<table>
<thead>
<tr>
<th>Minutes of:</th>
<th>The New York State Society of Certified Public Accountants Board of Directors Meeting</th>
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</thead>
<tbody>
<tr>
<td>Date &amp; Time:</td>
<td>Tuesday, July 30, 2019, 8:05 a.m. to 12:04 p.m.</td>
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<tr>
<td>Location:</td>
<td>Resorts World Catskills, 888 Resorts World Drive, Monticello, NY 12701</td>
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<tr>
<td>Presiding Officer:</td>
<td>Ita M. Rahilly, President</td>
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<tr>
<td><strong>NYSSCPA Board Members Present:</strong></td>
<td>Edward L. Arcara, President-elect</td>
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<td></td>
<td>Joseph A. Maffia, Vice President</td>
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<td></td>
<td>Renee Rampulla, Vice President</td>
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<td></td>
<td>Kevin Matz, Secretary/Treasurer</td>
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<td></td>
<td>Joanne S. Barry (Executive Director), Ex Officio</td>
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<td></td>
<td>Darcy Aldous</td>
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<td></td>
<td>Dennis N. Annarumma</td>
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<td></td>
<td>Carnet A. Brown</td>
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<td></td>
<td>Rumbi Bwerinofa-Petrozzello</td>
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<td></td>
<td>Kelly R. Capron</td>
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<td></td>
<td>Catherine M. Censullo</td>
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<td></td>
<td>Anthony S. Chan</td>
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<td>Mark L. Farber</td>
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<td>Timothy J. Hammond</td>
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<td>Elliot L. Hendler</td>
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<td>Jan C. Herringer</td>
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<td>Douglas L. Hoffman</td>
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<td>Kimberly G. Johnson</td>
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<td>Jennifer A. Kartychak</td>
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<td>Gerard J. LoVerde</td>
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<td>Patricia A. McGrath</td>
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<td>Mitchell J. Mertz</td>
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<td>Michael E. Milisits</td>
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<td>Steven M. Morse</td>
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<td>Maria L. Petrolese</td>
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<td>Thomas S. Pirro</td>
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<td>Janeen F. Schrann</td>
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<td>Maria E. Suppa</td>
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<td>Liren Wei</td>
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<td>Charles J. Weintraub</td>
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<td>David G. Young</td>
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<td><strong>NYSSCPA Board Members Participating via Conference Call:</strong></td>
<td>Barbara E. Bel, Vice President</td>
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<td>William H. Dresnack</td>
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<td>Jennifer Picket</td>
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<td><strong>NYSSCPA Board Members Absent:</strong></td>
<td>Denise M. Stefano, Vice President</td>
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<td>Lynne M. Fuentes</td>
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<td>Candice R. Meth</td>
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<td>Mark M. Ulrich</td>
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<td><strong>Staff Present:</strong></td>
<td>Fatima Anwar</td>
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<td>Reviera Brennan</td>
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<td>Lelia Dickenson</td>
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<td>Nereida Gomez</td>
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<td>Brandon Hewlett</td>
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<td>Darryl Jackson</td>
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<td>Ernest J. Markezin</td>
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<td></td>
<td>Patrick Payano</td>
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<td>Jovan C. Richards</td>
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<td>Timothy Twofoot Boulette</td>
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<td><strong>Guests Present:</strong></td>
<td>Elisha Brestovansky</td>
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<td>Daria Bushueva</td>
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<td>Michael Chen</td>
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<td>Michael R. Durant</td>
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<td>Bill McCarthy, Bolton-St. Johns</td>
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<td>John D. McCarthy, Bolton-St. Johns</td>
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Call to Order

Ms. Ita M. Rahilly called the meeting to order at 8:05 a.m.

