

**Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
724 Wolcott Ave.
Beacon, NY 12508
Thursday, January 26, 2017**

Board Members Present.

1. Seth Davis
2. Neil Gordon
3. Betsy Garthwaite
4. Bill Flank
5. Allen Gutkin
6. Robi Schlaff
7. Anne Osborn
8. Sharon Rowe
9. Stephen Smith
10. Lucy Johnson
11. Mitzi Elkes
12. Donna Stein
13. Bob Alpern

Board Members Present by Telephone

14. Jeffrey Domanski

Board Members Absent.

1. Rachel Marco-Havens
2. Ross Gould
3. Sarah Underhill
4. Don Raskopf

Staff Members Present.

1. Hal Cohen
2. Dave Conover
3. Manna Jo Greene
4. Aleythea Dolstad
5. Nick Rogers

Guests.

1. Steve Siegelbaum
2. John Fisher
3. James Malchow
4. Allan Goldhammer

The January 26, 2017 meeting of Hudson River Sloop Clearwater, Inc. was called to order at 6:30 PM by president Betsy Garthwaite. A quorum was determined to be present. Walkabout Clearwater led the attendees in the traditional mission song selection, "If I Had a Hammer", by Pete Seeger.

The Secretary called for a **MOTION:** To approve the previously circulated minutes of the November 27, 2016 meeting. The **MOTION** was **APPROVED UNANIMOUSLY.**

Interim Executive Director's Report – Dave Conover

Hi everyone; I am going to keep this short. Many of you know I agreed to stay on and currently I am working month-to-month. I think I have another month in me. At the end of February, I will have been in this role for a year. At some point, you, as a board are going to have to figure out what's next. Hiring an Executive Director first vs. hiring a Development Director first. We have no real timeline, so we are going to push ahead with our Development Director first. I have someone to interview tomorrow but no other candidates. We really, really need that help. Things are not normal here. We have a depleted staff—we're doing the best we can, and were at a low in terms of activity, but things are going to pick up in spring. We need to reinvest in Clearwater in terms of staff. I've been asked a lot what it means to be a board member or a volunteer. Being on the board is a huge commitment and we need that more than ever now. I understand that people may feel that they may not want to stay in that role if Clearwater is asking too much, but there are many other ways to help. Our cash flow situation is improved, but certainly not secure. We'll talk about that more later, but there are a lot of things percolating. However, if you're going to be on the board make this your main priority. There's been a rumor that Clearwater was going to take the boat down to Washington DC and the reason I know about that rumor is that I started it. There are lots of reasons why we should do this, although I do not want to spend a lot of time talking about it at this meeting. But we

are looking at it, raising the money, checking in with other entities to ensure that its feasible. I think we can answer these questions and it's an exciting prospect. There is time right after the festival, but we would have to take the boat on the big bad Atlantic Ocean. It could be great in terms of public relations—the kind of thing we'd like to do to reenergize us. We have some department reports coming up, but that is the gist of what's going on. I would really love to have a strong ED candidate to come in and bring Clearwater forward. My staying in this role is not sustainable, but that's really my report.

Sloop Report –Aleythea Dolstad, Nicholas Rogers

ALEYTHEA: I was one of the people that brought Clearwater to Washington DC and that was a powerful experience. Right now, we're in the midst of winter maintenance with a minimal crew. Even though we are a small crew, we are working with what we have to make sure that everything comes together.

NICK: I can tell you that when we went to DC it was inspirational with so many people recognizing and supporting Clearwater. We are working on a couple of deck planks and making sure we are even capable of taking people outside of NY.

DAVE: The reason I bring up this project is that so many people are asking what Clearwater is doing about the current political and policy situation. This is a way we can deliver something powerful and meaningful to Washington. It's a great message to bring; that we are not going to take steps backward on all the progress we have made so far. It's exciting to think about, but we can't let it distract us from, for example, making the festival a success. The Patron Fish appeal will begin in mid-February.

