



**Minutes of the Governing Board Meeting
The Cruising Club of America
Friday, February 16, 2024 via Zoom**

1. Commodore Chris Otorowski called the meeting to order at 1300 hrs Pacific

There were 33 people in attendance to start, constituting a quorum, ultimately reaching 40 participants including Commodore Chris Otorowski, Vice Commodore Jay Gowell, Secretary Molly Barnes, Treasurer Kathleen O'Donnell, Historian Doug Adkins, Membership Chair Ernie Godshalk, Fleet Captain Paul Hamilton; the following Rear Commodores: Doug Adkins, Peter Balasubramanian, Peter Becker, Bev Crump, Jim Eddy, Bill Greenwood, Somers Kempe, Atle Moe, Nick Orem and Tom Wadlow; Robby Robinson (in attendance for RC Chuck Hawley); the following Elected Governors: Amanda Balasubramanian, Gretchen Biemesderfer, James Brown, Rowena Carlson, Dennis Durgan, Jeffrey Gonsalves, Hans Himmelman, Lloyd Hooper, Spencer Kuhner, Mary Alice O'Neill and Jonathan Wright; Invited guests in attendance were: Incoming Governors (to be elected in March) Sally Honey, Bernard Prevost, and Cat Reppert; Post Captain Ned Jones; Events Committee Chair Anne Kolker, Financial Affairs Committee Chair (and incoming Vice Commodore) Chace Anderson, Fleet Captain Paul Hamilton, Fleet Advocate Chris McNally, incoming Secretary Pat Montgomery, Webmaster Michael Moradzadeh, Incoming Membership Committee Chair James Phyfe, and Fleet Surgeon Jeff Wisch. (Please note that some names appear twice to reflect their multiple roles.)

2. The Commodore began by welcoming everyone to the first meeting of the new year and thanking everyone for their dedicated work over the last couple of years. He also welcomed the individuals who have been nominated to new positions and will soon be elected as Flag Officers: incoming Vice Commodore Chace Anderson and incoming Secretary Pat Montgomery.

3. There was a motion made and seconded to approve the Minutes of last Board meeting, 12-5-2023. The Commodore invited discussion, hearing none, he called for a vote and the motion was passed unanimously.

4. The Commodore called on Jay Gowell, noting that there would soon be a new sheriff in town when Jay is elected Commodore. Jay then gave his Vice Commodore report. Details are below but in summary, Jay reviewed the upcoming cruises, noted some committee chair changes that are taking place, thanked a variety of volunteers for their hard work on behalf of the CCA, and highlighted what a pleasure it has been to work with Chris.

Vice Commodore Jay Gowell began by noting that this is the Commodore's last Governing Board meeting and thanked him for his leadership, noting that it has been an honor to be "his wingman" and that Chris has been like the Energizer Bunny. Jay then noted that the Vice Commodore position has not had a defined portfolio and that he and

Chase are working on defining the roles going forward. Jay also noted that he has been responsible for overseeing the cruises.

He noted that the Antigua/Guadalupe cruise is fast approaching and is nearly fully subscribed. The Sea of Cortez cruise still has spaces. Jay and Elizabeth are planning to attend and noted they are especially excited about the biodiversity in the area. Also coming up will be the cruise around the Bermuda Islands after the race, which is a great way to relax after the race and see more of Bermuda. And the Down East Cruise in Maine in August. In 2025, there will be a transatlantic cruise in company followed by a cruise around Scotland in July 2025. Jay noted that there is a lot more information on each of the cruises on the website. Please sign up for a couple of different initiatives that are going on.

Next, Jay noted that the CCA has a member engagement initiative underway that was really prompted by a very excellent study completed by the long range planning committee. Tim Surgenor, with help from Alli Bell, did a fantastic job with the survey. And as a result, we have a lot of good information to build on. Jay noted that one of the things we learned is that we do not have a lot of good information about our 1,400 members. We know their name and address, and what kind of boat they have but we don't really know what they're interested in, and we don't really know what their professional lives are. Jay noted that they are working on collecting that data and making it available and accessible to club leadership, including the Rear Commodores, so that it is easier to invite people with relevant skill sets to volunteer for different roles.

Jay then encouraged the Rear Commodores and Post Captains to include Chase and Jay on email communications going forward as that is one of the best ways for them to know what is happening at all the stations.

