

FOR DRAFT PURPOSES
ONLY

Minutes of:	The New York State Society of Certified Public Accountants Executive Committee Meeting
Date & Time:	Wednesday, February 13, 2019, 9:02 a.m. to 2:54 p.m.
Presiding Officer:	Jan C. Herringer, <i>President</i>
Executive Committee Members Present:	Ita M. Rahilly, <i>President-elect</i> Anthony T. Abboud, <i>Secretary/Treasurer</i> Timothy J. Hammond Thomas S. Pirro Kimberly G. Johnson Joanne S. Barry, <i>Executive Director, Ex Officio</i>
Executive Committee Members Participating via Conference Call:	Charles V. Abraham, <i>Vice President</i> Salvatore A. Collemi, <i>Vice President</i> Janeen F. Schrann, <i>Vice President</i> David G. Young
Executive Committee Members Absent	Iralma Pozo, <i>Vice President</i>
Staff Present:	Fatima Anwar Revira Brennan Ernest Markezin Patrick Payano

MINUTES

EC19 — A — 0 Call to Order	Ms. Herringer called the meeting to order at 9:02 a.m. She welcomed everyone present and those participating via conference call.
EC19 — A — 1 Action Items	<p>a. Approval of Minutes of September 26, 2018, Executive Committee Meeting</p> <p>Mr. Pirro made a motion to approve the minutes of the September 26, 2018 meeting and Ms. Johnson seconded the motion. The motion passed unanimously.</p> <p>b. Financial Statements ending November 30, 2018</p>

Mr. Abboud presented the financial statements. Ms. Rahilly motioned to approve the financial statements and Mr. Young seconded the motion. The motion passed unanimously.

c. Membership Report

Ms. Brennan presented the membership report that reflected 973 new members, bringing total membership to 22,731.

Ms. Rahilly suggested a bylaw change to eliminate the requirement for sponsors for student membership. A discussion was held.

Ms. Johnson motioned to accept the membership report. Mr. Hammond seconded the motion. The motion passed unanimously.

d. Approval of FY 2019/2020 Budget

Ms. Barry reported on the process of preparing the budget working with the Finance and Executive Committees before presentation to the Board. She explained that the budget expenditures are tied to the organization's strategic plan. She reviewed some of the budget assumptions including a \$10 membership dues increase across most membership categories, elimination of the Life Member category as approved by the Dues Restructuring Task Force, and the introduction of a two-tiered dues structure for non-CPA members. A discussion was held. Mr. Pirro motioned to approve the budget. Ms. Johnson seconded the motion. The motion passed unanimously.

e. Approval of 2019 Legislative Agenda

Ms. Barry presented the Legislative Agenda to the board members and noted the elimination of two items that have been signed into law: CPE for All and the expansion of Peer Review to all CPA firms that perform peer reviews. The following Legislative Agenda topics were discussed:

- a) Non-CPA Ownership
- b) Estate Tax Cliff Reform
- c) Accepting E-Signatures on Certain NYSDTF Authorization Forms
- d) Reform of Municipal Contingent Fee Audits
- e) Flexibility for NY State CPAs to Voluntarily Surrender Their License & Become Inactive
- f) Ability to Solicit Newly Licensed CPAs to Join Society

	<p>Ms. Herringer motioned to accept the agenda without agenda item b, “Estate Tax Cliff Reform”. Mr. Hammond seconded the motion. The motioned passed unanimously.</p> <p>Ms. Barry also noted that she is monitoring the movement through other legislatures of occupational licensing and this would be included in the next draft of the legislative agenda.</p> <p>f. Status of NYSSCPA/FAE Affiliation Agreement</p> <p>Ms. Herringer reported that the Affiliation Agreement, which formally documents the obligations of each entity, needs to be renewed by the end of each fiscal year. The agreement will be revised substantially this year because of the formal establishment of the Moynihan Fund Board and the transfer of the assets for the scholarship and COAP programs to the new entity. A discussion was held regarding these issues.</p>
<p>EC19 — A — 2 Officer and Management Reports</p>	<p>a. President’s Report</p> <p>i) Town Hall Meetings Update</p> <p>Ms. Herringer reported that all chapter Town Halls that were scheduled had been completed. Among topics discussed were membership, cpe courses and pricing, and legislative issues.</p> <p>ii) Women’s Leadership Forum Update</p> <p>Ms. Herringer reported that there were 128 attendees at the Women’s Leadership Forum. She added that evaluations showed that it was well-received by participants.</p> <p>iii) Gala/Officer Installation Event</p> <p>Ms. Herringer reported that the Gala will not be held this May. Instead an installation dinner recognizing the 100th President of the Society and other newly-elected officers would be held on Wednesday, May 29, 2019.</p> <p>iv) Chapters Update</p> <p>This item was deferred to the next meeting.</p> <p>b. Secretary/Treasurer’s Report</p> <p>i) Nominating Committee Report</p> <p>Mr. Abboud reported that the Nominating Committee met on January 10, 2019, to select a slate of nominees, with the annual membership voting to begin in April and election results to be approved at the Annual Meeting on Wednesday, May 29, 2019. The slate includes:</p>

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*
Kelly R. Capron, *Director-at-Large*
Elliot L. Hendler, *Director-at-Large*
Mitchell J. Mertz, *Director-at-Large*
Janeen F. Schrann, *Director-at-Large*
Charles J. Weintraub, *Director-at-Large*
Maria L. Petrollese, *Director as Chapter Representative*
Jennifer Pickett, *Director as Chapter Representative*
Liren Wei, *Director as Chapter Representative*
Michael E. Milisits, *Director as Chapter Representative*
Maria E. Suppa, *Director as Chapter Representative*

c. Management Report

i) Status of Compliance with Required Sexual Harassment Training

Mr. Markezin reported that the training is now in compliance with New York State law. The New York City model training will be released on April 1, 2019. He further reported that vendors had been approached for both staff and leadership training.

ii) Staff Restructuring

Ms. Barry reported on organizational restructuring to include a revamped Staff Executive Committee, hiring of a full-time Director of Human Resources and a part-time attorney to assist with contracts and governance work.

iii) Audit RFP Update

Mr. Payano provided an overview on the Audit RFP process and noted that the Audit Committee selected CohnReznick. A discussion followed. A motion was held to accept the audit report. The motion passed.

d. Other Business

a. Governance Subcommittee

Ms. Johnson offered an outline for the development of a stronger Board orientation program with the inclusion of organizational documents such

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	as prior minutes, the strategic plan, and other governance and programming issues. A discussion was held. Ms. Herringer reported that this will be added to the March Board meeting agenda. Ms. Barry will appoint the staff Liaison to work with the subcommittee.
EC19 — A — 3 Executive Session	Ms. Johnson motioned to go into Executive Session. The motion was seconded by Mr. Abboud. The motion passed unanimously.
ADJOURNMENT	Mr. Abboud motioned to adjourn the meeting and Mr. Pirro seconded the motion. The motion passed unanimously. The meeting adjourned at 2:54 p.m.

Respectfully submitted,
Anthony T. Abboud
Secretary/Treasurer

Approved at the _____, 2019 Executive Committee meeting.
Agenda Item # _____