

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Wednesday, February 19, 2014; 6:30PM-8:30PM**

In Attendance:

Board Members:

Robin Schlaff
Stephen Smith
Anne Osborn
Greg Julian
Jim Hanson
Bill Flank
Ross Gould
Ezra Swerdlow

Board Absences:

Bill Cox
Dean Lentz
Frances Cruz

Staff Members:

Julia Church
Linda Richards
Dave Conover
Amy Bonder
Hal Cohen
Manna Jo Greene
Roger D'Aquino
Nick Rogers

Visitors/Guests:

Michael Patti
Ted Hagg
Lynn O'Malley
Estelle Goldberg

By Phone:

Steve Filler

The meeting was convened at 6:35 by President Anne Osborn and an opening song was offered by Linda Richards. There were introductions around the table and Bill Flank noted that a quorum was present.

President Osborn explained that Michael Patti is present because he is hoping to fill one of three Board vacancies for members who resigned before their terms ended. Mr. Patti will be introduced later in the meeting.

Annie Osborn asked if there were any further additions to the January Minutes.

Greg Julian asked that the Minutes be amended to reflect that the Motion he introduced and was not seconded be included. The Board agreed. Greg Julian MOVED to approve the January Minutes as amended. Jim Hanson SECONDED. THE MOTION PASSED UNANIMOUSLY.

STAFF REPORTS:

Nick Rogers reported that the Coast Guard is expected to come in the next 2 weeks to inspect and approve the work done. The forward port bow was removed and bulwarks were replaced.

- Jim Hanson asked if volunteers were needed.
- Nick said they are welcome any time but preferably during the week. Various volunteers have come during the winter work season.
- Anne Osborn asked if a diver for hull inspection had been secured yet
- Nick reported that he has checked into many resources and has found someone to come when the ice breaks up. He explained that the boat ran aground in November and the USCG requires inspection before approval. The water is too turbid to actually see anything, but the USCG requires a visual inspection (@ \$400 / hour) anyway. The other option is to haul out in Albany. A haul out requires significantly more time and probably not worth it. Nick reassured the Board that where the boat ran aground was a soft bottom and there's no real risk to the integrity of the hull. The inspection is USCG standard practice.

Manna Jo Greene reported on Environmental Action, explaining that Clearwater signed onto a group petition regarding IP and waste confidence, but the attorney handling the case wants Clearwater specifically, rather than part of the group. Ross Gould and Manna will look into this and see if it's possible. Ross Gould explained that this is the core and heart of the IP issue and this is the work that has stopped relicensing around the country. This can be done with minimal resources.

Manna continued with her report, saying there are events to mark the Fukushima anniversary, the PCB dredging work is moving forward, as well as spending most of her time working on Green Cities projects. Relationships already developed are strong and continue to develop and strengthen. One instructor has asked us to develop an electronic and paper curriculum, and the kids love the hands-on. After 6 years, there's a strong foundation and the programs are really thriving. Manna really believes that Pete felt this was the heart of the programs – empowering future generations to love and take care of their environment.

Julia Church reported on how the staff handled the press after Pete's passing. She recognized that his passing was a powerful time for everyone and thanked the staff, Board and volunteers for taking time to talk to the press. The day after he passed, there were cameras and press all around the property and the building. Staff developed a plan a few years ago to prepare for the inevitable, and with minimal glitches, the plan worked very well and went smoothly. With the help of Jim Hansen, Debbie and Hal Cohen, there is a crowd-funding campaign in the works, starting with the Board and Revival volunteers. The *Spring Navigator* will be out in April, with the major theme being Pete's legacy. Manna had a great article in *Poughkeepsie Journal*, and will have a podcast that will air on Feb 23rd. Ulster Publishing will have something in all their member publications, and next week, Anne and Linda will be interviewed and do spots for WNET Channel 13 around WNET's scheduled March airing of the MSG 90th Birthday Concert for their own spring fundraising purposes. Greg Julian asked if there was a possibility of some reciprocal fundraising. The collective answer was no. Ezra Swerdlow said he's seen various tributes and fundraising efforts that have occurred around the country, even the world. **THE BOARD WANTS TO RECOGNIZE, APPRECIATE AND THANK THE STAFF FOR THEIR AWESOMENESS AND PROFESSIONALISM, AND SHOWING AMAZING GRACE UNDER PRESSURE.** There was resounding applause by all.

