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<th>Minutes of:</th>
<th>The New York State Society of Certified Public Accountants Board of Directors Meeting</th>
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<tr>
<td>Date &amp; Time:</td>
<td>Tuesday, June 11, 2019, 9:34 a.m. to 10:14 a.m.</td>
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<td>Location:</td>
<td>NYSSCPA Headquarters, 14 Wall Street, 19th Floor, New York, NY 10005</td>
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<td>Presiding Officer:</td>
<td>Ita M. Rahilly, President</td>
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<td>NYSSCPA Board Members Present:</td>
<td>Kevin Matz, Secretary/Treasurer                  Joanne S. Barry (Executive Director), Ex Officio</td>
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<td>NYSSCPA Board Members Participating via Conference Call:</td>
<td>Edward L. Arcara, President-elect                    Barbara E. Bel, Vice President                  Joseph A. Maffia, Vice President                  Denise M. Stefano, Vice President                  Darcy Aldous                                      Dennis N. Annarumma                                Carnet A. Brown                                    Kelly R. Capron                                    Catherine M. Censullo                               Anthony S. Chan                                    William H. Dresnack                                 Lynne M. Fuentes                                   Timothy J. Hammond                                 Elliot L. Hendler                                  Jan C. Herringer                                   Kimberly G. Johnson                                 Gerard J. LoVerde                                  Patricia A. McGrath                                 Mitchell J. Mertz                                  Michael E. Milisits                                 Steven M. Morse                                    Maria L. Petrollese                                 Thomas S. Pirro                                    Maria E. Suppa                                     Mark M. Ulrich                                    Liren Wei                                          Charles J. Weintraub                                David G. Young</td>
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<td>NYSSCPA Board Members Absent:</td>
<td>Renee Rampulla, Vice President                              Rumbi Bwerinofa-Petrozzello                    Mark L. Farber                                    Douglas L. Hoffman                                 Jennifer A. Kartychak                               Candice R. Meth                                    Jennifer Pickett                                  Janeen F. Schrann</td>
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<td>Staff Present:</td>
<td>Fatima Anwar                                                                                   Revira Brennan                                   Ernest J. Markezin                                  Patrick Payano</td>
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Ms. Ita M. Rahilly called the meeting to order at 9:34 a.m.

### Approval of Minutes of March 20, 2019

Ms. Rahilly noted corrections regarding the AICPA Update and added that the Executive session was moved by Mr. Abboud and seconded by Ms. Rahilly. Typographical corrections were also noted. Mr. Pirro motioned to accept the minutes as amended. Mr. Ulrich seconded the motion. Mr. Arcara, Ms. Bel, Mr. Maffia, Ms. Stefano, Mr. Matz, Ms. Capron, Mr. Hendler, Mr. Mertz, Mr. Weintraub, Mr. Wei, Mr. Milisits, and Ms. Suppa abstained. The motion passed.

### Schedule of Board Meetings

The future Board meetings are as follows:
- July 30, 2019
- October 16, 2019
- December 11, 2019
- March 2020 meeting to coincide with the AICPA Regional Council meeting

Mr. Young motioned to accept the schedule of Board meetings. Ms. Censullo seconded the motion. The motion passed unanimously.

### Signature Authority for 2019–2020 Fiscal Year

Mr. Matz motioned to accept the persons named below for signature authority. Mr. Pirro seconded the motion. The motion passed unanimously.

RESOLVED, that Citibank shall serve as the banking institution for the Society and that Bank of America shall serve as the banking institution for a portion of the Society’s chapters;

RESOLVED, FURTHER, that the following persons are hereby appointed to serve as authorized signatories on all banking accounts of the NYSSCPA:

- J. Michael Kirkland
- Joanne S. Barry
- Ernest J. Markezin
- Richard H. Kravitz
- Revira Brennan
- Ita M. Rahilly
- Edward L. Arcara
- Kevin Matz
RESOLVED, FURTHER, that with respect to the banking accounts of each of the chapters, there shall be three authorized signatories: the respective chapter’s president, president-elect, and treasurer.

RESOLVED, FURTHER, that the officers and staff of the Society are hereby authorized and directed to execute and deliver any documentation required to carry out the intent of this resolution.

d. Establishment of Executive Committee

Ms. Rahilly briefly explained the functions and responsibilities of the Executive Committee. Mr. Dresnack motioned to approve the Executive Committee. Mr. Chan seconded the motion. The motion passed unanimously.

