



DRAFT Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Virtual Meeting via Zoom
Tuesday, November 9, 2021 at 6:30pm

Board Members

Sarah Armour
Peter Capek
~~Jeff Domanski~~
Mitzi Elkes
Joan Gaylord
Neil Gordon, Treasurer
~~Scott Greathhead~~
Allen Gutkin
Samantha Hicks, Executive Committee At Large
~~Gareth Hougham~~
Arthur Jones, Executive Committee At Large
~~Aaron Mair~~
Jennifer McMillan

Janine Napierkowski, Vice-President
~~Henry Neale~~, Executive Committee At Large
Jeremy Rainer
Dan Riesel
Larry Rothbart
Gregory Simpson
Steve Stanne, President & Acting ED, Chair
Donna Stein
Rosemary Thomas, Secretary
Sarah Underhill
Greg Williams
Thomasina Winslow
(~~strike through~~ indicates absence)

Staff Members

Hal Cohen
Amali Knobloch
Meg Mayo

Gigi Rapetti
Nick Rogers

Members

Jeremy B
Victoria Christof
Bev H
Ben Kaminsky

Tinya Seeger
Alan Thomas
Roy Volpe

The Meeting was called to order at 6:30 pm
Mission Song by Sarah Underhill, "Ain't You Got a Right"

Approval of Minutes

A motion to consider approval of the 9/8/21 Board meeting and 10/3/21 Annual Meeting and first meeting of the newly constituted Board was made by Donna and seconded by Sarah U.

After discussion, the 9/8/21 Board meeting minutes were approved with 14 votes yes (Donna, Joan, Neil,

Mitzi, Sarah A, Rosemary, Janine, Peter, Jeremy, Sarah U, Steve, Arthur, Thomasina, Allen), 1 vote no (Greg) and 1 abstention (Larry). The 10/3/21 minutes of the Annual Meeting and first meeting of the new Board were approved unanimously.

Acting Executive Director's Report

Steve Stanne reported the Tideline Discovery programs are completed for the year. Ruthie Gold and Amali Knobloch did a program for an M.Ed. in Env. Ed. At Bard. Steve spoke at a Lion's club district conference in Kingston and generated interest. Clearwater was awarded a \$40k DEC Hudson River Estuary grant for improving the online fish key. The climate change grant is on track for 12/1 completion.

Work on the Sloop has begun. A rough schedule was shown with goals for 11/30 (80% of transom demo'd and the mast step removed), 1/31/22 (transom repair complete, mast step installed, frames behind the chainplate removed), 2/28/22 (frames replaced and structural work in the forward section complete), and 3/31 (planking finished). This would allow the Sloop to head back north in mid-April to be unloaded from the barge, then return to Kinston to reinstall the mast and get ready for the season.

Environmental action highlights include 24 people attended Clearwater's Climate Change & You(th) panel on 10/21/21, as part of Hudson Valley Sustainable Climate Solutions Week. Big news on 10/27/21 was DEC's announcement that the required air permit for Danskammer was denied. On 11/2/21, NYS voters approved the 'Green Amendment' ("Each person shall have a right to clean air and water, and a healthful environment.") to the state constitution.

Regarding properties, recent heavy rains revealed a leak at the office and it was repaired. Lease renewal negotiations continue with the City of Beacon for use of the White House office space and with the Hudson River Maritime Museum for the barn and use of their yard and docks.

The 2019 990 and audit draft are expected for review by 11/30 and assuming prompt review, a final report will be ready two weeks later. After that, work will begin immediately on the 2020 audit. Mitzi underscored the importance of completing these audits as soon as possible. Depending on when the OPRHP grant reimbursement arrives, there may be a need to authorize an additional withdrawal from the Century Fund at the December Board meeting.

Steve proposed a RESOLUTION to thank Staff for their work contributing to the outcome of the Danskammer air permit application and called for a vote of approval. Neil moved and Larry seconded. The resolution was PASSED unanimously. The text of the resolution is attached as Appendix A.

Treasurer's Report

Neil said the tax filing and audits were covered already and cash flow would be covered in executive session. Steve, Anita and Neil had a productive Zoom conversation with Ulster Bank, with the bank asking about interest in consolidating loans. The next meeting with Ulster Bank will be in early 2022.

