



DRAFT Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Virtual Meeting via Zoom
Tuesday, December 8, 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
Manna Jo Greene
Ruthie Gold

Amali Knobloch
Meg Mayo
Erin Macchiaroli

Members

Jeremy Baron
Victoria Christof
Bev H

Ben Kaminsky
Alan Thomas

The Meeting was called to order at 6:30 pm
Mission Song by Steve, "All God's Critters"

Approval of Minutes

The 11/09/21 Board meeting minutes were approved, with the agreed upon edits, by unanimous voice vote.

Acting Executive Director's Report

Steve reported on grant activity with regard to the DEC Hudson River Estuary program, including the Fish Key 2.0, Climate Change Curriculum, and Traveling Exhibit grants.

Driven by tugboat issues, sloop haul-out is now Dec 9th and the winter work will be done at Scarano's in Albany. The work required for Coast Guard approval will be done – mast step, mast partners, and planks under chain plates will be replaced. New wood will replace deteriorated sections of the keelson instead of a complete replacement of the forward portion. Transom repair will likely be deferred.

Regarding EA, the Infrastructure Act signed 11/15 by Biden includes \$47 billion for NYS water infrastructure. Danskammer Energy has appealed DEC's air quality permit denial and a hearing will be held next year, with public input sought. Plans for low-impact hydro consensus building continue. Champlain Hudson Power Express and Clean Path NY contracts are going to PSC for approval. In both cases, comments are due to PSC by 2/7. For more information on these topics, see the EA pages on the Clearwater website. On 12/9, Manna Jo Greene will be inducted into SUNY Ulster's Hall of Fame for her years of service as an exemplary public servant and an indefatigable environmental champion!

Negotiations with the City of Beacon to renew the office lease continue. In Kingston, we are waiting for the Hudson River Maritime Museum to send the agreement for use of barn and docks.

The financial audit for 2019 is nearing completion. The 2020 audit will begin immediately afterwards. Budget preparations are underway and a budget is expected for finance committee review by 12/25 and Board approval at the 1/6/22 meeting.

With winter refit expenses are expected to total \$128k for December-January, another withdrawal from the Century Fund is requested.

Steve proposed a RESOLUTION to withdraw \$66k from the Century Fund. Neil moved the resolution and Peter seconded. The resolution was PASSED unanimously. The text of the resolution is attached as Appendix A.

Treasurer's Report

The Century Fund is covering much of the winter sloop work. The Fall Appeal was good and we are starting to see holiday giving. It is anticipated that cash reserves will improve with the holiday giving season, but remain tight in early 2022. A spring launch, important for our mission, is also important for a return of program revenue.

Neil explained the 2019 audit has been time consuming as a new auditor must establish a baseline and the 2020 audit should be more efficient. The 2019 990 will be finalized when the corresponding audit is completed. Once the audits are complete, we will have a baseline for restarting regular financial reporting. A reserve is set aside to pay for both audits.

Development

Meg reported development revenue for FY 2021, actual vs projection. Development revenue was above projection for 3 of the 4 quarters, plus the year overall. The 4th quarter was strong, with the Fall Appeal, Giving Tuesday, and membership renewals all exceeding expectations. The spike in membership renewals is attributed to the Fall Appeal and the Clearwater Generations email campaign.

Meg showed development revenue, by month, for 2019, 2020, and 2021 and said the spikes can be paired with campaigns and noted the associated expenses, which must be taken into account, are not reflected here.

Century Fund activity is picking up. People appear to be interested in a fund designed to support the sloop.

Meg reviewed the grant pipeline, including the DEC education grants for Fish Key 2.0, Climate Change Curriculum, and Traveling Exhibit and the NYS DOH Fish Advisory and the NYS OPRHP Sloop Restoration grant, as well as four submissions that are pending review.

Meg highlighted the work of our Digital Marketing Team, Amali Knobloch, Aerika Lucy and Matt Salton,

effectively using social media and email to grow our numbers. Amali, Clearwater Outreach and Engagement Manager, planned the Giving Tuesday and the related Clearwater Generations campaign with very positive feedback, reflected in comments, donations, merchandise sales, and growth of our audience. Amali and Ruthie spoke at the Tall Ships America Conference and were praised for our commitment to racial and environmental justice and equity.

