Minutes of the Meeting of the Board of Directors  
Hudson River Sloop Clearwater, Inc.  
Virtual Meeting via Zoom  
Monday, July 20, 2020 at 6:30pm

**Board Members Present by Video**  
1. Peter Capek  
2. Nancy Cincotta  
3. Seth Davis  
4. Mitzi Elkes  
5. Joan Gaylord  
7. Allen Gutkin  
8. Samantha Hicks  
9. Arthur Jones  
10. Aaron Mair  
11. Janine Napierkowski  
12. Henry Neale  
13. Cathy Page  
14. Kyle Rabin  
15. Jeremy Rainer  
16. Gregory Simpson  
17. Steve Stanne  
18. Donna Stein  
19. Sarah Underhill  

**Guests Present by Video**  
35. Barbara Benton  
36. Susan Berliner  
37. Nancy Jane Blake  
38. George Bossarte  
39. Karen Brooks  
40. Vincent Cerniglia  
41. Glenn Dornfeld  
42. Ben Forest  
43. Sue Gamache  
44. Bruce Ginsberg  
45. Roberta Goldberg  
46. Allan Goldhammer  
47. Joyce Hanson  
48. Maryellen Healy  
49. Tom Jenik  
50. Ben Kaminsky  
51. Gary Koren  
52. Patricia Korn  
53. Noel Kropf  
54. Michael Lavery  
55. Rudy Lu  
56. James Malchow  
57. Bob Miglino  
58. Rick Nestler  
59. Jody Prysock  
60. Don Raskopf  
61. Kitama Seeger  
62. Carole Siegel  
63. Eliza Siegel  
64. Alan Thomas  
65. Rosemary Thomas  
66. Roy Volpe  
67. Arthur Williams  
68. Thomasina Winslow  
69. Kate (Listed as caller)*  
70. Steven’s iPhone (Listed as caller)*

**Board Members Present by Phone**  
20. Bob Alpern  
21. Jeff Domanski  
22. Ashley Knox

**Staff Members Present by Video**  
23. Debbie Cohen  
24. Hal Cohen  
25. Erik Fyfe  
26. Manna Jo Greene  
27. Amali Knobloch  
28. Erin Macchiaroli  
29. Meg Mayo  
30. Amy Nelson  
31. Gigi Rapetti  
32. Nick Rogers  
33. Anita Vargas  
34. Greg Williams
Guests Present by Phone

71. Ben Albano
72. Anne Buckley Becker
73. Jim Brown
74. Judy Chaleff
75. Dona Crawford
76. Barry Cunningham
77. Mickey DeNicola
78. Thom Duffy
79. Betsy Garthwaite
80. Scott Greathead
81. Betty Harkins
82. Norma Moshman
83. Susan Murphy
84. Jonathan Rubin
85. Eric Russell
86. Robi Schlaff
87. Tinya Seeger
88. Laura Selleck
89. Jeffrey Siegel
90. Ajax Stavis
91. Daniel Strahs
92. MJ Wilson
93. Hillary (Listed as caller)*
94. Liz R (Listed as caller)*
95. Russell (Listed as caller)*
96. Sandan (Listed as caller)*
97. Scott (Listed as caller)*

* Secretary asked a few times for member confirmation without response/receipt.

Call to Order

Sarah Underhill led the attendees by voice in song, “Sailing Time”, a nautical hymn.

The meeting on Monday, July 20, 2020 of Hudson River Sloop Clearwater, Inc. was called to order at 6:42PM by President, Steve Stanne.

A quorum was determined to be present.

The meeting agenda was made available by email and posted on the website.
**Prior Meeting Minutes Approval**

Steve asked if everyone had the chance to review and approve the previous meeting minutes.

Steve called for a **MOTION**: To approve the board meeting minutes from June 25, 2020 on Monday, July 20, 2020 at 6:49pm. The **MOTION** was moved by Aaron and seconded by Joan. The **MOTION** was **APPROVED UNANIMOUSLY**.

**Nominating Committee Slate Presentation**

Arthur Jones presented the 2020 Clearwater proposed Board of Directors slate.

**Board Terms Ending (in alphabetical order)**

Peter Capek (Running)
Nancy Cincotta (Running)
Joan Gaylord (Running)
Aaron Mair (Running)
Henry Neale (Running)
Kyle Rabin **(Not Running)**
Jeremy Rainer (Running)
Don Raskopf (Running)
Robi Schlaff **(Reached term limit)**

**New Candidates announced for the slate (in alphabetical order presented)**

Scott Greathead
Gareth Hougham
Thomasina Winslow
2020 Final Slate of Nominees

Peter Capek (Running)
Nancy Cincotta (Running)
Joan Gaylord (Running)
Scott Greathead (New Nominee)
Gareth Hougham (New Nominee)
Aaron Mair (Running)
Henry Neale (Running)
Jeremy Rainer (Running)
Don Raskopf (Running)
Steve Stanne (Running for Taylor Vogt’s vacated seat)
Thomasina Winslow (New Nominee)

11 Nominees are on the slate to be voted on September 12, 2020 at our annual meeting.

This brings the Board of Directors to 25, the maximum per our bylaws.

