

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

Minutes of the

Governance Committee Telephonic Meeting

June 11, 2015

A telephonic meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Thursday, June 11, 2015. 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 were: Dr. Jackie Burns; Mr. Ricke Kress; Mr. Jerry Newlin; and Mr. Bob Stambaugh. Also participating were: Dr. Harold Browning; Ms. Brandi Goller; and Ms. Audrey Nowicki.

Mr. Kress moved to accept the minutes of the March 9, 2015 meeting. The motion was seconded by Dr. Burns and passed unanimously.

Mr. Stambaugh reviewed the recommendation made to the Board on May 26th for an independent Subcommittee to review the Foundation structure and organization.

Dr. Browning reported issues to be contemplated are: (1) Program Assistant position to fill; (2) employing the Antimicrobial Project Manager; (3) Commercial Product Delivery Committee recommendation to hire a Project Manager for the breeding and engineering disease tolerance, (4) assessment of current resources for Project Management and needs; and (5) CRDF communication support.

Mr. Kress indicated all CRDF Committees should be represented, as well as a processor, FCM, UF-IFAS, USDA-ARS, and the brands. They should be ready to report to the Board in July.

Mr. Stambaugh agreed to take the lead, and Mr. Kress agreed to assist.

Initial suggestions for *ad hoc* participants were Mr. Mike Sparks (FCM), Dr. Michael Rogers (UF-IFAS), Dr. Brian Scully (USDA-ARS), Mr. Aedan Dowling (Tropicana), Dr. Tim Anglea (The Coca Cola Company), and a Florida's Natural representative to be recommended by Dr. Bob Behr. Participant suggestions should be reported to Dr. Browning.

Dr. Browning reported that the Finance and Audit Committee designated Governance to make a determination on Dr. Slinski's continuing role as Antimicrobial Program Manager as a TIG associate or transitioning to the Foundation staff through UF, which would resolve issues with CDA's and control of who the position reports to, noting the financial differential is a consideration. Mr. Kress moved to continue the Antimicrobial Project Manager as a TIG associate for the first quarter of FY 2015-16 until the subcommittee has the opportunity to make

recommendations for all Foundation staffing. The motion was seconded by Dr. Burns and passed unanimously.

Dr. Browning reported the next Knowledge Mapping session, related to breeding and engineering is scheduled for September.

The preliminary report from the UF Internal Audit Department recommended Conflict of Interest forms be requested for all non-board committee members and outside contractors, in addition to board members. Mr. Kress made a motion that in addition to the Board members, all non-Board committee members and non-employee contractors who participate in discussions of proprietary information on behalf of the Foundation be required to execute annual Conflict of Interest forms. Seconded by Mr. Newlin, the motion passed unanimously.

There was a discussion regarding the need for outside contractors to be a third party on Confidential Disclosure Agreements when they are a participant in discussions. Mr. Kress made a motion that, going forward, any Foundation representative, where appropriate, be a signed party to Confidential Disclosure Agreements. Seconded by Mr. Newlin, the motion passed unanimously.

Mr. Newlin made a motion to retain Mr. Stambaugh as Chairman and Mr. Kress as Vice Chairman of the Governance Committee. The motion was seconded by Mr. Kress and passed unanimously.

In other business, there was discussion and consideration to add a 5th member of Governance Committee; Mr. Jerkins was suggested, and Dr. Browning will discuss it with him.

In summary, it was discussed that the Sub-Committee would review overall staffing, Project Management, the Commercial Product Delivery Committee, research project management, and the web site.

With no further business, the meeting was adjourned at 10:42 am.

Minutes submitted by Audrey Nowicki