Minutes for RSPO BOARD OF GOVERNORS Meeting 02-22

Date: 20 June 2022 Start Time: 9.00 am – 4.15 pm (+8GMT) Venue: Shangri-La Hotel Kuala Lumpur Virtual Platform: Zoom Hybrid Interactive Meeting with dialed-in via Zoom and in-person participation

BOG MEMBERS AND ALTERNATES IN ATTENDANCE

SUBSTANTIVE MEMBERS	ALTERNATE MEMBERS
In-Persons	In-Persons
Dato' Carl Bek-Nielsen (CBN), MPOA – Co Chair Anne Rosenbarger (AR), WRI — Co Chair Agus Purnomo (AP), GOLDEN AGRI RESOURCES H. Narno Sayoto Irontiko (NS), ASOSIASI SWADAYA AMANA Lee Kuan-Chun (LKC), P&G Martin Huxtable (MH), UNILEVER Daphne Hameeteman (DH), WILMAR Elizabeth Clarke (MG), WWF S'PORE Jose Roberto Montenegoro (JM), AGRO CARIBE <u>Virtual</u> Tim Stephenson (TS), AAK – Vice-Chair Paul Wolvekamp (PW), BOTHENDS Marcus Colchester (MC), FPP Julian Walker-Palin (JWP), RPOG ADVISORS Prof. Bungaran Saragih (BS) – <u>Virtual</u> MR Chandran (MR) – In Person	Dr Surina Ismail (SI), MPOA Eleanor Spencer (ES), ZSL Harjinder Kler (HK), HUTAN Dr Fadhil Hassan (FH), PT. INTI INDOSAWIT SUBUR Nursanna Marpaung (NM), HUKATAN <u>Virtual</u> Caroline Westerik-Sikking (CWS), AAK John Clendon (JC), UNIVANICH Rukaiyah Rafik (RR), GAPOKTAN TANJUNG SEHATI Mario Abreu (MA), FERRERO Hugo Byrnes (HB), AHOLD DELHAIZE <u>Absent with Apologies</u> : Karen Yu (KY), RABOBANK Olivier Tichit (OT), MUSIMIMAS Sander Van den Ende (SVE), SIPEF Quentin Munier (QM), OLAM
SECRETARIAT STAFF Joseph D'Cruz (JD), CEO Zeeneeshri Ramadass (Zee), APAC Comms Manager Irene Low (IL), Secretariat CP CO-CHAIRS Dato Henry Barlow (Vitual) Lim Sian Choo (In person)	OBSERVER (Guest from WWF Singapore) Kamal Seth (KS) LANGUAGE INTERPRETERS Inggar U. Ulhasanah Irma Nurhayati

ITEM	DESCRIPTION	FOCAL POINT
1.0	Introductions and Opening Remarks <i>RSPO Antitrust Caution, Quorum, and Conflict of Interest</i> 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 02-22 Meeting was approved .	
	Approval of Minutes of the previous meeting:	
2.0	BoG 01-22 Meeting - 14 February 2022	
	The minutes were approved, proposed by JM seconded by LKC	
	CBN introduced and welcomed Kamal Seth (WWF Singapore) to participate in this board meeting as an observer with no objections from the Board.	5
	RR clarified her membership is representing GapoktanTanjung Sehati for Smallholders	r
3.0	Actions Arising from the last Meeting – BoG Meeting 01-22 Action Tracker.	
	 JD highlighted with a detailed summary of pertinent issues addressed: Updating of Organizational KPIs which are duly reviewed and completed ToR of Socapalm: The assessment process and development has been reviewed and MC & PW have been communicated on the process involved conclusively, the report is valid and is the best option given the circumstances Socapalm Report Reviewed and finalised. Further updates will be in the CEO's report ACOP Process is maintained services of our senior data scientist have been retained and currently leads the Impact & MEL team The ACOP Process has concluded with a higher response rate than we have in the past 	
4.0	Welcoming of new Alternate Board Members with the Board endorsing the appointment	