Jay noted that there is a new Cruise Resources Committee that is taking shape. It is designed to provide guidance and wisdom from people who have run successful cruises to the new cruise leaders, most of whom have never done it before. Chase has already created a checklist to help cruise chairs.

Jay then took a minute to highlight a variety of leadership changes that are in process. First, Ernie Godshalk, who has done an excellent job leading the Membership Committee for the last three years will be moving into the Fleet Captain position. As with other roles, we are working on defining more clearly the job of the Fleet Captain, which will also now include being the chair of the Cruise Resources Committee. Jay thanked Paul Hamilton, who has been Fleet Captain for eleven years for his service to the club.

Jay asked James Phyfe, who has done a terrific job leading the Communications Committee, to be the new chair of the Membership Committee. That position is elected by the Board of Governors so we will be voting on that later in the meeting. James was the chair of the Boston Station Membership Committee, so he is well prepared for the

role. With the board's approval, James will start that role after the March Annual Meeting.

Because Chace is stepping into the Vice Commodore role after the March meeting, Peter Griffin has agreed to become the chair of the Financial Affairs Committee.

Jay then noted that Alli Bell did a terrific job as the chair of Next Watch and that we now have a brand-new member, Jesse Terry, taking over that committee.

Bob and Ami Green have finished their tenure as editors of Voyages. Dan Biemesderfer will be taking over that role.

And the new Communications Committee chair will be Julie Kallfelz, who has been our very capable editor of Waypoints.

Deanna Polizzo, a fairly new member from the New York station, is taking over the Events chair position that Ann Kolker has had. Jay noted that the Events Chair plays an important role in organizing all of our meetings. He thanked Anne for all her hard work, including getting things ready for the very exciting annual meeting coming up in a couple of weeks.

And finally, Jay thanked his wife Elizabeth who has agreed to be the Interim Editor of Waypoints and he noted that he (and Elizabeth) would be very grateful if anyone could suggest a longer-term appointment to the Waypoints editor position.

The Commodore then thanked Jay and noted that Jay has been an exceptionally hard-working, diligent, smart, and committed Vice Commodore to the CCA. Chris is very excited about all that Jay and Chace are planning to do in the next two years, particularly as it relates to the cruise schedule, the Bermuda race, and defining the various leadership roles and committee responsibilities within the club.

5. The Commodore called upon Ernie Godshalk, Chair of the Membership Committee. Ernie noted that he had two topics: election of new members and a proposed update to the Seafarer Program. There was a motion to elect the 22 new members as proposed and there was a motion to eliminate the 2% cap on the number of seafarers allowed per station and at the club level. Both motions passed unanimously. The details of the discussion follow:

Ernie noted that Governing Board members received the names of 22 candidates that the Membership Committee is putting forward for election to the club. There was a motion made and seconded to elect the 22 candidates. The Commodore then asked Ernie to read the names of the candidates and their stations. For the Boston Station: MacKenzie Davis, Gordon Fletcher, Leif Heimbold, Susan Maffei Plowden, Mary Martin, Christopher McGuire, Ryan Murphy and Matthew Pilon. For the Chesapeake station: Peter Carrico, Logan Greenlee, Virginia Jeffery, and Emory Zimmer. For the Florida station: Russell Hoadley. New York Station: James Cummiskey, Robert Forman, and Adam Loory. In the Pacific Northwest: Gordon Bell, Robert Eichler, and Daniel Kerns.

For San Francisco, Rodney Pimentel. And for the Southern California station, William Menninger and Marie Rogers. There being no further discussion, the motion passed unanimously and we have 22 new members of the CCA.

The Commodore thanked Ernie for all his work as Membership Committee Chair for the past 4 years. He noted that there is a tremendous amount of work that goes into the membership process and that Ernie has done a lot to bring solid organization and documentation of that process, which should make the hand of to James a little easier. The Commodore noted that new members are the lifeblood of the CCA.

Ernie reminded us that with the election, the new Member introduction process begins. The Commodore will mail a letter to each new member, and Ernie will send a reminder to the Rear Commodores, asking them to contact their new members directly. In addition, new members also receive a number of mailings including Voyages and then the Yearbook. He reminded us that there is a real opportunity to engage new members in the CCA while they are especially excited about it.

