# Minutes for RSPO BOARD OF GOVERNORS Meeting 01-22

Date: 14 February 2022 Start Time: 3.00pm-8.00 pm (GMT +8) Virtual Platform: ZOOM

# **BOG MEMBERS AND ALTERNATES IN ATTENDANCE**

#### **SUBSTANTIVE MEMBERS**

Dato' Carl Bek-Nielsen (CBN), MPOA – Co Chair Anne Rosenbarger (AR), WRI — Co Chair Tim Stephenson (TS), AAK – Vice-Chair Paul Wolvekamp (PW), BOTHENDS Marcus Colchester (MC), FPP Agus Purnomo (AP), GOLDEN AGRI RESOURCES H. Narno Sayoto Irontiko (NS), ASOSIASI SWADAYA AMANA

Karen Yu (KY), RABOBANK
Lee Kuan-Chun (LKC), P&G
Martin Huxtable (MH), UNILEVER
Daphne Hameeteman (DH), WILMAR
Elizabeth Clarke (MG), WWF S'PORE
Julian Walker-Palin (JWP), RPOG

# **ADVISORS**

Prof. Bungaran Saragih (BS) MR Chandran (Left 7.05pm)

#### **SECRETARIAT STAFF**

Adam Harrison (AH), Interim Coordinator (IIC) Gan Lian Tiong (GLT), Interim Coordinator (IIC) Inke van der Sluijs (MDSC) Irene Fischbach (Stakeholder Engagement) Ooi Soo Chin (Membership) Irene Low, Secretariat

#### **ALTERNATE MEMBERS**

Lee Kuan Yee (LKY), MPOA
Eleanor Spencer (ES), ZSL
Caroline Westerik-Sikking (CWS), AAK
Madeleine Brasser (MB), OXFAM
Rukaiyah Rafik (RR), Yayasan FORTASBI
Olivier Tichit (OT), MUSIMMAS
Harjinder Kler (HK), HUTAN
Hugo Byrnes (HB), AHOLD DELHAIZE
Sander Van den Ende (SVE), SIPEF
John Clendon (JC), UNIVANICH
Jamaree Nantasri, UNIVANICH

#### LANGUAGE INTERPRETERS

Inggar U. Ulhasanah/ Irma Nurhayati

# **ABSENT WITH APOLOGIES:**

# **SUBSTANTIVE MEMBERS**

# **ALTERNATE MEMBERS**

Martin Van Vaals (MVV), RABOBANK Musitelli, Claudine, UNILEVER Charrier Olivier Slux, FERRERO

ITEM	DESCRIPTION	FOCAL POINT
1.0	Introductions and Opening Remarks  RSPO Antitrust Caution, Quorum, and Conflict of Interest  The meeting being quorate, the Co-Chairs opened the meeting. Dato' Carl 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 Meeting 01-22 was approved.  Members from the secretariat left the meeting at 3.15 pm and re-joined at 3.35 pm.	
2.0	BoG Members only: Election of new BoG Office Bearers Co-Chairs – Dato Carl and Ann Rosenbarger Treasurer & Vice Chair – Tim Stephenson  Changes to Alternate Board Members  Lee Kuan Yee CBN informed the meeting that LKY will relinquish her representation as MPOA Alternate Member and thanked LKY for her services during her tenure on the board and wished her the best in her new opportunity. LKY was invited to share some parting words and thoughts with the board. They were much heartwarming & appreciation received from the members and everyone agrees it is a great loss to RSPO  It is further announced that Dr Surina Ismail (IOI Group) has been appointed as Alternate Board Member representing MPOA. Dr Surina assured RSPO through CBN that she will be actively participating in the respective Standing Committee.  Olivier Charrier Due to secondment to another division, Olivier Charrier will not be representing Ferrero Group as an Alternate Board member. A new representative is yet to be identified. It is expected to take place by end of Feb 2022.  Endorsement of CEO Appointment Ref: Attachment Annexe A  BoG endorsed RemCom's selection of the new CEO.	

#### **ACTIONS:**

3.0

- 1. To initiate a welcome email to Dr Surina Ismail and to proceed with new BoG member's onboarding process.
- 2. AR & HK to advise & confirm on CEO's name to be mentioned in the MoM for this period.
- 3. AR & HK are to be in liaison with the Comms Team for internal & external announcements of the CEO's appointment.

