

<b>Minutes of:</b>	The New York State Society of Certified Public Accountants Board of Directors Meeting	
<b>Date &amp; Time:</b>	Wednesday, March 20, 2019, 9:02 a.m. to 2:07 p.m.	
<b>Location:</b>	NYSSCPA Headquarters, 14 Wall Street, 19 <sup>th</sup> Floor, New York, NY 10005	
<b>Presiding Officer:</b>	Jan C. Herringer, <i>President</i>	
<b>NYSSCPA Board Members Present:</b>	Ita M. Rahilly, <i>President-elect</i> Charles V. Abraham, <i>Vice President</i> Anthony T. Abboud, <i>Secretary/Treasurer</i> Rumbi Bwerinofa-Petrozzello Christopher G. Cahill Anthony S. Chan Mitchell A. Davis Harold L. Deiters III Edward F. Esposito Mark L. Farber Timothy J. Hammond Kimberly G. Johnson	Patricia A. McGrath Candice R. Meth Steven M. Morse Tracey J. Niemotko Renee Rampulla Robert M. Rollmann Michael M. Todres Joanne S. Barry ( <i>Executive Director</i> ), <i>Ex Officio</i>
<b>NYSSCPA Board Members Participating via Conference Call:</b>	Salvatore A. Collelli, <i>Vice President</i> Iralma Pozo, <i>Vice President</i> Janeen F. Schran, <i>Vice President</i> Darcy Aldous Dennis N. Annarumma Carnet A. Brown Catherine M. Censullo	William H. Dresnack Lynne M. Fuentes Douglas L. Hoffman Thomas S. Pirro Mark M. Ulrich David G. Young
<b>NYSSCPA Board Members Absent:</b>	Sol S. Basilyan Jennifer A. Kartychak Gerard J. LoVerde Kevin P. O’Leary Brian M. Reese	
<b>Staff Present:</b>	Fatima Anwar Revira Brennan Emily Frizzell Darryl Jackson Ernest J. Markezin Patrick Payano	

## MINUTES

<p><b>B19 – A – 0</b></p> <p><b>Call to Order</b></p>	<p>Ms. Jan C. Herringer called the meeting to order at 9:02 a.m. She welcomed the Board members.</p>
<p><b>B19 – A – 1</b></p> <p><b>Action Items</b></p>	<p><b>a. Approval of Minutes of November 13, 2018</b></p> <p>Ms. Herringer noted a change to be made in the Audit Committee Report. Ms. Johnson motioned to approve the minutes as amended. Mr. Chan seconded the motion. The motion passed unanimously.</p> <p><b>b. Approval of the Electronic Vote for Membership Terminations, December 14, 2018</b></p> <p>Ms. Meth motioned to approve the electronic vote for membership terminations. Mr. Davis seconded the motion. The motion passed unanimously.</p> <p><b>c. Financial Statements as of January 31, 2019 and for the eight months then ended</b></p> <p>Mr. Abboud presented the financial statements as of January 31, 2019 and for the eight months then ended. Mr. Morse motioned to approve them. Ms. McGrath seconded the motion. The motion passed unanimously.</p> <p><b>d. Membership Report</b></p> <p>Ms. Brennan presented the membership report that reflected 1,063 new members, bringing total membership to 22,946. She reported that there are a total of 90 applicants for approval. Ms. Rampulla motioned to approve the Membership Report. Mr. Davis seconded the motion. The motion passed unanimously.</p> <p><b>e. Selections Subcommittee</b></p> <p><b>(i) Society Recommendation to Fill FAE Board of Trustees</b></p> <p>Ms. Rahilly informed the Board members that six nominations (double the number of open positions) needed to be submitted to the FAE Board of Trustees for them to choose from, in order to fill three upcoming vacancies on the FAE Board. She reported that seven applications were received, and the Selection Subcommittee has chosen six. Ms. Rahilly asked the members for a motion to approve the recommendation from the Selections Subcommittee. Ms. Rampulla motioned to approve the recommendation. Ms. Bwerinofa-Petrozzello seconded the motion. The motion passed unanimously.</p> <p><b>(ii) Board Appointment to FAE Board of Trustees</b></p> <p>Ms. Rahilly informed the Board members that three Society Board designees were needed to submit to the FAE Board of Trustees. One of the three, by default, is the</p>

