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

## Date & Time:
Wednesday, October 16, 2019, 9:00 a.m. to 3:01 p.m.

## Location:
NYSSCPA Offices, 14 Wall Street, 19th Floor, New York, New York 10005

## Presiding Officer:
Ita M. Rahilly, *President*

### NYSSCPA Board Members Present:
- Edward L. Arcara, *President-elect*
- Barbara E. Bel, *Vice President*
- Joseph A. Maffia, *Vice President*
- Renee Rampulla, *Vice President*
- Denise M. Stefano, *Vice President*
- Kevin Matz, *Secretary/Treasurer*
- Joanne S. Barry (*Executive Director*, *Ex Officio*)
- Darcy Aldous
- Dennis N. Annarumma
- Rumbi Bwerinofa-Petrozzello
- Kelly R. Capron
- Catherine M. Censullo
- Anthony S. Chan
- William H. Dresnack
- Mark L. Farber
- Timothy J. Hammond
- Elliot L. Hendler
- Douglas L. Hoffman
- Kimberly G. Johnson
- Gerard J. LoVerde
- Patricia A. McGrath
- Candice R. Meth
- Steven M. Morse
- Maria L. Petrollese
- Jennifer Pickett
- Thomas S. Pirro
- Liren Wei
- Charles J. Weintraub

### NYSSCPA Board Members Participating via Conference Call:
- Carnet A. Brown
- Lynne M. Fuentes
- Jan C. Herringer
- Jennifer A. Kartychak
- Mitchell J. Mertz
- Michael E. Milisits
- Janeen F. Schrann
- David G. Young
- Mark M. Ulrich

### NYSSCPA Board Members Absent:
- Maria E. Suppa

### Staff Present:
- Fatima Anwar
- Revira Brennan
- Ernest J. Markezin
- Patrick Payano
- Timothy Twofoot Boulette

### Guests Present:
- Joseph M. Falbo, Jr.
**MINUTES**

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<tr>
<th>B19 – E – 0</th>
<th>Ms. Ita M. Rahilly called the meeting to order at 9:00 a.m.</th>
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<tbody>
<tr>
<td><strong>Call to Order</strong></td>
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<tr>
<td>B19 – E– 1</td>
<td>a. <strong>Approval of Minutes of July 30, 2019</strong></td>
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<td><strong>Action Items</strong></td>
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<td>Mr. Matz mentioned that he had submitted comments and revisions in advance of the meeting, which had been included in the draft presented for approval. Mr. Weintraub made a motion to approve the minutes. Ms. Bwerinofa-Petrozzello seconded the motion. Ms. Stefano and Ms. Pickett abstained. The motion passed.</td>
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<td>b. <strong>Financial Statements for Three Months Ended August 31, 2019</strong></td>
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<td>Mr. Payano and Mr. Matz presented the Financial Statements to the Board. Ms. McGrath made a motion to accept the Financial Statements. Ms. Johnson seconded the motion. The motion passed unanimously.</td>
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<td>c. <strong>Membership Report</strong></td>
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<td>Ms. Brennan reported that Associate Member and CPA Member membership categories are up this year. There were 131 applicants for approval, not including the “pending payment” applicants.</td>
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<td>A discussion was held regarding how exit interviews are conducted with resigning members.</td>
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<td>Mr. Weintraub made a motion to accept the Membership Report. Ms. Meth seconded the motion. The motion passed unanimously.</td>
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<td>d. <strong>Audit Committee Report</strong></td>
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<td>(i) <strong>Approval of Financial Statement Audit for Year Ended May 31, 2019</strong></td>
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<td>Ms. McGrath presented the results of the financial statement audit performed by the external audit firm CohnReznick. Ms. Censullo made a motion to approve the audit. Mr. Hendler seconded the motion. The motion passed unanimously.</td>
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<td>(ii) <strong>Appointment of Auditors</strong></td>
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<td>Ms. McGrath reported that an RFP was issued last year, and CohnReznick was chosen.. Ms. Rampulla made a motion to approve CohnReznick as the Society’s auditors for the upcoming year. Ms. Stefano seconded the motion. The motion passed unanimously.</td>
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e. Approval of Strategic Plan

Ms. Rahilly explained that the Strategic Planning Task Force began discussing updates to the Strategic Plan at the Leadership Conference in July. She presented the new Strategic Plan and opened the floor for discussion. A discussion was held.

Mr. Dresnack made a motion to approve the new Strategic Plan, as amended in accordance with the Board’s discussion. Ms. Stefano seconded the motion. The motion passed unanimously.

Ms. Barry indicated that the next steps regarding implementation of the Strategic Plan would involve developing action items, and that she would report on its progress at the December Board meeting.

f. Selections Subcommittee Report

Mr. Arcara reported that the subcommittee met on October 7, 2019, to select the names for the Nominating Committee and AICPA Council positions.

