

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Thursday, May 19, 2016; 6:30 PM - 9:30 PM**

Board Members Present:

1. Seth Davis
2. Bill Flank
3. Ross Gould
4. Dave Lebson
5. Anne Osborn
6. Don Raskopf
7. Sharon Rowe
8. Robi Schlaff
9. Stephen Smith
10. Donna Stein

Board Members Present by Phone:

1. Mitzi Elkes
2. James Malchow
3. Rachel Marco-Havens

Board Members Absent:

1. Bill Cox
2. Allen Gutkin

Staff Members Present:

1. Hal Cohen
2. Dave Conover
3. Roger D'Aquino
4. Aleythea Dolstad
5. Manna Jo Greene
6. Shameika Hanson
7. Diane Oktay

Guests:

1. Allan Goldhammer
2. Betsy Garthwaite (newly appointed Board member)
3. Lucy Johnson (newly appointed Board member)
4. Creek Iversen

The Board meeting was called to order at 6:35 pm by President Anne Osborn. A quorum was determined to be present. Stephen Smith led the Board and guests in the traditional mission song, this time a rendition of Pete Seeger's "The Garden Song."

Dave Lebson called for a MOTION to approve the previously circulated Minutes of the 3/19/16 Board Meeting. A MOTION to approve the Minutes as corrected was MOVED by Don Raskopf and seconded by Robi Schlaff. MOTION PASSED UNANIMOUSLY.

Nominating Committee Report – Robi Schlaff:

- Nominating Committee Chair Robi Schlaff reported the Nominating Committee is currently composed of Robi, Allan Goldhammer and Ann Mellor.
- On behalf of the committee, Robi proposed that current Clearwater members Lucy Johnson and Betsy Garthwaite be appointed to fill currently empty positions on the Board.
 - Lucy and Betsy were asked to introduce themselves briefly. The potential appointees were asked what they expect to bring to Clearwater.

- It was determined that they will be appointed to serve out terms that are ending in 2016. They will then be invited to run and be elected in their own right at the next annual meeting.
- A MOTION to appoint Lucy Johnson and Betsy Garthwaite to fill the two open seats was MOVED by Ross Gould and seconded by Seth Davis. MOTION PASSED UNANIMOUSLY.
 - Lucy asked that all current Board members introduce themselves briefly. Her request was roundly appreciated and supported, and immediately carried out. ☺
- Robi and Allan then reminded the Board that the Nominating Committee must consist of 2 Board members and 3 non-Board members.
 - Allan Thomas was proposed as an interested non-Board member. His CV was briefly described to the Board.
 - Robi made a plea for a second Board member to volunteer to serve. *[Editor's note: New Board member Betsy Garthwaite volunteered to join the Nominating Committee as a second Board member.]*
- A MOTION to approve the make-up of the Nominating Committee as stated was MOVED by Dave Lebson and seconded by Donna Stein. MOTION CARRIED.
- Lastly, Allan Goldhammer shared that the committee is seeking input on what qualities we want on the Board at this point. Robi and Allan will send out a list of possible qualities and will request input from the board shortly.

Action Items – Dave Lebson: Two resolutions were read out to the Board, and presented to the Board for a vote.

- **RESOLVED**, that Aleythea Dolstad and George Nicholas Rogers are hereby authorized signers on the M&T “Boat” bank account. Annika Savio is hereby removed as an authorized signer on the M&T “Boat” bank account.
 - Ross asked about a party for Annika.
 - Dave and Alethea both stated clearly that anything that put Annika in the spotlight would not be appreciated, but assured the Board that something will be done to honor her in a way she would appreciate.
- A MOTION to pass this resolution as read was MOVED by Lucy Johnson, and seconded by Steve Smith. MOTION PASSED UNANIMOUSLY.
- **RESOLVED**, that David Conover, Interim Executive Director of Clearwater is hereby authorized to sign as the ‘Person Making Withdrawal’ on Amalgamated Bank’s Authorization and Distribution Form.
 - It was explained that Dina Paisner, a long-time Clearwater supporter had passed away recently leaving us a bequest.
 - The exact value of her bequest is currently unknown, but in order to process the bequest we need to complete this paperwork.
- A MOTION to pass this resolution as read MOVED by Robi Schlaff and seconded by Bill Flank. MOTION PASSED UNANIMOUSLY.

