



Minutes of the Meeting of the Board of Directors  
Hudson River Sloop Clearwater, Inc.  
**Virtual Meeting via Zoom**  
**Monday, April 12, 2021 at 6:30pm**

**Board Members**

Peter Capek	Aaron Mair
Seth Davis	Janine Napierkowski, Vice-President
Jeff Domanski	Henry Neale, Executive Committee At Large
Mitzi Elkes	Jeremy Rainer
Joan Gaylord	<del>Gregory Simpson</del>
Neil Gordon, Treasurer	Steve Stanne, President & Acting ED, Chair
Scott Greathead	Donna Stein
Allen Gutkin	Rosemary Thomas
<del>Samantha Hicks, Executive Committee At Large</del>	Sarah Underhill, Secretary
Gareth Hougham	Greg Williams
Arthur Jones, Executive Committee At Large	Thomasina Winslow
<del>Ashley Knox</del>	( <del>strike through</del> indicates absence)

**Staff Members**

Hal Cohen	Meg Mayo
Mannajo Greene	Nick Rogers
Amali Knobloch	Matt Salton
Erin Macchiaroli	Anita Vargas

**Members**

Jeremy B	Maryellen Healy
Susan Berliner	Ben Kaminsky
Victoria Christof	Noel Kropf
Allan Goldhammer	James Malchow
Joyce Hanson	Alan Thomas
Betty Harkins	Roy Volpe

Steve Stanne opened the meeting with “River” by Bill Staines

The Meeting was called to order at 6:30 pm

**Approval of Minutes**

MOTION to approve the minutes of the February 9 board meeting made by Thomasina Winslow, seconded by Donna Stein, and PASSED UNANIMOUSLY.

MOTION to approve the minutes of the March 10 meeting made by Peter Capek, seconded by Greg Williams and PASSED UNANIMOUSLY.

**Interim Executive Director’s Report**

#### Education/Sloop Department:

The season for in-person education programs will begin on 5/16, with groups at 50% of capacity [up to 25 passengers per sail] due to Covid 19 precautions; 27 sails have been requested, 20 education sails and 7 charters, before the end of the spring season in late June.

The boat crew has arrived but the position of On Board Educator is yet to be filled. The second round of interviews for Program Director will take place this coming week.

Earth Day programs will be held in New Paltz, Ossining, and with the Wine Enthusiasts group.

Board members are asked to continue to promote and share program announcements with their networks.

#### Environmental Advocacy Department:

The Congressional Briefing “Toward an Evidence Based Nuclear Energy Policy” was held with 350 attendees.

The hearing on the Danskammer Point power plant lasted nine hours, with 186 people commenting, 176 of whom were opposed to the plant. There is still time to submit comments on line.

On April 30, Indian Point will power down and close permanently. A panel discussion organized by Riverkeeper and including Mannajo Greene will be live-streamed on 4/30 at 6 pm to mark the event.

#### Webinar Series

The two webinars in the National Women’s Sailing Association sponsored series “She Sailor Sea Stories” had 226 participants, 196 of whom were new to Clearwater. The series featured six female Clearwater and captains. Over 1700 people followed the event on Facebook. Thanks to Amali Knobloch for facilitating and putting together the event.

#### Treasurer's Report

Neil Gordon reported that the delay in filing the 990 has yet to be resolved. Completing and filing it should be an urgent priority.

The \$250,000 bequest and Neil’s proposed addendum to the existing windfall policy calling for a Sloop Legacy Fund were discussed at length. Neil recommends two major changes: allowing the board to decide how investment income from the fund may be used, without any stated mandate, and that withdrawals from the principal be allowed when there is a reasonable expectation of reimbursement, from a New York state grant, for example. Neil also suggests that the board could make an exception to the current policy’s limit of 10% of windfalls being available to meet immediate operating expenses, which the executive committee desires given current fiscal conditions.

Scott asked how much money is in the Legacy Fund. None is in it now. He feels that Clearwater should not restrict use of the bequest in any way.