	CBN extended a hearty welcome to the incoming new Board Members and the Board endorsed their onboarding as Alternate Board Members of RSPO as represented:	
	Dr Surina Ismail (IOI Group) - appointed to represent MPOA Mr Mario Abreu (Ferrero) - appointed to represent Ferrero	
5.0	RemCom Report	
	HK on behalf of Remcom	
	• Thanked the IICs, Dr Gan and Adam Harrison for their service during the interim period	
	 A warm welcome was extended to CEO JD who came on board in Mar 2022 	
	 It is in the pipeline and more from Remcom is to be expected in the next Board Meeting 	
6.0	Operation Overview	
	JD thanked the Board for the privilege and the opportunity to be tasked with leading the Secretariat and looks forward to working under the board's governance in the next few years.	
	Highlights for BoG's attention:	
	Finance:	
	RSPO is in a financially sound position with a solid business model	
	Strong Membership numbers and volumes	
	 Dip in volume in Q3, tied to the ban on export in Indonesia, is not a long-term threat, however it signals potential risks to our financial model caused by government actions or regulatory changes 	
	 Significant rise in our base cost with the expansion of the staff strength in the organization 	
	 Base cost is kept well below revenue to help to cushion any unanticipated "shocks" that come up 	
	HR Services:	
	• Significant increase in staff strength since 30 June 2021 from 91 to the present number of 134 and expected to reach 154	
	• Initiative to standardise and professionalise how we hire, manage and	
	remunerate by contracting a <u>Professional Employment Organizations</u> (PEO) to handle staff contracts in locations where we do not have a legal	
	 presence Provision of insurance coverage for all staff, including when traveling on 	
	behalf of the organization. A critical and important investment for staff support	

•	Comprehensive system to track and manage compensation with a benchmark on performance reviews, while being transparent with the staff about their roles in different positions with a fair level of compensation Kuala Lumpur office started on 17 th May 2022 with two days a week in person. The same process will begin in Indonesia by the end of June 2022.
Mem	pership:
•	No dramatic upsurge in memberships, but the numbers are growing Much underweight in larger growers' areas like Malaysia, Indonesia, and some extent of Thailand Increasing Market Transformation & Stakeholder Engagement capacities
•	dedicated to these markets Large number of Members in the US that need to tap on and also where shared responsibility will be a consideration when focusing on increasing uptake
Memb	ership Risks
Challeı	nges in getting Members on board:
•	Growers are quite content with the prevailing high prices. Financial benefit of becoming an RSPO member is less acute Important for them to see the larger picture and the value that follows
for me	ent case. The applicant has fulfilled all the requirements. Dinant has applied mbership 3 times in more than a decade, but due to 'questionable' past some constituencies have directly pushed the Secretariat to reject this ership.
•	If a company fulfils the criteria for membership, we should allow them to join
•	We are there to steer them from untoward behaviours in the way they operate
•	We could be their remedy and work with them to improve it to bring them into the fold
•	Instilling accountability to adhere to the standards and ensure criteria are put in place
•	By excluding them from membership, we lose any ability to influence change in the space or to work with a company to remedy past transgressions
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 Smallholders: In percentage, there is strong growth in the numbers of smallholders the numbers on board are not filling the gap in this sector Tasked with the challenge to build a process to bring them on board The number is indeed significant and not to be overlooked Those who engaged with RSPO genuinely see the value and that they are many out there who want to be members but struggle with the capacity to do so.
Grievances, Complaints & CP:
 There are a number of long-standing issues, but the bottom line is that the backlog is being duly addressed Additional staff are being recruited to support the Grievance Unit Grievance has been moved out of the Assurance Division and is under the direct responsibility of the CEO office Pravin Rajendran heads the Grievance unit and reports directly to JD
Further information on CAP and Grievance Review:
 The terms of reference (ToR) for the CAP & Grievance review are still pending approval from the working subcommittee Due to meet on the 22nd of June 2022 to finalize
Impacts & MEL:
 ACOP launched on 28 Mar 2022 and closed on 20 May 2022 with the highest submission rate ever received Initial submission summary has been tabulated and sent as an update to the board Re-designing a review of our Theory of Change and meeting capacity in bringing out a lot more of these substantive analytics allowing a more effective story narration
Standards Review:
The next review for the P&C will be kicking off soon. Facilitators have been recruited and the board will receive a substantive update in September 2022.
RSPO-HCSA MOU
• The progress on the collaboration between RSPO AND HCSA is pending HCSA's response to a number of ideas put forward by RSPO

