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**Board Meeting  
June 21, 2018  
Final/Approved minutes**

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The Virginia Board of Accountancy met on Thursday, June 21, 2018, in Board Room #4 of the Perimeter Center, 9960 Mayland Drive, Henrico, VA 23233.

**MEMBERS PRESENT:** Matthew P. Boshers, Esq., Chair  
Susan Quaintance Ferguson, CPA, Vice Chair  
William R. Brown, CPA  
D. Brian Carson, CPA  
Andrea M. Kilmer, CPA  
Stephanie S. Saunders, CPA

**MEMBER PRESENT  
FOR A PORTION  
AND CONTINUING BY  
TELECONFERENCE  
FOR THE REMAINDER  
OF THE MEETING:**

Laurie A. Warwick, CPA

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

**STAFF PRESENT:** Wade A. Jewell, Executive Director  
Mary T. Charity, Deputy Director for Operations  
Renai Reinholtz, Deputy Director for Finance and Administration  
Kelli Anderson, Communications Manager  
Melinda Haddon, Financial and Procurement Coordinator  
Patti Hambright, CPE Coordinator and Administrative Assistant  
Rebekah Allen, Information and Policy Advisor

**MEMBERS OF THE  
PUBLIC PRESENT:** W. Barclay Bradshaw, CPA, former Board member and Chair  
Martha Mavredes, Virginia Auditor of Public Accounts  
Shiree Parnell, Virginia Auditor of Public Accounts  
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 of Learning, Virginia Society of Certified  
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Gary R. Thomson, CPA, Chair-elect Virginia Society of Certified Public Accountants  
Amanda Blount

**CALL TO ORDER**

Mr. Boshier called the meeting to order at 10:04 a.m.

**SECURITY BRIEFING**

Ms. Hambright provided the emergency evacuation procedures.

**DETERMINATION OF QUORUM**

Mr. Boshier 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 June 21, 2018, agenda as presented. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Kilmer, Ms. Saunders and Ms. Warwick.

**APPROVAL OF MINUTES**

Upon a motion by Mr. Carson, and duly seconded, the members voted unanimously to approve the May 18, 2018, Board meeting minutes. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Kilmer, Ms. Saunders and Ms. Warwick. (Mr. Carson’s vote was for his attended portion only.)

**APPROVAL OF CONSENT AGENDA**

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to approve the Consent Agenda as presented. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Kilmer, Ms. Saunders and Ms. Warwick.

**PUBLIC COMMENT PERIOD**

Mr. Boshier welcomed and invited members of the public to provide comments. Mr. Boshier recognized the farewell of Ms. Kilmer and Mr. Jewell. Ms. Peters introduced Gary R. Thomson, CPA, as the new

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VSCPA Board Chair-elect, Mr. Jewell introduced Amanda Blount as the new VBOA Enforcement Director and noted her first official day would be Monday, June 25, 2018.

**APA – FY2017**

Ms. Mavredes reported the APA has concluded its FY2017 audit and reported no findings. She reported the APA had issued an unmodified opinion on the VBOA's FY2017 financial statements. Mr. Jewell thanked Ms. Parnell for her professionalism during the audit, and Ms. Reinholtz for her hard work in making the FY2017 audit period a success.

**COMMITTEE/NASBA UPDATES**

**NASBA Standard-Setting Advisory Committee**

There were no updates to the NASBA Standard-Setting Advisory Committee.

**NASBA UAA Committee**

Ms. Saunders led the discussion regarding the NASBA UAA Committee. She noted a scheduled teleconference for July 27, 2018 and an in-person meeting to be held in Nashville on September 12 and 13, 2018.

**NASBA Diversity Committee**

Ms. Kilmer led the discussion regarding the NASBA Diversity Committee. She reminded Board members to complete the statistic survey provided by the committee.

**NASBA Middle Atlantic Regional Director**

Ms. Saunders led the discussion regarding her role as NASBA's Middle Atlantic Regional Director. She noted for the first time in six years all seven states had participated in the 2018 Eastern Regional meeting held June 5<sup>th</sup> through 7<sup>th</sup>, 2018 in Orlando, Florida. Ms. Saunders, Mr. Brown and Mr. Jewell attended.