Governance Committee Report – Bill Flank:

1. Board Calendar

- A proposal for a new annual calendar and timing for Board actions was submitted to the Board digitally prior to this meeting. There are two documents, one required by the by-laws and one to keep us in compliance with our stated policies.
- We have proposed to change the timetable for nominating new Board members from 10 weeks prior to the annual meeting, to 8 weeks prior, to allow more flexibility in how we meet our obligations.
- A MOTION to put the proposed timetable change on the ballot for membership vote at the Annual Meeting was MOVED by Don Raskopf and seconded by Dave Lebson. MOTION PASSED UNANIMOUSLY.

2. By-laws Change

- A proposal for a change to the by-laws to allow for electronic voting by the membership was submitted to the Board digitally prior to this meeting.
- It is intended that the proposed changes will...
 - Make the elections more accessible and democratic, by making the voting process easier.
 - Increase the number and percentage of members who vote in elections and participate in other membership decisions.
 - Allow for email communications, while assuring that those members who wish to receive and send paper ballots through the mail can continue to do so.
 - Save Clearwater an estimated \$1,500 a year in mailing and printing costs.
 - Decrease the number of trees and carbon footprint now involved in sending paper ballots and having them returned by mail.
- It was noted that we tried to get this change done last year, but there were errors in the way the text of the change was distributed to the membership. We should make sure someone is appointed to proofread the ballot before it goes out.
 - It was further suggested that the proofreader be someone who is *not* on the Governance Committee, so as to provide for a fresh set of eyes.
 - Stephen Smith agreed to serve as the proofreader this year.
 - He will approve a “galley proof” from the printer.
- The question was raised as to how we can be certain that an electronic system will be secure.
 - It was noted that we are *not* choosing a system or method for electronic voting at this time, merely asking the membership to allow us to put a system in place in the future. When and if we do move to electronic balloting, security will, of course, be a serious consideration.

- The question of whether there will be an option for paper ballots was raised. The Board was assured that the new by-laws definitely allow members to opt for paper ballots.
- A MOTION to approve the proposed by-laws change and to put it to a vote of the full membership in September was MOVED by Dave Lebson and seconded by Lucy Johnson. MOTION PASSED UNANIMOUSLY.

3. Additional actions in the works by the Governance Committee

- It was reported that at the last meeting of the Governance Committee, each member took on a specific task and will be reporting on the results of their work at future Board meetings. The tasks are:
 - Ross is looking into any possible conflicts or contradictions in our by-laws and policies, and will propose ways to improve our process and communication.
 - Bill is working to improve the Board calendar and create clear responsibility for who is responsible for oversight, to be sure that everything we say we are responsible for gets done in a timely fashion.
 - Seth is working to clarify our governance policies and structure. He advocated that all Board members pick up the by-laws and policies and read them carefully from time to time. When you look it over next, ask yourself if this document really reflects the kind of organization we expect ourselves to be.
 - Dave is working to prepare a “curriculum” for a Board orientation program to orient new Board members to Clearwater’s mission and traditions, and to help all Board members to better understand our fiduciary responsibilities.
- In a final word from the Governance Committee, Bill stressed that as a Board, we have fiduciary responsibility, oversight responsibility, the responsibility to set policy AND to engage in fundraising, and we need to participate in doing all of these things, perhaps better than we’ve done in the past. Bill noted that this goes back decades in this organization. We have not always lived up to the goals we have set for ourselves. We may never be perfect, but we can keep working to improve.

Interim Executive Director’s Report – Dave Conover:

- Dave began by thanking everyone for all the support he has received in his first 3 months as Interim ED
- Dave described his overall goal as trying to capitalize on the support from a variety of stakeholders in the Hudson Valley. He is trying to frame the idea that it is important to keep Clearwater going because of our great programs, but ALSO because we ARE the Hudson River Tall Ship. Folks who would fight to keep Storm King, or other “landmarks” are being invited to see the sloop in the same light, and to fight just as hard to keep the boat sailing. With the combination of our connection to the Hudson River Valley history, the legacy of Pete and Toshi, Traditional Shipwright work in Kingston (as opposed to Mystic CT or Maine), we provide a real value to the Hudson River Valley.

