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**Board Meeting  
September 25, 2018  
Final/Approved minutes**

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The Virginia Board of Accountancy met on Tuesday, September 25, 2018, in Training Room #2 of the Perimeter Center, 9960 Mayland Drive, Henrico, VA 23233.

**MEMBERS PRESENT:** Susan Quaintance Ferguson, CPA, Chair  
D. Brian Carson, CPA, Vice Chair  
Matthew P. Boshier, Esq.  
W. Barclay Bradshaw, CPA  
William R. Brown, CPA

**MEMBER PRESENT  
BY TELECONFERENCE  
FOR A PORTION  
OF THE MEETING:** Laurie A. Warwick, CPA

**MEMBER PRESENT FOR  
A PORTION OF THE  
MEETING:** Stephanie S. Saunders, CPA

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

**STAFF PRESENT:** Mary T. Charity, Acting Executive Director and 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  
Michelle Strudgeon, Accounting Specialist  
Rebekah Allen, Information and Policy Advisor

**MEMBERS OF THE  
PUBLIC PRESENT:** Maureen Dingus, CAE, Chief Operating Officer, Virginia Society of  
Certified Public Accountants  
Emily Walker, CAE, Vice President, Advocacy, Virginia Society of  
Certified Public Accountants

**CALL TO ORDER**

**Board Meeting  
September 25, 2018  
Final/Approved minutes**

Ms. Ferguson called the meeting to order at 10:03 a.m.

**SECURITY BRIEFING**

Ms. Hambricht provided the emergency evacuation procedures.

**DETERMINATION OF QUORUM**

Ms. Ferguson determined there was a quorum present. Due to a meeting conflict, Ms. Warwick will be participating by teleconference for a portion of the meeting.

**APPROVAL OF AGENDA**

Upon a motion by Mr. Boshier, and duly seconded, the members voted unanimously to approve the September 25, 2018, agenda as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Warwick.

**APPROVAL OF MINUTES**

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the June 21, 2018, Board meeting minutes as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Brown and Ms. Warwick. (Mr. Bradshaw did not attend the June 21, 2018 meeting.)

**APPROVAL OF CONSENT AGENDA**

Upon a motion by Mr. Boshier, and duly seconded, the members voted unanimously to move the approval of the consent agenda to closed session. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Warwick.

**PUBLIC COMMENT PERIOD**

Ms. Ferguson welcomed and invited members of the public to provide comments. No comments were provided.

**COMMITTEE/NASBA UPDATES**

**NASBA Education Committee**

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**Board Meeting  
September 25, 2018  
Final/Approved minutes**

Ms. Ferguson led the discussion regarding the NASBA Education Committee. