

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Tuesday, July 21, 2015; 6:30 PM - 9:30 PM**

Board Members Present:

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

Board Members Absent:

1. Bill Cox
2. Roberta Goldberg
3. Ali Muhammed

Staff Present:

1. Erin Buttner
2. Hal Cohen
3. Dave Conover
4. Roger D'Aquino
5. Peter Gross
6. Matt Soper
7. Toni Martin
8. Annika Savio
9. Samantha Epstein

Guests:

1. Allan Goldhammer
2. Allen Gurkin
3. Sheryl Lynch
4. Melvin Bechard
5. Julia Wilson

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, *Passing Through* led by Stephen Smith on guitar – including a new final verse about Pete Seeger written by Peter Gross.

Annie Osborne called for a Motion to approve the previously circulated Minutes of the 5/11/15 Board Meeting. A MOTION to approve the Minutes as corrected was MOVED by Don Raskopf and seconded by Sharon Rowe. MOTION PASSED UNANIMOUSLY.

BOARD BUSINESS

Executive Director's Report, Peter Gross: Peter summarized what he sees as the major events for Clearwater in the past year under his leadership.

Areas of Growth/Improvement:

- The development of the Pier 26 project.
 - Building an NYC Advisory Group
 - Had a sail on 7/20/15 with the leadership of Hudson River Foundation and others to build support and momentum for this project.
 - Peter hailed this as the biggest opportunity for Clearwater since he has been part of the organization. It provides us with a strong link to New York City.
- Spreading the Clearwater name, mission and methodology.
 - Columbia River Clearwater – we signed a deal recently.

- They will pay us a consulting fee for our staff to advise them about education programs, fundraising, volunteer coordination, etc.
 - They will then pay a separate fee per year for our trademark, and our cost in monitoring their actions to be sure they are respecting our goals and mission.
- We are also in conversation with a group in Canada interested in creating a Clearwater-like program on Lake Ontario and/or the St. Lawrence Seaway.
- Other possibilities exist through connections in India and Kabul. There is Federal support to help protect the Kabul River and our services may be called upon in the future.
- Professionalization of the Development Department and outreach to new potential donors.
- Beginning of significant sponsorship
 - LL Bean and Ford both sponsored the festival at 20K each.
 - There is potential to increase both amount of sponsorships and number of sponsors.
- Board growth and efficiency, especially the work of the nominating committee in finding new potential candidates
- First gala planned
- More marketing and creating of special interest sails
- New Merchandise – see the website
- Diversity of Music, highlighted by the Yonkers Concert
- Yonkers Port Relationship
- Improved relationships with Sloop Clubs – we now see them as our grassroots supporters, and they (we believe) feel that we are more supportive of their efforts.
- Increased Staff Diversity

Areas of Concern/Struggles:

- The 2015 Festival (largely due to weather issues) was essentially a break-even event.
- The largest sloop repair ever is coming up – expensive project combined with less time in the water (equating less revenue) results in a serious financial challenge.
 - Discussion ensued about whether the Board would approve money from the Endowment fund to support this winter’s repairs.
 - Robi stated that she was more comfortable spending this money on sloop restoration than on operating expenses.
 - Steve Smith suggested that we borrow from the fund with the intention of putting it back, as a way of reminding ourselves that this is a long-term fund.
 - Bill Flank stated that the conditions under which the fund could be borrowed against would include sloop restoration.
 - Steve Smith made it clear that if we are going to have an endowment we need to regard it as untouchable, absent a total crisis, not whenever it is inconvenient.

Bill Flank made a MOTION to permit the Executive Director, on behalf of the Corporation, to borrow as necessary over the next year, up to the entire value of the current Endowment fund (estimated at \$225,000) to support the upcoming Sloop Restoration, with the intention to replace that money when funds are available. The MOTION was seconded by Stephen Smith. Ross Gould offered a friendly amendment requiring that the Board be kept informed as money is withdrawn. MOTION PASSED UNANIMOUSLY.

Financial Report, Roger D'Aquino:

- Roger reported that on average our revenue numbers are below expectations and our expenses have exceeded expectations.
- The Board requested details on what has brought us to this point.
- Roger proposed that we set a future meeting to discuss why our finances are where they are, but stated that this meeting would serve to familiarize the Board with the current financial situation. *[Editor's Note: That meeting took place on September 15, 2015]*
- Roger explained how our cash flow projections had been calculated.
- The Board discussed the numbers presented and feel comfortable with our understanding of how much money needs to be raised in the coming year.
- Annie requested, and Peter agreed, to prepare a script for us to use when soliciting donations.
- It was stressed that we must meet the challenges of the coming months and year. When we do, we'll be in better shape than ever before.
- Peter shared our current predicted cash flow, which becomes seriously negative over the next year if nothing changes.
- He then presented numerous strategies for maintaining a positive cash flow.

