Minutes for RSPO BOARD OF GOVERNORS Meeting 02-23

Date: Tuesday 20 Jun 2023 Start Time: 2.00 pm – 6.50 pm Venue: Park Royal Langkawi Resort Location: Langkawi Island, Malaysia

BOG MEMBERS AND ALTERNATES IN ATTENDANCE

SUBSTANTIVE MEMBERS

In-Person

Tim Stephenson (TS), AAK - Interim Chair

Anne Rosenbarger (AR), WRI

Daphne Hameeteman (DH), WILMAR

Marcus Colchester (MC), FPP Lee Kuan-Chun (LKC), P&G

Martin Huxtable (MH), UNILEVER

Anita Neville (AN), GOLDEN AGRI RESOURCES

Jose Roberto Montenegro (JM), AGRO CARIBE

Paul Wolvekamp (PW), BOTHENDS

Kamal Seth (KS), WWF SINGAPORE

Lee Jwee Tat (JT) STANDARD CHARTERED BANK

In Person (Virtual)

Dato' Carl Bek-Nielsen (CBN), MPOA

ADVISORS

Prof. Bungaran Saragih (BS) Mr Mavath R Chandran (MR)

SECRETARIAT

Joseph D'Cruz (JD), CEO Zeeneeshri Ramadass (Zee), APAC Comms Manager

Irene Low, EA to CEO

ALTERNATE MEMBERS

In-Person

Mario Abreu (MA), FERRERO

Eleanor Spencer (ES), ZSL

Dr Fadhil Hassan (FH), PT. INTI INDOSAWIT SUBUR

Sander Van den Ende (SVE), SIPEF

Quentin Meunier (QM), OLAM

Dr Surina Ismail (SI), MPOA

Olivier Tichit (OT), MUSIMMAS

Steni Bernadinus. (SB) KALEKA

Laila Wilfred (LW) CARGILL

Nursanna Marpaung (NM), HUKATAN

Imogen Jamie (IJ), STANDARD CHARTERED BANK

ABSENT WITH APOLOGIES

John Clendon (JC), UNIVANICH

H. Narno Sayoto Irontiko (NS), ASOSIASI SWADAYA

AMANA

Rukaiyah Rafik (RR), GAPOKTAN TANJUNG SEHATI

Julian Walker-Palin (JWP), **RPOG** Harjinder Kler (HK), **HUTAN**

LANGUAGE INTERPRETERS

Inggar Ulhasanah Ray Pahlevi

	Tim Stephenson (TS) initiated the meeting as the Interim Chair and the meeting was convened.	
	Introductions and Opening Remarks RSPO Antitrust Caution, Quorum, and Conflict of Interest The meeting being quorate, the Interim Chair opened the meeting. Tim Stephenson (TS) welcomed the Board of Governors to the Meeting. The Board was reminded of the need to follow antitrust requirements and the circulated agenda for the meeting was approved.	
	The Agenda BoG 02-23 Meeting was approved.	
	Document on Code of Conduct TS reminded members of the Board to sign the duly approved Code of Conduct and return the document to the Secretariat for record purposes.	
2.0	Election of BoG Office Bearers	
	On the election of Co-Chair, TS has reiterated that only Substantive members are to vote. In the absence of the Substantive Members, their alternates may act as the representative to vote on behalf or they can submit their vote to JD via WhatsApp.	
	There will be 2 rounds of voting. The winner of Round 1 will drop out and we will follow with the 2 nd round of voting to determine the 2 nd Co-Chair of RSPO BoG. Assisting with the counting is BoG Advisor MR Chandran (MR) and CEO JD.	
	Marcus Colchester requested to put on record the following statement: "The Forest People's Program remains of the view that it is damaging for RSPO's credibility and good governance to have senior office holders representing member organisations which have senior executives convicted and jailed for corruption. This concern is fully in line with the RSPO standards upholding legality and ethical behavior. And it is also aligned to the UN Global Compact. Introducing compromised organisations into senior positions may create further conflicts of interest, which we must seek to avoid. This is not directed to any individual persons, but is about membership organisations, institutional performance and suitability." MC hopes to seek Board members' agreement with his stance on this.	
	TS noted that this would be reviewed as part of the Governance Review in the Agenda later.	
	BoG members who are nominated and standing for election - Anne Rosenbarger (AR), Anita Neville (AN) and Jose R. Montenegro (JM), were invited to give an introduction brief of themselves prior to moving forward to the election.	
	The Election was held after TS, the Interim Chair gave a general understanding of the process and procedures.	

