

Minutes for BOARD OF GOVERNORS Meeting 01-17

Date: 23rd Jan 2017

Start Time: 8.00pm-9.20pm MYT

Venue: Concall

Attendance

BoG Members and Alternates

UNILEVER – Biswaranjan Sen (BW) – Co-Chair

MPOA Carl Bek Nielsen (CBN) – Co Chair

WWF – Stephen Watson (SW)

AAK – Tim Stephenson (TS)

AGROCARIBE – José Roberto Montenegro (JM)

BOTHENDS - Paul Wolvekamp (PW)

FAUNA & FLORA INTERNATIONAL – Cahyo Nugroho (CN)

MARKS & SPENCER – Fiona Wheatley (FW)

MONDELEZ – Karimah Hudda (KH)

RABOBANK – Geraldine Lim (GL)

RPOG – Belinda Howell (BH)

SIPEF – Olivier Tichit (OT)

OLAM – Audrey Lee (AL)

OXFAM – Johan Verburg (JV)

WRI – Anne Rosenbarger (AR)

ZSL – Leonie Lawrence (LL)

Advisors

MR Chandran (MRC)

With Apologies

AHOLD – Hugo Byrnes (HB)

AAK – Martin Craven (MC)

FELDA GLOBAL VENTURES HOLDINGS

BHD – Tn. Hj Ab Ghani Mohd Ali (AG)

FELDA GLOBAL VENTURES HOLDINGS

BHD – Denys Munang (DM)

GOODHOPE – Edi Suhardi (ES)

HSBC – Ian Hay (IH)

HSBC – John Laidlow (JL)

MONDELEZ – Jonathan Horrell (JH)

MPOA – Dr. Ruslan Abdullah (RA)

IOI – Ben Vreeburg (BV)

IOI – Dr. Surina Ismail (SI)

OXFAM – Taufiqul Mujib (TM)

RABOBANK – José den Toom (JT)

UNILEVER – Cherie Tan (CT)

UNIVANICH – John Clendon (JC)

VERITE ASIA – Daryll Delgado (DD)

Yohanes Ryan (YR)

Prof. Bungaran Saragih (BS)

Secretariat Staff

Datuk Darrel Webber (DW)

Patrick Chia (PC)

Salahudin Yaacob (SY)

Stefano Savi (SS)

Tiur Rumondang (TR)

Oi Soo Chin (OSC)

Cheri Woo (CW)

Item	Description	Focal Point
1.0	<p>Introduction</p> <p>1.1 RSPO Antitrust Laws. There will be no discussion on any commercial aspect of the trade in palm oil on premiums, volumes, individual suppliers, individual customers, etc.</p> <p>1.2 RSPO BoG consensus based decision making. The BoG was reminded that they try to reach/make decision by consensus which is the absence of sustained opposition.</p>	
2.0	<p>Introduction of COO</p> <p>2.1 Encik Bakthiar Talhah, the new COO was introduced to the board.</p>	
3.0	<p>Confirmation on RT15 Date and Venue</p> <p>3.1 The board have decided that RT15 would take place in week 27th November 2017 in Nusa Dua, Bali.</p> <p>3.2 Reduction in the number of days during the RT Event</p> <p>CBN requested RT15/GA14 be concentrated into 1 day fewer i.e. 2-3days, reason being some members would like to actively participate but do not have the time to stay for 4-5 days.</p> <p>The Secretariat is tasked to bring forth a proposal in terms of restructuring the RT event in such a way to shorten the number of days inclusive of reducing the Board Meeting dates during RT. The said proposal would then be discussed in the concall meetings.</p> <p>TS provided an explanation to justify the number of days required as most members and participants have travelled from afar to attend this event and would require longer meetings or more days to address matters which are not that straightforward. In addition to that PW also highlighted that the 5 days are crucial for constituents as they are packed with meetings during the RT week and a lot of business is being conducted during the RT week. So, to reduce 1 day, there would also be consequences of loss of business transactions. CBN referred primarily to the BoG meetings and that the Secretariat were tasked to keep the requirements of the BoG to a bare minimum as it was not possible for many of those present to be away from their professional responsibilities for more than 2-3 days as a maximum. The Secretariat would revert with a proposal.</p>	
4.0	<p>Endorsement of ToR for P&C review</p> <p>4.1 BW proposes that the DW chairs the P&C Revision process.</p> <p>4.2 SY will email the names of the standing committee members to the BoG.</p>	