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 nonvoting capacity) and up to six other members of the Board; and

WHEREAS, the Board desires to establish an Executive Committee for the 2019–2020 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 2019–2020 fiscal year comprising the following individuals:

- Ita M. Rahilly, President
- 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
- William H. Dresnack
- Kimberly G. Johnson
- Janeen F. Schrann
- Maria E. Suppa
- Joanne S. Barry (nonvoting)

e. Establishment of Selections Subcommittee

Ms. Rahilly explained the Selections Subcommittee’s major tasks and responsibilities. Mr. Hendler motioned to accept the Selections Subcommittee. Mr. Mertz seconded the motion. The motion passed unanimously.
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 2019–2020 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 2019–2020 fiscal year comprising the following individuals:

Edward L. Arcara, Chair
Darcy Aldous
Kelly R. Capron
Steven M. Morse
Maria E. Suppa

f. Establishment of Audit Committee

Ms. Rahilly provided a brief overview of the Audit Committee’s role and responsibilities. Mr. Ulrich motioned to accept the Audit Committee. Mr. Arcara seconded the motion. The motion passed unanimously.

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 2019–2020 fiscal year.

NOW, THEREFORE, BE IT RESOLVED, that the Board today establishes an Audit Committee for the 2019–2020 fiscal year comprising the following individuals:

Patricia A. McGrath, Chair
Carnet A. Brown
Lynne M. Fuentes
Kimberly G. Johnson
Michael E. Milisits
g. Establishment of Governance Subcommittee

Ms. Rahilly provided a brief overview of the Governance Subcommittee’s role and responsibilities. Mr. Matz motioned to accept the Governance Subcommittee. Mr. Morse seconded the motion. The motion passed unanimously.

WHEREAS, the Governance Subcommittee of the NYSSCPA was established as a Committee 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 committee, the purpose of which shall be to advise the Board on matters of Society and Board governance. The Governance Subcommittee shall comprised of five Board members, two of whom shall be Executive Committee members;

WHEREAS, the Board desires to establish a Governance Subcommittee for the 2019-2020 fiscal year;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes a Governance Subcommittee for the 2019-2020 fiscal year comprised of the following individuals:

Kimberly G. Johnson, Chair
Barbara E. Bel
Timothy J. Hammond
Gerard J. LoVerde
Candice R. Meth

B19 – C – 2
Operational Reports

a. Welcome

Ms. Rahilly welcomed all the Board members.

b. New Board Member Training

Ms. Barry reported that a Board Orientation Session will be held for new Board members during the Leadership Conference on July 29. However, all Board members are welcome to attend. This year’s Leadership Conference will be held at Resorts World Catskills, located at 888 Resorts World Drive, Monticello, New York 12701, on July 28-30, 2019. She further reported that this session was slated to take up to four hours. She gave an overview of what to expect during the orientation.

c. Conflict of Interest Disclosure Policy

Mr. Markezin reported that all Board members must complete the Group II Conflict of Interest Policy. New incoming members will have to complete this form and the Board of Directors Acknowledgment of Responsibilities Form. He will send out an email to all members, with links to both forms. This form is due June 30, 2019.
### d. Harassment Training Program

Mr. Markezin reported that there are new New York State and New York City laws regarding anti-harassment policies along with training requirements that must be complied with by October 2019. Best practices indicate that not-for-profit leaderships should take training and the society has set up a mechanism for online training and tracking with roll out to all society leadership later in the month.

### e. Election Process Update

Mr. Markezin provided the Board with an overview of the Nominating Committee election process.

| B19 – C – 3 Executive Session | Mr. Matz motioned that the Board enter into an Executive Session at 10:00 a.m. Mr. Maffia seconded the motion. The motion passed unanimously. |
| ADJOURNMENT                   | Mr. Pirro motioned to adjourn the meeting at 10:14 a.m. Mr. Young seconded the motion. The motion passed unanimously. |

Respectfully submitted,

Kevin Matz  
**Secretary/Treasurer**

Approved at the July 30, 2019 Board of Directors meeting.

Agenda Item B19 – D – 2