

<b>Minutes of:</b>	New York State Society of Certified Public Accountants Executive Committee Meeting	
<b>Date &amp; Time:</b>	Tuesday, November 10, 2015, 9:03 a.m. to 2:25 p.m.	
<b>Location:</b>	NYSSCPA Offices, 14 Wall Street, 19 <sup>th</sup> Floor, New York, New York	
<b>Presiding Officer:</b>	Joseph M. Falbo, Jr, <i>President</i>	
<b>Executive Committee Members Present:</b>	F. Michael Zovistoski, <i>President-elect</i> John Lauchert, <i>Secretary/Treasurer</i> Christopher Cahill Jennifer George	Jan Herringer Stephen Surace Tracy Tarsio Michael Todres Joanne S. Barry, <i>Executive Director</i>
<b>Executive Committee Members Absent:</b>		
<b>Staff Present:</b>	Polina Brandis Robert Busweiler Ernest Markezin	Patrick Payano Alonza Robertson
<b>Guest:</b>	Scott Adair, <i>Guest Speaker</i>	Michael J. Kirkland, <i>Guest Speaker</i>

## M I N U T E S

EC15 — D — 0	<p><b>a. Call to Order</b></p> <p>Attendance was taken, and President Joseph Falbo established that a quorum was present and called the meeting to order at 9:03 a.m. Gratitude was expressed to all veterans in honor of the holiday.</p>
EC15 — D — 1 <b>Action Items</b>	<p><b>a. Approval of Minutes: March 19, 2015, Board of Directors Meeting</b></p> <p>Mr. Falbo asked the Executive Committee to consider and approve the minutes of the September 16, 2015 meeting. Ms. George moved to approve the minutes, and Ms. Herringer seconded the motion. The motion passed subject</p>

to amendment without objection. Mr. Surace abstained from the vote.

**b. Appointment of Nominating Committee Chair**

Mr. Lauchert announced that there are nine elected members; the winners were posted on the Society website. He noted that nominations period closes on January 7th and the nominating committee will meet on January 14th. The open spots included the President-elect, five director(s) at large, Treasurer/Secretary and Chapter Representative Directors from the Mid Hudson, Rockland, Queens/Brooklyn and Utica Chapters.

Mr. Falbo announced Mr. Kirkland as the Chair of the Nominating Committee.

**c. Financial Statements ending September 30, 2015**

Mr. Lauchert discussed the need for a NYSSCPA investment committee that is separate from existing FAE investment committee. He apprised the Executive Committee of the proposed Investment Committee action plan. Mr. Falbo inquired if funds were being set aside for a future move. Mr. Payano replied that \$240,000 was transferred from the operating account into the investment account per a motion of the Executive Committee on November 14, 2014. Given the already full agenda for this meeting, Mr. Lauchert indicated further discussion of this matter would be deferred to a future Executive Committee Meeting. Discussion followed and Mr. Surace moved to accept the financial Statements and Mr. Zovistoski seconded the motion. The motion passed without objection.

**d. Membership Report**

Ms. Barry asked the Board to approve 296 new members, bringing the total to 27,796 members. She noted that the process has changed for applying members. Historically, individuals would fill out an application and immediately receive member benefits without having been invoiced. Now, immediate payment is required upon completing a member application. This new process is designed to reduce the large number of terminations each year. Ms. Barry announced that this year there are to date 268 resignations, nine terminations due to ethics issues, and 104 deaths. Mr. Surace moved to accept the membership report and Mr. Todres seconded the motion. The motion passed without objection.

