

Minutes for BOARD OF GOVERNORS Meeting 05-17

Date: 27th October 2017

Start Time: 5.30pm-6.30pm MYT

Venue: RSPO Kuala Lumpur Office

Attendance

BoG Members and Alternates

In Attendance:

Substantive Members

UNILEVER – Biswaranjan Sen (BW) – Co-Chair

AAK – Tim Stephenson (TS)

WWF – Elizabeth Clarke (EC)

AGROCARIBE – José Roberto Montenegro (JM)

BOTHENDS - Paul Wolvekamp (PW)

MONDELEZ – Jonathan Horrell (JH)

RABOBANK – Geraldine Lim (GL)

Alternate Members

MPOA – Chew Jit Seng (CJS)

IOI – Dr. Surina Ismail (SI)

SIPEF – Olivier Tichit (OT)

OLAM – Audrey Lee (AL)

UNILEVER – Cherie Tan (CT)

ZSL – Izabela Delabre (ID)

In Attendance:

Guest – Complaints Panel

Dato’ Henry Barlow (HB)

Lim Sian Choo (LSC)

Lanash Thanda (LT)

In Attendance:

Secretariat Staff

Datuk Darrel Webber (DW)

Bakhtiar Talhah (BT)

Oi Soo Chin (OSC)

Wathshlah Naidu (WN)

Citra Hartati (CH)

Absent with Apologies

Substantive Members

MPOA Dato’ Carl Bek-Nielsen (CBN) – Co Chair

FELDA – Tn. Hj Ab Ghani Mohd Ali (AG)

MARKS & SPENCER – Fiona Wheatley (FW)

MUSIM MAS – Dr. Gan Lian Tiong (GLT)

HSBC – Ian Hay (IH)

IOI – Ben Vreeburg (BV)

OXFAM – Johan Verburg (JV)

RPOG – Belinda Howell (BH)

WRI – Anne Rosenbarger (AR)

Alternate Members

AHOLD – Hugo Byrnes (HB)

FELDA – Izham Mustaffa (IM)

MONDELEZ – Karimah Hudda (KH)

OXFAM – Taufiqul Mujib (TM)

RABOBANK – José den Toom (JT)

VERITE ASIA – Daryll Delgado (DD)

UNIVANICH – John Clendon (JC)

HSBC – John Laidlow (JL)

Advisors

MR Chandran (MRC)

Prof. Bungaran Saragih (BS)

Item	Description	Focal Point
<p>1.0</p> <p>1.1</p> <p>1.2</p> <p>1.3</p> <p>1.4</p>	<p>Introduction</p> <p>BT opened the meeting with a brief introduction and reiterated the following objectives of the meeting:</p> <ul style="list-style-type: none"> a. Provide the Complaints Panel the opportunity to present their position and justifications on the matter related to the endorsement of the appointment of the Panel members; b. Consider constructive means of moving forward with the proposed Resolution to Amend the RSPO Statutes and Code of Conduct. <p>HB provided an overview of the background to the meeting, highlighting the following 2 issues:</p> <ul style="list-style-type: none"> a. To consider if the issue of the endorsement of the appointment of members of the Complaints and Appeals Panels by the Board of Governors will be presented at the General Assembly at voting. This is likely to raise concern from the floor as it relates to the question of separation of power; b. If the issue of the selection of the members of the Complaints and Appeals Panels is not to be raised then the matter of endorsing the selection of the Complaints and Appeals Panel members may be decided by the BoG accordingly. <p>HB added that the Complaints Panel, following extensive discussions in recent weeks, would like to maintain complete separation of power with regards to the appointment of the Complaints Panel and Appeals Panel members. Further, the appointment of the Members of the Complaints and Appeals Panel is to be read in the spirit of the GA10 Resolution 6(f) (2013) which decided on a <i>“strict separation of executive powers in handling complaints and grievances, in order for the Complaints System to be in line with the UNGP”</i>.</p> <p>CJS, representing CBN, reiterated the position that the BoG does not oppose the proposal to amend the statute to grant the Complaints and Appeals Panels the powers to suspend and terminate. However, the appointment of the members of Complaints Panel and Appeals Panel is to be endorsed by the BoG. This is to ensure appropriate checks and balance.</p>	
<p>2.0</p>	<p>Powers of the Complaints Panel and Appeals Panel to suspend and terminate</p> <p>The members of the BoG concurred with the decision to proceed with the Resolution on Amending the RSPO Statutes and Code of Conduct to grant powers to suspend and terminate to the Complaints Panel and Appeals Panel. PW sought clarification on the scope, limits and circumstances when the powers to suspend or terminate membership may be invoked by the Complaints and Appeals Panels.</p>	

	<p>Decision:</p> <ol style="list-style-type: none"> 1) The BoG reiterated the decision made at the meeting of the Board of Governors on 18 September 2017. There are no objections to the proposed amendments to the RSPO Statutes and Code of Conduct, thereby granting the Complaints Panel and Appeals Panel the powers to suspend and terminate the membership of the RSPO members of breaches under the Complaints and Appeals Procedures. 2) The Secretariat to edit the language of Clause 8 (d) of the Proposed Resolution to ensure it clearly articulates the scope and limitations of the powers to suspend or terminate within the ambits of the Complaints and Appeals Procedures. 	Secretariat
3.0	<p>Endorsement of the Appointment of the Members of the Complaints Panel and Appeals Panel</p> <p>The BoG and the Complaints Panel reached a compromise with regards to the endorsement of the appointment of the members of the Complaints and Appeals Panels. BW and CJS concurred that the BoG will not be involved in the selection process but will be endorsing the decisions on the selected members to ensure it adheres to appropriate and agreed procedures. DW reiterated that the BoG will not be endorsing the candidate but rather just the selection process.</p> <p>Decision:</p> <ol style="list-style-type: none"> 1) The BoG will be the final body to endorse the appointment of the members of the Complaints Panel and the Appeals Panel. This is limited to ensuring that all appropriate and agreed procedures are adhered to in the process of selection and finalisation of members. Any objections to endorsement is limited to procedural issues only; 2) The criteria for selection of members of the Complaints and Appeals Panel, including guidelines on due diligence are to be drafted and included in the internal Standard Operating Procedures (SOP); 3) A checklist of procedures adhered during the selection process is to be attached to the notification of selected members sent to the BoG for endorsement. 	Secretariat Secretariat
4.0	<p>Submission of Annual Report</p> <p>Decision:</p> <ol style="list-style-type: none"> 4.1 The Complaints Panel to submit an Annual Report to the BoG; 4.2 The BoG to summarise the findings to be presented at the annual General Assembly. 	Complaints Panel BoG
5.0	<p>Strengthening and ensuring integrity of the Complaints System</p> <p>BW stated that the BoG is collectively accountable for the integrity of the</p>	

	<p>Complaints System and this is contingent on accelerating the timeliness of decision and ensuring its more efficient. BW offered the full support of the BoG to ensure that the Complaints cases are tracked and managed effectively as timely delivery of actions and decisions have tremendous implications on the credibility, reliability and reputation of the Complaints system and RSPO on the whole.</p> <p>Decision:</p> <ol style="list-style-type: none"> 1) BoG to offer all necessary support, including resources to the Complaints Panel, to ensure that the cases are managed efficiently and decisions are delivered in a judicious and timely manner; 2) Complaints Panel to deliberate on additional support required and to continue this discussion at the Board Meeting at the upcoming RT15. 	<p style="text-align: center;">BoG</p> <p style="text-align: center;">Complaints Panel</p>
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