At the completion of the election, TS welcomed the Co-Chairs - Anne Rosenbarger and Jose R Montenegro and expressed his thanks to Anita Neville for contesting.

AR was welcome to chair the meeting thereon:

MC and AR along with others from the Board extended their gratitude and appreciation to TS for holding the fort during this period and putting in place the Governance review of the Board.

Co Chair AR further reiterated that TS is retaining his position as the Vice Chair and Treasurer.

AR and JR further expressed their thanks and appreciation to the Board for their support and confidence in them.

3.0 **BoG 01-23 Meeting – 21 Feb 2023:**

Approval of Minutes of the previous meeting:

Besides the error in previous BOG member, Agus Purnomo's surname, the minutes were approved, proposed by MC seconded by JM

4.0 Actions Arising from previous meetings

Governance Review

This is approved in principle. Board are invited to share their feedback, if any, or seek clarification in the next two weeks. A Task Force is to be formed to work on the review over the next six months.

It is recommended that the Task Force should consist of a broad spectrum of representation from all sectors that make up the RSPO.

5.0 **CEO's Overview Update**

JD delivered a succinct update on the RSPO's operations

- 90% plus delivery on the budget
 - Focus right now on showing efficiency and effectiveness. Show we can be more cost efficient and streamlined in how we deliver
- Recent staff survey shows significant improvement in staff engagement, staff
 morale, confidence in leadership and other key factors. We have brought
 ourselves up to levels of staff engagement comparable to most companies in
 Malaysia and Indonesia according to the HR consultants.
 - While our staff are happy working in the organisation, many are still very open to finding other jobs. There is a challenge in the sustainability sector particularly in Malaysia and Singapore where there is tremendous demand for staff but with limited supply.

- Engagement with members have improved
 - From our RT (Annual Roundtable) and our recent regional engagements, we have been receiving positive feedback from our members about the focus, the clarity, and the substantiveness of the engagements that we're able to put together
- Improvements in reduced timelines and backlog Review and clearance of Land Use Change Analysis (LUCA), Remediation and Compensation Procedure (RaCP), Complaints. These issues will not be resolved overnight but the backlog is being addressed and with proposed investments in digitisation and with a stronger system in place, further improvement is imminent.

Principles and Criteria (P&C) Review

A brief outlook on the progress of the P&C Review was outlined by JD, with the final task force meeting happening in August 2023 to lock in the final draft of the P&C 2023

The substance of the process is now with the Task Force. The final document will be presented to the Board once the agreed process of review and consultation is completed.

There is a risk that this review of the P&C is not reflecting sufficient ambition on where we want to establish our standards based on what the external world is asking for – particularly on climate change and reinforcing commitment around issues like forced labour and decent living wages.

JD hopes to seek the guidance of the Board when the final draft is extended for their review. Perhaps the Board can take a step back to evaluate whether this is the standard that we believe puts us at the forefront of where the world is right now on these issues.

Assurance

It has been identified that there are deficiencies in the process. Some of these have been documented in the Agropalma case. As RSPO, we need to be forward thinking beyond continuing to fix problems with our existing systems of assurance, certification, and standards and to consider systems that are fit for purpose dealing with very complex issues on the ground.

We need to explore going beyond our existing set of tools instead of continuing patching our tools, fixing them and improving them only when deficiencies arise.

Digitalisation

The digitisation process is very critical for our immediate needs – to make sure that our systems are able to support our members in demonstrating compliance with EUDR and other regulatory requirements as well as providing the information and analytical capacity required to effectively support our members.

We've had intense engagement internally and with a range of vendors to assess the balance between what we need versus what our vendors and others believe is technically possible. We are just now in the process of going out to market with the formal Request for Proposals (RFP).

Beyond the process of digitising our certification, trade and traceability system, we need to start mapping out how to make the rest of RSPO operations much more digitally powered. We are well behind the curve and investing in this will give us the capacity to grow in a way we cannot do with the current systems. The only way to grow without adding on to headcount is to digitalise some of our current systems.

