

SRP Board Meeting 3/19

22 March 2019 15:00-17:00 SE Asia Standard Time

Venue: <https://global.gotomeeting.com/join/597680221>

Participants

Board

Matthias Bickel	GIZ (Chair)	Paul Nicholson	Olam International
AJ Poncin (alt)	IRRI (Co-chair)	Sanjay Sethi	Phoenix
Mark Radka	UN Environment (Co-chair)	Christ Vansteenkiste	Rikolto
Adrian Sym	AWS	Natasha Straker	Westmill
Jai Sheel Oberoi	LT Foods	Keith Jones (alt)	Syngenta
Louke Koopmans	Mars Food		

Secretariat

Wyn Ellis	SRP Secretariat	Peter Sprang	SRP Secretariat
Lea Las Pinas	SRP Secretariat	James Lomax	UN Environment

Regrets

Diederik Pretorius	Ebro Foods	Jackie Hughes	IRRI
Huynh Van Thon	Loc Troi Group	Ladda Viriyangkura	Rice Department, Thailand
Charlie Butcher	Syngenta		

Meeting Report

1. Chairperson's remarks

- The SRP Board meeting 3-19 was called to order at 15:08 SE Asia time.
- MB (Chair) expressed appreciation for everyone's active contribution in reviewing the legal entity options for the SRP. As a target meeting outcome, he underscored the need to seek compromise and recognize the vote of the majority.
- The meeting was declared quorate with a total of 11 voting members in attendance.

2. Approval of report of last meeting and adoption of agenda

- The report of the last meeting of the Board (3/19, 8 February 2019, Annex 1) was approved with a minor correction to remove NS from the participant list.
- The agenda as circulated was adopted unanimously.

3. Legal entity options

- MB thanked the Secretariat for a comprehensive analysis of the legal entity options. MR stressed that UN Environment has worked closely with the Secretariat to ensure objective presentation and analysis of issues and options.
- JL requested that members only raise questions that reflect the issues presented in Annex 2/3. MB proposed the discussion be structured as follows:
 - Open floor for questions and discussions (30 mins)

- Voting proper
- **UN Environment support:** NS inquired whether in the case of non-English jurisdictions, UN Environment legal team would be available to provide official translations of statutes and other legal documents. MR clarified that UN Environment's legal team would be unable to offer such support, but that translations would be provided as part of setup services delivered by any law firm retained to establish the legal entity. MR nevertheless confirmed that UN Environment remains committed to provide ongoing support to the Secretariat during an anticipated transition phase.
- **Governance:** JSO requested AJ Poncin (AJP, IFS Executive Director, and alternate to Jackie Hughes) to clarify the proposed status of the SRP Board under IFS. AJP confirmed that the SRP Board could not function as a second statutory body under the IFS Board and SG lawyers had proposed alternative designations such as 'SRP Council or Governance Committee'. AJP stressed that IFS remains open to negotiating the scope of rights and privileges of this SRP oversight body.
- CV drew attention to the Draft IFS-SRP Stakeholder Agreement as a basis for assessing the IFS option. MB noted that although some issues require clarification, the available information offers a clear overview of the available options, sufficient to inform a Board decision.
- **Track record:** NS requested clarification of the typical donor perspective on establishing a track record of project achievements for a new organization. Track record is critical to establishing any organization's eligibility and credibility to bid for donor grants. MR explained that UN Environment conducts due diligence scrutiny on all new SRP members, undertaken by an independent third party. AJP indicated that IRRI follows a similar process, although there is a higher bar for receipt of funds as compared with disbursement.
- AJP noted that there could be risk-related limitations for IRRI in working with new, smaller organizations, including IRRI's inability to pre-finance project work. Reputational risk is also a consideration, especially when receiving funds from new and unvetted sources.
- **Continuity** – JL raised the question of disruption in moving from one modality to the next. MB echoed that the Board's cooperation will be important in minimizing disruption. WE added that (a) the timing of a shift from one modality to the next is not externally determined and continuity can be ensured via a phased transition.
- **Voting** – Considering the importance of this issue to the future of the SRP, MB requested a vote based on a simple majority of participating eligible voters. WE called each member by alphabetical order of institution to vote on three options as presented to the General Assembly on 24 January 2019: (1) IRRI Fund Singapore; (2) Thailand not-for-profit Association; or (3) neither. In the event of a majority vote for (3), the Secretariat would be empowered to propose for Board approval a single option, selected from the four subsidiary options presented in Annex 3.
- In addition, SS suggested holding two rounds of voting, allowing those first-round voters selecting the least preferred option to cast a second vote for either of the two top choices. The final results were as follows:

