<table>
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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>Wednesday, June 1, 2017, 9:05 a.m. to 9:57 a.m.</td>
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<td>Location:</td>
<td>14 Wall Street, 19th Floor, New York NY 10005</td>
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<td>Presiding Officer:</td>
<td>Harold L. Deiters III, President</td>
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</tbody>
</table>
| NYSSCPA Board Members Present: | Jan C. Herringer, President-elect  
Paul E. Becht, Vice President  
John B. Huttlinger, Jr., Vice President  
Mitchell J. Mertz, Vice President  
Candice R. Meth, Vice President  
Anthony T. Abboud, Secretary/Treasurer  
Dennis N. Annarumma  
Mark L. Farber  
Lynne M. Fuentes  
Craig T. Goodman |
|                                | Thomas S. Pirro  
Iralma Pozo  
Steven A. Stanek  
Mark M. Ulrich  
Joanne S. Barry, Executive Director/CEO |
| NYSSCPA Board Members Participating via Conference Call: | John B. Huttlinger, Jr., Vice President  
Edward L. Arcara  
Sol S. Basilyan  
Jack M. Carr  
Anthony S. Chan  
Salvatore A. Collemi  
Mitchell A. Davis  
William H. Dresnack  
Edward F. Esposito  
Jennifer R. George  
Elliot L. Hendler  
Douglas L. Hoffman  
Kimberly G. Johnson  
Patricia A. Johnson  
Barbara A. Marino  
Tracey J. Niemotko  
Renee Rampulla |
|                                | Brian M. Reese  
Denise M. Stefano  
Janeen F. Sutryk  
Michael M. Todres  
F. Michael Zovistoski |
| NYSSCPA Board Members Absent:   | Christopher G. Cahill  
Kevin P. O’Leary                        |
| Staff Present:                  | Patrick Payano  
Thomas Schnurr  
Joanne Thelmo                               |
# MINUTES

## B17 – F – 0

**a. Call to Order**

Attendance was taken, and Mr. Harold Deiters established that a quorum was present and called the meeting to order at 9:05 a.m. Mr. Deiters welcomed everyone to the Board meeting, and introductions were made.

## B17 – F – 1

### Action Items

**a. Draft Minutes of March 22, 2017, Board of Directors Meeting**

Mr. Deiters provided introductory remarks, and then stated that the minutes for the Board of Directors meeting held on March 22, 2017, were provided to the Board for its review and informational purposes, and approval would be sought on September 19, 2017.

**b. Schedule of Board Meetings**

Mr. Deiters sought approval for the schedule of Board meetings. Ms. Marino made a motion to approve the schedule of meetings, and Mr. Goodman seconded the motion. The motion passed without objection.

**c. Signature Authority for 2017–2018 Fiscal Year**

Mr. Deiters requested approval to designate officers and certain staff as authorized signatories for the Society’s 2017–2018 fiscal year. Ms. Marino made a motion to approve the signature of authority for the 2017–2018 fiscal year, and Mr. Goodman seconded it. The motion passed without objection.

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

RESOLVED, FURTHER, that the following individuals were appointed to serve as authorized signatories on all banking and investment accounts for the Society’s 2017–2018 fiscal year, other than those of its chapters:

- Harold L. Deiters III
- F. Michael Zovistoski
- Anthony T. Abboud
- Anthony S. Chan
- J. Michael Kirkland
- Joanne S. Barry
- Colleen Lutolf
- Ernest J. Markezin
- Lisa Axisa
- Richard H. Kravitz

RESOLVED, FURTHER, that with respect to the bank 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 the Executive Committee**

Mr. Deiters explained the functions and responsibilities of the Executive Committee. Mr. Davis moved to approve the new Executive Committee, and Mr. Mertz seconded the motion. The motion passed without objection.
WHEREAS, the Society’s Bylaws grant the Board the authority to establish the 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 2017–2018 fiscal year, which shall have all the authority of the Board, except for those matters specified in Section 2 of the 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 established an Executive Committee for the 2017–2018 fiscal year, comprising the following individuals:

Harold L. Deiters III, President
Jan C. Herringer, President-elect
Paul E. Becht, Vice President
John B. Huttlinger, Jr., Vice President
Mitchell J. Mertz, Vice President
Candice R. Meth, Vice President
Anthony T. Abboud, Secretary/Treasurer
Edward L. Arcara
Barbara A. Marino
Thomas S. Pirro
Iralma Pozo
Michael M. Todres
Joanne S. Barry (nonvoting)

e. Establishment of the Selections Subcommittee

Mr. Deiters explained the Selections Subcommittee’s major tasks and responsibilities, and informed attendees that the Subcommittee will be chaired by the President-elect, Jan Herringer. He announced the names of members who would comprise this Subcommittee. Ms. Meth moved to approve the Selections Subcommittee, and Mr. Chan seconded the motion. The motion passed without objection.

Pursuant to Standing Rule SR-1 of the Society’s Board of Directors, the Board is to establish the Selections Subcommittee on or before August 1.

The following members are recommended to serve on the Selections Subcommittee of the Board of Directors for the current fiscal year:

Jan C. Herringer, Chair
Lynne Fuentes
Elliot L. Hendler
Douglas L. Hoffman
Kimberly G. Johnson

The Selections Subcommittee has three tasks: to extend a proposal to the Board of Directors for individuals to serve on the Nominating Committee, to accept and propose recommendations for individuals to serve on AICPA Council, and to accept and propose nominations for FAE Trustees. Other tasks can be assigned at the discretion of the President.
f. Establishment of the Audit Committee
Mr. Deiters provided a brief overview of the Audit Committee’s role and responsibilities. He announced the names of members who would comprise this Committee. Mr. Arcara moved to approve the Audit Committee, and Mr. Hendler seconded the motion. The motion was passed without objection.

WHEREAS, the Society’s Bylaws grant the Board the authority to establish an Audit Committee; and

WHEREAS, if an Audit Committee is established by the Board, it is to consist of the Independent Directors, as stated in New York law by the Nonprofit Revitalization Act of 2013; and

WHEREAS, the Board desires to establish an Audit Committee for the 2017–2018 year.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes an Audit Committee for the 2017–2018 fiscal year comprising the following individuals:

Anthony S. Chan, Chair
Christopher G. Cahill
Craig T. Goodman
Barbara A. Marino
Denise M. Stefano


g. Establishment of the Governance Subcommittee
Mr. Deiters explained that under SR-6 of the Standing Rules of the Society’s Board of Directors, the President shall appoint a Governance Subcommittee. He announced the names of individuals who would comprise this Subcommittee.

Mr. Pirro moved to approve the Governance Subcommittee, and Ms. Marino seconded the motion. The motion was passed without objection.

The following individuals are appointed to serve on the Governance Subcommittee of the Board of Directors for the current fiscal year:

Edward F. Esposito
David Evangelista (FAE Representative)
Mitchell J. Mertz
Denise M. Stefano
Michael M. Todres

B17 – J – 2
Officer Reports

a. Welcome
Mr. Deiters provided a brief overview of the content to be discussed.

b. New Board Member Briefing
Mr. Deiters briefly discussed the functions of the Board. He noted that existing Board members should be encouraged to share with new Board members those things that they wish they knew when they began their Board service.

c. Conflict of Interest Disclosure Policy
Mr. Deiters asked Ms. Thelmo to provide an overview of the Society’s Conflict of Interest Policy. She did so, then noted that the Society’s leadership was required to disclose any conflicts of interest annually.

d. Election Process Update
Mr. Abboud provided an update on the Nominating Committee election process.
Starting on June 24, 2017, the Nomination Center website will provide information and the petition for members wishing to serve on Nominating Committee. He noted that the deadline for submitting petitions is August 11, 2017, at 3:00 p.m.

**B17 – J – 3 Executive Session**

None was held.

**ADJOURNMENT**

It was moved and seconded to adjourn the meeting at 9:57 a.m. There being no objection, the meeting was adjourned.

Respectfully Submitted,

Anthony T. Abboud

*Secretary/Treasurer*

Approved at the September 19, 2017 Board of Directors Meeting

Agenda Item : B17-K-2b