Call to Order

Mr. Edward L. Arcara called the meeting to order at 9:04 a.m. Ms. Huber took attendance. The newly appointed Board members briefly introduced themselves.
Action Items

a. Schedule of Board Meetings

Mr. Arcara presented the schedule of Board meetings for the upcoming fiscal year.

NYSSCPA Master List of Meeting Dates for 2020–2021

Board of Directors (Board) and Executive Committee (EC) Meetings

- Wednesday, June 3 (Board), Organizational Meeting (Conference Call), 9:00 a.m.–11:00 a.m.
- Tuesday, July 21 (Board), Hotel Henry Urban Resort Conference Center, Corner of Rockwell Road and Richardson Road, Buffalo, NY 14213, 8:00 a.m.–12:00 p.m.
- Wednesday, September 23 (EC), Albany, 9:00 a.m.–4:00 p.m.
- Tuesday, October 27 (Board), TBD, 11:00 a.m.–4:00 p.m., Dinner, 6:00 p.m.–8:00 p.m.
- Wednesday, November 18 (EC), Society Offices (Possible Conference Call), 9:00 a.m.–4:00 p.m.
- Wednesday, December 16 (Board), TBD, 9:00 a.m.–4:00 p.m.
- Wednesday, February 17 (EC), Society Offices, 9:00 a.m.–4:00 p.m.
- Monday, March 22 (Board), Society Offices, 9:00 a.m.–4:00 p.m.
- May (EC), Society Offices (to coincide w/the NYSSCPA Annual Dinner), 9:00 a.m.–4:00 p.m.

b. Signature Authority for 2020–2021 Fiscal Year

Mr. Arcara dispensed with the reading of the motion. A discussion was held regarding the Signature Authority for the 2020–2021 Fiscal Year. Mr. Matz made a motion to accept this resolution. Mr. Mertz seconded the motion. Mr. Lee abstained. The motion passed.

Signature Authority for 2020–2021 Fiscal Year

- **RESOLVED**, that Citibank shall serve as the banking institution for The New York State Society of Certified Public Accountants (“NYSSCPA”);
- **RESOLVED, FURTHER**, that the following persons are hereby appointed to serve as authorized signatories on all banking accounts of the NYSSCPA:
  - Edward L. Arcara
  - Rumbi N. Bwerinofa-Petrozzello
  - Thomas S. Pirro
  - Joanne S. Barry
  - Ernest J. Markezin
  - Richard H. Kravitz
  - Revira Brennan
  - Timothy Twofoot Boulette
- **RESOLVED, FURTHER**, that in the event the term of an NYSSCPA officer terminates at the end of the fiscal year and the officer’s term as a
director continues into the following fiscal year, such officer or officers shall continue as bank signatory until such time as his or her successor officer is elected;

- **RESOLVED, FURTHER**, that one signature is required for checks not more than $10,000, and two signatures are required on checks greater than $10,000. At least one signature on any check over $10,000 is required to be an NYSSCPA officer other than the NYSSCPA Executive Director; and

- **RESOLVED, FURTHER**, that the above-indicated persons are hereby authorized and directed to execute and deliver any documentation required to carry out the intent of this resolution. Signature Authority for 2020-2021 fiscal year

c. **Establishment of Executive Committee**

Mr. Matz made a motion to approve the establishment of the Executive Committee. Ms. Hays seconded the motion. The motion passed unanimously.

The New York State Society of Certified Public Accountants Operations Policies

**OP-2-Executive Committee Authorization**

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 non-voting capacity) and up to six other members of the Board; and

WHEREAS, the Board desires to establish an Executive Committee for the 2020–2021 fiscal year which shall have all the authority of the Board, except for those matters specified in section 2 of Bylaws 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 establishes an Executive Committee for the 2020–2021 fiscal year comprising the following individuals:

Edward L. Arcara, *President*
Rumbi N. Bwerinofa Petrozzello, *President-elect*
William H. Dresnack, *Vice President*
Lynne M. Fuentes, *Vice President*
Timothy J. Hammond, *Vice President*
Robert M. Rollmann, *Vice President*
Thomas S. Pirro, *Secretary/Treasurer*
Darcy Aldous
Gerard J. LoVerde
Mitchell J. Mertz
Michael E. Milisits
Denise M. Stefano
David G. Young
d. Establishment of Selections Subcommittee

Mr. Young made a motion to approve the establishment of the Selections Subcommittee. Mr. London seconded the motion. The motion passed unanimously.