**e. NYSSCPA Resolution in support of AICPA Joint Venture**

Mr. Falbo announced that the Society has been asked to participate in discussion regarding the proposed next step in the AICPA joint venture with CIMA, which would create a new accounting association that would integrate management, strategy and operations, while continuing to operate the AICPA and CIMA. He introduced past president Mr. Kirkland, who currently serves on the AICPA Board to provide details and perspective. Mr. Kirkland provided details on the joint venture and noted that change is upon the profession and that the Society should consider being a leader in moving the profession forward. The AICPA asked that state societies support a resolution moving the JV to the next step. Discussion followed. Mr. Lauchert motioned to present this topic to the Board of Directors for debate. Ms. George seconded the motion. The motion passed without objection.

**f. COAP Program Renewal**

Ms. Barry gave a brief history of the COAP program. Mr. Surace noted that he was involved with the program and had a very positive experience. It was suggested that no changes be made to the existing program in terms of the student base, namely underrepresented minority groups. Discussion followed regarding some of the challenges of the program in its current form and suggestions were made to discover ways to involve all students, potentially with additional programs. Ms. George moved to reaffirm the original purpose of the COAP program and continue with 100 percent underrepresented minority students. Mr. Todres seconded the motion. The motion passed without objection.

**g. Dues Restructuring Task Force**

Mr. Adair recapped the objective of the Dues Restructuring Task Force. He noted that the task force had narrowed down the categories but he would want the Board and staff to review the new dues categories before the 2016/2017 budget process begins. Mr. Adair focused on three issues. The first issue: allowing a category of non-voting, non CPA members. The second issue focused on the retiree dues category and the third issue was the lifetime membership dues category. Mr. Adair mentioned that one objective of the task force was to simplify the billing process as it was difficult to attract new members with a complex billing matrix.

	<p>Discussion followed. Ms. George motioned to move the discussion to the Board and Mr. Zovistoski seconded the motion. The motion passed with no objections.</p> <p><b>h. Approval of New Sustainability Committee</b> Mr. Markezin remarked that there was a growing member interest in sustainability reporting and consequently an effort was undertaken to explore development of a statewide committee on sustainability. He noted that it is typically desired to have about 12 people to start a new committee but that in this case, response was near 90. Ms. George motioned to approve the new committee, and Mr. Todres seconded the motion. The motion passed without objection.</p> <p><b>i. Signature Authority for 2015-2016 FY</b> Mr. Payano briefly described the process of approving signatories and explained the internal controls setup to monitor the entire payment process. He noted that he would like to add Ms. Osorio as a signatory on the Society account and remove her on the FAE account. Mr. Payano also noted that he would remove Mr. Pryba as signatory since he has left the organization. Mr. Surace motioned to add Ms. Osorio as a signatory and Ms. Herringer seconded the motion. The motion passed without objection.</p>
<p>EC15 — D — 2 <b>Officer Reports</b></p>	<p><b>a. Chapters Update</b> Mr. Surace announced that the Chapters need some help in terms of organization and prioritizing. Mr. Cahill concurred and noted that there is a need to get more members engaged. Ms. Barry inquired whether the issue was getting people to attend events or organizing the events, and Mr. Cahill responded that both these aspects were an issue. Mr. Falbo tasked Mr. Surace to make a list of struggling Chapters so that Society staff can reach out and offer support. Mr. Falbo thanked Messrs. Cahill and Surace for their work and communication with the Chapters.</p> <p><b>b. Society Comments</b> Ms. George stated that as of October 30, 2015, 17 comment letters were issued. Since then three more have been issued and two more are now pending. She noted that one letter going out is about proposed changes to the CPA Exam. No questions followed. Mr. Falbo thanked Ms. Herringer for her work as oversight chair on the letters.</p>

