

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

The Virginia Board of Accountancy met on Monday, September 30, 2019, in Board Room #3 of the Perimeter Center, 9960 Mayland Drive, Henrico, Virginia 23233.

MEMBERS PRESENT: D. Brian Carson, CPA, CGMA, Chair
Matthew P. Bosher, Esq.
W. Barclay Bradshaw, CPA
William R. Brown, CPA
Nadia A. Rogers, CPA
Stephanie S. Saunders, CPA

**MEMBER PRESENT
FOR A PORTION OF
THE MEETING:** Laurie A. Warwick, CPA, Vice Chair

LEGAL COUNSEL: Robert Drewry, Assistant Attorney General,
Office of the Attorney General

STAFF PRESENT: Nancy Glynn, CPA, Executive Director
Mary Charity, Deputy Director for Operations
Renai Reinholtz, Deputy Director for Finance and Administration
Amanda E. M. Blount, Enforcement Director
Kelli Anderson, Communications Manager
Patti Hambright, CPE Coordinator and Administrative Assistant
Elizabeth Marcello, Information and Policy Advisor
Heather Rogers, Executive Administrative Assistant
Jennifer Winters, Adjudication Specialist

**LEGAL COUNSEL
PARTICIPATING FOR
A PORTION OF THE
MEETING:** Christopher K. Jones, Esq., Sands Anderson

**LEGAL COUNSEL
PARTICIPATING BY
TELECONFERENCE
FOR A PORTION OF
THE MEETING:** Cullen D. Seltzer, Esq., Sands Anderson

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

**MEMBERS OF THE
PUBLIC PRESENT:**

Trina Willard, Owner & Principal, Knowledge Advisory Group
Sandra Wright, Senior Consultant, Knowledge Advisory Group
Stephanie Peters, CAE, President and CEO, Virginia Society of Certified
Public Accountants
Emily Walker, CAE, Vice President, Advocacy, Virginia Society of
Certified Public Accountants
Amy Mawyer, Vice President, Learning, Virginia Society of
Certified Public Accountants
Isabella Debono, State Legislative and Regulatory Policy, Ernst &
Young

CALL TO ORDER

Mr. Carson called the meeting to order at 10:02 a.m.

SECURITY BRIEFING

Ms. Hambright provided the emergency evacuation procedures.

DETERMINATION OF QUORUM

Mr. Carson determined there was a quorum present.

APPROVAL OF AGENDA

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to approve the September 30 2019, agenda, as presented. The members voting “**AYE**” were Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

APPROVAL OF MINUTES

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the August 22, 2019, Board meeting minutes, as amended. The members voting “**AYE**” were Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Saunders. (Ms. Rogers was not in attendance for the August 22, 2019, Board meeting. She abstained from the vote.)

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

INTRODUCTION OF NADIA ROGERS

Mr. Carson welcomed and introduced Ms. Rogers. Ms. Rogers served as Chair on the VBOA Peer Review Oversight Committee from 2010 through 2014. Currently, Ms. Rogers is Associate Professor of Practice in the Department of Accounting and Information Systems at the Virginia Tech Pamplin College of Business. She noted she looked forward to working with the Board and staff.

APPROVAL OF CONSENT AGENDA

Upon a motion by Mr. Boshier, and duly seconded, the members voted to approve the Consent Agenda, as presented. The members voting “**AYE**” were Mr. Carson, Mr. Boshier and Ms. Rogers. Mr. Bradshaw, Mr. Brown and Ms. Saunders abstained from the vote.

PUBLIC COMMENT PERIOD

Ms. Peters provided a brief overview of the AICPA Trends in the Supply of Accounting Graduates and the Demand for Public Accounting Recruits report for 2019.

Ms. Warwick joined the meeting.

CPE SURVEY RESULTS AND ANALYSIS

Ms. Wright provided a detailed PowerPoint resulting from the CPE survey created by Knowledge Advisory Group to assess licensees’ opinions on CPE requirements. The electronic survey had been sent to 26,435 licensed Virginia CPAs with a 20% response rate. Ms. Wright fielded questions from Board members and guests.

NASBA COMMITTEE UPDATES

NASBA Communications Committee

Mr. Carson led the discussion regarding the NASBA Communications Committee. He noted the committee participated in monthly teleconferencing. No updates were reported.

NASBA Enforcement Resources Committee

Mr. Brown led the discussion regarding the NASBA Enforcement Resources Committee. He noted the Committee Task Force had met on August 28, 2019, to review the tools and tabs on the NASBA website. Mr. Brown recommended the NASBA Boot Camp for new members.

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

NASBA Education Committee and UAA Committee

Ms. Saunders noted there were no updates to the NASBA Education Committee.