# Approval of Minutes of the previous meeting:

#### 22 November 2021 BoG Meeting 05-21

The minutes were approved, proposed by MC seconded by LKC

# 4.0 Actions Arising from the last Meeting – BoG Meeting 05-22 Action Tracker

Agenda Item 5: Operational Overview by IICs - No.7 (Engage the legislators in EU, UK and the US on legislation on mandatory due diligence for deforestation-free products.)

AH reported that they are having monthly meetings in Europe with members on Due Diligence but no specific updates have been reached and therefore there are no discussion points at this meeting. AH proposed that it would be a focused discussion when there are updates by the next board meeting.

#### **ACTIONS**:

1. Schedule due diligence legislation update and discussion at next BoG

<u>Agenda Item 8: Standing Committee Update (ASC ) – No.6.2 (SocaPalm allegation investigation case on priority and to provide tangible progress updates)</u>

That review is now happening and ongoing. A final report is expected from ASI who is handling the field assessments effectively March 2022. The BoG expressed its concern with this matter and wished for this issue to be given a high priority by the Secretariat. This would involve ensuring that a "due process" is followed and that the independence of the investigations is completely upheld.

Agenda Item 8: Standing Committee Update (Shared Responsibility) — No.6.4 (Organise an SR deep-dive strategic workshop)

Working on probable dates to organize the suggested strategic workshops mentioned in the last board meeting.

# Agenda Item 8: Standing Committee Update (Smallholder) – No.6.5 (Secretariat to chase the HCSA Secretariat for a reply on the MoU)

The IIC (AH) has just concluded a meeting with the ED of HCSA on the MOU and a draft has been drawn. It is imminent that we are very close to finalizing it and this will be presented at the next board meeting on the full content of the MOU when positive feedback is received.

# **Agenda Item 9: COMPLAINTS PANEL UPDATE**

MC shared some outstanding concerns and the accountability that RSPO needs to uphold. He urges that the board give this the priority it deserves and pressed for greater attention.

- Too many long-standing complaints which are just parked and not being addressed.
- The CP Panel is barely quorate and has suffered numerous resignations
- There are at least 40 backlogs of long-standing complaints not timely attended to
- No Head to helm the CP unit and the recruitment for a candidate is still in the process.
- Only 2 managers attend to cases and one of them is newly recruited to the team
- The functions of the appointed staff have other responsibilities within the unit and thus they do not have full concentration on CP's tasks and expectations.
- Managers should be recruited specifically to undertake CP's cases and should be separated from other duties within the unit.
- The draft and documentations of the CP and Grievance procedures of the Review are yet to be sorted out thus it is unacceptable to wait for the review. It will probably take another 18 months before decisions could be made based on the review

Dr Gan gave a round-up summary on the recruitment process he has undertaken to improve the memberships in the Complaints Panel with the aim to 12 persons with an initiative to provide affiliate membership to the individual who has resigned as she has moved on to another Company. He has also appealed to the Board to assist as currently vacant are members from Finance and NGO sector. Optimistically, the CP is functioning well, and all that is needed is to beef up the team.

CBN echoed what MC has mentioned earlier and the issues between Assurance and CP needs to be ironed out once and for all. . The IICs were requested to give this matter priority and similarly, the incoming CEO has to give this issue its utmost priority. The CP Chair & Co-Chair have shared their concerns with CBN through a letter when CBN reached out to them on their views of how the CP is functioning. The contents of this letter were read up to the BoG

Some issues of the CP are:

- Enormous resources constraints
- The underlying problem is demoralizations
- CP used to be independent
- Complaints Unit was moved to Assurance
- Case managers have multiple functions within their unit thus lack concentration on CP
- Resignation of Members from CP
- Growers' members demoralized and are affected by CP lack of functionality

CBN is requesting a holistic approach towards addressing the shortfalls and tidying up the structure to ensure continuity in a well-functioning manner and without interference. The IICs are being tasked to give this predicament of CP their top priority.

CBN has also proposed that at least one or two more members from the NGO sectors should be invited to join the "root cause" assessment of the CP and to work with the Secretariat to ensure things are moving forward expeditiously as this must be resolved now and not waiting for 3-4 months down the road.

CBN opened to the Board for further comments and inputs.

AP shared further on the issue of demoralization which has happened and is happening

- Long-standing cases of 7.5 years have been handled by 6 officers. The 6<sup>th</sup> officer recently resigned.
- Frustrations are faced with continuous changes of officers and starting from scratch when each new officer comes on board.
- Sanctions & concessions imposed by Indonesian authorities do not complement the decisions made by the CP on 'stop work order' and the situation is worsening.

