

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Tuesday April 22, 2014; 6:30PM-8:30PM**

In Attendance:

Board:

Anne Osborn
Bill Flank
Jim Hanson
Roberta Goldberg
Robin Schlaff
Ross Gould
Scott Berwick
Steve Filler
Steve Smith

Staff:

Amy Bonder
Dave Conover
Eli Schloss
Erin Buttner
Hal Cohen
Isaac Santner
Julia Church
Manna Jo Greene
Nick Rogers

Visitors:

Sandy Saunders
James Nordgren
Matt Soper
Peter Gross

President Anne Osborn opened the meeting at 6:30 and Scott Berwick sang “My Dirty Stream”

Bill Flank noted that we had a quorum.

Annie introduced Executive Director Candidate A

Candidate A said he would use his technical background and passion for environment, telling his story, in order to do fundraising. He has been involved with asking organizations, government, wealthy individuals and has raised \$15,000,000. He said his background in business helps when speaking with wealthy business people and he’s still involved in land trust fundraising.

He has managed business units as well as a small town in Westchester County and two small environmental non profits. He believes in a need to create and reach consensus. He also believes outreach is critical. He has experience with public speaking, has led nature hikes, and done presentations about the environment. He believes it’s critical to be aligned with Clearwater mission, to be passionate and not be a bureaucrat. He knows issues in the Hudson Valley, and over the years has worked at Scenic Hudson, and Riverkeeper.

The Board asked questions:

Ross Gould asked: what about working with town officials?

Candidate A: When I open a discussion with other governments, saying I’ve worked in government means those other government officials tend to be more open.

Ross: did you lose an election or choose to leave?

Candidate A: lost election due to my affordable housing stance. I got a smart growth deal to develop ball field and in return would have gotten affordable housing.

Jim Hanson asked if he was familiar with educational programs here?

Candidate A: I read about them, and although not an educator myself, I believe strongly in connecting people with nature and hopefully they become good stewards. Connecting people to nature is my mission. Good stewards=teaching early age

Jim Hanson asked about environmental justice issues.

Candidate A: I did lots work in Mt. Kisco, working with new arrivals, day laborers, and ran program that taught organic lawn care. They realized that organic lawn care meant higher wages, protected them and their families. Recognize unmet needs, identify strengths, and work with it.

Steve Filler asked about Clearwater's diverse constituencies and his experience working with diverse groups.

Candidate A: With the David's Island project, I brought 12 different groups together to work towards a shared goal. I found what they had in common and put together grant application that shared services. Easier when those involved have common interests. Never 100% consensus but let people have a say and listen to them, then let them know ideally consensus and then move forward.

Scott asked about the size of the BOD in the organizations.

Candidate A: about 12 each. Important to recruit new Board members. Audubon created advisory Board to bring in new and diverse talent and skills. Left Audubon because not able to get consensus and was constantly at battle. The leader there was a climate change denier.

Steve Smith: Clearwater is grassroots organization and many are not top scientists. How do you feel your background can help Clearwater?

Candidate A: With my political work, I learned that you build community one conversation at a time. I enjoyed speaking to people about what I'm passionate about. A lot is about meeting people, social media, newspaper, etc. If there's a big draw, food, music, then can talk about other things

Ross Gould asked about his managerial style.

Candidate A: leading by example. Important to understand technical issues that Clearwater works with. I've done many jobs in environmental arena. Have Monday morning meetings where everybody talks about what they're doing. Also, will do time sheets. I found it was effective in seeing where we're spending our time. Hands on management. Big task, have big sheets of paper on the wall, cross off lists.

Annie introduces Candidate B

Candidate B is from Poughkeepsie. He grew up small farm then went to Vassar where he studied philosophy. He learned at an early age to look back and not forget who's taking care of you. He considers himself an artist and craftsman, has 2 boys, and spends lots of time on the Gunks ridge. Also considers himself a citizen environmentalist. Clearwater and Pete helped him realize that one person can make a difference. He feels confident in public speaking. His son was on Clearwater in the fall (2013) with New Paltz public schools and he was thrilled. He came back from that Clearwater sail and he talked about the trip extensively, more than other trips. Never hearing about Clearwater before, he looked at the website, see job openings and thought he should apply. Working at NYU he had the opportunity to be community activist and spokesperson. He has programming and fundraising experience.