President’s Report

a. Introduction of Board Members

Ms. Rahilly thanked the staff who planned the event and everyone who attended.

b. Open Session

Ms. Rahilly thanked the Immediate Past President, Jan C. Herringer, for her service last year. She also thanked Ms. Nereida Gomez for all her years working for the Society, as she will be retiring in September.

c. Nominating Process Update

Mr. Matz provided a brief description of the Nominating Committee process. He further reported that the deadline for applications from those who wished to be considered for service on the Nominating Committee was Friday, August 9, at 5:00 p.m.

d. Governance Subcommittee Update

Ms. Johnson reported that, last year, the Governance Subcommittee had developed a Board evaluation methodology. She further reported that outside
counsel was currently looking at all of the bylaws for the Society, FAE, the Moynihan Scholarship Fund (MSF), and CPA PAC, as well as various policies, and procedures. The Subcommittee will be performing a Board survey in order to solicit the views of the members of the Board regarding how to improve its efficiency and functioning.

Ms. Rahilly thanked the Subcommittee for putting together the outline for the Board Orientation for new members, held on July 29, 2019.

e. Leadership Conflict of Interest and Anti-Harassment Policy Update

Mr. Markezin reported that reminder e-mails will be sent to Board members who have not yet submitted Conflict of Interest forms for the current year.

He also reported that a new New York State/New York City requirement for Anti-Harassment training is in effect. Society, FAE, MSF, and CPA PAC leadership, as well as Chapter leadership, is to complete the course by August 15, 2019.

f. Evolution of the Accounting Profession Recap

Ms. Rahilly reported that a task force is being put together to respond to the AICPA request for input regarding this matter, using the information developed during the previous days’ workshop. Members of the Leadership Institute would be part of the task force. She stated that a draft response will be brought forth to the Executive Committee.

g. Strategic Plan—Next Steps

Ms. Rahilly reported that breakout groups to discuss revisions to the Strategic Plan were held as part of the Leadership Conference and represented all groups in attendance. She also reported that the meetings generated some excellent discussion and ideas. The Strategic Planning Task Force will be reviewing the reports from the various discussion subgroups in order to draft the revised plan.

h. Innovation Challenge

Ms. Rahilly reported that the Innovation Challenge, an initiative to seek ideas about what the Society should be doing for its members in 2025, was kicked off at the Leadership Conference, with the Leadership Institute and Chapters’ Presidents-Elect in attendance. There would be additional groups contacted for their input following the Leadership Conference. The groups are: NextGen Committee Members, Business & Industry, Managing Partners, and all other Chapter officers.

| Action Items | a. Approval of Minutes of June 11, 2019 |
Mr. Twofoot Boulette noted that a correction will be made to note that Ms. Petrollese was present via conference call. Mr. Matz motioned to approve the minutes as amended. Mr. Pirro seconded the motion. The motion passed unanimously.

b. Financial Statements Ending April 30, 2019

Mr. Payano reviewed the financial statements as of April 30, 2019, and for the 11 months then ended.

Ms. Rampulla suggested that Mr. Payano consider having the reports on one Excel sheet with different tabs.

Mr. Matz motioned to approve the financial statements. Mr. Chan seconded the motion. The motion passed unanimously.

c. Approval of COAP Grant to Moynihan Scholarship Fund

Mr. Payano requested that the Board approve a grant to the MSF in the amount of $60,000 in order to fund the Career Opportunities in the Accounting Profession (COAP) program. Ms. Johnson motioned to approve the COAP grant to the MSF. Mr. Matz seconded the motion. The motion passed unanimously.

d. Membership Report

Ms. Brennan reported that there has been an increase in membership applicants as a result of Society outreach. A total of 168 new members are included in the report. Mr. Matz motioned to approve the report. Ms. Johnson seconded the motion. The motion passed unanimously.

a. Management Update

i. Staff Conflict of Interest Policy and Harassment Training

Ms. Barry reported that the staff version of the Conflict of Interest policy was sent to outside counsel for review. Outside counsel will advise as to whether all staff or only more senior staff should be required to complete a Conflict of Interest Disclosure Statement.

