

**Minutes of the Final 2015-2016 Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
At the Annual Meeting of the Corporation
Saturday, September 24, 2016**

Board Members Present:

1. Seth Davis
2. Mitzi Elkes
3. Betsy Garthwaite
4. Ross Gould
5. Allen Gutkin
6. Lucy Johnson
7. Dave Lebson
8. James Malchow
9. Rachel Marco-Havens
10. Anne Osborn
11. Don Raskopf
12. Sharon Rowe
13. Robi Schlaff
14. Stephen Smith

Board Members Absent:

1. Bill Cox
2. Bill Flank
3. Donna Stein

Staff Members Present:

1. Michelle Acosta
2. Amy Bonder
3. Hal Cohen
4. Dave Conover
5. Manna Jo Greene
6. Shemika Hanson
7. Kelly Howard
8. Ann Mellor
9. Diane Oktay
10. Nick Rogers
11. Eli Schloss
12. Stephanie Wolf

Guests:

- See Below

The Board meeting was called to order at 10:50 am by President Anne Osborn. A quorum was determined to be present.

Stephen Smith led the Board and guests in the traditional mission song, selecting for this meeting, "God's Counting on You, God's Counting on Me" by Pete Seeger.

Stephen Smith then called for a MOTION to approve the previously circulated Minutes of the 7/18/16 Board Meeting. A MOTION to approve the Minutes as corrected was MOVED by Seth Davis and seconded by Sharon Rowe. Dave Lebson abstained, as he was not present at the last meeting. MOTION PASSED UNANIMOUSLY.

Annie called for a MOTION to approve a corporate resolution, wherein it was...

RESOLVED, that Amy Bonder, Aleythea Dolstad, and George Nicholas Rogers are hereby authorized signors on the M&T "Boat" bank account #xxxxxxx.

Don Raskopf offered a MOTION to approve the resolution and was seconded by Seth Davis. MOTION PASSED UNANIMOUSLY.

Environmental Action Report – Manna Jo Greene:

- Manna updated the membership on the proposed anchorage sites on the Hudson, stressed that if approved it has the potential to change the character of the river and put 40 years of efforts to improve the river in jeopardy. She implored the membership to reach out to relevant governmental officials to express their opinions.
- It was also shared that Clearwater and many other partner organizations are continuing to work to close Indian Point, with a focus on the dangers of Nuclear Waste Storage and need to plan for Decommissioning.
- Regarding the PCB cleanup Manna reported belated but good news. The mandated dredging ended last summer, but now navigational dredging is poised to begin. The governor and DEC commissioner have called for a more robust cleanup of PCBs in the river before the navigational dredging begins. Manna believes that we are getting closer to the point where we can say that the PCB cleanup is realistically accomplished.

Sloop Club Charters – President Anne Osborn:

- Sloop Club Charters were presented to the following organizations:
 - The Beacon Sloop Club charter was accepted by James Malchow, who announced its annual donation of \$1000.00 to Clearwater.
 - Brooklyn Sloop Club charter was accepted by Bob Alpern
 - North River Friends of Clearwater charter was accepted by Stephen Smith
 - New Jersey Friends of Clearwater charter was accepted by Barbara Fleicher
 - New York Friends of Clearwater charter was accepted by Edie Kantrowitz
 - River Lovers charter was accepted by Warren Lindholm
 - Walkabout Clearwater charter was accepted by Allan Gutkin, who invited all present to join Walkabout Clearwater 2nd Saturday of the month at their coffee house at the Methodist Church on Bryant Avenue in White Plains.

Election Results – Dave Lebson:

- Secretary David H. Lebson read the results of the election, noting that Bob Alpern, Jeffrey Domanski, Betsy Garthwaite, Neil Gordon, Lucy Johnson and Sarah Underhill were duly elected to the Board of Directors. It was further noted that both of the proposed amendments to the Clearwater By-Laws were passed.
- Allan Goldhammer asked to hear the minimum number of votes cast in favor of any of the candidates. The answer was 218, which satisfied the minimum requirement.

Annie thanked and expressed appreciation for the work of outgoing Board members Bill Cox, Dave Lebson and James Malchow.

The final meeting of the 2015-16 Season was MOVED to be adjourned by Dave Lebson and seconded by Don Raskopf. The meeting adjourned by UNANIMOUS CONSENT at 11:10 am.

Respectfully submitted,

David H. Lebson, Secretary

**Minutes of the First 2016-2017 Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
At the Annual Meeting of the Corporation
Saturday, September 24, 2016**

Board Members Present:

1. Seth Davis
2. Jeff Domanski
3. Mitzi Elkes
4. Betsy Garthwaitt
5. Neil Gordon
6. Ross Gould
7. Allen Gutkin
8. Lucy Johnson
9. Rachel Marco-Havens
10. Anne Osborn
11. Don Raskopf
12. Sharon Rowe
13. Robi Schlaff
14. Stephen Smith

Staff Members Present:

1. Michelle Acosta
2. Amy Bonder
3. Hal Cohen
4. Dave Conover
5. Manna Jo Greene
6. Shemika Hanson
7. Kelly Howard
8. Ann Mellor
9. Diane Oktay
10. Nick Rogers
11. Eli Schloss
12. Stephanie Wolf

Guests:

- See below

Board Members Absent:

1. Bob Alpern (arrived late due to traffic)
2. Bill Flank
3. Donna Stein (arrived late due to traffic)
4. Sarah Underhill

The Board meeting was called to order at 11:20 am by Acting Secretary Stephen Smith. A quorum was determined to be present.

Stephen welcomed new Board members and issued them a binder of information provided by Clearwater Staff..