Options	First Round	Final Round
Option 1: IRRI Fund Singapore	3 votes	3 votes
Option 2: Thailand Not-for-profit Association	2 votes	
Option 3: Neither	5 votes	7 votes

- **Next steps** – AS endorsed the proposed presentation by the Secretariat of a single recommendation at the next Board meeting. PN added that getting feedback from Option 3 voters could help inform the basis for the next voting decision. A Survey Monkey survey among meeting participants was proposed by LK in order to elicit additional feedback on the reasons for voters' choices.

[Action: Secretariat to launch an anonymous online survey to secure additional feedback]

4. Retailer engagement strategy

- A meeting between SRP and the top 10 UK food retailers will take place on 8 April, hosted by the Ethical Trading Institute in London. WE and Bernadette Bodenmueller will participate, along with Mars, GLOBALGAP, Olam, LT Foods and Westmill.
- Consultant contracting is ongoing, made possible through ad hoc financial support by some Board members.

5. 2nd Global Sustainable Rice Conference and Exhibition

- The Conference Steering Committee has held two meetings to initiate planning of the event, which will take place from 30 September to 2 October, 2019 at the UN Conference Centre Bangkok.
- Two proposed financial models were offered to the Board to illustrate possible risk-reward scenarios. Following the success of the first conference, it was agreed that a higher registration fee could now be set, delivering an anticipated return of 15% of total revenues to SRP.
- IRRI (on behalf of SRP) will contract with IBC Asia to organize the event.
- WE noted the importance of differentiating between SRP's two flagship events (Annual Plenary and biennial Conference) and ensuring synergies with the 4-yearly IRC research conference convened by IRRI.
- MB requested the Secretariat to provide a prospectus to assist members in promoting the conference within their own respective networks.

[Action: IBC Asia to finalize contract and event prospectus]

6. Secretariat operations

- **Organization chart** – WE presented the current structure and a draft proposed future structure (Annex 6). MB requested that names and functions of staff members be included. AS commented that the organization chart is not independent of the legal entity discussion as the desired governance will help define the future structure. He added that a more balanced power structure would also be desirable, reflecting a stronger role for

the membership. MB encouraged Board members to provide inputs to the Secretariat for revision of the chart.

[Action: WE to revise organizational chart based on Board feedback]

- **Executive Director position** – MB reported that the funding line has been approved and the position is awaiting final approval by BMZ. IRRI has agreed to host the Executive Director position through its Bangkok office, with basic salary costs covered by SRP via member dues and supplemented via BMZ/GIZ. GIZ will screen all applications and provide a shortlist to IRRI, who will then make a recommendation to the Board. PN asked about potential savings for the SRP and commented that the process may cause disruption.
- The position could be mobilized by 1 July and would be structured as a 2-year contract, renewable for up to 4 years thereafter.

7. Any other business

- JL briefed the meeting SRP's profile at the 4th session of the UN Environment Assembly in Nairobi from 11-15 March 2019. SRP was featured at the Camp One Planet exhibition area, and a panel session with SRP members and partners was organized to showcase the rice sustainability agenda.
- WE briefed the meeting on several events during the upcoming Responsible Business Forum for Food and Agriculture (Bangkok, 25-27 March):
 - Inaugural meeting of the establishment of SRP National Chapter Thailand
 - Launch and Signing of the Sustainable Rice Landscapes Initiative Consortium
 - Rice Commodity Working Group Session
 - Sustainable Rice Landscapes Closed meeting for consortium partners.

The meeting adjourned at 17:10 SE Asia Standard Time.

Annexes

Annex 1: Meeting Report – SRP Board meeting 2-19

Annex 2: SRP Legal Entity Guidance and comparison

Annex 3: Legal entity options: full comparison

Annex 4: UK Sustainable Rice Retailer Engagement Meeting Agenda

Annex 5: SRP 2nd Global Sustainable Rice Conference & Exhibition: Financial Model (approved)

Annex 6: SRP Organization Chart (revised)