

Clearwater Board of Directors
DRAFT Minutes of the Regular Meeting – November 20, 2018

Board Members

Bob Alpern
Peter Capek
Nancy Cincotta
Seth Davis
Jeffrey Domanski

Mitzi Elkes
Betsy Garthwaite
Joan Gaylord
Bruce Ginsberg
Neil Gordon
Allen Gutkin

Arthur Jones
Aaron Mair
Henry Neale
Kyle Rabin
Jeremy Rainer
Don Raskopf

Jason Samel
Robi Schlaff
Stephen Smith
Donna Stein
Sarah Underhill
Taylor Vogt

Staff and Members

Greg Williams

Call to Order: Betsy opened the meeting at 6:30. She briefly reviewed the chart from the web site showing the Board committees and asked that everyone verify it for accuracy and completeness.

ED Report: Greg said there were some legal and personnel matters for private session. He said that some staff members had observed that there seemed to be a lot of time spent in private session by the Board, and that there wasn't a corresponding amount of discussion in open session, resulting in notes in the minutes, leaving the membership ill-informed. He went on to say that there are plans to improve various aspects of Clearwater's operations, including the festival, some of which will be described this evening.

For example, with respect to the operation of the sloop, Greg described ways to extend the effective season of the education program with distance learning, to fill up the sloop with more corporate charters (which are more profitable than education sails), and to fill more of the available slots for education sail. For environmental advocacy, Greg said that we do a lot of work that don't get credit for, and mentioned a number of actions to increase the effectiveness and awareness of what we do. He plans also to work with Walkabout Clearwater Chorus, which is effective at getting out a political word through the use of song.

Allen Gutkin suggested that WITS - Walkabout in the Schools - might help in some of these efforts, and Greg agreed to pursue that idea. Allen suggested that when a group signs up for a sail, Walkabout might be brought in to enhance the experience, either aboard or on shore.

Maija began by thanking the crew and staff for a successful sailing season. The crew worked in all sorts of weather. Maija said there were already more than 40 applications for spring sails on the sloop. There will be an early-bird mailing to solicit more reservations, and then we'll build the spring schedule. Maija is again challenging every Board member to book at least one sail in some form (education sail, corporate charter, personal event, etc.) this year. We also received a reimbursement grant from NY State for about \$37,000 for climate change education. (Based on that grant, we also received a \$20,000 grant from a private foundation!) A researcher at the New School is working to understand the effect and effectiveness of the Young Women at the Helm program and is contacting 15 years of alumnae and finding remarkable results which show it to be a very effective and beneficial program with about 600 alums. She ended by talking about active work to educate people about and counter racism generally and to make people in Clearwater aware of the issues and how racism happens. Allen Gutkin asked how the Board can help. He said he would lead Board involvement if two other people will do it with him.

Henry described a very effective conference call of the Environmental Action Committee. Seth commented that there ought to be more interaction and cooperation between EA and Education.

Neil commented about the financial situation. There are no surprises, the line of credit is fully drawn, and we are dependent on donations for cashflow until the spring and start sailing again. Hal Cohen commented that the 2017-18 financial summary showed about a \$200,000 shortfall in donations and an additional \$200,000 shortfall in grants. This was partly compensated for by \$200,000 in reduced spending. But two of our major sources of funding had eluded us, and Hal said it was important to understand this problem in order to deal with it, since it didn't appear to be a case of bad budgeting. He went on to point out what seemed to be an error in the balance sheet. Hal emphasized that we needed to understand if donors were abandoning us, and why, and similarly for foundations and grants. Neil acknowledged that it was important also to understand which of our programs were profitable, why, and how we might improve them. There ensued a discussion on the accuracy and comprehensibility of our financial reports and the vagaries of Quickbooks.

Greg went on to say that we were obligated to pass a budget prior to the start of the next fiscal year on December 1. He suggested that the Board pass the provisional budget which had been put together by the staff with the understanding that near-term spending would be guided not by this provisional budget, but by austerity. Neil moved that we pass the provisional budget and Peter seconded it. It quickly was determined however, that the provisional budget document to which Neil referred had not been circulated to the Board and only a few had seen it. Peter withdrew his second. It was decided to postpone the budget vote until after the private session. Joan wanted the Finance Committee to provide a recommendation on the budget. Seth moved to table the vote on the budget with the understanding that a provisional budget would be distributed immediately and a telephone call scheduled for the Board to meet and pass the provisional budget. The motion passed unanimously.

Henry described the "Bucks for the Boat" program which Neil and he had worked out details of, based on a proposal by Henry. The goal of the program is to accelerate cash flow into Clearwater with a program that is similar in many respects to gift cards: A customer (Clearwater member or donor) buys with cash or credit card "bucks" which can be used prior to the end of the 2020 fiscal year to pay for anything event for which Clearwater charges - events such as Chefs or the Gala, sails on the sloop, or merchandise. Such a purchase of these "bucks" is not a donation to Clearwater. A premium of 15% will be offered by Clearwater as an inducement. Any unspent bucks at the end of the program will be considered a donation to Clearwater at that point. A long discussion ensued about various questions related to the program. No formal action was taken by the Board, but forms were distributed to the Board to facilitate their participation if they choose to do so. Greg observed that the number of questions and the difficulty some people had in understanding the program suggested that some work would be required in opening the program more broadly.

Following a brief bio-break, Keith Timko briefly summarized to the Board some of the actions which he recommended following the Board's retreat in September, which he facilitated, along with Lisa Gaffney. An example is the idea of a consent agenda which allows the Board formally to approve multiple uncontroversial items (such as minutes of several previous meetings) with one vote.

The next topic was a planned crowd-funding campaign being led by Jason and Taylor in which musical artists are asked to donate signed CDs, house concerts, signed musical instruments and similar items which Clearwater would then offer for sale on the pledgemusic.com web site, with the sale proceeds being a donation to Clearwater.

Peter described the current sense of the Revival 2019 subcommittee which has been exploring holding an event at Croton Point. There has been supportive input from members and the public at the Board email address, much of it in response to comments Greg has made when interviewed for published articles in the

press. The committee has met with four candidate festival directors through Jason's contacts, seeking one which is willing initially to work *pro bono* as an advisor/consultant. One of the four has agreed to do that, and has in fact already been very helpful. The committee is exploring ways to save money while retaining as much of the vibe and Clearwater values as possible. Peter mentioned a few ways in which savings might be achieved, including a different strategy for the engagement of musicians, favoring less expensive ones. The committee expects to come forward with a more specific and detailed proposal soon.

Don followed describing another subcommittee which is exploring an event in Beacon in September. Don and Greg met with the mayor of Beacon who was very receptive. Having an event in Beacon would be considerably cheaper than one at Croton, but would also be spread across multiple locations. Facilities for the sloop would be better because of the dock at Beacon.

Bruce expressed strong concern about the financial realities of holding an event in Croton because of lack of funding, expense, weather risk and other factors. There followed a discussion about this, the relative merits of a Beacon event vs. a Croton event, and related issues. No action was taken, pending more specific proposals.

Betsy ended the discussion by reminding the Board that there was need for private session to hear from Greg. Mitzi moved and Peter seconded and the Board voted unanimously to enter private session. The telephone connection was severed after Board members were asked to call back in, and those not on the Board were ushered out.

After about 20 minutes, the Board exited private session. Robi moved and Mitzi seconded a motion to end the meeting.

Submitted respectfully and in arrears,

Peter Capek