



**DRAFT** Minutes of the Meeting of the Board of Directors  
Hudson River Sloop Clearwater, Inc.  
**Virtual Meeting via Zoom**  
**Thursday, April 14, 2022 at 6:30pm**

**Board Members**

Sarah Armour  
Peter Capek  
~~Jeff Domanski~~  
Mitzi Elkes  
Joan Gaylord,  
Neil Gordon, Treasurer  
~~Scott Greathead~~  
~~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, Chair  
Donna Stein  
Rosemary Thomas, Secretary  
~~Sarah Underhill~~  
Greg Williams  
Thomasina Winslow  
(~~strike through~~ indicates absence)

**Staff Members**

Hal Cohen  
Manna Jo Greene  
Amali Knobloch  
Meg Mayo

Erin Macchiaroli  
David Toman, Executive Director  
Anita Vargas

**Members**

Jeremy Baron  
Victoria Christof  
Ben Kaminsky

Alan Thomas  
Roy Volpe

The Meeting was called to order at 6:30 pm  
Mission Song sung by Steve, "This Island Earth"

**Approval of Minutes**

The 03/09/22 Board meeting minutes were approved by unanimous voice vote, with the agreed upon edits.

## Executive Director's Report

David began with recent photos of Sloop refit progress, including planks going back on, the new wood underneath the framing, raw lumber at the barn in Kingston, and oakum being rolled to fill the seams between planks.

Sailing classroom and tideline programs are almost completely booked for spring, with 25 Tideline and 24 Education sails scheduled through June. An additional 10 Education sails are scheduled for July, with space for more. On line programs are behind schedule. Staff is training and preparing for the season right now. The public sail calendar should be released by end of April.

The onboard volunteer program has lots of demand so far, with applications still being accepted. Two youth empowerment programs will run this summer – Young Women at the Helm and LGBTQ+ Youth at the Helm. The application just went live.

We will be part of several community Earth Day events : Peekskill High School's Earth Day Celebration, Green Ossining's Earth Day Festival, and Trailside Museums and Zoo's Earth Day Celebration.

The contract for the DOH Fish Advisory Grant has been received. This is a 2-year, \$30,000 grant.

Regarding the Sloop, staff is still working through some challenges with the anticipated change in winter crew and shipwrights, as well as delay in supplies. The schedule remains the same as last month - anticipating a splash by 4/27, arrival in Kingston 5/4, mast re-step 5/13, up-rig 5/20, USCG inspection 5/25, first sail Memorial Day weekend.

A lists of regional events Earth Day events can be found on the Clearwater website and social media.

Regarding the Draft Scoping Plan for Climate Action Council on implementing New York's Climate Action and Community Protection Act (CLCPA), Clearwater is actively coordinating a 7-county regional Energy Working Group and Manna is at a meeting in Albany today. Our two EA Department interns will present a wrap-up of their projects, via zoom, so please watch for an invitation.

On the financial side, the fiscal year 2019 990 was submitted to the IRS as well as the NYS Charities Bureau. Our auditors will now focus on completing the 2019 audit. Accounts payable are now current. We continue to monitor cash flow weekly and are maintaining cash balances with current inflows and outflows. We have started the project of redesigning our financial reporting structure, targeting June 1 to convert.

Administratively, on 4/20/22, David will be participating with Tracy Brown of Riverkeeper and Ned Sullivan of Scenic Hudson, in our Hudson River and the Clean Water Act at 50 webinar. A link to this free event is on our webpage. We are reviewing our employment practices for the crew with a pro bono maritime attorney – Winston & Strawn LLP, Washington D.C. A Ring doorbell system is being installed at the office.

Staffing wise, Rory Kane has assumed the position of Captain as of 4/9. Captain Nick will be leaving in June. As we were unable to secure a second captain, we will be using relief captains throughout the season. The sloop continues to search for staffing, in particular First Mate. Matt Salton has left his position to manage a political campaign in Queens, but will provide 4-8 hours/week to support Manna during the transition. Gigi Rapetti will also be leaving Clearwater, but has offered to stay while a replacement is found.