(i) Selection of Board Members to Serve on Nominating Committee

Ms. Rahilly opened the floor to those who would like to submit additional names for consideration. None were submitted.

A secret ballot was held. Upon a tally of the votes, the following Board members received the most votes and were, therefore, elected to serve on the Nominating Committee:

Jan C. Herringer, Manhattan/Bronx Chapter
Patricia A. McGrath, Buffalo Chapter

(ii) Selection of AICPA Council Members

Mr. Arcara noted that, by virtue of his position as President-elect, he was automatically designated for one of the four open positions on the AICPA Council.

Ms. Rahilly opened the floor to those who would like to submit additional names for consideration. None were submitted.

A secret ballot was held. Upon a tally of the votes, the following members received the most votes and were selected for the three remaining open positions on the AICPA Council:

Scott M. Adair
Renee Rampulla
Michael M. Todres, as the Designated Representative (one year) from the NYSSCPA
g. Diversity and Inclusion Committee Report

Ms. Bwerinofa-Petrozzello reported that the committee met to discuss improvements to the Career Opportunities in the Accounting Profession (COAP) program. A discussion was held regarding the COAP program.

Ms. Rampulla made a motion to reaffirm the Board’s commitment to focusing on minority individuals, as defined by the EEOC, in the COAP program. Mr. Young seconded the motion. The motion passed unanimously.

| B19 – E – 2 Officer and Management Reports | a. President’s Report  
| | i. Innovation Challenge Results  
| | ii. Duties of Directors  
| | iii. Women’s Leadership Forum  
| | iv. Governance Subcommittee Update  
| | b. Secretary/Treasurer’s Report  
| | i. Nominating Committee Process  |

Ms. Rahilly reported that not many responses to the Innovation Challenge had been received, and that she hoped more responses would be collected.

Ms. Brennan reported that a request went out to Chapter leaders, engaged committee members, Managing Partners, and NextGen members. The Innovation Challenge has been posted in the Chapter Digest, on the NYSSCPA website, and on social media.

Ms. Rahilly reiterated that Board members are subject to the duties of care, loyalty, and obedience, and requested active participation from all Board members.

Ms. Rahilly reported that the Women’s Leadership Forum will be held sometime in 2020, with one session in New York City and another at a location upstate.

Ms. Johnson reported that there were three main objectives for the year: the Board survey, to review and revise the committee charters and entity bylaws, and to develop a recommendation regarding the composition and size of the Board.

Mr. Matz reported that the Nominating Committee received exactly 9 nominations; therefore, no election was needed. The following were deemed elected:

1. Steven K. Baierlein  
2. Mitchell A. Davis  
3. Harold L. Deiters III  
4. Frank J. Giambruno  
5. John W. Hermus  
6. J. Michael Kirkland  
7. Tiffany M. Montaruli  
8. Leonardo Sabino
The following 2 Board members, selected earlier during the meeting, complete the 11 members in the Nominating Committee:
1. Jan C. Herringer
2. Patricia A. McGrath

c. Executive Director’s Report
   i. General Data Protection Regulation (GDPR)

Ms. Brennan reported that the GDPR policy had been completed, and that staff was proceeding to update third-party agreements to reflect our new requirements. She further indicated that the Society would be training staff regarding the policy.

   ii. Status of Compliance with Required Sexual Harassment Training

Ms. Barry reported that there was a requirement that all Board leadership for the Society, Chapters, FAE, the Moynihan Scholarship Fund (MSF), and CPA PAC complete the anti–sexual harassment training. A discussion was held regarding compliance.

   iii. Leadership Institute

Ms. Barry reported that the Leadership Institute had its inaugural program at this summer’s Leadership Conference. The Leadership Institute had 17 strong participants for the two-day program, with five sessions each, and that attendees participated in the AICPA Evolution project and CPA Strategic Planning process. She announced that a number of the participants had already gotten involved in other Society activities, and that each participant would be given three coaching sessions for his or her individual professional development.

   iv. Forty Under 40 Competition

Ms. Barry reported that the NextGen Conference will be held July 29, 2020, at the Rochester Hyatt, and will be tied into the Forty Under 40 Competition.

   v. Leadership Team Development

Ms. Barry reported that we have a contract with Intent for Leadership Team Development. To date, our consultant has been working with the four senior-most staff, and will be bringing in the HR Director and General Counsel to the next session.

Ms. Barry further reported that she is reinstituting staff-wide training so that all staff will learn how each department works.

   vi. Legal Update

Mr. Twofoot Boulette reported that the bylaws for the NYSSCPA, the MSF, CPA PAC, and the Chapters have been reviewed and revised, and that he is reviewing
these drafts with senior staff. The joint Conflict of Interest form is also being revised to include The Moynihan Scholarship Fund, Inc., and CPA PAC.