Development

Meg reported revenue for this fiscal year is above projections. The Fall Appeal continues to do well and we are preparing for the Holiday Appeal and Giving Tuesday. To address the challenge of being heard on Giving Tuesday, Amali created a theme, Clearwater Generations, which shows how Clearwater inspires across generations. We have over 50 years of anecdotal wealth to draw from. Meg will send resources for Board members to use with their networks in the days before and on Giving Tuesday, including a Giving Tuesday Bingo game, where results will be shared at the December Board meeting and prizes awarded!

There were questions on how Revival fits in for fundraising and Steve said a decision on what form Revival will take is needed beforehand, and it is needed sooner rather than later.

The Century Fund has taken a back seat to these other activities but will re-emerge shortly. Approximately

\$56k is needed to fully fund the winter re-fit and another \$200k after that to establish a perpetual Century Fund.

End of year activity will focus on donor stewardship, with particular focus on those who haven't given yet.

Meg covered the grant pipeline, including items mentioned in the Executive Director's report.

Rosemary reported the Development Committee is focused on 2022 planning, including a live Gala on April 3rd, at the Garrison. Both honorees were briefly described. The Development Committee is also supporting donor stewardship efforts with Thank You Thursdays once a month.

Executive Director Search:

Janine reported one of the two top candidates has already been interviewed by Staff and the other is scheduled for 11/12. The goal remains to have a new E.D. in place sometime in December.

Planning and Governance Committee:

Rosemary put forth a resolution requesting updates to Policy IX for committee names, addition of charges for the Development and Planning / Governance Committees, and a change in the restriction on number of committees per Board member. A motion to approve the changes was made by Peter and seconded by Thomasina.

The text of the resolution is attached as Appendix B.

After review of the proposed changes, Larry moved to call the question; his motion was seconded by Peter.

The resolution was PASSED with 17 votes yes (Neil, Rosemary, Mitzi, Thomasina, Larry, Janine, Joan, Donna, Jenn, Sam, Jeremy, Gregory, Arthur, Sarah U., Steve, Sarah A., Peter) and 1 vote no (Greg).

Strategic Plan:

An updated draft was distributed to the Board on 11/3/21, with plan approval slated for the December Board meeting. At this meeting, Steve requested a wide variety of comments be received before debate on any particular comment. Points repeatedly made: are there too many priorities; Revival not being more central to the plan. Other points made: implementing the plan is what will move us forward; as the data shows an aging demographic, we should remind people they can give from their IRAs when they turn 70 ½ and get tax benefits. Larry commented it's normal for an organization to have growing pains and perhaps the fiscal issues force us to think what is the core and how to pull everything together. He sees this as a positive aspect of moving forward as a unified organization.

The plan will be posted on the website so a broader range of Clearwater folks can look at it and the 11/10/21 e-news will have instructions for sending comments. Steve continues to encourage input from the Board, asking that comments be shared across the Board.

Member Question Period:

This is the first month of a three-month trial, designating a specific time slot for members to speak. The general consensus was a preference for membership to comment real time, when their input would be most relevant, perhaps continuing the current model of Board members speak first and then membership can speak as time allows. A hybrid model was suggested (members comment in the moment as time allows, plus this period for input on topics which may or may not be on the agenda).

The Board went into Executive Session at 8:30 pm to discuss finances.

The meeting was adjourned at 9:15 pm

Respectfully Submitted,
Rosemary Thomas, Secretary

APPENDIX A

Resolution of thanks regarding outcome of Danskammer air permit application:

WHEREAS: The proposed building of the Danskammer Natural Gas Plant was deemed a direct threat to the health and safety of the people of Newburgh and other surrounding communities and a major step backwards in the global fight against climate change, and

WHEREAS: That proposal has been halted by the New York State Department of Environmental Conservation thanks in part to the efforts of Hudson River Sloop Clearwater Inc.,

RESOLVED: That a formal and heartfelt vote of thanks be extended to the staff and volunteers of Hudson River Sloop Clearwater Inc. who actively weighed in against the plant, with particular appreciation extended to the tireless efforts of Manna Jo Greene and Matthew Salton. Thanks to years of your hard work, the Hudson River Valley will be healthier and more sustainable going forward.

