Minutes of the Governance Committee Meeting
August 19, 2024

A meeting of the Governance Committee, Citrus Research and Development Foundation, Inc. was held on Monday, August 19, 2024, via Zoom. The meeting was properly noticed and recorded. The meeting was called to order at 9:01 AM by Chair George Hamner. Roll was called and a quorum was present. Committee members participating were George Hamner, Jeanna Mastrodicasa, Morgan Porter, Joby Sherrod, and Taylor Smith.

Mr. Hamner noted that the minutes of the February 22, 2024, Governance Meeting were in the materials packet for review. Dr. Mastrodicasa made a motion to approve the minutes as presented. The motion was seconded by Ms. Porter and passed unanimously.

Mr. Hamner discussed proposed changes to membership of the Finance and Audit, Plant Improvement, and Research Management Committees.

Suggested additions to Finance and Audit were Sarah Spinosa and Deeley Hunt. Mr. Sherrod made a motion to recommend their approval to the board. The motion was seconded by Ms. Porter and passed unanimously.

Suggested additions to the Plant Improvement Committee were Aaron Corkrum for Ricardo Violante; Gio Ijpkemeule, Sean McCoy for Dave Crumbly; and Steven Hall for Tamara Wood CRAFT representative (non-voting). It was also recommended that Scott Lambeth go from PIC to RMC to replace Tom Obreza. Mr. Sherrod made a motion to recommend their approval to the board. The motion was seconded by Ms. Porter and passed unanimously.

Suggested changes to the Research Management Committee were Bo Meador and Scott Lambeth to replace David Howard and Tom Obreza. Mr. Sherrod made a motion to recommend their approval to the board. The motion was seconded by Dr. Smith and passed unanimously.

Mr. Dantzler said that, with the recommendation of the Governance Committee, he would approach the individuals mentioned above to determine if they would be willing to serve and have those reports for the board.

Mr. Hamner moved to the proposed changes to the Bylaws, and noted that, unless there were objections, the committee would discuss the substantive changes, amending them along the way, and then take a single vote on all the changes as amended.

Section 4.03 (f)(1)g clarifies that a board member who has served their allowed terms may be reappointed to the board after not participating as a board member for one year. It also establishes that the time spent as an Emeritus member may count towards time off the board for the purpose of reappointment.

Section 5.03 clarifies that the Finance & Audit Committee shall have no fewer than three board members. Mr. Dantzler noted that the intention is to increase the current three to five on the committee, which by saying no fewer than three, would allow any number above that.

Section 5.04 as revised states that the membership of the Governance Committee shall be no fewer than three. Mr. Dantzler noted that currently there are five members, but the board may wish to add members at some point in the future because this is the committee that recommends bid decisions like the hiring of a COO and Office Manager.

The edits to Section 5.05 clarify that the board has the authority to fund projects that do not come recommended by a committee but states the board should give appropriate weight to committee recommendations because this is where the most discussion and testimony occurs. Also, it requires that CRDF shall 'endeavor' (not require) to fund projects that have been peer reviewed by unbiased, un-conflicted third-party advisors. However, it specifies that it is only when circumstances are exigent or such review is not practicable should CRDF stray from the practice.

The change of RMC membership from 17 to 21 members, and the change from three to four of the committee members being board members, has already been adopted by CRDF and is validated here. Additional clarifications remove the term limits provision and states that chairs of subcommittees, if created, are not required to be board members.

The proposed edits to Section 5.06, Plant Improvement Committee, add to the jurisdiction of the committee the providing of input on plant improvement projects dealing with breeding where the input of additional industry representatives might be helpful, such as with the Chater/Mattia Grand Plan. Also, term limits for these committee members are removed and allows non-board members to chair subcommittees.

There was discussion on whether to add a clause add an attendance requirement to committees, but it was decided that the matter should be handled internally.

Ms. Porter made a motion to approve the bylaws as presented and amended. The motion was seconded by Dr. Mastrodicasa and passed unanimously.

Mr. Hamner asked Mr. Dantzler to explain the Corporate Resolution Certification. He noted that there were Policy and Procedure Guidelines for RMC, CPDC, and IRCC still on the books that were no longer relevant because of how RMC has evolved and that the other two committees were no longer in existence. The Resolution rendered them inoperative. As the industry gets further into its recovery there may be a desire to bring back some version of the Guidelines, but they would surely be different because of how the industry had changed.

Dr. Smith made a motion to recommend to the board to approve the Corporate Resolution Certification as presented. The motion was seconded by Dr. Mastrodicasa and passed unanimously.

Mr. Hamner noted that only a small number of Conflict-of-Interest forms had been submitted, so more would be coming. Of those submitted, no conflicts were identified. The Governance Committee would meet prior to the September board meeting to address the balance of the COI forms turned in after today's meeting.

Mr. Hamner noted that Deeley Hunt, Joby Sherrod, and his board terms would end December 31st. All three are eligible for an additional term. Mr. Dantzler will contact the members to verify they are willing to continue and notify their appointing organizations (DOC for all three). Ms. Shepp noted that she would request nominations be put on the Florida Citrus Commission's September agenda so that the UF Board of Trustees will have their recommendations when they meet in December.

With no other business or public comments, the meeting was adjourned at 9:36 AM.

Minutes submitted by Barbara Thompson.