

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

Minutes of the Board of Directors Meeting

March 13, 2018

A Meeting of the Board of Directors of the Citrus Research and Development Foundation, Inc. was held on Tuesday, March 13, 2018 at the University of Florida, IFAS, CREC, Ben Hill Griffin Hall, in Lake Alfred, Florida. The meeting was properly noticed and recorded. The meeting was called to order at 2:00 p.m. by President Larry Black. Roll was called and a quorum was present. Board members present were: Mr. Rob Atchley; Mr. Larry Black; Mr. Ned Hancock; Dr. Greg Hodges (telephone); Mr. David Howard; Mr. Ricke Kress (telephone); Mr. Charlie Lykes; Dr. Jeanna Mastrodicasa (telephone); Mr. Ben McLean (telephone); Mr. Jerry Newlin; and Mr. John Updike. Dr. Jackie Burns and Mr. Joe Davis, Jr. did not participate. Also participating were: Dr. Harold Browning; Dr. Catherine Hatcher; Dr. Stephanie Slinski; and Mr. Mike Sparks.

Also in attendance were: Mr. Bobby Barben; Ms. Brandy Brown, Mr. Peter Chairs; Mr. Aedan Dowling (telephone); Ms. Sharon Garrett (telephone); Dr. Fred Gmitter; Dr. Jude Grosser; Dr. Alec Hayes (telephone); Mr. Andrew Meadows (telephone); Ms. Audrey Nowicki; Dr. Pat Ouimet; Mr. Steve Smith (telephone); Dr. Jim Syvertsen (telephone); Mr. Hugh Thompson (telephone); Ms. Callie Walker; Dr. Rosa Walsh (telephone); and Dr. Lisa Weaver.

Mr. Newlin moved to accept the Minutes of the February 21, 2018 Board of Directors meeting. The motion was seconded by Mr. Updike and passed unanimously.

Executive Committee: Chairman Larry Black opened the meeting with a brief discussion on the Legislative Funding Issues. He also discussed the resignation of Dr. Harold Browning, COO effective March 31, 2018. Lastly, Mr. Black notified the Board that the Business Manager position was posted last Thursday and will be advertised for two weeks with an extension if needed.

Finance and Audit Committee: Chairman Ned Hancock stated there was nothing to report at this time.

Long Term Research Funding and Legislative Matters: Mr. Mike Sparks gave an update on Legislative and funding, focusing on the status of the state budget process and the \$8 million approved by the legislature to support CRDF HLB programs. The language regarding improved communication on CRDF programs and progress also was mentioned in association with the appropriation.

Governance Committee: Dr. Browning reported that all committee and board members will be receiving the conflict of interest forms to be completed and returned, as this is the time of year for renewal of these forms.

Research Management Committee: Chairman David Howard reported the committee has not met since the last board meeting. He reported that a meeting with Stephanie Slinski helped outline the process and timelines in anticipation of the next RMC meeting, scheduled for Tuesday, March 27 to discuss the priorities. USDA, ARS and UF, IFAS are poised to provide input from the research community, and the RMC and CPDC will incorporate the researcher's comments into the prioritization process.

Commercial Product Delivery Committee: Chairman Ben McLean reported the committee has not met since the last board meeting. However, the Committee will meet on Friday, March 23 to discuss the ranking of priorities as discussed by David Howard in relation to the RMC.

Industry Research Coordinating Committee: Chairman Rob Atchley has nothing to report.

New Business: Mr. Black presented Dr. Browning with a Resolution from the Board of Directors for his professionalism and significant contribution to the Citrus Research and Development Foundation through his commitment as the COO from April 2011 to March 2018. He highlighted his effectiveness to facilitate and leverage the Florida citrus industry's investments in research and commercial delivery projects to garner private, state and federal funding to address the devastation HLB has caused Florida. He thanked him for his leadership and wished him well on his new endeavors. Mr. Black entertained a motion to have the Board of Directors accept the Resolution dated on March 18, 2018 presented to Dr. Browning. Mr. Hancock made a motion to accept the Resolution presented to Dr. Browning. The motion was seconded by Mr. Updike and passed unanimously.

Mr. Black excused Dr. Browning and the CRDF staff for the next agenda item.

Larry Black asked the board to consider entering into a formal agreement with Harold Browning for his services during the initial transition period.

A motion was made by Ricke Kress, second by David Howard, to draft a Continued Services Agreement between CRDF and Harold Browning to be presented to the Board of Directors for consideration at the scheduled meeting on Tuesday, March 20. The draft agreement will contain the scope of services and compensation of a \$10,000 for retainer for April 2018, a \$5,000 retainer for May 2018, and a \$165 hourly rate for any services requested by the board or Interim COO June 1, 2018 and beyond. Travel and approved expenses will be reimbursed by CRDF.

The board had extensive discussion on the various services that may be required during the transition, including elements surrounding the placement of an Interim COO, posting of the COO position, preparation of the budget, and the upcoming call for proposals. Potential options discussed for the compensation element included an hourly rate in lieu of a retainer.

It was confirmed the agreement would be drafted for review and consideration by the board and no terms were specifically approved as part of the motion.

The motion passed unanimously.

The CRDF Staff returned to the meeting.

Board members discussed having another Board meeting on Tuesday, March 20 at 1:30PM and a follow up Board meeting on Wednesday, March 21 at 10AM.

Mr. Black discussed the formal posting for the COO position and asked board members to review the position description and be prepared to make any edits to discuss at the next board meeting.

Mr. Black reviewed the timeline with CRDF's involvement with the laser ablation project.

COO Report: Dr. Browning had two things to report. The CRDF website has detailed information on the banner that shows the timeline for the Call for Proposals for those who have questions. He also discussed the CRDF staff is working on budget planning for FY2018-19 and that budget will be discussed at the April Finance and Audit meeting. Mr. Hancock asked Dr. Browning for a Finance and Audit meeting before the end of March.

Dr. Browning expressed his appreciation to the board members for him being a part of the CRDF organization for the past seven years and for the Board commitment on behalf of the industry.

Future CRDF Meetings: Mr. Black announced the future CRDF meetings:

- CRDF Board of Directors Meeting – Tuesday, March 20, 2018 at 1:30PM
- Follow Up Board of Directors Meeting as needed – Wednesday, March 21, 2018 at 10AM
- CRDF Board of Directors Meeting – Tuesday, March 27, 2018 – **CANCELLED**

With no further business, the meeting was adjourned at 3:16 PM.

Minutes submitted by Jerry Newlin, Secretary.