



Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Virtual Meeting via Zoom
Wednesday, December 9, 2020 at 6:30pm

Board Members

~~Bob Alpern~~
Peter Capek
~~Nancy Cincotta~~
Seth Davis
Jeff Domanski
Mitzi Elkes
Joan Gaylord
Neil Gordon
Scott Greathead
Allen Gutkin
Samantha Hicks
Gareth Hougham
Arthur Jones

~~Ashley Knox~~
Aaron Mair
Janine Napierkowski
Henry Neale
Jeremy Rainer
~~Gregory Simpson~~
Steve Stanne
Donna Stein
Rosemary Thomas
~~Sarah Underhill~~
Greg Williams
Thomasina Winslow

Staff Members

Hal Cohen
Amali Knobloch
Erin Macchiaroli

Meg Mayo
Nick Rogers

Members

Victoria Christof
Allan Goldhammer
Maryellen Healy

Alan Thomas
Roy Volpe

Thomasina opened the meeting by singing. ("Hey lookie yonder.")

The minutes of the November 10 meeting were approved unanimously, but with a correction proposed by Greg. He suggested that they be changed (p. 3) to read "Henry, Chair of the Properties Committee, said that *in his opinion*, the sloop was not within the purview of his committee." Neil made the motion to approve, and it was seconded by Peter.

Steve continued with his (acting) Executive Director's report. We are expecting receipt of several reimbursement grants and are continuing to focus on getting our requests for same submitted. Program activity has dropped off with the coming of winter and continued Covid-19 effects. Captain Amy Nelson and Amali Knobloch hosted a virtual Annual Riverport Women's Conference on November 6-7. Amali also participated in a conference panel discussion at a conference of the NY-

NJ Harbor and Estuary Program. The EA department gave a well-attended virtual Congressional briefing on nuclear waste disposal issues on Nov 13, and on Nov 20 hosted a regional decommissioning forum. We also issued a press release stating opposition to the transfer of the Indian Point license to Holtec. In addition, work continues on planning for a workshop on low-impact hydroelectric dams.

The sloop is docked and prepared for the winter at the homeport in Kingston. Captain Nick and mate Liam are planning maintenance during the winter, and work continues on grant reimbursement from NY State for work done previously. In addition, planning is ongoing for a capital campaign, probably to be launched in June, in addition to other fund-raising efforts such as a (virtual) Gala, much of it focused on increasing our donor base in NYC.

Arthur reminded everyone about using Amazon Smile to force a fraction (1/2 %) of their Amazon purchases to be donated to Clearwater, at no cost to the buyer.

Neil summarized a Treasurer's report that had been distributed previously to the Board. We are still in challenging times and are focusing on cash flow, but continue to make steady progress. We still show, in a conservative analysis, sufficient cash on hand to make payroll through mid-February. (It wasn't long ago that we made that statement about March, 2020!) We had a good meeting with Ulster Savings Bank, which remains very supportive and cooperative. The 2021 budget is still being constructed, with the emphasis on revenue. Neil said we'd change to reporting to the Board on a fiscal quarter basis. He also expressed thanks to the staff and Board for stepping up in donations. Steve added that the outstanding balance on our Chase credit card has been substantially reduced. He also commented on the difficulties involved in both crediting and budgeting revenues associated with events like the Gala, where a pair of tickets might be credit to the Board member who buys them, or to the Gala event itself.

Meg Mayo gave a report on development, which has been going well. In the month preceding today's meeting, we received \$67631 in donations, including about 10% of that just on Giving Tuesday, and from the Fall Appeal. There was also a substantial donation specifically for Young Women at the Helm.

Meg continued by reviewing grants. We have received some payments from the Birches Foundation which was happy with the report that we produced for them, as a mentioned above are still working on the reimbursement grant for the work on the sloop. We are reviewing past successful grant applications to see whether any are likely to be candidates for new applications.

We will be giving a 4-part webinar starting January 13 for 4 consecutive Wednesdays in conjunction with the publication on January 15 of the 3rd edition of The Hudson, a book for which Steve Stanne is the lead author. The webinar will be free for members, but with a modest charge for others. A virtual Gala is planned for March 4. Work is also continuing on testing Give Cloud (which would allow members to see their donation history) and on removing duplicate entries from the Donor Perfect data base. Amali added that Clearwater now has a Spotify link, partly populated with songs that people responded with to her request at last month's meeting. The link is: <https://bit.ly/aClearwaterHoliday>.

