

## CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

### Minutes of the Governance Committee Meeting February 23, 2016

A meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Tuesday, February 23, 2016 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 Chairman Ricke Kress. Roll was called and a quorum was present. Committee members participating were: Mr. Tom Jerkins; Mr. Ricke Kress; Dr. Jeanna Mastrodicasa (telephone); and Mr. Jerry Newlin. Dr. Browning participated. Ms. Mariana Mansur and Ms. Audrey Nowicki were in attendance.

Mr. Newlin moved to accept the minutes of the January 26, 2016 meeting. The motion was seconded by Mr. Jerkins and passed unanimously.

Mr. Kress stated that in response to the suggestion that it would be helpful to have a fifth member on the committee Mr. Hancock expressed an interest in serving. Mr. Newlin made a motion to nominate Mr. Hancock to the Governance Committee. The motion was seconded by Mr. Jerkins and passed unanimously.

Mr. Kress distributed a summary of the Conflict of Interest declarations noting the committee's responsibility to review and identify any potential conflicts, the individual's responsibility to identify a conflict and abstain from voting on any action related to their potential conflict, and the CRDF Board Meeting Minutes must reflect that potential conflicts have been handled accordingly. After reviewing the declarations, Mr. Kress indicated six individuals on the list where there could be a conflict. In those cases where members whose businesses participate as cooperators or in field trials do not necessarily receive a specific financial gain, it is up to the Board. In cases where there are payments directly to a board or committee member's business, such as Rucks Nursery or Southern Gardens, a direct conflict can be construed and those individuals should consider abstaining from voting on any action involving their entity. In response to the UF Internal Audit, a final action by the Board acknowledging any potential conflicts and Staff management of them is required, as so documented in the appropriate Board meeting minutes.

Details related to the conflict of interest declarations made by Mr. Rackley and Mr. Black were reviewed by the committee and determined to not be noted as a conflict of interest. Mr. Newlin made a motion to approve the review report as attached and included as a part of these minutes, listing four potential conflicts (R. Kress, R. Atchley, P. Rucks, and J. Snively) for presentation and review by the Board of Directors. The motion was seconded by Mr. Jerkins and passed unanimously.

The Conflict of Interest 2016-17 Form was reviewed. Dr. Mastrodicasa made a motion to approve the Conflict of Interest form as presented and as attached and included as a part of these minutes.  
The motion was seconded by Mr. Kress and passed unanimously.

Dr. Browning and staff members were excused from the remaining discussions.

The previously completed COO performance appraisal and direct review by Chairman Kress with Dr. Browning for his comments and questions was discussed. As there were several points discussed by the committee based on Dr. Browning's comments, it was agreed that there should be further direct discussion by each committee member with Dr. Browning to better understand and clarify identified comments.

As reported by Dr. Mastrodicasa, Dr. Browning's current salary is in line with other university DSO executives so therefore, no further adjustment to Dr. Browning's annual wage level will occur this year. This point to be reviewed with Dr. Browning by Chairman Kress.

With no further business, the meeting was adjourned at 9:30 am.

Minutes submitted by Audrey Nowicki/Ricke Kress