



Minutes of the Meeting of the Board of Directors  
Hudson River Sloop Clearwater, Inc.  
**Virtual Meeting via Zoom**  
**Thursday, May 10, 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

Ruthie Gold

Erin Macchiaroli

Meg Mayo

David Toman, Executive Director

**Members**

Jeremy Baron

Susan Berliner

Jimmy Buff

Victoria Christof

Allan Goldhammer

Ben Kaminsky

Robert Miglino

Tinya Seeger

Laura Selleck

Alan Thomas

Roy Volpe

The Meeting was called to order at 6:30 pm

Mission Song sung by Sarah Underhill, "On The Sloop"

**Approval of Minutes**

The 04/14/22 Board meeting minutes were approved by unanimous voice vote, with the agreed upon edits.

## Executive Director's Report

David showed photos of the Sloop being painted and the slot that will receive the mast. The Sloop is getting close to splash (splash is when the sloop goes back in the water).

Education sails, public sails, charter (group) sails, Tideline and Onland Programs are all starting to book and preparation for the season is well underway. Ruthie Gold, Programs Department Director, will cover this in more detail.

The Fish Advisory and the Travelling Exhibit grant projects are both moving along well. David recapped Earth Day events from the education team, and noted we are working to get updated footage of the Sloop for use in promotional opportunities.

Delays due to supply issues and Covid have modestly impacted the winter refit timeline, with splash now 5/12 and mast stepping 5/19. Sailing season start remains 5/31. The crew is mostly hired and some workarounds and relief captains will be used.

As far as EA, David highlighted accomplishments for Earth Day, including sharing 20 events around the Hudson Valley and inviting constituents to get involved, directly engaging with educational materials at three events, and participating in a webinar celebrating the 50<sup>th</sup> anniversary of the Clean Water Act. All participants were encouraged to share their Earth Day experiences on Clearwater's social media.

Regarding Music and Celebration, David noted that this important area of the Strategic Plan needs volunteers to get things going, as there is no staff for this area. If you know of anyone, let David know.

Cash flow continues to cover the increased payroll (with the new seasonal crew) and accounts payable remain current. Cash flow is improving, but not yet at a comfortable level. The 2019 audit work continues and all requested documents are being provided. A change in our QuickBooks chart of accounts, to allow improved financial reporting, remains on track for 6/1. A volunteer is supporting our efforts to catch up on QuickBooks accounting entry work.

Mitzi gave a shout out to Elmina David and Fredi Guevara-Prip, Onboard Program Coordinators, for their work at Green Ossining's Earth Day Fair, where they did a fantastic job engaging kids.

## Education Update

Ruthie Gold, Programs Department Director, focused on three areas sharing the numbers for scheduled spring (June) education sails, summer (July-Aug) education sails, Tideline and Onland programs, public sails, and for charter (group) sail requests, comparing this year to both 2019, a more regular season than the past two years, and 2021. Overall, we are pretty on track with 2019 numbers. Ruthie acknowledged the work of Amali Knobloch, Eli Schloss, Elmina, and Fredi in making this happen and in getting out into the community, for example on Earth Day weekend.

Ruthie went through the charter (group) sail application on the website, which centralizes all the information. Requestors are strongly encouraged to pick as many days, times, and locations as possible as building the schedule is complex, with a lot of moving pieces. The FAQ section gives lots of additional information. The contract will also have helpful reminders. Summer is filling up, so consider looking at the fall. Current capacity is 40 guests.

Ruthie covered the Traveling Exhibit grant, which will enable us to up our tabling game. We are working with Wolf Tree Design, a NYS certified minority and women-owned business enterprise (MWBE), certified interpretive planner and trainer, with environmental non-profit experience. Ruthie went over the goals and desired outcomes for this project.

Steve reminded folks to submit any Board sail applications and Donna noted Sloop Club sails are also important.

### Treasurer's Report

Neil described our current status as having gone from 'crisis' to 'cautious' and thanked those who supported a very successful Gala and everyone who has continued their give/get. There is a lot going on – finishing the winter work, ongoing reimbursements, and other cash coming in. We would like to reimburse the Century Fund, which covered a significant portion of the winter work. We look forward to getting the chart of accounts in good shape and getting regular balance sheet and reports going. David covered the nuts and bolts. It's good to be looking forward to operating cash and having 5<sup>th</sup> graders on board.

### Development Report

Development revenue for Dec-April is 1% above budget. April had revenue from Gala, a membership renewal drive, individual donations and Facebook.

Upcoming events include the Member Survey, a Patron Fish appeal/sail, a Toshi Seeger birthday celebration, Pumpkin Sail concerts, and a new peer-to-peer fundraising event Hike for the Hudson. We have busy months ahead and any volunteers are welcome. The biggest role for everyone is to be a megaphone for these events, as well as participation.