- Dave described his “mantra” as: “We are restoring the sloop this year so we can restore the festival next year.” But between us, we need to restore ourselves as well...as an organization, as a Board and as a staff.
- Dave also expressed some concern about where we are financially right now, and reminded us that our current situation should not be the “new normal” and is not sustainable. We need to get to a place where Clearwater has a legit ED and a strong development department, etc.
- In subsequent discussion, the following points were raised:
 - We should be having more frequent Board meetings.
 - Perhaps we don’t need to commit to meeting monthly on a regular basis, but let us at least commit to meeting monthly for the next few months.
 - Perhaps the Board doesn’t need to meet monthly as a full Board, but in smaller groups.
 - The Board needs training in fundraising efficiency.
 - We don’t want to add more stress on the staff by creating more work for them through the Board’s efforts to fundraise.
 - We need to dive into fundraising right away – let’s make that the immediate focus.
 - If we schedule a June meeting with a strict fundraising focus, small working groups are likely to form and will move forward from there.
- Annie spoke in support of the suggestion of a fundraising-focused meeting in June, stated that she wants the Board to meet in June, and proposed the week after the Tarrytown concert.
- It was determined that a Board meeting will be scheduled on Monday 6/20. There will be a potluck at 5:30 pm, and the meeting will begin at 6:00 pm.
- Dave Conover shared that he may have a lead on a consultant there who trains boards in fundraising. He will keep us posted.

Environmental Action Report – Manna Jo Greene:

- Manna reported that Clearwater has received a 10K gift to support our IP Campaign from an organization that was inspired to support us due to a number of posts we made on Huffington Post.
- Starting the end of May there will be summer intern working with Manna on EA Issues.
- Manna will be speaking at a fundraiser for the Radiation and Public Health Project Bi-Annual benefit (along with Alec Baldwin and Christie Brinkley!).
- We are gaining a lot of exciting visibility.
- This Saturday 5/21 there will be an anti-IP event in Peekskill.

Events Update – Shameika Hanson:

- Mimi reported that the “For Pete’s Sake” concert in Tarrytown is very close to selling out.

- Friday night before that concert there will be a Mystic Whaler sail with musicians on board. It is called “Harmony on the Hudson” and will be marketed to all of the folks who previously attended “Festival Friday.”
- Hal Cohen shared that Terrance Brennan, a celebrity chef who has restaurants in New York City, has moved to the Hudson River Valley recently and has agreed to offer a fundraiser for us, co-chaired by himself and the Culinary Institute of America. Details of this proposed fundraiser included the following:
 - It is scheduled for September 25th, from 4:00-8:00 pm.
 - There will be 6 famous chefs, a 6-course dinner, music and auction, a silent auction, lots of great food!
 - Mitzi and Annie are working on this.
 - The venue can hold 300 people, and ticket prices are \$300.
 - The event will be held at the Culinary Institute, and will be staffed by institute students.
- In subsequent discussion the following points were raised:
 - Clearwater’s got to reach out beyond our “normal” constituency. The “foodie” constituency in one such example.
 - We are one of the key organizations striving to make this valley a place where the quality of life is such that people want to be here. Without a clean river, foodies and farmers wouldn’t want to be here. We need to get that message out! Where would we be if the river still looked (and smelled) like it did 50 years ago?!?
- Other Upcoming events include:
 - The Clearwater Annual Meeting will be held in Poughkeepsie this year on 9/24 (day before the CIA thing). It will be at the Hudson River Children’s Museum and the sloop will be there.
 - On October 1st at the Hat factory in Peekskill, in collaboration with Peekskill Pottery, a “pig roast” and an annual craft celebration will be held to benefit Clearwater. This will be a more affordable way to support Clearwater, at \$35/person for the pig roast and entry to the auction.
- Mimi shared that she is looking for help with program ads, for the Tarrytown concert and for the CIA event.
- Mitzi stated on behalf of the Board that she wished to commend Dave Conover for the job he is doing.

