



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

Virtual Meeting via Zoom

Wednesday, September 6, 2023 at 7:00pm

Board Members

~~Sarah Armour~~
Peter Capek
Mitzi Elkes, Executive Committee At Large
Joan Gaylord
Neil Gordon, Treasurer
~~Scott Greathead~~
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
Julia Wilson
(~~strike through~~ indicates absence)

Staff Members

Jen Benson
Ruthie Gold
Amali Knobloch

Erin Macchiaroli
Meg Mayo
David Toman, Executive Director

Members

Jeremy Baron

Alan Thomas

The meeting was called to order at 7:00 pm.
Mission Song sung by Steve, "Tide and the River Rising"

Approval of Minutes

The 08/08/23 Board meeting minutes were approved by voice vote.

Executive Director's Report

David shared the welcome news that Clearwater's 501c3 charitable organization status was reinstated with the IRS on 8/22/23, with an effective date of 4/15/23. All contributions to Clearwater are tax deductible, without interruption.

David projects the FY2021 audit to be completed next week, with submission to the NYS Charities Bureau the following week, pending review. This is needed to expedite re-opening NYS Grants Gateway access.

Work on the FY2022 990 and audit will start shortly and take two months. We will then be completely caught up.

Mitzi gave a shout out to David and his diligent staff for all working together on achieving the reinstatement quickly. There was discussion on how to thank Congressman Ryan's office for their support.

David gave an update on Employee Retention Credits (ERC) progress. To date, we have received three of the seven quarters applied for and the IRS is paying interest.

David said the EA Director has developed a matrix to evaluate potential priority issues, and this living document will be revisited over time and used to assess potential new work against existing work. Top continued priorities include Indian Point decommissioning, PCBs remediation, and a Swimmable Hudson. Swimmable Hudson encompasses many issues and goals, for example, combined sewer outflows can affect a community's ability to access water in a swimmable way.

David shared that Friends of a Clean Hudson, a coalition founded by Clearwater, Riverkeeper and Scenic Hudson as an advocacy and organizing tool focused on PCB remediation in the Hudson River, is preparing for the anticipated release of EPA's draft 5-Year Review in October and the subsequent public comment period.

The sloop completed a mid-season maintenance week. The summer wrapped up with 16 education sails, 7 public sails, 8 charters, 2 youth empowerment programs, and an on-board wedding on 9/3! David asked Ruthie to give an update on the youth empowerment programs.

Ruthie spoke on the Young Women at the Helm and the Queerwater programs that ran in August. Participation was way up from last year, with folks coming from a large geographic area (NYC to Albany, NJ and PA). Both programs were back to the full two nights and three days this year. Ruthie shared photos of participants learning about the ecology of Hudson River, indigenous people, navigation, and sailing as well as getting a taste for what it means to be a crew member. Ruthie shared program numbers, the program in pictures, guest speakers, compelling participant feedback / testimonials, and takeaways for next year. She hopes to add Young Men at the Helm back next summer.

Mitzi thanked Ruthie, saying this incredible program is at the heart of what Clearwater is about, and asked about follow-up with participants. Ruthie said those discussions are happening and provided some specifics.

Steve thanked Ruthie for the great programs, as well as Amali and everyone else who made these programs possible. He reminded folks that seeing the excitement in person helps in explaining what Clearwater does and in building support from your friends and neighbors, and that there are two guest spots on every education sail and also for Tideline programs. These spots can be used for anyone who would be in position to support Clearwater (educators, donors) or yourself so you have the excitement in your voice.

Looking ahead, David said there are 20 education sails, 12 charters and 12 public sails in September and October. Long term winter preservation projects are being planned for the next four winters. A major project scheduled for the winter of 2025-26 requires a significant upfront wood purchase in the near future, to allow the wood sufficient time to dry properly.

David projects a 20% target for revenue growth in FY2024 and stated revenue planning must remain top priority for both the Board and Staff. Achieving this target will open doors for taking programming forward.