## Treasurer's Report

Neil highlighted the filing of the 2019 990 and noted that no information is owed to the auditors. Any questions on the 990 should be emailed to Neil, who will consolidate them and respond. He said the 2020 and 2021 monthly reconciliations are behind and a fair amount of work is needed. Neil, the Finance Committee and David are working on options to catch up.

Neil thanked everyone for the very successful Gala earlier this month and commented it will be good to get back to sailing as that also drives revenue.

Neil said the winter refit was funded by Century Fund withdrawals, transfers from general operating funds, and use of OPRHP grant reimbursement funds, and then reinforced the importance of reimbursing the Century Fund for monies withdrawn. He reminded everyone that the Century Fund policy requires that reimbursements on drawn funds be redeposited back in the Century Fund.

David said the initial funding of Century Fund was \$187.5k and, from previous Board resolutions, we are authorized to draw to \$26.5k, with a current balance slightly above that. He noted the original winter refit budget was \$520,932 and as of today \$464,212 has been spent, leaving about \$66k of budget remaining. David also reviewed the OPRHP grant reimbursement status ((\$142.5k received, \$38k submitted and pending, and \$163k yet to be submitted, for a grand total of \$343k).

David noted that we intend to refund the Century Fund, but that, right now, it would be very helpful to use \$26k of the remaining Century Fund assets to help manage cash flow, as the OPRHP grant reimbursements take time. Mitzi asked if some of the Gala revenue could be used instead of depleting Century Fund assets and David responded that our cash reserves are still low and the Gala money is needed to manage until our seasonal revenues pick up again. In response to a question from Greg, David noted both Gala and Century Fund monies are needed as the winter refit project completes over the next 6-7 weeks. Larry asked if reimbursing the Century Fund required a Board vote and Neil replied that to the extent we have the available cash, it is an ordinary matter not requiring a vote.

Steve read a RESOLUTION to authorize further spending from the Century Fund. The text of the resolution is in Appendix A. Neil moved and Larry seconded. The resolution PASSED unanimously.

### Development Report

Development revenue for Dec-March is 8% above budget, including some Gala revenue. Gala revenue was 59% over budgeted revenue. Meg is thrilled with the results, and noted everyone worked hard to make it happen. Steve thanked Meg for her leadership and the entire Gala Committee for a fantastic event. Meg said we've had debriefing on Gala and are moving on to other stuff.

Looking ahead, upcoming events for 2Q include the Member Survey, mast stepping viewing by potential major donors with Captain Sam speaking, and potential spring celebrations. The member survey is a fundraising vehicle that will also provide useful information about our members engagement.

Meg shared plans for sailing season kickoff communications. The goals are to generate excitement, sell public sail tickets, drive membership renewals, and announce the captain transition and completion of winter refit. The public sail schedule is expected to be announced by 5/7, with slightly earlier access for members. To request a Board Charter, submit your request at [Clearwater.org/apply](http://Clearwater.org/apply).

Greg said the Gala Fund-A-Need success seems pretty extraordinary. Meg said a number of friends of Board members were very generous. Mitzi added that the energy in the room was just wonderful and Nicholas Lowry was a blast. Larry asked about follow-up with non-members who attended Gala. Meg said we will follow-up with anyone not a member or new to our database.

Greg asked if others will be welcome to attend the mast stepping. Steve said the challenge is very limited space, as the stepping will be from a narrow, fenced-in property along the Rondout Creek, much closer to the Hudson. Because of this, we plan to have guests watch from the water, on the Solaris, for good viewing and for safety. If you can get access to another boat or kayak, it may be possible to do the same.

### Nominating Committee

Steve said 17 Board members have completed the annual Board self-assessment survey, and requested the remainder do so at this time.

### Strategic Plan Implementation

Steve reported progress on determining what to work on first. Actions within every priority, A through F, were ranked by small teams of Board and Staff members and then the overall group met and determined which of the top ranked items the organization should focus on first.

