the Secretariat to focus on during the last semester of 2019 and the beginning of 2020, which are:

- ISEAL membership application;
- Corn add-on;
- European Outreach and demand growth;
- Collaborative Soy Initiative;
- “Beyond 2020” RTRS Strategy;
- Soy Footprint Calculator; and
- Umbrella RTRS Story.

He further remarks that the Executive Board also requested to present an update on each of the priorities during each Executive Board meeting.

Additionally, Marcelo Visconti presents an execution plan timeline and performance status on each of the priorities listed and the key reasons to believe that the expected outcomes will be achieved on schedule. He further confirms that he will send this document to all the Executive Board members.

Finally, the Executive Board members agree on the following special resolution:

1. To establish a “working group for European Outreach” (WG EU Outreach).

2. The WG EU Outreach, will consist of:
   a) at least 3 EU Executive Board members;
   b) at least 2 Executive Board members from Latin America;
   c) the Executive Director; and
   d) the EU Outreach Consultant.
3. The WG will be chaired by the ITF Vice-President, responsible for organizing the WG meetings, drafting minutes and facilitating the communication with the Executive Board.

4. The WG EU Outreach, will develop the **strategy** for outreach plan and/or review of existing plans; will have a role as **reporting and advisory board** and will be responsible for **conflict handling**.

5. The following **tasks** are assigned to the WG:

   a) develop/review the EU Strategy & Outreach plan to be/as approved by the Executive Board;

   b) for the day-to-day management, the EU Outreach Consultant reports to the Executive Director, but he/she will keep the WG Chair regularly informed;

   c) the WG will organize a monthly call meeting (1 hour) where both the EU Outreach Consultant and the Executive Director will report on the progress of activities according to the EU priority plan as agreed by the Executive Board;

   d) the WG will advise the new EU Outreach Consultant about on-going matters in the market and the WG will support the EU Outreach Consultant in the execution of his/her tasks; and

   e) in case of management and/or alignment conflicts, the WG will act as an arbiter and will be responsible for implementing corrective actions. If eventual conflicts cannot be solved as such, the WG Chair will inform the Executive Board, in order to decide on further actions.

15. **Closing.**

The meeting is closed on Tuesday, July 23, 2019 at 17:20 CEST time.


Marina Born  
RTRS President

Marcelo Visconti  
Executive Director of RTRS