Ernie then shifted to the Seafarer program. He reminded us that for many years we have waived dues for members with serious medical or personal issues that prevent the member from participating in the Club and/or for whom the dues are a financial burden. These members are referred to as "Seafarers." This practice was formalized and approved by the GB in 2022 and revised by the GB in 2023 in a resolution that specifies criteria; approval of each Seafarer by the Station, the MC chair, and the Commodore; annual review and re-approval; and detailed confidential record-keeping.

Ernie drafted the original resolution regarding the Seafarer program a couple of years ago, when the program had been in place informally for years. I inserted 2% caps at the Club and Station levels as protection against overuse of the program. In practice, the program has been used sensibly: we now have 18 Seafarers, about 1.3% of the total membership; almost all approved Seafarers had submitted resignations so we have not foregone any dues that we would have otherwise received; we have received several notes of appreciation; the Seafarers will qualify for Final Voyages and their spouses for Surviving Spouse status. The 18 Seafarers continue to be listed as members and receive our publications, the cost of which is included in the budget.

The Boston Station has recommended the largest number of Seafarers who now constitute just under 2% of its membership. Additionally, Ernie noted that in retrospect he realized that the 2% cap at the Station level would preclude ANY use of the program by Stations with less than 50 members, such as the Bras d'Or Station. Therefore, Ernie suggests that the governing board remove the 2% caps, which may result in adding 3-5 Seafarers more in 2024 than if we do not remove the caps.

There was a motion made and seconded to approve removing the limit at both the Club and Station levels by removing from the approved resolution the words: "The total number of members offered dues waiver at one time should not exceed 1-2 percent of members (Station and Club)."

The Commodore invited discussion. Noting that the seafarer policy requires an annual review of each seafarer, we asked Ernie to explain the process. Ernie noted that as is specified in the resolution approved by the governing board, the Membership Committee Chair contacts all of the stations on November first and ask them to either restate their request for existing seafarers or submit recommendations for additional seafarers. Once that is done, the Membership Chair considers the proposals, and passes those that he approves on to the Commodore who then approves them. In response to other questions, Ernie also noted that since the program was formalized, no seafarers have returned to regular membership. The only ones that have never should have been on the list. There was some discussion about removing the cap from the station level only and keeping it at the club level. The Commodore noted that it is not necessary to keep the cap at the club level because there is an annual review built into the process. Kathleen O'Donnell, the Treasurer, noted that we spend approximately \$120 per member on publications, which is about half of the annual dues. Therefore, the number of seafarers has an impact on the budget. Michael Moradzadeh noted that over the last 2 years, we have moved to asking surviving spouses if they want to receive the mailings. And without an affirmative request, we don't mail them anything. This has cut the number of mailings we send to surviving spouses by 75%. Vice Commodore Jay Gowell then noted that the typical way someone becomes a seafarer is after they have submitted their resignation to the club, we consider if they are a candidate for seafarer. These folks are typically long-time members who are extremely appreciative of the ability to remain members. There being no further discussion, the motion passed unanimously.

The Commodore thanked Ernie for his diligent work as Membership Chair.

6. The Commodore called on the Treasurer, Kathleen O'Donnell, to give her report. Kathleen began by thanking the outgoing and incoming chairs of the Financial Affairs Committee, Chace Anderson and Peter Griffin, for their assistance in developing the budget. Kathleen then walked us through each line of the budget. There was a motion made and seconded to accept the budget as presented, with one change (renaming the "Flag Officers" expense line to "Commodore"). After some discussion, the motion passed unanimously. Highlights from Kathleen's report follow.

Kathleen noted that there is a \$30,000 draw from investments in the budget. It is a one-time draw that was approved by the Financial Affairs Committee. She also pointed out that with the help of Tom Post and the Investment Committee, we monitor the health of the CCA's investment portfolio carefully. Kathleen noted that the membership dues number will likely be a little higher since we just elected new members. Kathleen also highlighted the fact that we still have 1,413 copies of the book, *Adventurous Use of the Sea*, available for sale. Kathleen pointed out the revenue from the cruising guides, and also the income from the Safety at Sea programs, which is artificially high because of the high cost of the programs. She noted that we are still waiting on payment from the NY Yacht Club for the joint medical seminar that was offered in November. Kathleen noted out administrative expenses, such as paying the bookkeeper \$500/month, and also our insurance costs are going up. The insurance premiums are going up more than 5%.