Dave Conover reported that the Spring sailing season is very full, with only 23 or 24 vacancies. Many schools use a Spring sail as the culmination of their school year. Some of those vacancies are public sails. Dave wants to thank the Board members who have sponsored sails and who have worked to promote sails within their personal networks. Since marketing to schools can be difficult, these Board efforts are greatly appreciated. Catherine is missed, but Kelley Howard has taken the position of Sail Coordinator and in a week, is doing a great job. *Mystic Whaler* education staff is coming together and for larger groups or younger children, Eli Schloss is on land at Esopus Meadows and can travel if needed.

- Steve Smith asked how far north the *Whaler* goes
- Dave said the *Whaler* goes as far as Kingston and *Clearwater* as far as Rensselaer. The limit is due to the bridge height (mast) and the Troy dam.
- Bill Flank reminded us that there's plenty of weekend opportunities for corporations or other organizations to book sails.
- Amy Bonder said there's a need for sloop volunteers, 16 is youngest.
- Nick said that Sunday or Monday is the volunteer training day, with some spending 3 or more weeks onboard. He's had some come on for a month or more and get school credit.

He said that there's 4-6 slots to fill every week, so any time a Board member or anyone else wants to volunteer, they're welcome.

- Dave said that while most want to be onboard in the summer, the spring is when help is really needed.

Amy Bonder reported that the staff is very lean but holding together very well, with everyone going above and beyond. There was an ad placed in early January for the ED position that garnered nearly 50 résumés. There was an ad for Development Director last week and those résumés so far look good as well. Several Board members came in last week and met with department heads, looked at the budget, and prioritized what positions to fill. We have a good idea of where we are and decided that the ED and Development Director need to be hired at the same time. They really need to work closely together and if they can't, then we may need to make personnel changes.

- Ross Gould reminded us that we have a pay ceiling but aren't required to pay AT that ceiling
- Anne said that we can't afford not to have the best employees and can challenge ourselves to raise the necessary money
- Manna said they looked at the concept of an administrative assistant who could combine grant writing and corporate sponsorship, adding that we need someone who can deal with grants NOW.
- Anne reminded us that grant deadlines are April 9th and she's working with Roger to find out how much we can afford to spend.

President Osborn read a letter of condolence and recognition of Pete, Toshi and Clearwater from US Senator Kirsten Gillibrand. The letter will be kept on file and given to the Seeger family.

BOARD REPORTS:

Bill Flank said that there are several submissions of names by various people. Anyone considering running for the Board must be given a copy of the Board expectations. We have all been given those packets and should share them with anyone considering service. Anne reminded us that collectively, we need to raise around \$500,000.

Bill said there are 3 slots that can be filled immediately to satisfy unexpired terms, and 6 slots that will be voted on in the fall. The goal is to have 12 nominees to run for those 6 slots.

There was discussion about the value, benefits and drawbacks of having more nominees run than we have positions available. Some felt that 6 slots and 6 candidates was best, since it means nobody is left out and no hard feelings. Others felt a true election best, that members tend not to care and therefore not vote if there's no real run-off. There was discussion about how to involve and invest in those candidates, who weren't elected, with the goal of retaining their commitment to the organization and perhaps running in a future election. Suggesting they volunteer with committee work seemed to be the most agreed upon option. The slate should be finalized and approved by the Board at the May Board meeting, to conform to the required election schedule. Anne reminded the Board that there has sometimes been ad hoc meeting at Revival to approve the proposed slate. Bill Flank reminded any first or second term members that if they intend to seek re-nomination, they need to inform Bill Cox.

Roberta Goldberg reported on Revival. Performers are being booked and everything is moving forward. The RPC continues to meet monthly and is looking forward to this year. Roberta said she

spoke with Steve and asked about big names wanting to come and honor/celebrate Pete. Steve said that several have come forward, but they are more interested in something that is Pete-specific, rather than Clearwater-focused. He wants to develop projects and concerts that are Pete-specific and those will happen, but that he'd rather focus on Revival right now. Steve Smith suggested something be developed for big names that would encourage a connection between Clearwater and Pete and the endowment. Anne said something can be developed that would be brief and to the point for artists/performers.

