

Minutes of:	New York State Society of Certified Public Accountants Executive Committee Meeting	
Date & Time:	Tuesday, February 23, 2016, 9:05 a.m. to 2:25 p.m.	
Location:	The Buffalo Club, 388 Delaware Avenue, Buffalo NY	
Presiding Officer:	Joseph M. Falbo, Jr, <i>President</i>	
Executive Committee Members Present:	F. Michael Zovistoski, <i>President-elect</i> John Lauchert, <i>Secretary/Treasurer</i> Jennifer George Jan Herringer Stephen S. Surace	Michael Todres Joanne S. Barry, <i>Executive Director</i> Scott Adair, <i>Guest</i>
Executive Committee Members Participating via Conference Call:	Christopher Cahill Tracy Tarsio	
Staff Present:	Robert Busweiler Colleen Lutolf Joanne Thelmo	Ernest Markezin (via conference call) Patrick Payano

MINUTES

EC15 — D — 0	a. Call to Order President Joseph Falbo established that a quorum was present and called the meeting to order at 9:05 a.m. Mr. Falbo thanked everyone for coming to Buffalo to attend the meeting.
Non-agenda item	Update from the Dues Restructuring Task Force Mr. Falbo welcomed Scott Adair to the meeting to talk about the progress the Dues Restructuring Task Force has made. Mr. Adair noted that staff and the Task Force had been working to put together a proposed update to the bylaws that would allow for a non-CPA member category. He said the new category, if approved, would be called "Affiliate

	<p>Member.” Joanne Barry noted that some additional changes to the membership categories were being considered as well. The committee discussed how to best ensure non-CPA members would be required to follow the organization’s code of conduct and what professional titles this membership category should be crafted to attract. The committee also discussed the proposed budget impact this change would have on the organization’s finances. Society Counsel Joanne Thelmo suggested the committee approve the concept of the bylaw change and forward it to the full Board of Directors pending further clarification in the actual language. Jennifer George made the motion, and it was seconded by Stephen Surace. The motion passed without objection.</p>
<p>EC15 — E — 1 Action Items</p>	<p>a. Approval of Minutes of November 10, 2015, Executive Committee Meeting Michael Todres moved to approve the minutes from the Nov. 10, 2015 Executive Committee meeting. Mr. Surace seconded the motion. The motion passed without objection.</p> <p>b. Approval of Minutes of December 22, 2015, Special Executive Committee Meeting Michael Zovistoski moved to approve the minutes from the Dec. 22, 2015 special Executive Committee meeting. Jan Herringer seconded the motion. The motion passed without objection.</p> <p>c. Membership Report Ms. Barry presented the membership report to the Committee. She requested approval of 297 new members to bring the total membership up to 25,776. Ms. George moved to accept the membership report as presented. Mr. Zovistoski seconded. The motion was approved without objection. Following the motion, Mr. Falbo noted that the Society had received a letter from the spouse of a recently deceased member, who indicated how important membership had been during his career as a CPA.</p> <p>d. Approval of Fiscal Year 2016/2017 NYSSCPA Budget John Lauchert opened up the discussion on the proposed budget that was presented to the committee. Patrick Payano explained how the proposed budget is put together on an annual basis. Ms. Barry addressed programming</p>

questions. The Committee discussed potential solutions to enhancing the individual chapter budgeting process. Mr. Surace motioned to accept the proposed budget and forward it on to the full Board of Directors for final approval. Mr. Todres seconded the motion. It was approved unanimously.

e. Financial Statements ending December 31, 2015

Mr. Lauchert presented the financial statements. He noted the Society was running slightly behind where they were in the previous year, noting that as of this report, collection of membership dues was off approximately \$90,000. Ernest Markezin provided an update on peer review billings. Mr. Surace moved to accept the updated financial statements. Jan Herringer seconded the motion. It was approved without objection.

f. Business Loan Agreement

Mr. Payano explained to the committee that Citibank had made internal changes regarding the existing accounts NYSSCPA has with Citibank. The existing line of credit and loan formerly known as a relationship ready credit account (“RRC”) is being discontinued by Citibank. Citibank has repurposed it to an Executive Line of Credit (“ELOC”). Due to the changes initiated by Citibank it now requires the approval of the Executive Committee as an ELOC. Mr. Zovistoski moved to approve completing the documentation required by Citi Bank. Mr. Todres seconded the motion. The motion was passed without objection.

