

# **CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.**

## **Minutes of the Governance Committee Meeting September 25, 2018**

A meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Tuesday, September 25, 2018 in the Ben Hill Griffin Hall, Room 103, at the Citrus Research and Education Center, Lake Alfred, Florida. The meeting was properly noticed and recorded. The meeting was called to order at 9:02 am by Chairman Ricke Kress. Roll was called and a quorum was present. Committee members participating were: Mr. Larry Black, Mr. Ned Hancock, Mr. Ricke Kress, Dr. Jeanna Mastrodicasa and Mr. Jerry Newlin. Others participating were: Mr. Rob Atchley, Ms. Brandy Brown, Mr. Rick Dantzler, Mr. Michael Ford, Ms. Sharon Garrett (telephone), Dr. Jim Graham, Dr. Catherine Hatcher, Mr. David Howard, Mr. Charlie Lykes, Mr. Mike Sparks and Mr. John Updike, Jr.

Mr. Hancock moved to accept the minutes of the August 28, 2018 meeting. The motion was seconded by Mr. Newlin and passed unanimously.

Mr. Kress reported that the main topic for the Governance Committee meeting is to discuss the Sunshine Law review. He introduced Mr. Michael Ford, Senior University Counsel, and thanked him for taking the time to refresh the committee and Board on the Sunshine Law.

Mr. Ford thanked Mr. Kress and the committee for the invitation to the Governance Committee meeting. The Sunshine Law is typically used to describe the public meetings law and the public records law. At today's meeting, Mr. Ford wanted to focus on the meetings portion. The basic legal principles are from the Florida Constitution and Florida Statutes. The constitutional provision was enacted in 2013; however, these statutes have been in place for many years. Mr. Ford touched on the basics and the fundamental principles of the Sunshine Law for open public meetings. The law covers any gathering, formal or casual, of two or more members of the Board or committee to discuss any matter on an action that will be taken by the entire Board. All meetings under this arrangement that are not considered a closed meeting must be publicly noticed. Meetings and/or gatherings are not limited to sit-down meetings. Any form of communication between at least two members, including telephone calls, text messages, emails, or any other forms of communication are covered. Websites are typically the official way to communicate and post meeting notices because it can be reached and viewed by everyone; however, if there is a bulletin board on site it is sufficient if the meeting notice is posted there. Ultimately, Mr. Ford said the three basic requirements of §286.011, F.S. are:

- 1) Meetings of public boards or commissions must be open to the public;
- 2) Reasonable notice of such meetings must be given; and
- 3) Minutes of the meetings must be taken and promptly recorded.

As for locations of meetings, §286.011(6), F.S. prohibits boards or commissions subject to the Sunshine Law from holding meetings at any facility which discriminates on the basis of sex, age,

race, creed, color, origin, or economic status, or which operates in such a manner as to unreasonably restrict public access to such a facility (ADA). Public boards or commissions, therefore, are advised to avoid holding meetings at places where the public and the press are effectively excluded.

When it comes to Direct-Support Organizations (DSO), which CRDF falls under, the Legislature has specifically exempted portions of meetings of some DSOs. For example, any portion of a meeting of the board of directors of the organization (CRDF), or of the executive committee or other committee of the organization, at which any proposal seeking research funding from the organization or a plan or program for either initiating or supporting research is discussed, is exempt from the open meeting rule, §286.011, F.S. §1004.28(5)(c), F.S.

The question was asked if the public comes to an open meeting, is the committee or board required to allow them to speak? Mr. Ford stated, “Yes, the public has the right to comment at public meetings.” Cameras and tape recorders are also allowed at meetings; however, guidelines can be set for speaking and recording so it does not become disruptive during the meeting and to limit the amount of time a person may speak.

Mr. Ford discussed meeting minutes and public record penalties. All board and committee meetings are required to have written minutes for each meeting and those minutes must be made available to the public for review. As for public records, it is the policy of the state that all state, county, and municipal records be open for personal inspection and copying by any person. Any member of the board or committee who knowingly violates the provisions of the public records law is guilty of a misdemeanor of the second degree, punishable by up to 60 days in jail and a fine not exceeding \$500. There was a question on knowing the difference between public records and exempt records. Dr. Mastrodicasa reported that other than the Auditor’s report, any records related to the expenditure of state funds and any financial records related to the expenditure of private funds for travel are confidential and exempt.

Lastly, Mr. Kress reported there needs to be another Governance Committee meeting before the October 23<sup>rd</sup> Board meeting to discuss year-end and director replacements for those members terming off as well as the slate of officers. The other item that will need to be addressed is Mr. David Howard has been the CRDF Board representative on MAC and as he has stepped off the MAC Board; CRDF needs to identify another candidate to represent CRDF on the MAC Board.

With no further business, the meeting was adjourned at 9:55 am.

Minutes submitted by Brandy Brown