Kathleen also noted that the annual meeting expense is significant but that we only expect to lose \$10,000 this year thanks to Ann Kolker negotiating a better deal and to what looks like more registrations this year. Kathleen noted that they are trying to reduce the expense associated with collecting payments via credit card by working with Michael Moradzadeh to set up the CCA website to accept ECH payments instead of credit card charges. Also, we are in the process of switching our accounts from Key Bank in Maine to Bank of America, not to be confused with the Fidelity Investment accounts which Tom Post and the Investment Committee oversee. Kathleen noted that as of today, approximately 90% of members have paid their dues. This is a result of the improved process that we developed. There was a suggestion to bring some of the Adventurous Use of the Sea books to New York because people may be more likely to buy them in person. And a second suggestion to change the title of the line item, "Flag Officers" to "Commodore" to more accurately reflect its intended use.

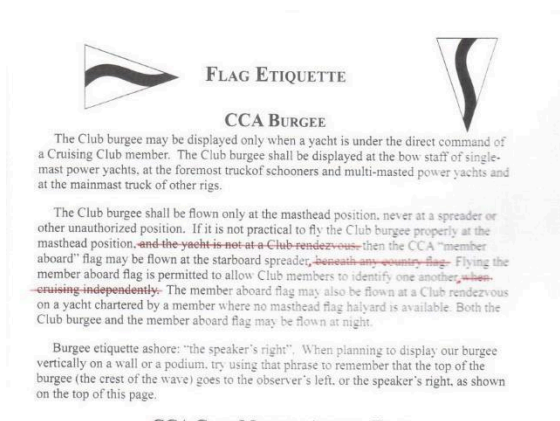
Chace Anderson then noted that we owe Kathleen a huge debt of gratitude for the progress we've made in the budgeting process. Thanks to her efforts, we now have a detailed budget that has been scrutinized by a lot of people, not just the Financial Affairs Committee. One of the challenges that Kathleen faces is working with committees that submit their budgets after deadlines or come forward part way through the year with a great new idea that is unfunded. Therefore, part of our challenge going forward is to continue to put a little accountability and discipline into the system, and to use the budget as a management tool.

The Commodore echoed Chace Anderson's appreciation for Kathleen, noting that she brought a lot of structure to the system and has single-handedly improved the bookkeeping system. He also thanked Chace for his work with Kathleen as the Financial Affairs Committee chair.

7. The Commodore called on the Fleet Captain, Paul Hamilton. Paul began by noting that members have raised questions about the proper way to fly the burgee and also the member-aboard flag. A committee was formed to discuss possible changes to the flag etiquette. The committee decided that we can make a couple of changes with respect to both the member aboard flag and the Foreign National Colors sections.

There have been a number of members who have stated that they either cannot or don't want to fly the burgee at the masthead because of the electronic equipment there. Paul noted that the committee is in the process of investigating that further, and will revisit the burgee question at another time.

Paul presented the proposed changes by showing the following pictures, which highlight the changes to the text in the 2023 yearbook.



FLAG OFFICERS, POST CAPTAINS AND FLEET CAPTAIN

Such flags shall be displayed day and night at the mizzen truck of yawls, ketches and similarly-rigged power yachts and at the main truck of cutters, sloops, schooners and single-masted power yachts.

When a flag officer uses a member's yacht for official business, his flag shall replace the burgee. When a flag officer is aboard a member's yacht on other than official business, his flag may be displayed at the starboard spreader.

UNION JACK

The Union Jack (U.S.) may be displayed at the jackstaff between morning and evening colors only at anchor and only on Sundays and holidays (legal or traditional) or when dressing ship.

CIRCUMNAVIGATION AND TRANSOCEANIC PENNANTS

These may be flown at the starboard spreader at Club rendezvous and other appropriate occasions, in accordance with the award rules.

PAST COMMODORES

The past commodores' flag may be flown at the starboard spreader at Club rendezvous and other appropriate occasions.

FOREIGN NATIONAL COLORS

Upon entering and remaining in foreign waters, the national colors of the host country shall be displayed at the starboard spreader whenever the yacht's national ensign is displayed. On yachts with no spreaders, it shall be displayed at the masthead.

ANY OTHER FLAGS OR BURGEES MUST THEN BE FLOWN FROM THE

STARBOARD SPREADER

PORT SPREADER

The starboard spreader is not an acceptable alternative to other flag positions set forth above. Except as noted, its flag use is limited to foreign national colors of the host country, quarantine flag, flags of visiting flag officers on unofficial business, the member aboard flag, circumnavigation and transoceanic pennants, past commodores' flag, and signals such as owner absent, code flag hoists and the like.

