

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Monday, May 11, 2015; 6:30PM-8:30PM**

In Attendance:

Board:

Don Raskopf
Stephen Filler
Anne Osborn
Scott Berwick
Sharon Rowe
Bill Flank
James Malchow
Roberta Goldberg

Staff:

Roger D'Aquino
Peter Gross
Samantha Epstein
Manna Jo Greene
Nick Rogers
Annika Savio
Matt Soper

Guests:

Allan Goldhammer
Allen Gutkin
Donna Stein

President Anne Osborn opened the meeting at 6:35PM and Scott Berwick, along with everyone in attendance, sang "Pay Me My Money Down".

Anne noted that we had a quorum and recognized Roberta Goldberg as acting secretary in David Lebson's absence.

Don Raskopf MOVED that we approve the Minutes of the March 19th Board of Directors meeting. SECONDED by Steve Filler. The motion PASSED UNANIMOUSLY.

EXECUTIVE DIRECTOR REPORT:

As of May 3, the Revival is way ahead of past history ticket sales, although we don't know how much of that represents early bird. Steve Lurie found two \$10,000 sponsorships in Ford and LLBean. Ford will have an electric car on site and Bean will bring their "Bootmobile" and be on the water, teaching stand up paddling and other activities.

Development department: Matt calculates that he's ahead of projected budget.

Patron Fish campaign: Peter reiterated that it's good to have Board donations visible in the Program Book, adding the Festival Friday sunset sail happens on both boats and costs \$500. Anne suggested that a Board member can make the \$500 donation but that it would also include 1 (one) guest. It will be taken into consideration but won't have an answer until closer to the festival and more specific passenger numbers are available.

Peter reports that both boats (*Clearwater* and *Mystic Whaler*) are in the water and busy. In the Fall, the *Clearwater* will be hauled out earlier than usual to perform extensive work, for likely around 7 months. The *Whaler* has agreed to come early next spring to provide sails while the *Clearwater* is not able. Annika will have a better idea of the work/sail schedule as summer ends. Kelley won't book sails without knowing they can happen, to avoid disappointing any schools.

Peter reported that the Yonkers concert made a small profit, around \$400, and he wished the Board was more active/assertive about selling tickets. As fundraiser, it wasn't very effective, but as a community outreach tool, it was very good.

Don suggested that one difficulty was that it wasn't in the city and wasn't a "typical" Hudson Valley venue. The upside is that we now have a good relationship with the pastor of the church.

Peter added that several places/venues are willing to do "handwashing" promotions...we'll promote yours, you promote ours; Beczak, Outpost in the 'Burbs, Common Ground, and others.

Peter reported that he's in contact with Jesse Schwartz of the Columbia River (Clearwater) Festival, and it seems to be coming together. Jesse wanted Peter, Matt, and Steve Lurie to go out and do an initial visit. We need to make sure if any entity uses our name, that they follow Clearwater philosophies and principles. There would also be consult fees (revenue) involved.

There is another group in Afghanistan along the Kabul River who wants to do something similar, and Peter has a friend in Canada also wanting to capitalize on the Clearwater name and philosophy/values. Each of these would include consult fees and therefore revenue. Peter recognizes that we need to be more judicious in how we use our name and has spoken with Ken Pleasant, an intellectual property attorney, who is willing to help us pro bono.

Several people were concerned with past issues of Sloop Clubs using the Clearwater name with questionable activities, various potential loopholes, long term monitoring of these distant venues, and how to keep the Clearwater name and reputation intact. Peter suggested a licensing fee and if guidelines weren't followed, the Clearwater name can't be used. No specific solutions were decided, but there was a recognition that it will be challenging to "oversee" and maintain the organization's name and reputation.

Peter continued his report by saying that the River Project in NYC at Pier 40 gets kids down to the river and teaches/trains educators. They want to be part of the Pier 26 project. As an organization they're not very profitable, but they are effective, dedicated, and underfunded, much like us, and would seem to be a good partnership.

Omari Washington is leaving to pursue his Master's degree, therefore the Green Cities program needs a leader. It's a lot of work and not fair to Manna or Green Cities to leave an open position. There will likely be a local person in the interim, looking for long term.

Faces of Clearwater project: The idea is to approach people at events and film them, asking, "What has Clearwater done for you?" Peter hopes Board members will participate in the project.

COMMITTEE STRUCTURE (Agenda Item)

Unfortunately, the restructuring of committees that was spearheaded by Dave Lebson can't be fully discussed without him present. Bill Flank noted that regardless of the final outcome, the basic principle is that we need to follow through and get active immediately after annual meeting so we can jump into committee work right away.

There was some discussion that some committees are better structured as ad hoc rather than standing. Bill Flank noted that NY State law now requires Board Committees to be composed only of Board members, and Committees of the Corporation can have both Board and non-Board members. Dave sent out a survey a few weeks ago regarding committee preferences, please reply to it ASAP.

Bill Flank said there was work being done on updating the organization's governance documents to comply with NY State laws. Formal revisions have been drafted with pro bono legal help and are being reviewed.

