



DRAFT Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.

Virtual Meeting via Zoom

Tuesday, September 7, 2022 at 7:00pm

Board Members

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

Henry Neale, Executive Committee At Large
~~Jeremy Rainer~~
~~Dan Riesel~~
Larry Rothbart
Steve Stanne, President, Chair
Donna Stein
Rosemary Thomas, Secretary
Sarah Underhill, Executive Committee At Large
Greg Williams
Thomasina Winslow
(~~strike through~~ indicates absence)

Staff Members

Ruthie Gold
Manna Jo Greene
Amali Knobloch

Meg Mayo
Erin Macchiaroli
David Toman, Executive Director

Members

Jeremy Baron
Joyce Hanson

Ben Kaminsky
Alan Thomas

The Meeting was called to order at 7:00 pm
Mission Song sung by Sarah Underhill, "In Praise of Water"

Approval of Minutes

The 08/09/22 Board meeting minutes were approved by voice vote, with all 'yes' votes except for one abstention (Greg Williams).

Executive Director's Report

David began with summer education program numbers. There were 1,934 program participants served,

33% of the programs served youth groups of color, 58% of participants were in primary school, and participants came from 7 counties, with 6 docks served. David thanked our wonderful staff for making all this happen while being short staffed. David also highlighted participation in various community sails and events which provided opportunities for locals, and especially youth, to sail. David noted the Young Women at the Helm program was a huge success, with very positive participant feedback, and asked Ruthie to share the exciting results.

Ruthie presented an overview of the Young Women at the Helm program this year, the numbers (participants, zip codes, crew and staff), its impact, examples of the very positive participant and parent feedback, and takeaways. Ruthie thanked staff and crew for making it happen in a challenging year. Ruthie said we need to keep funding these programs, which are no cost to participants, as they are so impactful. Mitzi noted Ruthie's infectious energy and suggested involving a company to sponsor the program and provide a speaker. Mitzi also suggested having a similar program, on a weekend, aimed at young adults just starting out in careers, as a great way to create connections to the river and the environment. Sam congratulated Ruthie on the success of the program and said she is willing to work with Mitzi on finding folks to underwrite these youth programs. Steve noted this program is well received by funders. Sam wondered whether someday these types of empowerment programs could be the bulk of summer activity. Greg commented on how we create a community and a functioning team by celebrating their differences, which makes this a unique and successful program. Arthur said these youth empowerment programs are a wonderful tool to get in front of donors. Steve thanked Ruthie.

Looking ahead, David stated sails are booked almost every day of September starting on 9/9. The Sloop will be participating in upcoming community events like the Hudson River Valley Ramble, Yonkers Riverfest, Beacon Sloop Club's Pumpkin Festival, and Day in the Life of the Hudson. David noted that winter crew positions have been posted, please spread the word!

David said the Environmental Action Working Group met on 9/1/22, updating and editing the job description for the new EA Director. Advertising for the position will happen in the next couple of weeks. David said the Indian Point Decommissioning Oversight Board will meet next on 9/22/22. Lastly, he noted that harmful algal blooms have been on the rise and an issue this summer in the Hudson Valley, including on moving water.

David emphasized the importance of the \$4.2 billion New York Environmental Bond Act public referendum this fall and said Clearwater is working with Scenic Hudson and Riverkeeper on press / public awareness. Another important piece of legislation highlighted was the NY NJ Watershed Protection Act (H.R4677) which passed the House of Representatives and is now being considered by the Senate. On August 25th, Clearwater joined representatives from many Hudson River and other environmental organizations in support of this bill. David also noted that Clearwater will be participating in Climate Solutions Weeks, September 17-25, which is spearheaded by Sustainable Hudson Valley.

The potential church donation property on Wurt Street, Kingston is still in analysis. An assessment of risks, opportunities, concerns and hurdles is ongoing.

Fiscal Affairs

David said 2019 audit work continues, with weekly updates from Jesse Doughty, CPA. The new Quickbooks project with Tom Fucito, CPA, went live on September 1st.

Resolution on use of recently received bequest

In accordance with Policy XII, Steve read the RESOLUTION to make the recently received bequest of \$36,734 be available for general operation. The text of the resolution is attached as Appendix A. Rosemary moved and Thomasina seconded. The resolution was PASSED by unanimous voice vote

Development Report

Meg said fiscal year to date development revenue is now 6% above plan. Patron Fish revenues have exceeded plan and the second Patron Fish sail is moved to Friday, 9/16, 4:30pm, due to conflicts on the Beacon waterfront. If you have candidates for larger gifts, there are still a few spots open.

