

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

**Minutes of the
Governance Committee Meeting
October 27, 2015**

A meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Tuesday, October 27, 2015 in Ben Hill Griffin Hall 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 Bob Stambaugh. Roll was called and a quorum was present. Committee members participating were: Mr. Ricke Kress; Dr. Jeanna Mastrodicasa; Mr. Jerry Newlin (telephone); and Mr. Bob Stambaugh. Dr. Browning participated. Ms. Brandi Goller and Ms. Audrey Nowicki were in attendance.

Mr. Kress moved to accept the minutes of the September 16, 2015 meeting. The motion was seconded by Mr. Newlin and passed unanimously.

Mr. Stambaugh discussed the Action Plan assignments contained in the UF Internal Audit report. The current Conflict of Interest forms were discussed, followed by a discussion of how to define what constitutes a Conflict of Interest, noting that board and committee members may not have a clear understanding of conflicts to disclose. Dr. Mastrodicasa suggested outlining examples where clarity is needed to discuss with counsel.

Dr. Browning outlined an Action Plan response to Management of Conflicts of Interest. Mr. Kress moved to accept the Action Plan as outlined, and to assess the current COI forms to bring before the Board. The motion was seconded by Mr. Newlin and passed unanimously.

Dr. Browning reviewed the Internal Audit Action Plan assignment relating to the Standard Operating Procedures and outlined the Action Plans associated with this topic. Mr. Kress moved to accept the Standard Operating Procedures Action Plans as presented in the materials. The motion was seconded by Dr. Mastrodicasa and passed unanimously.

Dr. Browning updated the Committee on CRDF staffing and timelines for filling of approved positions.

Dr. Browning noted that four (4) Board Member terms will be expiring December 31, 2015. FDOC and FCM appointment letters should be received by the December 8th Board meeting.

With no further business, the meeting was adjourned at 9:15 am.

Minutes submitted by Audrey Nowicki