**Minutes of:** New York State Society of Certified Public Accountants Board of Directors’ Meeting  
**Date & Time:** Thursday, December 19, 2013, 8:59 a.m. to 11:32 a.m.  
**Location:** NYSSCPA Offices, 14 Wall Street, 19th Floor, New York, New York  
**Presiding Officer:** J. Michael Kirkland, President  
**NYSSCPA Board Members Present:**  
Scott M. Adair, President-Elect  
Ian J. Benjamin, Vice President  
Adrian P. Fitzsimons, Vice President  
Barbara A. Marino, Vice President  
Warren Ruppel, Vice President  
F. Michael Zovistoski, Secretary/Treasurer  
Anthony T. Abboud  
William Aiken  
Barbara E. Bel  
Shari E. Berk  
Christopher G. Cahill  
John F. Craven  
Harold L. Deiters III  
Timothy Hedley  
Douglas L. Hoffman  
Scott D. Hosler  
Scott Hotalen  
Gail M. Kinsella  
Elliot A. Lesser  
Kevin Matz  
Michael E. Milisits  
Barbara L. Montour  
Steven M. Morse  
Michael F. Rosenblatt  
Cynthia A. Scarinci  
Stephen T. Surace  
Tracy D. Tarsio  
Mark Ulrich  
Beth van Bladel  
Richard T. Van Osten  
Mark Weg  
Joanne S. Barry, Executive Director  
**NYSSCPA Board Members Absent:**  
Gregory J. Altman  
Anthony S. Chan  
Eric M. Kramer  
Arthur J. Roth  
John S. Shillingsford, Jr.  
Yen D. Tran  
**Staff Present:**  
Amy Broderick  
Robert Busweiler  
Colleen Lutolf  
Craig Mandelbaum  
Ernie Markezin  
Denise Osorio  
Patrick Payano  
Bradley Pryba  
**Guests Present:**  
John J. Lauchert, FAE President  
**M I N U T E S**  
B13 — O — 0  
Attendance was taken, and President J. Michael Kirkland established
Call to Order

that a quorum was present and called the meeting to order at 8:59 a.m. He thanked staff for their hard work at the recent NYSSCPA Open House.

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Action Items

a. Approval of Minutes of September 27, 2013, Board of Directors’ Meeting

Mr. Kirkland asked the Board to consider and approve the minutes of the September 27, 2013 meeting. Mr. Morse moved to approve the minutes, and Ms. Marino seconded the motion. The motion passed without objection.

b. Appointment of Nominating Committee Chair

Mr. Kirkland announced that Ms. Ann Burstein Cohen from the Buffalo Chapter had been appointed chair of the Nominating Committee.

c. Financial Statements Ending October 31, 2013

Mr. Zovistoski overviewed the financial statements for the Board. He noted that the Society was in a good financial position. The Board further discussed the financial statements.

d. Membership Report/Dues Update

Ms. Barry presented the membership report and announced that after approval of the 143 new members, the Society’s membership total would be 29,590.

She announced a pilot program giving complimentary memberships to students in order to gather information and increase membership. Ms. Barry stated that, so far, there were 1,275 student members covered by the program. She explained that the Society is also increasing membership numbers through partnerships with the Big Four firms and other large firms.

Ms. Barry explained that the membership renewals were slightly behind the same point last year. Mr. Kirkland noted that it is important to recruit new members and encourage members to renew their Society membership.

After further discussion, Mr. Hosler moved to approve the membership report, and Mr. Lesser seconded the motion. The motion passed without objection.

e. Selections Subcommittee Report

Mr. Adair gave the Board an overview of the role of the AICPA Council and asked if there were any nominations from the floor. There being none, Mr. Adair announced that the nominations process had closed. Messrs. Hedley and Abboud were designated vote counters.

Mr. Elliot Hendler and Ms. Gail Kinsella were appointed to three-year terms and Mr. Steven Morse was appointed to a one-year term.
Officer Reports

a. Governance Subcommittee Report
Mr. Pryba overviewed the Bylaws template for the Board and noted that the Society was considering adding an indemnification provision to its Bylaws as well as modifying the existing whistleblower policy. He added that the Governance Subcommittee was reviewing the structure of the Board.

b. AICPA Council Meeting
Mr. Adair announced that the AICPA Council meeting was held in Los Angeles, and briefly summarized the meeting. He noted that the Kahn Academy presentation, an online learning system based on mastering competencies, was very interesting.

c. Chapters Update
Ms. Marino thanked Ms. Lelia Dickenson, NYSSCPA Manager of Chapter Relations, and Ms. Lisa Axisa, NYSSCPA Director of Membership Recruitment and Retention, for their assistance. Ms. Marino summarized the chapter presidents’ calls and added that committee chairs also participate on the calls. Mr. Fitzsimons added that the chapters are trying a pilot Paypal program that will be rolled out to more chapters in the new year.

d. Society Comments
Mr. Ruppel announced that 16 letters had been issued and 3 more were in the pipeline. He explained that comment letters and advocacy are very important benefits of Society membership and noted that committee members and oversight committees, in conjunction with Mr. Markezin, do an excellent job of vetting comment letters.