DEVELOPMENT COMMITTEE:

Matt Soper said that he's been trying to find a common date and time to meet, with little success. Vicky Lowry, former Board member, is offering to coach us with development and is very happy with our progress so far. There were several suggestions about when and where to meet, potentially even meeting at Revival, since many will likely be in attendance.

Elections: It was decided that the next Board meeting on July 21st allows for sufficient time, according to the By-Laws, to offer and approve the slate before Annual Gathering and elections.

Bill Flank wants our Board actions on governance policies to be documented, not simply an oral tradition, like it's been for years. He sent a memo to Erin about this. As needs are identified, these Policies are drafted and presented to the Board for discussion and initial adoption, then reviewed and revised if necessary, with final adoption at a subsequent Board meeting. They may be amended from time to time, as needed, via a similar process.

FINANCIAL REPORT:

Roger D'Aquino reminded us that while Revival income looks good, it's not the only source of revenue and with unpredictable weather, we can't depend on it and it's impossible to predict final numbers. Revival expenses are starting to kick in as well, with \$55,000 in bills just this week.

Speaking in generalities about the overall budget, we're over last year on expenses and slightly under on revenue.

The sloop restoration this winter will be a huge expense, and the boat will go into dry dock early, adding to that expense. We got back 75% of grant money last year and we need to start buying wood soon to take advantage of remaining grant monies. If we have a steady stream of 75% reimbursables, the finances are more easily managed.

Annika and Nick met with Jim Kricker last week and they're talking potential prices and shopping for wood. So far, it looks close to grant amount. Since much of the wood will be below water line, not everything needs to go in dry and cured, it just can't be green. Roger said that in order to buy the wood, we may need to approach the Board for permission to tap into endowment. Sharon suggested we make an appeal at Revival, keep a "change bucket" at various locations. The boat is there, visible, and people want to "make change with their change".

Roger finished reviewing the financial reports.

Anne MOVED to approve that the Executive Committee be given permission to move forward to borrow money from the endowment if necessary.

Scott and Bill said that the 6/30/10 policy (Governance Policy XIV) requires a majority of the entire Board to vote on removing money from the endowment, and there aren't enough members currently present. Roger said it would be okay to wait.

Don asked that we please add an announcement that the next meeting is critical and to please attend.

MOTION TABLED

Dave Conover introduced Samantha Epstein. Samantha is working under a grant from Lower Hudson PRISM to do aquatic invasive species research. PRISMs are funded by Environmental Protection Fund and DEC.

Samantha has extensive experience and work with *Hydrilla verticillata*. Samantha gave a presentation on Hydrilla. It looks like a common plant, but it is the most invasive plant species known. It has been identified as the world's worst aquatic weed and the world's most invasive aquatic weed. Originally sold in pet stores for aquaria, it has found its way into many water systems, including the Hudson, Croton River and Croton Reservoir. Samantha discussed her project, which includes a new law making it mandatory that public boat launches put up information signs. The project also includes a great deal of education and outreach, going to public boat launches, inspecting and cleaning boats, and removing any and all plant and substrate material from hulls, bilges, motors and other sources of contamination.

Samantha plans to go onboard the boat for invasive species work in July. She will be tabling at various events and doing trainings for interested parties. She has hired 2 stewards, who will be in Croton (Senasqua/village marina) for Memorial Day, doing the boat inspections and cleanings mentioned above.

Peter said the only bad news about this project is that we have to put the money out first, but we will be fully reimbursed.

NOMINATING COMMITTEE REPORT

Steve Filler reported that the committee met and they have some names, but are proposing the requirement of two potential names from each Board member, which the committee will then vet. There was a great deal of discussion about the financial requirements and expectations of Board service, and what other options are available for contributing to the health and maintenance of the organization. The Nominating Committee will draft a letter that will be sent to potential nominees that more clearly outlines what the Board expectations are, regarding a commitment of time, energy and fiduciary responsibility. That letter will be sent to the Board for final approval before it is given to any potential candidates.

There was discussion of the By-Laws and the process of adding a name to the slate of nominees outside of the traditional Nominating Committee process. The By-Laws outline a process of obtaining signatures of either Organization members or of Board members. This was set in place to ensure a democratic process as well as to avoid a situation where the Board would be self-perpetuating. There was discussion about whether or not to have equal vacancies and names on the slate, and it was decided that by having at least some real competition, membership would be more likely to vote, something that has been an issue in the past.

Between Board member resignations and terms ending, we need a minimum of five new Board members in order to have a functioning Board. An email will be sent to members, encouraging them to consider serving, and Allan Goldhammer will ask Shameika Hanson for the names and numbers of any long-standing, local Revival volunteers.

Manna reported that after the Indian Point fire and release of oil into the Hudson, Governor Cuomo is very supportive of closing the plant.

The Board entered **EXECUTIVE SESSION** AT 9:20

There was discussion of a personnel matter. The issue seems to be resolved at this time, but Peter will seek further advice if it's warranted.

The **EXECUTIVE SESSION** ENDED at 9:42

Steve Filler **MOVED** that we **ADJOURN**. James Malchow seconded.
ADJOURNED AT 9:43