

Minutes of:	The New York State Society of Certified Public Accountants Executive Committee Meeting
Date & Time:	Wednesday, September 18, 2019, 9:01 a.m. to 2:57 p.m.
Presiding Officer:	Ita M. Rahilly, <i>President</i>
Executive Committee Members Present:	Edward L. Arcara, <i>President-elect</i> Barbara E. Bel, <i>Vice President</i> Joseph A. Maffia, <i>Vice President</i> Renee Rampulla, <i>Vice President</i> Denise M. Stefano, <i>Vice President</i> Kevin Matz, <i>Secretary/Treasurer</i> William H. Dresnack Kimberly G. Johnson Joanne S. Barry, <i>Executive Director, Ex Officio</i>
Executive Committee Members Participating via Conference Call:	Janeen F. Schrann Maria E. Suppa
Executive Committee Members Absent:	None
Staff Present:	Fatima Anwar Revira Brennan Patrick Payano Timothy Twofoot Boulette

M I N U T E S

EC19 — C — 0 Call to Order	Ms. Rahilly called the meeting to order at 9:01 a.m. and noted there was a quorum.
EC19 — C — 1 Action Items	<p style="text-align: center;">a. Approval of Minutes of May 29, 2019</p> <p>Ms. Rahilly mentioned that grammatical corrections should be brought forward prior to the meetings. Ms. Johnson made a motion to approve the minutes. Ms. Rahilly seconded the motion. The motion passed.</p>

b. Approval of Minutes of August 8, 2019

After a brief discussion, Ms. Rampulla made a motion to approve the minutes as amended. Ms. Johnson seconded the motion. The motion passed unanimously.

c. Financial Statements for the Month Ended May 31, 2019

Mr. Payano provided an update on the Financial Statements for the 12 months ended May 31, 2019. Ms. Johnson suggested that the Finance Committee also review the format of the budget versus actual reports. She requested information regarding allocated overhead.

d. Membership Report

Ms. Brennan reported that there were 205 applicants for membership in the Society for the Committee's approval, which would bring the membership to 23,126. Ms. Johnson made a motion to approve the report. Ms. Stefano seconded the motion. The motion passed unanimously.

Ms. Rampulla brought forth four additional applications from the Staten Island Chapter.

e. Dues Reduction Appeals

Ms. Brennan reported there is one official appeal for consideration. The member (name redacted) has exhausted the maximum number of appeals for dues reduction. A discussion was held. Ms. Johnson made a motion to allow a reduced rate for the member for two years. Mr. Dresnack seconded the motion. The motion passed, with Ms. Schrann opposing.

An unofficial appeal was discussed from a member who has been a member for over 45 years. He was requesting that his "Life" membership fee be waived. Two years ago, the Board had made the decision to eliminate the Life Member category and to grandfather in existing members, who are now asked to pay a \$50 membership fee. Ms. Johnson made a motion to decline the fee waiver and defer the discussion to the Membership Task Force. Ms. Bel seconded the motion. The motion passed unanimously.

The third request discussed was from an Associate/Industry Non-CPA member. The dues rate for this category was increased from \$250 to \$560. The member requested a dues reduction to the prior amount, because of her position with a not-for-profit organization. A discussion

was held regarding membership levels. The Committee deferred action on this and referred this to the Membership Task Force.

f. Update on Fiscal Year 2018–19 Audit

Mr. Payano provided an update on the audit of Fiscal Year 2018–19.

g. Approval of Strategic Plan

After discussion, Ms. Rampulla made a motion to approve the Strategic Plan with amendments. Mr. Dresnack seconded the motion. The motion passed unanimously.

h. Approval of Moynihan Scholarship Fund Affiliation Agreement

Mr. Payano provided the Committee with information regarding expenses for The Moynihan Scholarship Fund. Ms. Johnson made a motion to approve the Affiliation Agreement between the NYSSCPA and The Moynihan Scholarship Fund, Inc. Mr. Dresnack seconded the motion. The motion passed, with Mr. Matz and Mr. Arcara abstaining.

i. Establishment of Membership Task Force

Ms. Rahilly reported that Board member Ms. Kelly R. Capron expressed interest, after the Leadership Conference, regarding analyzing trends in membership, membership dues for students, and other topics. Ms. Rahilly reported that she wanted to establish a task force regarding this matter, and that Ms. Capron had agreed to be the Chair.