Steve thanked Arthur, Sarah, Allan, and Noel for their work on the slate stating their work is appreciated.

Please find the presentation of candidates with more details on their backgrounds in Addendum A below.

Steve called for a MOTION: To accept the slate as proposed by the Nominating Committee on Monday, July 20, 2020 at 6:56pm. The MOTION was moved by Neil and seconded by Kyle. The MOTION was UNANIMOUS.

**EXECUTIVE SESSION**

Executive Session started at 7:04pm.

Steve called for a MOTION: To leave or end executive session on Monday, July 20, 2020 at 9:12pm. The MOTION was moved by Aaron and seconded by Cathy. The MOTION was UNANIMOUS.

President Steve Stanne thanked everyone for their patience because our executive session extended past the time announced on the agenda.

Steve stated that we would take comments from those in our membership in the meeting and would be taking each person by show of hands to talk with everyone.
The following members expressed comments (In the order they spoke):

Ajax Stavis
Eric Russell
Maryellen Healy
Vincent Cerniglia
Barbara Benton
Noel Kropf
Allan Goldhammer
Roberta Goldberg
Roy Volpe
Alan Thomas
Rosemary Thomas
Rick Nestler
Amali Knobloch
Kitama Seeger
Tom Jenik
Bob Miglino
Ben Forest
MJ Wilson
Greg Williams
Gigi Rapetti
Sue Gamache
Susan Berliner
Erik Fyfe
Jody Prysock
Nancy Jane Blake

Steve Stanne thanked everyone for their time and commitment to Clearwater. We have a lot of work to do and we will continue to need everyone’s support.

**Resolution: At-Will Employment Termination of Executive Director**

This resolution was read aloud by the President, Steve Stanne.

The resolution voted on is below:

RESOLVED that the board of directors terminates the employment of Greg Williams as executive director under the at-will provision of his duly executed contract of employment on December 10, 2018 with Hudson River Sloop Clearwater, Inc.
Steve called for a **MOTION**: to terminate the employment of Greg Williams as executive director under the at-will provision on Thursday, June 25, 2020 at 10:26pm. The **MOTION** was moved by Aaron and seconded by Donna, and The **MOTION** was **APPROVED with a majority by the Board of Directors, 15 Aye/7 Nay**. The vote breakdown is as follows:

<table>
<thead>
<tr>
<th>Board Member</th>
<th>Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bob Alpern</td>
<td>Nay</td>
</tr>
<tr>
<td>Peter Capek</td>
<td>Nay</td>
</tr>
<tr>
<td>Nancy Cincotta</td>
<td>Aye</td>
</tr>
<tr>
<td>Seth Davis</td>
<td>Nay</td>
</tr>
<tr>
<td>Jeff Domanski</td>
<td>Nay</td>
</tr>
<tr>
<td>Mitzi Elkes</td>
<td>Aye</td>
</tr>
<tr>
<td>Joan Gaylord</td>
<td>Aye</td>
</tr>
<tr>
<td>Neil Gordon</td>
<td>Aye</td>
</tr>
<tr>
<td>Allen Gutkin</td>
<td>Aye</td>
</tr>
<tr>
<td>Samantha Hicks</td>
<td>Aye</td>
</tr>
<tr>
<td>Arthur Jones</td>
<td>Aye</td>
</tr>
<tr>
<td>Ashley Knox</td>
<td>Nay</td>
</tr>
<tr>
<td>Aaron Mair</td>
<td>Aye</td>
</tr>
<tr>
<td>Janine Napierkowski</td>
<td>Aye</td>
</tr>
<tr>
<td>Henry Neale</td>
<td>Aye</td>
</tr>
<tr>
<td>Cathy Page</td>
<td>Aye</td>
</tr>
<tr>
<td>Kyle Rabin</td>
<td>Aye</td>
</tr>
<tr>
<td>Jeremy Rainer</td>
<td>Nay</td>
</tr>
<tr>
<td>Gregory Simpson</td>
<td>Aye</td>
</tr>
<tr>
<td>Steve Stanne</td>
<td>Aye</td>
</tr>
<tr>
<td>Donna Stein</td>
<td>Aye</td>
</tr>
<tr>
<td>Sarah Underhill</td>
<td>Nay</td>
</tr>
</tbody>
</table>

Please see the approved resolution attached in **Addendum B** below.

