



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

**Virtual Meeting via Zoom**

**Tuesday, December 6, 2022 at 7:00pm**

**Board Members**

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

Tom Murphy  
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

Erin Macchiaroli  
David Toman, Executive Director

**Members**

Jeremy Baron

Alan Thomas

The meeting was called to order at 7:00 pm  
Mission Song sung by Sarah Underhill, "Earth Moves in a Mysterious Way"

**Approval of Minutes**

The 10/15/22 Annual Meeting and 11/09 Board meeting minutes were approved by voice votes, with the accepted minor update from Peter Capek.

**Executive Director's Report**

David asked Ruthie Gold to give the sailing season wrap-up. Ruthie shared the number of education, public and charter sails for the year, and total revenue. Ruthie selected 2019 as a good year for comparison and,

while 2022 did not have a spring sailing season, 2022 numbers were 53% of 2019 capacity in terms of program offerings and 65% of revenue as the public sail ticket prices were increased and there were two successful Patron Fish sails. Ruthie added that we are still very much building back from the deepest part of the pandemic and expressed confidence that, with a full season, 2023 numbers should approach 2019. Ruthie thanked Amali, Captain Rory, and the entire team for their support. Ruthie continued with a wrap-up of the Tideline and on-land programs and revenue for 2022. A comparison to 2019 numbers shows we are still coming back from the pandemic..

Greg asked about social distancing and capacity. Ruthie said we were at 75% capacity this season (a maximum of 40 passengers) versus 50% last year. Students are masked entire time. Adults are masked while boarding/unboarding and must show proof of vaccination or a negative covid test within 24 hours. Passengers are not allowed below deck. Tideline has more space so Tideline ran as usual (no masks, no proof of vaccination required). There were no incidents during the year where someone was found to have had covid and spread it.

Donna asked about outreach to promote Tideline and onland programs. Ruthie replied this is much the same as the sailing program – use of an educator list for email, advertising on social media, the monthly E-news and Eli does direct outreach with connections he has built over the years.

Steve K. asked about any demographic information and whether public or private schools come back more often. Ruthie said about 30% of young people who participate were youth of color, and the breakdown of returning vs. new schools is in a report she can share with Steve.

Moving on to Communications, David highlighted that a) Amber is on board, b) Clearwater Generations stories launched 11/14 and will continue weekly till year end, c) November email campaigns reach and open rate are good, and d) website updates were made to support fundraising.

Environmental Action highlights included a) the Army Corp of Engineers released a new NY & NJ Harbor and Tributaries Focus Area Feasibility Study which Clearwater is assessing for public comment, b) the EA department is reviewing the emerging concern of the invasive Round Goby's threat to the Hudson, and c) EA continues to contribute to the Indian Point Decommissioning Board (DOB). More information is available in the December 2022 EA News Update.

Regarding Properties, David said two items will be covered later in the meeting – an update on Sloop winter maintenance and the potential donation of a property in Kingston

Administratively, insurance policies and a benefits update were reviewed with the broker for a December renewal.

### Fiscal Affairs

David reviewed the Statements of Activities and of Financial Position, for fiscal year 2022 through 10/31/22, in detail. The big change is our level of cash, partly driven by the end of the sailing season. David also highlighted minor changes since last month that were due to catch-up in moving from the old system.

Steve said there will be a brief executive session at the end of the meeting with more financial work.

### Development Report

David (in Meg's absence) said development revenue year-to-date was 6% below plan and more analysis would be provided at a later meeting. David highlighted a \$25,000 challenge match from Mitzi and Steven Elkes, for funds raised outside of the Fall and Holiday Appeals, with over \$20,000 had been raised so far. He said the message to the Board is that if you still have people on the list to call, keep going. This effort needs to continue. Steve thanked everyone who reached out and got responses, and hopes everyone is sending thank you notes to those who contributed.

David showed the new donation form, which improves the user experience by making it easier. Mitzi said the addition of Venmo and Paypal to the form is great and asked about Apple Pay. David will follow-up with Meg.

David reminded folks to save the date, 3/19/23, 3:00-7:00PM, for the Gala at The Garrison.

Mitzi said the challenge match was really a vote of confidence in David and the Staff, and that what they've accomplished this year is exciting and worth supporting. She also emphasized that any amount is so important because each donation is a vote of confidence going into 2023. Multiple people thanked Mitzi.

Steve shared his experience in reaching out for donations against the challenge match and said people found the improvements in financial management and the fact that the challenge was made very positive developments. David encouraged everyone to keep going!