	<p><b>c. Committees Update</b> Mr. Todres announced that the committees are busy. There are 51 new committee member applicants, 30 of whom are new to the society. He noted the newly approved Sustainability Committee and the reinstated Banking Committee. Mr. Todres remarked that it was the Tax Stringer’s five year anniversary. He also brought up the issue of people signing up for committees and not being active, so looking into pruning non active members. No questions followed.</p> <p><b>d. Nominating Process</b> Mr. Lauchert announced that there are nine elected members; those selected were posted on the website. He noted that the nominations period closes on January 7th and the nominating committee will meet on January 14th. The open spots included the President-elect, 5 Director(s) at large, Treasurer/Secretary and Chapter Representative from four chapters.</p> <p><b>e. Town Hall Meetings Update</b> Mr. Fablo announced that nine town hall meetings had been attended and there were four more on the agenda. He noted that it was a positive experience to meet with members of various chapters. Mr. Zovistoski concurred and noted that it was interesting to see the different personalities in each chapter.</p>
<p>EC15— D — 3 <b>Professional Excellence and Integrity</b></p>	<p><b>a. FAE Update</b> This topic has been postponed to the next meeting agenda.</p> <p><b>b. The CPA Journal</b> This topic has been postponed to the next meeting agenda.</p>
<p>EC15 — D — 4 <b>Advocacy</b></p>	<p><b>a. Legislative and Regulatory Updates</b> Mr. Busweiler noted that the New York State legislative session begins on January 11, 2016. He announced that there has been no new legislation or proposals in regards to the bill on non-CPA ownership since the close of the last legislative session. He also discussed the AICPA and NASBA push to make a more uniform rule regarding retired CPAs in the form of an exposure draft. Mr. Busweiler remarked on an upcoming meeting in Washington, DC among the other State Society government relations staffers that he will be attending and promised to bring back</p>

	<p>information to this Committee on how other states have been dealing with this issue. He also spoke about progress being made with regards to estate tax reform proposal the Society is pushing. Mr. Busweiler announced that the Legislative Breakfast program was doing well and continues to be well attended. He briefly noted some other upcoming events. Mr. Falbo inquired regarding the issue of contingent fee audits, and Mr. Busweiler replied that this issue is in the preliminary step of being vetted by the New York, Multistate and Local Taxation Committee. No questions followed.</p> <p><b>b. Legislative Task Force</b> Mr. Falbo inquired whether a legislative task force should be considered to help analyze and vet pending issues. He noted that there is value in the task force, which would ensure continuity of issues and vetting of these issues from the membership perspective. Ms. Barry briefly discussed the change in staffing and job responsibilities in the legal/government relations area and noted that she was in favor of this task force. Mr. Falbo noted that no more than five people should be necessary. No questions followed. Mr. Zovistoski motioned to formulate a five person Legislative Task Force and Ms. George seconded the motion. The motion passed without objection.</p>
<p>EC15 — D — 5 <b>The Next Generation</b></p>	<p><b>a. Membership Activities Update</b> This topic has been postponed to the next meeting agenda.</p>
<p>EC15 — D — 6 <b>Public Awareness</b></p>	<p><b>a. Media Relations Update</b> Mr. Robertson announced that there was an online media relations push with press releases, social media and on Twitter. He discussed the number of members in the press, media placements and topics, Society involvement in Financial Literacy Month, the Money Smart program (where children's' books and financial fitness kits are distributed to diverse audiences), and the radio advertisements currently playing during football games for the NY professional teams. Tied to this promotion was a raffle to benefit the Moynihan Fund and the winner received her prize at the Executive Committee meeting. This was the Society's first attempt at advertisements on a non business channel and the feedback has been positive. Mr. Falbo noted that he has received positive calls and emails in connection with the radio ads. Mr. Robertson stated that data also shows the outreach is working. Mr. Robertson expressed the need for judges for</p>

	the upcoming Excellence in Financial Journalism Awards, the submissions periods opens on December 1 and closes on January 31; the awards ceremony is to be held during the first week of May.
EC15 — D — 7 <b>Executive Session</b>	No executive session was held.
EC15 — D — 8 <b>Adjournment</b>	Mr. Surace motioned to adjourn the meeting at 2:25 pm. Ms. George seconded the motion. There being no objection, the meeting adjourned.

Respectfully submitted,

John Lauchert  
Secretary/Treasurer