	<p>Secretary/Treasurer, as per the Affiliation Agreement with FAE. She stated that two responses were received from an earlier Selections Subcommittee request that was sent to the Board for volunteers. The floor was then open to nominations, with two Board members self-nominating, Messrs. Brown and Dresnack. A secret ballot vote was held and counted by two Board members. Ms. Rahilly reported the results for Board designees to FAE:</p> <ul style="list-style-type: none"> <li>• Anthony S. Chan</li> <li>• Janeen F. Schrann</li> <li>• Kevin Matz, <i>Society Secretary/Treasurer Nominee as FAE Treasurer</i></li> </ul> <p><b>f. Approval of FY 2019–2020 Budget</b></p> <p>Mr. Abboud, Ms. Barry, and Mr. Payano presented the 2019–2020 budget. A discussion was held. Mr. Esposito motioned to approve the budget. Mr. Todres seconded the motion. The motion passed unanimously.</p> <p><b>g. Approval of Auditors</b></p> <p>Mr. Todres, Chair of the Audit Committee, reported that the request for proposal (RFP) was issued in December, and nine firms submitted proposals, all from the metro area and one from Maryland. After an extensive interviewing process, the Committee recommended the reappointment of CohnReznick LLP. Mr. Chan motioned to approve the recommendation. Ms. Meth seconded the motion. The motion passed unanimously.</p> <p><b>h. Approval of 2018–2019 Legislative Agenda</b></p> <p>Ms. Barry presented the Legislative Agenda to the Board members. She reported that the Executive Committee and the Legislative Task Force agreed to eliminate the estate tax “cliff” reform from the agenda.</p> <p>Ms. Rahilly motioned to approve the Legislative Agenda. Ms. Rampulla seconded the motion. Mr. Esposito opposed the motion. The motion passed.</p>
<p><b>B19 – A – 2</b> <b>Officer and Management Reports</b></p>	<p><b>a. AICPA Council Update</b></p> <p>Ms. Rahilly reported on the discussions at the AICPA Regional Council meeting. One critical item was a discussion on the Evolution of the Profession and the implications for firms, academia, and the CPA Exam. She discussed that the AICPA had been seeking input on various evolution models including the most recent, which would integrate more technology into the current CPA exam sections. The AICPA continues to seek input from the membership.</p>

### **Gala/Officers' Installation Event**

Ms. Rahilly announced that the Annual Installation Dinner will be held on May 29, 2019, at The University Club, located at One West 54<sup>th</sup> Street, New York City. She reported that this year, the dinner will be a separate event. In recent years, it had been combined with the Moynihan Fund Gala. However, a fund-raising component will be included as part of the dinner.

#### **b. Nominating Process Update**

Mr. Abboud reported that the Nominating Committee met on January 10, 2019, to select a slate of nominees, with the annual membership voting to begin in April and election results to be approved at the Annual Meeting on May 29, 2019. The slate includes:

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*  
Kelly R. Capron, *Director-at-Large*  
Elliot L. Hendler, *Director-at-Large*  
Mitchell J. Mertz, *Director-at-Large*  
Janeen F. Schrann, *Director-at-Large*  
Charles J. Weintraub, *Director-at-Large*  
Maria L. Petrollese, *Director as Chapter Representative*  
Jennifer Pickett, *Director as Chapter Representative*  
Liren Wei, *Director as Chapter Representative*  
Michael E. Milisits, *Director as Chapter Representative*  
Maria E. Suppa, *Director as Chapter Representative*

#### **c. Awards Committee Report**

Mr. Deiters announced the Society award winners for 2019:

- The Arthur J. Dixon Public Service Award to Steven M. Morse
- The NYSSCPA Distinguished Service Award to J. Michael Kirkland
- The Dr. Emanuel Saxe Outstanding CPA in Education Award to William H. Dresnack
- The Outstanding CPA in Industry Award to Joel Quall

#### **d. Update on Staff Restructuring**

Ms. Barry announced that a new Human Resources Director was hired and will begin April 8, 2019. She reported that the reorganized Staff Executive Committee now includes Ms. Barry, Ms. Brennan, Mr. Payano, and Mr. Markezin.