Festival Report

BETSY: For many years Scott Berwick has been coordinator of ticket sales at the festival and he is stepping down this year. Perhaps the treasurer should be in that role although we can't insist on that. A lot of money goes through that box office and I would be comfortable with anyone on the board taking on that role, and I want to throw that out there now. Scott will be there to help and the hardest thing is “will calls”. If anyone wants to take on that role, please shoot me an email.

Right now, we are on track and there is a lot that is going to happen between now and then, but we are also facing a need for greater participation. It would be great if everyone here could come and volunteer at the festival, especially people that can articulate about Clearwater. Really, the festival is the highlight of our year, so please put it on your calendar and try to be there. I have no other news on the festival itself. Many of you know that we won an award and Steve Lurie is going out there to accept. And this is an eponymous award. There is also a budget process that we are going to talk about in a bit. Hal wants to talk a bit about membership

Membership – Hal Cohen

I'm sure it's happened to you that people come up to talk about Clearwater. Here is a chart showing membership lapses and gains year by year. SEE CHART. It shows that people are joining around festival and at the lowest possible rate in order to get the festival ticket discount. Why aren't people joining and supporting us? I am asking for a small group to look at this issue. This is something that the Staff cannot do. They are depleted.

Robi: I can't say no to Hal. When you called me to ask about working on this I had a different idea, but it's really about getting members and outreach and it's something we haven't dealt with in an effective way. We talked about how, given the results of the election, money is flowing into environmental groups; but not us, and I think it's

because we are not asking, not getting our communication out. Major donors are important, but we now have an attractive message and we really need to work on this, so we have to move forward.

Mitzi: I am asking Dave to respond to the branding issue.

Dave: Matt Leitenberger is showing interest; especially if we do this thing with DC and feels that we have to have clear messaging.

Lucy: We have.

Robi: It's about not getting the message out. People would donate if they were aware of our programs like Young Men or Young Women at the Helm. So, I don't want to volunteer without having the tools to accomplish something.

Sharon: We need a marketing strategy. We really need to actually do this.

Seth: We have the brains.

Mitzi: What is the ask?

Hal: Matt said he needed another couple of weeks before he can give us a final marketing plan.

Mitzi: People need to know what we are doing.

Hal: Matt said when you go to the website it's not clear what we are. Educational? Environmental?

Nick: People will all have different ideas about what we are.

Hal: We need to show that we are delivering value to the world. We've got to put out enough PR that people know that we are in their corner. People are looking for women's, and environmental organizations to support.

Manna; Just one time the membership committee should meet with staff so that ideas can be vetted.

Robi: Absolutely

Betsy: I want to charge those interested to meet after this meeting.

Indian Point Update – Manna Jo Green

We have been working on two issues. We received a call from Riverkeeper asking our position on the closure settlement agreement. The Environmental Action Committee's opinions ranged from "not oppose" to "support with conditions" and there are sensitive issues that could make the "support with conditions" option just as difficult to maintain as the "oppose". This is a sensitive issue that might require executive session.

Seth: That should not be necessary.

Manna: I may request it. This proposal is before a panel that must obtain consensus with all of the parties to the agreement, so this is what is in front of the NRC Atomic Safety Licensing panel.

Robi: So wasn't Clearwater apprised of the terms before-hand?

Manna: We are not parties with an active contention. It would have been a courtesy to let us know, but they determined that that was not necessary. We have an incredible amount of power right now and we're using that to get other things that we want.

Robi: Why do we have power

Manna: Entergy came up with the settlement terms, but they can't wrap this up without our agreement. Otherwise they have to go to a hearing since we are a party to the relicensing. The request will be to terminate all the remaining contentions and go straight to relicensing.

Seth: They still need the relicensing to go forward to the settlement.

Manna: If we do not oppose the agreement goes into effect; but if anything interferes, there is an opt out clause that Entergy could use to back out of the agreement. We have communicated our concerns to Riverkeeper.