The Board asked questions:

Jim Hanson: you grew up in the Valley and have lived here most of your life, yet didn't know about Clearwater until your son onboard. This is common. How do we change it?

Candidate B: go through the schools, get kids hooked then parents. Would love to have schools put a sail in their budget. Bring youth groups, sports teams onboard, use social media to connect with youth. Community centers and places kids hang out are important places to connect.

Scott Berwick: Clearwater is an environmental justice organization and made our name by standing for what's right

Candidate B: I grew up being forbidden to swim in the river. I respect that you're standing up against Indian Point. Important to get the will of politicians, individuals, and resources. If Clearwater is more financially sound, we can hire lawyers.

Steve Filler asked about how to engage college students in area.

Candidate B: Bard and SUNY New Paltz have environmental studies majors, connect with them. I have connections with faculty at Marist and SUNY New Paltz, and doing multi-school collaborations are favorable to donors.

Jim Hanson asked about his management style and process.

Candidate B: At Bard, I had a staff of 8-10 plus 15-20 volunteers. We worked on fundraising campaigns, and it's important to know everyone's role and position. I hired and fired people and wrote job descriptions. ED's role is the connection between Board and staff. Transparency is important. Lead by example. I have experience leading a \$590,000,000 campaign, had to figure out resources, how to raise money, salaries of employees.

Scott asked for his thoughts on direct mail.

Candidate B said the returns smaller every year, but can't not have it. Can't miss any opportunities. Many will say, just send email but that doesn't always work. With planned giving, one gift can pay for a lot. With Marist, direct mail and fundraising success was mixed. Marist is college that doesn't have long history of fundraising. First graduates went into the brotherhood, so no money and many alums are educators.

Jim Hanson asked how he saw Clearwater in 10 years.

Candidate B: strengthen the financial position and pay staff what they're deserved. More influence in Albany means more regulations passed. Influence in NYC means more philanthropists. Have national "name brand" and have potential to go beyond NY.

Annie introduced Candidate C

He has strong backgrounds in business and non-profit worlds. Non-profits need both perspectives to succeed. Has led large and small non-profits and worked with various Boards. Both business and non-profits need fiscal responsibility. He was a lawyer for many years and led HBO from a small business to large media corporation. He was the person who dealt with change, bringing a small organization or company to large one, adapting to new technologies and change. Not top down guy, figure out what works in common, then consensus through dialogue. Background in non-profit governance. Understanding the Board's fiduciary responsibility and the Board's connection to ED.

Make sure Board informed about decisions being made. Meetings should be dialogue, so when decisions made, understand full picture

The Board asked questions:

Robi Schlaff asked him what his worst quality was.

Candidate C: said he is pretty good at managing it, but when people start acting stupidly, he gets impatient and says things more harshly than necessary. He strives not to do that.

Jim Hanson asked how he saw Clearwater in 10 years.

Candidate C: The world is changing, we have to change how we get funds, how grant friendly we are. Environmental justice needs to be closer to top agenda, advocacy has to be out there, especially without Pete. Sees Clearwater growing a lot. Challenge is to move us to where we need to be without losing wonderful core values.

Steve Filler asked about his actions in the next 6 months to year.

Candidate C : There needs to be a quick learning curve and understanding perspective of what needs to be done. Needs a budget that is realistic and aggressive but not dreaming. I've already noticed that Clearwater needs to come together more. Would hope to get process started to bring the pieces of the whole organization together. I also have specific places to go for funding.

Annie Osborn said a potential Development Director was offered the job but is waiting to see who is hired as ED.

Candidate C: I expect to pursue funding from specific sources, corporate sources. If we're really going to grow, we need to pursue sources that haven't been tapped in the past. I would hope to have clearer answers in 6 months and the strategic plan revised every few months.

Scott asked if he thought we needed an endowment, what are goals and what should we do.

Candidate C: Of course we need an endowment. It should be large enough to generate operating funds without diminishing principal. If not a huge one for the whole organization, then smaller specific ones for education, the sloop, etc. Have enough so not an annual worry. Ought to be aggressive and pursue people leaving us money in their wills.

Ross asked if an endowment isn't big enough for the whole organization, how would he prioritize an area.

Candidate C: It depends on who's giving and where they want their money going. Even with a large endowment, never stop fundraising. We need to be careful where the money is from...even if a large sum, it can't be from a person or source that will harm our values.

