

Cargill Forest & Land Use Sustainability Advisory Panel

Terms of Reference

a. Context and objectives

In February 2019 Cargill announced a new Forests Policy, alongside a set of internal operating guidelines - setting out clear activities and timelines for the delivery of the Policy. A number of additional commitments have been made by the company, including a Human Rights Commitment, Supplier Code of Conduct and prioritized commodity specific action plans to advance the company's efforts in high-risk supply chains.

In order to systematise its external engagement activity, Cargill, working closely with its stakeholders, has established a Forest and Land Use Sustainability Advisory Panel. The Panel will advise and challenge Cargill on delivering its Forest Policy and specific supply chain ambition and action plans (cocoa, palm, soy), and will do so by overseeing progress as well as providing a critical review and advisory function to the company on land use and forest protection issues.

b. Scope of the Panel

The Panel will advise and challenge Cargill on:

- the strategy and resources underpinning Cargill's Forest Policy and their adequacy for delivering on those socio-economic and environmental commitments.
- progress in implementing and verifying its Forests Policy and supply chain action plans.
- the continuous improvement and implementation of its Forests Policy, but not limited to: best-practice recommendations on sustainable production systems, advice on technical challenges and solutions, and advice on stakeholder engagement.
- an independent progress evaluation of Cargill's Forests Policy and associated commodity-specific commitments.
- Sharing information across sector peers/supply chain stakeholders in support of broader sector transformation.

c. Members

The panel will have approximately eight external members with diverse backgrounds and experiences.

The role of the Panel is to constructively critique and advise Cargill, but it is not a decision-making body.

Members of the Panel will be selected on the basis of relevance to the issues, as well as skills, expertise and capacity of those members to perform the duties outlined in 'b'.

The Panel will be independently facilitated by Brendan May, Chairman of Robertsbridge, to ensure constructive engagement and meaningful progress.

Observers or other technical experts may be periodically invited to join the Panel to contribute on specific issues or challenges. This will be agreed with the members of the Panel beforehand.

Members will be invited to serve two-year terms and may serve up to two consecutive terms.

d. Responsibilities of Cargill

- Providing the data and information necessary for the Panel to carry out its duties in part 'b'. Where commercially confidential information is to be shared, Cargill will inform members that this information is not to be shared publicly and request they sign a non-disclosure agreement.
- Providing Advisory Panel members with the chance to offer guidance and discuss implementation issues with Cargill leaders in a private forum.
- Appointing an independent Panel facilitator.
- Ensuring participation by Cargill's Executive Team, led by Ruth Kimmelshue, Cargill's Chief Sustainability Officer and Corporate Senior Vice President, Business Operations and Supply Chain.

e. Responsibilities of Panel Members

- Regular participation based on assurance of their ability and capacity to perform the duties outlined in 'b' above.
- Not to publicly share confidential data or information where this has been indicated as such by Cargill.
- Agree among members that grievances or disagreements will be discussed in the Advisory Panel prior to any public communication, in order to give members the chance to provide responses or undertake remedial action if required.
- Collaborate constructively in meetings and calls, and to ensure the smooth functioning of the Panel.
- Commit to learning/understanding the complexities of the supply chain(s) and Cargill's role in them.

f. Role of the Facilitator

The Panel facilitator will perform the following roles and responsibilities:

- Facilitate face-to-face meetings and conference calls.
- Ensure the timely circulation and agreement of meeting/call agendas in discussion with Cargill and the members.
- Document minutes of meetings/calls as well as agreed action points and to circulate these to members for review and approval.
- Sign off all meeting minutes – subject to approval from members and Cargill – prior to these being made publicly available.
- Engage with individual Panel members and Cargill in between meetings and calls in order to follow up on specific agenda/action points, address issues (where necessary) and to help drive constructive progress and collaboration.

g. Meetings and Agendas

There will be two meetings per year, of which at least one will be in-person. Additional ad-hoc conference calls/webinar meetings may be scheduled and interspersed throughout the year as necessary as agreed by members to ensure regular contact and to follow up on action points.

Cargill will provide interim updates to the Panel to keep members informed of progress between meetings.

Agendas will be circulated for comment in advance of meetings/calls, giving members of the Panel the chance to provide input and shape agenda items.

h. Communications Protocol

All public communications which relate to the Panel – including meeting minutes, agreements, or findings – will need to be agreed and signed off by all the members in writing.

Agreed (written) public summaries of the meetings, and participants will be shared on the relevant section of the Cargill website.

The Panel and the Panel membership do not imply endorsement of Cargill policies or practices and shall not be used as such in public communications.