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<th>Core Values and Goals</th>
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<tr>
<td><strong>a. Committees Update</strong></td>
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<td>Mr. Maffia reported that there are 53 new members who have joined committees, and that half of those are also either new to the Society or first-time committee members. He further commented that there was a need for a method to track and measure committee attendance.</td>
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<td>Mr. Matz suggested using Exchange to get the word out regarding committee events.</td>
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<td><strong>b. Chapters Update</strong></td>
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<td><strong>i. Chapter Representative Open Discussion</strong></td>
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<td>Ms. Bel reported that she and Ms. Stefano have attended previous Chapter President calls, and with the permission of the president, Ms. Rahilly, they have chosen topics for those calls. She further reported that they were trying to better engage with the Chapters and were encouraging them to reach out for assistance. She asked for input regarding other items that should be discussed on these calls.</td>
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<td>Mr. Annarumma reported that there is a bowl-a-thon every year to raise money for a good cause. He further reported that the Staten Island Chapter holds a large event known as the World of Accounting, which approximately 350 high school students attend each year.</td>
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<td>Mr. Dresnack reported that the Rochester Chapter holds a “Mock Interview” program every year, and that there was a huge turnout for the program this September. He further reported that the Chapter began a COAP program process for 2020. A venue has been booked, and the Chapter is currently in the process of recruiting students. The Rochester Chapter’s World of Accounting event will be held on November 9, 2019.</td>
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<td>Mr. Hoffman reported that the Adirondack Chapter held an officers’ visit in August, and will be holding CPE training, for which they regularly have good attendance.</td>
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<td>Ms. Fuentes reported that the Nassau Chapter created a new LinkedIn account and will be holding their NextGen event on October 17, 2019.</td>
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<td>Ms. Petrollese reported that the Mid-Hudson Chapter held a membership event on August 29, 2019, which had a good turnout. The Chapter also held a golf outing and donated the proceeds to the National Purple Heart Hall of Honor, Inc. She reported that the Chapter is partnering with Ms. Cindy Mercer and Ms. Tracey J. Niemotko for a mentoring program and will launch the new program. The Chapter’s Executive Board thanked Ms. Anwar for assisting with their contract on short notice.</td>
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<td><strong>c. Position Description for Officers</strong></td>
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### Advocacy

**a. Society Comment Letters**

Ms. Rampulla reported that as of October 4, 2019, there had been 12 comment letters issued, and that there were 4 additional comment letters that have gone through the review process but have yet to be issued. She thanked Mr. Markezin for his assistance on the comment letters.

**b. Legislative and Regulatory Update**

Ms. Barry reported that the legislative agenda for the upcoming legislative session was being developed. She provided the Board with an update on the current legislative agenda. The main priority for legislation will be authorizing electronic signatures on tax returns in New York State.

She asked the Board members to bring any additional issues to the Legislative Task Force by their December meeting.

**c. PAC Resolution**

Ms. Rahilly reported that she had a discussion with the previous president of the CPA PAC about allocations that were assessed to the PAC fund. She further reported that the allocation resolution approved last year had been rescinded by the Society’s Executive Committee.

She asked for 100% participation from the Board for PAC donations, and thanked Mr. Maffia for his firm’s recent donation.

### The Next Generation

**a. Report on The David J. Moynihan Scholarship Fund**

Ms. Brennan reported that there were 64 scholarships given out, that the open application period for scholarships begins in January, and that they are revisiting the COAP program. The five COAP programs that are in place are Adelphi University, Mid-Hudson at SUNY New Paltz, Rochester Institute of Technology, Syracuse at SUNY Oswego, and Westchester Community College. The Moynihan Trustees will meet on November 21, 2019, where they will discuss whether or not there will be a gala in 2020.

**b. Report from the Membership Task Force**

Ms. Capron reported that on October 7, 2019, she met with Ms. Brennan to analyze data regarding membership. She further reported that the task force’s objectives will be to create marketing “personas,” and to review and suggest modifications to current membership models and dues structures, with the goal of increasing membership to 27,000 by next year. Board members are asked to present five new member recruits by December 31, 2019.

A discussion was held regarding membership and the work of the Membership Task Force.

### Executive Session

Mr. Morse made a motion that the Board enter into an Executive Session at 1:45 p.m. Ms. Capron seconded the motion. The motion passed unanimously.
The Board came out of the Executive Session at 3:01 p.m.

| ADJOURNMENT | Ms. Bel made a motion to adjourn the meeting at 3:01 p.m. Mr. Weintraub seconded the motion. The motion passed unanimously. |

Respectfully submitted,

Kevin Matz
Secretary/Treasurer