

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Tuesday, October 21, 2014; 6:30-9:30 PM**

Board Members Present:

1. Steve Filler
2. Bill Flank
3. Roberta Goldberg
4. Jim Hanson
5. Dave Lebson
6. James Malchow
7. Jeff O'Donnell
8. Anne Osborn
9. Don Raskopf
10. Sharon Rowe
11. Marco Spodek

Board Members Present by Phone:

1. Scott Berwick
2. Steve Smith

Board Members Absent:

1. Bill Cox
2. Francis Cruz
3. Ross Gould
4. Samantha Hicks
5. Ali Muhammad
6. Michael Patti
7. Robi Schlaff

Staff Present:

1. Roger D'Aquino
2. Peter Gross
3. Toni Martin
4. Matt Soper
5. Omari Washington

Guests:

1. Allan Goldhammer
2. Allen Gutkin

The Board meeting was called to order at 6:35 by President Anne Osborn. A quorum was determined to be present. The meeting began with the traditional mission song, this time an a-cappella rendition of Rick Nestler's "The River that Flows Both Ways."

A Motion was called for to approve the previously circulated Minutes of the 9/27/14 Board Meeting held at the Annual Meeting. A MOTION to approve the Minutes as written was MOVED by Dave Lebson and seconded by Jeff O'Donnell. MOTION PASSED UNANIMOUSLY.

The Board was presented with the following proposed slate of officers:

- Anne Osborn, President
- Jim Hanson, Vice President
- Dave Lebson, Secretary
- Scott Berwick, Treasurer (with Steve Smith named as "treasurer in training" with the intention of taking over the responsibility in the spring)
- At Large Representatives:
 - Robi Schlaff
 - Steve Filler
 - Bill Flank

Jeff O'Donnell MOVED that secretary cast a single ballot to approve the slate and was seconded by Roberta Goldberg. MOTION PASSED UNANIMOUSLY. The slate passed as presented.

BOARD BUSINESS

Roger D'Aquino presented a Financial Report:

- Overall, we are in a good place. We are significantly ahead of where we were at this time last year.
- Loans are being paid down monthly and consistently
- We are waiting on 60K in reimbursement from New York State.
- We are ahead of budget in year-to-date income, and our expenses are down year-to-date.
- Bills are still being paid on Revival, but it is clear that it will net significantly more than we budgeted for. *[Editor's Note: The Board is reminded that in recent years we have committed to budgeting below expectations for Revival income, so that stronger years produce a financial boost, and weaker years don't disrupt our budget.]*
- Jim Hanson asked if we are able to say thank you to the folks who helped make our strong financial position happen. Peter Gross responded that, "they have been thanked in a ways that are meaningful to them."
- Anne Osborn requested that the minutes reflect that this is a team effort, and that everyone on the staff has worked, and is continuing to work very hard to accomplish this progress. Their efforts are much appreciated.

Annie proposed a series of dates for our Meetings for this Year:

- After some discussion, these dates were agreed upon:
 - Tuesday, October 21st, 6:30-9:30, in Beacon
 - Full Day retreat on Saturday, November 22nd at Omega, Time TBA, but basically 9-5
 - Wednesday, January 21st, 6:30-9:30, in Beacon
 - Thursday, March 19th, 6:30-9:30, in Beacon
 - Monday, May 11th, 6:30-9:30, in Beacon
 - Tuesday, July 21st, 6:30-9:30, in Beacon
 - Annual Meeting, Sunday, September 20th, 10:00am, Location TBD
- Roberta Goldberg MOVED that the Board approve these dates, and was seconded by Jim Hanson. MOTION APPROVED UNANIMOUSLY.

[Editor's Note: This schedule was subsequently adjusted such that the our November meeting will be on Wednesday the 19th from 6:30-9:30 in Beacon, and the Full Day Retreat will be on Saturday, January 24th at the River Center, Long Dock Park in Beacon. The retreat will consist of an open Board meeting from 10:00-1:00, and a closed Board session from 1:00-5:00.]