She also reported that, to date, 95% of the staff had completed the required Anti-Harassment training.

ii. Updated Personnel Policies Manual
Ms. Barry reported that the Employee Handbook is in the process of being updated. She mentioned that the Society is working with outside counsel to verify that the handbook is in full compliance with applicable law.

### iii. Staff Newsletter

Ms. Barry briefed the Board regarding the new staff newsletter that discusses professional and personal achievements of staff. The intention is to build a community within the staff.

### iv. Whistleblower Policy

Ms. Barry reported that there is 100% compliance for the Whistleblower Policy, as required by New York State law. The Policy sets forth all of the information that a potential whistleblower would need to know in order to file a report, as well as with whom the report should be filed. It also includes a telephone number for the staff to call for help or further information.

### v. Executive Leadership Training

Ms. Barry reported that a contract has been signed with a vendor to provide executive team training and development. Several sessions will be held starting in August. She also discussed the training program for all levels of staff within the organization.

### vi. General Data Protection Regulation Update

Ms. Brennan provided the Board with an update on the European Union’s General Data Protection Regulation (GDPR). She reported that everything that is needed to be in compliance should be completed by August 31, 2019, and all guidelines will be sent to all of the Chapters. She explained that there is no minimum number of members required to have this policy in place, as long as the Society has at least one member from the European Union.

### vii. Update on CIO Outsourcing

Ms. Barry stated that the Board approved the Chief Information Officer (CIO) position through the budget approval process. She reported that an RFP was issued to fill the virtual CIO position, that three interviews had been held, and that Network Management Group, Inc. (NMGI) had been selected to fill this role. She explained that NMGI had performed a comprehensive assessment of the Society’s IT needs.

<table>
<thead>
<tr>
<th>B19 – D – 4 Professional Excellency and Integrity</th>
<th>a. Committees Update</th>
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<tr>
<td>Mr. Maffia reported there was a Committee Chair Orientation held in May, and that 45 new committee applications were received. He further reported that one main goal is to reach out to every committee and evaluate its challenges.</td>
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### b. Chapters Update

#### i. Chapter Representative Open Discussion

Ms. Censullo updated the Board on the Westchester Chapter’s first call on July 11, 2019, and reported that the Chapter is looking to increase NextGen participation, membership, and participation in Chapter events.

Ms. Aldous updated the Board on the Southern Tier Chapter, reporting that the Chapter is working with local colleges to build relationships with younger students in order to keep in contact.

Mr. Brown reported that the Manhattan/Bronx Chapter will continue to plan CPE events and will continue to work to encourage students to enter the CPA profession. He announced that the Chapter will be hosting a golf outing on October 17, 2019.

Mr. Hammond reported that the Syracuse Chapter had their annual COAP session, which included 30 student participants; hosted a kickball tournament to raise money for the MSF, and will be having its biggest event of the year, a clambake, on August 20, 2019.

Ms. McGrath reported that 85 members attended the Buffalo Chapter Summer Symposium, and concluded that there were more members in Industry.

Mr. Milisits reported that the Rockland Chapter was in the middle of its summer CPE sessions, had two social events, and a joint event with the Westchester Chapter. He further reported that surveys were provided to members for a better understanding of the types of events and times that work best for them.

Mr. Pirro announced that the Suffolk Chapter recently lost one of its members and a Society Past President, Mr. George T. Foundotos.

### c. Report from FAE President

Mr. Renick, President of FAE, reported that the Affiliation Agreement between the NYSSCPA and FAE had been signed and is effective as of June 1, 2019. He reported that in April, the Board passed a resolution whereby FAE authorized the transfer of its restricted funds to the MSF. Because the MSF did not yet have a bank account set up, however, only a relatively small initial portion was transferred. Now that the MSF has established an account, the remaining funds (other than the Benevolent Fund) will be transferred. The Benevolent Fund will not be transferred to the MSF, pursuant to a court order requiring that such funds remain in FAE’s custody.

Mr. Renick further reported on the issues with CPE and observed that members will frequently seek the cheapest pricing for CPE credits. He also reported on certain relevant usage statistics.

