

FINAL
Subject to Further Revision

Minutes of:	New York State Society of Certified Public Accountants Special Executive Committee Conference Call
Date & Time:	Thursday, May 31, 2018, 9:30 a. a.m.to 10:40 a.m.
Presiding Officer:	Harold L. Deiters III, <i>President</i>
Executive Committee Members Present on Conference Call:	Jan C. Herringer, <i>President-elect</i> Paul E. Becht, <i>Vice President</i> John B. Huttlinger, Jr., <i>Vice President</i> Mitchell J. Mertz, <i>Vice President</i> Candice R. Meth, <i>Vice President</i> Anthony T. Abboud, <i>Secretary/Treasurer</i> Edward L. Arcara Barbara A. Marino Thomas S. Pirro Iralma Pozo Michael M. Todres Joanne S. Barry, <i>Executive Director/CEO (Ex officio)</i>
Executive Committee Members Absent on Conference Call:	None
Staff Present:	Joanne Thelmo

MINUTES

EC18 — C — 0 Call to Order	Mr. Deiters called the meeting to order at 9:30 a.m.
EC18 — C — 1 Convene into Executive Session	Mr. Deiters moved to convene into an Executive Session, and Mr. Arcara seconded the motion. The motion was passed without objection.
EC18 — C — 2 Reconvene into Open Session	Mr. Deiters moved to adjourn the Executive Session and reconvene into an Open Session at 10:10 a.m., and Mr. Abboud seconded the motion. The motion passed unanimously.
EC18 — C — 3 General Counsel Dual Reporting Resolution	Mr. Deiters conducted a roll call and thanked everyone for their attendance. He reported that during the Executive Session, the Executive Committee discussed and unanimously approved the attached resolution, which is effective immediately, regarding the General Counsel’s reporting relationship. He stated that the Executive Committee has determined that it is in the Society’s best interest that the General Counsel have a direct reporting relationship with both the Executive Committee of the Board of Directors and the Executive Director/CEO, to ensure open

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	lines of communication and accountability. A brief discussion followed.
EC18 — C — 4 Culture Committee Resolution	<p style="text-align: center;">Resolution to Approve the Formation of a Culture Committee</p> <p>Mr. Deiters stated that the formation of a new committee, the Culture Committee, is needed. He reported that the Culture Committee will be charged with the responsibilities of assessing and monitoring the culture of the workplace at the Society and making recommendations to the Executive Committee. Further, the Culture Committee will address other such matters deemed appropriate by the Executive Committee. A discussion followed.</p> <p>Mr. Deiters requested approval that the Culture Committee be formed, and moved for the Culture Committee's formation. Mr. Pirro seconded the motion. The motion passed without objection.</p> <p>Mr. Deiters requested approval and moved for the appointment of the following members to the Culture Committee: Harold L. Deiters III (<i>Chair</i>); Thomas S. Pirro; John B. Huttlinger, Jr.; Edward L. Arcara; and Ita M. Rahilly. Ms. Marino seconded the motion. The motion passed unanimously.</p>
ADJOURNMENT	<p>Mr. Deiters thanked all of the members for their hard work and their willingness to participate in a Special Executive Committee meeting on the last day of the fiscal year.</p> <p>He then moved to adjourn the Executive Committee meeting, and Mr. Huttlinger seconded the motion. The motion passed unanimously.</p>

Respectfully submitted,

Harold L. Deiters III

President

Approved at the _____ Executive Committee meeting.

Agenda Item _____

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RESOLUTION
OF THE
EXECUTIVE COMMITTEE
OF THE

BOARD OF DIRECTORS
NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

WHEREAS, the Executive Director/Chief Executive Officer (ED/CEO) hires and terminates and sets compensation for the staff, subject to Board-approved budget and salary parameters and benefit policies; and

WHEREAS, the General Counsel is the attorney for the NYSSCPA and its affiliates (hereinafter collectively referred to “NYSSCPA”) and is responsible for the management and execution of the legal, corporate, governance, regulatory and other work for the NYSSCPA, including providing advice and counsel to the Executive Committee, the Board of Directors, the ED/CEO and all of the offices and departments of the NYSSCPA and its affiliates; and

WHEREAS, the Executive Committee of the Board of Directors has determined that the ED/CEO works closely with the General Counsel on legal, corporate, governance, regulatory and other matters of the NYSSCPA; and

WHEREAS, the Executive Committee of the Board of Directors has determined that the General Counsel should have a direct reporting relationship with both the Executive Committee of the Board of Directors and the ED/CEO to ensure open lines of communication, accountability and to facilitate the Executive Committee’s, the Board of Directors’, or its Officers’ additional guidance and oversight of the General Counsel on NYSSCPA legal, corporate, governance, regulatory and all other matters of interest to these respective bodies; now, therefore be it

RESOLVED, That the ED/CEO shall be responsible for 1) appointing and removing the General Counsel, subject to the concurrence of a majority of the Executive Committee of the Board of Directors; 2) jointly establishing the General Counsel’s compensation with the Executive Committee of the Board of Directors, consistent with the NYSSCPA’s salary parameters; 3) jointly establishing performance goals for and assessing the performance of the General Counsel with the Executive Committee of the Board of Directors; and be it further

RESOLVED, That this Resolution as herein provided; and be it finally

RESOLVED, That this Resolution shall be effective immediately, on May 31, 2018.

Respectfully submitted,

Harold L. Deiters III
President