Rosemary reported on the work of the Development Committee, which is presently focused on the March 4 Gala, which will of course be virtual. Tickets will be available at two prices, \$20 and \$250; the latter will include a goody bag, the details of which are being worked out. Rosemary went on to mention the meeting of the committee on Nov 18 at which Clearwater's external presentation of itself was discussed, with feedback from Mitzi Elkes and her husband Steve. Rosemary said that it

was clear some people didn't understand the concept of an "elevator pitch" and that at the January meeting, Meg would give Clearwater's overall presentation of its message for the Board's education, and that would be followed by some activity to help Board members formulate a personally meaningful version of an elevator pitch.

Arthur reported on the Nominating Committee's activities. This included understanding the schedule and making relative dates be actual, and reviewing the relevant bylaws. In addition, the committee will meet in January with the Executive Committee, something not done in the past, to discuss skills desired, board size, etc. The calendar for nomination events is included as an appendix to these minutes. In response to a comment from Victoria Christof, there ensued a discussion about Board size and how it was controlled. Alan Goldhammer expressed concern that the ability of members to nominate Board candidates not be constrained.

Rosemary spoke again, this time on behalf of the Planning and Governance Committee. She reviewed a number of possible changes in our practices, but was proposing no formal action on them now. They include best practices concerning minutes, form 990 (annual financial disclosure to the IRS) review, a whistleblower policy, conflict of interest policy. She also on behalf of the committee proposed a change to the 3rd paragraph of Policy XIII, relating to sponsorships, to remove the word alcohol and thus allow Clearwater to accept sponsorships from organizations which produce, or are associated with, alcohol. The formal resolution is:

RESOLVED: That Paragraph IV of Policy XIII regarding Sponsorships be changed to allow sponsorship by entities associated with alcohol, the change to be effected by removal of the word "alcohol" from the text.

This resolution was passed with one abstention (Joan) and all others voting YEA.

Next we continued with Henry's report from the Properties Committee. He reminded us that our lease expired in June of 2019 and we have effectively been a month-month tenant since then. We have avoided paying rent in exchange for having maintained and improved the building and by providing cultural and artistic services to the City, but he thought we ought to formalize our current occupancy with the City of Beacon. While the primary building in use by Clearwater is in good shape, some of the ancillary buildings need maintenance, particularly of the roof. Henry offered that Allan Goldhammer and Alan Thomas know more than he does, and Allan expressed the idea that there might be historical preservation money available to help with the maintenance, given the history of the site; Aaron offered to talk with his contacts in state government to see whether any funds for this are available.

Peter spoke about the Program Committee and what it is doing to find a good mission. The web site so far is the main focus, both in terms of organization and appearance.

Donna talked about discussions with the sloop clubs. We are encouraging them to sign up as Ambassadors for fund-raising. The North River SC has gotten a small grant to use for education, and the committee is looking into how they might support that and broaden it. The committee hopes to be able to find Board candidates among the sloop club membership. Victoria Christof commented that her school, SUNY ESS had a large overlap of interests with Clearwater and presented a possible opportunity for interaction and collaboration with students.

Steve ended the public meeting at 20:45 by announcing that the Board would go into Executive Session. Executive Session ended at 21:15 after a motion by Neil seconded by Aaron and a unanimous vote. The Board adjourned immediately following a motion by Seth seconded by Scott,

and again, a unanimous vote.

Respectfully submitted,

Peter G. Capek

APPENDIX

Calendar of Events for 2021 – Nominating Committee

January 11	Meet with Executive Committee to establish qualities and attributes for candidates.
February 9	Deadline for incumbents to declare their intention to run for another term.
March 10	Board assessment distributed.
April 12	Notice to membership that Board nominees are sought.
May 11	Preliminary list of candidates presented to Board
June 9	Nominations are due (may be submitted through July 1, but this represents the last preceding Board meeting)
July 6 the	Final slate submitted by Nominating Committee to the Board for approval. This is last scheduled Board meeting prior to the actual deadline, July 25. July 25 is also the deadline for any nominating petition to be submitted.
August 8	Ballot is finalized and sent to membership.
October 3	Annual meeting and election. New Board member training to be scheduled ASAP.