	<p><b>e. Status of Compliance with Required Harassment Training</b></p> <p>Mr. Markezin reported that there are two Anti-Harassment laws: New York State and New York City. New York City will produce their model training in April 2019. He further reported that training is required for both staff and leadership. The training requirement deadline has been pushed back to October 2019.</p> <p><b>f. General Data Protection Regulation (GDPR) Update</b></p> <p>Ms. Brennan reported that progress has been made on the GDPR plan, but there are more measures to implement. Once all changes are implemented, there will be training for staff and volunteer leadership. She explained that many societies are struggling with GDPR compliance. All training on this regulation has advised that if the Society has a plan and is working toward compliance, there should be no concerns.</p>
<p><b>B19 – A – 3</b></p> <p><b>Professional Excellence and Integrity</b></p>	<p><b>a. Committees Update</b></p> <p>Mr. Abraham reported that 119 committee meetings were held during the 18-week period from November 4, 2018, to March 8, 2019. He further reported that 139 new committee applications were received, and that 47 of the new applicants were new Society members.</p> <p><b>b. Chapters Update</b></p> <p><b>(i) Chapter Representative Open Discussion</b></p> <p>Ms. McGrath, Chapter Representative for the Buffalo Chapter, reported on their issues with FAE fees and their decision not to host their CPAs in Business and Industry event.</p> <p>Ms. Niemotko, Chapter Representative for Mid Hudson, reported on the events held during the year. She also thanked Ms. Maria Petrollese for all her hard work in the chapter.</p> <p><b>c. Report of the Governance Subcommittee</b></p> <p>Mr. Esposito reported that the Governance Subcommittee Charter that was drafted is still in review. He further reported that the subcommittee put together an outline for a Board Orientation course for the incoming Board members. He announced that the Executive Committee approved the training and Ms. Barry is to appoint a staff member to coordinate this training.</p> <p>Mr. Esposito then suggested that the Subcommittee should have some continuity, recommending that Ms. Johnson or Mr. Hammond continue as Chair of the Subcommittee. The suggestion was taken into consideration by Ms. Rahilly, as she will be the person appointing the next Chair.</p>

<p><b>B19 – A – 4</b></p> <p><b>Advocacy</b></p>	<p><b>a. Society Comment Letters</b></p> <p>Mr. Collemi reported that 20 comment letters have been issued this fiscal year. Of the 20 letters, six were sent to the FASB, five to the AICPA, two to the IAASB, and one each to the IASB, the IESBA, the SEC, the Federal Reserve Board, the U.S. Department of Treasury, the Office of New York State Governor Andrew Cuomo, and the National Institute of Standards and Technology (NIST).</p> <p><b>b. State Board Meeting Update</b></p> <p>Ms. Barry reported that the State Board is backlogged on the approval of licenses, and is currently behind by about 400 applications.</p> <p>She Barry also reported that the State Board is getting into the definition of “inactive” status, as it had changed in 2009 with the new accountancy law and has since been problematic.</p>
<p><b>B19 – A – 5</b></p> <p><b>The Next Generation</b></p>	<p><b>a. The David J. Moynihan Scholarship Fund Update</b></p> <p>Ms. Brennan reported that the applications for COAP are open. She further reported that there are five locations for the COAP program: Adelphi, Mid Hudson, Rochester, Syracuse, and Westchester.</p> <p>Ms. Rahilly reported that the Moynihan Scholarship Fund fund-raising gala has been postponed.</p> <p><b>b. Women’s Leadership Forum Update</b></p> <p>Ms. Herringer gave a brief update on the Women’s Leadership Forum, held on January 18, 2019.</p>
<p><b>B19 – A – 6</b></p> <p><b>Public Awareness</b></p>	<p><b>a. Communications Update</b></p> <p>Board members were provided with material for information only.</p>
<p><b>B19 – A – 7</b></p> <p><b>Executive Session</b></p>	<p>Mr. Morse motioned that the Board enter into an Executive Session at 12:17 p.m. Mr. Esposito seconded the motion. The motion passed unanimously</p>
<p><b>ADJOURNMENT</b></p>	<p>Mr. Abboud motioned to adjourn the meeting at 2:07 p.m. Ms. Rahilly seconded the motion. The motion passed unanimously.</p>