| Minutes of: | The New York State Society of Certified Public Accountants Board of Directors Meeting |
| Date & Time: | Wednesday, December 16, 2020, 9:01 a.m.–1:42 p.m. |
| Location: | Virtual via Zoom |
| Presiding Officer: | Edward L. Arcara, President |

**NYSSCPA Board Members Present:**
- 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*
- 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. Huttlinger, 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:**
- John J. Lauchert, *President, FAE Board of Trustees*
- John Stanziale, Jr., *FAE Trustee*

**M I N U T E S**

**B20 – F – 0**

**Call to Order**
- Mr. Arcara called the meeting to order at 9:01 a.m. Ms. Huber took attendance.

**B20 – F – 1**

**Action Items**
- a. Approval of Minutes of October 27, 2020, Board of Directors Meeting
Mr. Zellar made a motion to approve the minutes of the October 27, 2020, Board of Directors meeting. Mr. Weintraub seconded the motion. The motion passed unanimously.

b. Financial Statements for the Five Months Ending October 31, 2020

Mr. Pirro presented the financial statements for the five months ending October 31, 2020. Mr. Matz made a motion to accept the financial statements. Mr. Mertz seconded the motion. The motion passed unanimously.

c. Membership Report

Ms. Brennan delivered the Membership Report, which highlighted changes in membership population and programs. Ms. Fuentes made a motion to accept the report. Ms. Censullo seconded the motion. The motion passed unanimously.

d. Approval of Dues Reduction Requests

Ms. Brennan presented two applications for dues reduction. Mr. Young made a motion to accept the dues reduction for “Applicant 1.” Mr. Weintraub seconded the motion. The motion passed. Ms. Fuentes made a motion to accept the dues reduction for “Applicant 2.” Mr. Pirro seconded the motion. The motion passed.

e. Approval of 2021 Legislative and Regulatory Agenda

Ms. Barry presented the 2021 Legislative and Regulatory Agenda, which was developed with input from the NYSSCPA Legislative Task Force and will serve as the action plan for staff and volunteer activities this session. Ms. Barry reported that the electronic signature authorization was signed into law by Gov. Cuomo. Ms. Pickett made a motion to accept the 2021 Legislative and Regulatory Agenda. Mr. Morse seconded the motion. The motion passed unanimously.

f. Approval of Governance Subcommittee Recommendations

Mr. Hammond presented two proposals for changes in the NYSSCPA Board of Directors structure, based on discussions with the Governance Subcommittee. Mr. Pirro made a motion to present these proposals for a vote at the March 2021 Board of Directors meeting. Ms. Fuentes seconded the motion. The motion passed unanimously.

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<tr>
<th>B20 – F – 2</th>
<th>a. Nominating Process Update</th>
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<td>Officer and Management Reports</td>
<td>(i) Appointment of Nominating Committee Chair</td>
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<td>Mr. Arcara reported that the Nominating Committee has been formed, and Scott M. Adair has been selected as the Nominating Committee Chair. The Nominating Committee meeting will be held on January 14, 2021.</td>
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<td>(ii) Process and Timeline</td>
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<td>Mr. Pirro reported that the Nominating Committee meeting will be held virtually via Zoom. Mr. Twofoot Boulette reported that</td>
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nominations for the Board of Directors are being received, and he is working with Mr. Adair to develop the most effective polling process.

b. Legal Department Update

Mr. Twofoot Boulette reported that there is nearly 100% compliance with the Anti-Harassment Training.

c. Technology Update

Mr. Payano reported that the previously approved Dataprise engagement was in motion, with an executed contract in place. He reported that he is working to gather all requested information, and that the engagement is divided into three phases: Discovery, Analysis, and Delivery. Mr. Payano anticipated the project to be completed in February 2021, but further work may have to be done dependent upon the final report. Ms. Brennan reported that the main technology issue that the NYSSCPA is facing is the Aptify platform. She added that she surveyed other CPA societies, the AICPA, and the American Society of Association Executives and has prepared an RFP for a proposal to be sent out in January 2021. Ms. Brennan noted that the NYSSCPA is looking to utilize a cloud-based platform and reduce the number of platforms used.

d. Real Estate Update

Mr. Markezin reported that the NYSSCPA is looking to reduce the square footage of the office space by one-third. The broker has sent out a letter that includes the Society’s requirements, and Mr. Markezin has been in contact with the landlords at both 80 Pine Street and 14 Wall Street to explore options regarding those office spaces.

