

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

Minutes of the Finance & Audit and Governance Committee Meeting November 14, 2018

A meeting of the Finance & Audit and Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Wednesday, November 14, 2018 at the Citrus Research and Education Center, Ben Hill Griffin Hall in Lake Alfred, Florida. The meeting was properly noticed and recorded. The meeting was called to order at 1:30 pm by Finance & Audit Chairman Ned Hancock. Roll was called, and a quorum was present for both committees. Finance & Audit Committee members participating were: Mr. Larry Black, Mr. Ned Hancock, Mr. Charlie Lykes and Dr. Jeanna Mastrodicasa (telephone). Mr. Joe Davis, Jr. did not participate. Governance Committee members participating were: Mr. Larry Black, Mr. Ned Hancock, Dr. Jeanna Mastrodicasa (telephone) and Mr. Jerry Newlin (telephone). Others participating were Ms. Brandy Brown, Mr. Dan Casper, Mr. Rick Dantzler, Mr. David Howard (telephone), Ms. Audrey Nowicki (telephone), Dr. Michael Rogers (telephone) and Mr. John Updike.

Chairman Hancock opened the meeting with discussion on the current board vacancy. Mr. Ricke Kress has stepped off the CRDF Board of Directors and the Florida Department of Citrus has appointed Mr. Bobby Barben as his replacement to serve for the approximate one year remaining on the term. Mr. Barben agreed to serve and indicated he does not plan to seek reappointment after filling Mr. Kress's remaining term. The appointment of Mr. Barben will be brought forward to the December 11 board meeting for approval. Florida Citrus Mutual announced Mr. Bob Newsome, Barron Collier Partnership, will replace Mr. Joe Davis, Jr., and Florida Department of Citrus announced that Dr. Pat Ouimet will replace Mr. Ben McLean on the board. The University of Florida has not announced the appointee to replace for Dr. Jackie Burns. Mr. Newlin requested that a letter of thanks be sent to Mr. Kress and to invite him to attend an upcoming meeting to present him with a resolution.

Mr. Hancock reported on the staffing situation in light of Dr. Hatcher's departure. The COO has discussed with Dr. Jim Graham and Dr. Jim Syvertsen the option of utilizing their project management services until a new project manager is hired. They are each budgeted for ten hours a month. Mr. Dantzler suggested a plan for the division of responsibilities of Dr. Hatcher's duties. The FY 2018-19 budget appropriated \$60,000 for subcontract project management, of which \$40,875 has been utilized leaving \$19,145. He suggested re-allocating Dr. Hatcher's salary of \$37,725 which will not be utilized from her departure through March 1, 2019 to the subcontract project management, leaving \$56,850 to cover their costs through March 1, 2019, the anticipated date to hire Dr. Hatcher's replacement. Dr. Syvertsen will be taking over all project reviews; in addition he is completing a study on Biopesticides, on which he will report to the CPDC. Dr. Graham will take over all the Germplasm trials and also be the HLB-MAC representative for CRDF. There was continued discussion about when the advertisement to

replace Dr. Hatcher will be posted, what qualifications and background are needed, and the roles and responsibilities of the Search and Screen Committee in reviewing the position description. There was concern expressed about the contractors' current hourly rate of \$125, compared with Dr. Hatcher's salary of \$63/hour, which makes revising the job duties and responsibilities a priority and posting the position as quickly as possible. Mr. Black made a motion to make the budget re-allocation of \$56,850 from Project Management employees to project management services to accommodate the consultants' work load through March 1, 2019. The motion was seconded by Mr. Lykes and passed unanimously.

Mr. Dantzler reviewed a draft of by-law revisions. The biggest change would divide the Research Management Committee into three separate committees of 8-9 members. The committees would be:

1. Plant Improvement
2. Horticultural Practice/Applied Management
3. Vector/Pathogen/Other Citrus Related Diseases

Of the 8-9 committee members, four would be board members.

The second change would be for the Commercial Product Delivery Committee to be more focused on projects that have the potential to bring a commercial product to the marketplace quickly.

The third change would eliminate the Industry Research Coordinating Committee, with staff and select committees absorbing its responsibilities.

Mr. Dantzler emphasized that these were just discussion points.

There was a suggestion to have a Plant Breeding Subcommittee, in lieu of the three committees, and to keep RMC as currently constituted except for the addition of the subcommittee.

Mr. John Updike, Jr. was asked to serve as the Chairman of the Governance Committee and he accepted.

With no further business, the meeting adjourned at 1:39 pm.
Minutes submitted by Brandy Brown