

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

**Governance Committee
Meeting Minutes
May 21, 2014**

A meeting of the Governance Committee of the Citrus Research and Development Foundation, Inc. was held on Wednesday, May 21, 2014 in the Ben Hill Griffin Hall Conference Room, Lake Alfred, FL. The meeting was properly noticed and recorded. The meeting was called to order at 10:00 A.M. by Chairman Bob Stambaugh. Roll was called and a quorum was present. Committee members participating were: Mr. Ricke Kress (telephone); Mr. Jerry Newlin (telephone) and Mr. Bob Stambaugh. Dr. Joseph Joyce did not participate. Also participating were: Dr. Harold Browning; Ms. Diane Johnson; Mr. Hugh Thompson (telephone) and Ms. Audrey Nowicki.

Mr. Kress moved to accept the minutes of the April 15, 2014 meeting. The motion was seconded by Mr. Newlin and passed unanimously.

Mr. Stambaugh asked Dr. Browning to lead the discussion on consideration of Management of the Commercial Product Delivery and Research projects going forward. At the suggestion of the Board, each of 16 topics were assigned to a specific manager as the activities on each project are ramping up, with the manager being responsible to follow the related projects in the research portfolio and determine when they should be moved to product delivery.

The suggestions presented by Staff were reviewed, and Mr. Newlin suggested quicker results could be achieved if a full time employee or consultant was hired for the antimicrobial strategies, assisted by Dr. Turpen. With the need for Dr. Browning to be heavily involved with the proposed MAC funded projects, it would be impossible to also provide the oversight that would be necessary to keep the AgroSource projects on track with EPA regulations should they be funded by the Foundation.

Mr. Newlin felt that while TIG is focusing on a few commercial companies, there are many more that are being overlooked; Dr. Browning will discuss what can be done on a daily basis with Dr. Turpen and Dr. Dukowitz.

Mr. Stambaugh asked what the Governance Committee can do to help move the process in the right direction; Mr. Kress responded that a consultant position here in Florida is needed to step in and devote the necessary time to the commercial delivery projects.

Mr. Newlin made a motion for the committee to recommend to the Board that the COO hire a consultant to focus on the daily management of antimicrobial strategies. Seconded by Mr. Kress, the motion passed unanimously.

Continuing with Project Management, Dr. Browning will lead the projects designated to him, with the understanding that a recommendation will be made to hire a consultant when the demands on his time are too great.

The proposals and discussions with Mr. Richardson, AgroSource, were discussed with questions raised on whether he has the resources to carry out his plan, and that the projects would have a considerably longer timeline to results if the Foundation does not fund them. While Mr. Richardson has not provided sufficient detail and contract conditions he is looking for, it was recommended that an agreement be forwarded to him to request changes. Each proposal, if approved, will be contracted separately. All data collection should begin immediately to benefit from this season's field trials.

Due to funding limitations, Dr. Browning indicated that he does not anticipate the usual RFP in late summer, at least not to the degree as has been done in the past. Dr. Turpen has not been fully able to dedicate the time needed to follow progress on the current projects or generate reports timely for funding contracts and donors; the NIFA nuPssyllid project calls for 0.5 FTE itself. It may be time to review the current portfolio to see where we stand with each topic, determine any additional needs and identify where it might be possible to cut back on some of the current projects. The Scientific Advisory Board can assist with this process. Once the list of NIFA approved projects is known, a smaller RFP may be considered early next year to fill specific gaps.

Dr. Browning reported that 12 of the 15 applicants for the Business Manager position have a Master's Degree; Mr. Stambaugh and staff will review the applications, forward a list of prospects to UF for approval, and interviews will follow.

Mr. Stambaugh asked if there is any new business to discuss; Dr. Browning related that there are occasions when it would be beneficial to obtain legal advice on CRDF contractual terms or other matters.

Mr. Kress made a motion to recommend to the Board that the COO investigate retaining an attorney or attorneys to represent CRDF's interests; the motion was seconded by Mr. Newlin. Mr. Thompson recommended that if the Foundation is authorized to use UF general counsel in matters where there is not an inherent conflict, they should be consulted as much as possible before hiring an outside firm. The motion carried.

In other new business Dr. Browning said the annual distribution of Conflict of Interest forms to the Board and non-Board committee members and has received almost half of them back. CRDF continues to use the same general Conflict of Interest form which was originally provided by the accounting firm in the past few years even though the scope of business of the Foundation has gotten much more complicated. Dr. Browning will request legal counsel review the form relative to current CRDF pursuits and for compliance with federal regulations and the non-profit status.

With no further business, the meeting adjourned at 11:05 a.m.

Minutes submitted by Audrey Nowicki