



**DRAFT Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.**

**Virtual Meeting via Zoom
Thursday, March 9, 2022 at 6:30pm**

Board Members

Sarah Armour
Peter Capek
Jeff Domanski
Mitzi Elkes
Joan Gaylord,
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, Chair
Donna Stein
Rosemary Thomas, Secretary
Sarah Underhill
Greg Williams
Thomasina Winslow
(~~strike through~~ indicates absence)

Staff Members

Hal Cohen
Manna Jo Greene
Ruthie Gold
Meg Mayo

Erin Macchiaroli
David Toman, Executive Director
Anita Vargas

Members

Jeremy Baron
Victoria Christof
Ben Kaminsky

Alan Thomas
Roy Volpe

The Meeting was called to order at 6:30 pm
Mission Song by Thomasina, “I Always Wanted to be a Healer”

Executive Session

The Board went into executive session to discuss progress on updating financial reporting.

Approval of Minutes

The 02/08/22 Board meeting minutes were approved by unanimous voice vote.

Executive Director's Report

David began with a slide show of the work taking place on the Sloop, including photos of old frames, new pieces being shaped using the ship saw in the Kingston barn, and finished sections with new wood installed. The work is coming along well and much appreciation goes out to Captain Nick and the crew.

The Feb 24th webinar, ‘A Discussion with Black Environmental Professionals’ with five engaging and informative panelists, was quite successful. Of the 158 people registered, from nine countries, 127 were new to Clearwater! David reviewed our goals for the webinar and felt we accomplished them.

We are targeting two Education sails per day from 6/1 to 6/24, allowing for transit days, and registration is on track for that goal, which would put us ahead of our budget plan. We have welcomed this season’s Onboard Program Coordinators, Fredi Guevara-Prip and Elmina David, both experienced. Four seasonal educators have also been hired.

We are now inviting people to fill out the Group Sail Application for charter sails this summer at <https://www.clearwater.org/apply/>. (Note that it will take a few weeks to hear back.).

The final grant report for the Climate Change Project has been submitted to DEC.

The Sloop schedule is now adjusted to splash on 4/27, arrive in Kingston 5/4, mast restep 5/13, up rig 5/20, USCG inspection 5/25, and first sail on Memorial Day weekend. Thank you Nick and crew for doing an amazing job.

For EA, a high level chart with key points on the Municipal Solar Mapping Project, Indian Point decommissioning, and the Climate Action Council was shown, which the EA report will cover, along with other topics, in more detail.

The financial report showed cash flow, although tight, continues to pay expenses with seasonal growth as planned. David has coordinated with the auditors to prioritize the 2019-IRS 990 filing ahead of the audit of the financial statement to adhere to a more pertinent timeline. Once the audit is complete, the 990 can be amended. A first quarter income statement will be prepared for the April Board meeting.

The lease with the City of Beacon for the White House was signed on 03/07/22.

Riverkeeper is coordinating a webinar, ‘New Leaders for the Hudson River and the Clean Water Act at 50’, on 4/20/22 which will include the introduction of David as Clearwater’s new Executive Director.

Building on the success of last year’s Board fundraising sails, Steve asked Board members to talk with colleagues and get their sail requests in early this year. So far, Donna / Rosemary and Gareth / Mitzi are planning joint sails. Sloop capacity is currently 75%, or 38 people.

Development Report

Meg said development revenue for our first fiscal quarter (Dec-Feb) is 6% over budget, without including Gala revenues. The February membership renewal drive was successful and monthly reminders will be going out. As the automatic membership renewal with any donation, which was in place for the pandemic, is going away, some drop in membership numbers may be anticipated and we will work to avert that.

The Development team is very focused on the upcoming April 3rd Gala. Meg reviewed ticket sales to date, current revenue vs. goal, and said the silent auction launches 3/25 with wonderful items. A site visit to The

Garrison is slated for 3/11. We are well on our way to the revenue goal and everyone's continued support will be greatly appreciated. You can support the Gala by inviting your network to purchase tickets, share the silent auction, purchase an ad in the program book, or simply make a donation to help offset expenses.

