

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

**Minutes of the
Governance Committee Meeting
January 26, 2016**

A meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Tuesday, October 27, 2015 in the Ben Hill Griffin Hall Conference Room at the UF-IFAS, CREC, in Lake Alfred, Florida. The meeting was properly noticed and recorded. The meeting was called to order at 8:30 am by Vice Chairman Ricke Kress. Roll was called and a quorum was present. Committee members participating were: Mr. Ricke Kress; Dr. Jeanna Mastrodicasa; and Mr. Jerry Newlin. Mr. Tom Jerkins did not participate. Dr. Browning participated. Ms. Brandi Goller and Ms. Audrey Nowicki were in attendance.

The first order of business was to elect a Chair and Vice Chair for the coming year. Mr. Newlin made a motion to name Mr. Kress Chair and volunteered as Vice Chair. The motion was seconded by Dr. Mastrodicasa and passed unanimously.

Mr. Newlin moved to accept the minutes of the October 27, 2015 meeting. The motion was seconded by Dr. Mastrodicasa and passed unanimously.

Regarding the Governance agenda item of nomination of Board officers for 2016, Dr. Browning reported that current Board Officers expressed their willingness to continue in the same role for the coming year. Mr. Newlin moved to nominate Mr. Tom Jerkins as President, Mr. Ricke Kress as Vice President, Mr. Hugh Thompson as Treasurer and himself as Secretary in 2016. Dr. Mastrodicasa seconded the motion and the motion passed unanimously.

The Conflict of Interest Action Item resulting from the UF Internal Audit was discussed, with Dr. Mastrodicasa noting that the General Counsel's office approved the CRDF Conflict of Interest Policy and Disclosure Form as designed.

The following edits were suggested to the disclosure form for fiscal year 2016-17:

Addition: 'Please disclose any relationship you or your business has with CRDF and how or if a potential conflict exists.'

Addition: 'Should a conflict arise during the period of this declaration it should be communicated timely to the Board for review.'

The modified form will be available for distribution in preparation for FY 2016-17.

Regarding review of the current year COI forms, Governance will review each form which contains a disclosure and provide a list of those containing disclosures with appropriate

recommendations on managing the potential conflict of interest to the Board for their consideration.

Dr. Browning reported on the status of the Action Plans in response to the UF Internal Audit.

Dr. Browning was excused from the discussion of COO evaluation. Mr. Kress reviewed the Board responses for the COO evaluation, noting that there is still considerable over-commitment and suggested that committee chairmen might take more ownership in each of their areas of responsibility. The COO salary is in line with comparable DSO's at UF. Mr. Newlin made a motion to accept and approve the summary of the evaluations for presentation to the Board. The motion was seconded by Dr. Mastrodicasa and passed unanimously. Dr. Browning was re-admitted to the meeting.

Dr. Browning reported that UF's proposal to charge IDC would require revision of CRDF IDC Policy and inform other institutions of the change.

Dr. Browning suggested the committee and board consider the addition of another board member to better accommodate achieving a quorum.

The committee will meet prior to the Board meeting on the 23rd.

With no further business, the meeting was adjourned at 9:10 am.

Minutes submitted by Audrey Nowicki