Meg shared that Hike for the Hudson has already raised 22% of its goal, with 53 signups and 2 sponsors – Hudson Valley Real Estate Genie and Ulster Savings Bank. Meg emphasized this event is a friend raiser, introducing people to Clearwater and asking for their support, and asked people to post to social media using #clearwaterhikes. Everyone's support will be greatly appreciated. Steve said each director should set a goal of reaching out to five people. He made it clear the goal is not big gifts (though they are most welcome), but rather maximizing participation.

Meg shared plans for Pumpkin Sail dockside events, including tentative mid-late October dates, and plans for a Nov. 6th benefit concert at the Rosendale Theater, from 5-7pm, with a \$25 admission.

Mitzi asked about similarities to Pumpkin Sails of the past. Ruthie replied that the Appolonia (a 64 foot wind powered schooner that transports cargo on the Hudson River) will be bringing the pumpkins and both vessels will be docking together in the various ports and collaborating on dockside activities.

Communication Report

Meg said a Communications Coordinator position was posted and received 31 applications. First round interviews are in progress. Meg shared that current communication priorities are maintaining communication with our subscribers, supporting outreach needs, and 2023 planning.

Annual Meeting / Results of Director Survey

Steve reminded everyone that the annual meeting is two parts – the morning session which consists largely of Staff presentations covering the yearly progress / accomplishments and then the second part is the business meeting where the newly seated Board elects officers, Executive Committee At Large members, and Nominating Committee members, as well as setting the Board meeting schedule for the coming year. Steve highlighted that Fran Dunwell will be a guest speaker, focusing on the critical issues for Clearwater's attention.

Arthur presented the results of the annual Directors Survey, which included sections on organizational questions, overall board assessment, and individual board director assessment. Overall, the results were generally positive compared to previous years, with excitement about our new Executive Director, cautious optimism about the Strategic Plan, many comments on interactions between board and staff, and several issues related to accessibility, inclusion and sensitivity. Arthur will send the presentation to directors and will follow up with a small group for any other lessons we can learn.

Policy XI Update

A resolution was introduced to bring Policy XI, regarding duality of interest and potential conflict of interest, in line with NYS regulation. The text of the resolution is included in Appendix B. Greg moved and Joan seconded. The resolution was PASSED unanimously.

Environmental Action Committee

Henry encouraged everyone to read Manna's monthly report and stressed the importance of supporting candidates with good environment records.

Music & Celebration

Steve said the group continues to meet monthly, is still considering whether a smaller scale event at Croton is possible, and is looking at an event in Kingston next spring

New Business

None

Executive Session

The Board went into executive session.

The meeting was adjourned at 9:15 pm.

Respectfully Submitted,
Rosemary Thomas, Secretary

APPENDIX A

A resolution on disposition of bequest recently received

RESOLVED: that the bequest of \$36,734 received on August 29, 2022, be available for Clearwater’s general operations.

APPENDIX B

A resolution to amend Policy XI

Policy XI. Policies of the Not-For-Profit Corporation Hudson River Sloop Clearwater, Inc. Regarding Disclosure of Duality of Interest or Possible Conflict of Interest

Whereas, it is the established policy of the Board of Directors that the affairs of the Corporation shall be conducted within generally accepted and business-like standards of safety, prudence, ethics and legality, and in conformity with the Statement of Organizational Values of The Hudson River Sloop Clearwater, Inc. adopted by the Board on November 24, 1996 it is hereby:

Resolved, that the following statement of policy be adopted:

- I. Any duality of interest or possible conflict of interest on the part of any Board member shall be disclosed to the other Board members and made a matter of record **promptly and prior to** when matters relating to such interest become a subject of Board action.
- II. ~~Any Board member having a duality of interest or possible conflict of interest on any matter shall not vote or use their personal influence on the matter, and they shall not be counted in determining the quorum for voting issues where the conflict arises, even where otherwise permitted. The minutes of such meeting shall reflect any such disclosures made, the abstention of voting on the matter, and the existence of an appropriate quorum.~~ **A person with a conflict of interest cannot be present at or participate in board or committee deliberation or vote on the matter giving rise to such**

conflict, provided that nothing in this section shall prohibit the board or a committee from requesting that the person with the conflict of interest present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting related thereto.

- III. ~~The foregoing requirements should not be construed as preventing a Board member from briefly stating a position in the matter, nor from answering pertinent questions of other Board members, in recognition of the possible assistance the individual's knowledge may provide to the Board.~~ Prior to the initial selection of any director, and annually thereafter, such director shall complete, sign and submit to the secretary of the corporation or a designated compliance officer a written statement identifying, to the best of the director's knowledge, any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the corporation has a relationship, and any interest. Each director must annually resubmit such written statement. The secretary of the corporation or the designated compliance officer shall provide a copy of all completed statements to the president of the board.
- IV. ~~These policies shall be reviewed annually for the information and guidance of the Board members, and any new Board members shall be advised of said policies upon commencing the duties of office. The Board President and Secretary are authorized and directed to insure the implementation of this policy.~~