

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

Governance Committee Meeting Minutes April 17, 2013

A meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on April 17, 2013 at Ben Hill Griffin Hall, Lake Alfred, FL. The meeting was called to order at 9:05 A.M. by Chairman Bob Stambaugh. The meeting was properly noticed and recorded. Roll was called and a quorum was present. Committee members present was Mr. Stambaugh; Mr. Kress and Dr. Joyce, who participated by telephone. Also present were Dr. Browning, Dr. Burns, Ms. Nowicki and Ms. Johnson. Dr. Dukowitz participated by telephone, and Mr. Newlin and Mr. McClure joined the meeting by telephone during the agenda item discussion of Program Management Scope of Services and Pricing.

Mr. Kress moved to accept the minutes of the March 7, 2013 meeting. The motion was seconded by Dr. Joyce and passed unanimously.

Mr. Stambaugh opened the discussion of amending Article 5 of the Bylaws to change the name of the Commercial Product Development Committee to the Commercial Product Delivery Committee. This would clarify for CRDF's tax exemption status that CRDF is not planning to market commercial products profitably but to facilitate products to a point of delivery.

Mr. Kress moved to recommend to the Board amending the name of Commercial Product Development Committee to Commercial Product Delivery Committee. The motion was seconded by Dr. Joyce and passed unanimously.

A draft Scope of Services with pricing for TIG support for Research Management and Commercial Product Development Management was presented. Under the Research Program Management, there were six line items discussed under scope of services. The committee requested additional detail to the fifth item, 'Analysis of Research Advances', and the sixth item, 'Evaluate Existing Research Products for Delivery Opportunities' to clarify where more focus needs to be placed. Questions to be addressed under these are: Are any projects ready to move forward to the CPD committee for facilitating or has there been enough research done in an area, does the research need to move into another direction, etc.

Under the Commercial Product Development management scope of services, Dr. Dukowitz and Dr. Turpen with TIG will be working on active projects under the CPD umbrella, as identified in the first 4 elements of the scope. This will all be covered by the monthly retainer for Commercial Product Delivery Management. Seeking outside participation for project advancement will be the only component (#5) under the CPD management scope that will be reimbursed on an hourly basis. This activity will have a cap of 32 hours per month at \$165.00 per hour. This is reduced from \$220.00 per hour in the current contract.

The question was raised regarding TIG performing all or most of their duties at an hourly rate to achieve more direct oversight. Dr. Browning will request TIG provide an alternate hourly billing option, but felt that the annual cost would likely be considerably higher than the current pricing presented.

Dr. Browning presented variations in the way personnel costs are presented in research proposal budgets from PI's in the Citrus Advanced Technology Program. One scenario is when the researcher is an employee of an institution or agency with a 12 month employment contract and the possibility exists that approval of additional salary in the budget would constitute a raise for the employee which might not be detected in the review of that budget. Guidance from Governance committee indicated that budget instructions for submitting proposals will request clarification of salary funds to identify if the inclusion of the PI's salary in the budget constitutes a raise.

Dr. Browning met with General Council for UF recently, to discuss the Florida Sunshine Law as it pertains to DSO's. After reading the law, he noted two important elements for discussion. The first is that if the committee is not a decision making entity but only an information gathering entity, the meeting does not have to be noticed and does not fall under the Sunshine Law. Only a group or committee that makes decisions is governed by the Sunshine Law. Finance and Audit Committee meetings are subject to the Sunshine Law since budgetary matters are public information and the Board of Directors meetings also since the Board holds decision-making authority. The discussion indicated that CRDF has operated appropriately under Florida Government in the Sunshine Laws, and that there exists flexibility to address confidentiality in a meeting setting where no decision-making authority resides.

Another important element of the Sunshine Law concerns the exemptions applied to University DSOs. In particular, Foundation records, other than those relating to communication regarding meetings, agenda, and resulting minutes, and the documents related to required audits and associated materials used in their development, are exempt from public records rules. This provision under the University DSO exemptions will again facilitate maintaining confidential the information associated with proprietary research and interactions with potential partners who can participate in delivering solutions to the citrus industry.

The Governance Committee felt that CRDF should continue to publicly notice committee meetings to keep growers and interested parties apprised of CRDF's business. The committee did request that Dr. Browning investigate what is necessary to get a secure site set up with logins for committee and Board members to access Foundation records.

With no further business, the meeting was adjourned at 10:30 AM.

Minutes submitted by Diane Johnson