Donna Stein agrees that more than 10% of windfalls should be available for urgent needs.

Rosemary Thomas supports the proposed exception to the current 10%. Moreover, she feels that the current policy is too restrictive in general. She asked Meg if the restrictions would be off-putting to donors. Meg said she hasn’t had enough time to review the proposal and render an opinion.

Seth Davis felt that language needed to be added specifically authorizing the board to take money from the fund.

Greg Williams stated that the amount of the bequest would only cover a few months of operating expenses. While he agrees that we need to support staff, we also need to come up with money for the winter maintenance project.

Arthur Jones felt that the intent of the policy was to keep future boards from doing something crazy with windfalls – initiatives outside the mission – but not to prevent them from spending on operating expenses.

Scott thinks a reserve fund is a good idea, but not to the extent that it ties up money that should be put towards the mission. He asked about the donor and whether there were any restrictions on the bequest.

There were no restrictions. Neil answered that as proposed the Legacy Fund would not be a reserve fund.

Greg pointed out that previous “endowment” funds had been drawn down by past boards, and that making

it hard to withdraw money from such funds might be a good idea.

Mitzi Elkes supported Rosemary's opinion that Meg should weigh in before we make a decision on windfall policy. She would like more time to weigh our needs and options for use of the bequest and establishing policy. We shouldn't vote on it today.

Greg agreed that we should take more time to review the policy proposals before voting on changes, and that in setting the policy a previous board tried to uphold reasonable board behavior regarding finances. He pointed out that Policy XII – Regarding the Sloop Legacy Fund assumes that Clearwater is operating under a budget: “Whereas, it is the policy of the Board of Directors of the Hudson River Sloop Clearwater, Inc. a New York not-for-profit Corporation, to have sound fiscal management, balanced budgets and financial continuity from year to year, it is hereby: Resolved, that the Corporation may fund extraordinary expenses, such as major capital expenditures or a formal capital campaign (“event”), not included in the then current operating budget...” If we are to proceed with allocating any part of a windfall to anything other than the Sloop Legacy Fund when we don't even have a budget, we are ignoring the wisdom of past board members, and seemingly acting contrary to the findings of the Strategic Planning Committee.

Rosemary wondered if we could vote on the exception to the 10% limitation tonight. We could.

Noel Kropf suggested that interest rates are very low right now and that we change the policy to allow more extensive use of resources in the fund. Peter Capek suggested that the fund should be invested in instruments with higher rates of return.

Mitzi asked if we needed the money immediately for payroll. Steve replied that we are free to spend 10% (\$25,000) now under current policy and that that amount would be sufficient to augment payroll if necessary should we table a decision on changes to May's board meeting. Several board members debated the wisdom of voting to spend more without changing the current policy.

There were more comments about the need to balance short term and long term needs.

A decision on revising the windfall policy was tabled until May's board meeting. Neil encouraged board members to send their thoughts to him to guide formulation of the policy.

The Small Business Administration has contacted Clearwater to request that details of obligations of our acceptance of an Economic Injury Disaster Loan be fulfilled. Steve proposed a resolution amending our June 25, 2020 resolution accepting the loan.

MOTION to amend the resolution as proposed was made by Seth Davis, seconded by Allen Gutkin and PASSED UNANIMOUSLY.

The text of the resolution is attached as Appendix A.

#### Development Committee/Development Report/

Rosemary Thomas gave the development committee report, highlighting points made in a written report sent to board members. Support for restoration funding is a high priority. This is an important step toward financial stability. Our monthly meeting focused on ways to identify potential donors, a timeline, and possible recognition opportunities. Ideas here are welcome!

Board giving - the committee will be reaching out to Board members on how they can support CW financially and through outreach.

Grants continue to be high priority. Grant-writing and management is complicated given the requirements of different grant programs. Staff turnover has made it difficult to track grants. If you have ideas / connections, let us know.

