



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

Virtual Meeting via Zoom

Wednesday, June 12, 2024 at 7:00pm

Board Members

~~Sarah Armour~~

Adenike Bamgboye

Peter Capek

~~Joshua Clyburn~~

Mitzi Elkes, Executive Committee At Large

~~Joan Gaylord~~

~~Neil Gordon~~, Treasurer

~~Scott Greathead~~

Samantha Hicks, President

Gareth Hougham

~~Arthur Jones~~, Vice-President

~~Aaron Mair~~

Jennifer McMillan

Tom Murphy, Executive Comm. At Large

Jeremy Rainer

Dan Riesel

Larry Rothbart

~~Gabrielle Spielberg~~

Steve Stanne, Executive Comm. At Large

Donna Stein

Rosemary Thomas, Secretary

Sarah Underhill

Julia Wilson

~~(strike through indicates absence)~~

Staff Members

Jen Benson

Anne Crowley

Erin Macchiaroli

Meg Mayo

David Toman, Executive Director

Members

Ben Kaminsky

Alan Thomas

The meeting was called to order at 7:00 pm.

Mission Song sung by Steve, Pete Seeger's adaption of "Lord Nelson's Hymn."

Approval of Minutes

The 05/08/24 Board meeting minutes were unanimously approved by hand vote.

Executive Director's Report

Finances

David said our approach to the fiscal crisis was an emergency appeal, outreaching to the general public through a letter to key stakeholders, email to the entire Clearwater community, working with our legislators, a feature articles in The Times Union followed by other press, a press release, and radio interviews. David reviewed the appeal timeline, from key dates in early April to follow-ups in June, and said \$350k has been raised against a \$250k goal, with additional funds expected. He said what we owe back to the public is finding a pathway to running the operation in a sustainable way and achieving the targets we want to hit. That's the business model plan, later in the agenda.

The financial uncertainty has impacted staffing, with two resignations and others temporarily reassigned. The goal is to defer any hiring until the business model plan can provide guidance. The only exception is a critical donor centric position, vacated earlier in the year by a retirement. Ruthie Gold, Program Director, is returning from leave part time through the summer, then full time. Dean Lentz is replacing Hal Cohen, who is retiring, as our IT volunteer. (Welcome Dean!!). David added that it is common to have crew positions that only cover part of the season and so some hiring of replacements will be seen.

There is close focus on sloop occupancy and generating funds through the sloop. The 'Pay What You Can' sails have been very well received and statistics will be provided at a later meeting. Local business sponsors are needed to make them work for the long haul. David noted these sails are also helping with docks, NYC in particular, that appreciate how we are serving the community. Many, not most, people are paying full fare. The Speaker Series has had a strong positive response. There are more music sails as well.

Additional support is needed for Paddle for Our Hudson, a fundraiser running through 7/27 and for the Revival Sale / Folk Party. For the paddle, David encouraged everyone to sign up, get friends and colleagues to join, and to fund your favorite paddler. The Revival Sale, with many nostalgic items from the three Revival tractor trailers, will run Aug 2-Aug 4. A Party for Paddlers and Revival volunteers is being planned for Saturday, Aug 3rd. Volunteers are needed and will be greatly appreciated.

David gave an brief update on the business model plan task group, to be charged with developing a high-confidence, sustainable plan that can be shared with supporters. A professional facilitator will work with six to ten external experts to support the Business Model Plan task group. We are also looking for advisors if not all external experts can commit to full task group responsibilities. The goal is to be completed by the fall. This will be covered further later in the meeting.

The Audit Committee has reviewed two proposals and recommended an auditor for FY2023. A timeline will be nailed down to ensure the 10/15/24 extension deadline is met.

Larry asked about the wood needed for the planned 2025-2026 sloop preservation work. David said that while the Danish wood was lost with the financial churn, alternative sources are being found.

Development

Meg put the emergency fundraising results in context, noting that the Donor Perfect database is still catching up. There were donations from all across the country, a heartwarming story of support. In addition, there has been a massive increase in memberships, both new and renewals, during this time. Most of the money is in hand, with some pledges outstanding. Meg said we are now watching the Spring Appeal closely, to see if it was impacted by the emergency campaign.

Meg shared the upcoming City Winery of Hudson Valley collaboration, which Chelsea initiated before her departure. Meg encouraged everyone to come out on Sunday, July 21st for the Hudson Valley Homegrown Music & Arts Fest, with \$5 of each ticket going to Clearwater!

Meg encouraged everyone's participation in the ongoing fundraiser Paddle for Our Hudson, by signing up to paddle, sharing and supporting another paddler, and / or encouraging your network to join the fun. David shared his personal experience, that he put out wording he just wanted people to participate and help and was surprised by the response. He added that if we do this every year, it will bring in supporters we don't get to otherwise and it also helps achieve mission, getting people on the water. Potential group paddles were discussed.

Tom said he and Rosemary drafted an outreach letter for sloop charters that can be used with any corporation and there are materials available to attach. The letter will be forwarded to board members for their outreach. Steve noted in chat that, besides corporate outreach, board members and other groups (non-profits, family associations, etc.) can charter at a lower fee.

David added there is still no outlook on ERC monies being released and Congressman Ryan's office has resubmitted a request to Tax Advocates.

David said Ulster Savings has offered the opportunity to pay off our two loans at a reduced amount. We are trying to find a pathway here, as it would be a significant expense reduction, putting us on more stable financial footing.

Nominating / Board

Candidate Update

Sarah U. said nominations close July 1st, the final slate is due to the board by August 1st, and elections conclude at the Annual Meeting Saturday, October 5th. Six incumbents are running (Sam, Arthur, Sarah A, Jenn, Larry, Dan). For new directors, we are looking at three major criteria: the ability to raise / donate money, a strong environmental presence, and people good with the media / public relations. Sarah identified some potential candidates and there was a brief discussion.

Two directors are rotating off the board (Mitzi, Donna) and David expressed everyone's desire that they remain engaged, possibly sitting on committees.

Action Item

A resolution to add board indemnification language to the bylaws has been proposed. The draft will be circulated to the board for review prior to a vote at the July board meeting. Final approval will require a membership vote.

Business Model Task Force Update

David opened the floor to questions. Peter and Julia wanted to hear something more substantive. Julia would like to be part of it and thinks the board should vote on it. Peter agreed.

David replied the timeline is immediate and the outcome is the plan and the 2025 budget, due the end of October. David and department heads will be engaged from the staff side and there needs to be discussion around board involvement and the timeline for it going to the board.

Sam said the process needs to be careful and deliberate and she is speaking with people who do this with some regularity. Sam added that active recruitment is ongoing, and having a roster and bios, perhaps not 100% finalized, by the 7/11 Board meeting is reasonable.

There was long discussion. Key points raised include:

- a) The lead time for grant / foundation /government support, historically a key budget component, needs to be factored in for the 2025 budget.
- b) Increasing sloop occupancy is critically important for both programming revenue and community outreach.
- c) Contract support on the accounting side, to keep financials current while freeing up the E.D. to continue his focus on revenue and outreach, is needed.
- d) As the business plan will take time, what is the plan for the next five months.
- e) The critical importance of clear statistics, not just financial, but operational / programming/ occupancy statistics, and getting them in regular reporting as soon as possible.
- f) The need to generate environmental work worthy of people funding. People have identified Clearwater as environmental education, but are also attracted by its advocacy work. Hopefully the committee will identify a suitable project, attractive to granting entities and individual donors.
- g) How to convert one time generous donations into a regular income stream.

The meeting was adjourned at 9:05 pm.

Respectfully Submitted,
Rosemary Thomas, Secretary