•	RSPO recommends mutual membership between the 2 organisations. No positive response received to date.
•	There is a governance risk in adopting methodologies we do not govern and subjecting our Members to principles and criteria we have not decided on within the RSPO system. Clarification is needed as to whether we should automatically adopt revisions to the HCSA methodology if we have no say in how it is developed.
BoG Ac	ction:
The Se	ecretariat seeks the guidance of the Board in addressing this issue
Assura	ance:
our CB	mpliance certification unit is rolling out a series of training and updates for s and others around the world despite the gap we faced during the period 'ID-19 in not having in-person training.
•	The backlog issue of RaCP is close to 700 which is recorded in this year's budget Investing significant resources to try and reduce that backlog
Live Ca	ises:
1.	Socapalm
•	The independent assessment report was completed and duly studied with great care The investigation report has been sent to Socapalm outlining the transgressions that were identified and requiring them to take remediation action over the next six months This was issued on Friday (17 June 2022), and it will be uploaded to our Website along with a statement no later than tomorrow (21 June 2022)
2.	Sime Darby Plantations (SDP)
•	The verification assessment is still ongoing and almost complete
Marke	et Transformation (MT):
•	Investing significant resources in building up market transformation capacity in all major geographies for
	 a stronger membership base stronger uptake in terms of supply and shared responsibility

	Degulatory changes that are underway in the UC and the CU
	Regulatory changes that are underway in the US and the EU With the eventual end of the Ukraine war, likely to expect a strong marke
	push for Sunflower Oil primarily in the European market and the US
	market. This is linked very directly to the support of Ukrainians in their
	recovery process
•	A significant issue in terms of the supply of CSPKO on the market is that
	now demand exceeds supply by about 30%
•	We are drawing down on accumulated stocks over the last couple of
	years. May see significant demand destruction in the CSPKO market as a
	result that companies are not being able to secure the supplies that they
	need. MT and MDSC are looking at potential solutions with
	recommendations ready for the board by September 2022
Stake	holder Engagement & Communication:
•	brand positioning review to do a baseline
•	relaunching our website
•	Increase media engagement
•	Regular stakeholder engagement activities
•	DD regulations meeting package Hiring Head of Government Relations
	nining head of dovernment relations
Engag	ement with governments and media:
INDO	VESIA
•	Engagement meeting with Ministry of Environment in Indonesia
•	Collaborations with Jambi province and developing another one with Kalimantan Timur
THAIL	AND
•	Had a very positive conversation with the Ministry of Agriculture, and the
	governor of Surat Thani
•	The Ministry of Agriculture has had an intention to set up a Thai standard TSPO and would do it in collaboration with RSPO
	an an anal factures
Media	engagement and features:
Media •	The Edge
	The Edge Reuters
	The Edge