It was realized that one action should underlie all the others – increasing and diversifying our representation, particularly among young people and people of color. We should think about how all the actions could impact building the diversity of / broadening our audience.

The top ranked actions within each priority were identified as:

Priority A, Education – given the centrality of the Sloop, the educators should work with the Captain to manage programming in a way that allows appropriate time for regular Sloop upkeep.

Priority B, Environmental Advocacy – work in cooperation with Communications and Marketing Staff to build public recognition of Clearwater’s EA effort and achievements; ensure our EA reaches a broader audience. In Newburgh, for example, is our work on water quality reaching the needed audience.

Priority C, Integrate Music – look into the role that smaller events could play in spreading Clearwater’s message. Several potential events were mentioned and we need to define who would do this. Steve noted that Revival was on the agenda later in the meeting.

Priority D, Engagement and Participation - define what membership means and clarify the various entry points into the organization. There are a number of pieces to this and the new Membership Committee will be addressing this.

Priority E, Fiscal Stability – the EC, the Finance Committee, and Staff are working to determine what configuration of financial management best fits Clearwater and what catchup work / issues need to be addressed in the very near future.

Priority F, Discipline / Rigor - this priority addresses working in a disciplined fashion to live up to the policies we have and to operate in a sustainable fashion. Not surprising with the issues we face with fiscal management, the top action is developing a clear policy on financial reporting and reporting to the Board, which is being worked on right now.

Priority G, Communication - it was really felt we don’t have all the people we need to get the word out and the real solution is to eventually staff up to enable our message to be effectively communicated. The top action here is to put a plan together, so we can act once we’re able. Certainly, if we are going to be doing concerts, for example, we need to get the word out effectively.

Steve thanked folks for participating, noted that many of actions are already being worked on, and said we need to figure out how to report progress. Thomasina asked about marking the spreadsheet to show what is done. Steve agreed we need a formal, simple metric for tracking what’s been achieved.

Mitzi gave a shout out to the huge strides Clearwater has made on social media in the last two years, and it was recognized that Amali and Aerika played major roles in this.

### Membership Committee

Steve reported on progress identifying the membership of the new Membership Committee, which will be nailed down soon so meetings can start. He said the goals for the committee include defining what a member is, building diversity and membership, and communications with members (including horizontal

communication among members).

### Revival 2023

Steve shared the back and forth between the working group (Hal Cohen, Mitzi Elkes, Roy Volpe) and the EC. A meeting with the working group, EC representatives (Steve, Sam, Rosemary), and Larry Rothbart as a facilitator is being scheduled to move this forward. Steve invited comment from the working group.

Roy said this effort aims to bring Revival back in a financially acceptable way for Clearwater, and that Revival builds recognition of Clearwater's environmental advocacy efforts and achievements.

Mitzi noted the working group met with David this past week. She also highlighted that Hal and Roy have been the pillars of Revival.

### Environmental Action Committee

David shared Manna's EA report. He noted Manna was in Albany today in regard to the Scoping Plan to implement New York's urgently needed Climate Action and Community Protection Act (CLCPA) and if you can do a quick review and would like to pass a comment forward through Manna's committee participation, please get that to us.

Also, earlier today, on our webpage, we made a statement in regard to the Supreme Court decision made last week, which was viewed as a weakening of the Clean Water Act. The decision restricts the ability of states and Native American tribes to enforce the Clean Water Act. You can see our full statement on our webpage.

Involvement with the NYS Decommissioning Oversight Board (DOB) continues.

The Mid-Hudson Regional Municipal Solar Mapping Project is actually taking a lot of work but should reap good rewards up and down the Hudson with regard to communities being able to move to solar in a community way. Learn more on our website.

An Earth Day calendar of events was covered.

### New Business:

Steve noted this is an appropriate point to mention the nominating process will start soon and anyone can be nominated by petition of 30 general members or 5 members of the Board.

The meeting was adjourned at 8:10 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 \$26,000 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.

The above resolution was discussed and approved by more than the Policy XII requirement of 60% of the Board of Directors participating at a meeting held April 14, 2022, a quorum having been determined to exist.