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

**Date & Time:** Tuesday, October 27, 2020, 11:03 a.m.–4:59 p.m.

**Location:** Virtual via Zoom

**Presiding Officer:** Edward L. Arcara, *President*

**NYSSCPA Board Members Present:**
- Rumbi N. Bwerino of-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
- Joanne S. Barry (*Executive Director*), *Ex Officio*
- Darcy Aldous
- Carnet A. Brown
- Christopher G. Cahill
- Kelly R. Capron
- Catherine M. Censullo
- Orumé A. Hays
- Elliot L. Hendler
- William C. Huether
- John B. Hultlinger, Jr.
- Edward N. Lee
- Philip J. London
- Gerard J. Loverde
- Kevin Matz
- Patricia A. McGrath
- Mitchell J. Mertz
- Michael E. Milisits
- Steven M. Morse
- John A. Mourer
- Maria L. Petrollese
- Jennifer Pickett
- Ita M. Rahilly
- Alexander Resnick
- Sharon Sica-Costanzo
- Denise M. Stefano
- Maria E. Suppa
- Mark Ulrich
- Liren Wei
- Charles J. Weintraub
- David G. Young
- Craig A. Zellar

**NYSSCPA Board Members Absent:**
- Jennifer A. Kartychak

**Staff Present:**
- Reva Brennan
- Antoine Fletcher
- Becca Huber
- Ernest J. Markezin
- Patrick Payano
- Timothy Twofoot Boulette

**Guests Present:**
- Matthew Cavers, *Avenue M Group*
- John Stanziale, Jr., *FAE Trustee*
- Emily Thomas, *Avenue M Group*

### M I N U T E S

**B20 – E – 0 Call to Order**

Mr. Arcara called the meeting to order at 11:03 a.m. Ms. Huber took attendance.

**B20 – E – 1 Action Items**

a. **Approval of Minutes of July 21, 2020, Board of Directors Meeting**
Mr. Matz made a motion to approve the minutes of the July 21, 2020 Board of Directors meeting, with a correction regarding Section B20-D-1 regarding the hiring of Avenue M. Ms. Hays seconded the motion. The motion passed unanimously.

b. **Financial Statements for the Three Months Ending August 31, 2020**

Mr. Pirro presented the financial statements for the three months ending August 31, 2020. Mr. Matz made a motion to accept the Financial Statements. Ms. Censullo seconded the motion. The motion passed unanimously.

c. **Membership Report**

Ms. Brennan delivered the Membership Report. She reported that the Member-Get-a-Member campaign is currently in action. Mr. Weintraub made a motion to accept the report. Mr. Hendler seconded the motion. The motion passed unanimously.

d. **Audit Committee Report**

(i) **Approval of Audit for Year Ending May 31, 2020**

Ms. McGrath reported that the Committee met with CohnReznick LLP to review draft financial statements, which were approved by the Committee for presentation to the Board. She reported certain recommendations made by CohnReznick. Mr. Rollmann made a motion to accept the report. Mr. Mertz seconded the motion. The motion passed unanimously.

(ii) **Appointment of Auditors**

Ms. McGrath reported that CohnReznick has completed two years out of the four-year agreement for accounting and auditing services. The Audit Committee recommends continuing with CohnReznick for the Fiscal Year ending May 31, 2021. Mr. Zellar made a motion to continue the engagement with CohnReznick. Mr. London seconded the motion. The motion passed unanimously.

e. **Selections Subcommittee Report**

Mr. Arcara made a statement regarding the voting process. Ms. Bwerinofa-Petrozzello reported that the Selections Subcommittee met two weeks ago to select the candidates for the Nominating Committee and AICPA Council positions, and provided the results.

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

Ms. Bwerinofa-Petrozzello 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:

Ita M. Rahilly, *Mid Hudson Chapter*
Orumé A. Hays, *Manhattan/Bronx Chapter*

(ii) **Selection of AICPA Council Members**

Ms. Bwerinofa-Petrozzello noted that, by virtue of her position as President-elect, she was automatically designated for one of the four open elected positions on the AICPA Council.

Ms. Bwerinofa-Petrozzello 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:

Steven M. Morse
Ita M. Rahilly
Tracey J. Niemotko, as the Designated Representative (one year) from the NYSSCPA

f. **Avenue M Group Report**

Mr. Cavers and Ms. Thomas presented potential membership models, based on discussions with the Membership Task Force and staff, and their recommendations as employees of Avenue M. A discussion followed. The Board decided to have Mr. Arcara further discuss next steps with management including updating any necessary technology for implementation.

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<th>B20 – E – 2 Officer and Management Reports</th>
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<tbody>
<tr>
<td><strong>a. President’s Report</strong></td>
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<td>(i) <strong>Membership Task Force Report</strong></td>
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<td>Ms. Capron reported that the Task Force is aiming to create policies that are sustainable for future years, with a focus on transparency and documentation. Ms. Capron presented the draft Student Policy for discussion.</td>
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<td>(ii) <strong>Update on FAE Turnaround Task Force</strong></td>
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<td>Mr. Stanziale reported that the NYSSCPA leadership established a Task Force to reimagine FAE. The Task Force met for the first time earlier in October 2020, and its second meeting will be held in two weeks.</td>
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<td>(iii) <strong>Governance Subcommittee Update</strong></td>
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Mr. Hammond reported that the Subcommittee has met twice to primarily discuss the question of Board size, as well as other matters, such as the need for revision of the Bylaws. The Subcommittee is looking to bring a proposal to the Board regarding Board size at the March 2021 meeting for presentation and approval, and for members to vote on, if necessary. The Subcommittee plans to meet next week to consider 4-5 proposals.

b. Secretary/Treasurer’s Report

   (i) Nominating Process Update

   Mr. Pirro reported that 1,429 votes were cast electronically and via paper ballot to elect members of the Nominating Committee. Emails to all nominees, indicating whether they were elected or not, will be sent out this week. The Nominating Committee will meet on January 14, 2021.

c. Executive Director’s Report

   (i) Update on Organizational Goals

   Ms. Barry reported that the goals were developed in the Spring of 2020 as a multiyear plan. A major development was the establishment of the FAE Turnaround Task Force.

