

**Minutes of the Meeting of the Board of Directors  
Hudson River Sloop Clearwater, Inc.  
Thursday, March 19, 2015; 6:30 PM - 9:30 PM**

Board Members Present:

1. Scott Berwick
2. Steve Filler
3. Bill Flank
4. Ross Gould
5. Jim Hanson
6. Dave Lebson
7. James Malchow
8. Annie Osborn
9. Don Raskopf
10. Steve Smith

Board Members Absent:

1. Bill Cox
2. Roberta Goldberg
3. Ali Muhammed
4. Jeff O'Donnell
5. Sharon Rowe
6. Robi Schlaff

Staff Present:

1. Erin Buttner
2. Dave Conover
3. Manna Jo Greene
4. Peter Gross
5. Toni Martin
6. Annika Savio

Guests:

1. Mark Adams
2. Allan Goldhammer
3. Allen Gurkin

The Board meeting was called to order at 6:30 pm by President Anne Osborn. A quorum was determined to be present. The meeting began with the traditional mission song of, *Country Roads* led by Mark Adams (guest of Jim Hanson) and Scott Berwick on dueling banjos!

Annie called for a moment of silence in memory of Alice Ziegert, as a show of appreciation for her recent significant bequest to Clearwater.

Peter Gross recognized Herbert Kurz, whose estate recently offered a yearly donation for several years, if the Board approved the gift. A MOTION to accept that gift with (gratitude!) was MOVED by Jim Hanson, and seconded by Dave Lebson. MOTION APPROVED UNANIMOUSLY. In subsequent discussion, there was consideration as to whether the Board should earmark some or all of this to rebuild the endowment.

Dave Lebson called for a Motion to approve the previously circulated Minutes of the 2/28/15 Board Meeting. A MOTION to approve the Minutes as corrected was MOVED by Don Raskopf and seconded by James Malchow. Ross Gould abstained, as he wasn't present at the last meeting. MOTION PASSED UNANIMOUSLY.

**BOARD BUSINESS**

Executive Director's Report, Peter Gross:

- Peter stressed that the key for this organization is to achieve a more consistently solid financial footing.

- His first effort to achieve that is the upcoming Earth Day concert, Saturday 4/25/15, at Saint John's Church in Yonkers.
- In honor of Earth Day, the performers all represent cultures that honor the earth, with a goal of broadening our reach beyond the Hudson River.
- Don thanked Peter for this effort.
- Peter noted that David Amram had said, "Pete would have loved this concert."

#### Report on the Sloop, Captain Annika Savio:

- The gist of the captain's report was that next winter's maintenance project is expected to require about 7 months of work.
- Regarding that timing, it was proposed that we could take the boat out of the water in mid-October and get back in the water the first week of May. That timing would allow for an abbreviated Pumpkin Sail, and would get us in in time for the spring rush of education sails.
- It was proposed that the last day of the sailing season in 2015 would be October 11<sup>th</sup>, Columbus Day.
- In addition, Annika reported:
  - Now that the Hudson River Maritime Museum owns the property, instead of hauling out on a barge we could haul the boat out on the land between (the former) Rosita's Restaurant and the Maritime museum. However, that requires cranes, which will be expensive (about the same cost as the barge), will require us to pull the mast (which adds about a week of time at the end to put it back in) and the cranes will need to be really close to the edge of the creek and the bulkhead may not be strong enough.
  - Annika suggested that a better decision is to pull out on a barge with "wings" (widening the barge at the middle to make room to work around the widest portion of the sloop).
- It was suggested that we could to try to start the Whaler early next year (they usually start in May). This conversation will happen this spring.
- In ensuing discussion:
  - James wondered if there might be another boat available in the spring with which we could contract. Dave Conover said that such a vessel (large enough to run our program) would hard to find, and hopefully not necessary.
  - Ross suggested keeping some original wood to use as a member gift or as an auction item at some point in the future.

#### Climate Change Issue updates, Peter and Manna:

- We are doing a lot of thinking about how to support and encourage mitigation and adaptation to climate change. Current ideas include:
  - Putting ribbons around trees at festival indicating where water would be if the ocean levels rise X feet.
  - Scheduling lectures at the Sloop Club tent on the issue of Climate Change.
  - Try to increase the presence of "Clearwater as an organization" at the festival, to help meld the goals of festival-goers with Clearwater's goals in general.
  - Manna pointed out that Scenic Hudson is focusing on the issue of adaptation.
  - She suggested that because our primary focus is grass roots, we will focus on mitigation. Manna then introduced the "5 KW Solar Pledge."
- Peter concluded by noting that we will make sure that whatever our message on Climate Change is, we will keep our focus on acting locally.

Global Clearwater Visibility Issues were discussed:

- Peter shared that the organization seeking to replicate a Clearwater-like program on the Columbia River in Oregon is moving forward. We are continuing to work on the level of our relationship with them. We are planning on licensing our name to them. It was announced that we are sending 3 Clearwater staff members (Peter Gross, Steve Lurie and Matt Soper) out this summer to consult.
- It was announced that we have been approached by an organization wanting to create a Clearwater model on a river in Pakistan! There is no concrete work on that proposal at this time.
- It was stressed that while these are examples of how our model is spreading nationally and globally, we need to stay focused on our local programs, continuing to model “acting locally.”