Meg shared information on growing and retaining our audience, including positive trends for November and comparison with industry averages.

Steve noted Amali gets help on Tiktok and Fredi Guevara-Prip is often the star.

Rosemary said the Development Committee has completed 2021 activity and is looking forward to 2022 with an expanded committee and with reaching out to different board members.

Executive Director Search:

Covered in executive session.

Planning and Governance Committee:

No update.

Strategic Plan:

Steve commented the final version is pretty close to the most recent draft and proposed a RESOLUTION to adopt the final version. Dan moved to bring discussion to the floor. Donna seconded.

Mjitz had two comments, which were echoed by several others. First, the statement that sloop is the most important asset to the organization can be alienating to those whose main connection is through Revival and this is a big shift in the organization's focus and a weakness in the plan. She noted that 20% of the hundreds of survey responses were from folks whose initial contact was through Revival. The second point was financial management should be the first and foremost priority.

Sam's response, which was also echoed by others, is the sloop is a clear cut unique and iconic asset, which was heard clearly in the survey responses, including folks introduced to Clearwater through Revival (which was surprising). She added that the sloop is more straightforward and Revival is a longer road to get it healthier for the organization.

Sarah Armour was heartened to see the emphasis on celebration, which can leave a path open to Revival if it becomes a fiscally reasonable choice, and noted it is also appropriately flexible for us to use celebration to do a bunch of other things which serve our river communities like smaller river festivals.

In response to making fiscal the top priority, Steve argued everything must work together to be successful, including the music. For that reason, the priorities were divided into two buckets – management, for ones that apply across the board, and program, for ones that can be separated out.

Greg Williams commented that sometimes tough choices are needed to align disparate communities behind a coherent set of goals and the plan does not make those tough choices, but does alienate an important community.

Peter would like more clarity on what needs to be worked on immediately, next month, and so on. Steve replied that that detail is in the plan and while fundraising is the number one thing we focus on, it needs to be done in recognition of the other aspects of this plan for our overall image and sustainability.

Sam noted many plan items are not exciting but are necessary to make the organization better and stronger

going forward.

Dan said the Strategic Plan is a good working document and does a fairly good job realizing many of us would emphasize different aspects, that we cannot accommodate all the different views, and that the elements of self-governance are very important.

Amali commented: “We need to be three cords woven together, enough with the separation of the legs of a stool. Let’s work together on moving forward instead of arguing about which leg deserves the most polishing.”

Dan called the question and Neil seconded. The vote to call the question unanimously passed.

Steve put the resolution up for the vote and the resolution PASSED with 14 votes yes (Aaron Mair, Jenn McMillan, Arthur Jones, Donna Stein, Sam Hicks, Sarah Armour, Jeffrey Domanski, Janine Napierkowski, Jeremy Rainer, Steve Stanne, Gareth Hougham, Gregory Simpson, Neil Gordon, Rosemary Thomas), 2 votes no (Mitzi Elkes, Greg Williams), and one abstention (Peter Capek). The text of the resolution is attached as Appendix B.

The Board went into Executive Session at 8:15 pm to discuss the ED search and finances. The meeting was adjourned at 9:00 pm.

Respectfully Submitted,
Rosemary Thomas, Secretary

APPENDIX A

A resolution concerning authorization to withdraw money for the 2021-2022 winter sloop overhaul from the Clearwater Century fund, in accordance with Board Policy XII.

RESOLVED: that a withdrawal of up to \$66,000 from the Clearwater Century Fund, is hereby approved, in such amounts as may be approved by the Executive Committee from time to time, with all such amounts subject to a reasonable expectation of reimbursement.

APPENDIX B

A resolution to approve the final version of the Strategic Plan.

RESOLVED, that the document attached hereto entitled “Hudson River Sloop Clearwater Strategic Plan” be approved, with the intent that the priorities cited in the plan should be the screen against which decisions are made and activities undertaken.

Link to document, now posted on the Board webpage:
<https://www.clearwater.org/about/board-of-directors/>