A Fall event to raise non-restricted funds would be helpful. Ideas welcomed.

Beacon Sloop Club's Haikootenanny last night raised at least \$4500 for Clearwater.

Your Outreach for CW - if 'elevator pitch' didn't resonate for you, perhaps consider 'My CW story is....' as a way to outreach / engage folks. Dev Comm would love to hear what works best for you.

The upcoming virtual Revival is a great opportunity to outreach to your network.

Meg Mayo gave the development report.

Webinars produced about \$800 in donation. Outreach is underway to attendees to recruit new members. The Development team continues to face the dual challenge of meeting short term revenue goals while also building a revenue pipeline for financial stability and sloop restoration. Focusing on building relationships with grantmakers.

Money for Revival is being raised via the Patron Fish campaign, sale of t-shirts, an auction, and a sail for high donors out of Beacon. Email blasts, social media, and a targeted snail mail campaign are being used. A timeline for restoration funding campaign was outlined.

Analysis of board giving for the fiscal year to date: including soft credits, board members have contributed \$22,957 (\$19,563 w/o soft credits). 16 of 23 (69%) board members have contributed.

#### Revival Planning Report:

Ben Kaminsky reported that press release announcing the date for the event went out April 7, and was picked up by the Poughkeepsie Journal and other news sources. T-shirts are selling well. More auction items are sought, including offerings of experiences and services.

75 artists have been engaged as well as activists and other presenters. Videos are coming in (165 files are expected). Sign language interpreters will be on all videos. Sponsorships are coming in.

Roy Volpe reported that Tom Chapin will be provide live entertainment on the Patron Fish sail. He mentioned performers and others added to the lineup since the press announcement (see <https://www.clearwaterfestival.org/performers/>) and more items added to the auction.

#### Strategic Planning Committee:

A draft plan went out to all board members a week before tonight's meeting. Please respond in writing with thoughts about strengths, weaknesses, opportunities or obstacles which may have been left out of the planning process. The draft is missing a few sections that will be added shortly. The next steps are to flesh out details on specific goals for each priority, for which help will be solicited from board members and committees.

#### Nominating Committee:

Arthur Jones reported on the results of board member self evaluation forms. 22 of 23 directors responded with regard to organizational priorities and direction, our effectiveness as a governing body, and individual performance.

Education, advocacy, and celebration were all considered priorities, in descending order of agreement.

Board effectiveness scores range from 2 (out of 10) to 9; most were in the 5-8 range.

Suggestions entered in the individual performance section will be shared with the nominating committee as appropriate.

Call for nominations from Clearwater members will go out shortly. Suggestions from board members are also welcome. Deadline for nominee submissions is July 1.

#### Planning and Governance Committee:

A new Whistleblower Policy was presented to board members in advance of the meeting. No questions about the policy were raised.

Scott Greathead pointed out that having a whistle-blower protection policy in the bylaws is required by the NYS Attorney General.

MOTION to approve the Whistle Blower Policy as revised made by Sarah Underhill, seconded by Donna Stein and APPROVED WITH ONE ABSTENTION

The text of the policy as approved is attached as Appendix B.

A Code of Conduct was sent to board members for comment. Few responses have been received to date.

Given the history of attempts to implement a Clearwater Code of Conduct, broad input and agreement on its language must be sought before putting a code into effect.

#### Properties Committee:

The committee is working on a plan for renewal of the five year lease for the White House office space. It is currently at \$1200/month or the equivalent in maintenance improvement of the building. The terms are likely to be similar, but there may be changes in which portions of the premises are Clearwater's responsibility. For example, we use the dining hall for storage, but it is not considered part of our premises under the old lease.

Sloop Club Committee:

Mannajo Greene will be speaking to the Sloop Clubs to bring them Environmental Advocacy updates. Board members are welcomed to become members of their local Sloop Clubs.

MOTION to adjourn made by Donna Stein, seconded by Peter Capek and APPROVED UNANIMOUSLY.