Mr. Kirkland thanked Messrs. Ruppel and Markezin for their work.

e. Committees Update
Mr. Benjamin stated that he had been encouraging committees to meet at the Society’s new location and added that most committees are responding well to the new offices. Mr. Kirkland announced some committee chair changes and explained the reasons behind such changes.

f. Nominating Process Update
Mr. Kirkland announced that the Nominating Committee would meet in early January and reminded Board members that submissions are due by January 2, 2014. He stated that 16 positions were open and 15 people have submitted their interest for one of more of those positions.

Management Reports

a. IRS Audit Update
Mr. Zovistoski announced that the IRS audit had been completed and that the Society was awaiting the report. He added that no problems
were anticipated.

b. Legislative and Regulatory Update
Mr. Pryba presented the Legislative and Regulatory Update. He noted that the tax preparer regulations had been finalized and added that the Society’s comments had been disregarded. Mr. Pryba reminded the Board that CPAs are exempt from the regulations.

i. Legislative Breakfast
Mr. Busweiler stated that he and Mr. Pryba, in conjunction with Mses. Barry and Lutolf, had discussed ways to strengthen legislative ties and increase member participation. Mr. Busweiler explained that they decided to offer legislative breakfasts and announced that the first breakfast had been held on December 10, 2013, in Nassau.

ii. Professional Practice Roundtable
Mr. Busweiler gave the Board an overview of the Professional Practice Roundtable, and noted that the Society is working to convince Senator Kenneth P. LaValle to keep the medical profession and accounting profession issues separate.

iii. State Board Meeting
Mr. Pryba stated that the State Board met in November. He announced that the State Education Department has undertaken an inactive status audit to ensure compliance with registration requirements. The Board further discussed licensing requirements.

iv. State Board Meeting Professional Leadership Forum
Messrs. Pryba and Busweiler attended the State Board’s Leadership Forum in Albany.

v. Meeting with Speaker Silver
Ms. Barry announced that she had a productive meeting with Speaker Sheldon Silver. Ms. Barry added that it is important to build the relationship between the Society and legislators.

Mr. Adair announced that the Task Force met on December 3, 2014, and comprises Mses. Kinsella and Giovinazzo-Barnickel, and Messrs. Matz, Deiters, Lesser, Altman, Ronald B. Hegt (FAE Board of Trustees), and Darwin C. Jones (NYSSCPA Emerging Leader).

Mr. Adair explained that the Task Force reviewed the current strategic plan as well as the strategic plans of the AICPA and other state societies. He announced that the Task Force would next meet in mid-January to develop goals for the strategic plan and then send the goals to management.

a. Best Practices Task Force
### Professional Competency

Mr. Adair stated that Mr. Joseph Falbo is the chair of the Best Practices Task Force, which will look at chapters and their operation, as well as changes. Mr. Adair stated that he will update the Board at the next meeting.

#### b. FAE Update

Mr. Lauchert announced that FAE is in the second year of its new business plan and overviewed the changes that had been made. He highlighted the fact that seminars and conferences had been restructured and that web events were becoming more of a focus. Mr. Lauchert explained that a creative team had been set up to market FAE events and that they had developed a cyberweek sale that resulted in approximately $18,000 in revenue. He added that social media had become a communications platform for FAE and that the objective is to create excitement surrounding FAE.

Mr. Lauchert announced that FAE was in the process of creating an Emerging Leaders Certificate Program to increase the development of future leaders. He then summarized other areas of growth for FAE.

### Recognition and Visibility

#### a. Diversity/COAP Task Force

Mr. Adair announced that the Diversity/COAP Task Force was being chaired by Mr. George I. Victor. Mr. Adair stated that the task force is looking at best practices and is reviewing the COAP school agreements in order to standardize them. The task force is also reviewing staff involvement in the program and is looking at providing additional resources. In addition, the task force is considering whether to establish the COAP program as its own 501(c)(3) organization.

#### b. Media Relations Report

Ms. Barry gave the Board a brief overview of the outreach the Society has with the media.

### Recruitment and Retention

#### a. Annual Membership Meeting Task Force

Mr. Adair stated that the Annual Membership Meeting Task Force met in November and is still working out the details of the annual membership meeting event. He announced that the task force is considering a fall event, to be scheduled between October and Thanksgiving, which is linked to a charitable purpose. Mr. Adair added that the proceeds of the event may go to the scholarship fund or to COAP. He explained that the task force is looking at their resources, including staff time, in order to develop the event.

Mr. Kirkland stated that he would like to develop a list of members who are willing to donate their time and provide assistance to the event on an as-needed basis.

#### b. Revenue Diversification Project
Ms. Barry stated that she had been analyzing diversifying revenue streams in the hopes of further strengthening revenue numbers. She then overviewed some new programs aimed at increasing revenue, including renting office and conference space, publishing e-books, building relationships with other state societies to sell the CPA Journal to their members, an on-line store, and a “marketing in a box” program for small firms. The Board further discussed ways to diversify revenue.

c. Higher Education Outreach
Ms. Barry announced that Manhattan College had approached the Society to start a chapter of the Society at their campus. She added that this is an area for growth. Ms. Barry explained that she had built a list of accounting department advisory boards to ensure that there is a CPA on every advisory board.

She added that the Society would begin offering college events such as job fairs and skills-building events. The Board further discussed college events.

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Executive Session

No executive session was held.

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Adjournment

Ms. Marino moved to adjourn the meeting at 11:32 a.m., and Mr. Lesser seconded the motion. There being no objection, the meeting was adjourned.

Respectfully submitted,

F. Michael Zovistoski
Secretary/Treasurer