

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.
Minutes of the Governance Committee Meeting
December 11, 2018

A meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Tuesday, December 11, 2018 in the Ben Hill Griffin Hall Conference Room, at the UF-IFAS Citrus Research and Education Center, Lake Alfred, Florida. The meeting was properly noticed and recorded. The meeting was called to order at 8:32 am by Chairman John Updike, Jr. Roll was called and a quorum was present. Committee members participating were: Mr. Larry Black, Mr. Ned Hancock, Dr. Jeanna Mastrodicasa, Mr. Jerry Newlin and Mr. John Updike, Jr. Others participating were: Mr. Rob Atchley, Ms. Brandy Brown, Mr. Dan Casper (telephone), Mr. Rick Dantzler, Ms. Sharon Garrett (telephone), Mr. David Howard, and Ms. Audrey Nowicki.

Mr. Hancock moved to accept the minutes of the October 23, 2018 and November 14, 2018 meetings. The motion was seconded by Dr. Mastrodicasa and it passed unanimously.

Mr. Updike reported the first item of business is the discussion of the Slate of Officers for 2019. Mr. Dantzler briefly reviewed the requirements of the slate of officers and stated that the Vice-President position is not required. The only required officers are the President, Secretary and Treasurer. Mr. Newlin expressed that his intention is to not serve as Secretary in 2019. Several options to fill the vacant and upcoming positions were discussed. Mr. Newlin made a motion to recommend for Board approval the 2019 Slate of Officers as Larry Black-President, Bobby Barben-Vice President, Ned Hancock-Treasurer, and Rob Atchley-Secretary for one-year terms. The motion was seconded by Dr. Mastrodicasa and it passed unanimously.

Mr. Updike reviewed the COO evaluation process with the committee and asked if any additional information should be added to the evaluation form before the it is distributed for completion by the Board. It was suggested the form be sent to Mr. Rick Kress for feedback, if no one objected, and it was agreed that Mr. Kress would be sent a form.

Mr. Dantzler reported that there were several revisions to the CRDF By-Laws, which he reviewed. There was lengthy discussion on changes and it was agreed to review and vote on the changes separately since they were substantive. Regarding term limits for board members, it was decided to stay with existing language, so a member shall be allowed to serve two three-year terms. Motions made to the following revisions were:

1. Dr. Mastrodicasa made a motion to strike the need for the Industry Research Coordination Committee. The motion was seconded by Mr. Black and it passed unanimously.
2. Mr. Hancock made a motion to allow Select Committees, where the Board may appoint Select Committees from time to time to address specific tasks, and these committees shall be comprised of no fewer than five nor more than nine members, with at least two category 1 members and one category 2 member. The motion was seconded by Mr. Black and it passed unanimously.
3. Mr. Black made a motion to have the Commercial Product Delivery Committee be the repository committee for those research proposals for which there is a reasonable possibility of the research leading to a commercial application in a short-term horizon. The motion was seconded by Mr. Hancock and it passed unanimously.
4. Mr. Black made a motion to have the immediate past President serve on the Executive Committee. The motion was seconded by Mr. Hancock and it passed unanimously.
5. Mr. Hancock made a motion to create an official position for Vice-President as an officer who shall perform such duties of the President in the event the President is unable to faithfully perform his/her duties and shall be the presiding officer in the absence of the President. The motion was seconded by Mr. Black and it passed unanimously.

Mr. Dantzler reviewed the revisions to the Business Plan which had minor changes from the draft presented at the October 23 board meeting. Mr. Hancock made a motion to recommend the Business Plan as submitted for Board approval. The motion was seconded by Dr. Mastrodicasa and it passed unanimously.

Mr. Dantzler discussed the proposed job description of the Project Manager position to be posted. The rewrite of the position description contained provisions from the existing program manager description and a one-page amendment which included additional responsibilities to reflect how Dr. Hatcher's workload had evolved. Final changes discussed and agreed on by the committee were to change the title to Research Director; strike the paragraph that read, "The research program advisor will assist in the overall management of a shared field trial pipeline process for advanced evaluation of HLB tolerant/resistant candidates emerging from diverse programs for the purpose of commercializing and scaling up the most promising performers;" strike Plant Breeding in the preferred qualifications; and require a Master's level degree instead of a Ph.D., but to add that a Ph.D. was preferred. Mr. Black made a motion to recommend the description of the Project Manager (Research Director) position with changes discussed for Board approval. The motion was seconded by Mr. Hancock and it passed unanimously.

With no further business, the meeting was adjourned at 10:00 am.

Minutes submitted by Brandy Brown