

TERMS OF REFERENCE

Develop membership model recommendations for Jurisdictional Entity (JE)

1. BACKGROUND

The Roundtable on Sustainable Palm Oil (RSPO) is an international association established in Zurich in accordance with Article 60 of the Swiss Civil Code. RSPO is a multi-stakeholder non-profit organisation that works to advance the production and use of sustainable oil palm products.

RSPO members represent the seven key sectors of the industry:

1. Oil palm growers,
2. Palm oil processors and traders,
3. Consumer goods manufacturers,
4. Retailers,
5. Banks and investors,
6. Environmental or nature conservation NGOs and
7. Social or development NGOs.

Our vision is to transform markets to make sustainable palm oil the norm. We develop and implement global standards for sustainable palm oil through open dialogue and cooperation with every stakeholder in the supply chain.

In 2016, RSPO began the journey to scale up its impact and approach onto a Jurisdictional level and in September 2021 launched its RSPO Jurisdictional Approach (JA) Piloting Framework to certification. JA is a framework for Group Certification which allocates legal requirements and authority to a Jurisdictional Entity (JE), with a multi-stakeholder governing body, which will establish an Internal Control System to facilitate full compliance with the RSPO Standards.

JE is to be a legally established entity as defined by laws in the country of registration and authorised by the government to apply RSPO Standards to palm oil producers and processors in the Jurisdiction, either through membership within the JE or legal agreement. The JE shall be governed by a supervisory board consisting of members representing the private sectors of the palm oil industry (oil palm growers, processors and traders, consumer goods manufacturers and/or retailers), civil societies and government agencies. Refer to chapter 2.2 “Roles of Multi-stakeholder Board and the Jurisdictional Entity” of the [RSPO Jurisdictional Approach Piloting Framework](#) for more details.

The Jurisdictional Approach requires JE to be a RSPO Member where the JE will consist of government and private entities from different sectors of the palm oil supply chain which differs from the existing membership structure, where RSPO membership categories/sectors

are determined by a member's dominant nature of business.

The existing RSPO Membership model is composed of four membership categories: i) Ordinary; ii) Affiliate; iii) Supply Chain Associates; and iv) Honorary, with specific purpose, target audience, rules, and mandates. Within the Ordinary category, it is detailed into the seven key sectors (as above) with different purposes, target audience, rules, and mandates.

The different nature of a multi-stakeholder JE therefore requires structural changes in RSPO Membership to enable its inclusion as an RSPO Member, capturing its purpose, target audience, rules, and mandates.

2. OBJECTIVES

RSPO, through this Terms of Reference, seeks consultancy advice on the optimum options for a membership model most fitting of RSPO Membership for JE, taking into consideration the existing RSPO Membership model and all associated rules and governance requirement stipulated within the RSPO Statutes, Membership Rules, and Code of Conduct.

3. SCOPE

The Consultant is expected to cover the following tasks:

3.1. Recommendation Report comprised of:

- a. Advice on whether the existing RSPO Membership model works for JE – whether JE can be included in any existing categories and/or sector.
- b. Recommendations on other membership model options that will offer the greatest benefits to RSPO and JE, taking into consideration the target audience is niche (potentially one to two members per year) and with minimal participation into RSPO governance. Options provided should come with a list of pros and cons.
- c. Detailed recommendations on the model, membership programme, dues, structure, etc., based on existing RSPO key documents – Statutes, Membership Rules and Code of Conduct.

3.2. Feasibility Report comprised of:

- a. Assessment of impacts of recommended model on existing membership categories and structure.
- b. Assessment of impacts of recommended model on existing processes especially in relation to certification.
- c. Recommendations on accountability matters in relation to RSPO membership:
 - i) between RSPO and JE
 - ii) JE to its individual members and vice versa

4. DELIVERABLES

The deliverables expected are:

- a. A detailed report on recommendations for membership model(s) to fit the purpose of JE, including the membership tier, dues and relevant structures.
- b. A feasibility report on recommended JE membership options with pros and cons and potential impacts on existing structure.

5. TIMEFRAME

The expected timeline is as below:

Deliverables	Timeline
Deliverable (a) Recommendation report – JE membership options	15 August 2023
Deliverable (b) Feasibility report	1 September 2023

6. TENDER SUBMISSION GUIDELINES

a. Proposal Guidelines

RSPO invites proposals for this ToR. The proposal should include, at least:

- Relevant background of the company or individual
- Description of relevant experience and expertise (e.g. membership structure model or corporate governance structure)
- CVs of the proposed team
- Financial proposal, distinguishing breakdown of expertise/ consulting fees (preferably by man-days) and expected reimbursable costs (not to be included in actual contractual cost), within two (2) pages. The fee quoted should be inclusive of all taxes and delivery costs, and shall remain valid for sixty (60) days.

b. Contact information and submission email addresses

- Proposals should be submitted as PDF documents, strictly via email to the RSPO Standard Design and Innovation unit at daniel.liew@rspo.org and CC: tender@rspo.org by **20 July 2023**.
- Any enquiries in connection with this ToR shall be submitted to the RSPO Standard Design and Innovation unit at daniel.liew@rspo.org, and CC: tender@rspo.org.