

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

Minutes of the Board of Directors Meeting

March 20, 2018

A Meeting of the Board of Directors of the Citrus Research and Development Foundation, Inc. was held on Tuesday, March 20, 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 1:32 p.m. by President Larry Black. Roll was called and a quorum was present. Board members present were: Mr. Rob Atchley; Mr. Larry Black; Dr. Jackie Burns; Mr. Ned Hancock; Dr. Greg Hodges; Mr. David Howard; Mr. Ricke Kress; Dr. Jeanna Mastrodicasa; Mr. Jerry Newlin; and Mr. John Updike, Jr. Mr. Joe Davis, Jr., Mr. Charlie Lykes, and Mr. Ben McLean did not participate. Also participating were: Dr. John Arthington and Dr. Harold Browning.

Also, in attendance were: Ms. Brandy Brown, Mr. Dan Casper; Ms. Joyce Fitzgerald; Ms. Sharon Garrett (telephone); Dr. Fred Gmitter; Mr. Ernie Neff; Ms. Audrey Nowicki; Dr. Pat Ouimet (telephone); Dr. Michael Rogers; Dr. Stephanie Slinski (telephone); and Dr. Jim Syvertsen.

Mr. Kress moved to accept the Minutes of the March 13, 2018 Board of Directors meeting. The motion was seconded by Mr. Newlin and passed unanimously.

Executive Committee: Chairman Larry Black opened the meeting with a brief discussion on the Conflict of Interest policy and reported that following discussion, it was determined there was no conflict with Mr. Tom Jerkins and his role at Premier Citrus. He also asked the Board and Committee members to please take the Conflict of Interest form seriously when filling them out for the FY 2018-19 and they are to be signed and returned by Friday, March 30, 2018.

Mr. Black reviewed the Interim COO position and discussed the goals of the hiring of this position. He reviewed with the Board, the five possible candidates he spoke with about the position and their comments. Mr. Kress made a motion to accept the appointment of Dr. John Arthington as Interim COO for CRDF. The motion was seconded by Mr. Updike. Mr. Black excused Dr. Arthington for further board discussion. Following a brief discussion of the motion, it passed unanimously. After the motion passed, compensation discussion took place for Dr. Arthington. Mr. Howard made a motion to move forward with the hire of Dr. Arthington and to not exceed the current COO position budget for the Interim COO. The motion was seconded by Dr. Hodges and passed unanimously. Dr. Arthington was asked to rejoin the meeting and Mr. Black thanked him and expressed that the CRDF Board looks forward to working together with him.

Dr. Browning briefly discussed the termination of Dr. Lisa Weaver and informed the Board the Senior Program Manager position is now vacant. The board made a decision to pause the hire of a new Senior Program Manager until a new COO is hired but to estimate the salary budget at 75% for the Senior Program Manager in the FY 2018-19 CRDF Operating Budget.

Mr. Black reviewed the COO position recruiting description. Federal connections of the position were discussed and how to move forward with representing MAC. Dr. Browning discussed his role as the CRDF representative on MAC. Mr. Black asked Dr. Browning if he would be interested in working as the Interim representative for CRDF on the MAC project and he expressed he would. Mr. Hancock made a motion to ask Dr. Browning to continue to represent CRDF on MAC. The motion was seconded by Mr. Kress and passed unanimously.

Mr. Black asked to Board to continue the review and edits to the COO description for recruiting. Once the position is advertised, a Search and Screen Committee will be made up of the Governance Committee to review applications and conduct interviews. Mr. Hancock made a motion to approve the COO position description as amended. The motion was seconded by Mr. Updike and passed unanimously.

Dr. Browning gave an update on the Business Manager Search. To date there have been nine applicants and five meet the minimum requirements. The position posting has a soft close on March 22, 2018 but could be extended an additional two weeks.

Mr. Black asked for a five-minute recess.

Mr. Black excused Dr. Browning from the meeting for the review of the transitional COO Service Contract for board discussion and revision. Mr. Kress made a motion to accept as stated the transitional COO Service Contract for Dr. Browning. The motion was seconded by Mr. Hancock and passed unanimously.

Finance and Audit Committee: Chairman Ned Hancock reviewed the Financial Summary for the period ending February 28, 2018. Mr. Kress made a motion to approve the February 2018 financial summary. Mr. Hodges seconded the motion and it passed unanimously.

Mr. Hancock briefly discussed the communications plan that was discussed at the last F&A meeting.

Governance Committee: Chairman Kress reported on several items from the Governance Committee, none that are actionable items at this time.

Mr. Kress reported on the February 27 & 28 National Citrus Collaboration meeting held in Denver, CO, which was organized by the California Research Board, with participation by CRDF and the other HLB funding groups.

Mr. Kress reported that the current research agreements have intellectual property and royalty language particular to the institution. The USDA, ARS institutional stance when the agreement language was developed called for placing research discoveries in the public domain, bypassing the need for language relating to a royalty stream, and conversely, within UF agreements there is consideration of Intellectual Property and a potential royalty stream. Mr. Kress indicated that discussions with UF have begun to consider how this agreement language will be managed as new plant materials and other UF IP is deployed.

Mr. Kress discussed the Conflict of Interest form, earlier discussed by Mr. Black. The forms and declarations have been sent out to everyone to cover the period beginning July 1, 2018. Due date for return is March 30, 2018. Mr. Kress stressed that this form is not an annual one-time consideration, and that during the year, if a new conflict arises the individual COI form should be updated.

Mr. Kress discussed the COO evaluation for Dr. Browning and recommended that a formal evaluation not be done since Dr. Browning has resigned. A letter will be drafted by Mr. Kress for review by the CRDF President and will be forwarded to Vice President Jack Payne, as is customary to complete the review process.

Lastly, Mr. Kress reminded everyone that the next Board meeting will be held in Immokalee and with the COI forms coming due, the Governance Committee will plan to meet in April before the BoD meeting, so the declarations can be discussed and brought to the Board meeting for approval.

Research Management Committee: Chairman David Howard reported on the RMC grower input discussion for 2018 workflow and responsibilities. Dr. Browning stated the important part of this process is that RMC and CPDC will be on the same working paths to finalize the steps synchronously and will take next steps to incorporate input from the NAS review, from USDA, ARS and from UF, IFAS.

Mr. Howard informed the Board that RMC member Mr. Larry Davis has stepped off the committee and he has spoken with Mr. Rob Atchley, President of Florida Citrus Production Managers Association, about appointing his replacement.

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

- CRDF F&A Meeting – TBA, likely to be the morning of the BoD meeting on April 24, 2018 in Immokalee
- CRDF Board of Directors Meeting – Tuesday, April 24, 2018 at 10am, with lunch to follow – Co-hosted by Gulf Citrus Growers Association, to be held at UF, IFAS, SWFREC, Immokalee

With no further business, the meeting was adjourned at 4:30 PM.

Minutes submitted by Jerry Newlin, Secretary.