Кеу ро	ints summary and BOG comments:	
*	It is recommended to monitor the Memberships of NGOs. Board members should be notified of the onboarding of new RSPO members of their respective sectors to help in welcoming and onboarding them. Similarly, board members should be notified of any resignations of members from their individual sectors.	
*	It is also important to identify the root cause of growers not joining RSPO.	
*	On inclusion of methodologies or standards not governed by RSPO, to ensure the upcoming P&C review addresses this issue by e.g. clarifying which version of a methodology is being adopted, and procedures for how new versions are to be reviewed prior to adoption.	
*	The KPIs need to be more realistic in their update	
*	Greater interaction with private companies and state associations should be a consideration for RSPO	
*	The secretariat needs to speed up the clearance of the backlog of RSPO complaints and grievances. It is recognized that the CEO is putting a lot of focus on these backlogs	
*	The review and findings of the Socapalm issue have been released and this will be uploaded to the RSPO Secretariat website.	
*	The data on CSPKO needs to be fine-tuned, upgraded and improved so it can match and mirror the CSPO data	
*	Engage with independent palm oil crushers is a move to be noted	
*	Develop further in the digital arena and digital transformation strategy.	
*	When addressing the governance issue of Decent Living Wage (DLW) the board needs to be cognizant and understand the full consequences in the future based on present decisions. DLW should not just be for growers but for all RSPO members in line with the shared responsibility principle.	
*	 DINANT Application for RSPO Membership RSPO needs to look into potential reputational risk Due consideration of acceptance, inclusiveness, and accountability needs to be established. Recognizing that the organization does have a questionable past We are here to correct this by letting them have the opportunity to better themselves and be part of a learning platform Due Diligence has been done and met by this organization over and again in the past years 	

 Please consider that this issue should not be discussed again as it should have been addressed We should have the level of confidence in our ability to hold them accountable on specific issues and bring them into the fold regarding their accountability RSPO has the mechanisms to help in their reform if they make mistakes or break the promise to adhere To be linked with an organization with severe allegations generally will raise questions when historical issues are still imminent A strategy needs to be in place on why we are onboarding them and to make it clear so that members of brands can defend their position if this subject is raised It is important to exemplify this case and build a process based on decisions made which can be applied in the future without back-and-forth discussions Ensure that due process is in place and has been followed If violations of our norms and standards occur after they become a member, mechanisms exist to sanction or expel them In view of the sensitivities of this case, the board strongly recommends due diligence, with special emphasis on stakeholder engagement and social audits need to be appropriately done and in place Ultimately the final decision lies with the CEO 	
 Standing Committee Updates and BoG Actions 7.1 Finance Updates TS updated the Board for the period of 9 months to 31 March 2022: The financial position of RSPO is in surplus of 21 million MYR with a significant income increase of around 26% higher The budget operating costs are higher because of the higher employment costs A strong surplus is reflected due to overall project costs being lower than budgeted while the forecast is 17 million A very encouraging balance sheet with nett assets of 76.5 million Subscription due is reducing and in better control and less on overdue Palm Trace & Rainforest Alliance: The Secretariat has obtained a 12-month extension to the current contract which expires in November 2022 	

	 Fund Investments: Surveying potential longer-term investment opportunities in foreign deposits (USD/ EURO) Exploring cautiously a process with a professional firm in Switzerland Decisions made will be prudent and will be on an ethical basis. Any progress in place will be updated to the GA end of 2022 	
Βι	udget and Income and Expenditure FY2023:	
	 Operating costs have increased in line with new recruitment. The current staff strength is at 134 with 29 more recruitments in progress and a budgeted staff strength for next year of 189 employees Gradual increase in Membership Significant increase in physical trade Income trends increase Implementation of staff medical insurance covering employed and contract staff An increased cost is expected with new projects from Standard Review and Assurance 	
	 Smallholder Fund: Proposed allocation funds of RM 5mil from Membership Fund to support Special Project Fund: Proposed allocation of RM 2 mil from Membership fund to support IMO 	
	project	
Co	onclusion: 7.1.2 Decision Papers for Endorsements	
	pproval of the Budget Proposal for the Financial Year 2023: This is approved and ne Decision Paper is duly endorsed	
	 onclusion: 7.1.3 Decision Papers for Endorsements hese are approved and the Decision Papers were duly endorsed: Approval of Change in Bank Signatories and Signing Limits Termination of the DSF Trust Fund (DTF) and the dissolution of the DSF Trust Fund Committee Approval for the establishment of Indonesian PT and Transfer of Operations 	
7.	.5 Assurance SC	
	 Co-Chair AP of the committee gave a brief but detailed report on Assurance clarifying each activity that is undertaken and its progress. This summary was circulated in pre-reads Concerns raised are about the difficulty to populate the ASC Subgroups with a voluntary nomination to serve in the sub-group 	

