

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Tuesday May 27, 2014; 6:30PM-9:30PM**

In Attendance:

Board:

Anne Osborn
Ross Gould
Jim Hanson
Ross Gould
Bill Flank
Samantha Hicks
Steve Filler
Roberta Goldberg

Staff:

Roger D' Aquino
Erin Buttner
Steve Lurie
Peter Gross
Dave Conover
Hal Cohen
Manna Jo Greene
Julia Church

Guests/Visitors:

Sandy Saunders
David Rocco

The meeting opened at 6:35 with an announcement by President Osborn that the order of the previously distributed agenda was changing.

Linda Richards provided us with "Proud Mary" for an opening song.

Bill Flank noted we have a quorum.

Annie handed out new business cards for Board members to use and promote the organization. They are generic in that there are no names, only the organization information, phone numbers, website, etc.

APPROVAL OF MINUTES

Bill Flank MOVED to approve the Minutes of the 4/22/14 Board meeting. Steve Filler SECONDED. The vote was UNANIMOUS with one ABSTENTION (Roberta Goldberg, Secretary)

CERTIFICATE OF INCORPORATION AMENDMENT

Bill Flank MOVED that on May 27th, on behalf of Governance Committee, resolving that the Board approved placing on the ballot at the Annual Meeting for membership approval a Certificate of Amendment to our Certificate of Incorporation that will bring us into conformity with recently enacted New York State formal requirements for non-profit corporations, and following such approval, filing the Certificate with the State.

Jim Hanson SECONDED. The vote was UNANIMOUS.

Bill Flank further added that this will affirm compliance and have the Certificate of Incorporation match the By-Laws, and add a change of address to Beacon

David Rocco joined the meeting. Anne introduced him, explaining that he was instrumental in getting the Walkway done.

NOMINATING COMMITTEE REPORT

Bill Flank reported on the Nominating Committee.

President Osborn reported that she appointed former Sloop Captain Samantha (Heyman) Hicks to the Board, and she asked Davie Rocco to join as well. The expectation is that they would join to fill the unexpired terms that are ending in September, then be placed on the ballot for vote of membership.

Steve Filler recognized the challenge to get Board members, and that in general, Bill Flank is essentially a Committee of one. He added that he is willing to work on the Nominating Committee, and part of his work will be researching how to improve the search process.

Anne Osborn added that with such a small Board, it's hard to find members willing to serve and fill committees.

Bill Flank said he sent information to prospective members, and when they commit, he can send more detailed information.

Hal Cohen suggested that as a general rule, we should have a member of the Seeger family on Board. Tinya is overwhelmed with the needs of the estate and is very busy, but we should at least ask her. If not Tinya, then maybe different family member but we need to consider who that might be.

EXECUTIVE DIRECTOR'S REPORT

Peter Gross started by saying he's brand new to this position and is still learning the organization. He asked us to read the department reports that were distributed ahead of time.

The overwhelming need from all staff is to have a more strategic long-term plan, not year to year desperate fundraising that has been our history. Peter is hoping that within a week or two, a new Development Director will be hired. ADDENDUM: Matt Soper was hired as DD not long after this meeting.

Part of the strategy is working on how to maximize revenue with the current programs. For example, if we sell out sails and then do shore education, we can bring in significantly more revenue. Also starting to build the framework for other events, fundraisers, and concerts.

He further explained that he plans to look at large private donations, and pursue corporate donations and sponsorship more aggressively. He recognizes the risk in seeking corporate sponsorship and plans to pursue those corporations that will mesh with our ethics and politics.

He added that there is major potential in the NYC/metro area. Many folks in NYC know Clearwater, love the river, and there are huge corporations that could give major money or pay for corporate team building sails. He mentioned the possibility of expanding and having an office in NYC, since this is an obvious void and a physical presence could be a benefit.

Annie suggested that sharing space with a sister organization might be an idea, rather than renting office space ourselves.

Peter added that he's in a hard position but it's a healthy and necessary exercise to have a fresh view.

Peter asked us to think about what makes us unique and what we can tell donors. From his perspective, our mixture of music, the sloop, education, and advocacy fosters grassroots, community, activism, participation and celebration. To that end, what can be changed to increase revenue and get our name out there?

