

Clearwater Board of Directors
DRAFT Minutes of the Regular Meeting – February 28, 2019

Board Members

Bob Alpern	Joan Gaylord	Henry Neale	Stephen Smith
Peter Capek	Bruce Ginsberg	Kyle Rabin	Donna Stein
Nancy Cincotta	Neil Gordon	Jeremy Rainer	Sarah Underhill
Seth Davis	Allen Gutkin	Don Raskopf	Taylor Vogt
Jeffrey Domanski	Arthur Jones	Robi Schlaff	
Mitzi Elkes	Aaron Mair		

Staff and Members

Hal Cohen	Erin Macchiaroli	Tinya Seeger
Sue Gamache	(ph)	Roy Volpe
Manna Jo Greene	Jason Samel (ph)	Greg Williams

Stephen called the meeting to order at 6:35 and led the Board in singing "Pave Paradise".

There were no minutes that had been distributed in time to be read and therefore none to be approved. Stephen emphasized the importance of getting the minutes published in a timely fashion, and that Greg had reported complaints about this from members. Peter agreed and committed to doing better at this.

Stephen described the importance of the committees to the Board's work and said he wanted to review the committee assignment chart and review the current work of each of the Board committees, even if they had not met recently.

Nominating – Don, the co-chair with Sarah Underhill, said that his time was overcommitted and he therefore had to resign from this committee leadership. Robi encouraged one of the younger Board members to step up and replace Don. Stephen asked Arthur if he was willing to do this, and he agreed. Greg observed that our election process was really more of an "approval" than an election, and that there really was no choice to be made by the membership in our election. Stephen pointed out that once we had solicited candidates to "run" for election to the Board, it really wasn't appropriate for them not to be elected. (This process is the same as the elections for Board members to publicly held corporations, in which the shareholders really only approve a slate put forward by the Board.) Seth commented that the process was open and fair and appropriate for us. Stephen said we should be more forceful about letting the membership know that we are seeking their participation as Board members and that it was not a board composed of millionaires, and encouraged the Nominating and Governance committees to review the process and consider improvements.

Stephen mentioned that there was a card circulating to be signed by Board members to express condolences to Henry Neale. Henry thanked the Board for their expressions of sympathy, and went on, while he had the floor, to express the thought that we ought to have more institutional pride, that we work hard, and that we do something no one else is doing, and should worry less about what outsiders may think.

Communications – Joan said the committee was well staffed, and mostly acted as an adjunct to other committees, helping them by providing a unified communication and messaging strategy and executing it.

Stephen said he had changed the committee organization chart to show this committee as a sub-committee of Development/Resources. Taylor encouraged everyone to search through their archives for video of good quality and upload it to their own account on YouTube and then send Taylor a link to it. He can then download it and incorporate it for use on Clearwater's YouTube channel.

Development/Resources – Donna said she'd tried to call a meeting of the committee, but the committee chart was so out of date (and misleading about the current membership) that she hadn't been successful. She proposed, and Stephen agreed, that the committee would be composed of the chairs of the three committees dealing with CW's current activities - Chefs, the Gala, and the 50/100 celebration. Donna said that she'd attended an excellent conference (BoardCon) and that a write-up of what she'd learned would be forthcoming. The goals of the committee would be to reach out to donors and potential donors. Greg mentioned that Lisa Klein of the Hudson River Maritime Museum has offered the use of her home on the river just north of Newburgh for hosting Clearwater fund-raising events. Stephen said that there had been, some years ago, a "house party kit", including the names of musicians who were willing to perform, and that this ought to be updated and resurrected.

Properties – Henry said that they'd planned to meet last week, but circumstances intervened. He went on to say that we ought to do more at Revival about getting our environmental advocacy work known and explained, but offered no specific suggestion. Jason raised the idea of incorporating protests at the Festival, but it met with some controversy. Stephen commented that advocacy might be more desirable than protests, and Taylor suggested a form of training for people who wanted to advocate (or to protest) about how to be more effective at it.

Finance – Neil talked about the seasonality of Clearwater's cash flow, and how important it is to recognize and plan for that. He went on to talk about how various income which is associated with the Festival, and which wouldn't occur were it not for the Festival, will be attributed to the Festival. Stephen commented that this ought to be formalized, and was partly so in the Festival Director's contract. Greg said that the principle, but not all the details, were in the Letter of Agreement, but that there was not yet a contract.

Neil also spoke about a schedule and new strategy for financial reporting. In the future, the plan is for Anita Vargas (the bookkeeper/accountant) to report each month when that month can be closed to the Finance Committee, with the committee reporting to the Board at its next meeting. Since the Executive Committee meets weekly, it can review the monthly financial report in a timely fashion, and will do so.

Program – Don started by clarifying that the program committee consisted of the heads of the Festival, EA and Education committees. There was a question from Mitzi about exactly what the role of the program committee is, and Robi responded that we had in the past wanted some coordination, supervision and control especially about non-permanent activities, such as Green Cities was in the past. This discussion segued into a discussion of the difference between cost and profit activities, and Bob Alpern commented that EA was not a profit activity per se, but of course led people to join Clearwater and foundations to support the organization directly. He also mentioned, as he has in the past, the national visibility which Manna Jo's role in the Indian Point gives Clearwater. Greg observed that we need to be doing things and announcing them with national visibility in order to establish our credentials on a national basis and get the support of foundations and the public on national issues. To summarize, we need to help Manna and her activities in getting national visibility.