Additional second quarter opportunities to give include the member survey and possibly a spring celebration.

The second OPRHP reimbursement request, for work on the Sloop, has been submitted and the third is in preparation. The Climate Change Curriculum final report was submitted to DEC and a final payment is expected. Final reports for the Dorr Foundation and for the Dreyfus Foundation are being prepared, as they were also funders of the Climate Change Curriculum work. We are awaiting funds from the Malcolm Gordon Charitable Foundation (\$10k for 3 Education sails) and decisions on NYS DOH Fish Advisory, Catskill Watershed Corporation, and Clif Family Foundation applications.

Meg noted the Climate Change Curriculum focuses on the risks of climate change in the Hudson Valley and actions that individuals and communities can take to mitigate and adapt. It was piloted with 562 elementary, middle, and high school students and teachers. Pre and post surveys showed dramatic gains in students' knowledge in this area. The final report is compelling reading and more information can be found on the Clearwater website, including a climate change virtual sail down the river.

In response to a question from Henry, Ruthie said we have not received resistance to teaching climate change.

Lastly, Meg noted that webinars help with brand awareness, by touching new groups of potential donors, and this is very important.

Nominating Committee

Arthur said the annual Board self-assessment survey was just sent out, should take 15 minute to complete, and is due by 3/31. Anyone wishing to be invited to the upcoming Nominating Committee meeting should contact Arthur directly. The meeting will focus on the work to find new directors.

Strategic Plan Implementation

Steve said some actions are specific and can be taken on at a department level, while others will need a holistic approach across the organization. Work is underway to lay this out and to identify what to work on first. Each priority, A through F, has a small team of Board and Staff members who have ranked the actions within their priority. The overall group will meet in the coming weeks to determine which of the top ranked items the organization should focus on first.

Membership Committee

Arthur presented the charge for the proposed Membership Committee. This work fits within Priority D of the Strategic Plan. Peter requested that expanding membership be emphasized.

Steve read a RESOLUTION proposing creation of the committee and its charge. The text of the resolution is in Appendix A. Arthur moved and Sam seconded. The resolution PASSED unanimously.

Arthur will be a co-chair. Arthur and Steve will figure out another co-chair and members.

Revival 2023

Hal Cohen updated attendees on the progress of the group investigating the possibility of splitting off Revival into a separate entity. He said the group (Mitzi Elkes, Hal Cohen, Roy Volpe, Ben Kaminsky) has secured legal help and inquired about the Board's response to their response. A long discussion ensued.

Steve noted that their response, which was shared with the entire Board, provided a few general answers to groups of questions from the EC and we need a little more detail. Hal replied the group is thinking that once the entity exists it would enter into some sort of license agreement or contract with Clearwater that allows use of the GHRR name and any of the intellectual property that identifies the festival, with the goal of presenting the event as a continuation of a 30-40 year tradition. The event will not necessarily be the same, but the name would be the same. Steve commented that, in his own opinion, more information on the type of festival to be produced would be needed before entering an agreement.

Mitzi said the working group is in the beginning stages, forming the entity as the clear first step, and that a subsequent licensing agreement and terms would really speak to the questions that have been asked, but it is too soon for that. Roy noted the group is very far away from talking about what a festival might look like and called for patience.

Sarah Armour said she had been under the impression the last vote was to have the entity or group go forward on a fact finding mission and, if we were in the proposal stage, then continued conversations and check-ins would make sense.

Roy said it's a little early, that forming the entity is first and then we can start talking about what the process might look like, where the group is planning to go, and what a contract might entail.

Henry noted June 2023 is now only 15 months away and asked whether potential supporters were intending to donate to a non-profit or invest in a money making opportunity. Hal said the desire right now is to create a 501c3 and that the group understood the time pressure. Steve recognizes that progress here must proceed at a pace the group can manage.

