

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.
Minutes of the Governance Committee Meeting
February 26, 2019

A meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Tuesday, February 26, 2019 at the UF/IFAS Indian River Research Education Center, Fort Pierce, Florida. The meeting was properly noticed and recorded. The meeting was called to order at 9:32 am by Chairman John Updike, Jr. Roll was called and a quorum was present. Committee members participating were Rob Atchley, Larry Black, Ned Hancock, Jeanna Mastrodicasa (telephone) and John Updike, Jr. Bobby Barben was absent. Others participating were Brandy Brown, Rick Dantzler, David Howard, Jerry Newlin (telephone), Audrey Nowicki, Tom Obreza, Pat Ouimet and Callie Walker.

Mr. Hancock moved to accept the minutes of the January 16, 2019 meeting. The motion was seconded by Dr. Mastrodicasa and it passed unanimously.

Mr. Updike opened the meeting with discussion of the UF revisions to the CRDF by-laws.

1) Section 4.03, Board Election or Appointment and Term, The appointment of Category One appointees is subject to the approval of the University of Florida Board of Trustees.
2) Section 5.02, Executive Committee, The Executive Committee shall consist of six (6) members: Vice-President, Secretary, Treasurer, the immediate past President (so long as said past President continues to serve on the Board), Chair of the University of Florida Board of Trustees and the designee of the President of UF. Mr. Black made a motion to accept the revision of the immediate past President, so long as said President continues to serve on the Board to the by-laws. The motion was seconded by Mr. Hancock and passed unanimously.

Discussion continued on the remaining revisions.

3) Section 10.03, Amendment of Bylaws, Any amendments adopted by the Board of Directors shall not become effective until approved by the President of the University of Florida and the Chair of The University of Florida Board of Trustees with notice of such action to the Vice Chair, and

4) Section 10.05, Regulations of the University of Florida, The University of Florida Board of Trustees Internal Operating Memorandum 07-20 and the Enhanced Governance Standards of The University of Florida Board of Trustees adopted on December 7, 2018 and any amendments to any of the foregoing.

There was committee discussion on Section 10.03 about getting clarification on the revision from UF. It was suggested to revise the sentence as stated, "Any amendment adopted by the Board of Directors shall not become effective until approved by the President of the University of Florida

and the Chair of the University of Florida Board of Trustees,” and then send to UF for approval. Mr. Black made a motion to revise The UF revision as stated above and to send it to UF for approval. The motion was seconded by Mr. Hancock and passed unanimously. Mr. Hancock made a motion to accept all revisions to the CRDF By-laws for Board approval. The motion was seconded by Mr. Black and passed unanimously.

Mr. Howard discussed and reviewed the current Research Management Committee Non-Board Appointment Policy and Procedures adopted by the CRDF Board of Directors. Mr. Howard reported that, historically, the non-Board members appointed to the RMC were recommended and approved by the Florida Citrus Production Managers (FCPM). The FCPM has not been an active board as of late, so the committee needs to discuss how appointments need to be handled going forward. There was committee discussion on how to best represent the grower community with recommended appointments, the structure of the committee that includes board and non-board members and term limits. It was decided to defer action for further discussion at the March RMC meeting to update the policy and procedures of the Non-Board appointments to the RMC.

With no further business, the meeting was adjourned at 9:56 am.

Minutes submitted by Brandy Brown