**NASBA Executive Director's Committee**

Mr. Jewell led the discussion regarding the NASBA Executive Director's Committee. He noted next week would be his final meeting and he would be rolling off the committee.

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**EXECUTIVE DIRECTOR'S REPORT**

**General Updates**

Mr. Jewell presented the following general updates regarding the VBOA:

- Mr. Jewell informed the Board that the third iteration with MicroPact was scheduled for next week and that a meeting with MicroPact leadership had been requested.
- Ms. Charity provided an update regarding letters, emails and automated calls made regarding license renewals for May 2018.
- Mr. Jewell informed the Board that the next VBOA e-newsletter would be released in mid to late July 2018.

**May Board Report**

Ms. Charity presented and fielded questions regarding the May 2018 Board Report.

**May Financial Report**

Ms. Reinholtz presented and fielded questions regarding the May 2018 Financial Report.

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**BOARD DISCUSSION TOPICS**

**Begin closed meeting**

Upon a motion by Ms. Ferguson, 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, a matter lawfully exempted from open meeting requirements under the 'consulting with legal counsel' exemption contained in Virginia Code § 2.2-3711(8)." The following non-members will be in attendance to reasonably aid in the consideration of this topic: Wade Jewell and Robert Drewry.

**End closed meeting**

Upon a motion by Ms. Ferguson, 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

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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:**

Matthew P. Bosher, Esq. – Aye  
Susan Quaintance Ferguson, CPA – Aye  
William R. Brown, CPA – Aye  
D. Brian Carson, CPA – Aye  
Andrea M. Kilmer, CPA – Aye  
Stephanie S. Saunders, CPA – Aye  
Laurie A. Warwick, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Nays: None

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**Update on 2018 Legislation and Regulations**

Ms. Allen led the discussion regarding the update on the 2018 legislation and regulations changes. She noted the new regulation implementing the June 30 CPA license renewal date had been published in *The Virginia Register* with a 30-day comment period. No comments were received and the effective date was June 13, 2018.

Ms. Allen also noted the four fast track regulatory changes await approval from the Governor's office.

**Use of Confidential Consent Agreements**

Ms. Allen led the discussion regarding the use of Confidential Consent Agreements. She noted the Board had never issued a Confidential Consent Agreement and under the laws of the Freedom of Information Act (FOIA) the agreement would not be confidential. After a thorough discussion, the Board agreed to table this discussion for a later date.

**Publication of Board Disciplinary Action**

Mr. Jewell led the discussion regarding the publication of Board Disciplinary Actions. After a thorough discussion and receiving comments from the VSCPA the Board agreed to revisit this discussion at a later date.

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**Volunteer services and the Active – CPE Exempt status**

Mr. Jewell led the discussion regarding volunteer services and the Active – CPE Exempt status. After a thorough discussion, the Board agreed to table this discussion for a later date.

**Delegations of authority**

Mr. Jewell led the discussion regarding the delegations of authority. After a brief conversation, the Board recruited Ms. Anderson to revise the document from a board policy to an internal document.

**Summary of educational requirements for licensure by jurisdiction**

Ms. Ferguson and Ms. Allen led the discussion regarding the summary of educational requirements for licensure by jurisdiction. She noted the Board should review required college/university courses necessary to obtain a VA CPA license. She also suggested the Board consider specifying the additional 30 semester hours required for licensure after satisfying the examination educational requirements.

**Virginia-Specific Ethics Course update/discussion**

Upon a motion by Mr. Boshier, and duly seconded, the members voted unanimously to exercise the 2-year extension of the contract with the Virginia Society of CPAs for the Virginia-Specific Ethics Course. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Kilmer, Ms. Saunders and Ms. Warwick.

**CPE credit – Request for Mortgage Loan Originator (MLO) Certification credit**

Ms. Ferguson led the discussion regarding CPE credit – request for Mortgage Loan Originator (MLO) Certification credit.

Upon a motion by Ms. Ferguson, and duly seconded, the members voted unanimously to accept 10 Continuing Professional Education (CPE) hours for the Mortgage Loan Originator (MLO) Certification. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Kilmer, Ms. Saunders and Ms. Warwick.