Meg spoke to the Public Sail calendar, which is open and available on the website, with dates added on a rolling basis. Meg noted that members get advance notice of new dates and a 20% discount. Steve said that some of the public sails have special programs, for example a sail featuring Sailors from Maiden as Special Guest Speakers. Meg noted these are listed as benefit sails with a slight upcharge and welcomed ideas for more.

From a Development Committee perspective, Rosemary said the Gala's success was due to many of the people at this meeting and everyone's support will continue to be needed for the upcoming events, as the goal is to end the year on a very positive note. Besides participation, people can help with planning and with broadening the reach of events.

There was discussion about the history of Patron Fish, the festival Friday sail, and its association with Revival. Key points raised were: Meg clarified that Patron Fish is an appeal and the festival Friday sail was a bonus for people who gave at a certain level, and these are two different things from a development view; Tinya said the Patron Fish name was started by Toshi to raise seed money for Revival but would agree the sail was always for Clearwater. Patron Fish has been around for decades and others weighed in with their views based on how they experienced Patron Fish and the Festival Friday Sail. Steve said the history of Patron Fish has been associated with Revival but going forward that could change and it is for Meg and the Development Committee to decide.

### Nominating Committee

Arthur thanked Board members who completed the annual Board self-assessment survey, and noted one or two are still due. Last week's Nominating Committee meeting put together a list of potential nominees to be presented either at the next Board meeting or earlier via email.

Arthur showed a map of the geographical locations of Directors throughout the watershed. We have a lot of people in Westchester.

Steve said we are issuing our annual call to members for suggestions for Directors and that will go out in the May and June e-news. Arthur said don't be shy, we accept nominations.

### Change in Officers / Executive Committee

Steve said Janine will be stepping down from the Board shortly. Steve noted how great it was to have Janine as VP and on the EC and understands she will continue to work on Clearwater and Youth at the Helm. She

will be missed.

Steve said the Vice President steps in when needed for the President and also is an ombudsman for the Staff, and the EC is recommending Sam Hicks as the nominee for VP. This would open an At Large seat on the EC, and the EC's recommended nominee is Sarah Underhill. Both positions require a Board vote.

Greg asked Steve to share why these two individuals were recommended. Steve said in addition to being a captain for some time, Sam has served on the Board for 2 ½ years, and has a particularly good relationship with Staff and crew. She is also active in development and has been involved in the Strategic Plan from the beginning. Sam has a Masters in Public Administration with a focus on non-profit management. Sarah Underhill has served on the Board, is a former crew member, activist, a musician, and involved in many Clearwater endeavors over the years. Her previous service on the EC was very helpful. Both Sam and Sarah U. accepted the nominations.

Neil MOVED to elect Sam as VP, replacing Janine. Arthur seconded. A discussion followed. Sarah Armour said that, as new Board member, both Sarah U and Sam have been very accessible to her and she is all in favor. Greg said he would nominate Larry Rothbart for VP and Sarah Armour for the position of At Large. Larry declined citing his short time on the Board. Sarah also appreciated the vote of confidence but declined. The vote was called and the motion PASSED with 15 yes votes (Mitzi, Rosemary, Neil, Sarah A, Steve, Larry, Jeremy, Sarah U, Jeff, Janine, Thomasina, Gareth, Arthur, Peter and Donna) , 1 no vote (Greg Williams), and 1 abstention (Sam).

Larry MOVED and Thomasina seconded to elect for Sarah U. for the At Large position. The motion PASSED with 17 yes votes (Jeff, Mitzi, Rosemary, Janine, Joan, Donna, Steve, Larry, Sam, Neil, Gareth, Sarah A, Jeremy, Thomasina, Peter, Arthur, and Henry), 1 no vote (Greg Williams), and 1 abstention (Sarah U).

### Revival 2023

The vote was held on whether or not to spin off Revival into a separate legal entity, with the resolution provided by the proposing group (Hal Cohen, Mitzi Elkes, Roy Volpe).

Hal read the RESOLUTION. The text of the resolution is attached in Appendix A. Mitzi moved and Dan seconded to consider the resolution.

A long discussion followed on risks, benefits, terms, and what the vote means.

Roy started by stating that the group does not believe the EC is acting in good faith and has been trying to influence Board votes. Multiple Board members voiced exception to these comments throughout the subsequent discussion, and at the conclusion of the discussion, Steve noted the role of the EC is to study things more deeply and provide a recommendation to the Board, which is what was done.