 Highlighted on the impending Assurance forum which he hopes to encourage participation from members or non-members and also experts and NGO communities to contribute feedback on stakeholder assurance J. Standards SC The upcoming P&C standards review is presently the key issue that is being worked on As a baseline, we have concluded a recent survey with 508 responses received. It is a process to help identify the first cut for members to consider assessment and further consideration on issues within the current P&C Doing a current review of the independent Smallholder standards. It is important we slipstream both the reviews to maintain coherence in terms of how 2 different reviews are conducted To constitute the process, there is the steering group, task force, and technical committee which has the process kicked off in mid-June 2022 BOC Comments: CBN reiterated and it is to be noted by the Secretariat in the minutes that: As discussed at the last board meeting and as listed in ToR, it is the key element that the Standard Review should focus on: Simplification of the existing P&C and not have additional layers to it. To include shared responsibility DArkets Development SC RSPO brand positioning Strand visibility is low, and our challenge is to change the mindset of members to use our brand assertively and be confident in associating themselves with the RSPO brand. The companies need to recognize the embedded value proposition of the brand and the value encompass within the brand Consider some initiatives to compel these companies to be more proactive and push members to use out use it. Negative comments on the visual identity of the RSPO brand is it lacks appeal and the logo image does not go well in some locations in the world 			
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8.0 Junch Brook		 proactive and push members to use it Negative comments on the visual identity of the RSPO brand is it lacks 	
Lunch Dieak	8.0	Lunch Break	

/.4 3	mallholders SC
•	The key element of the RSSF Funding is to support the livelihood of the smallholders by improving their foundation for better yields, GAPs, training on financial skills, learning how to access the market, and supported with better capability in the operation and maintaining the integrity of the smallholders
•	The current certification of smallholders has increased by 70% during the pandemic period and we should see more smallholders being certified in the coming years, who will need support. This will fulfill RSPO's capability and capacity to support these increases with this proposed funding
•	Going forward with the governance policy paper, the recommendation from the standing committee is either to have 10% of the revenue or \$1 million for a year for the next three years in funding whichever is bigger. Though the budget is approved, this past practice of 10% of the revenue was removed and the SC hopes to put a notation to reinstate it ensuring continuity in funding support for the smallholders
•	This is not a request for approval, but it was heavily discussed by the Smallholder SC, that the budget may need to be revised going forward with the new Governance policy implementation
<u>OG (</u>	<u>Comments:</u>
•	TS stated that the request for the million dollars for next year has already been approved as a transfer into the fund. The finance committee would like to have a look at this proposal in detail.
•	While the request for 10% of the revenue whichever is higher, is not a commitment and this requires a Finance Committee review. Careful thoughts need to be applied with an opportunity to look at it carefully and diligently before we return to this matter in the next board meeting.
•	The Finance committee is to incorporate a proportion of the revenue as standard transfers to the smallholders' working group. - Such proposals are subject to review by the Finance committee before moving forward.
•	Action Points Working paper outlining the plans for smallholders, incorporated into the overall planning To be duly followed up in the next board meeting.