### B19 – D – 5

#### a. Society Comment Letters

Ms. Rampulla reported that four comment letters had been issued. Three comment letters were sent to FASB and one letter was sent to the IRS, as follows:
b. Legislative and Regulatory Update

Mr. McCoy, Chair of the Legislative Task Force, introduced John D. McCarthy and Bill McCarthy as lobbyists from Bolton-St. Johns. Mr. McCoy stated that the Task Force was created to evaluate various issues affecting the accounting profession. Items currently on the legislative agenda include the adoption by New York State of a law allowing electronic signatures for filing tax returns and related forms. New York and Hawaii are the only two states that prohibit this. Other items include reform of municipal contingent fee audits and non-CPA ownership.

Mr. J. McCarthy reported that Lobby Day had been held in Albany on May 14, 2019. It was also noted that the new state tax commissioner was scheduled to be at several NYSSCPA meetings. Mr. McCoy also updated the Board on regulatory issues being discussed by the State Board.

Ms. Barry informed the Board that a new Legislative and Regulatory Agenda was being developed for the new year (January 2020) and would include input from the Chapter Town Halls before presentation to the Legislative Task Force, the Executive Committee, and for final approval by the Board of Directors at its December meeting. This document would authorize the staff to move forward with legislative and regulatory issues in 2020.

c. PAC Update

Mr. Evangelista reported that the PAC raises funds to support legislators important to the profession’s issues. He informed the Board members that the PAC’s bylaws were being amended to simplify the election of Trustees. He emphasized the importance of Society Board members’ contributing to the PAC.

B19 – D – 6

The Next Generation

a. Report from Moynihan Scholarship Fund President

Mr. Matz provided the report in the absence of The Moynihan Scholarship Fund president. He reported that there will be an affiliation agreement between the NYSSCPA and the MSF, and that FAE will be transferring its scholarship funds to the MSF. The MSF Board has passed resolutions (i) to open the MSF’s investment account, and (ii) to approve a partnership with AICPA regarding minority legacy
scholarships. The MSF Board will make a determination at its August meeting regarding whether or not to host a gala.

**b. Membership Update**

- **i. Leadership Institute**

  Mr. Jackson reported that 55 applications were received for participation in the Leadership Institute, and that of those, 20 were chosen to participate. He reported that the program was launched at the Leadership Conference this year and includes ongoing activities throughout the fiscal year to build a new group of Society leaders.

- **ii. COAP**

  Mr. Jackson reported there were three successful COAP programs this year, one each at Adelphi, Syracuse, and Westchester. Because of insufficient participants for the four-day New Paltz program, a dinner was held in its place.

**c. Women’s Leadership Forum**

Ms. Rahilly reported that the Women’s Leadership Forum will continue, and that the next event will be held upstate.

**d. NextGen Conference**

Ms. Rahilly reported that there were 30–40 attendees at the NextGen Conference held on May 3, 2019. She suggested that next year’s conference should include a “40 under 40” awards program.

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<tr>
<th>B19 – D – 7</th>
<th>a. Communications Update</th>
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<tbody>
<tr>
<td>Public Awareness</td>
<td>A brief verbal update and written materials were provided to the Board.</td>
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<tr>
<th>B19 – D – 8</th>
<th>Ms. Bwerinofa-Petrozzello made a motion that the Board enter into an Executive Session at 11:40 a.m. Mr. Chan seconded the motion. The motion passed unanimously.</th>
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<tr>
<td>Executive Session</td>
<td>The Board came out of Executive Session at 12:03 p.m.</td>
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| ADJOURNMENT | Ms. McGrath made a motion to adjourn the meeting at 12:04 p.m. Ms. Bwerinofa-Petrozzello seconded the motion. The motion passed unanimously. |

Respectfully submitted,

Kevin Matz

*Secretary/Treasurer*
Approved at the October 16, 2019 Board of Directors meeting.

Agenda Item B19 – E – 1