e. Membership Task Force Update

Ms. Capron reported that the Membership Task Force is working on the formalization of the Vice President of Membership Engagement and Recruitment in the bylaws, the monthly Sisense reports, and distribution of campus liaison listings to leadership. Ms. Capron noted that 48 liaisons have committed thus far, and the Task Force has been documenting the student onboarding process. She also reported that the Task Force is currently working on the firm policy, with a plan to shift committee focus to Chapters, committees, sole proprietors, industry, and nonprofit policies, once the firm policy is completed. Ms. Capron made a motion to recommend that the Executive Committee revisit the free Lifetime Membership category. Mr. Pirro seconded the motion. The motion passed unanimously.

f. Strategic Plan Update

Written materials were provided to the Board.
| **B20 – F– 3** | a. **Committees Update**  
Mr. Hammond reported that there were 68 committee meetings held during the seven-week period from October 18 through December 4. He provided data on the total number of committee applications, including the age and Chapter demographics. He added that there is a continuing effort to engage younger CPA members on committees.  

b. **Chapters Update**  
Mr. Dresnack reported that all Chapters have had the opportunity to weigh in and express any concerns they are having within their respective Chapters. Ms. Fuentes reported that the Chapters have worked on sharing networking ideas in order to engage members and increase productivity.  

(i) **Chapter Representative Open Discussion**  
Ms. Petrollese, from Mid Hudson; Ms. Pickett, from Northeast; and Mr. Milisits, from Rockland, provided updates on their respective Chapters.  

c. **FAE Turnaround Task Force Update**  
Mr. Stanziale reported that the Task Force held their third meeting on Tuesday, December 15, 2020, during which they identified five focus areas to which they plan to devote attention. He added that the next Task Force meeting will focus on fact gathering and cost-benefit analysis.  

d. **Report from FAE President**  
Mr. Lauchert reported that FAE is now formally linked to the Society under the new governance structure, and extended an invitation for Mr. Arcara and Ms. Bwerinofa-Petrozzello to attend the meetings. Mr. Lauchert added that registration for FAE virtual seminars is up by 32%, and FAE virtual conference registration is up by 42%. |

| **B20 – F – 4** | a. **Society Comment Letters**  
Mr. Rollmann reported that as of December 4, 2020, the Society has issued 10 comment letters, with 2 more anticipated shortly. He added that the comment letter process has been slow this year because there have been fewer new exposure drafts.  

b. **Legislative and Regulatory Update**  
Ms. Barry reported that the staff is currently working in conjunction with the AICPA on two issues: the IRS penalty relief for late filing and payments, and the tax deductibility of business expenses for PPP loans. Ms. Barry also reported that the Society has launched a grassroots campaign for members, asking them to contact their federal representatives regarding the deductibility issue. As of December 16, 2020, there was a 22.4% open rate among members. On the state level, the Society is also monitoring the False Claims Act for its possible reintroduction in the new legislative session. |
| B20 – F – 5 | a. **Membership Growth and Development**  
(i) **The David J. Moynihan Scholarship Fund (MSF) Update**  
Ms. Brennan reported that 56 scholarships were awarded, and the Scholarship Committee will hold a meeting on December 18 to review the applications in preparation for 2021. She also reported that the MSF Trustees have decided to open the scholarship application process to students enrolled in two-year colleges who will transfer to four-year colleges. Ms. Brennan noted that the MSF Board of Trustees has selected two honorary Board members to assist in fundraising efforts.  
(ii) **Leadership Institute Update**  
Ms. Brennan reported that applications for the next class are open until April 30, 2021.  
(iii) **NextGen Conference/40 Under 40 Awards Update**  
Ms. Brennan reported that the nominations for this year’s 40 under 40 Awards are open until April 30, 2021 and that the awards ceremony will take place in the summer of 2021. |
Ms. Bwerinofa-Petrozzello reported that she is continuing to work on producing video communications and hopes to have them completed by early 2021.  

b. **Report on the Awards Committee**  
Ms. Rahilly reported that the Awards Committee met on November 5, 2020, to discuss changes and recommendations to the awards presented, which includes the implementation of two new awards: the Outstanding CPA in Public Practice Award and the Outstanding CPA in Chapter Service Award. The implementation of the two new awards was approved at the November 18, 2020, Executive Committee meeting. Ms. Rahilly reported that submissions for the awards are due by January 31, 2021. |
| B20 – F – 7 | **Executive Session**  
Mr. Weintraub made a motion to enter into an Executive Session at 1:24 p.m. Mr. Dresnack seconded the motion. The motion passed unanimously.  
The Board came out of the Executive Session at 1:39 p.m.  

**ADJOURNMENT**  
Ms. Rahilly made a motion to adjourn the meeting at 1:42 p.m. Ms. Fuentes seconded the motion. The motion passed unanimously. |
Respectfully submitted,
Thomas S. Pirro
Secretary/Treasurer

Approved at the March 22, 2021 Board of Directors meeting.

Agenda Item B21 – A – 1