

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Tuesday, October 20, 2015; 6:30 PM - 9:30 PM**

Board Members Present:

1. Bill Cox
2. Seth Davis
3. Mitzi Elkes
4. Bill Flank
5. Roberta Goldberg
6. Allen Gutkin
7. Jim Hanson
8. Dave Lebson
9. Annie Osborn
10. Don Raskopf
11. Sharon Rowe
12. Robi Schlaff
13. Donna Stein

Board Present by Phone:

1. Ross Gould
2. James Malchow
3. Steve Smith

Staff Present:

1. Amy Bonder
2. Erin Macchiaroli
3. Hal Cohen
4. Dave Conover
5. Roger D'Aquino
6. Aleythea Dolstad
7. Peter Gross
8. Matt Soper

Board Members Absent:

1. Rachel Marco-Havens

Guests:

1. Allan Goldhammer

The Board meeting was called to order at 6:35 pm by President Anne Osborn. A quorum was determined to be present. We opened the Board meeting with the traditional mission song, this time a rousing a cappella version of the American folk song, "We Shall Not Be Moved."

Dave Lebson called for a Motion to approve the previously circulated Minutes of the 9/20/15 Board Meeting. A MOTION to approve the Minutes as corrected was MOVED by Robi Schlaff and seconded by Annie Osborn MOTION PASSED UNANIMOUSLY.

Annie introduced herself, and invited all Board members to introduce themselves and share a bit about what brings them to the Board and (for returning members) to share the committees with which they work.

BOARD BUSINESS

Executive Director's Report, Peter Gross:

- Peter stated clearly that these are financially difficult times for the organization, but noted that through a wide variety of efforts from all departments, we are coming out of it well in recent weeks.
- Peter stressed to the Board the same mantra he has used with the staff: Keep a positive attitude, be completely transparent.
- It was reported that the staff appreciate that this Board has been more responsive than in recent years to actively support the organization creatively and financially. Peter made a plea that we continue in this direction.

- In conclusion, Peter stressed that we need to challenge ourselves to strive to come out of this current crisis with a stronger vision for Clearwater.
- In subsequent discussion, the following points were raised:
 - Continuing to live the old model, where we live “close to break even” and in which a poor festival or an unexpected sloop expense puts us in a hole, is unacceptable.
 - We need to replenish the endowment, pay the staff what they deserve, and fully staff the organization for what we desire to accomplish.
 - Jim credited Steve with challenging the Board to sign up at least 1 new member. Annie passed everyone a membership brochure.
 - Peter suggests that we set a target that 60% of our money raised from small donations. They involve members, they are reliable, and they connote ownership.
- Finally, for the benefit of the new Board members Peter briefly described the organizational structure of the office and sloop staff.

Committee Overview, Bill Flank:

- Bill began by reminding/informing the Board that according to a new New York State law, all members of Board Committees must be Board members.
- To address this law, we are now clarifying that our Executive Committee is a Board committee. All other committees (including Nominating, which according to our bylaws *must* have non-Board members on it) will be called Clearwater committees.
- Chairs of our Standing Committees then summarized the goals/missions of their committees:
 - Governance/Planning (Bill Flank, chair):
 - Mission: Board Development, Governance Issues, Ombudsman/Compliance, HR Liaison, Strategic Planning
 - Goals/Recent Accomplishments: Review and be sure we follow correctly our EC Nominations process, Redesign Committee Structure
 - Finance (Jim Hanson, chair):
 - Mission: Oversee the budget, oversee the investment portfolio, oversee the audit
 - Goals: Assure that we are spending money appropriately and getting the most out of every dollar we spend
 - Properties (Stephen Smith, chair):
 - Mission: Manage our current physical assets and properties. Deal with acquiring or selling major assets. Active when necessary, less active at other times.
 - Goals: Assisting the organization in establishing our relationship with the Pier 26 project.
 - Development/Resources (Anne Osborn, chair):
 - Mission: Raising funds to accomplish our program according to our mission.
 - Goals: Make friends and cultivate their support of CW over time. Manage small projects and events (house parties), coming up with contacts for our staff development team to pursue.

