

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Wednesday, November 19, 2014; 6:30-9:30 PM**

Board Members Present:

1. Steve Filler
2. Roberta Goldberg
3. Ross Gould
4. Jim Hanson
5. Dave Lebson
6. James Malchow
7. Ali Muhammad
8. Jeff O'Donnell
9. Annie Osborn
10. Don Raskopf
11. Robi Schlaff

Board Members Present by Phone:

1. Sharon Rowe
2. Steve Smith

Board Members Absent:

1. Scott Berwick
2. Bill Cox
3. Francis Cruz
4. Bill Flank
5. Samantha Hicks
6. Michael Patti
7. Marco Spodek

Staff Present:

1. Peter Gross
2. Toni Martin
3. Matt Soper
4. Annika Savio
5. Roger D'Aquino
6. Dave Conover

Guests:

1. Allen Gutkin

The Board meeting was called to order at 6:35 pm 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 Bill Withers' *Lean on Me*.

Dave Lebson asked for a Motion to approve the previously circulated Minutes of the 10/21/14 Board Meeting. A MOTION to approve the Minutes as written was MOVED by Anne Osborn and seconded by Jeff O'Donnell. MOTION PASSED UNANIMOUSLY.

BOARD BUSINESS

Board Committee Structure Discussion:

- In Bill Flank's absence Peter presented an overview of a recent assessment of our Board committee structure.
- It has been determined that we currently have too many committees and subcommittees, and not enough Board members to populate them fully.
- It was shared that due to a recent change in New York State law, it is no longer possible for non-Board members to serve as voting members of non-profit Board's committees. They can be observers, but not full members.
- It was proposed that we pare down our committees to only those required by our by-laws and policies, and name certain members on each committee as a point person for certain issues.

- It was proposed that perhaps more Board meetings should be day-long meetings at which we can spend the mornings in committees. We won't be as rushed, and more will get done.
- Further discussion was tabled to the January Board retreat.

Executive Director's Report, Peter Gross:

- Peter shared some details on the proposed Pier 26 Project:
 - While it is not yet official, the concept of a New York City home for Clearwater at Pier 26 deal is almost certainly going to go through.
 - The deal currently includes us, Clarkson University and the New York Hall of Science (the Beacon Institute is part of Clarkson). Clarkson wants to make this a premier destination, education, tourism, etc. Clarkson will be the recipient of the state grant and will administer it.
 - New York State is paying 10 million towards the project, but it is probably a 20 million or more project. Peter has spoken with the head of Clarkson University. Clarkson has committed to making up the other 10 million, AND offered to pay for any "shortfall" on Clearwater's part meaning that if we are losing money during our scheduled days in NYC, they will make up the difference.
 - The issue was opened to the Board for comments and questions:
 - Jim asked about the details of chain of command, etc. As of now, it looks like we will be permitted to make our own plans and do our own thing.
 - It was noted that this is a positive change for us to have such a visible presence in NYC.
 - The Board reiterated its commitment to including the New York City Friends of Clearwater when the time comes.
 - Jim reminded the Board that we should keep our mind on involving younger people and people of all backgrounds.
 - Robi noted that there are numerous EJ groups in the city, Don recommended connecting to the Harbor School.
- Other topics in Peter's Executive Director's Report included:
 - We are updating the website, making it cleaner, it should be ready to be shared by our next meeting.
 - We are creating a new brochure that will help clarify "what is Clearwater."
 - Don asked if Peter is seeking Board input on the brochure. Peter said yes.
 - Toni spoke about her desire for the brochure to be terse, with photos that are captivating but will stand the test of time, photos that are inclusive of all that Clearwater does.
 - Peter shared that, with Annika's support we have elected to hire a "port captain," part time, to do some of the paperwork that Annika hasn't time for. Clearwater has offered the position to Samantha Hicks, who has accepted on a consulting basis. This will necessitate Sam resigning from the Board.
 - Dave Lebson asked if we will still be looking to hire a sailing captain for the next sailing season. Annika said "yes," and Peter shared that we have already interviewed one outstanding candidate.

Environmental Action Committee Report, Manna Jo Greene:

- Manna shared that our Indian Point Safety Contention, raising concerns about the overcrowded and insufficient fuel pools, was dismissed because our witness' testimony was deemed too generic, with insufficient specifics on Indian Point itself.
- We are still an active party in the re-licensing process, but there is a consensus among the EA Committee and the staff that we do not have the resources to appeal that ruling. We will be drafting a press release to express our disappointment in the ruling.
- We *are* pursuing our Environmental Justice contention.
- Peter noted that even the potential decommissioning of a plant like Indian Point is a major opportunity for us to push for alternative energy and green jobs, a time to connect with local unions, etc.

