

Minutes of: New York State Society of Certified Public Accountants Executive Committee Meeting

Date & Time: Friday, November 22, 2013, 8:57 a.m. to 12:46 p.m.

Location: NYSSCPA Offices, 14 Wall Street, 19th Floor, New York, New York

Presiding Officer: J. Michael Kirkland, *President*

Executive Committee Members Present: Scott M. Adair, *President-elect*
 Ian Benjamin, *Vice President*
 Adrian Fitzsimons, *Vice President*
 Barbara A. Marino, *Vice President*
 Warren Ruppel, *Vice President*
 F. Michael Zovistoski, *Secretary/Treasurer*

Gregory T. Altman
 Anthony S. Chan
 Barbara L. Montour
 Richard T. Van Osten
 Joanne S. Barry, *Executive Director*

Staff Present: Amy Broderick
 Robert Busweiler
 Colleen Lutolf
 Craig Mandelbaum

Ernest Markezin
 Patrick Payano
 Bradley Pryba

Guests Present: Joseph M. Falbo, Jr.

M I N U T E S

EC13 — K — 0
Call to Order President J. Michael Kirkland noted that a quorum was present and called the meeting to order at 8:57 a.m.

EC13 — K — 1
Action Items **a. Approval of Minutes of August 8, 2013, Executive Committee Meeting**

Mr. Kirkland asked if Executive Committee members had any changes or comments to the minutes of the August 8, 2013, Executive Committee meeting. After further discussion, Mr. Adair moved to approve the August 8, 2013, minutes, and Ms. Marino seconded the motion. The motion passed without objection.

b. Appointment of Nominating Committee Chair

Mr. Kirkland announced that Ms. Ann Burstein Cohen from the Buffalo chapter had been selected as the Nominating Committee Chair.

Mr. Adair moved to approve the selection of Ms. Cohen as the

Nominating Committee Chair, and Mr. Zovistoski seconded the motion. The motion passed without objection.

c. Financial Statement Ending September 30, 2013

Mr. Zovistoski presented the financial statements ending September 30, 2013. He presented the statement of activities and noted that the statement was positive.

Mr. Kirkland noted that Messrs. Zovistoski and Payano, and Ms. Barry had done a fantastic job of decreasing expenses and increasing revenue.

Mr. Benjamin moved to approve the financial statements, and Mr. Altman seconded the motion. The motion passed without objection.

d. Membership Report

Ms. Barry asked the Executive Committee to approve 193 new applicants for membership, bringing the Society's membership total to 29,452.

Ms. Marino moved to approve the Membership Report, and Mr. Zovistoski seconded the motion. The motion passed without objection.

e. Network Media Partner

Mr. Pryba explained that the Network Media Partners contract was expected to bring in over \$100,000 in revenue and therefore required Executive Committee approval. Mr. Busweiler gave the Executive Committee an overview of the contract terms.

Mr. Van Osten moved to approve the contract, and Ms. Marino seconded the motion. The motion passed without objection.

f. Ethics Disciplinary Actions Retention Timeline

Mr. Pryba overviewed the AICPA's ethics disciplinary actions retention timeline and asked the Executive Committee to adopt the same timeline for the Society.

After further discussion, Mr. Altman moved to adopt the timeline, and Mr. Benjamin seconded the motion. The motion passed without objection.

a. Governance Subcommittee Report

Mr. Pryba presented the Governance Subcommittee report. He gave the Executive Committee an overview of the Subcommittee's recent meeting, including amending the bylaws to add an indemnification clause, conflict of interest, and whistleblower policies, and an e-mail communications clause. Mr. Pryba added that the Subcommittee had also discussed governance structure and the option of implementing a rotating structure for chapter

representatives.

He announced that bylaw changes would be addressed at the March 2014 Board of Directors meeting. Mr. Kirkland thanked Mr. Pryba and the rest of the Subcommittee for their work.

b. AICPA Council Meeting

Mr. Kirkland announced that the Council meeting had been held in October and gave the Executive Committee an overview of the themes discussed at the meeting. Messrs. Kirkland and Adair noted that the presentations at the meeting were excellent.

c. Chapters Update

Ms. Marino thanked Ms. Lisa Axisa, NYSSCPA Director of Membership Recruitment and Retention, and Ms. Lelia Dickenson, NYSSCPA Manager of Chapter Relations, for their help. Ms. Marino stated that two chapter presidents' calls had been held since the September Board of Directors meeting. She noted that the chapters had discussed the budgeting process as well as improving communication regarding upcoming chapter events. Ms. Marino announced that 10 chapter visits had taken place and more have been scheduled for January.

d. Society Comments

Mr. Ruppel announced that 15 comment letters had been issued this fiscal year and that 4 more were in the pipeline. Mr. Kirkland thanked Messrs. Markezin and Ruppel for their work.

e. Committees Update

Mr. Benjamin announced that 86 committee meetings had been held, and that some committees are continuing to meet offsite. Mr. Benjamin added that committees have been recruiting younger members.

