

**Minutes of the Meeting of the Board of Directors  
Hudson River Sloop Clearwater, Inc.  
Tuesday March 25, 2014; 6:30PM-8:30PM**

**In Attendance:**

**Board Members:**

Anne Todd Osborn  
William Flank  
Ezra Swerdlow  
Jim Hanson  
Mike Patti  
Robi Schlaff  
Scott Berwick  
Stephen Filler  
Stephen Smith  
Ross Gould (phone)  
Roberta Goldberg

**Staff Members:**

Amy Bonder  
Beth Deal  
Hal Cohen  
Isaac Santner  
Linda Richards  
Nick Rogers  
Roger D'Aquino

**Visitors/Members:**

Peter Gross  
Allan Goldhammer  
Eric Marshall  
Sandy Saunders  
John Benjamin  
Mark Adams

The meeting opened at 6:30, with Scott Berwick singing the opening song. It was a new song written by Joe Jenks shortly after Pete died.

Bill Flank noted that a quorum was present.

Approval of Minutes from 2/19/14. Annie MOVED TO APPROVE,. Ezra Swerdlow SECONDED. PASSED UNANIMOUSLY

**EXECUTIVE DIRECTOR SEARCH**

Bill Flank summarized ED search process, saying there were over 60 submissions. The search committee, Ezra Swerdlow, Bill Flank, Annie Osborn, Eli Schloss, and Sandy Saunders, reviewed all and ranked into tiers the best candidates. The first tier was contacted, the committee reviewed credentials, and they had phone and in person interviews. Tonight the top two candidates were presented to the full Board.

Annie invited Eric Marshall to speak first and Peter Gross left the room. Anne said that staff met both yesterday, and while each had their merits, the consensus is to continue the search.

Eric Marshall spoke to the Board. He spoke of his vision for the organization, how he sees the organization currently and what he envisions it can do in the future. He spoke of his leadership and fundraising experience, saying he feels we need to have a more sustainable financial model that includes partnerships, diversification and a broader reach. He also believes that people want to make a difference but may not know how and we can increase membership if we focus on the people we serve. Eric also said that empowering people to make a difference and working with communities is key. The national science standards are just now catching up to the education work that we've been doing for years.

The Board asked questions.

- Scott Berwick said that one thing that sets Clearwater apart is activism and asked if Eric viewed this as important.
- Eric said that empowering people to make a difference in the world is important. It's a strong part of Clearwater's mission. We need to tie together celebration, activism, education...people want to learn something, be activists, and celebrate.
- Scott asked if our activism gives us challenges in seeking grants.
- Eric thinks we can be smart about it. He's seen situations where funders want to fund programs that lead to activism when it's based on scientific learning. Funders want to stay away from lobbying, but if it looks like education, funding is there.
- Ross asked Eric what he would do in the first week on the job, what his priorities are.
- Eric said he has 3 priorities in first week. 1) finances 2) meet with as many as possible, get priority list of key sponsors 3) work with staff, what each needs, where are we with everything. They've been rowing the boat, will learn from them
- Scott asked about experience in managing a budget
- Eric said that other non-profits he's managed have had a \$1,000,000-2,000,000 budget annually.
- Jim asked how much was his responsibility to raise.
- Eric said it was almost entirely up to him, that building partnerships was key.

Eric left the room and Peter Gross was introduced to the Board.

Peter Gross spoke to the Board, saying he had a great deal of experience in both the business and non-profit worlds. He's attracted to Clearwater because he wants to make difference in an organization that matters. He wants to make any necessary changes, keep faithful to organization's mission, and he values the staff. He's a lawyer by background and has been involved in major business development and major non-profits. One of the largest has been Plan International, which goes into villages in need, makes changes driven by what the village sees as the need/wants to do. One major accomplishment was to add cultural diversity to the organization, making it less top down and more collaborative. Believes in solutions and resolving differences by consensus, and views the ED as the hub of coordinating, with each staff member a valued member of the team. Peter also expects to work closely with the Development Director (when that person is hired) and develop 1 and 2 year plans.

The Board asked questions.

