

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Saturday, March 19, 2016; 10:00 AM - 1:00 PM**

Board Members Present:

1. Mitzi Elkes
2. Bill Flank
3. Ross Gould
4. Dave Lebson
5. Rachel Marco-Havens
6. Anne Osborn
7. Don Raskopf
8. Sharon Rowe
9. James Malchow
10. Robi Schlaff
11. Stephen Smith
12. Donna Stein

Board Members Absent:

1. Bill Cox
2. Seth Davis
3. Allen Gutkin

Staff Members Present:

1. Amy Bonder
2. Hal Cohen
3. Dave Conover
4. Roger D'Aquino
5. Manna Jo Green
6. Shameika Hanson
7. Diane Oktay
8. Annika Savio

Guests:

1. Sue Gamache
2. Roy Volpe
3. Joshua Kogan
4. Allan Goldhammer
5. Steve Schwartz

The Board meeting was called to order at 10:15 pm by President Anne Osborn. A quorum was determined to be present. Dave Lebson led the Board and members in the traditional mission song, this time a rendition of Pete Seeger's "Sailing Up My Dirty Stream."

Annie welcomed the membership, expressed appreciation for their support and commitment. Annie then invited everyone present to introduce themselves briefly.

Dave Lebson called for a MOTION to approve the previously circulated Minutes of the 1/20/16 Board Meeting. A MOTION to approve the Minutes as corrected was MOVED by Ross Gould and seconded by Sharon Rowe. James Malchow abstained, due to his absence at the January meeting, otherwise the MOTION PASSED UNANIMOUSLY.

President Anne Osborn present the Board with three resolutions:

1. The first resolution required the Board to approve an application to New York State to cover the continuing costs of the restoration of the sloop above the water line in the coming years. A MOTION to make the application was made by Bill Flank and seconded by Don Raskopf. MOTION PASSED UNANIMOUSLY.
2. The second resolution was to remove Peter Gross as account administrator on all Clearwater accounts. A MOTION to that effect was made by Ross Gould and seconded by Donna Stein. MOTION PASSED UNANIMOUSLY.
3. The third resolution was to update the signatories on the M & T Bank Account. That MOTION was made by Bill Flank and seconded by Sharon Rowe. MOTION PASSED UNANIMOUSLY.

Interim Executive Director's Report – Dave Conover:

- Dave began by announcing staffing changes.
 - Annika Savio will be resigning as Lead Captain at the end of the current restoration project.
 - We have re-hired former Captain Nick Rogers to replace Annika.
 - Diane Oktay has stepped up to fill some of the responsibilities of Development Director.
 - Erin Macchiaroli is our administrative assistant and also covering lot of the responsibilities of Communications Director.
- Dave briefly described the positions of everyone in the office and stressed both how hard and how well everyone is working, and the need for Board support in the Development department.
- Dave concluded by urging Board members, "If you haven't been to the boat go there! When people see the scope of the work we are doing they really understand that Clearwater is the Hudson River's Tall Ship. We need to remind everyone how much a part of the Hudson River Clearwater is, and how important it is to get it back sailing on the river soon."
- On behalf of the Board, Don Raskopf expressed appreciation for all of the staff, and especially the "team leaders" Dave, Roger, Manna and Amy for stepping up and keeping us on a steady course.

Sloop Report – Captain Annika Savio:

- Annika reported that the work on the current restoration project is progressing. While not ahead of schedule by any means (and may be a hair behind schedule), we will be ready in time for our first scheduled sail date in mid-June.

- She stated that a crew has been hired for the coming sailing season.
- Annika reminded the Board that over the next 8-10 years further significant restoration must be scheduled, including replacing the:
 - topsides all around (the hull above the water line)
 - transom
 - mast
 - mast step (which showed evidence of rot during an inspection this winter)
 - rigging
 - ballast
- Bill Flank questioned the need to replace the ballast. Annika explained that the original ballast is steel sash weights, and they tend to block the air flow between the frames. The current proposal is to replace the steel ballast with lead weights insulated in such a way as to prevent lead from leeching into the water. The lead will be denser, and will take up less space, allowing for more air flow.
- Don Raskopf questioned whether or not there is anything we can do now (while it is exposed) to repair the mast step. Annika replied in the affirmative, and stated that it has been done. She further explained that the rot is not under the mast, but it is creeping forward from the aft part of the mast step in the hold. The rot has been cut out and replaced with new wood. Cheeks have been placed on either side of the step and the whole thing has been through-bolted back together. That repair should hold for 10 years, but we hope to replace it in less time than that.