Green Cities

- Following Omari's departure to return to school, the Board was offered the opportunity to meet (via Skype) an individual who had applied to continue the Green Cities work.
- The Board enjoyed a conversation with the candidate.
- Peter stated that the proposed position would start at 15-20 hours a week.
- Further discussion was tabled to an Executive Session later in this meeting.

Plans for a Fundraising Gala, Robi Schlaff and Matt Soper:

- A Gala has been planned to honor Annie and Fred Osborn for their work on behalf of Clearwater on Sunday, November 15, 2015 at 4:00 pm, at The Garrison. The Gala Committee, including Matt, Robi, Don and James reported the following:
 - The space has been donated, but we may have to pay for food.
 - James suggested possible ways to get food donated.
 - Tickets are \$250
 - There will be a live auction
- Don expressed appreciation to Annie and Fred for accepting this honor
- Allan Goldhammer suggested that an online raffle could involve the membership who cannot afford the ticket price.
- James suggested that we could offer Revival volunteers the value of their volunteer fee as a discount on the ticket price.
- Steve Filler posed a membership drive the week before, where people are invited to double their membership in honor of Annie and Fred.
- Annie suggested an Open Boat the day before in their honor.
- Annie suggested that we schedule another meeting of the benefit committee and invite all present individuals to brainstorm ideas then.
- Thanks were offered to Robi, Don, James and others for their work on this Gala Committee.

KEY DISCUSSION TOPICS

A bylaws change to allow for electronic participation by the membership was proposed:

- It was noted that electronic participation will both save money and allow us to be more environmentally sustainable.
- It was made clear that members WILL be allowed to opt for paper versions of contact and balloting, but this change would allow us to contact the membership and invite them to vote for Board membership electronically.
- It was stressed that no electronic balloting system will be engaged until the Board was confident that it is a trustworthy anonymous voting system.
- In discussion, we tabled the proposal on removing the write-in possibility.
- The question was called by Don Raskopf and seconded by Robi Schlaff. The proposed by-laws change was UNANIMOUSLY APPROVED.

Nominating Committee Discussion

- The names of the candidates for Board members were presented. There was discussion of whether we should nominate more candidates than our by-laws allow space for.
- The Nominating Committee reported that they worked hard to find good candidates, and feels that each of the candidates would be good Board members.
- Stephen Filler noted that it might be unwise to risk offending the candidates by nominating them and not allowing for their election.
- Bill Flank noted that there are three actual vacancies (not counting empty spots): 2 terms that will expire in 2016 and one that will expire in 2017. It was suggested that we could appoint some people from the current Nominees to fill those spots.
- Hal thanked Steve Filler for leading the committee to create the list of potential nominees.
- The Board agreed to table the final decision as to whether we nominate more candidates than we have open spots. It was noted that at this point, the number of nominees, even if we nominate everyone on the list, will still allow space for all candidates to be elected.

OTHER BUSINESS

Robi reported that the Arm of the Sea organization has requested an extension of the agreement we made previously with them to allow them to complete work required to assure the safety of the property before they take full ownership. Robi Schlaff MOVED that we extend the agreement with Arm of the Sea for two years, subject to Clearwater being listed as an additional insured party on their liability insurance. The MOTION was seconded by Don Raskopf. MOTION CARRIED with one abstention.

It was announced that the Clearwater Annual Meeting scheduled for September 20, 2015 will be held in the pavilion on the Beacon property.

Stephen Smith offered a MOTION to extend our agreement with the Coeymans Heritage Society for an additional 6 months. He was seconded by Bill Flank. MOTION PASSED UNANIMOUSLY.

Sheryl Lynch and Julia Wilson introduced themselves as Board nominee candidates.

At 9:25 Ross Gould MOVED that the Board pass into executive session. The MOTION was seconded by Steve Filler. The Board moved into executive session. The Board discussed a personnel issue and the nomination slate.

At 10:05 David Lebson MOVED that the Board return from executive session. The MOTION was seconded by Sharon Rowe. The Board moved out of executive session.

It was noted that the Board accepted the report of the nominating committee, including provisional candidates pending further conversations with those candidates. The MOTION to accept the slate was MOVED by Bill Flank and seconded by David Lebson. MOTION CARRIED with one abstention.

The Meeting was adjourned at 10:10 pm.

Respectfully submitted,

David H. Lebson
Secretary