Jim Hanson spoke about the crowdsourcing project that will begin March 1st. Jim reported that he went to the RPC meeting, and with Hal and Debbie Cohen, presented the concept and explained the process to the RPC. Anne Osborn explained that there would also be a way for the Board to do the same crowd-sourcing.

- Jim explained the concept, that there is a team leader – with the RPC, the committee coordinator – and each team member (committee volunteer) has his or her own fundraising page. Then each volunteer asks their friends and family to make a donation through their page. The goal is around \$200/volunteer.
- Linda Richards explained that she and Julia Church have worked on making sure the proper message is on each page, that the information is delivered in a positive and sensitive way. She said it's important to have complete buy-in, and that the majority of Revival volunteers only know about Clearwater 2 days of the year and despite the mandatory membership, often don't think about Clearwater the other 363 days of the year.
- Jim said that anyone can create a page and begin to raise money. Kids, friends, family...anyone.
- Hal said the end date of this particular campaign is Revival, but can use the same software for other campaigns. There was discussion about other constituencies and how to contact them, such as those who have sailed or attended programs.
- Manna encouraged people to table at various events, especially those that are around Pete and his music, saying that tabling isn't just sitting there but must be interactive, engaging people and conversing.

Bill Flank reported on the ED search committee. There are around 50 résumés submitted and the committee will screen them, then submit them to the full Board. At that time, the Board will select those to pursue further and then after properly vetting, will choose finalists for interviewing with the Board and then meeting staff. The candidates will be presented to the Board as soon as is possible and practical.

- Anne reminded us that the ED would need to work closely with the Development Director, so experience with fund development is preferred.
- Bill reminded us that this process has been worked on for a long time and a recommendation will be made when appropriate (hopefully by April 1st).
- Robi Schlaff asked about what happened to the concept of an interim or provisional ED
- Anne said the search committee felt it was a waste of time and more prudent to move forward with a permanent ED and Development Director simultaneously. Anne further explained that there is information and evidence that the critical connections and relationships aren't between the ED and the Board, but between the ED and the Development Director. The hope is to have fewer people in the office, but have better relationships and work more effectively.

- Manna said that as department head, she needs someone soon who can give permission for various contracts and is uncomfortable having several people between her and the ED.

FINANCIAL REPORT:

Roger D'Aquino went over the financial report by each department, explaining the profit/loss budgeted vs. the actual profit/loss. Despite some departments that look in the red, the report overall is positive.

- Anne said that the administration department looks worse than it is due to an automatic payment and an overpayment that totaled around \$15,000. Next month will be better.
- Robi asked if the Line of Credit conversion to a loan had taken place
- Roger said it had and that because of that, we're in a much better place, plus we have a LoC we can use if necessary.
- Ross asked if the Hudson Rising payments had ended
- Roger reported that there's one more cycle of payments to go
- Steve Filler asked about the ability to pay upfront in May for Revival. Roger reassured him that it would be OK.
- Anne said the finance committee needs to meet with Roger and work on the hard numbers to see what can be offered for various employment positions
- Steve Filler asked if development was on the agenda.
- Anne said that the crowd-sourcing is the current development plan and that there are various grants in the works.
- Steve Filler asked about sponsorship for Revival. Anne said that Steve Lurie is away at a conference and will return next week with more information.
- Roger reminded the Board that we approved tapping into the endowment for \$100,000. \$60,000 was used in November and there's still \$40,000 in the bank. The audit is going well, and after the Home Port audit and submitting paperwork to the state, we're expecting \$50,000 back, all of which is expected to go back in to the endowment.

NEW BUSINESS:

Anne Osborn introduced us to a letter from Third World Stove Company, a company who makes low cost ovens that are meant for use in developing nations. For fuel, the ovens burn waste and invasive plant species that are then turned into bio-char that can be used for other purposes. The company wants to honor Pete by naming a stove The Lucia Clearwater, and donate 10% of profits from stove sales to Clearwater.

