



Minutes of the Governance Committee Meeting November 3, 2021

A meeting of the Governance Committee was held on Wednesday, November 3, 2021, at the Citrus Research and Development Foundation Office Conference Room, 700 Experiment Station Road, Building 7124, Room 24, Lake Alfred, FL. The meeting was properly noticed and recorded. The meeting was called to order at 1:31 p.m. by Chairman Ned Hancock. Roll was called and a quorum was present. Committee members participating were Rob Atchley, Ned Hancock, Jeanna Mastrodicasa, Josh Snively, and John Updike. Also present were Rick Dantzler, David Howard, Ron Mahan, Morgan McKenna, Audrey Nowicki, Brandon Page, Matt Story, and Deidra Whatley.

Mr. Hancock opened the meeting with the review of the minutes of the June 22nd Governance meeting. Dr. Mastrodicasa moved to approve the minutes of the June 22nd Governance Committee. The motion was seconded by Mr. Updike and passed unanimously.

Mr. Hancock reported on the CRDF Board of Directors Slate of Officers for 2022, recommending Rob Atchley for President, Morgan McKenna for Vice President, Ron Mahan to continue as Treasurer, and John Updike to continue as Secretary. Mr. Atchley and Mr. Updike verbally agreed they were willing to serve in the recommended roles. Mr. Howard asked whether it would be advantageous for Ms. McKenna to serve as Treasurer and Mr. Mahan serve as Vice President. There was discussion among the Committee concerning the transition of officers over the course of their Board terms as well as the engagement of Board members/officers upon the completion of their terms. Mr. Updike moved to recommend the 2022 slate of CRDF officers as Rob Atchley, President; Morgan McKenna, Vice President; Ron Mahan, Treasurer, and John Updike, Secretary. . It was noted that, while not in writing, officers would serve two-year terms. The motion was seconded by Mr. Snively and passed unanimously.

Mr. Hancock began the discussion of the Board endorsement of consolidation of the Research Management and Commercial Product Delivery Committees, Mr. Hancock noted the Bylaws would have to be revised to include the responsibilities of the CPDC with the responsibilities of the RMC. Further discussion on the whether any of the current members of the CPDC would continue to serve on a committee. He suggested consideration of Mr. Dantzler's previous concept of an RMC, with subcommittees of the Select Committee on Plant Improvement, Plant Improvement, and a Project Review Team, with Board members serving on each. The subcommittees would be advisory to the RMC, and not make funding decisions, only recommendations to the RMC to recommend to the Board for final approval. The CRDF Bylaws would need to be amended accordingly. There were discussions as to the number of members of the committee and each subcommittee, as well as what constitutes a quorum. It was unanimous among the Committee that Board members would Chair the standing and subcommittees.

The conversation moved to the RFP process, with a suggestion to schedule the RFP timeline so that potential first-year and full project funding amounts approved would be known to present as part of the legislative ask. Mr. Hancock and Mr. Dantzler both mentioned the specific numeric ask in the Pathway to a Sustainable Citrus Industry document being circulated. There was overall support of specificity in funding requests. The Committee also felt the exercise of the Pathway document was successful. Mr. Hancock noted that it was a factor in his recommendation for a Project Review Team subcommittee.

Focusing again on Committee structure, discussion focused on the wording in the bylaws pertaining to how standing committees are formed, member recommendations, term limits, etc. The same was discussed for the Select Committee(s). Committee membership numbers and quorums were brought back for decision. Due to quorum considerations, conversation centered around maximum versus minimum Research Management Committee members and the proposed subcommittees. Mr. Updike moved to recommend that the Research Management Committee consist of 17 members, with a quorum being six. After discussion, Mr. Updike amended his motion to recommend a Committee of a minimum of eleven members, up to seventeen members, with a quorum of greater than 50%. Mr. Atchley seconded the motion and it passed unanimously. Before moving off the subject of Committees, it was agreed that the Select Committee on Plant Improvement would remain in its current role and function.

The FY2021-22 Conflict of Interest Declarations were up for review. Mr. Howard asked for clarification regarding a whether a board member using a CRDF consultant presented a conflict of interest. Mr. Dantzler stated that while he did not believe there was a conflict, he had sent the question to Mike Ford, UF attorney, for review. Mr. Ford felt the matter was at Mr. Howard's discretion to disclose on his conflict-of-interest form, but also did not see any conflict although it never hurts to disclose such things. The Committee found no other conflicts and Mr. Hancock will present the declarations at the Board of Directors meeting.

In other business, Mr. Dantzler mentioned that there were three Board members who would be completing their terms: Ned Hancock, Pat Ouimet, and Joshua Snively, all of whom were FDOC appointees. Dr. Rosa Walsh had been recommended for appointment to the Board by the Florida Citrus Commission on October 27th. Mr. Dantzler pointed out that Florida law required that 10 members of the board be growers, and Dr. Walsh was not a grower. Mr. Dantzler had shared this with Ms. Shepp, and she had requested a copy of all current and former Board members, as well as a full copy of the CRDF Bylaws. For the information of the Committee, Mr. Hancock explained the FCC/FDOC nomination of CRDF Board member process.

Mrs. Nowicki reported that CRDF received notice that the operating budget had been approved by the University. She mentioned there are a number of new reports required by the UF Board of

Trustees, and that the Board of Governors is currently conducting an independent audit all DSOs. Dr. Mastrodicasa mentioned that the University had implemented new procedures with all DSOs.

No public comments.

With no further business, the meeting was adjourned at 2:56 p.m.

Minutes submitted by Deidra Whatley