Clearwater Events Report – Mimi Hanson:

- Mimi listed numerous upcoming events, concerts, tabling opportunities, Earth Day Clean-Up events etc. Board members were encouraged to check the website regularly for details as these events develop.
- Silent auction item donations were solicited.
- It was announced that the “For Pete’s Sake” concert on June 18th is being produced by Steve Lurie.
- Dave Conover stated that Steve Lurie reports that given the limited advertising that has been done for the June 18th event thus far tickets have been selling very briskly, and proposes adding a Friday night event. That will require a bit more money upfront, with the opportunity for significantly more income. It appears that many of the of people who are not able come to festival are jumping onto this concert as an opportunity.
- James Malchow asked about how much did we have to lay out for Saturday and how much will adding Friday cost up-front? In ensuing discussion it was noted that:
 - Steve’s initial proposal was the Saturday event could require as much as 30K upfront, but probably won’t require that much.
 - Adding Friday will likely cost much less upfront.
 - There is good buzz, it is festival weekend, it is in honor of Pete.
 - Dave Conover is confident that these concerts will make money and wants to expand to the Friday.

- It was pointed out that the way to take the most advantage of concerts like this is to include silent auctions, VIP tickets, membership tabling and sponsorships.
- Amy noted that while sponsorships are great, the staff in the office are stretched pretty thin. Any help in gathering and keeping track of sponsorships would be appreciated.
- Sharon offered to help with sponsorships.
- Upfront costs have run 15K so far, and that money has been raised through three 5K loans.
- Sharon noted that not everyone can give 5K, but if you can loan 5K for short term you can make concerts like this happen for the organization. This is a great idea.
- Mitzi asked whether we can include a membership to Clearwater with the purchase of a ticket. Dave pointed out that the tickets are being sold through the Tarrytown Music Hall and they want to sell you a membership to their organization. Robi volunteered to set up a membership table at the concert.
- Bill Flank stated that he'd like to see the Minutes reflect the Board's sense of support and appreciation for Steve Lurie's production of one or possibility two concerts in Tarrytown on the weekend of June 18, 2016.

EA Report – Manna Jo Green:

- Manna began by stating that the overall goal of her department at this point is getting the Indian Point plant closed.
 - We are working with a coalition including a number of local and national environmental.
 - Manna herself will be working on a municipal resolution campaign for all towns and cities within 50 miles of the plant.
 - One key strategy will be to start talking about decommissioning. Decommissioning is problematic and expensive and not fully funded, but at least talking about it makes people think that closing the plant is inevitable.
- We also have a grant to do micro-plastic research, specifically focusing on microfibers that simulate phytoplankton in the food chain.
 - Not only are filter feeders eating these fibers, but heavy metals are clinging to the fibers and are moving up the food chain through bioaccumulation.
 - Joshua Kogan (guest and EPA Scientist) expounded on the issue of micro-plastics. Because of Dave Conover's efforts, Clearwater is a partner on this work.
 - Don asked if we can we get a letter from the EPA acknowledging Clearwater's work. Joshua responded, "I don't see why not, I'll write the letter!"
- Sharon noted that these two issues, nuclear power and micro-plastics are making national news right now and we are attached to both of them. This is great and we need to make it known.

James Malchow departed the meeting at this point, but before he left he shared that Saul Rosinsky, a long time Beacon Sloop Club member, past president of the sloop club and

festival volunteer passed away recently. James left early to attend his funeral, and will convey the sympathies of all Board and Clearwater members present.

Update on the Rain Insurance Policy for the 2015 Festival – Hal Cohen:

- Hal offered an update on the legal situation.
 - It appears that there has been some malfeasance on the part of the insurance company, in which we are being asked to adhere to language that was not present in the contract we signed.
 - Our claim is that the insurance companies have acted fraudulently.
 - Our lawyer has written a letter to this effect to the parties involved on Thursday 3/17/16, and we are awaiting their response.
- In ensuing discussion, the question of whether and how to publicize this situation was discussed.
 - It was noted that the lack of Festival ticket sales on the Sunday of 2015, combined with the absence of payment on the rain insurance, has contributed noticeably to our current cash flow struggles.
 - Ways of making this situation known to our membership and our community of donors was discussed.
 - It was suggested that political pressure might be brought to bear.