SIZE OF FLAGS

Sizes are optional, but the following is an acceptable standard:

- The ensign should approximate one inch on the fly per foot of overall length.
- The burgee, private signal, flag officers', post captains', fleet captain's, and past commodores' flags should approximate one half inch on the fly for each foot of height of highest truck above the water line on sailing yachts and for each foot of length of power yachts.
- Hoists should approximate two-thirds of the fly.

After some discussion, a motion was made and seconded to revise the burgee etiquette section, the member aboard section, and the foreign national colors section. The motion passed unanimously (see below for updated and approved language).

Paul Hamilton agreed to send the revised language to Barbara Watson for inclusion in the 2024 yearbook. We also noted that the Fleet Captain may want to look into revising the expectations about the number of different burgees that can be flown at any one time.

The revised sections of the Yearbook will now read as follows (unrevised paragraphs from these sections have been omitted for clarity):

Burgee etiquette afloat:

The Club burgee may be displayed only when a yacht is under the direct command of a Cruising Club of America member. The Club burgee shall be displayed at the bow staff of single-mast power yachts, at the foremost masthead of schooners and multi-masted power yachts and at the main mast-head of other rigs.

The Club burgee may be displayed at night.

Burgee etiquette ashore: "the speaker's right".

When planning to display the Club burgee vertically on a wall or a podium, try using that phrase to remember that the top of the burgee (the crest of the wave) goes to the observer's left, or the speaker's right, as shown on the top of this page.

The Cruising Club of America Member Aboard Flag

A member may display the CCA Member Aboard flag at the starboard spreader when in command of a yacht lacking a masthead flag halyard or aboard a yacht as a guest. The CCA Member Aboard flag may be displayed at night.

Foreign National Colors

Upon entering and remaining in foreign waters, the national colors of the host country shall be displayed at the starboard spreader whenever the yacht's national ensign is displayed.

When displaying foreign national colors at the starboard spreader, other flags, except a quarantine flag, that would otherwise be displayed at the starboard spreader, shall be displayed at the port spreader. On yachts with no spreaders, it shall be displayed at the masthead.

Starboard Spreader

The starboard spreader is not an acceptable alternative to other flag positions set forth above. Except as noted, its flag use is limited to foreign national colors of the host country, quarantine flag, flags of visiting flag officers on unofficial business, the member aboard flag, circumnavigation and transoceanic pennants, past commodores' flag, and signals such as owner absent, code flag hoists and the like.

Finally, the Commodore noted that Paul had been the Fleet Captain for 11 years and thanked him for his service to the club during that time. He then noted that part of his job as commodore is to appoint a fleet captain. The Commodore then asked Ernie Godshalk if he would accept the appointment as new Fleet Captain, effective after the annual meeting on March 1st. Ernie thanked him for the honor and accepted the position.

8. The Commodore then called upon Anne Kolker, Chair of the Events Committee. Anne began by announcing that as of this moment, there are approximately 180 people signed up for the annual meeting, including the award recipients and their guests. Noting that the NYYC can only accommodate 200 people, this is an improvement from last year when we had 130 attendees. Anne was excited to announce that Kirsten Neuschäfer would be there again and that she is one of about 20 non-paying guests at the event. Anne encouraged us to sign up soon if we want to attend this excellent event.

The Commodore thanked Anne for all her hard work in organizing the schedule and the many details that go into the annual meeting. He also thanked Awards Committee chair, Steve James, for the phenomenal amount of work it takes to put on the Awards banquet- including all of the communication with the awardees, the videos, and the slideshow.

9. The Commodore asked if there was any old business that needed addressing. Hearing none, he moved on.

10. The Commodore began the new business by announcing the potential formation of a couple of new committees. Ultimately, there were motions made, seconded and approved by the board to form three new committees: A Committee for Interclub Relations, a Trophy Committee, and a Cruise Resources Committee.

First is a committee on interclub relations. Chris explained that the motivation for this club would be to standardize and formalize the CCA's relationship with other clubs, most notably some of the European clubs with whom we have an ongoing relationship. Regular contact with these clubs will help us with co-sponsorship of cruises, like the Scotland cruise next year, and also help us to keep track of significant events, anniversaries and celebrations so that the CCA may plan for and participate in them.