Mr. Kirkland gave the Executive Committee an overview of some committee issues. Mr. Kirkland thanked Mr. Markezin, Ms. Barry, and Ms. Nereida Gomez, NYSSCPA Manager of Committees, for their work.

f. Nominating Process Update

Mr. Zovistoski stated that the Nominating Committee chair had been appointed and that members have until January 2, 2014, to express interest in serving in one of the vacant positions.

a. IRS Audit Update

Mr. Zovistoski announced that the IRS audit went well and stated

that the IRS would report on their findings in approximately one month's time.

b. Legislative and Regulatory Update

Mr. Pryba explained that the legislature was out of session. He gave the Executive Committee an overview of several bills that may impact the profession in the future. Mr. Pryba also gave the Executive Committee an overview of the federal issues. He noted that the Society had coordinated with the AICPA on federal issues and that the relationship between the two organizations continues to improve.

i. Legislative Breakfast

Mr. Busweiler explained that the Society was starting a new legislative breakfast series and gave the Executive Committee an overview of the program. Mr. Busweiler noted that the first legislative breakfast would be held on December 10, 2013, on Long Island.

c. Dues Update

Ms. Barry explained that dues billing usually occurs in the Spring; however, due to the recent office move, the dues billing was pushed back by one month. She announced that 87.15% of dues have been collected thus far, which is approximately 3% behind last year.

Mr. Kirkland emphasized the importance of recruiting new Society members.

d. State Board Professional Leadership Forum

Mr. Pryba stated that he and Mr. Busweiler had attended the State Board Professional Leadership Forum in Albany. Mr. Pryba explained that the meeting was for representatives from all 50 regulated professions to get together, and noted that he was able to mention the Society's concerns regarding CPE requirements.

a. September Governance Forum

Mr. Kirkland stated that this year was the second annual Governance Forum, and noted that it was a very good event that allowed members to meet face to face. Mr. Kirkland gave the Executive Committee a summary of the meetings held and mentioned that the Young Leadership Circle was very good. The Executive Committee discussed ways to engage and connect with these emerging leaders.

b. Town Hall Schedule and Format

Mr. Kirkland stated that he enjoyed the Town Hall visits and

commended Ms. Barry and her staff for their efforts.

c. COAP Program Update

Ms. Barry announced that a new COAP program had been added at SUNY Binghamton.

d. NYSSCPA Open House

Ms. Barry explained that the final touches were still being added to the new offices, and thanked Messrs. Mandelbaum and Markezin for their work. She announced that an open house would be held on December 18, 2013, from 4:00 p.m. until 8:00 p.m., and gave the Executive Committee an overview of the plans for the evening.

e. Bylaws Changes: Appointment of Auditor

Mr. Pryba explained that the current bylaws require rotation of auditors every four years. He asked the Executive Committee to consider whether that requirement should be adjusted or eliminated. After further discussion, the Executive Committee asked Mr. Pryba to draft language eliminating that requirement, for the next Board of Directors meeting.

EC13 — K — 5
Strategic Plan

Mr. Adair stated that a Task Force had been selected and that the first meeting was scheduled for December 3, 2013.

EC13 — K — 6
Advocacy

a. Legislative Agenda

Mr. Pryba presented the Executive Committee with a draft document outlining the legislative agenda. He explained that the goal is for Executive Committee and Board of Directors members to suggest legislative issues that they would like the Society to focus on. It was determined that Messrs. Benjamin and Pryba will continue to look at the process.

EC13 — K — 7
Professional Competency

a. Best Practices Task Force

Mr. Falbo presented the Best Practices Task Force report. He explained that he had been asked to chair a Task Force to develop standard procedures for chapters and committees, and to review the financial equitability of chapters and committees. He also stated that there are some areas of concern and that the Task Force is looking at ways to address them. Mr. Falbo added that finding a way to ensure compliance to the standards is very important.

EC13 — K — 8
Recognition and Viability

a. Diversity/COAP Task Force

Mr. Adair announced that two new members had been added to the Task Force. He explained that the Task Force would be looking at each of the COAP programs to evaluate effectiveness. The Task Force is also in the process of obtaining policies regarding student

supervision from each of the universities. The Task Force is investigating whether to establish the COAP program as its own 501(c)(3).

b. Media Relations Report

Ms. Barry gave the Executive Committee an overview of the media relations report.

**EC13 — K — 9
Recruitment and
Retention**

a. Annual Membership Meeting Task Force

Mr. Adair announced that the Task Force had met and is looking into organizing an annual fundraising event without the use of Society staff time or Society funds. He added that the benefits of such an event would go to either the FAE Scholarship fund or the Benevolent Fund. Mr. Kirkland also asked the Task Force to look at ways to get Society past presidents and Society members who are less engaged, more involved and actively participating in Society events.

b. Revenue Diversification Project

Ms. Barry announced that the Society is evaluating different ways to bring in revenue. She outlined some of the preliminary ideas for the Executive Committee, including renting out conference space, partnerships with other organizations, and a merchandising project.

c. Higher Education Outreach

Ms. Barry explained that the Society had started a project to get information on college advisory boards. She announced that a college has asked that an NYSSCPA student chapter be created on their campus, noted that this chapter would be a model for other colleges across the state, and emphasized the importance of the Society's presence in higher education.

d. High School Student Membership

Mr. Kirkland stated that some high school students have asked for a high school student membership category to be created, and that he would ask the Member Benefits Committee to explore possible membership benefits for high school students.

Mr. Markezin announced that the Society's Peer Review program had been audited and that it went well.

**EC13 — K — 10
Executive Session**

No Executive Session was held.

EC13 — K — 11

Mr. Fitzsimons moved to adjourn the meeting, and Ms. Marino

Adjournment

seconded the motion. There being no objection, the meeting adjourned at 12:46 p.m.

Respectfully submitted,

F. Michael Zovistoski
Secretary/Treasurer