**Minutes of:** New York State Society of Certified Public Accountants Board of Directors Meeting  

**Date & Time:** Monday, June 1, 2015, 9:01 to 9:53 a.m.  

**Location:** NYSSCPA Offices, 14 Wall Street, 19th Floor, New York, New York  

**Presiding Officer**  
Joseph M. Falbo, Jr., *President*  

**NYSSCPA Board Members Present:**  
F. Michael Zovistoski, *President-elect*  
Christopher G. Cahill, *Vice President*  
Jennifer R. George, *Vice President*  
Stephen T. Surace, *Vice President*  
Michael M. Todres, *Vice President*  
John J. Lauchert, *Secretary/Treasurer*  
Anthony T. Abboud  
Scott M. Adair  
Jeffrey F. Allen  
Edward L. Arcara  
Jack M. Carr  
Anthony S. Chan  
Rosemarie Giovinazzo-Barnickel  
Elizabeth A. Haynie  
Elliot L. Hendler  
Jan C. Herringer  
Patricia A. Johnson  
Kevin Matz  
Michael E. Milisits  
Jacqueline E. Miller  
Barbara L. Montour  
Iralma Pozo  
M. Jacob Renick  
Warren Ruppel  
Steven A. Stanek  
Denise M. Stefano  
Janeen F. Sutryk  
Tracy D. Tarsio  
Mark Ulrich  
Beth Van Bladel  
Mark Weg  
David J. Wojnas  
David G. Young  
Joanne S. Barry, *Executive Director*  

**NYSSCPA Board Members Absent:**  
Paul E. Becht  
Jack F. Craven  
Jean G. Joseph  
Barbara A. Marino  

**Staff Present:**  
Polina Brandis  
Robert Busweiler  
Colleen Lutolf  
Bradley Pryba  

**Guests Present:** None
MINUTES

B14 — B — 0
Call to Order

Attendance was taken, and President Joseph Falbo established that a quorum was present and called the meeting to order at 9:01 a.m.

B14 — B — 1
Action Items

a. Approval of Minutes:

i. March 19, 2015, Board of Directors Meeting

Mr. Falbo made several introductory remarks. He then proceeded to ask the Board to consider and approve the minutes of the March 19, 2015, meeting. Mr. Chan moved to approve the minutes, and Mr. Adair seconded the motion. Mr. Hendler brought up several grammatical errors in the formatting. The motion passed, subject to grammatical amendments, without objection.

b. Schedule of Board Meetings

Mr. Hendler moved to approve the schedule of Board meetings, and Mr. Todres seconded the motion. The motion passed without objection.

c. Signature Authority for 2015–2016 Fiscal Year

Mr. Allen moved to approve the signature authority for the 2015–2016 fiscal year, and Mr. Renick seconded the motion. The motion passed without objection.

RESOLVED, that Citibank shall serve as the banking institution for the Society and that the Bank of America shall serve as the banking institution for a portion of the Society’s chapters;

RESOLVED, FURTHER, that the following persons are hereby appointed to serve as authorized signatories on all banking and investment accounts of the NYSSCPA, other than those of its chapters:

Joseph M. Falbo, Jr.
F. Michael Zovistoski
John J. Lauchert
J. Michael Kirkland
Joanne S. Barry
Colleen Lutolf
Ernest J. Markezin
Lisa Axisa
Bradley Pryba

RESOLVED, FURTHER, that, with respect to the banking accounts of each of the chapters, there shall be three authorized signatories: the respective chapter’s president, president-elect, and treasurer.
RESOLVED, FURTHER, that the officers and staff of the Society are hereby authorized and directed to execute and deliver any documentation required to carry out the intent of this resolution.

d. Membership Report
Ms. Barry announced that the total number of members is 27,503. Mr. Arcara moved to approve the new members, and Mr. Zovistoski seconded the motion. The motion passed without objection.

e. Establishment of the Executive Committee
Mr. Falbo gave the floor to Mr. Pryba. Mr. Pryba explained the functions and responsibilities of the Executive Committee. Mr. Hendler moved to approve the new Executive Committee, and Mr. Arcara seconded the motion. The motion passed without objection.