There was an open discussion of our process and schedule for nominating and electing of new Board candidates:

- Jim Hanson stressed that we need a stronger presence up and down river (essentially from Albany and NYC).
- Steve Smith pointed out that to get more Albany-area Board members, we realistically need to have a stronger, more consistent Clearwater presence in Albany.
- Scott Berwick warned that in the past we have had too many Board members who didn't have a history or connection to Clearwater, and that was very challenging. He noted that we need new Board members, but we also need Board members who are connected to Clearwater's current goals/mission.
- Peter suggested that if we are going to have a large geographical Board presence, we might think about fewer, longer meetings, so as to decrease the travel time commitments for our Board members.
- Allan Goldhammer offered a comparison between Board development and Sloop Club membership. He noted that Sloop Club members have a knowledge set, and anyone can join, gain that knowledge through experience, and then run a club activity. Allan suggested that it is reasonable that the Board develop the necessary skills, and then create a structure such that new Board members can be similarly trained/indoctrinated.

Given our Board meeting in January was canceled due to snow, there was a discussion of our current Board meeting schedule, and whether or not to add an April meeting:

- The Board determined to keep our schedule as is for now; there will be no extra meeting scheduled in April.
- It was agreed that we will plan to schedule two day-long retreats next year.

Finance Committee and Financial Reports, Scott Berwick and Stephen Smith:

- Scott shared that:
  - There will be a meeting on Monday 3/23/15 with the auditors to review the audit. The results will be reported at the next Board meeting, along with any recommendations. The anticipation is that the audit will be fine and the recommendation will be to accept it.
  - The auditors will also include a “management letter” which is not officially part of the audit, so it is not public, and is in fact confidential to the Board and the ED. It includes recommendations for us as managers of the organization.

- It was noted that since we don't get that letter until the audit, any recommended changes for improvement can only be implemented part way through the year.
- Stephen shared that:
  - We are tapped a bit too hard on the line of credit at this point.
  - Memberships are down, and so therefore donations are down.
    - The question was raised as to whether there is anything that the Board can do in the immediate future to help turn that around.
    - Peter commented that he doesn't have an easy answer to that question as of now. He will work on getting a clear list of members so as to better be able to address the apparent decline in membership.
- Scott noted that we currently have a negative cash flow. He posed the question as to whether we need to make budget cuts now, or do we expect to move forward financially? After some discussion, Scott's recommendation was that we are not at a point where cuts are necessary at this time.

## **KEY DISCUSSION TOPIC – Committee Restructuring**

Bill Flank and Dave Lebson presented a proposal for streamlining our committees. We will focus on the 5 key committees that are required by our by-laws and policies. Those committees would include Properties, Finance, Development/Resources, Program and Planning/Governance, in addition to the Nominating and Executive committees. In ensuing discussion, the following points were raised:

- Dave Lebson wondered why a properties committee was required, as there is generally little that the Board is responsible for in this area, and that the ED is primarily in charge of maintaining our physical assets.
- Steve Smith shared that as chair of the properties committee, he was very involved when we sold the Poughkeepsie building, and leased this building.
- It was suggested that perhaps rather than a standing committee, we have ad hoc task forces to deal with property related things, like the upcoming Pier 26 deal, etc.
- Peter shared that he feels that committees be designed to accomplish things that support the staff and guide the Board, not committees that risk second guessing the staff or the ED.
- Steve Smith pointed out that these committees are opportunities for Board members and others to volunteer their time and expertise.
- Don Raskopf asked whether we have done due diligence to be sure that we in compliance with the new laws governing Non-Profit Organizations. Bill Flank responded, "yes for the most part, and we are actively working on a few loose ends.
- Don suggested that in general, a committee's responsibility should be to work on a specific issue independently, and then present a recommendation to the Full Board
- Steve Filler suggested that the nominating committee should perhaps be linked to the planning/governance committee
- There was a great deal of discussion as to what each committee's role should be.
- It was proposed that rather than a standing "program committee," we could have a Board liaison (or two?) to each aspect of the "program committee" such as EA, RPC, etc.
- It was strongly suggested that for the sake of this discussion that we put the issue of the properties and program committees aside for a moment and concentrate on the crucial issues of finance, development and governance, as well as nominating.

- It was announced that Robi, Sharon and Steve Filler are holding a Nominating Committee meeting in Westchester before mid-April. The Nominating Committee was tasked with finding out what areas of Clearwater's operations potential Board members are interested in, so that they can be involved in committee work in October at the latest – ideally before.
- In conclusion, it was agreed that the Board secretary would send a survey out in the next week or so, asking current Board members to express their primary and secondary interest in two of the three committees that emerged as crucial at this current time: development/resources, finance and planning/governance.

In order to conduct a brief conversation of a private nature, Don Raskopf MOVED that the Board transition into executive session. He was seconded by Ross Gould. MOTION PASSED UNANIMOUSLY

A motion to end the executive session was MOVED by Jim Hanson and seconded by Bill Flank. MOTION PASSED UNANIMOUSLY

## **OTHER BUSINESS**

Steve Smith announced that Rich Guthrie is going to do another Bird Sail, this time on the Dutch Apple, due to its larger capacity. It will be scheduled for the week before or the week after Festival.

Don Raskopf shared that the week before Festival is the Beacon Sloop Club Strawberry Festival.

- Some concern was expressed about the idea of scheduling two Clearwater Friendly events (the Bird Sail and the Strawberry Festival) on the same date.
- It was pointed out that Beacon is far from Albany, so there won't be much risk of overlap even if they wind up on the same date.

The Board briefly discussed the structure of the annual review of our executive director, Peter Gross. Peter requested that clear goals and guidelines be set. The Board determined to create a small task-force to conduct the ED evaluation. Annie is heading the task-force. It will be completed a month before Annual Meeting (at the latest). Bill Flank noted that Clearwater's Policy #II states that the evaluation of the ED is the responsibility of the Board's Executive Committee.

The Meeting was adjourned at 9:50 pm.

Respectfully submitted,

David H. Lebson  
Secretary