### Properties Committee

#### a) Sloop Winter Maintenance

Sarah Armour and Sam Hicks reviewed winter maintenance plans. Sarah said they are working with Ruthie Gold, Captain Rory Kane, and David, meeting monthly to look ahead and offer guidance based on their expertise in vessel maintenance. Sarah reviewed the planned work for the coming winter, including parts to be removed and/or replaced, in addition to the routine servicing of blocks, painting, oiling, and varnishing. She highlighted the winter crew and shipwrights, and reviewed the projected monthly budget. Sarah said November has seen significant progress, with the sloop fully down rigged, the shed built over the vessel, some pieces apart / removed, demo work started, and the oven clean and de-rusted.

Sarah said keeping cost down is helped by strong management from Caitlin and Rory, utilizing connections where possible, materials we already own, asking for donations / discounts, an Amazon wish list, and outreach and volunteer work. Open boats and volunteer days are being planned and there will be a link to sign up to receive information.

David thanked Sarah and Sam for helping and also gave a big thanks to Captain Rory. David emphasized that the work being done needs to happen for next year, and we continually look for opportunities to control cost. The goal is to be sailing by mid-April. He said work on fundraising should keep going. Henry said he is very grateful for the work by Sam and Sarah A.

#### b) Kingston Wurts Street Donation Decision

David gave the background on the church and rectory property on Wurts Street in Kingston, explaining that a private owner is seeking to put this property into a community organization's hands. He continued that Clearwater is the first organization to be asked and that we have been investigating this opportunity since August. David said Henry put in a lot of time to understand Kingston, the property ordinances, and visit the church, and that many issues were debated and discussed.

Henry, Chair of the Properties Committee, said that after considerable work and discussion, he concluded that the property cannot be used in a way that is consistent with our program needs. He said this is for many reasons, with examples being zoning, long term building maintenance, and parking. Henry said when everything is weighed together it does not make sense, and so the Properties Committee and the Executive Committee recommend we thank them but do not accept the offer.

Steve said his opinions were shared with the Board in a document and he is happy to answer questions. Greg suggested we create and preserve a written record of how this decision was made, suitable for use by a future Board. Larry seconded it, stating it would be useful for a future Board to know what process was followed, rather than having to 'reinvent the wheel'. Greg offered to help write the report.

Sam noted that part of the Strategic Plan underpinning is getting rid of reactivity, and becoming more proactive. She added we should draft parameters for what we do want and then actively solicit and search for that thing which fits our needs, and we will do that once we get our breath. Sam concluded that is on the docket if anybody wants to talk to her about that. Henry seconded Sam's points, saying our process should be identifying a need and then what will fulfill that need, rather than starting with an asset and trying to figure out a need for it.

Steve presented a RESOLUTION, prepared by Henry, to decline the donation of a Wurts Street property. The text of the resolution is attached as Appendix A. Larry called the question. Donna seconded. The resolution PASSED unanimously.

Steve thanked Henry for his work on this. David and Steve will follow up with the Gellens.

#### Nominating Committee

Election of three non-Board members to the Nominating Committee was deferred to January. Sarah U. added that the committee will be checking in with those up for re-election.

#### New Business

Steve said Jeremy Baron shared that the 10/1/23 Annual Meeting falls during the Jewish holiday of Sukkot. Steve noted the bylaws require the meeting be held between the second Sunday in September and the third Sunday in October, with most weekends having various challenges. Steve thanked Jeremy for bringing this to our attention and encouraged directors to weigh in with their thoughts about making a change. These will be shared with the EC, which will make a recommendation and bring it to the January meeting for a vote.

Steve noted the passing of Bob Hansen, a long-time friend of Clearwater who was very active in the North River Friends of Clearwater. He will be missed.

#### Executive Session

The Board went into executive session.

The meeting was adjourned at 9:00 pm.

Respectfully Submitted,  
Rosemary Thomas, Secretary

#### APPENDIX A

##### **A resolution to decline the donation of a Kingston Wurts Street property**

WHEREAS, Jack Gellen and Sarah Carpenter are offering to transfer their ownership of real property within the City of Kingston, which consists of a tax lot located on Wurts Street improved by a church structure and associated residence, to Hudson River Sloop Clearwater, Inc. as their gift; and,

WHEREAS, members of Clearwater Board of Directors Executive Committee have inspected the property, have examined Kingston's applicable land use ordinances and related municipal regulations, and made careful evaluation of potential costs and benefits for Clearwater; and,

WHEREAS, after balancing potential costs and benefits, the Executive Committee has concluded acceptance of the proposed gift would not be likely to fulfill a currently perceived program purpose and need within appropriate expense limits; and, consequently, recommends the gift should not be accepted: It

is:

RESOLVED, the President and Executive Director, acting on behalf of Clearwater's Board of Directors will thank Jack Gellen and Sarah Carpenter for their kind offer of a generous gift while also stating Clearwater is unable to accept it.

Dated: December 6, 2022

DRAFT