APPENDIX B

Resolution to accept the proposed amendments to Policy IX as shown:

Policy IX. Policies of the Not-for-Profit Corporation Hudson River Sloop Clearwater, Inc. Regarding the Organization and Functioning of its Board of Directors

Statement of Purpose

The objective of this policy is to provide for an efficient and focused governance of the organization at the Board level, thus furthering the objectives stated in the Corporation's by-laws as well as the Board's written policies on Board of Directors' job responsibilities, relationship with the Executive Director, organizational ends, and the relationship of the Board to the moral ownership of the organization and other policies as they are or have been from time to time promulgated by the Board.

It is the goal of the Board of Directors that there at all times be effective communication among the Board's committees, between those committees and the full Board, between the Board and the Executive Director (and, through the Executive Director, between the Board and Staff) and between the Board and the Corporation's membership. Board members shall also strive, individually and collectively, to improve their performance as Board members, to hold themselves accountable to their fellow Board members and to the membership. Simplicity and efficiency are declared to be important values in the Board-level governance of the Corporation.

Meetings of the Board

There shall ordinarily be four meetings of the full Board of Directors each year in addition to the Annual Meeting of the Corporation, subject to Article X, Section 2 of the by-laws (which permit additional

meetings to be convened at the call of the President or seven members of the board).

The first of these meetings shall take place immediately following the Annual Meeting of the Corporation and the chief purpose of this meeting shall be the election of officers as specified in Article V, Sections 2 and 3 of the by-laws.

The second Board meeting shall take place in November and among its agenda items shall be consideration and passage of the Corporation's operating budget for the fiscal year commencing on December 1st.

The third Board meeting shall be convened in March because this is the approximate halfway point in the year beginning with the Annual Meeting of the Corporation and Board election and shall include in the agenda an evaluation of organizational operations.

The fourth meeting of the year shall be convened in June and shall include in the agenda preparations for the Annual Meeting of the Corporation and, specifically, nominations for election to the Board of Directors.

Nothing in the foregoing should be construed as limiting matters that may be placed on the agenda of a Board meeting for discussion. With the exception of the Board meeting convened immediately after the Annual Meeting of the Corporation, it is expected that the Board meetings as described above will generally be day-long gatherings with a schedule providing for extensive discussion, fellowship and activities designed to provide education and inspiration to Board members.

The Secretary shall keep minutes of the Board's meetings as required by Article VI, Section 3 of the by-laws and shall make them properly available to the members of the Corporation. It is understood that such minutes are unofficial until their formal adoption by the Board, as corrected if necessary, at its subsequent meeting.

Committees of the Board

The Board acknowledges that its standing committees are vital to the organization's effective governance. In the normal course of business, it is expected that all matters to be discussed or decided at the Board level shall first be presented to and discussed by the appropriate Board committee, which shall forward its written recommendation to the full Board. In this manner, committees will be able to conduct in-depth discussions of issues as they arise, and the Board will remain focused on the broader questions of the Corporation's governance.

Consistent with Article VII, Section 1 of the by-laws, the Board of Directors deems it appropriate that there shall be five standing committees in addition to the Executive Committee and the Nominating Committee: the Properties Committee, the Finance Committee, the Planning/**Governance** Committee, the Program Committee and the ~~Resources~~ **Development** Committee. Although the Board retains the authority under the by-laws to appoint such other standing or ad hoc committees as it may deem appropriate, the Board's policy is normally to maintain the number of standing committees to its minimum level so as to simplify the operation of the organization, limit the commitment of each Board member to meeting attendance, provide for a small and clearly defined number of lines of communication at the Board level, and permit each committee's functions and governances.