- There was discussion about having the Clearwater name used and whether it violated our by-laws.
- Bill Flank quoted our policy statement: "Said sponsorships shall not in any way imply endorsement of products or services by Clearwater", noting that if we chose to approve the stove naming, we could ask that a statement of that type be included in the material.
- Roberta said that while she respects the values set forth, if we hold fast to them, we will never move past being grassroots and will always struggle financially.
- Manna warned us of a slippery slope
- Hal said there are many options that won't lead to that slope.
- Ross Gould asked that the governance committee discuss this. Anne agreed, but the committee should meet outside of this Board meeting and report back.

Secretary Goldberg read a resolution as follows:

I, Roberta Goldberg, Secretary of Hudson River Sloop Clearwater, Inc., Beacon, New York, a corporation subject to the Not-For-Profit Corporation Law of New York State and qualified for tax exempt status under the federal Internal Revenue Code, do hereby certify that the following resolution was adopted at a regular meeting of the Board of Directors held on February 19, 2014, and is incorporated in the original Minutes of said meeting, and that said resolution has not been altered, amended or revoked and is in full force and effect.

RESOLVED:

That Roger D'Aquino, as Finance Director of Hudson River Sloop Clearwater, Inc., is hereby authorized and directed to file an application for funds from the New York State Office of Parks, Recreation and Historic Preservation in accordance with the provisions of Title 9 of the Environmental Protection Act of 1993, in an amount not to exceed \$497,303.00, and upon approval of said request to enter into and execute a project agreement with the State for such financial assistance to the Hudson River Sloop Clearwater, Inc. for Sloop Restoration and, if appropriate, a conservation easement/preservation covenant to the deed of the assisted property.

Roberta Goldberg, Secretary
February 19, 2014

Ross Gould MOVED to APPROVE. Steve Filler SECONDED. APPROVED UNANIMOUSLY.

Anne said there were several area coalitions that have asked us to join them. For most, it's a matter of adding our name to a long list of coalition members, such as Protect the Palisades.

- Greg Julian suggested that it's a matter for the EA/GC committee to discuss
- Ross asked that we have a policy in place so Manna can move quickly when the opportunity arises
- Manna said that if the coalition has already been discussed and its goals established in our policy, she may ask the committee, but will often go ahead. It's the new ones that she approaches the Board for.
- Bill Flank said we still need to look at establishing standards and criteria to make this process smoother.

Bill Flank MOVED to approve joining the Protect the Palisades Coalition. Ross Gould SECONDED. APPROVED UNANIMOUSLY.

BOARD APPOINTMENT:

Jim Hanson introduced Michael Patti to the Board for approval and appointment to fill one of 3 vacancies due to unexpired terms.

- He has known him over 40 years
- He is one of the top people in the advertising business, now retired
- He has won around 80 Cleo Awards (the top awards in advertising)
- Lives in Rhinebeck and wants to help Clearwater in any way he can with events, advertising, and how we present ourselves to the world.
- Has many former clients and many contacts with a lot of money

Greg Julian asked Michael why he wants to serve on the Board.

Michael responded by saying he was born and raised in the Hudson Valley, and that most of his advertising work was based on his experiences in the Valley, and he loves and respects the grassroots world.

Robi asked what he envisions for his role on the Board and how he can serve Clearwater.

Michael said he creates ideas, perhaps he can help us to see ourselves in different ways.

Ross asked if he was comfortable with the Board fundraising requirement, and yes, he is familiar with it and has no problem meeting those expectations.

Michael explained that he worked for GE and worked on the GE “Ecomagination” campaign, but then after 9/11, Mayor Giuliani asked him to create a campaign to stimulate tourism for NYC.

Those ads featured numerous NYC-based celebrities and were considered very successful.

There was some concern expressed about his former employer, GE, but Manna reminded us that despite other concerns, GE does make the best wind turbine on the market.

Ross Gould MOVED to approve appointment of Michael Patti to the Board. Greg Julian SECONDED. PASSED UNANIMOUSLY.

Ross Gould MOVED to adjourn at 8:46pm. Michael Patti SECONDED. APPROVED UNANIMOUSLY.