In introducing the concept of the Trophy Committee, the Commodore noted that Bob Darbee recently sent a detailed email about the different and complicated elements of managing the trophies, noting that we have a \$500,000 trophy collection that requires insurance, care, upkeep, and travel arrangements. While Bob Darbee and Steve Prime have done an excellent job over the years, there has never been a specific charter or organized trophy management description.

The formation of the third committee was already approved by the board at a previous meeting but it makes sense to change the name to the Cruise Resources Committee (rather than the Cruise Committee, which is confusing because each individual cruise has a cruise committee). The intention is that this will be populated by a group of people who have experience in actually organizing and running cruises so that they can develop procedures for new cruise leaders to follow. The Fleet Captain will be the chair of this new committee.

11. The Vice Commodore, Jay Gowell, made a motion to elect James Phyfe as the new Chair of the Membership Committee, effective March 2, 2024. The motion was seconded and passed unanimously.

12. The Commodore called on Steve James, chair of the Awards Committee. Steve introduced the memo that he sent in advance of the meeting. Steve proposes that the Governing Board change how the Blue Water Medal is awarded, by adding an Honorary Membership option.

The Blue Water Medal awardee shall be given the opportunity to accept an Honorary Membership position in The Cruising Club of America because of their internationally prestigious recognition as the awardee.

As an honorary member they would:

- Be recognized of that status within the Annual Yearbook
- Have a permanent invitation to attend CCA functions and events
- Receive copies of Voyages, Gams, and Waypoints to be delivered
- Be authorized to fly a Burgee or Member Aboard flag
- No dues payment would be required
- No voting privileges would be extended
- This status would be offered but need not be accepted

This status would be offered retroactively to all living Blue Water Medalists. If the Blue Water Medalist is already a member, they would have a choice of accepting the new status or retaining their full membership status.

Steve then noted that the club stands to benefit from the ongoing participation of these outstanding sailors as they will shine a line on the club and vice versa. Right now, there are 25 living recipients of the Blue Water Medal, of which 9 are already members of the CCA. Steve pointed out that the challenge of honorary membership is the loss of membership dues from the current 9 individuals and the cost of mailing the various publications to all of them. Steve also noted that Honorary Members would still be expected to pay for events that they choose to attend. There was quite a bit of discussion about the possibility of lifetime membership, the difference between full members and honorary members (the primary difference is that due paying members are able to vote and hold office), the financial and fairness implications of the possible change, bypassing the membership process, and how to list the Blue Water Medal winners and their membership status in the Yearbook.

A motion was then made and seconded to extend honorary membership in the CCA to all living Blue Water Medal winners. There was an objection and the motion was changed to extend honorary

membership to all living Blue Water Medal winners who are not already members of the club; and to those who are members, we will offer them lifetime membership. The motion passed unanimously.

¹ see footnote

13. The Commodore called on Rowena Carlson, Governor and Chair of the Environment of the Sea Committee. She noted that there are several stations that do not have Environment of the Sea representatives listed in the yearbook. Rowena made an impassioned appeal to each Rear Commodore to find a volunteer to engage in this important work for the CCA.

14. The Commodore then called on James Phyfe in his capacity as Chair of the Communications Committee. James reminded us that Waypoints and Gam editors work hard and encouraged people to submit their articles on time. Likewise, he asked the station historians to submit their reports.

15. Before closing, The Commodore, noting that this is their last meeting, thanked Hans Himmelman, Jeff Gonsalves and Rowena Carlson for their service as elected governors. Likewise, he welcomed Commander Cat Reppert, Bernard Prevost and Sally Honey who are soon to join the Governing Board. Noting that he hopes to see everyone in New York, Chris thanked everyone for their participation today.

16. Upcoming meetings (All Zoom: 1700 Atl/1600 East/1500 Cen/1400/Mtn/1300 Pac)
Thur-Fri, February 29-March 1: Annual Meeting of Members, NYYC
Tuesday, June 4 via Zoom
Thursday, October 10 via Zoom
Wed-Thur, October 16 -17: Fall Meeting of Members, Annapolis

17. There was a motion made and seconded to adjourn the meeting. The motion passed unanimously and the meeting concluded at 1447 Pacific.

Respectfully submitted,

Molly P. Barnes
Secretary, The Cruising Club of America

¹ The Board vote was contrary to Articles VI and VII of the Constitution and By-Laws, and as such is invalid and has no effect.