**RECESS FOR LUNCH 12:02 a.m.**

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**RECONVENE/RECOGNITION/RESOLUTION 12:30 p.m.**

Mr. Boshier read a resolution into record recognizing June 21, 2018 as Ms. Kilmer and Mr. Jewell recognition day. The Board members recognized Ms. Kilmer and Mr. Jewell for their leadership and commitment to the Board and to the profession.

**ADDITIONAL ITEMS FOR DISCUSSION**

**Carry Over Items/Potential Future Topics**

- Trust Fund Reserve Policy (tbd)
- CPE guidelines for publications (tbd)
- Virginia-Specific Ethics Course (on-going)
- Adjudication Manual (on-going)

**Sign Conflict of Interest forms**

**Sign Travel Expense vouchers**

**Future meeting date**

- August 14, 2018
- September 25, 2018
- November 7, 2018 (George Mason University)

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Ms. Warwick has left the meeting and is participating by teleconference.

**ENFORCEMENT**

**Begin closed meeting**

Upon a motion by Ms. Ferguson, and duly seconded, the members approved by unanimous vote the meeting be recessed and the VBOA immediately 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 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),(27). The following non-members will be in attendance to reasonable aid in the consideration of this topic: Wade Jewell 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 and Rebekah Allen.

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**End closed meeting**

Upon a motion by Ms. Ferguson, and duly seconded, the VBOA approved by unanimous vote that the closed meeting, as authorized by § 2.2-3712.A of the Code of Virginia, be adjourned and that the VBOA immediately reconvene in an open public meeting. WHEREAS, the VBOA has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provision 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 law 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:**

Matthew P. Boshier, Esq. – Aye  
Susan Quaintance Ferguson, CPA – Aye  
William R. Brown, CPA – Aye  
D. Brian Carson, CPA – Aye  
Andrea M. Kilmer, CPA – Aye  
Stephanie S. Saunders, CPA – Aye  
Laurie A. Warwick, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Nays: None

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

Upon a motion by Mr. Carson, and duly seconded, members voted unanimously to approve the agreement for Case # 2016-0018E as written. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Kilmer, Ms. Saunders and Ms. Warwick.

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Upon a motion by Mr. Boshier, and duly seconded, members voted unanimously to approve Amanda Blount to assume Mr. Jewell's role in signing consent agreements upon Mr. Jewell's departure.

**CALL FOR VOTE:**

Matthew P. Boshier, Esq. – Aye



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Susan Quaintance Ferguson, CPA – Aye  
William R. Brown, CPA – Aye  
D. Brian Carson, CPA – Aye  
Andrea M. Kilmer, CPA – Aye  
Stephanie S. Saunders, CPA – Aye  
Laurie A. Warwick, CPA – Aye

**VOTE:**

Ayes: Seven (7)

Nays: None

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**Begin closed meeting**

Upon a motion by Ms. Ferguson, and duly seconded, the members approved by unanimous vote the meeting be recessed and the VBOA immediately convene a closed meeting under the Virginia Freedom of Information Act to discuss and consider a personnel matter relating to the Board of Accountancy staff, a matter lawfully exempted from open meeting requirements under the ‘personnel matters’ exemption contained in Virginia Code § 2.2-3711(A) (1). The following non-member will be in attendance for a portion of the closed meeting to reasonably aid the consideration of this topic: Wade Jewell.

Ms. Warwick is no longer participating by teleconference.

**End closed meeting**

Upon a motion by Ms. Ferguson, and duly seconded, the VBOA approved by unanimous vote that the closed meeting, as authorized by § 2.2-3712.A of the Code of Virginia, be adjourned and that the VBOA immediately reconvene in an open public meeting. WHEREAS, the VBOA has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provision 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 law 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:**

Matthew P. Boshier, Esq. – Aye  
Susan Quaintance Ferguson, CPA – Aye

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William R. Brown, CPA – Aye  
D. Brian Carson, CPA – Aye  
Andrea M. Kilmer, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Six (6)

Nays: None

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**ADJOURNMENT**

There being no further business before the VBOA, upon a motion by Ms. Ferguson, and duly seconded, the meeting adjourned by unanimous vote at 3:16 p.m. The members voting **AYE** were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Kilmer and Ms. Saunders.

**APPROVED:**

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Matthew P. Boshier, Esq., Chair

**COPY TESTE:**

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Wade A. Jewell, Executive Director