Finance Report – Roger D’Aquino:

- Roger reported that the New York State grant to support this final third of the below-the-waterline restoration has been maxed out as of mid-May. We expect to spend another 150K on the restoration that will not be reimbursable.
- Roger presented new cash flow projections that show us in the red for the next few months, but in the black in mid-July, and remaining black until the end of the fiscal year.
- In his projections, Roger also included expenses to pay an Executive Director and a Development Director starting in late October.

- Large expenses and income sources were highlighted.
- It was noted that several Board and staff members made 5K loans to CW to allow for down-payments to fund the Tarrytown concert. No-interest loans for other purposes were also made by several other Board members.
- These loans will be reimbursed out of the profits (expected) from the “For Pete’s Sake” event.
- Don expressed appreciation to the Board and staff members who made those loans available.
- Stephen Smith, noted that we are “in the black” partly due to some unexpected bequests – and that is not sustainable, it merely is good luck!
- It was announced that as of now we are running our two Youth Empowerment programs (Young Men and Young Women at the Helm) at zero projected income. Anyone who can get funders to support those programs will offset the costs – two full weeks of full sails is 50K income.
- It was also stated that in August there are also lots of available sails that we can fill!

Sloop Restoration report – Aleythea Dolstad:

- Aleythea began her presentation by stating that we are at a very exciting point in the restoration right now...it is looking less like a project and more like a boat! 😊
- It was stated that as of now the hull is fully planked (the hole is gone!), seams are being made waterproof and the centerboard trunk is being finished.
- It was also noted that there are still a LOT of much smaller tasks that MUST be completed before the boat is ready to sail. Aleythea stated that these types of details are harder to fit into an exact schedule (painting, supports for the sole boards, etc.), but they are necessary to make sure that the quality work we have done is protected.
- In subsequent discussion, the following points were raised:
 - Former Captain Betsy Garthwaite pointed out to the Board that most of the work being done this winter hasn’t been done in 40 years, since the boat was rebuilt in Maine 6 years after the boat was launched. The work we’ve done in the last 6 years is even better than the work done in the 70’s, and it won’t need to be done again for 50 years. Betsy stated that her hat was off to Aleythea, Annika and Nick because they are doing work that she never had to do in her time as captain.
 - Annie asked if there are any tasks that unskilled volunteers can do...Aleythea responded YES. And having extra hands is always useful and appreciated.
 - Aleythea noted that she’s never seen a winter with the crew in such good spirits. Winters often drive spirits down, but this one has been amazing.
- Finally, a note on planning for the future...the topsides project will still need to be addressed in the near future, and we can start buying wood NOW. For the below the waterline work, we’ve used a lot of green wood, which is fine as the wood will stay wet. But we don’t want to do that for the above the waterline work. We are looking for places to store wood, and considering how we will dry it (air or kiln). We need to get a jump on this soon!

New Business – Stephen Smith:

- Stephen requested authorization to have authority to set up organizations that are similar to Sloop-Clubs, but located on College Campuses.
- This idea has been discussed before and has received positive support.
- Steve noted that we at Clearwater have a lot to offer. College-aged students in criminal justice might be interested, advocacy organizations, environmental organizations, etc.
- In subsequent discussion the following points were raised:
 - We need to fine-tune exactly what we have to offer.
 - We need to involve professors, so that the kids we connect with don't just graduate and the program ends.
 - A proposal was made for a college membership that is very low.
 - We should plan to charter these organizations like we charter sloop clubs.
 - Perhaps we should offer a sail for these chartered organizations.
- Stephen asked for a Motion to allow the Executive Committee to work out the details of this proposal.
- A MOTION to that effect was MOVED by Seth Davis, seconded by Lucy Johnson. MOTION PASSED UNANIMOUSLY.
- There was a great deal of support from the Board for this idea, and the Board is looking forward to seeing a concrete proposal.
- Mimi suggested that those who are working on this look at Marshall Ganz' "Theory of Change" so that we don't try to "recreate the wheel."

Final Comments:

- Sharon Rowe thanked everyone who participated in the doodle poll in response to her sponsorship proposal.
- Dave Lebson offered another "thank you" to Dave Conover for his steady and consistent leadership over the past several months.

The Board meeting was adjourned by common consent at 9:30 pm.

Respectfully Submitted,

David H. Lebson, secretary