



DRAFT Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Virtual Meeting via Zoom
Thursday, January 6, 2022 at 6:30pm

Board Members

Sarah Armour
Peter Capek
~~Jeff Domanski~~
Mitzi Elkes
Joan Gaylord, co-Acting ED
Neil Gordon, Treasurer
Scott Greathead
Allen Gutkin
Samantha Hicks, Executive Committee At Large
Gareth Hougham
Arthur Jones, Executive Committee At Large
Aaron Mair
Jennifer McMillan

Janine Napierkowski, Vice-President
Henry Neale, Executive Committee At Large
Jeremy Rainer
Dan Riesel
Larry Rothbart
Gregory Simpson
Steve Stanne, President & Acting ED, Chair
Donna Stein
Rosemary Thomas, Secretary
~~Sarah Underhill~~
Greg Williams
Thomasina Winslow
(~~strike through~~ indicates absence)

Staff Members

Manna Jo Greene
Ruthie Gold
Amali Knobloch
Meg Mayo

Erin Macchiaroli
Nick Rogers
Anita Vargas

Members

Jeremy Baron
Victoria Christof
Allan Goldhammer
Joyce Hanson

Ben Kaminsky
Alan Thomas
Roy Volpe

The Meeting was called to order at 6:30 pm
Mission Song by Steve, "Living on the River"

Approval of Minutes

The 12/08/21 Board meeting minutes were approved, with the agreed upon edits, by unanimous voice vote.

Executive Session

The session was held to discuss hiring of new Executive Director.

Executive Director Search Report

Steve noted that the search process included three rounds of interviews, with the final interview with Staff, and based on all feedback, a recommendation was made to the Board and discussed in the executive session. Steve thanked the other members of the Search Committee (Janine Napierkowski, Gregory Simpson, Roger D'Aquino, Meg Mayo and Rosemary Thomas) for their work.

Steve put forth a RESOLUTION to hire David Toman as Executive Director. The text of the resolution is in Appendix A. The resolution PASSED unanimously.

Acting Executive Director's Report

Steve reported on grant activity for the Fish Key 2.0, Climate Change Curriculum, and Traveling Exhibit grants and noted you can find a climate change virtual sail down the Hudson River on the Clearwater website. Ed sail applications will go out by the end of the month and, as the 79th Street marina is being renovated this year and next, Amali is working to locate alternative docks in NYC.

The sloop was hauled at Scarano's on Dec 9th, a plastic shed and warming room built, and planks on the port side from chain plates forward removed. Starboard planks are now being pulled. The mast step was removed, along with over 25 feet of keel shoe to allow access to keel bolts. The USCG 'hull and fastener' inspection is slated for 1/12/22. The findings will clarify the extent of work necessary and an overall refit schedule can be firmed up. The engine will be lifted to address an issue with engine bed logs. Captain Nick Rogers will be departing after the refit and Captain Rory Kane and a second captain are being hired for the sailing season.

The NYS Climate Action Council released its Draft Scoping Plan with recommended policies and actions to meet climate directives of the Climate Leadership and Community Protection Plan and it is available for public comment. Plans for low-impact hydro consensus building continue and we have reached out to the DEC HR Estuary staff on this. The EA Committee and Staff are developing goals for 2022. This year is the 50th anniversary of the Clean Water Act. On Thursday, Jan. 13th, Clearwater will host panel discussion on the how the Green Amendment will change NYS's environmental future, with a focus on the practical impacts.

The financial audit for 2019 is expected to complete by month's end and groundwork for the 2020 audit is being done in parallel.

Steve has draft budgets from all departments and the current gap between expected revenues and expenses is \$115k on a budget of ~\$1.5M. Discussions are underway on realistic ways to close the gap, with the goal of presenting a balanced budget to the Board, for approval, at the Feb 8th Board meeting.

Erin expressed appreciation for Steve's work as Acting ED, as this may be his last report. This was roundly supported by many others.

Treasurer's Report

Key points were covered in the ED's report.

Budget Review

While key points were covered in the ED's report, Steve said we need to raise the payroll cap, driven by both the hiring of an ED and by NYS mandated changes in required compensation for certain positions. Ideally, when the budget is passed next month we will eliminate the payroll cap, which was set back in May 2020, as payroll levels are part of the budget. To that end, Steve introduced a RESOLUTION to increase the payroll cap. The text of the resolution is included in Appendix B. The resolution PASSED unanimously

Development Report

Meg reported December revenue, showing a strong end to the calendar year, with an increase over December revenues in recent years, and expressed appreciation to everyone who made it happen. Meg said we received the first OPRHP reimbursement of \$142k and that work on next reimbursement request has begun. (Timely reimbursements are important for winter refit cash flow.) We were awarded a \$10k grant from the Malcom Gordon Charitable Trust for 3 Ed sails for schools in Beacon, Peekskill, or Newburgh.

The race towards Gala 2022 on April 3rd has begun. Invitations will go out mid-month and ticket sales will start at the same time. Auction donations, especially services or experiences or creative gift baskets, would be greatly appreciated. COVID precautions will include vaccinations being required.

Steve commended Meg for her doggedness and creativity in fundraisings and noted Clearwater has benefitted greatly from her skills and expertise.

Rosemary said the Development Committee will be looking for feedback from Board members on our plans for 2022 and will reach out, inviting a few different Board members to upcoming Development Committee meetings.

Planning and Governance Committee:

A draft Affirmative Standards of Conduct is ready and will be sent to the Executive Committee as a first step in the review and feedback process.

Strategic Plan Implementation:

Sam said the first steps are really defining 'who' will be the point person, or people, for each priority, and coming together with them to get everyone on the same page. After that, we need to tease out what aspects are already happening and how to measure progress / track accountability. Some metrics will be straightforward, others will take time to figure out. The Staff is already incorporating a fair bit.

Steve said he will soon focus on structuring the committees to support this work.

Nominating Committee:

Arthur noted the first meeting is Jan 12th and will start overall planning for the year. With only a handful of seats open this year, the 2022 slate will be small.

Member Comment:

Steve noted members' desire to comment during the regular part of the meeting, as time allows, and will continue to try to do this. He noted this is the second of a three month trial period of allowing comments, on any topic, during this agenda item.

Allan Goldhammer requested clarification on members' rights to access to committee meetings, noting the bylaws allow this. There was substantial debate on this topic. The overall goal of involving the membership more actively is in the Strategic Plan (see Priority E) and there is currently a proposal for a membership committee, with Arthur and others, to figure this out. Sam noted the objective of involving as many people as possible while still making it manageable for those on whom accountability falls. Membership

participation is seen as a priority.

Roy commented that he feels Revival is being marginalized.

Respectfully Submitted,
Rosemary Thomas, Secretary

APPENDIX A

A resolution to hire David Toman as Executive Director.

RESOLVED: That Hudson River Sloop Clearwater Inc. hire David Toman as the corporation's Executive Director, and that the Board President is authorized to enter into an employment agreement with David Toman on terms specified by the Board of Directors and such other terms as are deemed appropriate.

APPENDIX B

A resolution to raise the payroll cap.

RESOLVED: That pending approval of a FY 2021-2022 budget, Clearwater's payroll cap be raised to \$35,000 per biweekly pay cycle.