Sandy Saunders: How politically correct do you think we need to be?

Candidate C: Our constituencies want us to be politically correct. People who give huge sums of money will want their names associated with us. We need to be careful.

Candidate C left the room.

Annie asked the search committee to poll Board, asking for feelings of the general Board. The staff and search committee have their opinions, Anne wants the Board's.

Manna made a POINT OF ORDER. Who will make offer to chosen candidate, Search Committee (SC), Anne or Board?

Bill Flank spoke representing the SC, saying they were committed to have Board and staff meet finalists but the SC wants the Board to delegate to SC the act of actually offering the job.

There was discussion of whether or not to enter into executive session at this time. Decided not, as per Bill Flank.

Board discussed opinions and impressions of 3 we met tonight. Eli Schloss presented the staff opinions and impressions.

EXECUTIVE SESSION AT 8:50

Discussed impressions and opinions of each candidate. A few Board members discussed personal experience and first-hand knowledge of at least one candidate.

Stephen Smith asked that we CALL TO VOTE.

Scott Berwick said we create the motion in Executive Session and vote formally in open session.

MOVED TO OPEN SESSION AT 9:00.

Board calls to MOVE that we delegate to the Search Committee the completion of the process of hiring Peter Gross as Exec director. STEPHEN SMITH SECONDED. THE VOTE WAS UNANIMOUS.

Approval Of March Minutes

It was moved that the Secretary strike the names of candidates interviewed from last month. WILL BE STRICKEN. Robi Schlaff MOVED to accept minutes once names are stricken. Steve Smith SECONDED. UNANIMOUS.

STAFF REPORTS:

Nick reported that the **Sloop** is still not sailing and will lose 7 sails. The issue is with the USCG, saying he had to explain to the USCG their own rules. The original company contracted promised to have tank ready and tested and ready to install, but that wasn't the case. Nick reported he then used a company in Troy and the tank will be installed Friday. Top mast is on and draws people from the road, which is good. Inspection dive happened and they reported that they found mud on hull. They also reported that the seam compound between planks is all in place.

Financial: Scott Berwick reported that most income right now is from Revival, and that we're not broke and not going broke. Revival income is up significantly, although membership numbers are down a bit.

Annie reported that the Membership March drive was up significantly in comparison with last year.

BOARD COMMITTEE REPORTS

Bill Flank reported on the **Board Personnel Committee**. The Committee met by email and had small discussions. There hasn't been Board personnel oversight in many years. One of the first goals was to propose a framework for salaries that had 4 tiers. Top tier ED, DD, CFO; second: dept. heads, directors, management, coordinators; 3rd: those with significant responsibilities but not a full title; 4th: seasonal, junior employees. Maybe a 5th category for interns or contract employee. Board Personnel Committee needs to give policy direction to ED, but ED make final decision. The priority is pay equity.

Annie will ask Mike Patti to make presentation to Board about creating a PSA about Clearwater that can air on area television stations.

Jim Hanson MOVE allow Mike to go ahead and create the PSA. Steve Smith
SECONDED. UNANIMOUS.

Roberta reported on the **RPC**. The annual site walk went well. Roberta reported that nobody from the Board recognized Roy Volpe, Sue Gamache, and Rick Brodsky's house concert/fundraising efforts that netted over \$5,000. They would appreciate a personal thank you. Roberta will give their emails to the Board and each can thank them.

Bill Flank reported on the **Nominating Committee**, saying there's a lot to do in a short amount of time.

Hal Cohen suggested there needs to be By-Laws revisions to close loopholes.

Bill Flank said specific revisions have been solicited, but none were forthcoming. At this point, there's not enough time to create revisions and have them submitted to membership before deadline.

NEW BUSINESS

Steve Smith brought a RESOLUTION to the Board as follows:

Resolution to the Board of Directors, Hudson River Sloop Clearwater, Inc. to Support the Coeymans Heritage Society, Inc. in Opposing Under-regulated Industrial Development Along and Affecting the Hudson River and its Communities.