Ms. Rampulla made a motion to establish the Membership Task Force. Ms. Stefano seconded the motion. The motion passed unanimously.

j. Approval of Small Firms Practice Management Committee Action Plan

Mr. Maffia provided a report of the new Committee Action Plan to replace the previous one. Mr. Matz suggested adding “and to other CPA publications” in the last bullet point.

Ms. Barry commented on expanding the reach of this and other statewide committees to our members in all Chapters through the use of the Society’s enhanced technology. The staff are undertaking a campaign to communicate this to all members.

A discussion was held.

	<p>Ms. Johnson made a motion to accept the Committee Action Plan with amendments. Ms. Bel seconded the motion.</p> <p style="text-align: center;">k. Position Descriptions for Officers</p> <p>Ms. Barry reported that this agenda item arose from a meeting at the Leadership Conference. Job descriptions were created for the officer positions. A discussion was held regarding revisions.</p> <p>Ms. Bel made a motion to accept the draft document with the position description for Officers, subject to the revisions discussed. Mr. Dresnack seconded the motion. The motion passed unanimously.</p> <p style="text-align: center;">l. Revised Conflict of Interest Policy</p> <p>Mr. Twofoot Boulette reported that there is a revised draft of the joint Conflict of Interest form that includes all entities. This draft will need the approval of the Society, FAE, The Moynihan Scholarship Fund, and PAC.</p> <p>A discussion was held regarding all employees signing Conflict of Interest forms. Mr. Twofoot Boulette was directed to consult outside counsel regarding the matter. This discussion was tabled for the next meeting.</p>
<p>EC19 — C — 2 Officer and Management Reports</p>	<p style="text-align: center;">a. President’s Report</p> <p style="text-align: center;">i. Innovation Challenge Results</p> <p>Ms. Rahilly reported that we received 59 responses. Ms. Stefano commented that she was interested in the demographics of those who responded. Ms. Brennan commented that she has the information to create that report and will distribute it.</p> <p>Ms. Rahilly suggested sending survey out to the Chapters before the visits, with enough time for them to respond to the Innovation Challenge. Ms. Stefano also made a suggestion that we advertise this challenge on our website. A discussion followed.</p> <p style="text-align: center;">ii. Diversity and Inclusion Committee Report</p> <p>Ms. Rahilly presented a report by Board Member Ms. Rumbi Bwerinofa-Petrozzello: The NYSSCPA’s Career Opportunities in the Accounting Profession (COAP) program is a program designed to introduce high school students of color, people underrepresented in the CPA profession, to the accounting profession. The Diversity and</p>

Inclusion Committee reaffirms its support for and commitment to this goal.

Ms. Rahilly will add this item to the Board agenda as well.

iii. Duties of Directors

Ms. Rahilly noted that the Committee members should remember their duties of loyalty, care, and obedience. She commented that during recent phone calls, participation from those on the phone was minimal. Ms. Rahilly presented the members with a summary of their duties.

iv. Women's Leadership Forum

Ms. Rahilly discussed the location of the Women's Leadership Forum, and Seneca Falls, near the Women's Hall of Fame, was suggested for the event.

Ms. Brennan suggested having a satellite location as well for the conference, so that additional members could attend without traveling to Seneca Falls. A discussion was held.

v. Transfer of Chapter Financial Functions to Management

After discussion, this matter was referred to the Audit Committee for review and recommendation.

vi. Governance Committee Update

Ms. Johnson provided the Committee with an update on the Governance Committee agenda items, including a Board survey, reviewing Bylaws, and Board composition.

vii. Foundation for Accounting Education Update

Ms. Rahilly announced that this discussion will be held during the Executive Session.

viii. Discussion of PAC Allocation

A discussion was held regarding the PAC allocation.

Ms. Rahilly proposed the following:

RESOLVED: That (a) the resolution adopted by this Executive Committee on September 26, 2018, Item EC18 – C – 1 (h), is hereby rescinded and voided; and
(b) that, effective September 26, 2019, the Society shall make an annual contribution to CPA PAC in the maximum amount allowed by applicable law.

