

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.
Minutes of Executive Committee Meeting
Thursday, June 6, 2019

A meeting of the Executive Committee of the Citrus Research and Development Foundation, Inc. was held on Thursday, June 6, 2019. The meeting was called to order at 10:00 am by Chairman Larry Black. Roll was called, and a quorum was present. Executive Committee members present were: Rob Atchley, Bobby Barben, Larry Black, Ned Hancock and Jeanna Mastrodicasa (telephone). Also participating were: Rick Dantzler, David Howard, Audrey Nowicki, Pat Ouimet (telephone), Shannon Shepp (telephone), Jim Snively (telephone), Buddy Strickland (telephone) and John Updike, Jr. Also in attendance were: Ken Browne (telephone), Aeden Dowling (telephone), Tim Eyrieh (telephone), Fred Gmitter (telephone), Alec Hayes (telephone), Ernie Neff, Bill Poulton, and Michael Rogers (telephone).

Mr. Hancock made a motion to approve the minutes of the August 24, 2018 Executive Committee meeting. The motion was seconded by Dr. Mastrodicasa. Mr. Dantzler requested clarification and confirmation of the statement, ‘Due to the very weak data set, CRDF will classify the bactericides report as survey and analysis of results and not make recommendations.’ The statement was confirmed and the motion passed unanimously.

Chairman Larry Black stated that the purpose of the meeting was to discuss the Foundation organizational structure. He reported that he and Mr. Dantzler had met with the UF Board of Trustees (UF BoT) Governance Committee on Monday, June 6th. In the short time allotted to the Foundation, Mr. Dantzler presented a brief history of CRDF’s creation and status as a DSO, and why the two changes to the by-laws as proposed by UF wouldn’t work for the citrus industry. Mr. Black expressed his disappointment that the UF BoT Governance Committee did not engage in a discussion. He also reported that on a slide before the Governance Committee was a statement that CRDF is not currently complying with the State Statute or Governance Standards, and that the plan was for UF to de-certify CRDF unless CRDF came into compliance and that further discussion was needed. Finally, the slide and/or subsequent comments said the issue would be revisited at the September UF BoT Governance Committee meeting..

During Dantzler’s remarks, the UF BoT Governance Committee members stated they would oppose any exceptions to the requirements under consideration. Governance Chairman Hosseini did not participate in the meeting.

Mr. Black reported that after the Governance Committee meeting, he, Mr. Dantzler and Dr. Mastrodicasa met with Dr. Payne to discuss next steps. It was noted that, to date, CRDF has not received the BoT Governance Standards they are being directed to comply with, so Dr. Mastrodicasa will try to obtain them.

Mr. Black stated it is clear the Foundation must immediately begin developing its own action plan in light of directives being discussed that (1) UF be the recipient of 100% of funding by the Foundation and (2) UF approve all contracts entered into by the Foundation, reducing the CRDF Board to an advisory capacity, even though CRDF has not received official notice of the by-law changes or enhanced Governance Standards.

Mr. Dantzer distributed copies and discussed statutes relevant to Direct Support Organizations, as well as the Agreement regarding the formation of CRDF as the advisory council to the Box Tax Referendum.

Discussion continued of the options that could be researched, including the disposition of assets and the need to work with UF attorneys during the re-structuring process. Dr. Mastrodicasa will inquire as to the timeframe CRDF will have before separating from UF if de-certification occurs. Additional funds will be included in the FY 2019-2020 budget for legal or reorganization costs in anticipation of the possible changes.

Some of the options discussed as possibilities for the Foundation's future existence to maintain its autonomy included:

- Become totally independent
- Form as a DSO under FDACS
- Form as a DSO under FDOC
- Revert to an organization similar to the former FCPRAC

Organizational and overhead costs must be considered in making any transition. Also, any organization the Foundation becomes affiliated with should have the same goals for growers.

Mr. Black reiterated the action items:

- Dr. Mastrodicasa has been asked on an urgent basis to get direction whether or how long the Foundation could continue to be housed at CREC in Lake Alfred if de-certification occurs, and what could be communicated to staff regarding this timeline and how long they would continue to be employees connected to the University. It was suggested that Mike Ford might be able to assist with this information..
- Continuing last month's board action requesting Mr. Dantzer to research other options with more urgency.

Ms. Shepp informed that, per statute, FDOC will be co-housed with CREC where practical in Chapter 601.

With no further business, the meeting was adjourned at 11:08 am.

Minutes submitted by A. Nowicki