DP shared that case managers were spending a significant proportion of their time undertaking non-complaint related RSPO work

PW indicated that some of these cases are very complex, and it is not favorable for each case manager to understand and handle each case in chronological order.

- These cases are technically very complicated, and each case has a narrative storyline.
- For RSPO to be more effective and efficient, a unit of 6-8 senior + high caliber personnel are required to act and respond fast & furious to aggrieved local stakeholders and companies.
- Alternatively, RSPO must consider sourcing people with expertise to address this matter. It may come with a high cost, but this situation needs immediate attention.

In conclusion, CBN & AR proposed that MC & PW are to oversee with priority and work in combining efforts with the IICs to solve this impasse with due attention. This was supported by the BoG.

- The Secretariat along with this working group is tasked with ironing out this issue and reverting to RemCom on decisions making and ensuring due process is adhered to.
- The consideration of in-source or recruit is now under the prerogative of this small working committee and decisions made are to be put forth to RemCom for deliberation.

CBN requested that this lengthy discussion is to be appropriately minuted in good order for the benefit of the incoming CEO. This copy of the MoM will enable him to have a holistic understanding of the issue and the situation.

#### **ACTIONS**:

- The IICs, CP co-chairs, MC and PW to set up a sub-group tasked to iron out CP'S predicament and revert to RemCom on decisions making and provide recommendations to the RemCom ensuring due process is adhered to
- 2. It is proposed that at least one or two NGO sectors should be invited onboard the CP to facilitate and keep in touch with the Secretariat to ensure things are moving forward expeditiously

# 5.0 RemCom Report:

No further reporting as the subject matter has been reported in CEO Endorsement Appointment

# 6.0 **IICs Operation Overview**

All relevant documents are in the Pre-Reads and the board is welcome to ask any questions as commented by AH.

# Additional updates requested by RemCom:

#### HR:

- Payroll against the budget:
  - -Payroll is very slightly under budget.
  - -They have not been a significant divergence from budget on payroll
- CP & Grievance Duly discussed and addressed earlier at this meeting.
- HR onboarding process. There are some gaps in the onboarding process & HR Director/ CZK is looking into improving the process for all new onboarding staff effective in March 2022.

#### **CAP & Grievance Review:**

AH presented on the initial draft CAP & Grievance Review ToR and asked the board to consider the option of having a full & balanced participation task force to conclude the Review or the alternative option having technical focus consultants' group.

Several comments were exchanged between MC, TS, and CBN who unanimously agreed that as an existing Standing Committee is in place and operational, creating a new TF to undertake the review may not be needed - and that the BoG would suggest a consultant led review is undertaken,

#### **Organisational KPIs:**

TS observed that the KPI had only been reported to September 2021 when we are now in February 2022.

AH reported that they were being updated currently and would be shared with the BoG by email when available.

# Socapalm:

MB: Expressed that the Socapalm issue is indeed a source of concern & illustrates the lack of credibility of RSPO. RSPO vulnerability in this issue will be a reputational risk in time to come. It should be investigated independently. Instead of using the services of ASI.

MB: Feels very strongly that there is a conflict of interest as the lead researcher sits in the Socapalm office. This has led to having trust issues and a lack of faith with ASI heading this investigation. As a member of an NGO and also a member of the RSPO board, it has become impossible for them to defend an organization like Socfin seeking certification when the group, Socapalm, is being investigated for human rights violations issues.

AR: Reiterated that Action points to further look into the conflict of interest and protocols around that as well.

Dr Gan: In reply shared that due diligence was observed during the selection of ASI to investigate and assess the Socaplam issue. ASI has met the criteria of selection to deliver. The work has started and is nearing completion. The results of the investigation are to be reported at the end of February.

PW: Shared that the Socapalm issue is a high-profile case. They have been repeated cases in other countries committed by the same company. It has been highlighted in the European media with much publicity and RSPO services are at risk of negative publicity

PW: Recommends a database of people with expertise. It is the job of RSPO to make it a project by building a database of experts and delivering results. They are a pool out there and what we need is in-sourcing the right one.

CBN: suggests that PW, MB, MC along with the IICs sit together to come up with solutions to address all intermittent gaps and also with recommendations as to how this can be overcome and ensure due process is followed.

AR: Emphasized to the Board that they must be mindful not to be involved in decisions involving content proprietary and assessment process or looking at reports to consider next course of action.

