

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

**Governance Committee  
Meeting Minutes  
February 19, 2014**

A telephonic meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Wednesday, February 19, 2014. The meeting was properly noticed and recorded. The meeting was called to order at 10:00 am by Chairman Bob Stambaugh. Roll was called and a quorum was present. Committee members participating by phone were: Dr. Joe Joyce; Mr. Ricke Kress; Mr. Jerry Newlin and Mr. Bob Stambaugh. Also participating were: Ms. Diane Johnson and Mr. Hugh Thompson.

Mr. Kress moved to accept the minutes of the January 21, 2014 meeting. The motion was seconded by Mr. Newlin and passed unanimously.

The purpose of the meeting was to discuss the results of the recent Board evaluation of Dr. Browning, a compilation of which was provided to the committee members.

Mr. Stambaugh opened the discussion of the COO review. Considering such a diverse Board, Mr. Stambaugh felt that the results were outstanding. He also acknowledged that the overall management of CRDF is growing as everyone suspected from the beginning. The addition of Dr. Syvertsen was a beginning but there are many aspects that need to be considered as growth continues. Dr. Browning has done a great job especially as the responsibilities have been increased.

Dr. Browning is also on the committee that will oversee and decide the path of the new Federal funding. There are many details to sort out as the committee works toward a structure for these additional funds. This responsibility along with the all of the other growing responsibilities and day to day operations need to be scrutinized and an organizational structure be assembled to allow for this continued growth.

Mr. Stambaugh made a motion to recommend to the Board that the organizational management structure of CRDF be re-examined in order to assure that the COO has the support necessary to enable him to carry out the most critical functions of the position. Seconded by Mr. Newlin, the motion passed unanimously.

The process from here is that the Governance committee will report the results of the evaluation to the Board of Directors after which the Board will communicate the results to Dr. Browning and report to Dr. Payne as per UF policy.

With no further business, the meeting was adjourned at 10:40 am.

Minutes submitted by Diane Johnson