Lucy: Are we the only ones in this position

Manna: Mainly. Other groups, mostly governmental, have had reason to join the contention, but it's not up to us what they do.

Alan G: What would be the result of the opt out?

Manna: That puts us back to the relicensing process that could give them up to 20 years, although that is not likely to happen. Riverkeeper is putting out a report that will reassure people that there is sufficient energy available on the grid without burning more fossil fuels.

Alan G: How does the current situation in DC affect this?

Unknown: It highlights the need to discuss the decommissioning process.

Manna: We have taken a major role in ensuring the safety of the workers. Taken a lot of leadership.

MOTION: To approve a resolution (attached) for action on the Indian Point Settlement Agreement.
MOVED BY: Bill Flank; SECOND: Lucy Johnson;
APPROVED UNANIMOUSLY

Manna: We've had over 200 people sign up to help with this and ask how they can help. How can we get them involved in Clearwater?

Robi: Send them to me.

Manna: When the boat went to DC to hold a concert in congress with Pete it was a turning point in the passage of the Clean Water Act. I want everyone thinking about what we are bringing. We need to be clear about the message. Any Further Questions? I will keep you posted on the status of the Article 78

MOTION: A Resolution authorizing Dave Conover to apply for a Heritage Grant.
MOVED: Donna Stein; SECOND: Lucy Johnson;
APPROVED UNANIMOUSLY

Walkabout Update

We feel that the political situation is life or death for the planet and the environmental movement. We went to DC and it felt good to be a part of it, but it's not going to save the world. Clearwater has such a noble legacy, we need it now, more than ever.

Catskill Property Report: Stephen Smith

This is to provide an update on the Clearwater-owned property located next to Tina Chorvas Park in Saugerties. As you know Clearwater has accepted an offer to transfer this property to Arm-of-the-Sea (ATS) in exchange for in-kind entertainment support largely to be provided at our festival. The actual transfer is contingent on ATS receiving assistance through the NYS Housing Trust Fund Corporation, which is managing Federal funding in response to Hurricane Sandy that would be used to stabilize the shoreline and help secure the property. On November 21, 2016, I visited the site along with Alicia Shultz of the Governor's Office of Storm Recovery, representatives of ATS, of the Village of Saugerties, and LiRo Engineers, Inc., the environmental firm contracted to take core samples on the property. The summary report of the results of the analysis of the samples came in on January 20, 2017.

We can be relieved that the analysis did not show extensive contamination at the site, beyond what might be expected. Some VOC and heavy metal contamination consistent with the use of coal was found. Remnants of the use of DDT was also found. PCBs were not detected. The level of contamination does not indicate a need for further examination except in areas to be disturbed by construction. This is a result that should not deter ATS from obtaining the property and the grants necessary to secure and improve it.

Betsy: The site was a former paper mill and creek would run whatever color they were using.

Board Fundraising Activities

Stephen discussed the Albany fundraiser at The Linda and a possible fundraiser in Rosendale at the Rosendale Recreation Center, with a call for volunteers to help with the event.

Brief discussion of the Gala, and the Chefs for Clearwater event occurred.

Betsy: It's so important for board members to be actively engaged in fundraising. Yes, we could sit here and pat ourselves on the back, but there is still much to do. It's really that time, where whatever condition we are in, we need to hire the people that will take us forward. So, it will take a massive effort by the board to raise the funds and make a cushion in the event that anything goes wrong. I sent the e-mail out and while I know what the expected give or get is, I'm going to ask for more. I asked around and determined what we needed and I asked everyone to get another \$5k by April 1st. Mitzi added a challenge. Since December 1st the board has raised 29k but \$21k of that is one large donation. I know people have stuff in the works. I want to go around the room and hear what people are able to do, whatever it is and if you don't have ideas, I want to give you ideas. I start with myself. I started an on-line fundraiser and raised \$3,400 on facebook. I did a match and I am not typically one that can do that. But, I can liquidate some money and that's my good fortune and while that is not sustainable, that's what I've done and I am willing to help anyone at this table to give them the support that they need. I would like to have a couple of phone banks.