Peter Gross presented the Executive Director's Report:

- Peter expressed pleasure and pride in his team for their efforts to strengthen Clearwater's financial position, while continuing to meet our mission objectives.
- In particular he praised the Development team and noted that Clearwater's relationships with some of the sloop clubs are improving noticeably.
- Peter then shared three pieces of new information:

- 1) Yesterday (10/20) a crack was discovered on the sloop's boom.
 - It is serious enough that we can't sail anymore this year. We have splinted the boom at the crack, crutched it and tied the gaff down. The boat is now safe to operate, but with no main sail.
 - Our insurance has been consulted. Given our current repair, there will be no lapse in our coverage and we can still take passengers out.
 - All schools/organizations that have sails scheduled this fall were contacted, and offered either a refund, a less expensive dock-side program, a reschedule to the spring, or to go ahead and sail with no main. All but three organizations agreed to do a full program this fall. The others rescheduled for the spring.
 - We are looking for wood to replace the boom; Anne Osborn noted that it might be possible to have a piece donated.
 - Subsequent discussion yielded the following points:
 1. Allan Goldhammer suggested that we look for a company that has a green label.
 2. Bill Flank cautioned that we should judge people and companies by what they do, and if an organization is willing to give us something for free, we should be gracious.
 3. Annie agreed to consider both issues in seeking the new spar.
 4. Annie will contact Annika, and then reach out to her contacts on the West Coast for the possibility of a donated spar.
- 2) Potential for new docking spaces along the Hudson.
 - We have been offered free dock and shower space in Yonkers.
 - There is a possibility of a permanent dock space in the New York City area that could provide Clearwater with a very visible presence in the city.
 - Subsequent discussion yielded the following points:
 1. The Board expressed enthusiasm for the idea of a visible "footprint" in the city.
 2. Peter shared that in exchange for free docking and other facilities, some docks may require us to spend a set number of days there. The Board cautioned that we not limit ourselves to too much time in any one place – especially because we want to maintain a presence both up river and down.
 3. It was noted that if we accept offers of free space in the southern part of the river, we need to make sure that we can be present up river as well. One possibility could be to engage the Mystic Whaler for longer (if they are available).
 4. It was suggested that if the proposed dock space in New York City comes to fruition, New York City Friends of Clearwater should be involved in discussion our use of the facility.
- 3) Clearwater has been contacted by the Portland Fish Company, a public benefit corporation in Portland, Oregon. They are seeking to recreate Clearwater's education program on the Columbia River.

- The Portland Fish Company was described as a public-minded, for-profit company that supports environmental studies and public advocacy.
- They are interested in hiring Clearwater to help them initiate a non-profit organization designed to mimic what Clearwater does, but on the West Coast.
- They want to start with a Festival in the summer of 2015 or 2016, and they are interested in building (or acquiring) a boat to use as an educational platform.
- Subsequent discussion yielded the following points:
 1. Peter wondered whether this project would fit with our mission. It was pointed out that our bylaws include the statement that we “preserve and protect other great waterways” in addition to the Hudson, so the answer to that question is “yes.”
 2. The Board wondered whether we could license or franchise the name Clearwater, and thereby maintain a profit in the long-term. It was noted that this would allow, indeed require, us to make sure that the actions of the new organization are consistent with Clearwater’s mission.
 3. Regarding their proposed festival, it was shared that Steve Lurie is willing to help, possibly doing booking and scheduling of the major acts. Roberta reminded us that we are known as the most accessible outdoor festival, and if we put our name on them, we need to make sure that those expectations are met. Peter agreed, and added our zero-waste policy as an additional issue.
 4. Bill Flank pointed out that we will need to vet vendors if we put our name on anything. Peter stated that if we franchise, we would definitely pay attention to that.
 5. Allan Goldhammer wondered whether the Portland Fish Company is interested in creating a membership organization. Peter stated that to his knowledge they are not.
 6. Jim asked if they have capital available. Peter answered yes, noting that they are NOT looking to us for money.
 7. Sharon Rowe (who herself owns a certified B Corporation) noted that an organization that has gone through the process of being certified as such would likely be a reliable organization with which to collaborate.
- The Board was informed that if we agree to provide support/advise them in the creation of this proposed new non-profit organization, the Portland Fish Company is willing to pay us directly for staff time, as well as cover travel expenses
- The Board agreed that the Executive Director should continue exploratory talks with the Portland Fish Company.

Board Committees were discussed:

- The names, and a brief description of each of our current Board committees will be distributed to the Board members shortly. Board members are asked to join committees that fit their interests and areas of expertise.
- Don Raspkof asked how many committees we can be on. The answer is two, not counting the Executive Committee.
- Allan Goldhammer asked if we could share the committees with the full membership. Annie and the Board strongly supported this. It was agreed that will share that information on the website in two places, on the Board page, and under “member volunteer opportunities.”
- Steve Filler suggested that once the committee structure is finalized, we should actually e-blast the committee list out to the membership, and invite participation on committees. Members could be invited to more actively to promote the organization, table events, etc.