Development Department Report, Matt Soper:

- Matt shared an update on the Indiegogo fundraising project. Simply setting it up and sending out an email blast got us about 5% of the way to our goal. Now it is our turn to share it and get the word out there.
 - The Board watched the short film directed and edited by Jodie Childers and Dan Messina, which was linked to the Indiegogo page.
 - It was suggested that we try to reach out to local colleges, to artists, etc., and request that they spread the word among their followers.
- Regarding the "thank you call project" Jim reiterated the goal of making all calls by Thanksgiving.
 - Don stressed that with all of these calls, we will be "preaching to the choir" and everyone is likely to be very receptive to our outreach.
- It was suggested that we develop a clear way to link the receipt of a bequest to our database to be sure that we make note of supporters who pass away.
- Walkabout Clearwater member Allen Gurkin was invited to share his outreach with a school in NYC. Allen's wife (who passed away recently) was a former principal of the school and he has been granted permission to meet with the current school administration to advocate for the inclusion of the Clearwater program in their curriculum.
- Matt encouraged Board members to host small-scale house-parties along the river to keep the public eye on the sloop when we are not actively sailing.
- The Board was informed of the "Amazon Smile" program, by which if you order from Amazon.com, you can donate ½ a percent of all purchases to Clearwater.
 - Don suggested that we place links to that info on the website and on our Facebook page.
- Matt invited the Board to suggest possible contacts that could offer free or discounted graphic design support.

KEY DISCUSSION TOPICS

Current Financials, Roger D'Aquino:

- Roger stated that overall, we are far better off than we were at this time last year.
- We have paid down our loans consistently.
- We are projecting an income slightly higher than what we budgeted for.

- The Development staff members and the Board Development committee were complemented for their initiatives.
- It was noted that Kelley has done a great job of filling the sail schedule.

Budget Proposal, Peter Gross:

- Peter began his Budget Presentation by stating that a budget can be a very powerful management and planning tool.
- The proposed budget is quarterly specific, so that at the end of each quarter the Board can review our financial status, and if necessary effect changes to proposed expenditures.
- The budget is based not on high hopes or conservative estimates, but on realistic expectations.
- Peter stated that he intends to pursue major private grants to support the Green Cities program.
 - Don expressed appreciation and enthusiasm for the apparently new focus on Green Cities.
 - Annie noted that Green Cities was not particularly well articulated at times in the past.
- In further discussion:
 - Steve Filler expressed appreciation for the more holistic /integrated budget than those that have been submitted in the past.
 - There was some discussion of how the estimates on proposed grant income were arrived at.
 - There was a discussion of whether we could somehow monetize our volunteer hours
 - Don noted that if we could, we would appear to be a much larger organization.
 - Ross agreed, pointing out that it is hard to ask for a million dollar grant when your organization's budget is \$1.2 million. This could be a way to show the overall value of our organization.
 - Roger noted that from the IRS's point of view non-professional volunteer hours cannot be included as income.
 - Dave shared that in the past we have been very conservative in how we budget for festival, and wondered if we should lower our proposed income estimate. Peter reiterated that this budget strives for realistic expectations.
 - Ali asked if there is room to plan a second "festival-like" event on the settlement camp property. The city of Beacon can't use the property in a for-profit way, but we can.
- In conclusion, Peter pointed out that the budget as written includes approximately 100K surplus. Peter suggested that the Board begin thinking about how we would choose to allocate any surplus if turns out to exist.
 - Dave shared that the Board had previously established, and reasserted on several occasions, our goals for any surplus. Such monies should be used as follows: 25% to pay down debt, 50% to build the endowment and 25% to build a cash reserve that will hopefully eliminate our need for a line-of-credit.
- Peter asked for guidance from the Board as to how much leeway he has to move money from one area to another, how much loss can be tolerated without requiring

Board approval, etc. It was agreed that we would try to make time for that discussion at the January retreat.

- The Board expressed appreciation for Peter and Roger's efforts and for the clarity of the presentation.
- A Motion to approve the budget as presented was MOVED by Robi Schlaff and seconded by Jeff O'Donnell. In further discussion, Don offered a friendly amendment to include quarterly budget reviews. MOTION PASSED UNANIMOUSLY.

OTHER BUSINESS

Board Member Attendance:

- Roberta noted that there are a number of current Board members who have not attended a meeting for some time.
- Don read from the bylaws which state, "Directors serve for 3-year terms or until 3 consecutive meetings are missed."
- The Board agreed that as President, Annie should reach out to those members and determine their commitment to remaining on the Board.

Sloop Update:

- Annika shared that the sloop is currently hauled out at Scarano's boat yard in Albany.
- The Coast Guard inspection last Friday (11/14/14) went very well.
- The boat should be back in the water next week and is expected to arrive in Kingston around the end of November.
- It was noted that Steve Smith offered his home as quarters for some of the winter crew during haul-out, and that a member of the North River Friends of Clearwater loaned an RV which was parked on Steve's property. The crew is of the opinion that these are the best accommodations they have ever had for haul-out.
- Annie asked that the Minutes reflect the Board's appreciation for Steve Smith's generosity.

The Meeting was adjourned at 9:40 pm.

Respectfully submitted,

David H. Lebson
Secretary