WHEREAS, the NYSSCPA Bylaws grant the Board the authority to establish an Executive Committee, and

WHEREAS, if an Executive Committee is established by the Board, it is to consist of the Officers (including the Executive Director, who is to serve in a nonvoting capacity) and up to six other members of the Board; and

WHEREAS, the Board desires to establish an Executive Committee for the 2015–2016 fiscal year, which shall have all the authority of the Board, except for those matters specified in section 2 of Bylaw Article VII, and wishes to appoint additional persons from among its members to serve on such committee.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby established an Executive Committee for the 2015–2016 fiscal year comprising the following individuals:

Joseph M. Falbo, Jr., President
F. Michael Zovistoski, President-elect
Christopher G. Cahill, Vice President
Jennifer R. George, Vice President
Stephen T. Surace Vice President
Michael M. Todres, Vice President
John J. Lauchert, Secretary/Treasurer
Jan C. Herringer
Tracy D. Tarsio
Joanne S. Barry (nonvoting)

f. Establishment of the Selections Subcommittee
Mr. Falbo gave the floor to Mr. Pryba. Mr. Pryba explained that the
Selections Subcommittee had dominant tasks and responsibilities. The Subcommittee is chaired by the President-elect. Mr. Allen moved to approve the Selections Subcommittee, and Mr. Chan seconded the motion. The motion passed without objection.

i. Pursuant to SR-1 of the Standing Rules of the NYSSCPA Board of Directors, the Board is to establish the Selections Subcommittee on or before August 1.

The following individuals are recommended to serve on the Selections Subcommittee of the Board of Directors for the current fiscal year:

F. Michael Zovistoski (Chair)
Paul E. Becht
Barbara A. Marino
Mitchell J. Mertz
Michael E. Milisits

The Selections Subcommittee has three tasks: proposal to the Board of Directors for individuals to serve on the Nominating Committee, recommendations for individuals to serve on AICPA Council, and nominations for FAE Trustees. Other tasks can be assigned at the discretion of the President.

**g. Audit Committee**

Mr. Falbo announced that Mr. Ruppel is the chair of this committee. After further discussion, Mr. Stanek motioned to approve the Audit Committee. Ms. Pozo seconded the motion. The motion passed without objection.

WHEREAS, the NYSSCPA Bylaws grant the Board the authority to establish an Audit Committee, and

WHEREAS, if an Audit Committee is established by the Board, it is to consist of the independent Directors as stated in New York law by the Non-Profit Revitalization Act of 2013; and

WHEREAS, the Board desires to establish an Audit Committee for the 2015–2016 fiscal year.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes an Audit Committee for the 2015–2016 fiscal year comprises the following individuals:

    Warren Ruppel (Chair)
    Edward L. Arcara
    Christopher G. Cahill
Officer Reports

a. Welcome

Mr. Falbo briefly discussed the functions of the Board. He noted that old Board members should be encouraged to share with new Board members things that they wish they knew when they began their Board service.

c. Conflict of Interest Disclosure Policy

Mr. Pryba announced there will be an electronic process for filling out and returning the Conflict of Interest Policy.

d. Election Process Update

Messrs. Pryba and Lauchert announced an election process update: Board members should nominate people they want to serve on the Nominating Committee very soon. Mr. Falbo noted that the 2nd Friday in August is the deadline for submissions.

ManagementReports

a. David J. Moynihan Fund Update

Ms. Barry announced that the soft launch for the campaign was on March 17, 2015, and the official launch was May 14, 2015, at the annual dinner. At the present time, the campaign has raised over $42,000 in donations, with an additional $9,000 from the GoFundMe online campaign, as well as $150,000 from the Big Four firms, totaling approximately $201,000.

Mr. Falbo thanked the staff for their efforts and Mr. Adair for his work behind the scenes. Ms. Barry noted that the overall goal of the Fund was to accumulate $500,000 over five years.

StrategicPlan

a. Overview

Mr. Adair gave a brief historical overview of the Strategic Plan and passed control of the floor to Ms. Barry. Ms. Barry described in detail the four major core values of the plan, which include Professional Excellence, Advocacy, Next Generation, and Public Awareness.

b. Dashboard

Ms. Barry introduced the Strategic Plan dashboard to the Board. Inquires and discussion followed, with commentary from Mr. Falbo.

Professional Excellence and Integrity

a. DOL Update

Ms. Barry announced that the DOL report findings were as damaging as expected. Discussion followed about strategies to protect the profession and respond to the report findings.

a. Status of Current Legislation
Mr. Busweiler introduced updates for two major legislative items: Non-CPA ownership and the exemption of CPAs from registering as a private investigator. He also discussed progress on the protection of school district internal audits. Discussion followed regarding how the Albany political climate might affect the Society.

**B14 — B — 7  The Next Generation**

a. **Dues Restructuring Task Force**

Mr. Adair announced that he has been working with the Dues Restructuring Task Force and anticipates a more robust conversation at the September Board meeting.

**B14 — B — 8  Public Awareness**

a. **Overview of Media Programs**

Ms. Barry announced that currently, the biggest issue at the media level is the discussion pertaining to the Department of Labor (DOL) report. She noted that all press inquiries should be referred to Ms. Lutolf.

**B14 — B — 9  Executive Session**

No executive session was held.

Mr. Ruppel moved to adjourn the meeting at 9:53 a.m., and Mr. Ulrich seconded the motion. There being no objection, the meeting was adjourned.

Respectfully submitted,

John J. Lauchert
Secretary/Treasurer