Jim Hanson and Matt Soper presented the Development Committee Report:

- Jim stated that he and Matt are working on strategies designed to put the organization on a more solid financial footing, one less dependent on unpredictable grant awards, and one unaffected by governmental organizations taking years to reimburse for grants received.
- Jim noted that we have a long history of receiving donations, but an inconsistent history of saying thank you in a clear and effective way.
- A list was shared of people who, at some point in the past, were moved to donate money to Clearwater, and it was proposed that we reach out to them, thank them for their past donations, and offer to share with them some of the things we have been doing recently. Board members were asked to volunteer to sign up to make a few calls.
- Subsequent discussion yielded the following points:
 1. Jim, Matt and Peter will prepare a script/series of questions and information to share.
 2. The Board discussed the idea of using pieces of a retired mainsail as thank you tokens.
 3. Roberta offered that there are a number of Festival volunteers who may be able to decorate or add artwork to the sail pieces.
 4. Don suggested that we include thanks to our volunteers.
 5. Jim conceived of publicly introducing and thanking a group of 47-year volunteers at the Festival.
 6. Dave suggested that if we do that, we might consider recognizing volunteers from various decades in the organization’s history.

KEY DISCUSSION TOPICS

Focus Topic – Communications, Toni Martin presented:

- Toni began her presentation by sharing a beautiful photo by Andrew Halpern that had recently been discovered in our archives. Upon checking with the artist, we were granted full rights to use the image and it has thus far been seen 63,000 times on Facebook, liked 1200. This story introduced Toni’s desire to focus our mission and spread it effectively, using social media to help accomplish her goal.
- Toni spoke about branding, and retaining a concise, clearly identifiable vision of ourselves. She noted that people have heard of us, but don’t know what we do. She also stated that our mission statement at this point lacks some clarity and power.
 - Don Raskopf wondered if “branding” smacks of being corporate and “non-Clearwater”
 - Toni, Peter and several Board members felt that the term “branding” is being used by all kinds of organizations today (schools, churches, etc.) and no longer has a strong corporate connotation.
 - Allan Goldhammer suggested “hashtag” or “identity.”
 - Toni stated that we are looking into using terms like “experience the river” and “protect the river.”
- Toni identified her job description or “mission” as:
 - Media Relations
 - Public Relations and Member Services
 - Marketing (we are currently working on a new brochure)
 - Advertising
 - Internal Communications among departments, staff, Board, etc.
 - The Navigator (which is in the process of returning to being a print magazine)
 - Annie suggested doing a special Tribute Navigator in Pete’s honor
- Toni stated that our presence online is growing. We are striving to post daily “mission focused” images or statements.
- As an example of an innovative program that we can publicize to raise our profile, it was shared that the Education Department is working with the Hudson River Maritime Museum on the “Hudson River Stewards program,” a program funded with support from the Boice Brothers Dairy, with the goal being to financially support schools in Kingston to allow every 4th grader to participate in joint sloop and museum programs this school year.
- Toni noted that there are plans to use the “Bird Watching Sail” from last month as a model for future public-education sails. She said such programs can be publicized by consistently sticking to a message stressing our connections to the river, to education, and to the environment, employing “branded” language and hewing to our mission statement.
- Toni advocates working on creating/streamlining our collective understanding of what we do and who we are. It was proposed that we use the November Board retreat to begin this process.
- The Board thanked Toni for her presentation.

OTHER BUSINESS

Bill Flank noted that Board members are invited to place some money in a cup on the table, to offset the cost of the pizza and other food that was ordered for dinner.

Bill also suggested that since we neglected to do so, we should have a round of introductions (see final note).

Bill finally pointed out that it would be in our best interest to name the members of our nominating committee as soon as possible – ideally tonight.

- Steve Filler made the case that the Nominating Committee is arguably the most important committee. We need to establish new connections and create a clear succession plan for officers. Steve stressed that this committee needs a strong chairperson.
- Allan Goldhammer offered (with Board support) to staff a table at Volunteer Food at Revival, to help volunteers understand the role of the Board, and to recruit possible new Board members.
- It was decided that the Nominating Committee will consist of Steve Filler, Allan Goldhammer and at least one other Board member.

Sharon shared that we can publish the names and bios of “New Board Members” in local newspapers, such as the West Chester County Business Journal. That could be a new way to get our name out there and gain some free publicity.

Before adjourning, as per Bill Flank’s suggestion, each Board member present was invited introduce themselves, sharing brief stories about how we originally became invested in Clearwater.

The Meeting was adjourned at 9:40 pm.

Respectfully submitted,

David H. Lebson
Secretary