Turning to Gala 2024, David asked for nominations for honorees for Spirit of the Hudson, Lifetime Contribution and, tentatively, a new youth environmentalist award. Suggestions should be passed on to David with a short description of why they should be considered.

Development Report

Meg reported development revenue year-to-date is 6% greater than the same point last year, and includes both the Guy Davis concert and a recent bequest, but not government grants. Meg showed what's on deck for the upcoming three busy months, including the Fall Appeal, Grants Gateway reinstatement, updating forms to reflect 501c3 reinstatement, sloop preservation funding, Pumpkin Sail events including a cultivation event at EstuaryBK in Brooklyn, budget work and 2024 planning.

David noted the EstuaryBK event requires a special effort to invite people and asked Board members to help identify those who should get an invitation.

From a Development Committee perspective, Rosemary emphasized completion of the planned giving outreach as important for long term fiscal health, asked everyone to take advantage of upcoming events to introduce people to Clearwater directly and to help promote the events, spoke about the micro-campaign idea from the last Development Committee meeting, and encouraged the invitation of existing, larger donors to the Estuary BK event, in addition to prospective new supporters.

Henry asked about Pumpkin Sail workload and Ruthie replied the events have been re-envisioned in a more sustainable way, with pumpkin themed sails, dockside events and engaging with partners. She said that while some revenue is expected, the focus is community building and outreach, and event details can be found on the website and the Communications Team is working on promotion.

Annual Meeting program update

Steve reviewed the run of show and reminded folks to register for the annual gathering, which helps with planning.

The Annual Meeting consists of reviews by Staff and a few minutes for the new candidates to speak. It is considered the last meeting of the current Board. Ballots will close at 11, with election results announced prior to start of the first meeting of the new Board, which is primarily an administrative meeting to elect officers, At-large Executive Committee members, and Nominating Committee co-chairs and to approve the board meeting schedule for the upcoming year. A Q&A session will be included.

People are encouraged to bring a potluck item, to supplement donations from local establishments. A trailer for the new documentary, Down by the Riverside, will be shown during the break. A Sloop Club Congress will follow the meeting.

Board calendar for next term

Steve presented the proposed calendar and took input on suggested changes.

Committees of the Board

Sam said the plan is to be more deliberate about committees and committee charges and formalizing around financial oversight, and will touch base with everybody to ensure they are on a committee that speaks to their excitement and expertise.

David said he had fortunate experience in prior organizations with committee structure and is making recommendations to the EC. He spoke of the benefits of having community members sit on committees, of how it can broaden our appeal and our reach. David identified the Music & Celebration Committee and the Development Committee as already benefiting from community membership.

Nominating Committee

Arthur spoke to envisioning several Board training sessions in the coming year. He asked for volunteers to help mentor new board members. Neil said the real need is a short cultural orientation. Steve said everyone should make it their responsibility to introduce themselves and make the new Board members welcome.

Arthur reviewed results of the Annual Board Self-Assessment, with overall themes being more committee engagement, committee productivity, Gala attendance, training needed, and assessment of give/get and other contributions. Arthur said the number of respondents was down this year, which impacts comparison with last year's results. Arthur noted that this year's survey had more questions than usual, perhaps contributing to the lower response rate. As takeaways, the Nominating Committee will endeavor to organize several board training session, aim for 100% participation at Gala, and propose raising the give/get.

New Business

Julia asked about the guest spots on sails, in particular how to locate a schedule and book the spots. Amali responded that the three guest spots are usually available though, for education sails the school involved must approve. Amali said to reach out to her or Ruthie if you are interested in bringing a potential donor or a young person interested in working on the boat, as we cannot release the location of minors in real time. She noted the public sail calendar, available on line, gives an idea of where the boat will be. In general, the boat comes into a location on a Sunday and stays for the week.

The meeting was adjourned at 8:55 pm.

Respectfully Submitted,
Rosemary Thomas, Secretary