PW: Agree that it is the department of the Human Rights Working Group that has the expertise on such matters involving companies and NGOs

AH: In conclusion, recommended that the Secretariat would review the report before taking other matters into our own hands

#### **Engaging in Policy Work:**

LKC: hopes that more government policy sites for reference in RSPO, especially the European and UK due diligence, and in the USA too. This was supported by the BoG.

AH: Responded that the newly onboard Stakeholder Engagement Director who has a strong background in government engagement is looking into that Government engagements are our priority and Nick in the USA is handling due diligence. This will be highly focused on a future board meeting.

#### **Staff Issues:**

DH: Express concerns about learning that the Data Manager is resigning.

AH: Reiterated that staff resignation is the domain of HR, and it is not a subject to be discussed at the board level. We have had a few discussions with HS prior to his final decision to resign. However the issue of capacity to deliver the ACOP is one to now address.

#### **ACTIONS:**

- 1. Organisational KPIs need to be updated to 31<sup>st</sup> Dec 2021 and circulated by email to the BoG.
- 2. IICs to review the process around developing the ToR for the Socapalm assessment and selecting ASI to undertake it. To seek input from MC and PW and to revert to RemCom.
- 3. The Secretariat to review the Socapalm report and to revert to Remcom with next steps and milestones
- 4. IICs & HRD to ensure that capacity to manage the ACOP process is maintained

# 7.0 Standing Committees Update & Board Actions

# 7.1 Finance Committee Update

TS did a quick run-through of the financial numbers and highlighted areas shared in the Finance pre-reads:

- A very strong surplus of 1<sup>st</sup> six months of FY 31 Dec 2021
- Income increased by 21%.
- Lots of cash flow. Subscriptions overdue decreasing.
- New forecast is less than budgeted and will meet increased headcount with plans for extensive recruitment.

#### Comments:

- MC appealed for a re-funding of the OutReach Programme which has run out.
- We need to be clear that the programme referred to here is the Intermediary Organization Outreach Programme or IMO Programme
- TS observed that it should be reviewed for effectiveness before saying yes.
- PW and MC were asked to undertake a review and propose extension

#### Action:

1. PW and MC to review the effectiveness of the Outreach Programme and explore opportunity for a extension

**PalmTrace:** contract with RA expires in Nov 2022 and we are considering extending the current contract to buy some time to consider other alternatives.

It is not easy to change but again it is a significant amount paid to RA.

#### Comments:

- DH added RSPO could get much more services out of the contract.
- LKC hopes SH Standing Committee could be involved as they are outstanding issues to address.
- RR express that they have been many complaints and requests for improvements to be considered about the PalmTrace systems which have caused concerns among small stakeholders.
- AH says this will be noted in our decisions making.

# Action:

1. IICs, FinCom and Market Development Division to develop new RA contractual requirements with input from across the RSPO.

# 7.2 Assurance SC

#### **Gol Decree on Land Licences:**

AP: A decree has been issued by the Indonesian government for every parcel of land to be developed. The forestry sector is affected if concessions are re-evaluated, and permits are revoked. RSPO must be prepared if these palm plantations lose their rights to the land previously allocated.

AH: They will be an internal review from our perspective on what the implications are. This will be shared when it is available.

#### **Actions:**

The Secretariat will do an internal review on RSPO perspective of the decree issued in Indonesia and will share their findings with the Board.

# 7.3 Market Development SC

# СРКО:

IS presented recent work of the Oleo TF::

- Shortage in certified palm kernel oil has led to some calls to review the conversion rules.
- The conversion rules need to be reviewed for palm kernel oil and palm oil. The one-to-one conversion is not used by all members and is seen by some as unfair. There is no consensus ion how to change it or what impact that would have on cPKO supply.r.
- Ultimately it is important to increase the area of overall production tht is certified in order to improve cPKO supply.

#### SVE:

- While we recognized the shortage of PKO we do need to continue our path towards transparency and traceability to certified production and focus on furthering that rather than looking for alternatives.
- It is an issue of concern that the conversion rules are diluting the incentives of growers from getting certified.
- Our aim is to increase the number of growers.
- The task force must look closely at this conversion rule and its implications on RSPO'S credibility.

#### LKC:

- Shocked to note that 73mills sells less than 10% of their certified PK
- We need to understand the volumes of these mills and how to increase supply into the supply chain systeM

# 7.4 Shared Responsibility SC

#### No-deforestation resolution:

DH: Questioned the need for changes to the Code of Conduct to deliver the outcome of Resolution - and suggested that it could be done via the Supply Chain Standard or the ACOP.