We would like to come back to the board for a formal review because this is one of the most fundamental investments we need to make in the course of the next few years.

Directors: Resignation

JD informed the BoG of the resignation of two Directors:

Irene Fishbach - returning to Switzerland for family reasons, and has accepted a new role there

Tiur Rumondang – Is continuing to recover from her recent health issues, and chose to accept the severance package offered to all staff as required by Indonesian law when RSPO RRO Indonesia was transitioned to a PT company.

BoG Comments:

Digitalisation:

- This digitization activity is expected to absorb significant resources over the course of months and into years. The subcommittee should be able to provide some prioritisation in the near future based on the progress that has been presented
- Digitalisation is moving fast, and we need to be on the train all the time to remain relevant. It has to eventually move from being a project to being embedded in the organisation.
- Be realistic in the timeline and the delivery expectations. 18 months is a very challenging timeline to deliver the Certification, Trading and Traceability System (CTTS).
- Good to have people within our organisation with the necessary skills to deliver this.
- The scope of digitisation has to be clear.
- To formalize this Digital Transformation initiative and processes on a Decision Paper for BoG approval

Human Resources:

- Kamal Seth (KS) conveyed the NGO caucus recommendation that we consider recruiting a Chief Operating Officer (COO) to help cover some of the CEO's responsibilities. JD would like to be certain that things are better than when he assumed the role before considering a COO and is convinced that the Secretariat is well on its way to being there
- The Board has a responsibility for overall remuneration policy and endorsing senior team appointments, but monitoring staff morale is not part of their responsibility. There was a concern about staff morale some years ago and the Board requested a report on the issue however the Board should not continue to engage in operational issues unless there is a clear breakdown in Secretariat leadership.

•

Board Pack and Updates:

- Request for a brief update every 2 months from the Secretariat to keep the BoG updated on key issues and progress.
- The data provided in the board pack does not provide a clearer breakdown indicating the numbers of growers which have come on board – who makes up the numbers for the 33 new growers? Smallholders, mid growers or large growers?
- We need to show growth numbers, not just annual numbers. The data provided in the Impact Report is not correct.
- The uptake number in the data shown on Page 29 in the Boardbook is wrong.
 When compared to data on Page 19, it should read 93% and not 83%

P&C:

- Carl Bek-Nielsen (CBN) stressed that the Terms of Reference (TOR) of the
 Review process should be noted carefully, especially under Annexe 3 where it
 is stated that the P&C should emphasise the implementation and auditability
 of the standards. The P&C Review Taskforce members/representatives are not
 aware of this and suggest for this to be clear in setting the direction of the
 review so that discussions are more focused
- Lee Jwee Tat (JT) expressed concern that the P&C that is coming out of the
 review is not fit for purpose. BoG is urged to reject it as it may not be
 auditable. P&C is written for the Certification Bodies (CBs) to take to the field
 to audit but they are not present at the Task Force (TF) meetings for input and
 feedback.

- CBN added that having the P&C tightened may result in some real
 consequences including effectively amputating 75% of all the grower base
 from ever being RSPO compliant based on our "gold" standards. This would
 undermine the impactfulness and inclusivity of the RSPO, though it is good to
 remain ambitious. Let's not get lost in details but focus on risk-based auditing
- Martin Huxtable (MH) Look at what enabling environment we need to put in place to make it an implementable P&C, instead of looking at it in isolation.
- Steni Bernadinus (SB)- Look at stories from the ground and use them as a bottom up approach to identify loopholes and analyse how the implementation of the P&C in terms of social issues will be feasible
- CBN We must not let the ambitions override the objective of the RSPO
 wellbeing and ability to remain relevant
 The Secretariat needs to provide the leadership so that the P&C does not go
 off tangent and stay connected on the ground

EUDR:

- SB We need to look into the potential collaborations with stakeholders and RSPO to face the challenges from the EUDR policy
- SI Urge RSPO to work and strategise with MSPO and ISPO as they are in direct contact with the EU delegation

JD Response:

EUDR:

- Secretariat is in engagement with the EU teams and government counterparts in Brussels, Kuala Lumpur and Jakarta
- Latest meeting was on June 19 in Jakarta with a high level EU delegation
 (International Trade Committee of the European Parliament INTA) where
 RSPO urged the EU delegation to not reinvent the wheel but to look at what is
 already in the system and use them as tools. The gap of understanding is very
 wide and we have expressed our (Secretariat and RSPO members) interest in
 bridging this by providing practical guidelines on how the regulation can be
 implementable
- EU INTA Delegation is very keen on a solution as they are set to sign Free Trade Agreement with Indonesia, and they have been told that the RSPO is able to assist with a solution

Digitalisation:

- Digitisation involves a significant investment but this will power our change in the next few years as we cannot continue to increase headcount which is financially not sustainable
- The Secretariat has hired a Chief Strategy and Digital Transformation Officer to lead the process

Human Resource:

To take a step back from these operational considerations, to understand
where we believe the RSPO system needs to go in the next few years, and to
translate that into a strategic picture with a view of the different elements
that need to change over time, connecting the dots on dealing with
membership, standards, certification, assurance and more

6 Coffee Break

7 Secretariat & Committee Updates

7.11 - Finance Update

7.1.2 - Proposed budget for FY2024 - Approved

Decision Papers: Approved

- 7.1.3 Investment Policy Statement (IPS)
- 7.1.4 Endorse the appointment of Investment Manager, Perennium
- 7.1.5 Approval for opening of bank account with custodian bank, Banque Pictet

FINANCE

BoG Comments:

Smallholder Fund:

- MC would like to confirm that the allocated smallholders' special funds are still available and given priority when needed.
- Martin Huxtable (MH) questioned the trickle down in the smallholder fund approval as there were 51 projects submitted, and only 17 are going through the budget.
- JD responded that there were some quality issues in terms of the proposals
 that came in. Also that he is more comfortable having that first cohort of 17
 and the 1 million dollars go out as these kinds of portfolios of projects take a
 lot of handholding, not just in terms of the actual work and the impact on the
 ground, but from the financial management point of view, the reporting point
 of view
- (Lee Kuan-Chun) LKC feels the Secretariat has limited staff resources to manage disbursement of the budget. LKC appeals for sufficient capacity to be allocated are able to match what is required by the new RSPO Smallholder Support Fund (RSSF) livelihood fund supporting the smallholder program

Income Growth:

- Daphne Hameeteman (DH) is concerned about the income growth in the future since we are currently at a CSPO uptake of 93% in Europe and the demand for Mass Balance may decrease in the coming years as a result of EUDR.
- AN shares the sentiment of DH on income growth and is concerned on driving growth in membership and the added value to members
- CBN noted a good increase of RSPO certified volume sold versus the total volume produced as RSPO certified palm, rising to 73% from 63% and feels that there is room to rise to 80%
- Olivier Tichit (OT) RSPO is facing issues of significant certified volume that are not sold among few Growers and what are their concerns or are there limitations of the RSPO system. For reference on Premium, stakeholders are welcome to refer to the Proxy available on the RSPO website.
- DH: There is a 1.2 million CSPO credit not sold and request the Secretariat to follow up as an action item
- KS: Request that CSPO be mapped across sectors and division of industries and hope to receive some feedback from MDSC. There have been some frustrations in Standing Committees (SC) and long term strategy to optimise the utility of these SC is a consideration.

7.2 STANDARDS SC

P&C Review

BoG Comments

- AR recognises that the board could interject on issues in the mechanism of the P&C if the content of the draft submitted to the board does not reflect the direction or strategy laid out by the Board. AR proposed that together with some board members and the SG should circle back to JD for some brainstorming.
- OT reaffirms that the SG and the task force are working on the P&C but not on to the Auditing system. There is room for improving the certification system to be auditable and implementable.
- DH: P&C can be simpler but more importantly not stricter. Better explain what
 is in the P&C and get it implementable. Reference to JT's plea on the current
 P&C mechanism how can we now bring this message across to the Task
 Force meetings
- JD will discuss with the Task Force team and ensure that the message is conveyed at the next TF meeting