Mr. Arcara made a motion to accept the proposed resolution. Ms. Bel seconded the motion. The motion passed unanimously.

b. Secretary/Treasurer’s Report

i. Nominating Process Update

Mr. Matz reported that the nine seats were filled and that two Board-appointed nominees were needed to fill the additional seats on the Nominating Committee. Below are the names of the nine nominees:

- Tiffany M. Montaruli
- Mitchell A. Davis
- John W. Hermus
- Frank J. Giambruno
- J. Michael Kirkland
- Michael M. Todres
- Harold L. Deiters III
- Leonardo Sabino
- Steven K. Baierlein

Mr. Twofoot Boulette reported that 12 members have indicated their interest in serving on the AICPA Council. The Selections Subcommittee will be meeting in early October for both the Nominating Committee and AICPA Council agenda items.

c. Executive Director’s Report

i. General Data Protection Regulation (GDPR)

Ms. Brennan reported that all documents have been reviewed by outside counsel and that General Counsel will be forwarding the information to Marketing and Communications in order to update the website and begin the notification process to members. She further reported that with this system in place, a notification will go out to staff and leaders to inform them about how this regulation will affect them.

ii. Status of Compliance with Required Sexual Harassment Training

Ms. Barry reported that the anti-harassment training is done annually. Society volunteers were given a completion deadline of August 15, 2019. Leadership will be contacting those members not yet in compliance. All staff have completed the training.

iii. Leadership Institute

Ms. Barry reported that the recent Leadership Institute was one of the most successful programs the Society has held, and that it included 17 participants who had been nominated from Chapters and firms. She discussed the ongoing training program that had been developed for them and suggested that they be considered by the Nominating Committee for leadership roles, as appropriate.

iv. Under 40 Competition

Ms. Barry reported that a 40 Under 40 event was being considered in conjunction with the NextGen Conference. There is tentative booking at the Rochester Hyatt at the end of July next year.

v. Society's Response to AICPA/NASBA Evolution Project

A document was provided for informational purposes only.

vi. Legal Update

Mr. Twofoot Boulette reported that new bylaws from all the entities are in draft form for the NYSSCPA, The Moynihan Scholarship Fund, Inc., and CPA PAC, and that they will be submitted for approval when finalized. He further reported that the Chapters' bylaws are also being reviewed and will also be submitted for approval.

vii. Leadership Team Development

Ms. Barry reported that a training and development program has been launched for upper management and will continue through the end of the year. An executive coach has been hired. The coach initially met with Ms. Barry, Ms. Brennan, Mr. Markezin, and Mr. Payano, individually and as a group, in August. During the remaining four sessions, Mr. Twofoot Boulette and Mr. Fletcher will also be included.

	<p>Ms. Barry reported that Management Training will be returning so that staff understand each department's role.</p>
<p>EC19 — C — 3 Professional Excellence and Integrity</p>	<p>a. Chapters Update</p> <p>Ms. Stefano reported that there has not been a lot of feedback from the Chapter President calls. Ms. Stefano and Ms. Bel will be conducting the meetings to address any issues that the Chapters may have. A discussion was held regarding making the Chapter calls more effective.</p> <p>b. Committees Update</p> <p>Mr. Maffia suggested that the job description for Vice President should be changed. He made a motion to amend the job description for the Vice President. Ms. Stefano seconded the motion. The motion passed unanimously.</p> <p>Mr. Maffia reported that there were 53 committee meetings for the 7-week period. There were 30 new committee members, with half of them being new Society members.</p>
<p>EC19 — C — 4 Advocacy</p>	<p>a. Society Comment Letters</p> <p>Ms. Rampulla reported that, as of the date of the meeting, there had been 12 comment letters issued so far this year.</p> <p>b. Legislative and Regulatory Update</p> <p>Ms. Barry reported that New York and Hawaii are the only remaining states that require a wet signature and do not allow an electronic signature on filings. A meeting was held with lobbyist Bolton-St. Johns to discuss the matter with the tax commissioner and the budget office.</p>
<p>EC19 — C — 5 Executive Session</p>	<p>Mr. Arcara made a motion to enter into an Executive Session at 2:07 p.m. Ms. Stefano seconded the motion. The motion passed unanimously.</p>
<p>ADJOURNMENT</p>	<p>Mr. Dresnack made a motion to adjourn the meeting. Mr. Arcara seconded the motion. The meeting was adjourned at 2:57 p.m.</p>

Respectfully submitted,
Kevin Matz
Secretary/Treasurer

Approved at the November 6, 2019 Executive Committee Meeting
Item #: EC19 – D – 1a