It was noted by the President, Steve Stanne, that we had several others item beyond this on the agenda but because off the late hour, with no objections stated by any members on the call, he would call a motion for adjournment at this time.

**Adjournment**

Steve called for a **MOTION**: To adjourn this meeting on Monday, July 20, 2020 at 10:38pm. The **MOTION** was moved by Aaron and seconded by Arthur. The **MOTION** was **APPROVED UNANIMOUSLY**.

Respectfully Submitted,
Cathy Page, 7/22/2020
2020 CW BOARD SLATE

Hudson River Sloop Clearwater Inc
Board Terms Ending

- Peter Capek – Running
- Nancy Cincotta – Running
- Joan Gaylord – Running
- Aaron Mair – Running
- Henry Neale – Running
- Kyle Rabin – Not Running
- Jeremy Rainer – Running
- Don Raskopf – Running
- Robi Schlaff – Has reached term limit
- Steve Stanne – Running for Taylor Voight’s vacated seat
NEW BOARD NOMINEES

Hudson River Sloop Clearwater Inc
Scott Greathead

https://www.linkedin.com/in/scott-greathead-b03b3459/

Human Rights and Environmental Law

- Senior Counsel at Eversheds Sutherland lawfirm
- First Assistant Attorney General of New York State under Attorney General Robert Abrams
- More than 30-years experience as a trial lawyer and appellate advocate in the state and federal courts in New York
- Co-founder and member of the Board of Directors of Human Rights First (formerly, the Lawyers Committee for Human Rights)
- Scott is an officer or director of several public interest organizations, including the American Conservation Association, the Sperry Fund and Human Rights in China, and is a member of the Council on Foreign Relations
Gareth Hougham

https://www.linkedin.com/in/gareth-hougham-2245245/

- Professor of Environmental Studies at SUNY Purchase
- President, Hudson Valley Arts and Sciences
- Member, Town of Ossining Planning Board
- Leading a project to build a public pier in Ossining NY to host the clearwater and other vessels
Thomasina Winslow

https://thomasinawinslow.com

- Board Member, Tribe Hills Heritage Center
- Touring Blues Musician
- founder of STEAM: “Strength Through Expressive Arts Mentoring,” bringing music education to at-risk youth in New York State
- Daughter of Tom Winslow
  https://en.wikipedia.org/wiki/Tom_Winslow
- Co-founded the New Baltimore Music and Arts Festival
Final Slate of Nominees

- Peter Capek – Running
- Nancy Cincotta – Running
- Joan Gaylord – Running
- Scott Greathead – New Nominee
- Gareth Hougham – New Nominee
- Aaron Mair – Running
- Henry Neale – Running
- Jeremy Rainer – Running
- Don Raskopf – Running
- Steve Stanne – Running for Taylor Voight’s vacated seat
- Thomasina Winslow – New Nominee
Fall 2020 Prospective Board

- Bob Alpern – 2022
- Peter Capek – 2023
- Nancy Cincotta – 2023
- Seth Davis - 2021
- Jeff Domanski – 2022
- Mitzi Elkes – 2021
- Joan Gaylord – 2023
- Neil Gordon – 2022
- Scott Greathead – 2023
- Allan Gutkin – 2021
- Samantha Hicks – 2021
- Gareth Hougham – 2023
- Arthur Jones – 2021

- Ashley Knox 2022
- Aaron Mair – 2023
- Janine Napierkowski – 2022
- Henry Neale – 2023
- Cathy Page – 2022
- Jeremy Rainer – 2023
- Don Raskopf- 2023
- Gregory Simpson - 2022
- Steve Stanne – 2023
- Donna Stein – 2021
- Sarah Underhill – 2022
- Thomasina Winslow– 2023
Secretary’s Certificate

I, Cathy Page, Secretary of Hudson River Sloop Clearwater, Inc., a New York State corporation, do hereby certify that the resolution attached is a true and accurate copy of a resolution adopted by a majority of the board of directors of Hudson River Sloop Clearwater, Inc. at a duly called meeting of the board on 7/20/20.

I further certify that said resolution has not been rescinded, amended, or modified and is in full force and effect as of the date hereof. In witness whereof, I have executed this certificate this 20th day of July, 2020.

Cathy Page, Secretary
Hudson River Sloop Clearwater, Inc.

Note:
Corporate Seal will be affixed after COVID-19 stay-at-home requirement has been lifted.
RESOLUTION: At-Will Employment Termination of Executive Director

RESOLVED that the board of directors terminates the employment of Greg Williams as executive director under the at-will provision of his duly executed contract of employment on December 10, 2018 with Hudson River Sloop Clearwater, Inc.

Dated: 7/20/20

Secretary