Ms. Saunders led the discussion regarding the UAA (Uniform Accountancy Act) Committee. She noted the full AICPA/NASBA teleconference meeting would be held October 3, 2019. Discussions would include the Peer Review changes to the UAA Section 7. Ms. Saunders noted after the comment letters were received the Committee would vote on changes to the UAA Section 7.

Ms. Saunders noted the Firm Experience Task Force had a teleconference on September 27, 2019. Discussions included:

- A report including statistics, provided by Carl Mayes, senior manager on the Public Accounting team at the AICPA, supported 2,000 or more hours of current experience in the last five years reduced nonconforming audits to 33.33% as opposed to those with less than 2,000 hours having nonconforming audits to 69.2%.
- The engagement partner (authorizing signature on the audit report) has less than 2,000 hours. (Enhanced Quality Control Review)
- All changes would be effective three years after the enactment date.

Ms. Saunders noted discussions would continue during the regional breakout sessions during the NASBA Annual Meeting in Boston, MA at the end of October.

NASBA Board of Directors

Ms. Saunders led the discussion regarding the NASBA Board of Directors. She noted the next meeting would be held October 25, 2019.

NASBA Audit Committee

Ms. Warwick led the discussion regarding the NASBA Audit Committee. She noted the NASBA external audit had been approved.

EXECUTIVE DIRECTOR'S REPORT

General Updates

Ms. Glynn presented the following general updates regarding the VBOA:

- Ms. Glynn introduced Jennifer Winters as the new VBOA Adjudication Specialist.

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

- Ms. Glynn noted emails were sent to expired CPA licensees as a reminder they no longer held a Virginia CPA license.
- Ms. Glynn noted emails would be sent to CPAs that had voluntarily surrendered their license as a reminder they no longer hold a Virginia CPA license.
- Ms. Anderson demonstrated the new VBOA website homepage design with an anticipated launch date of December 2019.

August 2019 Board Report

Ms. Charity presented and fielded questions regarding the August 2019 Board Report.

August 2019 Financial Report

Ms. Reinholtz presented and fielded questions regarding the August 2019 Financial Report.

BOARD DISCUSSION TOPICS

Trust Fund Policy

Ms. Reinholtz led the discussion regarding the Trust Fund Policy (VBOA Policy #1 Trust Account). Ms. Reinholtz provided documents and fielded questions. Estimated monthly projections were discussed. After an in-depth discussion, the Board agreed to continue discussions on a later date.

Revisions and Updates to regulations

Ms. Marcello led the discussion regarding the proposed revisions and updates to the VBOA regulations. Ms. Marcello provided a detailed PowerPoint including handouts regarding the proposed changes. After a thorough discussion, the Board agreed to table 18VAC5-22-90 Continuing Professional Education for a later date and move forward with all remaining proposed revisions.

Upon a motion by Mr. Boshier, and duly seconded, the members voted unanimously to move forward with proposed changes to 18VAC5-22-40, 18VAC5-22-50, 18VAC5-22-70, 18VAC5-22-80, 18VAC5-22-120, 18VAC5-22-170, 18VAC5-22-180 and the addition of 18VAC5-22-91, as presented. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

VIRGINIA-SPECIFIC 2020 ETHICS COURSE

Approval of outline

Mr. Boshier led the discussion regarding the approval of the Virginia-Specific 2020 Ethics Course outline. He noted the Ethics Committee met on September 12, 2019. After a thorough discussion, the Board voted to approve the Virginia-Specific Ethics Course 2020 outline.

Upon a motion by Mr. Boshier, and duly seconded, the members voted to approve the Virginia-Specific Ethics Course 2020 outline as presented. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

Discussion of instructor selection/approval

Mr. Boshier led the discussion regarding the instructor selection/approval. He noted the Ethics Committee met in September and agreed instructors of the course would benefit from specific training. He also noted the Ethics Committee suggested increasing the number of committee members and outlining detailed instructor requirements.

Mr. Boshier left the meeting and is no longer participating.

RECESS FOR LUNCH 12:37 p.m.

RECONVENE 1:00 p.m.

ACTIVE – CPE EXEMPT STATUS

Board Policy #9

Ms. Saunders led the discussion regarding VBOA Policy #9. A thorough discussion ensued.

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to approve VBOA Policy #9 as amended. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

Board Policy #4

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to approve VBOA Policy #4 as presented. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

2021 Ethics Course vendor selection process

Ms. Glynn led the discussion regarding the 2021 Virginia-Specific Ethics Course vendor selection process. She noted an RFP (Request for Proposal) would be available for the Board's review in November 2019.

Publication of VBOA disciplinary actions

The publication of VBOA disciplinary actions was tabled for a later date.