#### Inke:

- There are members in the supply chain categories who are not certified or have uncertified management units so the SCC would not work for all..
- The resolution as adopted called for the Code of Conduct to be changed so we need to adhere to the requirement.

# Proposed BoG/SRWG workshop:

# AR:

- The intended workshop is to align expectations of the objectives and our vision of what success really is for shared responsibility.
- We've been having a lot of frustrating conversations in the Board around the working group and multiple stakeholders from different groups due to a lack of shared understanding.

EC: Express disappointment among her working groups that the expected progress is not happening.

#### CBN:

- Assure that this remains on the priority list of the board.
- SR unit could also just give an update on the visions of NGOs sectors or the NGO membership in terms of facilitating the shared responsibility spirit of RSPO.

- Request SR to revert with a chronology timeline on plans and milestones in 2022 that SR unit hopes to achieve.
- This enables SR to gain necessary traction which has been lacking during the pandemic period.
- Inke is thanked for her good work.

#### **ACTIONS:**

- SR committee requested to give an update on the NGO memberships and also visions of the NGO sectors
- SR to revert with chronology timeline on milestones for 2022 on targets reached of collective work done and how to achieve it

# 7.5 Smallholders SC

LKC: Highlighted on Smallholders agenda and development since the last board meeting.

An impending event is on the drawing board for April 2022 to bring smallholders together to share the understanding and challenges driving forward.

RR: Challenges in Indonesia

- Smallholders do not enjoy any incentive as the value is the same for the certified and not certified individuals.
- Not all smallholders send their PKO to a certified mill or RSPO certified
- Additionally, it is important that RSPO must involve the authorities to encourage smallholders to be certified.

CBN: To overcome further shortcomings, the Standards or the Smallholder's SC is to firm up some recommendations to the Board by the next meeting.

#### **ACTION:**

 The SSC or the SHSC to firm up some recommendations to overcome current shortcomings

# 7.6 Standards

OT gave an update on Standards and the structure for endorsement. It was agreed that we would focus much more on what could be done to operationalize the present PnC and not to revise the present PnC. We hope to make the PNC more auditable without diluting the standards. This was

supported by the BoG. BoG endorsed the following: **P&C** Review ToR В. RISS NI Indonesia 8.0 **Membership Attrition** AH: Presented a summary of the topic followed by Soo Chin input on specific answers to comments raised by the board. CBN - Requested data of the following from the Membership committee A total list of new members And also, an estimated hectare ridges behind these new members -RSPO failed to attract members of medium-scale to larger-scale growers to come on board. -We need to identify the root cause of the issue and OT (Standards Committee) has been tasked to lead this 'mission' with a task force. AR: Shares concerns of lack of NGO membership in support of RSPO and the numbers are not encouraging as NGO support is vital. DH: Why are the growers not coming on board. Could It be because of the cut-off date and the high fee of compensation, or should we consider a different structure of compensation? MC: RACP has been discussed over & over again but no actions have been taken. **ACTION:** 1. Membership to compile data on estimated hectares behind these new members 2. OT/Standards SC is assigned to identify the root cause & problems associated with the low membership attraction rate. To form a task force to address & improve it, with considerations of a cut-off date or on the high fee compensation structure. 9.0 **Stakeholder Engagements & Communication** RT/ GA 2022/ BoG Irene Fishbach provided the board with 2 options dates for the meeting. A

discussion on whether it should be a virtual, hybrid, or a physical event was debated with a preference for a physical one. The location of the event is also being raised but it is likely to be in South East Asia. AR: An online element would benefit those who are not yet able to travel. It is good to plan for a physical meeting with consideration for members who want to participate virtually. CBN: Suggest a doodle to be sent out to gauge the response from board members on the preferred date so that Irene F can proceed to move forward in preparation. **ACTION:** Doodle to be sent to members of the Board to confirm on their preferred 10 **Any Other Matters** MH: Reminded Sime Darby issue was not discussed. We have not received an audit for review. GLT: The planned analysis audit was scheduled but no specific date has been fixed. It is an unannounced audit. MC: We have to speed up actions on the recommendations of RACP Review which have been already agreed by the BHCVWG.. We must stop languishing on this issue. It requires the Secretariat's attention. GLT: There is a transition from the Standards Committee to Assurance. Both directors are working on it. CBN: We need to see a greater resource allocation on the recommendations of **RACP ACTIONS**: RACP issue need to be addressed with greater resource allocations 11 Meeting adjourned at 7.40 pm (GMT +8).

Updated: 09 June 2022