Stephen then announced the following slate of as proposed by the Nominating Committee:

- President Betsy Garthwaite
- Vice President Anne Osborn
- Treasurer Sharon Rowe
- Secretary Stephen Smith
- At Large Representatives:
 - Seth Davis
 - Bill Flank
 - Robi Schlaff

A MOTION to approve the slate as nominated was MOVED by Ross Gould and seconded by Neil Gordon. MOTION PASSED UNANIMOUSLY.

Acting Executive Director's Report – Dave Conover:

- Dave began by thanking the members present for coming, and thanking the full membership for their ongoing support.
- He expressed his deep appreciation for the dedication of the staff.
- It was acknowledged that this has been a challenging year for Clearwater.
- The crew of the sloop were credited for the substantial work they did over the winter and spring to complete the restoration project.
- Dave recognized that the office staff has been reduced to a “skeleton crew” for the past year or so, and noted that several members are essentially working double time, in an effort to meet all of the responsibilities of the organization.
- Dave then noted that in spite of tremendous efforts and fundraising success, the sloop restoration has not yet been fully paid for.
- It was noted that we are hosting many events to raise both money and awareness, ranging from costly events, to free events.
- Dave shared that the choice to move the location of the Annual Meeting to Poughkeepsie was his idea and that his rationale was that the sloop would be directly and visibly present, as well as available immediately after the meeting for visits and tours. He also thought that members might enjoy taking advantage of the “Walkway over the Hudson” as a way of enjoying our beautiful river after the meeting. This venue literally brings us closer to the river!
- Dave then acknowledged that with the limited staff, some things have slipped through the cracks from time to time and he apologized for that, while simultaneously thanking everyone for the work they have done in support of the staff and the organization.
- Dave then introduced Diane Oktay, Acting Development Director, who thanked every member of the Board individually for specific actions they have contributed in support of the organization over the past year, both financially and in other ways.
- Finally, Dave offered a Festival update, in which he shared that:
 - We are working hard to move forward with a festival plan for 2017, but are not yet ready to announce a specific plan.
 - The best way to restore the festival is to restore the organization.
 - The festival is very integral to the core of the organization – we had river concerts and festivals before we had a boat!
 - The presentation ended with a plea for patience, although it was recognized that members expect there to be a festival and they have a right to expect it.
- In further discussion on the topic of the festival:
 - One member stated clearly that, while they have volunteered for the festival many times and love it and miss it, they are content with the decision to make sure that the organization is in good shape before we commit to risking any potential loss on the festival.
 - Several other members expressed great frustration that the clear plans for a 2017 Festival are not ready to be revealed at this point.
- Dave thanked the membership for their support and received a rousing round of applause from all present.

Outgoing president Anne Osborn shared some thoughts on fundraising and ways to support festival. She invited the RPC to collaborate with a Board committee to work on planning together so that neither organization is working in a vacuum.

General Discussion:

- A number of people (members, staff and Board) spoke at this point, striving to collectively brainstorm ways to increase the likelihood that Clearwater will be organizationally and financially able to produce a Festival event this coming June.
- James Malchow suggested an all-out phone-a-thon to every member seeking support, and volunteered to help make phone calls when the time comes.
- Manna suggested a version of a “pass the hat” but instead of seeking cash, seeking pledges of funds to support the festival.
- Sharon called for “donation pledges” that can be called in if we needed the money.
- It was ultimately decided that we would seek pledges of “loans” to Clearwater, in order to meet Steve Lurie’s requirement that we have a fund of around 250K in place to pay performers and other obligations, in case the festival is not financially profitable.
- The result of a somewhat chaotic but very creative brainstorming session was that everyone present was invited to pledge what they would be able to loan to Clearwater (if needed), and to present those pledges to outgoing secretary David Lebson.

Sloop Report – Captain Nick Rogers:

- Nick complemented the crew and volunteers for the great work they did this past winter. The boat is in excellent condition below the waterline.
- However, Nick pointed out that there is always more work to be done.
- This winter will be a relatively light maintenance schedule, but in another year or so we need to start working to replace the “topsides” (as the hull planks above the waterline are known).

Setting the Meeting Schedule for the 2016-2017 Year – Secretary Stephen Smith:

- Stephen proposed that the Board meet monthly for the foreseeable future, rather than our usual 6-8 times a year.
- It was suggested that the Board meet in the 3rd or 4th week of every month except December.
- Stephen will share a draft of a schedule with all Board members electronically, and subject to their input, a meeting schedule will be set and posted to the website within the next few weeks.

Festival Pledge Update – Sharon Rowe:

- Sharon announced that thus far about \$28,000 had been pledged.

The meeting was MOVED to be adjourned by Neil Gordon and seconded by Don Raskopf.
The meeting adjourned by UNANIMOUS CONSENT at 12:15 pm.

Respectfully submitted in collaboration,

David H. Lebson, outgoing secretary
Stephen Smith, incoming secretary

MEMBERS AND GUESTS PRESENT AT THE ANNUAL MEETING:

[editors note: spelling is as accurate as handwriting on the sign-in sheet allowed...]

- Allan Goldhammer
- Yvette K.
- Robert Reardon
- Nancy Jane Blake
- Rudy Kopecky
- Gail Moran
- Dan Budnik
- Tinya Seeter
- Sue Gamache
- Roy Volpe
- Alan Thomas
- Rosemary Thomas
- Steve Schwartz
- Vicki Lowrey
- Susan Berliner
- Roger D'Aquino
- Michelle Acosta
- James Malchow
- Shameika Hanson
- Ajax
- Polly Armour
- Barbara Fleischer
- Scott Berwick
- Warren Lindholm
- Edie Kanthowitz
- Harve Klatzki