Additional Items for Discussion

Carry over topics

- Virginia-Specific Ethics Course – 2020 and beyond
- Publication of VBOA disciplinary actions
- Trust Fund Reserve Policy
- Required coursework for CPA examination/licensure

Sign Conflict of Interest forms

Sign Travel Expense vouchers

Future meeting dates

- November 15, 2019, Virginia Commonwealth University
- January 7, 2020 (Tentative)
- February 25, 2020 (Tentative)
- June 2020 (TBA)
- August 18, 2020 (Tentative)
- October 8, 2020 (Tentative)

Begin closed meeting

Upon a motion by Ms. Warwick, and duly seconded, the members approved by unanimous vote the meeting be recessed and the Virginia Board of Accountancy convene a closed meeting under the Virginia Freedom of Information Act for the provision of legal counsel and to consult with legal counsel on issues relating to probable litigation, and/or consider the status of all open Enforcement Cases and cases listed

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

on our agenda, a matter lawfully exempted from open meeting requirements under the ‘consulting with legal counsel’ and ‘disciplinary proceedings’ exemptions contained in Virginia Code § 2.2-3711(A)(7) and (27). The following non-members will be in attendance for the closed meeting to reasonably aid in the consideration of this topic: Nancy Glynn and Robert Drewry. The following non-members will be in attendance for a portion of the closed meeting to reasonably aid in the consideration of this topic: Amanda Blount, Jennifer Winters and Christopher Jones. The following non-member will be participating by teleconference for a portion of the closed meeting to reasonable aid in the consideration of this topic: Cullen D. Seltzer.

End closed meeting

Upon a motion by Ms. Warwick, and duly seconded, the Virginia Board of Accountancy has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and WHEREAS, § 2.2-3712.A of the Code of Virginia requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law; NOW THEREFORE, BE IT RESOLVED, that the VBOA hereby certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia laws were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the VBOA.

CALL FOR VOTE:

D. Brian Carson, CPA, CGMA – Aye
Laurie A. Warwick, CPA – Aye
Matthew P. Boshier, Esq. – Aye
W. Barclay Bradshaw, CPA – Abstain
William R. Brown, CPA – Aye
Nadia A. Rogers, CPA – Aye
Stephanie S. Saunders, CPA – Aye

VOTE:

Ayes: Six (6)
Abstain: One (1)
Nays: None

The following actions were taken as a result of the closed session:

Mr. Bradshaw, Ms. Glynn and Ms. Blount were not in attendance and did not participate in the discussion.

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

Case#2018-008-008C (Blount and Glynn)

Upon a motion by Ms. Saunders, and duly seconded, members voted as follows to approve Final Order 2018-008-008C as presented.

CALL FOR VOTE:

D. Brian Carson, CPA, CGMA – Aye
Laurie A. Warwick, CPA – Aye
Matthew P. Boshier, Esq. – Aye
W. Barclay Bradshaw, CPA – Abstain
William R. Brown, CPA – Aye
Nadia A. Rogers, CPA – Aye
Stephanie S. Saunders, CPA – Aye

VOTE:

Ayes: Six (6)
Abstain: One (1)
Nays: None

Case#2018-480-425C (Blount and Glynn)

Mr. Bradshaw, Ms. Glynn and Ms. Blount were not present and did not participate in the closed discussion.

Upon a motion by Ms. Warwick, and duly seconded, members voted as follows to approve Final Order 2018-480-425C as presented.

CALL FOR VOTE:

D. Brian Carson, CPA, CGMA – Aye
Laurie A. Warwick, CPA – Aye
Matthew P. Boshier, Esq. – Aye
W. Barclay Bradshaw, CPA – Abstain
William R. Brown, CPA – Aye
Nadia A. Rogers, CPA – Aye
Stephanie S. Saunders, CPA – Aye

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

VOTE:

Ayes: Six (6)

Abstain: One (1)

Nays: None

Case#2019-087-069C (Blount and Glynn)

Mr. Bradshaw, Ms. Glynn and Ms. Blount were not present and did not participate in the closed discussion.

Upon a motion by Mr. Brown, and duly seconded, members voted as follows to approve Final Order 2019-087-069C as presented.

CALL FOR VOTE:

D. Brian Carson, CPA, CGMA – Aye

Laurie A. Warwick, CPA – Aye

Matthew P. Boshier, Esq. – Aye

W. Barclay Bradshaw, CPA – Abstain

William R. Brown, CPA – Aye

Nadia A. Rogers, CPA – Aye

Stephanie S. Saunders, CPA – Aye

VOTE:

Ayes: Six (6)

Abstain: One (1)

Nays: None

ADJOURNMENT

There being no further business before the VBOA, Mr. Carson adjourned the meeting at 2:22 p.m.

APPROVED:

D. Brian Carson, CPA, CGMA, Chair

**Board Meeting
September 30, 2019
Draft/Unapproved minutes**

COPY TESTE:

Nancy Glynn, CPA, Executive Director