- There is also a standing Program Committee. Peter made a strong case that *program* is primarily a staff responsibility, and stressed that a Program Committee at the Board level must be limited to a *supporting* role, and not dictating the direction of the staff. Sub-groups of the Program Committee focus on: Education Program Support, EA Support, Green Cities Support, Sail Support, Festival Support & RPC Liaison
- In further discussion, Annie pointed out that every member of the Board is responsible for development work.
- Bill stressed that the Nominating Committee is a year-round commitment, and needs to be continually active. We need at least 2 Board members and at least 3 non-Board members serving on that committee.
- Annie charged Dave Lebson as secretary to send out a poll asking all Board members to indicate what committee(s) they wish to serve on.

Sloop Report, Captain Aleythea Dolstad:

- Aleythea reported that the sloop successfully completed the abbreviated 2015 fall season, and has recently arrived in Albany to begin the winter maintenance project.
- The first winter task has involved clearing the below-decks sections to make the centerboard trunk accessible for replacement. This requires removing the fuel tank; a major undertaking.
- Aleythea is pleased that the prep work is going very well. Planing of frame stock has begun, and that is exciting because in prior years there was time lost waiting for wood to be ready
- Haul out is scheduled for Saturday, October 24th, after which the vessel will transit south to our winter homeport in Kingston.
- Peter pointed out that sloop's transfer, on the barge and escorted by the tug *Cornell* is a newsworthy story and we are trying to get the word out.
- Over the winter there will be an effort to try to get schools, volunteers and news crews up to the sloop on a regular basis.

Finance Report, Roger D'Aquino and Jim Hanson:

- Jim and Roger echoed Peter's earlier point that we are struggling financially, but we are moving in the right direction.
- Roger explained that the M&T Bank, which we've been with for 6 or 7 years, is not currently willing to loan us any additional funds.
- Roger approached the Ulster Savings Bank and they are considering loaning us enough to cover our current debt, and extend an additional 100K line of credit with less than a 4% interest.
- This will give us more cash upfront, with no significant change to our current monthly debt service (of about \$5000).
- Jim pointed out that while this is an unusual year due to the cost of the sloop restoration and the loss of two income months, as an organization we shouldn't be spending 60K a year servicing debt, we should be paying staff better. He stressed that as one of the long-term goals of the finance committee.
- Peter added that there is also an opportunity for a 50K bridge loan from the Dyson Foundation to service cash flow issues in the short term. It will incur only about 1K in interest.

- We are anticipating receiving an inheritance gift shortly in the amount of about 90K.
- We are still pursuing rain insurance for the 2015 Festival.

KEY DISCUSSION TOPICS

Development and Gala Committee Report, Robi Schlaff and Matt Soper:

- Matt reported that through Gala ticket sales/donations and the Float the Boat campaign, we have raised about 60K in the last 7 days!
- We have sold almost 50 tickets, or about 25% of our goal.
- Matt expressed appreciation for the work everyone has done thus far.
- Regarding the Float the Boat campaign, Matt noted that it began as a bit of a gimmick and a logo. But now it is translating into what is actually happening. Kelley is maintaining an Instagram page that is keeping folks updated with real time photos. There is a link to that on the CW Homepage. We are trying to tell the story of the restoration to keep people involved and actively supportive.
- In response to Robi's question as to what he wants us to do Matt responded, "Find and/or Donate Silent Auction items (in a price range of \$50-\$500) and sell tickets and tables!"

Personalized Letter Writing Appeal, Hal Cohen:

- Hal thanked everyone who has participated thus far and invited others to join in the effort.
- He noted that we are in serious need of immediate cash flow, so the sooner the better – the plan is to encourage people to, "help us help Clearwater!"

NEW BUSINESS

Don spoke about the future of the festival, stressing that it behooves us to get back to environmental issues, and reduce the scope of the festival in the future.

Peter requested a period of Executive Session. Seth Davis MOVED that the Board enter Executive Session, Seconded by Roberta Goldberg. MOTION PASSED UNANIMOUSLY.

- **Robi reminded the Board that everything discussed in executive session MUST remain confidential.**
- Peter reiterated that plea, particularly as personnel issues are concerned.

Dave Lebson MOVED that the Board exit Executive Session and was seconded by Donna STEIN. MOTION PASSED UNANIMOUSLY.

Peter expressed tremendous appreciation for Roberta Goldberg's many years of contribution to Clearwater, and she was invited and encouraged to continue to attend Board meetings regularly, as her schedule allowed.

The Meeting was adjourned at 9:50 pm.

Respectfully submitted,

David H. Lebson
Secretary