- The Sloop needs more ports, especially more NYC access
- Education: maximize our outreach and expand. Our reputation is great, build on it.
- Advocacy: sort through and prioritize issues for maximum impact and grants
- Music besides festival: make music a more prominent part of program, participatory music especially. Make it a more constant piece of what we're doing. It needs to cut across everything we do. Still working out details, but asked Linda to work on making music separate department

Staff meetings have been very useful and productive, recognizing the outstanding staff we have and discussing and examining what defines success.

Peter said the Sloop Clubs are the grassroots core of the organization and over the years, there has been a drifting apart of the Sloop Clubs and Clearwater. He feels it critical and part of his job to try and bring us/them back together and feel a more active role in the organization. One concrete example is that Julia is now publicizing their events and festivals through emails. Ultimately, he's working on healing and sorting things out on the basis of goodwill, respect, and common commitment.

FESTIVAL REPORT

Steve Lurie reported on the festival, saying that it's really good from artistic perspective. Its still a small budget, especially in relation to other festivals, and many names are coming but not because of Pete. The timing just happened to be great. Steve said he's planned a number of tributes on and off stages for Pete and Toshi, with his mission to see Toshi as much as Pete. The "Clearwater Family Band" is a group of artists who care about Clearwater, Pete and Toshi, and who used to be always booked but then got overlooked for a while. He went over the list of performers and the various tributes that are planned. The program book pictures and themes also honor them both. The volunteers and vendors are almost full. Ticket sales compared to last year are ahead by about 18%. Ticket prices and service fees are lower, so the sales increase means a much larger audience. Metro-North advertising went out in May. Festival Friday is going well. Anne added that she hopes all Board members will purchase tickets for Festival Friday. WFUV will be broadcasting live all weekend from the Rainbow stage.

Kitama asked Steve to help with Seegerfest. Steve said he's trying to counsel him and be an olive branch to Seeger family, and it worked. He offered an ad in program book and other reciprocal things.

EDUCATION PROGRAMS

Peter Gross said that a non-informed board is dangerous board. To that end, the goal of this meeting is to learn about our education programs.

Dave Conover spoke about our education programs. He showed a painting of sloops from Hudson River School, then a picture of Clearwater.

Several years ago, there was a sail and program that happened in Greenland and connected us to programs and people there. Frank Landsberger made that happen, and the connection has continued.

Dave showed a slideshow of various programs and pictures from that experience as well as our programs here.

He added that Clearwater provides stories for people. Kids, volunteers, and other people come onboard, and they leave with wonderful stories and experiences.

There's several boat programs:

- 3 hour sail that's a sailing classroom,
- Young Women/Young Men at the Helm,
- River University is a collaboration with Beacon Institute and Clarkson University,
- Tideline programs with Eli Schloss
- HRECOS (Hudson River Environmental Conditions Observing System)
- Power of Song
- Curriculum materials that have been developed

We won an award from Omega Institute for leadership in sustainable education. It's a great way to build bridges with EA/EJ programs.

When kids are on the tiller, steering according to the captain, they really understand their connection and they "get it".

The *Mystic Whaler* is with us from Spring into Summer for the high demand of school sails. The *Whaler's* capacity is the same as ours. Both boats have total capacity for 300 sails, with each sail taking up to 50 passengers.

Dave showed pictures of the primary education staff.

The boats sail from Albany to NYC. In the past, we sailed to LI Sound, but it's a challenge to bring it there now.

The boat serves 12,000 people/year, The tideline programs serve about 1,000, most at Esopus Meadows Preserve. Linda does assemblies, programs, and events.

Education budget (reported by Dave Concover):

Approximately \$245,000 in expenses, \$215,000 of which is salary and benefits

Program revenue is \$315,000. The sloop generates about \$200,000, *Mystic Whaler* about \$75,000; Tideline program about \$35,000

Program fees education are as follows: For a sail \$1,250 for a non profit organization \$2,000-3,000 for corporate or wedding. Fees for public sails are \$35 for members, \$50 for non-members, \$15 for child.

Dave said that while there hasn't been a great demand for sails specifically geared towards big donors, the option is there. Samantha Hicks suggested we pursue a corporate curriculum, including team building.

