



**Hudson River Sloop Clearwater, Inc.
Meeting of the Board of Directors
October 5, 2020 at 6:30 PM
Virtual via Zoom Meeting**

Minutes (draft)

Attendance:

Board Members:

Steve Stanne
Janine Napierkowski
Neil Gordon
Sarah Underhill
Arthur Jones
Samantha Hicks
Henry Neale
Aaron Mair
Greg Williams

Jeremy Rainer
Joan Gaylord
Peter Capek
Thomasina Winslow
Garth Hougham
Gregory Simpson
Seth Davis
Donna Stein
Rosemary Thomas

Mitzi Elkes
Bob Alpern
Scott Greathead

Absent:
Ashley Knox
Jeff Domanski
Allen Gutkin
Nancy Cincotta

Staff:

Erin Machiarolli
Meg Mayo
Amali Knobloch
Amy Nelson
Mannajo Greene
Gigi Rapetti

Guests:

Ben Kaminsky
Don Raskopf
Allan Goldhammer
Alan Thomas
James Malchow
Susan Berliner
Zach Litif
Lisa Gaffney

The meeting was called to order at 6:38 pm

Mission Song "We Come From the Mountains" by Harry Belafonte, performed by Steve Stanne

Agenda Item #1: Approval of Minutes from Board Meetings of 8/25/20 and 9/12/20 and Annual Meeting of 9/12/20

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- Correction noted to attendance for 8/25/20: add Ashley Knox and Bob Alpern to list of those present

MOTION to accept the Minutes from 8/25/20 as corrected made by Peter Capek, seconded by Arthur Jones and APPROVED WITH ONE ABSTENTION.

- Correction noted to attendance for Annual Meeting of 9/12/20: add Neil Gordon, Jeremy Rainer and Bob Alpern to list of those present

MOTION to accept the Minutes from Annual Meeting of 9/12/20 as corrected made by Neil Gordon, seconded by Donna Stein and APPROVED UNANIMOUSLY.

- Correction noted to minutes of 9/12/20 Board meeting: vote to accept the Nominating Committee slate was 11 to 1 in favor, not unanimous as previously recorded.

MOTION to accept the MINutes of the Board Meeting of 9/12/20 as corrected made by Donna Stein, seconded by Pete Capek and APPROVED UNANIMOUSLY.

Agenda Item#2: Approval of Proposed Meeting Dates for monthly Board Meetings for the new term.

- The proposed schedule avoids Thursdays (our secretary cannot attend on Thursdays), Fridays, and weekends except for Annual Meeting. Days of the week change from month to month to minimize regular conflicts board members may have on specified nights. Meetings are spread equally among Mondays, Tuesdays, and Wednesdays.
- The proposed date of Saturday, October 3, for Annual Meeting represents a change from the Saturday, October 2 date approved on September 12, 2020. The change was made in keeping with the precedent of alternating Annual Meeting between Saturdays and Sundays.

MOTION to accept the proposed calendar made by Neil Gordon, seconded by Peter Capek and APPROVED UNANIMOUSLY. Calendar is attached as Addendum A.

Agenda Item #3: Executive Director's Report

- Preliminary results of the Virtual Revival Restream from 10/4/20 are still coming in - approximately \$1500 as of this meeting. Special thank you to the planning team for this event.

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- Education Director Erik Fyfe is leaving Clearwater to take a position with the Stonykill Farm Foundation. Congratulations and thanks to Erik for his service to Clearwater.
- Education staff are working on getting reimbursement for various grants. Educational videos had been put together by Erik and staff before he left into a Digital Learning Library which is now on the website. There has been increasing interest in Clearwater Connects programs as school year progresses. Tideline Programs will continue to be done as live interactive videos while the warm weather lasts.
- Environmental Action report was sent by Mannajo Greene. Mention was made of the increasing focus on small scale hydroelectric plants and their pros and cons. There is a need to get together the various players, from environmental groups, renewable energy groups, engineers, economists, et al to decide whether or not to maintain hydroelectric dams, perhaps working with the Consensus Building Institute.
- A formal Social Media campaign has been started with Sinclair Social and has reached over 42,000 people, an increase of 189% from previous 30 days. It will continue through October. Please engage with these posts to boost their impact.
- The summer boat crew has left and the sloop is docked in Port Ewen across the creek from the Maritime Center. It will return to the HRMM dock in early November for derigging and a small crew will be brought back for the purpose.

Agenda Item #4: Discussion of Postponement of Winter Restoration Project

- The total estimated cost of this project would be \$615,000, some of which would be reimbursed by a grant from the Office of Parks and Historic Preservation, but on an uncertain timeline. The Captains have put together a list of reimbursable costs which have already been expended, as a request for reimbursement. These costs total \$133,000, of which 75% would be reimbursed.
- It was noted that the work could be delayed without compromising the structural integrity of the sloop or the ability to take out passengers for hire.
- The following mandatory Coast Guard inspections will be due: Mast inspection in 2022, hull inspection in 2021. A fastener inspection is due by spring of 2021 but can be postponed by getting an extension from the CG. Captain Nelson has been in contact with the Coast Guard and has every reason to believe that the fastener Inspection can be postponed.
- We will need an extension on the overall OPHR grant also as it runs out on 12/15/20. In order to do that, the current ED must sign a request to OPHR.