Neil G: I have been reaching out to groups for membership or support.

Sarah: I have groups that need to support not-for-profits, but I have to rely on the office to get the paperwork out. I also have NYC groups interested in sails. I would like to do an event in NYC for high level donors. These are longer term ideas. My fundraising efforts have centered on making personal donations, urging family members to do the same, and attending events such as the Gala, concerts, etc. I also intend to become a Patron Fish for revival.

NAME?: I have been in discussion with NY Media Trust, focused on creating challenge grants.

Donna: A few months ago, I raised a modest \$500 at my "Towards a Sustainable Clearwater" event, and am planning another one in February to be known as "Donnas House Party" and to be held on my birthday. One big name but only 40 people. I have a venue that is the 3rd biggest in NY, holds 3000 people, and is available through friends. That's my big long term idea. Just need the time to do it. It is Reverend Ike's church. I have also been doing little small things and building up the brand. I want to look into more about setting up music events.

Betsy: Good to have a fundraising buddy.

- Lucy: I brought in a grant. I am interested in Stephen's idea about college chapters. I do a course at the Environmental Institute and have been bringing in information and brochures because some of these people have money and could support Clearwater.
- Mitzi: In September I worked on the Chefs for Clearwater event and are preparing for a second annual event. 80% of the proceeds went to Clearwater. All food and services were donated. This event will be repeated. Also, working with branding and brought in some pro-bono people including a former CEO of Planned Parenthood. I have provided silent auction items. Roy Volpe put together a fantastic silent auction.
- Alan G: Toy Shop in Woodstock will donate items.
- Mitzi: Working on sponsorships. Working on getting educational sails. Would love to set up a youth and junior board for Clearwater. There are so many people in the NYC area. I would like to see more branding around Chiefs for Clearwater. Still should cultivate friends to set up a crafts fair to be coming up in the spring, which would be a great prelude to the festival.
- Seth: I sent out a mailing to my fellow officers around Christmas time and they later found out that giving made them members. ADA annual meeting, trying to arrange a number of sails. I have a meeting on Monday for setting up a foundation.
- Sharon: I've ordered a booth for Ossining Earth Day, the largest Rivertown Earth Day celebration. Worked with the Brooklyn School District for educational sails and with CBS EcoMedia.com.
- Bill: Encouraging people to join and donate with follow-up and checking indicating that several have donated. Gave gift memberships and encouraged others to do so. Staffed the Clearwater table at Walkabout Coffeehouse regularly and sold merchandise, including vintage Revival tees donated by my wife and I. Made several personal donations and plan to do more.
- Alan G: We only need an average of \$62 per member. This could be a way to raise funds.
- Robi: Alan should join the membership committee Mitzi talked about young people, how about the opposite, looking at older folks. I have sought donations from a variety of sources including Mohonk Mountain House and anyone I can think of. I've approached people about underwriting sails. Sent out email to get donations for my birthday. We set up an Amazon Smile account. Keeping Clearwater in mind, grant opportunities, nominating committee. I have been a Patron Fish every year.
- Annie: I am working on the 3rd annual Gala. The concept is "All Aboard", getting in all former board members. The date will be February 15th with the idea to have money coming in when we typically have a drought. Sending cards to wealthy individuals to encourage donations, and working on the major donor initiative.

Discussion of Board Fundraising

- Stephen: I may need to make calls to fill out the list of Board Fundraising Activities
- Mitzi: Where is the boat schedule?
- Stephen: It's probably too early, but it's normally on the website.
- Betsy: Kelly would like to come to talk about how to go about scheduling a sail. Also, it is important to know that there are dead spaces in the schedule that are reserved for members of the media or potential donors. We should take advantage of those spots when we want to take someone out on the river and impress them
- Donna: I had 2 people asking when vender applications for festival are available.
- Steve Siegelbaum: Walkabout in the schools, let the schools know that we exist when they book a sail.