Other Education programs:

- The Tideline Program works with many schools, is more relaxed than the boat, easier to schedule, and cheaper, making it appealing to many schools.
- River Cities Initiative was a two year program that was grant funded. But is no longer running.
- HRECOS: The sonde is attached to the boat. Anyone can go to our website and see data all along the river. There's lesson plans on website that schools use.

- Young Women/Young Men at the Helm is a multi-day program for youth. Sleep on shore in tents. Free for kids, need to fund annually. Cost is \$25,000 per session.
- Volunteer program. Anyone can volunteer for a week, and we have up to 200 volunteers/yr.
- Dave wants to have winter programs with kids at the Kingston Home Port
- Junior Apprentice Program: winter crew really enjoys this, kids come and work on fixing/dealing with winter maintenance.

Wish list:

- Scholarships that allow for funding flexibility that will allow us to serve new audiences. Currently, we are dependent on program fees and if a school can't afford them, they can't do it.
- Pumpkin sail
- Outreach: encouraging more groups for group sails
- New docks, especially NYC area. Currently only guaranteed dock is 79th St and has time limit. NJ docks are tenuous and most require fees. Alpine is closed due to harsh winter. Also important to be able to spend the night, park the boat, serve community for several days

There was discussion about how to secure more docks and where they could be, plus having further contact with the classrooms and kids. We can't sell anything to the kids, their individual contact information is private and not accessible, although there is a classroom newsletter that can be offered again when the new outreach person is able to do it.

FINANCE/BUDGET

Roger reported that we have \$23,000 in restricted grants for Young Women/Men at the Helm, a scholarship program, and others.

Revenue from April sails were down and we had to cancel first week of sailing but have great filled sails through spring.

Current income/revenue and expenses show a deficit of \$62,000, which is actually \$16,000 better than anticipated.

Ross Gould: MOVED to go into EXECUTIVE SESSION. SECONDED BY Bill Flank

Entered into EXECUTIVE SESSION at 8:30PM

There was discussion about an offer to create a professionally produced commercial/public service announcement for Clearwater. That offer has since been rescinded because the Board took longer than expected to approve it.

There was further discussion about having a protocol for approval/agreement on Board matters, a more efficient process for approval of various things that would depend on a majority and not require full consensus. Ultimately, we need the process to happen before any actions are taken.

The concept of a Risk Register came forward. What major risks to be prepared for. The Board discussed the need to define a list of risks, how/what would be impacted and how to ameliorate or lessen risk.

Ross Gould MOVED to END EXECUTIVE SESSION. Bill Flank SECONDED. Vote was UNANIMOUS

Back in REGULAR SESSION at 9:00PM

There was discussion about when and how to approve the slate of Board nominees. It was decided that at noon on the Saturday of Festival there should be enough Board members present for a quorum. The By-Laws require 10 weeks between approval/dissemination to membership and Annual Gathering.

There was also a desire to have Sloop club representation on Board. Sloop Club Congress can meet at Revival and choose a representative.

Anne handed out a Board participation survey and asked that we complete it and send to her at the office.

TAPPAN ZEE TUNNEL

Sandy Saunders presented to the Board about his proposal for a Tappan Zee Tunnel, rather than the bridge that the State is currently building.

He explained that with the current (and proposed) structures and design of the highways leading up to the bridge, it brings a great deal of traffic through lower income areas of the Bronx and thus becomes an environmental justice issue.

The current Twin Governor's Bridges are estimated to cost \$4-5 billion, where tunnels are estimated to cost about \$80 million.

Neither Scenic Hudson nor Riverkeeper are opposing the bridges, and Mr. Saunders is asking Clearwater to oppose the bridges and support a tunnel instead.

President Osborn asked Steve Filler to charge the EA committee with looking into the issue and getting back to Board. Steve agreed.

Anne suggests the bridge project will die due to lack of funding and then we can introduce the tunnel idea. In meantime, we must focus on more pressing needs.

Anne Osborn MOVED to adjourn. Steve Filler SECONDED. UNANIMOUS.

The meeting adjourned at 9:30PM

Respectfully Submitted,
Roberta Goldberg, Secretary
Hudson River Sloop Clearwater