<p>4.3</p> <p>4.4</p> <p>4.5</p> <p>4.6</p> <p>4.7</p> <p>4.8</p> <p>4.9</p>	<p>JH proposed to have ISEAL review the ToR and also seek ISEAL to recommend a consultant to facilitate the process. This is seconded by AL.</p> <p>OT emphasized the importance to include the Certification Bodies (as resource person) in the standard revision process.</p> <p>DW informed the BoG that we will include not only the Certification Bodies but also academicians' in the Task Force meetings as resource persons to provide input on what measurements we can include as indicators.</p> <p>AR suggest to include activities timeline specifically when consulting the working group.</p> <p>Belinda highlighted that we need a proper balance from membership sectors and proposed the following:</p> <ul style="list-style-type: none"> i) 8 (Palm Oil Producers) ii) 8 (Supply Chain, Processors & Traders, Retailers, Finance & CGMs) iii) 8 (NGOs) <p>BW recognises several issues that need to be addressed which are the constituents' ratio of the TF, governance and the decision making process. He further proposed to convene a separate discussion to address these matters.</p> <p>CBN recommends that we abide by the existing decision making process.</p> <p>Decision: The Secretariat is requested to revise the ToR; taking into account of the following:</p> <ul style="list-style-type: none"> i) Constituents/composition ratio ii) Decision making process iii) Governance iv) Resources/include CB in the process v) Timeline for the WG/TF vi) This TD will be chaired by CEO 	
<p>5.0</p> <p>5.1</p> <p>5.2</p> <p>5.3</p>	<p>Membership for Borneo Conservation Trust (BCT)</p> <p>DW informed that there may be a change to the board of trustees of BCT, by 14 Feb 2017. The CEO of BCT mentioned that possibility of change in the board of BCT which will be made known by Feb 14.</p> <p>Two Board members expressed concern on potential conflicts in accepting the BCT as a member.</p> <p>OT reiterate his view from previous discussion that if BCT as an organisation did not make damaging remarks about RSPO, therefore they should be allowed to join in as a member. This is supported by CBN, MRC and JH.</p>	

5.4	<p>JH believed that we should accept BCT’s application and hold them to comply with the Code of Conduct in terms of supporting the RSPO and if they go against this, then they can be expelled.</p> <p>Decision: The RSPO shall accept BCT’s membership application.</p>	
6.0	<p>Update of Proposed Governance review</p> <p>6.1 BW finds the ToR circulated to be slightly different from what was discussed in Bangkok, as it appears to be lack of synergistic view within the board and it would be good to focus on the big issues that were discussed in Bangkok. It needs to be focused and result-driven.</p> <p>6.2 PW stated that it would be good to have feedback from all, to have a sense from the whole group on whether the logic behind the Ian Bretman’s outline is acceptable. He further proposes a formation of a small group to oversee the process and keep the momentum.</p> <p>6.3 The Co-chairs will appoint the steering group members. This would be done via email.</p> <p>6.4 The governance review physical meeting is scheduled to take place at week 10th Apr 2017. The meeting venue will be determined later. The RSPO will absorb all logistical cost incurred by board member.</p> <p>6.5 In relation to DW’s comment on when the Governance review is held, FW suggest that the Board Governance ToR be established correctly before agreeing on a date to convene a physical meeting.</p>	<p>BW/CBN</p> <p>DW</p>
	Meeting adjourned at 9.20 pm.	