Conclusion: 7.4.1 Decision Papers for E RSSF Governance Policy Document (ver. Decision Paper is duly endorsed.	
7.6 Shared Responsibility	
JD provided an update on Shared Respo highlighted the Code of Conduct GA18-2 final approval which will be ready for en	2b updates of version 2017 for
BOG Comments:	
CBN states that more updates and tracti relevant. This needs to be included in th	ion on SR are expected in keeping RSPO ie upcoming P&C review.
7.7 Grievances, Complaints and CP	Updates
CP Co-Chair LSC highlighted the total nu Complaints.	mber of Complaints and the nature of
-	hts, and labour rights are on the rise from task force needs to focus on this issue in
are the Membership and ethicsThe average no of days to close	ch as land and environment other issues code associated with the RSPO brand a case is 600 days en addressed with the fruition of resolving
Concerns raised: CBs credibility is in doubt and A	SI is reluctant to exercise some discipline
 CBs are chosen by the owners a being certified 	nd directly paid by the owners of the units reach the media before an official
Conclusion:	
	vith the present certification and audit with disagreement by several members and nuanced approach instead of painting

	This was further deliberated among board members, and it was decided that the Board Meeting was not the appropriate forum for discussing these statements.	
	In conclusion, it was decided that the CP Co-Chairs are to liaise with the heads of Assurance SC and move this topic of "social auditing concerns" to a more structured discussion under the ambit of the ASC, where solutions and recommendations for board consideration can be made.	
	7.8 Stakeholder Engagement Updates	
	RSPO Outreach to Intermediary Organization	
	 The outreach program is very much on solutions It helped also to bring to service disputes which might otherwise have festered It allows an option for constructive remedy and dialogue To bridge the gap, a divide between plantation companies and NGOs In Malaysia, it serves as an informal platform that brings plantation companies, workers, plantation companies, and communities together It is beneficial to dialogue laterally and resolves issues rather than having to go through a complaint's procedure 	
	 This is a request that the board task the secretariat to undertake a structured review of the projects completed and on successes of lessons learned This is to revert to the Board with a proposal and a budget for second phase of the outreach program 	
	Conclusion: 7.8.1 Decision Papers for Endorsements RSPO Outreach to Intermediary Organisations (IMOs): This is approved and the Decision Paper is duly endorsed.	
	7.8.1.2 RT and GA planning: Theme The theme was discussed. Thoughts and opinions were exchanged. The Secretariat has taken note of preferred wordings including "resilience" " social inclusion", and "the impact of RSPO". This wording will be taken into consideration. The Secretariat recommended that it will revert to the Board by email with a theme and narrative that better captures the impact and direction of RSPO.	
9	 AOB If the CAP Review ToR is approved by the sub-committee, is the implementation officially adopted or is board approval required? The Board needs to check & confirm it. Graphs, Data and Numbers need to be updated Jurisdictional approach needs to be addressed 	

	 European Regulatory Issues: The Secretariat will collate a comprehensive brief on the RSPO brand positioning and the issues that need to be addressed for BoG comments before the meeting in Sept 2022 Assess how to ensure that RSPO Certification is a valid solution to meet the EU requirements Review of Governance to be discussed between Cochairs', Vice-Chair, and CEO of RSPO Secretariat to disseminate to the BoG any appeals for volunteers to join dispute advisory groups and others. Co-chair requested the Secretariat to develop an overview of deforestation data to better understand RSPO's contribution to reducing deforestation by comparing: Total deforestation year by year from 2000 to 2010
	 Total deforestation year by year from 2000 to 2010 Deforestation 2011 to 2021 by RSPO-certified companies. During that same period caused by the conversion of the jungle to oil palm. Caused by other crops or other activities, Co-Chair concluded with a call for continuous engagement by the BoG in ensuring RSPO remains relevant. Highlighted the progress that has been made since 2004 and the turbulence of the last 2-3 years, as well as weaknesses on the horizon that calls for reform to ensure RSPO does not become redundant. Need to create new momentum, renewed dynamism and focus.
	 Proposed that the CEO be assigned as a facilitator to set up a task force of BoG members and others to identify solutions for RSPO reform to Deregulate and debreaucraticize the RSPO Strengthen the implementation and auditability of the P&Cs without diluting the substance Undertake other reforms to keep RSPO relevant
10	Meeting Adjourned at 4.15 pm

Note: Item 7.5 preceded after Item 7.1 due to an earlier technical error.

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