

Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
724 Wolcott Ave.
Beacon, NY 12508
July 25, 2017

Board Members Present.

1. Betsy Garthwaite
2. Bill Flank
3. Anne Osborn
4. Stephen Smith
5. Mitzi Elkes
6. Jeffrey Domanski
7. Don Raskopf
8. Sarah Underhill
9. Allen Gutkin
10. Seth Davis
11. Bob Alpern

Board Members Present by Telephone

12. Neil Gordon
13. Donna Stein

Board Members Absent.

14. Taylor Vogt
15. Robi Schlaff
16. Sharon Rowe
17. Ross Gould

Staff Members Present.

1. Dave Conover
2. Hal Cohen

Guests.

1. Joshua Kogan
2. Allan Goldhammer
3. Beth Levine
4. Peter Capek
5. Bonnie Champion Finkenaur
6. Matthew Tether
7. James Malchow

The July 25, 2017 meeting of Hudson River Sloop Clearwater, Inc. was called to order at 6:35 PM by president Betsy Garthwaite. A quorum was determined to be present. Stephen Smith led the attendees in singing "We Shall Overcome", by Pete Seeger, as the traditional mission song selection. Due to the presence of guests, all in attendance briefly introduced themselves.

The Secretary called for a **MOTION**: To approve the previously circulated minutes of the May 30, 2017 meeting. The **MOTION** was **APPROVED UNANIMOUSLY**

Executive Director's Report – Dave Conover

Dave reports that he is not buying any green bananas, indicating that he expects his remaining tenure in the position of ED to be short. Due to Steve Lurie's being unable to attend, as planned, Dave stated that he would do his best to fill the Board in on the festival finances, but that detailed questions would have to wait for Steve. It should be noted that Clearwater is still processing festival data and trying to plan for the next few months.

Dave has been doing this job for 18 months and feels we have made significant progress, shepherding Clearwater through loss of the festival and a major boat restoration. We had no development team, many people on staff were working double jobs. We are doing much better on many of those fronts now, with a full-time Education Director and full-time Development Director, we are back to somewhat normal conditions. Of course, we were extremely lucky, having gutted it out

last year and survived with the help of surprise gifts and donations that kept us afloat. Now we have a financial plan put together by Phil Rosenbloom which is still in play. The plan is a template for moving forward. We're certainly not "there" yet and it is still a challenging climate for us. Rebuilding Clearwater means increasing costs since restoring ourselves to a full staff means payroll is going up, and that's as it should be. It's not like we're splurging on staff. The Executive Director's salary is going to kick soon in and we'll need to cover that as well. All of these are key pieces of the financial stabilization plan, but we have to realize that it takes time for key fundraisers to kick in and we need to plan for that.

As you know we tried to bring boat to Washington DC to bring attention to the need to maintain environmental protections in the current political climate. Unfortunately, the boat couldn't make it and we had to turn around due to adverse weather conditions. We did get our message to DC and held a very successful Clean Water Forum. Video of the forum is available on line. We also conducted shore-side educational programs for hundreds of kids and our fundraising around the event was also successful.

Festival finished above water despite a weather forecast that was not great and that suppressed ticket sales. MTA ticket funds have come in and we ended above water thanks to the rain insurance. Final numbers are not in but we are looking as about a \$50k net gain, which is a 5% return on investment. Steve Lurie deserves a huge "thanks" for pulling this off under such trying conditions.

Annie: How can we organize something for Steve?

Dave: We'll need to wait a bit as he is not feeling well.

We were under great stress weeks before the event with ticket sales being so low. We're still in a fragile place. If you've seen the cash flow projections, we need to take action to finish the year in the black. We can talk about how the Board can help.

Banking report: Clearwater has relationships with M&T Bank and with Ulster Savings. We set up separate accounts at M&T for Clearwater and for Revival. We also have had lines of credit at both institutions. After the festival, we decided that we needed to clean up the banking relationships. After meeting with Ulster Savings, we decided to close the M&T accounts and to renegotiate our line of credit with Ulster Savings. We had a great meeting and found them to be most helpful in reconfiguring our debt. We cannot operate without a line of credit, so now the banking situation is both functional and greatly simplified.

Sarah: Will Steve Lurie be our festival director next year?

Dave: Now is not the time to talk about that as there are issues to be resolved first.