The meeting was adjourned at 9:06 pm.

Respectfully Submitted,  
Sarah Underhill, Secretary

APPENDIX A

**Resolution of Hudson River Sloop Clearwater, Inc., Regarding Acceptance of SBA Economic Injury Disaster Loan**

WHEREAS Hudson River Sloop Clearwater, Inc. has been authorized to borrow through the Small Business Administration or such other governmental agencies as may be designated by acts of Congress or the New York State Legislature, and the President, Treasurer, or Executive Director may be authorized to execute such instruments as may be required by any governmental agency with appropriate jurisdiction to effect such borrowing, and

WHEREAS, the corporation submitted application #3301632998 for an Economic Injury Disaster Loan from the Small Business Administration and was offered a loan by the Small Business Administration, and

WHEREAS, at a duly called meeting of the corporation's board of directors on June 25, 2020, the board adopted the attached resolution authorizing the acceptance of Disaster Loan #7996617807 in the amount of \$150,000 from the Small Business Administration, and authorized then Executive Director Gregory Williams as an officer of the corporation to execute and deliver such forms as might be required by the Small Business Administration in connection with such loan,

Be it RESOLVED THAT the board of directors of the corporation affirms that the resolution authorizing acceptance of the aforesaid loan in the amount of \$150,000 has not been rescinded and is in full force and effect.

And be it FURTHER RESOLVED that President Stephen P. Stanne is authorized to sign any further documents related to this loan.

By their signatures, these duly appointed officers of the corporation certify that this resolution was adopted this 12<sup>th</sup> day of April, 2021.

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Stephen P. Stanne, President

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Sarah Underhill, Secretary

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APPENDIX B

**Adoption of a Board Policy Regarding Whistleblower Protection**

Policy XV. Policies of the Not-For-Profit Corporation Hudson River Sloop Clearwater, Inc. Regarding Whistleblower Protection

WHEREAS, it is the established policy of the Board of Directors that the affairs of the Corporation shall be conducted within generally accepted and business-like standards of safety, prudence, ethics and legality, and in conformity with the Statement of Organizational Values of The Hudson River Sloop Clearwater, Inc. adopted by the Board on November 24, 1996 it is hereby:

RESOLVED, that the following statement of policy be adopted:

### **I. Reporting Responsibility**

This Whistleblower Policy (this "Policy") provides a means to raise, without fear of retaliation, good-faith concerns about behavior by or within the Corporation that is, or appears to be, illegal, fraudulent, dishonest, unethical or in violation of any contractual obligation or adopted policy of the Corporation (a "Suspected Violation"). It is the responsibility of all directors, officers, employees, and volunteers to comply with this Policy and to report Suspected Violations in accordance with the procedures set forth in this Policy.

Without limiting the generality of the preceding paragraph, a Suspected Violation may involve directors, officers, employees, volunteers, accountants, auditors, consultants, vendors or other third parties, and examples of Suspected Violations that should be reported under this Policy theft; embezzlement; bribery; kickbacks; payment for services that are not rendered or goods that are not delivered; breaches of the Corporation's contractual obligations; self-dealing; private inurement or private benefit (e.g., the Corporation's assets being used for personal gain or benefit); destroying, altering, concealing or falsifying a document, or attempting to do so, with the intent to impair the document's availability for use in official proceeding; accounting or auditing irregularities, including providing false information to, or withholding material information from, the Corporation's auditors, or supplying false or misleading information on the Corporation's financial documents, federal tax returns (form 990), or filings with state agencies; violations of any other ethical standards or corporate policies adopted by the Corporation including, without limitation, policies relating to harassment or discrimination; or planning, facilitating; or concealing any of the above.

In addition, actions which have not been taken and which a person believes are required to be taken to comply with laws, regulations, or Corporate policies, are also Suspected Violations within the meaning of this Policy and should be reported.