The New York State Society of Certified Public Accountants Operations Policies

Establishment of Selections Subcommittee

WHEREAS, the NYSSCPA Standing Rules establish the criteria for the Selections Subcommittee, and

WHEREAS, if a Selections Subcommittee is established, it is to consist of the President-elect, who will serve as the Subcommittee Chair, plus four Board members to be appointed by the President. Two of the appointees are to be at-large directors and two are to be chapter representatives.

WHEREAS, the Board desires to establish a Selections Subcommittee for the 2020–2021 fiscal year, and wishes to appoint additional persons from among its members to serve on such committee.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes a Selections Subcommittee for the 2020–2021 fiscal year comprising the following individuals:

Rumbi N. Bwerinofa-Petrozzello, Chair
Orumé A. Hays
William C. Huether
Steven M. Morse
Maria E. Suppa

e. Establishment of Audit Committee

Mr. Weintraub made a motion to approve the establishment of the Audit Committee. Ms. Stefano seconded the motion. The motion passed unanimously.

The New York State Society of Certified Public Accountants Operations Policies

Establishment of Audit Committee

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

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

WHEREAS, the Audit Committee Charter requires the Audit Committee to consist of five members of the NYSSCPA Board, but no more than two shall also serve on the Executive Committee, and
WHEREAS, the Board desires to establish an Audit Committee for the 2020–2021 fiscal year

NOW, THEREFORE, BE IT RESOLVED, that the Board today establishes an Audit Committee for the 2020–2021 fiscal year comprising:

   Patricia A. McGrath, Chair
   Carnet A. Brown
   Lynne M. Fuentes
   Michael E. Milisits
   Liren Wei

f. Establishment of Governance Subcommittee

Mr. Dresnack made a motion to approve the establishment of the Governance Subcommittee. Ms. McGrath seconded the motion. The motion passed unanimously.

The New York State Society of Certified Public Accountants

Governance Subcommittee Authorization

WHEREAS, the Governance Subcommittee of the NYSSCPA was established as a subcommittee of the NYSSCPA Board; and

WHEREAS, the Board of Directors’ Standing Rule Section SR-6 requires that on or before the first regular Board meeting each year, the President shall appoint a Board subcommittee, the purpose of which shall be to advise the Board on matters of Society and Board governance. The Governance Subcommittee shall comprise five Board members, two of which shall be Executive Committee members;

WHEREAS, the Board desires to establish a Governance Subcommittee for the 2020–2021 fiscal year;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes a Governance Subcommittee for the 2020–2021 fiscal year comprising the following individuals:

   Timothy J. Hammond, Chair
   John B. Huttlinger, Jr.
   Gerard J. LoVerde
   John A. Mourer
   Maria L. Petrolese
Officer and Management Reports:

a. Welcome
Mr. Arcara asked that all Board members email him their cell phone numbers so that he can communicate with them individually.

b. New Board Member Training
Mr. Twofoot Boulette reported that the training was scheduled to occur at the Leadership Conference and would include discussions of duties from both a legal and practical perspective. Ms. Barry added that the training would also include programming of the organization, developing a strategic plan, and determining how all activities are tied to the strategic plan.

c. Conflict of Interest Disclosure Policy
Mr. Arcara asked all Board members to read the Policy and direct any questions to Mr. Twofoot Boulette. Mr. Twofoot Boulette requested that all Board members fill out Exhibit B, which was provided in ShareFile. A brief discussion followed, and Mr. Twofoot Boulette addressed the Board’s questions regarding Exhibit B.

d. Anti-Harassment Training Program
Mr. Twofoot Boulette noted that the Society still requires every member to take part in anti-harassment training that is compliant with New York City law. He added that if members work in New York City and can provide proof that they have taken an anti-harassment training program via their firm, that will suffice. Mr. Twofoot Boulette reported that the link to the program would be issued sometime this week.

e. Election Process Update
Mr. Twofoot Boulette reported that the election was complete and that there were no anomalies reported. Ms. Barry added that the deadline for the nominating process for next year’s election is in mid-August.

Executive Session

Mr. Matz made a motion to enter an Executive Session at 9:49 a.m. Ms. Censullo seconded the motion. The motion passed unanimously, and an Executive Session began at 9:49 a.m.

The Board came out of the Executive Session at 11:03 a.m.

ADJOURNMENT
Ms. Fuentes made a motion to adjourn the meeting at 11:04 a.m. Ms. Stefano seconded the motion. The motion passed unanimously.

Respectfully submitted,

Thomas S. Pirro
Secretary/Treasurer
Approved at the July 21, 2020 Board of Directors meeting.

Agenda Item B20 – D – 2