Seth: The fact that we had a festival and didn't lose our shirts is huge.

Mitzi: We've gained more than we would have in terms of membership and donations

Dave: Steve really wanted to be here but had to go to the doctor. He will try to send out a report later in the week.

Mitzi: Any follow-up to the DC sail?

Dave: Manna would talk about this were she able to be here tonight. We want to follow up more with the boat and work around that, bring guest speakers to talk about water issues. We have some openings in the fall. Manna has other ideas. Captain Nick

Rodgers very prudently turned around but also said the boat could make the trip under better conditions. It's made us think about bringing the boat to other places like Long Island Sound or Greenwich CT, there are lots of other places we could go. There was tremendous interest in DC, so it was disappointing not to be able to complete the trip, but we may do so in the future. It would be a chance to get new members, new donors, and not stay stuck in our usual rut.

Mitzi: Provided some highlights of the Clean Water forum (available on-line). We discussed water issues from different many perspectives. A historical perspective by John Cronon, Environmental Justice aspects, really nice to be a part of it. Manna was in her element

Bob A: Regarding Indian Point, Clearwater took the lead in the decommissioning process and our work could serve as a model for other decommissioning around the country. It was a broad-based effort with Manna at the heart of it. This is something we need to exploit as a brand. We should work with Development Director to meet with folks at NRDC and use the process as a fundraising tool. It is very important to sustain this effort. Something we can be proud of.

Bill: This was one of the most successful, high quality conferences, attended by many officials who will be affected by decommissioning over the next decade. The report now on the website. Its groundbreaking as this is going to be happening all around the country,

Seth: This is the key to what is to be done about Nuclear Power.

Dave: The trip also allowed us to gather some great water quality data, salinity, DO etc.

We have some additional ideas about how the Board can assist with our cash flow issues, above and beyond supporting the events already planned. We are thinking of scheduling special sails, meditation sails, event oriented sails. If you have ideas, get them plugged into the schedule. Wren working on getting this covered in a different way, working with parents, PTA, school districts.

So much great stuff for us to talk about, to get people to support us. The boat, stewardship program invasive species program. There is no excuse for us not getting more people to buy in. Support your development team and work with Wren.

Mitzi: Anything else we should be aware of?

Dave: Manna needs help. Her position is severely underfunded and we cannot hire at this time.

Bob A: Didn't emphasize strongly enough the work Manna did with LoHud news. Excellent resource for getting the word out.

Mitzi: Can you provide information on the invasive species program? Samantha Epstein's position is funded by grants and she works at various launch stations with particular focus on the aquatic invasive Hydrilla which has been found in Croton, but not yet in the Hudson. We partner with Lower Hudson Prism and the bad news is that she is going to be leaving to go to school. We will be replacing the position.

Betsy: I have one more item involving Dave.

MOTION offered by Bill Flank: I have known Dave for a few decades, with him wearing many different hats in Clearwater organization. So, it is appropriate for me to offer a **MOTION** on behalf of

the board expressing our deep appreciation of Dave Conover and the work that he has done for Clearwater. **SECOND** by Betsy Garthwaite. **MOTION APPROVED UNANIMOUSLY.**

Dave: It has been a privilege to work here, and I'm not going far.

(Secretary's note: Dave was provided an engraved pen and letter opener set.)

MOTION offered by Betsy Garthwaite and **SECONDED** by Bill Flank: Moved that the Board approve an authorization for Clearwater to accept a NYSTA Grant. The **MOTION** was **APPROVED UNANIMOUSLY.**

Annie: Under this grant we don't have to raise funds, just book what we spend and send our expenditures to this organization and we get it back.

Executive Director Search - Betsy Garthwaite

We have a 7-member search committee. The job was officially posted in several locations that were recommended to us, including the website of the N.Y. Council of Nonprofits. We received 25-30 applications and closed the search. We have interviewed 8 candidates and have one more to interview. The Search Committee has met and conference called several times, and re-wrote the job description. It has been diligent, deliberate, and incredibly time-consuming work. We will call back a certain number of applicants and hope to make a hire at the next board meeting.

Stephen: Does the Board have to approve a change in job description?

Bill: That can be a search committee function. The August meeting will be chance to review it. The job description is posted on the website.