### **II. Confidentiality**

Reports of Suspected Violations, as well as the identity of the person reporting, will be kept confidential to the extent possible, consistent with the need to conduct a fair and adequate investigation and take necessary corrective action.

### **III. No Retaliation**

No director, officer, employee or volunteer who in good faith reports a Suspected Violation or who cooperates with an investigation of such a report (whether by the Corporation, its agents or auditors, or by any law enforcement officials, government or regulatory agency) shall suffer intimidation, harassment, discrimination, retaliation, or, in the case of an employee, adverse employment consequences, because of such report or cooperation. Any person who retaliates against someone who has reported a Suspected Violation in good faith will be subject to appropriate discipline and corrective action, up to and including termination of employment or volunteer status, or removal from office or the Board.

### **IV. Oversight of Policy and Designation of Compliance Officer**

The Vice President of the Corporation shall oversee the implementation of and compliance with this Policy and is designated as the Compliance Officer responsible for investigating and overseeing the resolution of all reported complaints concerning Suspected Violations, in accordance with the procedures set forth in this Policy.

### **V. Reporting Procedure**

Any person may report a Suspected Violation, either in writing or verbally. The report should include any

available documentation to support a reasonable basis for the allegation(s) and to assist in investigating the complaint.

Reports of Suspected Violations may be made anonymously. Anonymous reports should be detailed to the greatest extent possible, as follow-up questions will not be possible.

All reports of Suspected Violations should be directed to the Compliance Officer. If the Compliance Officer is not available or is the subject of the Suspected Violation, or if a person is not comfortable reporting a Suspected Violation to the Compliance Officer or is unsatisfied with the response of the Compliance Officer, the person is encouraged to instead speak with the President of the Corporation, who shall either act in place of the Compliance Officer or appoint another member of the Board to act in place of the Compliance Officer, and references to the Compliance Officer in this Policy shall be applicable to such designee. Such report shall include a statement as to whether the Suspected Violation was reported first to the Compliance Officer, and if it was not, the report shall indicate why.

Persons who report Suspected Violations are not responsible for investigating the activity or for determining fault or corrective measures.

Although a person is not expected to prove the truth of the allegation(s) asserted to his or her report, he or she must demonstrate reasonable grounds for concern and act in good faith. No investigation will be made of unspecified wrongdoing or board allegations. Submission of a report that proves to have been made maliciously or with the knowledge that such allegations were false will be viewed as a serious offense.

## **VI. Handling Reports of Suspected Violations**

Unless the report is submitted anonymously or there are overriding legal or public-interest concerns, the Compliance Officer will provide the person who made the report an acknowledgment of receipt of his or her report within ten business days.

All reports will be promptly investigated and resolved by or under the direction of the Compliance Officer. Depending on the Compliance Officer's determination of the seriousness or severity of the report, the Compliance Officer may: resolve a report without consulting others; discuss such report with the Executive Committee, any other Board Committee(s) or the Board of Directors before taking action; or refer the matter to the Executive Committee or the Board of Directors for action. The Compliance Officer may delegate the responsibility to investigate a report to one or more employees of the Corporation, or to any other individual, including persons not employed by the Corporation, except that the Compliance Officer may not delegate such responsibility to an individual who is the subject of such report or in a manner that would compromise the identity of a person who made a report anonymously, the confidentiality of the report or the confidentiality of the investigation.

Appropriate corrective action will be taken if warranted by the investigation.

On at least a semi-annual basis, the Compliance Officer shall provide the Executive Committee a written report identifying all reports of Suspected Violations made under this Policy during the preceding two quarters or indicating that no such reports were made. Records of all reports and investigations shall be maintained in accordance with the Corporation's record-retention policy.

## **VII. Questions and Distribution**

Any questions, concerns, or suggestions regarding this Policy should be addressed to the Compliance Officer.

Dated: **04/12/2021**

The above resolution was discussed and approved by a majority of the Board of Directors participating at a meeting held April 12, 2021, a quorum having been determined to exist.



Secretary