Whereas:

Among the stated purposes of the Hudson River Sloop Clearwater, Inc. are:

- To defend and restore the Hudson River,
- To investigate and conduct research into any cause or source of contamination,
- To assist the public in taking such measures as to stop such contamination,
- To concern itself with the well-being of those individuals who dwell along (the river's) banks,
- To conduct other actions including, but not limited to litigation that will enhance and improve the environment of the Hudson River Valley and related areas,

Whereas:

The Hamlet of Coeymans is a small riverfront community of approximately 800 individuals located on the West Bank of the Hudson River that is surrounded by the Town of Coeymans that is home to approximately 7,000 people,

Whereas:

The Onsquethaw and Coeymans creeks form an important watershed encompassing the Hamlet of Coeymans that is known to be a spawning ground of an endangered species listed under both the Endangered Species Act of 1973 and the Convention on International Trade in Endangered Species of Wild Fauna and Flora, the Acipenser brevirostrum, or short nosed sturgeon,

Whereas:

The Coeymans Town Board appears to have ignored its own Comprehensive Plan in passing a new zoning law in 2013 that was subsequently voided under an Article 78 action brought by Coeymans Heritage Society, Inc., by Judge Lynch of the New York State Supreme Court, primarily due to the lack of a proper Environmental Review,

Whereas:

The Coeymans Town Board immediately appealed this ruling and instead of undertaking an Environmental Review of the original rezoning plan, has moved to quickly spot-zone nine parcels in the disputed area around the Coeymans Creek for heavy industrial use,

And Whereas:

The Coeymans Heritage Society, Inc. (CHS) has requested that Clearwater assist it in opposing such under-regulated industrial development,

Therefore be it resolved:

That Clearwater will provide the following assistance to the Coeymans Heritage Society, Inc. and the people of the Hamlet and Town of Coeymans:

1. Clearwater will act in the capacity of a Fiscal Sponsor, accepting and managing any grants, donations or matching funds that it receives on behalf of the CHS and disbursing such monies to support the legitimate activities of CHS in opposing under-regulated industrial development. For such financial services and to defray its costs, Clearwater will be entitled to a small portion of funds received not to exceed 10% of receipts. It is understood that in performance of its role as fiscal sponsor, Clearwater does not commit or offer to advance any of its own funds to support the activities of the Coeymans Heritage Society, Inc., and that only monies received that are specifically dedicated to CHS shall be disbursed on behalf of CHS. Clearwater's involvement will be at its sole discretion and may be terminated by Clearwater at any time,
2. At its sole discretion and subject to availability, Clearwater will provide technical assistance and support in conducting Community Organizing around the issues affecting the Hamlet and Town of Coeymans and the Hudson River in order to assist the affected people in voicing their concerns. CHS will fully reimburse Clearwater for up to 10 hours per week spent by the Environmental Coordinator in bringing about such assistance at her current salary rate, including benefits. Assistance may take the form of direct community organizing or the training an individual to conduct such work. It is understood that this assistance will not begin until it is technically feasible given current commitments to Green Cities and Environmental Action work, that only such hours actually expended shall be charged to CHS, and that the 10-hour weekly limit shall not be exceeded without the notice and approval of CHS.
3. At a future date, Clearwater will consider signing-on to a letter of support and may consider joining in a future lawsuit should Clearwater deem that it is in the interest of Clearwater and the people of Coeymans to do so. In doing so, Clearwater will express only its support and will not incur any expenses or provide legal expertise. It is understood that any public expression of support will be gratefully received by CHS.

In Summary: Coeymans needs help fighting a large corporation and they want Clearwater to be the fiscal sponsor until they can establish 501c3 status themselves. There was concern that this was a case of wealthy residents crying NIMBY. Steve said that it may be the case, but a large company came into town, bought politicians, got zoning changed, and plans to run an environmentally questionable operation on the shore of the Hudson

River. The company dismantles and deals with older transformers with varying amounts of PCBs and other chemicals in them.

Paul Lawlor is in Coeymans and connected with the Kellogg Foundation, which could be beneficial for us.

There was discussion about Manna's time commitment, risking our own 501c3 status, how much Clearwater will earn, and how long this will take.

Steve will bring back to CHS the proposal that Clearwater get 15% of monies earned to cover overhead, which is customary, rather than the 10% originally proposed.

Scott Berwick MOVED that Clearwater is fiscal sponsor for one year and will hand back to them when they get 501c3 designation. SECONDED by Ross Gould. Steve Smith ABSTAINED from the vote. ALL OTHERS IN FAVOR.

Ross Gould MOVED to adjourn at 9:55. Steve Smith SECONDED.

Respectfully submitted,
Roberta Goldberg, Secretary
Hudson River Sloop Clearwater, Inc.