Dave: I want to thank the committee for all the hours and great work that they put in.

Donna: This does mean that the nominating process is closed?

Betsy: The application process is closed. If we keep looking at new applicants we'll never get to the second round.

Nominating Committee Report – Mitzi Elkes

The committee is comprised of Robbie, Anne, Mitzi and Bill. We are recommending 9 nominees two of whom are in this room to be presented to the Board. These are Peter Catek and Beth Levine

Peter Catek: I have been on the RPC and involved with Revival for 35 years, being responsible for tee shirts. I am a retired scientist from IBM, and have been interested in environmental issues since college. I am an avid hiker and camper, traveler, and come from a technical/scientific background.

Beth Levine: I am a Westchester resident, sailed on CW in the 70s. When I joined Mitzi at Clearwater, it felt like coming home. Being an attorney, it seems like a great opportunity to become involved with Clearwater's mission.

All 9 candidates possess environmental or music backgrounds or both. All have a passion and love for Clearwater and appreciation for what Clearwater has done.

Mitzi requested a **MOTION** to approve nominating committee's slate of recommended nominees. The **MOTION** was **SECONDED** by Seth Davis and **APPROVED UNANIMOUSLY**

Betsy: Need to think about officers

Bill: Officers are to be elected by the new Board. We do need a resolution for the number of nominees to be elected at the annual meeting.

A discussion of the number of nominees, including current members required and willing to run again. The new number is 11

Annie: I **MOVE** that we restate the previous **MOTION** to include 11 nominees, adding Don Raskopf and Robin Schlaff to the list of those nominated. **SECONDED** by Bill Flank and **APPROVED UNANIMOUSLY**.

Chefs Event – Hal Cohen & Mitzi Elkes

Hal: It's going to be better than last year. It will be a 6-course meal with hors' d' oeuvres. We have a great committee. Tom Chapin will be the emcee, Steve Kaminski will be speaker. We are now music by looking for more live and silent auction items, especially items that are experiences for the live auction such as use of a summer home, ball game tickets etc. Last year a couple donated a meal on their boat. We're asking the board to think about who you know that has that kind of stuff. If we get too much we have the Gala coming up behind this event so items will certainly get used.

Mitzi: Last year, all food was donated. Centerpieces will be underwritten and will be gorgeous. We intend to auction off the centerpieces. We will shortly have the ad kit and the sponsor kit. It would be a huge step if we got one ad from everyone on the Board.

Hal: The book will cost the same to produce no matter how many pages are printed, so ad sales are net to Clearwater. Everyone go to their restaurant or doctor. We have a person to design ads pro-bono for any donor. Funnel requests through Wren. Lots of flexibility in getting the word out.

Tina Chovais Park - Seth Davis

Seth provided an update on the situation at Tina Chovais Park in Saugerties, which is located next to property owned by Clearwater. The property was formerly a paper mill industrial site. Clearwater previously voted to transfer the property to Arm-of-the Sea, Inc., which intends to build a theater and rehearsal space on the site. A recent environmental investigation indicated that while some contamination exists on the site, a full remediation would only be required in locations where excavation must occur. The Village of Saugerties applied for a State grant to help secure the site. This is greatly in Clearwater's interest since there are dangerous structures remaining on the site and Clearwater could be held liable. Unfortunately, the grant is being held up. Seth is looking into a response by Clearwater to assist in facilitating the grant.

Nominating and Electing Discussion – Bill Flank

Bill: Last year we made a change to the by-laws that was approved by the members to allow for e-mail balloting. Now we are taking the next step. We will need a vendor that will manage the voting process. The fee is manageable. Last year we identified a number of plusses for doing this. No motion needed tonight.

Alan G: Alan raised an issue regarding member petitions for nomination to the Board. Clearwater should not be a self-selecting board. Clearwater should be different

Bill Flank: This is an open question in that it would require a change in by-laws and might violate N.Y. Not for Profit law. New York State does not recognize CW exceptionalism in this regard.

Seth: We do have to approve what goes before the membership, but we could set a policy to pass through any petitions. It's been our practice and I would not be opposed to formalizing that as a policy.

Bill: In the final analysis, however, the Pro-Bono Partnership workshops emphasize that the board is ultimately held responsible.

The meeting adjourned at 8:47 PM by unanimous consent.

END OF MINUTES