Larry said we need to think about how we communicate back and forth because the vote was not definitely we are going to have a festival but the vote was very much like we'd like to have a festival, so we need to take it from the standpoint we'd like to do it and hopefully we can figure out something that works.

Sam said we are working off the expectation that this will work out and asked if the working group had a timeline they could share. Mitzi said they are not working with a timeline, and while they are looking to create Revival 2023, it could potentially be 2024. In response to a question from Thomasina, Hal said the probability of Revival 2023 is 70%.

Larry expressed concern about splitting the organization formally and said everyone needs to start thinking now, so we don't wind up three to four months from now saying this is what we want in a festival and the organizations symbiotic relationship. There might not be an answer but we should start thinking.

The working group repeatedly offered that if someone thought they could do it better, they should go ahead.

Thomasina noted it's not a matter of we can do it better, but rather a better way to do it along with the working group, as a team, in cooperation with each other, not in opposition, but rather in partnership. Hal said ultimately we will better understand that partnership but the working group needs more time first.

Henry commented we've said the Board does not want to lose money, to have the reputation adversely affected, or to not have competition for donors, and also noted we've had difficulty running festivals in recent years, losing money, and the environment for festivals is now more difficult with expenses and competition for entertainers both increasing, and he gets uncomfortable when he doesn't hear more. He also commented that no one could do it better than the working group.

Hal reclaimed the floor and replied that the working group absolutely wants the same three items Henry articulated.

Steve noted the line of discussion in chat that there is no better group to look at the issue than the current

working group of Hal, Mitzi, Roy and Ben.

It was noted a couple of times that the process of working through this will generate many questions and everyone should understand that that is just the process, that sometimes questions will come out not perfectly worded, or, as Larry said ‘sometimes things come out where the question is constructive but the verbiage is not in a great way’. It is very important that we are able to communicate back and forth to move this forward.

Steve closed the discussion by expressing appreciation for what the working group is doing, confidence that they have Clearwater’s best interests at heart, and trusting them to look at all the issues that might come up with producing a festival in this manner.

Environmental Action Committee

Henry called attention to Manna’s EA report, said the new Danskammer litigation is concerning, and encouraged people to think about signing up for the solar mapping class.

Member Comment:

Steve said feedback indicates members want to comment as subjects come up during the body of the meeting, which he tries to accommodate as time allows, and called for comments on that and on whether to continue to have dedicated time slot at the end of the meeting. A lengthy discussion followed.

It was generally agreed that it’s appropriate to have members’ input if they are involved in a topic, and that this input is most useful during the body of the meeting.

Dan Riesel noted this is a long meeting, late at night, and while you want informed input from members who are not Board members but are involved in an activity, a Board meeting is not a general public forum and there’s a real danger in it becoming that instead of an entity this is conducting business in an efficient way.

Steve thanked everyone for their input and noted the need to get business accomplished in a timely fashion will weigh heavily on how much input members can provide but does think the argument that those involved in committees or in volunteer work to move our business forward should be given the chance to speak up. The EC will continue to consider this. For now, a New Business section will be added to the agenda and we will continue to seek input from members involved in particular activities when the agenda allows.

The meeting was adjourned at 8:35 pm.

Respectfully Submitted,
Rosemary Thomas, Secretary

APPENDIX A

A resolution to create a Membership Committee

Resolved that the Board of Directors approve creation of a Membership Committee with the following Charge:

The purpose of the Membership Committee is to define, foster and safeguard the relationship between the Corporation and its membership.

The Committee will strive to expand our membership and its engagement with programs and mission, to ensure that our membership is representative of the communities we serve and to uphold the rights and responsibilities of members as written in our bylaws and policies.

The Membership committee will work closely with Clearwater staff responsible for outreach and engagement as well as the Nominating and Sloop Club Committees to build sustaining relationships with members and community organizations.

DRAFT