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RESOLUTION to authorize Steve Stanne as Acting Executive Director to sign for the extension for the OPRHP grant.

RESOLVED: That Stephen P Stanne as acting Executive Director of Hudson River Sloop Clearwater, Inc., is hereby authorized and directed to accept funds from the New York State Office of Parks, Recreation and Historic Preservation in accordance with the provisions of Title 9 of the Environmental Protection Act of 1993, in an amount not to exceed \$343,776.00 and enter into and execute a project agreement with the State for such financial assistance to Hudson River Sloop Clearwater, Inc. for the restoration of Sloop Clearwater and, if appropriate, a conservation easement/preservation/public access covenant to the deed of the assisted property.

Steve called for a motion to approve. MOTION made by Aaron Mair, seconded by Neil Gordon and APPROVED UNANIMOUSLY.

RESOLUTION to delay the maintenance project until next winter.

RESOLVED: That the board ratify the September 17, 2020 vote of the Executive Committee vote to delay the extensive sloop maintenance project planned for winter 2020-2021 to the winter of 2021-2022.

Steve called for a motion to approve. MOTION made by Arthur Jones, seconded by Thomasina Winslow and APPROVED WITH ONE ABSTENTION.

Agenda Item #5: Treasurer's Report- Neil Gordon

- The report was circulated to the Board via email.
- Projections extend the ability to pay the payroll through mid to late November. The hope is that the Development Department will bring in donations to extend this further.

Agenda Item#6: Development Report-Rosemary Thomas

- The Development Committee has met twice.
- It was noted that the committee finds that CW is overly dependent on membership. They are reaching out to other environmental groups for leads, working on the Donor Perfect list to correct and automate it, and investigating the effectiveness of digital platforms.
- The Fall appeal is going out soon, and a Holiday appeal and Giving Tuesday appeal are in the works. A Virtual Gala is also being planned for the first quarter of 2021.

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- Board members can help by identifying grant opportunities, identifying potential high donors and holding fundraising events of their own.

Agenda Item #7: Discussion of Staff Furloughs

- The Executive Committee has discussed the need for cutting the hours of the current staff. Erik Fyfe and the summer crew have already left, which has lowered the payroll obligations to a degree, but unfortunately we must have a plan for further cutbacks. Such a plan is being drawn up and will be finalized in the next few weeks.
- The NYS Workshare Program allows employees to work a certain percentage of their hours/salary as well as receiving a percentage of their unemployment benefits. Enrollment for unemployment benefits would be expedited. The employer is required to continue paying benefits for employees. Clearwater has applied for NYS Workshare and should hear back from them in a few days. The Workshare Program lasts for 26 weeks.

RESOLUTION authorizing the Acting Executive Director to implement furloughs and/or layoffs:

RESOLVED: That the board ratify the September 17, 2020 vote of the Executive Committee authorizing the Acting Executive Director to implement furloughs and/or layoffs, as discussed by this committee, at the acting Executive Director's discretion, to begin on the first day of any eligible work week after October 10, 2020.

Steve called for a motion to approve. MOTION made by Sarah Underhill, seconded by Greg Williams and APPROVED UNANIMOUSLY.

Agenda Item #8: Report on Strategic Planning presented by Zack and Lisa from the Support Center for Non-Profit Management

- Zack Litif gave a presentation on the iCAT Report, which is meant to identify areas of strengths and weaknesses in an organization and provide ideas on how to improve performance.
- Henry and Bob raised questions about the purpose of the iCAT and the report.
- Samantha argued that organization functions must be quantified. That is how we define what is expected of each stakeholder and have accountability.
- Seth said we should wait to see the recommendations and conclusions of the report. What Zach is describing is methodology. What matters is what the methodology produces.

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- Several attendees raised questions about focus on iCAT and strategic planning when fundraising is critical need.
- Samantha made the point that Clearwater's fiscal situation is almost always perilous, and that without serious attention to the organization's functioning we won't change that.
- Board members will received a summary of this report and a form on which to indicate which of the noted challenges and recommendations should be prioritized in designing a strategic plan.

MOTION to Adjourn made by Sarah Underhill, seconded by Thomasina Winslow and APPROVED UNANIMOUSLY. The meeting was adjourned at 9: 06 pm

Respectfully Submitted,
Sarah Underhill, Recording Secretary

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ADDENDUM A

Calendar of Clearwater board meetings for 2020-2021

While the bylaws call for four meetings annually, the board has moved to monthly meetings to be able to respond quickly to the organization's needs in trying times.

This schedule avoids Thursdays (our secretary cannot attend on Thursdays), Fridays, and weekends except for Annual Meeting. Days of the week change from month to month to minimize regular conflicts board members may have on specified nights. Meetings are spread equally among Mondays, Tuesdays, and Wednesdays.

Except for Annual Meeting, board meetings run from 6:30-9:00 PM.

Monday, October 5, 2020

Tuesday, November 10, 2020

Wednesday, December 9, 2020

Monday, January 11, 2021

Tuesday, February 9, 2021

Wednesday, March 10, 2021

Monday, April 12, 2021

Tuesday, May 11, 2021

Wednesday, June 9, 2021

Tuesday, July 6, 2021

Monday, August 9, 2021

Wednesday, September 8, 2021

Sunday, October 3, 2021; 9:30 AM-1:00 PM – Annual Meeting

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