Stephen: It would be advisable to coordinate with the Tideline Program.
Dave: Eli should work on this.
Betsy: I want to mention that there are a few people missing: Ross is down with respiratory infection and Sarah Underhill had her car break down.
Bill: Need to follow up with the Board Member pledge so that we have a number.
Betsy: We talked about that at the last meeting. Doing a Matching Challenge will involve staff and we need to discuss this idea further.
Stephen: While I know that we need to raise funds, creating these kinds of challenges detracts from our status as a grass roots organization. There are lots of not for profits that requires a donation for the privilege of serving on the Board. That is not the kind of organization we are. Everyone in this room knows our financial situation and I believe that all are doing everything that they can. Adding a challenge on top of that is disingenuous.
Robi: Some donors do want to know what the board is doing. Everybody gives what they can and that is our answer.
Betsy: I think the challenge is that it's hard to know what you are going to be able to get.
Sharon: Hard to know what you can actually get. If there is communication, then you know what is actually going on and you can answer that question. We need to continually broadcast what we are doing.

Future and Financial Stability of Clearwater

Betsy: I asked for this to be on the agenda. Right now, the cash flow position looks great. We are the future, so you must feel confident that you are a good fit. I want people to have that understanding. Clearwater's got to be your #1 priority otherwise were not going to make it. We can't trip over a crack in the sidewalk. This has to be an all-out effort for everyone. I'm hoping that you believe that too.
Mitzi: I agree that we all need to move Clearwater forward. Give or get. A lot of us have good ideas.
Alan G: How dire is the situation and how much of that direness can be communicated?
Robi: We've talked about that a number of times. If people ask specific questions, we can give specific answers. Our 990 (tax form) is available on line.
Dave: I've had to deal with this. The press asks are we going bankrupt? There was a story published about that and we haven't quite come back from that, but the story is that we are coming back. It's all out there, I'm not trying to focus on the negative, but on everything that we have done to improve the situation
Betsy: It makes sense to say we are still paying off last year's restoration
Dave: How much we owe on the boat? About 40k.
Alan G: People don't know
Hal: There are two ways to approach this. We're dead, or were doing amazing things to keep it going. I would like to use the second one. The fact that we owe 40k on the boat and are short two staff people, doesn't mean that were dying, but that we need your help to continue. Another way to put is that the money raised at Chiefs, for example, enabled 2,000 kids to sail on the boat.
Robi: The other side doesn't work.
Mitzi: Important to highlight what we as a Board are doing.

Proposed Budget

Betsy: We have 2 budgets to consider since we have both a festival budget and an organizational budget.

Sharon: Reviewed this and wow, its conservative and where we need to be.

General Discussion

**MOTION: To Approve the Proposed Annual Budget; MOVED by: Seth; SECONDED: Lucy
APPROVED UNANIMOUSLY**

**MOTION to approve the Festival Budget; MOVED by Lucy; SECONDED: Alan Gutkin
APPROVED UNANIMOUSLY**

Mitzi: Regarding the Journal news article. Is there a way to be notified when there is an article about us is coming out?
Dave; You can sign up to be notified when Clearwater is mentioned in the news.
Seth: Don't forget to share information on Facebook. It's impossible to do too much of that.

Request for Help on the Nominating Committee: Robin Schlaff

It's my duty to serve on this committee but there are just the two of us and it's not enough. We're charged with finding people that want to be on the board. Everyone should think about this. Were capable of doing the vetting, but we would appreciate recommendations of quality people that have the commitment, the time, the money and the contacts.

Alan G: Who else is on the committee?

Betsy, Me, but I'm not sure how much time I can devote.

Alan: It's a board responsibility.

Annie: Everyone should have a copy of the board responsibilities and obligations.

Robi We will get this sent out.

The meeting was adjourned by unanimous consent at 9:10 PM

END OF MINUTES