- KS proposed RSPO to be engaged with organisations like Greenpeace and Rainforest Action Network (RAN) to keep them in the loop in support of sustainable palm oil.
- Dr. Surina Ismail (SI) explained that there was almost always not enough quorum in the No Deforestation SG to make decisions due to issues with membership from the HCSA side.
- JT: We need to focus on the certification system, CB training and the assurance review process
- The CBs are appointed by Growers and is that working favourably? Can the system be enhanced or delinked in a way that makes sense for the growers to be certified for the right reason
- With 160 indicators and more, the CBs ultimately will resort to pick and choose, rely on documentation etc.
- The whole review is making this task very complicated and not as laid out by the Board that it has to be simple, auditable and implementable.
- We need to focus on improving the credibility of RSPO
- CBN reiterated that improving auditability and simplification is critical for the P&C, otherwise, it is going to derail the ability for growers to come on board and thereby increase the supply
- DH noted that the P&C task force is not listening or consulting with the decent living wage task force (DLWTF) and proposed that they should have a conversation between them.
- Paul Wolvercamp (PW) noted that CNV International will join the taskforce bringing along expertise.
- In the SG, it was agreed that the important pilot on the social auditing guidance will be shared with the TF. It is a practical approach to how we address issues.
- Issues have been about definition and addressing living wage and progressive payments. Depending on different parts of the world, auditing changes and it is very complex. SI shared on the difficulties encountered with Living Wage
- AR recommending that JD regroup with the Co-chairs and the SG members to follow up on the pertinent points raised.

7.3 MARKET DEVELOPMENT SC

AN (formerly Co-chair of MDSC before moving on to Assurance SC as Co-chair) gave a brief and illuminating report update on the progressive nature and the improvement that has been made

- Acknowledged the work of Irene Fischbach (SE&C director) and the
 contribution by David, the consultant in the Branding vision and processes.
 Engagements on the EU decision making processes led by RSPO Deputy
 Director of Market Transformation (EMEA), Ruben Brunsveld, is also
 commendable. The advocacy information sharing group has been established
 to keep everyone informed on the activities and timelines related to the EUDR
- Need to be mindful that there are regulatory pressures coming in from producing country markets, and there are relationships that we need to understand to welcome the investment and effort in those areas.
- Recognised that JD since taking the role as CEO has been advocating for RSPO in public engagements and generated a significant increase in media coverage
- SI: work on changing the narrative of palm oil in the face of all this negative perceptions on it, as well as communicate our achievement.

7.4 SMALLHOLDERS SC

LKC shared the action plan that is being worked on with Smallholders Co-chair Marieke along with RSPO Technical Director, Francisco Naranjo on understanding the RSPO Credit system better

- The impact that the EUDR has on the smallholders and the value of the credits to the buyers will also be explored
- The gap analysis between RSS and EUDR needs to be understood
- DH: Please look at Article 9 (as an importer we will look at this) of the Regulation to make comparisons between smallholders and EUDR
- MC: How many RSPO certified smallholders are really selling to the Europe to know if this is realistic discussion if this is a challenge
- JD: The statistics of RSPO certified smallholders selling into Europe is 112,000.
 To note that this figure is through manual calculation and that the data is for independent smallholders while scheme smallholders comes with the companies on which this data is not available to RSPO. The rigour of the data is not strong, as this is done manually.

 JD: On the independent smallholders standards review, the technical committee has not raised any major issues with the TF. Until there's some clarity around some of the provisions of the EUDR, it's actually very difficult to understand whether our standard is actually compliant or not. A lot of issues with the P&C is going to have to be tackled in the certification system that we develop after the P&C Review and in the details of how we handle traceability

7.5 ASSURANCE

KS shared as follows:

- The members of the Biodiversity and High Conservation Value Working Group (BHCVWG) are appealing to the Board to consider outsourcing the administration /operation of the working group to an external agency so that they can concentrate on strategic initiatives. The compensation Panels are equally overwhelmed and seeking a solution to their predicament.
- RSPO should be more independent of the Accreditation Body -Assurance Services International (ASI). The Standards Quality subgroup of the Assurance SC should look at the cases involving the Accreditation Body closer before it comes for an Assurance Standing Committee (ASC) debate and discussion
- The RSPO should look into diversifying service providers as ASI is not the only accreditation body out there
- ASI should be held accountable in the case of Agropalma where there has been a sharp rise from a "0 to 5" Non-Compliances to more than 30 in 12 months. A subgroup has been formed and assigned to look into ASI's role critically and the findings are to be brought to ASC and the Board. A ToR on a study on "How other ways to audit can be explored" is underway. The Secretariat needs to give the ASC a revised ToR in the August meeting. By the time we have the certification system review process, you already have this intelligence for that consideration.