Planning & Governance – Seth referenced a written report which the committee had distributed to the Board following a meeting of the committee. The committee is going through the charter and statement of purpose of the organization and thinking about suggesting the broadening the scope of Clearwater's

activities to explicitly include and mention the New York bight, and also thinking about voting procedures. We currently do not allow proxy voting, but Seth thought it might be worth changing that.

Don said that he had nothing new to report since last month on the Beaconfest event under consideration for September, but said the committee definitely needed more help and solicited participation. It remains true that Scenic Hudson will not allow the use of Long Dock Park because there will be some construction activity in it. Don responded to a question that in his view the Beacon event was "very likely" but not yet definite.

A question was raised about whether it was too late to propose events as part of the 50-100 celebration and several people responded that it was, but Greg observed that we were already struggling to manage all the things we've chosen to do.

Robi described an activity, which appears now to be defunct (or at least dormant) to build an Estuarium at Pier 26 in NYC, and for which Clearwater had a role. There is currently no funding; Robi will draft a note to the Board summarizing the situation.

Executive Director's Report -- The Gala event netted approximately \$59,000, slightly more than last year. The event was "pretty much" sold out, but Greg mentioned that selling whole tables (as distinguished from individual seats) was difficult.

Greg said we had hired an Education Director who is moving to the Beacon area from Atlanta and will start work on April 1. His name is Erik Fyfe, previously the Director of Program Innovation at Chattahoochee Riverkeeper.

Money has been transferred (lent) to the Revival from Clearwater operating funds. It will be repaid shortly, as revenue from ticket sales and other activities come in. Ticket sales have started and are going well, though it is still very early. The festival budget was approved by the EC, but remains to be approved by the full board. [The festival budget will be distributed to the Board following this meeting, and it is planned to have a telephone meeting soon to allow the Board to vote on it.] Greg went on to describe the partnership which we have for Revival with Westchester County. This has not only reduced our costs, but also led to additional mutually beneficial advantages and cooperation for Clearwater and the County. There will be a press conference with George Latimer announcing the cooperation. Greg described further aspects of the cooperation, and Henry encouraged us not to limit the event to Westchester and to keep in mind that the river has two banks. Jason said that WBAI-FM will broadcast from the festival and starting very soon will broadcast promotional announcements for Revival. Donna added that there will be an activist tent from which WBAI will broadcast.

Greg recalled that in an earlier Board meeting he had said that the cashflow projection for this time (February) was quite negative, but was happy to say that the reality is that our cashflow situation now is quite positive, due not to any single major factor, but to a number of smaller activities, savings and care.

Finally, Greg said that Joan Davidson had offered the use of her home, Midwood, in Columbia County and built in 1888, for a Clearwater Fundraising event.

Taylor updated the Board on the Indiegogo (formerly planned for Pledgemusic) campaign which will be rolled out some time in March¹. The committee has gathered about 33 "items" from a number of well-known artists which will be sold on Indiegogo to the benefit of Clearwater. The items include signed musical instruments, signed CDs, house concerts and other similar items. The items for sale have been

¹ Now confirmed for March 14.

priced by the committee at various amounts as high as about \$5,000. Taylor conservatively estimated that the campaign would net between \$17,000 and \$25,000. He showed the web page on Indiegogo that he had designed and a short video about Clearwater which will be on the page, and encouraged everyone to link to the campaign from their Facebook accounts.

Stephen spoke about his concern that Clearwater's constituency was getting older and that we needed to put more effort into recruiting younger members. He said there were many colleges in the Hudson Valley, many of them with relevant clubs or activities and that we needed to try to engage with them and get them involved. Taylor mentioned that he had a list of every environmental club at every school in NY state and also every environmental studies program in NY. Stephen plans to work on this and asked for volunteers to work with him. Taylor asked about the possibility of a Junior Board, but Stephen expressed skepticism that it had a role. Mitzi spoke in favor of the idea, saying they could do fund raising, advocacy. Robi said that since we didn't have a high "give or get", she thought we'd want to have people who would be good candidates for a Junior Board instead be on our "main board". Taylor said that for young people a major consideration was differentiating themselves from their peers and participating in a Board, Junior or not, was one good way to do that. No conclusion was reached.

Mitzi announced that Michael Lamonico, formerly of Windows on the World, would be participating in Chefs in the fall, on Saturday, September 14, again at the Culinary Institute. There will be a total of 8 chefs at the event, 4 for hors d'oeuvres and 4 for the main courses.

Mitzi also described an almost-certain event on Wednesday, May 1, at the Jacob Burns Film Center in Pleasantville with a showing of The Power of Song, followed by a live concert.

Mitzi moved to adjourn, Donna seconded, and the Board voted unanimously to adjourn.

Respectfully submitted,

Peter Capek

The next Board meeting will be on Thursday, March 28