

ART Board Meeting Minutes

5 May 2023

ART Board members: F. Seymour, P. Sherpa, L. Ruiz, J. Verdiek, P. Umunay, C. Nobre, R. F. Adjei

Absent: W. Bumpers

ART Secretariat: M. Grady, C. Magerkurth

Board members held a special meeting to review proposed changes to the ART Board Charter, Board member recruitment and to review the process for addressing formal complaints.

1. Introduction

INFORMATION

The Board Chair welcomed ART Board members and provided opening remarks.

2. Proposed Changes to the ART Board Charter

INFORMATION

The Secretariat presented an overview of the relationship between Winrock International, Environmental Resources Trust and ART.

- Jan 2021, ART transitioned to be part of Environmental Resources Trust (ERT), a wholly owned nonprofit subsidiary of Winrock International
 - ART staff are still Winrock staff, and ART still utilizes Winrock services
 - ERT has a separate Board
- ERT Board of Managers
 - William Bumpers
 - Michaela Edwards
 - John Nees
 - Rodney Ferguson (Winrock President & CEO)
- ERT Officers
 - Mary Grady, President and Chief Executive Officer
 - Winrock CFO/Treasurer
 - Winrock Chief Risk and Compliance Officer and General Counsel

The Secretariat proposed changes to the ART Board Charter to ensure this structure is reflected and the ART Board's role was clearly explained.

Proposed changes were provided in a redlined version for Board review ahead of the meeting and included:

1. Clarifying that the ART team is now housed within ERT and governed by the ERT Board
2. Clarifying the role of the ART Board

3. Clarifying ART Board member terms and renewals, which were inconsistent between sections

DISCUSSION

- The Board asked numerous questions regarding the interaction between Winrock, ERT and ART.
- The Board discussed the proposed changes at length.

DECISIONS AND ACTION ITEMS

DECISION: The ART Board voted unanimously to approve the changes to the ART Board Charter.

ACTION ITEM: The Secretariat will follow-up with Board members absent from the meeting to ensure they have the opportunity to ask questions as well. Following the individual discussions, the Secretariat will circulate a copy of the new Charter for Board signature.

3. Board Succession Planning

INFORMATION

The Secretariat presented a potential candidate to join the ART Board in 2023.

DISCUSSION:

- The Board members discussed the candidate and were positive towards the candidacy.

DECISIONS AND ACTION ITEMS:

ACTION ITEM: The ART Board Chair will reach out to the candidate to see whether there is interest in joining the ART Board.

4. ART Complaint Process

INFORMATION

The Secretariat provided an overview of the complaint process under ART to ensure Board familiarity. The Secretariat also provided an update as to the status of the review process for the complaint received from the Amerindian Peoples Association and a likely timeline for completion. Because the Board is not involved in the review of the complaint, the Secretariat did not present, and the Board did not discuss, specific evidence relating to the complaint.

DISCUSSION:

- The Board members discussed the complaint and appeal process and the need for ongoing outreach to ensure all stakeholders are familiar with the process.
- The Board also discussed the need to ensure that the second validation and verification process thoroughly investigated the issues in the complaint that had been raised after the first validation and verification of Guyana's REDD+ program had been completed.

DECISIONS AND ACTION ITEMS:

ACTION ITEM: The Secretariat will post the final Complaint Review Report and associated documents on the ART website when they are completed.