Roy grouped issues / concerns into unknowables and knowables. Unknowables were described as things the group says they will do but where the EC has doubts, with examples being use of Staff time, tarnishing the brand, cannibalizing donors, or liability for bills incurred. He said these would be covered by a legally enforceable contract. Knowables are items that Clearwater could state but has not, with examples being what dollar amount is worth the effort and how much money is needed to plan the festival. Roy said the goal is to produce a successful event, raising seed money for the following year, and carry this on for 3-5 years, with a goal of returning Revival to the Clearwater organization afterwards. Roy said the group already has indications of interest for over \$150k of initial funding. The goal is to plan Revival in the same way as Chefs, with a team of talented and experienced people. The event would be held at Croton Point Park and look like past events, on a reasonable scale, with traditional elements of past Revivals included, a wide range of music genres, and outreach to other community based group and a more diverse demographic for participation. Roy concluded by saying outreach is critical and Revival is the most significant event guaranteeing outreach and positively strengthening Clearwater's brand.

Steve asked if Mitzi wanted to add anything and she highlighted two points – what dollar amount is worth the effort and how much money is needed to plan the festival, asking what values would get Clearwater to a ‘yes’. Mitzi said an agreed upon dollar figure could supersede any percent profit.

Rosemary shared the reasoning behind the EC’s recommendation to not approve the proposal. Key factors were reputational risk (as the public will not recognize the distinction of a separate entity), limited financial gain, analysis indicating that while Revival is an entry point to Clearwater, it does not appear to motivate people to stay, and the need for fuller responses to the concerns that were raised.

Tinya shared a proposal for a one-day, one-stage festival in Croton. She said Revival is Clearwater’s main interface to the public and its purpose is to do work outside the inner circle of Clearwater members, staff, and volunteers. She said it is a public service, and that the energy when a large group meets together is important.

Hal asked what topics were people using to make a decision. He said the group has filed for a non-profit.

Several people spoke to the impressive track record of the proposing group, that outreach is the most important part of Revival, and the importance of building and maintaining seed money.

Neil commented that engagement between the proposing group (Hal, Mitzi, Roy) and the EC has been limited. Larry said there was a recent meeting where he acted as a facilitator to get discussion going and everyone has been trying very hard to get to a ‘yes’.

Henry spoke to practical aspects such as lead time for 2023, noting challenges such as the proposed separate legal entity does not yet exist, problematic festival directors in recent years, and nothing tangible, for example a budget or fundraising plan, is available so far. He also said that if Clearwater contracts with a separate legal entity, the contract would be with, and controlled by, that entity, and not with Hal, Mitzi, and Roy personally.

Multiple people expressed the idea that voting no tonight does not preclude having a festival in 2023 or some other time and the group should not be discouraged from continuing to try to find a way to do that.

Dan said he sees a Revival in the immediate or near future as essential, and if Clearwater is unable to do it internally at this time, then the only choice is to accept the offer of this volunteer group, which has a long history with Revival and with fundraising. Dan was thankful for Larry’s participation. He said to think of this resolution as a step toward contracting with this group and the real negotiations will go on with drafting the contract.

Jeremy said he knows the financials involved and other items discussed, but thinks the service to the community is important and worth the risk.

Gareth said the EC made a lot of really good points and agrees the business plan, if we can call it that, is under development. If it were any other team, he would have misgivings, and as they have indicated they are not rigidly adhering to the terms as in the resolution, he would take this resolution to be more of an indication that we are willing to go forward with contract negotiations and those exact terms are still to be determined. Gareth said he think it’s the only way we are going to get a festival, and as the festival is critically important to our outreach it’s worth taking the chance.

Arthur spoke to the daily work of getting students and young people out on the river for meaningful experiences, especially demographics who cannot get there on their own. He encouraged people to think, in 2022, the problem is we need to get people down there who can’t just go anyway, and while Revival does provide some education, the communities where we can really make a difference are those who can’t get down to the river any time they want to.

Sam pointed to the Strategic Plan, and said she was looking for procedural rigor here. Sam appreciated a lot of what Tinya said and added that those are the kinds of things we are looking for in a select committee or whatever you want to call it that going to do the deep dive into what works with Revival, what doesn't, and make it the best it can be. She wants this team to succeed but also wants more details, adding that the thought process and the rigor needs to be there.

Greg said his hope is we will vote no and we will revisit this as we continue to make progress and we continue to discover misconceptions that we've all had about each other and continue to evolve our positions and further develop the proposal.

Larry said maybe the underlying question is whether we as a Board are comfortable, no matter what the contract looks like, having the festival done not under the auspices of the organization, and ultimately what that means for having a festival in the future. If we could put \$500k in an endowment fund for the festival and segregate it we probably wouldn't be here.

