

**Draft Minutes for RSPO BOARD OF GOVERNORS Meeting 06-20**

Date: 28 Sep 2020 Start Time: 8.00pm-9.05pm (GMT +8) Venue: Conference Call

**BOG MEMBERS AND ALTERNATES IN ATTENDANCE**

**SUBSTANTIVE MEMBERS**

Dato' Carl Bek-Nielsen (CBN), **MPOA** – Co Chair  
Tim Stephenson (TS), **AAK** – Vice-Chair  
José Roberto Montenegro (JRM), **AGROCARIBE**  
Paul Wolvekamp (PW), **BOTHENDS**  
Marcus Colchester (MC), **FPP**  
Agus Purnomo (AP), **GOLDEN AGRI RESOURCES**  
Lee Kuan-Chun (LKC), **P&G**  
Geraldine Lim (GL), **RABOBANK**  
Julian Walker-Palin (JWP), **RPOG**  
Samantha Bramley (SB), **STD CHARTERED**  
Petronella Meekers (PM), **UNILEVER**  
Daphne Hameeteman (DH), **WILMAR**  
Michael Guindon (MG), **WWF S'PORE**

**ALTERNATE MEMBERS**

Yumie Kawashima (YK), **AEON**  
Olivier Charrier (OC), **FERRERO**  
Harjinder Kler (HK), **HUTAN**  
Olivier Tichit (OT), **MUSIMMAS**  
Madeleine Brassier (MB), **OXFAM**  
Sander Van den Ende (SVE), **SIPEF**  
John Clendon (JC), **UNIVANICH**  
Eleanor Spencer (ES), **ZSL**

**SECRETARIAT STAFF**

Beverley Postma (BP)  
Patrick Chia (PC)  
Cheri Woo (CW)  
Hafiz Adnan (HA)

**ADVISORS**

MR Chandran (MRC)

**GUESTS**

Herbert Chua, **PWC** (HC)  
Reshvinjeet Singh, **PWC** (RS)  
Li Kiew Chai, **PWC** (LKC)

**ABSENT WITH APOLOGIES:**

**SUBSTANTIVE MEMBERS**

Anne Rosenbarger (AR), **WRI** — Co Chair  
Kahori Miyake (KM), **AEON**  
Dato' Amir Hamdan (AH), **FELDA**

**ADVISORS**

Prof. Bungaran Saragih (BS)

**ALTERNATE MEMBERS**

Caroline Westerik-Sikking (CWS), **AAK**  
Hugo Byrnes (HB), **AHOLD DELHAIZE**  
Dr. Mohamad Fadhil Hasan (FH), **ASIAN AGRI**  
Razuwan Che Rose (RCR), **FELDA**  
Lee Kuan Yee (LKY), **MPOA**  
Audrey Lee (AL), **OLAM**  
Martin Van Vaals (MVV), **RABOBANK**  
Roger Charles (RC), **STD CHARTERED**  
Martin Huxtable (MH), **UNILEVER**

Item	Description	Focal Point
1.0	<p><b>Introductions and Opening Remarks</b></p> <p><b>RSPO Antitrust Caution</b>            CBN opened the meeting by reminding members of the anti-trust rules. There will be no discussion of any commercial aspect of the trade in palm oil on premiums, volumes, individual suppliers, individual customers, etc.</p> <p><b>Approval of Agenda - BOG 06-20</b>            The agenda was duly approved with no amendment.</p>	
2.0	<p><b>Approval of Minutes of previous meeting - BOG 05-20 Minutes</b>            The approval of BoG 05-20 Minutes would be deferred to the next Board meeting.</p> <p><b>Post-meeting addendum:</b>            All objections and proposed revisions to the minutes have since been withdrawn. The original draft will be presented to the BoG for approval at the next meeting</p>	
3.0	<p><b>Actions arising from last meeting - BoG 05-20</b></p> <p>3.1 <b>Letters of Termination and Code Violations</b>            The Secretariat has issued a letter to the CEO of Darrell Lea and has received a response that will be duly examined. The BoG will be kept updated on the progress of this issue.</p> <p>The MDSC is addressing the issues on “No Palm Oil Claims” and will be presenting their recommendation to the BoG, in the Nov Board Meeting.</p> <p>3.2 <b>Special Arrangements for GA17</b>            A letter has been issued to members from the BoG, announcing the arrangements for a virtual GA on 25 November and requesting a deferment of non-urgent resolutions.</p> <p>The O&amp;E team will arrange a series of caucus specific webinars to facilitate a two-way dialogue between the CEO with all the membership categories.</p> <p>3.3 <b>Strategic Plan - BOG Feedback on Big Framing Questions</b>            BP thanked BOG members for their submissions. A consolidated summary will be shared with the BoG before the Nov BoG meeting.</p>	
4.0	<p><b>Audited financial statements for the year ended 30 June 2020</b></p> <p>4.1 TS provided an overview of the audited accounts for the year ended 30 June 2020 and explained any changes in the previously reported management accounts.</p> <p>Representing PwC, HC provided a summary of all matters pertaining to the audit of the accounts and reported that there are no significant audit issues.</p>	

4.2	<p>HC confirmed that an unqualified audit report will be issued and the financial statements are expected to be finalised next week.</p> <p>The auditors' report was accepted by the BoG and approval of the final accounts was delegated to the Finance Committee.</p> <p>TS thanked PwC for their excellent services and informed the BoG that the Finance Committee will be responding to recommendations from the GA to appoint a change of auditors for the current financial year. EY has been identified as a preferred candidate and a resolution will be prepared in time for the forthcoming GA.</p>	
5.0  5.1	<p><b>Proposal to Amend the Statutes of the RSPO 2018</b></p> <p><b>Decision:</b> The Board endorsed three proposals to amend the Statutes of the RSPO as summarized below and instructed the Secretariat to submit them to the GA, for ratification.</p> <ul style="list-style-type: none"> <li>i. Article 9(c) - to adopt changes agreed in Resolution 6b on Balanced representation in the RSPO Voting Process.</li> <li>ii. Article 9(a) &amp; (c) - to allow for a virtual General Assembly</li> <li>iii. Article 13(f) to add the female pronoun when referring to Chairperson and CEO</li> </ul>	
6.0  6.1  6.2  6.3  6.4	<p><b>Any Other Business</b></p> <p><b>6.1 Media coverage of Alleged Labour Rights Abuses</b> The Secretariat referred to a number of media articles that covered the Labour plight of a worker in a plantation in Malaysia. The RSPO was not mentioned in this publication but has issued a reactive statement for Members to use at their discretion.</p> <p><b>6.2 Recommendation to Strengthen the Social NGO participation</b> The Secretariat has accelerated the search for new members within the Social NGO sector particularly to strengthen expertise in the area of human and social rights and to ensure that marginalised communities have a stronger voice within the RSPO.</p> <p>The Secretariat has identified a potential partner and the Human Rights Working Unit will produce a recommendation for the SNGO caucus.</p> <p><b>6.3 HCSA</b> The NDJSG has requested an extension of a few months to work with HCSA to find a working compromise on the toolkit.</p> <p><b>6.4 RT2020</b> The O&amp;E team has created a content curator to collate all contents ideas proposal from members and these ideas would be screened through by a committee and shaped by the Secretariat.</p> <p>More information on RT2020 would be shared with the BoG in as soon as it available.</p>	

9.0	Meeting adjourned at 9.05pm (GMT +8).	
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