**** The Committee took a lunch break from 11:30 a.m. until noon ****

g. Staten Island Chapter Budget Request

The Committee discussed the budget request made by the Staten Island Chapter. Mr. Falbo asked for a motion to hold the chapter’s budget constant. Mr. Zovistoski made the motion. Mr. Falbo seconded the motion. The motion was passed without objection.

h. Treasurer’s Report – NYSSCPA Investment Committee

Mr. Lauchert discussed the current status of the Organization’s investments. He also raised the option of using the investment funds to pay back the Society’s outstanding loans. The Committee discussed changes to the Finance Committee, and establishing goals and support

	<p>for investment opportunities. The Committee decided against creating a separate investment committee for the time being and will leave the responsibility to the Finance Committee.</p> <p>i. Resolution regarding NYSSCPA Lifetime Achievement Award Ms. Lutolf discussed the changes to the upcoming annual dinner, which will be reformatted to be a fundraising gala. During this event, it has been proposed to give a lifetime achievement award. Ms. Thelmo suggested changing the initial resolution to approve the creation of a lifetime achievement award, without noting a recipient. Mr. Todres moved to approve the modified resolution and Mr. Surace seconded the motion. It was approved without objection. Mr. Falbo then motioned to give the award in 2016 to Frank K. Ross and Mr. Zovistoski seconded the motion. It was approved without objection.</p> <p>j. Approval of proposed bylaw changes Ms. Thelmo noted that the Professional Ethics Committee had issued a requested update to the bylaws to deal with the issue of members' noncompliance with CPE requirements. Ms. George made a motion to approve the concept of the bylaw change and forward it to the full Board of Directors for an approval vote. The motion was seconded by Ms. Herringer. The motion was approved without objection. Ms. Barry then noted another vote was needed to approve the bylaw change dealing with the creation of a non-CPA member category. Mr. Surace moved to approve the concept of the bylaw change and forward to the full Board of Directors for an approval vote. The motion was seconded by Ms. George. The motion was approved without objection.</p>
<p>EC15— DE— 2 Officer Reports</p>	<p>b. Chapters Update Chris Cahill and Mr. Surace presented an update on the Society's chapters.</p> <p>c. Society comments Ms. George provided an update on the Society's recent comment letters.</p> <p>d. Committees Update Mr. Todres provided an update on the level of committee</p>

	<p>activity.</p> <p>e. Nominating Committee Update Mr. Lauchert provided an update on the status of the nominations process and its associated deadlines.</p> <p>Town Hall Meeting Update Mr. Falbo discussed the town hall/chapter visit process and noted some of the pros and cons of the different formats the chapters utilize.</p>
<p>EC15 — E — 3 Professional Excellence and Integrity</p>	<p>a. FAE Update Ms. Barry provided an update on the Foundation for Accounting Education. She noted the FAE Board of Trustees has put together a strategic planning committee. Among other things, it is looking at ways to enhance the relationship between FAE and the chapters, to increase the number of FAE member users and to redefine the pricing structure.</p> <p>Peer Review Update Mr. Markezin presented an update on the Peer Review program. He noted the AICPA is investigating potentially creating 8-10 regional entities to perform the program’s administrative functions currently performed by individual state societies. Timing calls for those wishing to be one of the regional entities to decide early next year.</p>
<p>EC15 — E — 4 Advocacy</p>	<p>a. Legislative and Regulatory Update Mr. Busweiler presented the legislative and regulatory update. He provided updates on the Society’s progress on estate tax reform, non-CPA firm ownership, tax policy reform, reform of section 29.10, internal audit requirements and CPA inactive status proposed changes. He also noted the Society will be participating in a panel discussion that is being put together by the Business Council of New York State to discuss non-CPA firm ownership legislation.</p>
<p>EC15 — E — 5 Public Awareness</p>	<p>a. Media Relations Update Ms. Lutolf presented an update and discussed the recent trends in media coverage for the Society.</p>
<p>EC15 — E — 2 Officer Report</p>	<p>a. (ii) Sharefile Communications Mr. Payano provided an orientation regarding the use of Sharefile.</p>
<p>ADJOURNMENT</p>	<p>Mr. Falbo moved to adjourn the meeting at 2:25 p.m. The motion as seconded by Ms. Herringer. There were no</p>

objections to the motion.

Respectfully submitted,

John Lauchert
Secretary/Treasurer