The Board delegates to the President, subject to the limitations stated herein and in the by-laws, the authority to appoint members and chairs of the standing committees. The President shall exercise this authority as immediately after the Annual Meeting of the Corporation (and ensuing organizational meeting of the Board) as possible, and shall provide Board members with an opportunity to state their preference for committee assignment, but it shall be understood that the needs of the organization, as determined by the President, prevail over individual assignment preferences. No Board member shall be a member of more than two standing committees, ~~including the Executive Committee~~ **excluding committees to which members are elected.**

Each committee shall convene at least once every two months, at the call of the chair, unless the chair has received permission from the President to forgo a meeting because of lack of business to be conducted. Each committee shall meet in person at least twice a year; additional meetings may be conducted via teleconference if deemed by the chair to be consistent with the effective and efficient discharge of the committee's obligation. As noted below, the Executive Committee shall keep minutes of its meetings. The other standing committees may keep minutes and, if so, shall promptly circulate them to the full Board of

Directors. At a minimum, each standing committee other than the Executive Committee shall prepare a report of its activities in advance of each meeting of the Board of Directors and shall circulate such report to the full Board a minimum of one week in advance of the Board meeting.

The period between the Annual Meeting of the Corporation (and the Board's organizational meeting held immediately thereafter) and the November Board meeting shall be defined as a transitional period for the Board's standing committees. During this period, committee members appointed in the previous year are authorized and expected to remain as active committee members regardless of whether their term as Board member has expired. During the transition period, outgoing committee members shall hand off any active projects to incoming members, and in general, committee members are expected to work diligently to assure no gap in the functioning of any committee. Because committees perform vital functions in the organization's governance, each standing committee is expected to be fully functioning on a year-round basis.

Each committee shall develop an annual work plan for presentation at the March meeting of the full Board. Such work plan shall describe the major projects being undertaken by the committee and the strategies for completing such projects.

Executive Committee

The purpose and functions of the Executive Committee shall be those described in Article VII, Section 3 of the by-laws. As noted therein, the Executive Committee may exercise all powers of the Board of Directors between meetings of the Board subject to certain specifically defined limitations and the obligation to report all actions to the full Board. To that end, the Secretary shall keep minutes of Executive Committee meetings and shall promptly circulate them to all Board members. The minutes of the Executive Committee shall not be available to the membership of the Corporation, except by affirmative vote of the full Board. The President shall serve as chair of the Executive Committee and each other member of the Executive Committee shall chair or co-chair one of the Corporation's other standing committees, thus assuring that each standing committee has a direct link to the Executive Committee. Normally, Executive Committee members, and thus the chairs of the standing committees, shall be experienced Board members to assure continuity in the work and operation of the Board's standing committees.

Nominating Committee

The Nominating Committee shall be constituted according to Article VII, Section 4 of the by-laws and shall perform the functions described therein.

Properties Committee

The Properties Committee shall have within its jurisdiction all of the physical assets of the Corporation including its real property and any vessels owned or leased by the Corporation. The objective of this committee shall be the responsible stewardship of these assets. In consultation with the Planning/**Governance** Committee, the Properties Committee shall from time to time make recommendations to the Board for the development, expansion or disposal of the Corporation's physical assets so as to further the Corporation's purposes and objectives. In consultation with the Executive Director and/or the Executive Director's designee, the Properties Committee may procure or coordinate the provision of management and maintenance services for the properties' stewardship.

Finance Committee

The Finance Committee shall have as its objective the long-term and short-term fiscal health of the Corporation. In consultation with the Executive Director and/or the Executive Director's designee, the

committee shall develop and submit to the Board the Corporation's proposed annual operating budget and, if necessary, revisions to that budget during the fiscal year. It shall have within its jurisdiction the responsible stewardship of the organization's funds, including its investments. It shall concern itself with development matters and shall, in consultation with the Executive Director and/or the Executive Director's designee, assure that appropriate steps are being taken to assure that adequate funds are being raised to provide for the Corporation's financial needs on a long-range and short-term basis. The Treasurer of the Corporation shall be chair or co-chair of the Finance Committee.

Development Committee

In order to further the goals and objectives of the Corporation's Strategic Plan, as adopted from time to time, the Development Committee is charged to work with the Development Director and/or Executive Director to determine, plan, and fulfill fundraising goals for the Corporation. For example, the Development Committee may assist in designing fundraising strategies, establishing relationships with major donors and granting entities, or planning and executing fundraising events. The Development Committee may, in consultation with the Finance Committee, approve the annual and long-term fundraising goals.

Planning/Governance Committee

Ensure roles and responsibilities are defined consistent with by-laws and policies, and that proper procedures and guidelines are in place.

Program Committee

The Program Committee is currently developing a charge.

7/19/95
12/04 KCS
11/06 ALP