JD Response:

The looseness in the way in which our standards are framed leaves a lot of latitude for interpretation by auditors. There were a few instances where even across the CB, ASI and our team, there were variations in terms of the interpretation of those particular provisions. This is because of the way our system is structured where the primary responsibility and authority is with the CB to decide whether there's a non-compliance or not that can lead to a suspension.

ASI does not have the authority to lift that suspension and neither RSPO is able to overrule ASI or the CB on that. The system was deliberately set up to be third-party and independent of the RSPO Secretariat. It is explicitly not the responsibility of the Secretariat to either certify or suspend a unit of certification in that structure. The CBs have the primary authority to do so.

There is a wide variability and interpretation around these rules in the Agropalma case. So, it is in that respect that the system has its challenges.

- MC: We were told in that ASC meeting that the ASI knew about this problem in 2015, and they didn't take action until 2023. So that's the fundamental problem we have in this case, and we need to learn from it
- OT: Question is: Are we or are we not supporting change? Deforestation is
 easier audited compared to social. How do we make it so that we have
 credibility and support progress? And avoid being in that discussion of guilty
 until proven innocent.

SHARED RESPONSIBILITY

KC updated on the below:

7.6

- The scorecard was published. All constituencies are encouraged to log into MyRSPO to upload evidence for shared responsibility, 29 requirements. The update will assist them in their true score. Deadline is the first of July
- A guidance has been created on how to report on SR requirements. Feedbacks are welcome from all constituencies. Rolling out of the new SR review phase will begin from this RT 2023 to next year RT 2024. Members are encouraged and welcomed to join the group
- RSPO Shared Responsibility Working Group (SRWG) current reporting line is with the Standard Standing Committee (SSC) and from a governance point members opined that the reporting line now needs to be changed to Market Development Standing Committee (MDSC) to balance demand and supply which the MDSC looks at instead of the SSC.

7.7 GRIEVANCE / COMPLAINTS/ CP

- SI shared her concerns that the response time from CP is very slow in addressing and resolving cases where it takes more than 200 working days to close a complaint. There needs to be a better way to address this matter.
 Growers feel they have put in a lot of effort but the feedback comes back late, more than a week from the Complainants and this delay in response times lengthens the entire process.
- MC raised a question on when they were going to get the Complaints and Grievance review. It was believed to be last drafted in March/April.
- JD: Initial CAP (Complaints and Appeals Procedures) Review draft has gone to the SG (Steering Group) and will come back with two parts - an analysis and recommendation, in a month's time. AN hopes to understand the spread of time to arrive at 257 average days for closure of a complaint and also the reason for an increase in cases during the pandemic period.
- JD responds that there isn't an explanation for the increase of cases during the pandemic but noted that there was an individual who lodged several complaints at the same time recently, resulting in a rise in outstanding cases.

8 REMUNERATION COMMITTEE

TS gave a brief understanding on the ToR and the document was duly endorsed.

It is noted that Jose Montenegro is replacing Dato Carl Bek-Nielsen in RemCom and Lee Kuan Chun has joined as the new addition to the Committee.

9 ANY OTHER BUSINESS

Gentle reminder that tomorrow's Retreat is not to address operation matters but to rethink our approach and strategy thinking moving forward.

DH expressed confusion on the reason RSPO is carrying out a research on deforestation as stated in the BoardBook. She requests for an update on this issue and the jurisdictional approach.

JD respond to concerns raised:

No deforestation: Research is being carried out because there are differences in how deforestation is defined in several different areas. The EUDR uses the Food and Agriculture Organization of the United Nations (FAO) definition of deforestation which is not the same as ours. From a due diligence point of view, we want to make sure we are very clear as RSPO in terms of what we mean by deforestation.

Jurisdictional Approach: The team are working on this and are pulling together a meeting with the key proponents in the different jurisdictions scheduled in Aug 29-30

AR extended her appreciation to all the board members for their attendance and participation and again thanked them for their support and confidence in her and JM.

Meeting adjourned at 18.45 pm