Hal said he heard the reluctance and maybe Larry characterized it perfectly - is the Board willing to give this to a separate entity. He said the separate entity would have music people on the board, the park has been felt out for availability, and a link to someone who helped produce Pete's 90<sup>th</sup> Birthday at MSG has been pursued, so the group has done what it can until it knows the Board is willing to go ahead. In terms of profit, he said it has always been said the festival is about outreach and does not have to make a profit. Hal noted the festival attracted 15k people on the weekends with The Weavers or Emmy Lou Harris, and once those people are there they are exposed to Clearwater's programs, EA, and other activities. That's the outreach. Reeling those people in to remain with Clearwater is not something that can be done in two days. Hal also said a secretary would be hired to handle calls and avoid use of staff time. He said what the group can't do is the education tent or a Clearwater membership tent.

David reminded everyone that the resolution on the table, if voted yes, would allow us to go forward towards then negotiating a contract between two organizations and that would take time. He said to think of what that timeline means for 2023. David also noted that the role of the Board in this decision is fiduciary to Clearwater. He said while a huge concern is of Clearwater is not losing money, we do have to be concerned how an outside organization would sustain a potential loss. He said we need to think prudently to find a solution.

Steve said all the emails that went back and forth between the group (Hal/Mitzi/Roy) and the EC have been shared with the Board in their original form. The EC analyzed what they saw and made a recommendation, and an explanation for the recommendation was provided.

Steve said he finds a couple of fears on each side. One is the fear that even if the event is done by an outside organization, the reputational risk will come to Clearwater as people will not recognize an outside organization. Another fear is Revival could go by the boards without this proposal, as Clearwater is not in a position to raise and sequester funds for it. Nobody seems to be criticizing the idea of Revival, although there are thoughts on what form it would take.

Steve continued that the question before us is not whether Revival is worth doing, but rather is it best done by an outside organization or is there a way to have the resources raised by Hal/ Mitzi / Roy sequestered within the organization so they cannot be touched and we can move forward together in trying to reshape Revival within Clearwater's auspices, which is what Steve would like to see. Steve also commented that he thinks there are a lot of unspoken assumptions being made about the role of staff in this.

Steve concluded by echoing points made by a number of folks - that all of us are trying to do the best we can to help Clearwater move forward, with Clearwater's best interests at heart. He said no matter which way the vote goes it is critical that we continue to try and make the festival work whether it's spun off or not and it will take a lot of cooperation to do that but there are ideas floating around out that could bring us together

around making the festival happen.

Dan called for the question.

Gareth asked if the vote is yes now but later negotiations fall apart, are we obligated to allow the group to put on a festival. The answer was there would be no obligation.

Steve pointed out the resolution has terms, for example the resolution states 10% net profit but at this meeting that was open to negotiation, and asked if we agree tonight are we agreeing to that term or can we negotiate it. Dan replied the vote would be to engage the volunteer group with constructive negotiation on all points.

The vote to call the question was unanimously approved by voice vote.

The vote on the resolution was a roll call vote. The resolution LOST with 11 no votes (Henry, Jeff, Arthur, Joan, Neil, Greg, Sarah A, Sam, Steve, Rosemary, Janine), 7 yes votes (Sarah U, Dan, Jeremy, Donna, Allen, Gareth, Mitzi), and 3 abstentions (Larry, Thomasina, Peter)

#### Environmental Action Committee

Deferred

#### New Business:

Deferred

The meeting was adjourned at 9:50 pm.

Respectfully Submitted,  
Rosemary Thomas, Secretary

#### APPENDIX A

#### **A resolution concerning authorization to enter into negotiation to spin Revival off into a separate legal entity.**

Whereas, Clearwater (“HRSC”) has in its strategic plan furtherance of music and education; and

Whereas, the Great Hudson River Revival has been Clearwater’s signature outreach event for music celebration, education, and environmental advocacy since 1978; and

Whereas, Clearwater has not held this event in person since 2019 and will not have the financial resources to hold it in the foreseeable future; and

Whereas, a group led by Clearwater Revival supporters (the “Group”) has made a proposal to hold a festival in a way which insulates HRSC from all financial risk, provides financial benefit to HRSC should the festival make a profit, and does not damage the Clearwater brand, with the following key terms:

- HRSC will license to the Group or an entity they create the right to use the brands associated with Revival for that purpose;
- HRSC will promote to its membership any event created by the Group; and
- 10% of the net profit from any event will be donated by the Group to HRSC;

Whereas, the objectives of the Group are to:

- Restart Revival at Croton Point Park;
- Establish a sustainable Revival on solid financial footing; and
- Return control of Revival to HRSC in 3-5 years if HRSC then has the financial resources to receive it;

Be it resolved that Clearwater's Executive Committee should enter into negotiation with the Group as soon as is practicable to establish an agreement for a term of three to five years with the key terms mentioned above, and

Be it further resolved that Clearwater's Executive Committee should bring to the Board for approval the contract resulting from that negotiation as soon as practical.