- Scott asked about experience getting state funding
- Peter said he had experience with both state and federal grants, along with large foundation grants. He said the grant process is now closely scrutinized and needs to be presented nicely and neatly. Grant world has changed over the years.
- Steve Filler asked how he would create a future for the organization
- Peter said he's not the kind of guy to jump in and say you need to do ABC. The organization needs to change but not sure where weak points are yet. There is a need to reinvent and decide how best to respond to our world, adding that

decisions must be information based. Having many constituencies is a strength and everyone must be heard.

- Scott: the fact that we're more of an environmental justice organization than strictly/traditionally environmental has caused difficulties along with strengths.
- Peter: recognized that people most impacted by environmental injustice are poor folks. For many reasons, we are great position to take that on and deal with injustices. This is also a great source for grants. Grants won't fund operating costs but gets the name out there for other grants. Clearwater might want to see itself as prototype to other orgs around country/world
- Allan Goldhammer asked about his thoughts on grassroots organizers and people in community, including them on board and other parts of the organization leadership.
- Peter: EJ needs to be driven by communities. Trying to impose white liberal ideals on a community won't work. Plus, empowerment is important.
- Jim: It seems most people at Clearwater are thrown into positions more than training/grooming to move upwards or into other positions
- Peter: If a position is needed and staff is specialized, it may be best to go outside the organization but it needs to be done so that staff doesn't feel screwed.

### **BOARD BUSINESS:**

Annie MOVED TO RESOLVE to appreciate Beth Deal's 2 year tenure as captain, now that she's leaving us. Beth said she's accepted a job out of Newport, RI, captaining the *Geronimo* for a private school. Adding that Clearwater was the first position where she was hired specifically as captain, rather than "hey, can you do this?" This was an opportunity to grow and learn, recognizing that Clearwater was one of pioneers in onboard education.

There was discussion about a RESOLUTION to give Manna Jo Greene the authority to hire a part time person to keep EA/GC on target and functioning. The discussion was clouded by an overlap of 2 different proposed positions, one of which was already authorized and established, with the person in that position needing to leave it for personal reasons. The other position involved part time development/grant writing for EA/GC, and there was discussion about whether a development-focused person should be hired before the actual Development Director, along with the history of the organization and grant writing – prior to a DD being hired, each department wrote their own grants, a practice which had its pros and cons.

The RESOLUTION was agreed to in theory, but TABLED until an Executive Committee meeting and vote could occur, in about a week.

### **STAFF REPORTS:**

Amy reported that she hired a part time administrative assistant, Erin Buttner, who will be the Board liaison.

Linda Richards read a letter to Board from the staff, then showed the Board a list of staff identified priorities

Dear Members of the Board,

We, some of the current staff of Clearwater, in lieu of individual staff reports present this letter to you at tonight's Board meeting. It is our hope that this will heighten your understanding of where we are right now, where we're going, and what we need from you, our Board, to help us to be the Clearwater organization that shines with a renewed and galvanizing light.

The past nine months have been overwhelmingly stressful for all of us who remain here at the Clearwater table – staff and Board. We've ridden the waves generated by distinctly difficult situations regarding former employees – waves that, even now, continue to rise and create unsteadiness; we've stood solid when subjected to questions about Clearwater's integrity, purpose and credibility from some of our members; we lost one third of our staff; and we lost Pete.

We can't go back. We can go forward. We are going forward. We will go forward. Each remaining staff member has filled in the many holes left by staff resignations. Annie Osborn's appointment as new Board President, along with the staff's resolve, dedication, skills and stamina represent a turning point and a new beginning for Clearwater. The face we show the world is a strong face. A confident face. But it needs reinforcement – and that's where you, our Board, come in.

To move ahead significantly, Clearwater presents to you the following needs:

- The designation of a new Executive Director and Development Director
- Transparency regarding ED selection process and adherence to staff/Board decided guidelines and protocol
- Commitment to memorials being planned
- Clearwater volunteer opportunities: tabling, festival volunteering, event support & attendance
- Grant requests fulfilled
- Continued major donor activities
- New income-generating ideas and activities
- Designation of a Seeger family/CW liaison
- "New Hands on Deck" program
- Revised budget
- Reactivated and functioning Board committees
- Mission solidification and guidelines
- Salary structure review
- By-laws update

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- Scott asked Linda what is meant by commitment to planned memorials.
  - Linda explained that there is a collection of memorabilia and event materials that is constantly being sent to the office that needs to be given to the family
  - Robi: more interaction, connection, and communication is bottom line

Annie suggested that at each Board meeting, we take time devoted to one aspect of the organization and have that expert in the department teach us what they do, what's involved.