Finance Report – Roger D’Aquino:

- Roger began by thanking Hal for his work in pursuing the rain insurance.
- It was shared that two months ago the Dyson Foundation was prepared to loan us 49K with 1K in interest for six months. Upon further review of our financial situation, however, Dyson declined to make the loan. They did, however, offer us a 12K mini-grant to hire a financial consultant. The consultant’s report will be shared with the Board at our retreat later this afternoon.
- As of this week most of our accounts receivable from NYS on the restoration grant have come in, and we currently have about 100K in the bank (that is as opposed to 120K in the red two months ago).
- At this point we need about a 250-300K more new dollars to finish the restoration and get the organization back on solid footing.
- In terms of cash flow, our current projections show that if nothing changes we will dip into the negative on cash-flow in May and June, but by August will in the black with expectations to stay that way.
- Manna noted that while these projections sound hopeful and we seem to be coming out of a hole, we do not currently have a clear plan for avoiding similar situations in the future. She pointed out that we recently received close to 150K in bequests, without which we would be even deeper in the hole. Manna asked whether the Board retreat this afternoon will include the creation of a plan to prevent this kind of crisis from happening again. The response was that yes, that is a large portion of the goal of the Board retreat.
- In the spirit of seeking alternative ways of supporting Clearwater in addition to direct donation, two ideas were discussed:

- Don expressed appreciation for Clearwater volunteer Sue Gamache for her work in the office in recent weeks. It was suggested that if the office could clarify what their needs are, the RPC has lots of people who are willing and may be able to fill those needs.
- Rachel Marco-Havens shared that she recently saw on CW Facebook's page a request for people to tell their stories. It was noted that Allan Goldhammer and others have been talking about this for years. It was suggested that if can put out a request to members and feature a story in each week's "This Week on the Sloop" email newsletter, it will raise our visibility and help everyone see how they are a part of Clearwater. Ensuing discussion included the following points/ideas:
 - Rather than making the story sharing something that is filtered by the office, create some kind of open social media page and solicit un-moderated stories.
 - Seek stories of the nonmembers who are part of the Hudson River community. Often people take a trip on the sloop as a child, and don't realize how much that experience influenced him until later in life.
 - We can reach out to non-members, but we should start with the membership. The membership IS the organization, and not everyone has felt connected in recent times.
 - We should create a small task force to make this happen.
 - Don Raskopf volunteered to take responsibility for this issue and set up a social media campaign that doesn't depend too much on staff resources. He will coordinate with Kelley Howard.
 - Sharon Rowe warned/reminded the Board that in all environments, business, non-profit, whatever, lots of great ideas are proposed, and there can be frustration when they don't happen fast enough. She advocated patience and constant support from the Board.

New Business:

- Sharon Rowe proposed an initiative to help develop a sponsorship base for Clearwater.
 - She stated that she is connected with Steve van Ness, a professional event organizer and sponsorship developer. He has agreed to volunteer his time to help us build a sponsorship base.
 - Sharon has been in communication with Diane Oktay regarding her plans.
 - It was stated that we have a loyal following and a global reach and we can leverage that with major Corporate partners (not just sponsors).
 - Sharon will be the point person.
 - Her initial request is to solicit input from Board members as to who we might approach.
 - Joshua Kogan suggested that we develop metrics that can be measured and described. So that in effect we can say, "Such-and-such organization allowed this many kids to spend this many hours on the river."
 - Sharon stated that such metrics are already part of the proposal.

- Sharon shared a document with all Board members describing the plan and seeking input.
- Don Raskopf stated that he, James Malchow and former Clearwater Captain Betsy Garthwaite will be traveling to Mystic Seaport soon go through their archives and gather documentation on the early years of the sloop. There is the intention/hope (among other things) to interview Cy Hamlin, the sloop's designer, who quite elderly.
- Hal Cohen noted that for the past several years Clearwater has been trying to focus on updating some aspects of our by-laws. In order to get a by-law change onto the ballot for the annual meeting in September, the format needs to be in place by early July. Hal pointed out that last year we missed the deadline to share the final version of a proposed by-law change and we were not able to effect the change. He asked for a MOTION charging that by the May Board meeting, the Governance Committee be ready to present a draft of the text for any possible changes that may be proposed at this year's Annual Meeting. A MOTION to that effect was made by Robi Schlaff and seconded by Dave Lebson. MOTION PASSED UNANIMOUSLY.

The Board meeting was adjourned by common consent at 1:05 pm.

Respectfully Submitted,

David Lebson, secretary