   (ii) Technology Update

   Ms. Barry reported that staff was reviewing technology investments and is currently in the process of preparing RFPs to replace the management information system and the current website. Ms. Barry provided an update related to a security gap assessment engagement to be performed by Dataprise. A discussion followed. Mr. Weintraub made a motion to approve the engagement. Mr. Young seconded the motion. The motion passed unanimously.

   (iii) Real Estate Task Force Update

   Mr. Markezin reported that the Task Force met on October 22, 2020, for the second time. The Task Force sought to see if a sublet was possible, but there would be minimal revenue return considering the current glut of space available for subleasing. The Task Force will continue to work with the current broker to determine the best next steps.

   (iv) Legal Update

   Mr. Twofoot Boulette reported that most of the Board completed their Conflict of Interest Forms and Acknowledgement of Board Duties. He added that, while the Society’s amicus brief in the matter of *KPMG LLP v. Kirschner* was accepted by the Court of Appeals
of the State of New York, the Court, unfortunately, did not grant KPMG’s petition to hear the case.

(v) Strategic Plan Update

Written materials were provided to the Board.

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<th>B20 – E – 3</th>
<th>Professional Excellence and Integrity</th>
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<td>a. Committees Update</td>
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<td>Mr. Hammond reported that there have been positive results on new committee recruitment, with 87 new committee applications. He provided data on the total percentage of Chapter members on committees and their committee representation. He added that he is looking to focus on engaging Chapters with low committee representation.</td>
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<td>b. Chapters Update</td>
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<td>Ms. Fuentes reported that the most recent Chapter Presidents call was held last week, and included a discussion regarding how to ensure that Chapter members renew their membership and how to bring in new Chapter leadership. Mr. Dresnack reported that, along with Ms. Fuentes, he has been working with Chapter Presidents to ensure that they are receiving the help they need and has been attending different Chapter meetings.</td>
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<td>(i) Chapter Representative Open Discussion</td>
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<td>Mr. Zellar, from Syracuse, Ms. Aldous, from Southern Tier, and Ms. Sica-Costanzo, from Staten Island, provided updates on their respective Chapters.</td>
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<th>B20 – E – 4</th>
<th>Advocacy</th>
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<td>a. Society Comment Letters</td>
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<td>Mr. Rollmann reported that the comment letter process has been slow this year because there have been fewer new exposure drafts. To date, there have been six comment letters issued, with another two anticipated soon.</td>
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<td>b. Legislative and Regulatory Update</td>
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<td>Ms. Barry reported that the permanent e-signature bill was signed into law on August 24, 2020, and that the Society worked with the New York State Department of Taxation and Finance to ensure that penalties were not assessed due to the September 15, 2020, CCH outage. She added that the Chapters have begun hosting a series of legislative breakfasts.</td>
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<th>B20 – E – 5</th>
<th>Membership Growth and Development</th>
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<tbody>
<tr>
<td>a. Membership Growth and Development</td>
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<td>(i) Leadership Institute</td>
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<td>The discussion was tabled to the next Board meeting.</td>
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<td>(ii) 40 Under 40</td>
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<td>The discussion was tabled to the next Board meeting.</td>
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<td>Agenda Item</td>
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<td>(iii) Mentor Match</td>
<td>The discussion was tabled to the next Board meeting.</td>
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<td>(iv) D&amp;I Conference</td>
<td>The discussion was tabled to the next Board meeting.</td>
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<tr>
<td>B20 – E – 6 The Next Generation</td>
<td>a. Report on The Moynihan Scholarship Fund The discussion was tabled to the next Board meeting.</td>
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| B20 – E – 7 Public Awareness | a. Media Relations Update Written materials were provided to the Board.  
b. The CPA Journal Roundtable The discussion was tabled to the next Board meeting |
| B20 – E – 8 Proactive Transformation | a. Report on Proactive Transformation Ms. Bwerinofa-Petrozzello reported that she is investigating ways to help members and CPAs embrace technology in their practices and operations, and in the services they provide. She is aiming to produce a series of thought leadership discussions on this topic. |
| B20 – E – 9 Executive Session | Ms. Fuentes made a motion to enter into an Executive Session at 4:39 p.m. Mr. Mertz seconded the motion. The motion passed unanimously. The Board came out of the Executive Session at 4:58 p.m. |
| ADJOURNMENT | Ms. Bwerinofa-Petrozzello made a motion to adjourn the meeting at 4:59 p.m. Mr. Lee seconded the motion. The motion passed unanimously. |

Respectfully submitted,  
Thomas S. Pirro  
Secretary/Treasurer

Approved at the December 16, 2020 Board of Directors meeting.

Agenda Item B20 – F – 1