The fact that the organization has come through an extremely difficult and challenging period was recognized, and all felt we are looking at the other side, thanks to incredible staff and a renewed Board structure.

Steve Filler asked if staff have ideas on how to solidify mission, and Linda said the staff has ideas about everything.

Amy said there are weekly staff meetings, Wed. morning 10am, and all are invited.

Nick Rogers reported that the USCG delayed their visit again to this Friday. The process of getting a diver to inspect is moving along. There's nothing to say without USCG inspection. First sail scheduled for Wednesday, April 16. Replacing the fuel tank was necessary, and while it's typically preferred to use local Valley companies when possible, Nick chose one from NJ who works closely with USCG so the tank could be tested and approved before it comes to the vessel, rather than adding an additional inspection after installation. The only thing USCG wants is diver inspection, and that's in the works.

- Scott asked if the ice was gone.
- Nick said they put a big spare dock to block ice floes, and literally within hours, ice broke up and hit these barriers.
- Nick said the Albany schedule filled up nicely
- Robi asked about any connections with the Metropolitan Waterfront Alliance (MWA)
- Nick said they have clout with city. It's a good idea to be aligned with them, since they can advocate for building docks
- Beth reported that MWA has an agreement with all waterway taxi folks to manage docks. They are active.
- Nick asked any Board members in the NYC area to attend the MWA meetings and speak up. 2 years ago, the Mayor admitted to the waterfront being 6<sup>th</sup> borough.

## **FINANCIAL REPORT**

Roger reported that when we have a full time DD, the grants were centrally processed to avoid departments competing against ourselves for the same grants. The department directors worked well with DD and got big grants. Financial committee worked together and audited the financial statement. As per federal law, the ENTIRE BOARD must look at the IRS 990 and approve it. We were able to return \$50,000 back to the endowment, paid \$10,000 back to HRMM for landscaping that was destroyed during building of the Home Port. The improvements to the Beacon office building cover our rent for another 5 or 6 years comfortably. Sloop grant and state money may take years to see but we're moving in right direction.

Ultimately, revenue from Revival is helping to carry us right now

### **BOARD COMMITTEE REPORTS:**

Bill Flank: **Board Nominating Committee:** all 3 Board members with expiring terms requested re-nomination. The plan is still to have 12 nominations for 6 seats. There needs to be a big effort to make that happen. Approval of slate needs to happen at May Board meeting in order to follow timing outlined in by-laws. Date to approve slate is Tues. May 27<sup>th</sup> Board meeting.

Stephen Smith reported on the **Facilities Committee**. The Committee looked at the Rosita's Restaurant property, adjacent to the HRMM. It is now in foreclosure and very cheap. The Facilities Committee can't see programming happening there, not to mention fundraising to purchase it. There was discussion of pros and cons, and when Nick Rogers reminded us that the property is below the flood plain and will flood numerous times per year, the idea was dropped.

Roberta Goldberg reported on the **Festival**. Revival is moving forward and performers and stages are completely booked; see website for nearly complete list of performers. Revenue is up compared to last year with increased ticket sales and vendor fees. WFUV wants to broadcast live from Rainbow Stage both days, but not yet in stone. There will be lots of tributes to Pete during the weekend. Metro-North packages go on sale April 21<sup>st</sup>. There was discussion about getting the Clearwater organization name out there just as much as the festival, that the message overall tends to get lost. Different ideas were presented, from running a 60 second ad to signage around the festival site. Roberta will talk to Steve about these ideas.

### Hal Cohen reported on the **Crowdsourcing Efforts:**

Bottom line is, he's disappointed in the slow response. He said he and Debbie will support anyone over the phone in setting up their page. There was discussion around the concept of crowdsourcing as a fundraising tool; that most festival volunteers really only care about/see the festival, not the organization as a whole; in general asking contact list for money is distasteful and would rather ask face-to-face; people already feel burdened; the Board is busy in their private and professional lives, have patience. It's only been a month, be patient.

Stephen Filler MOVED to adjourn. SECONDED by Bill Flank. PASSED UNANIMOUSLY. The meeting adjourned at 9:24

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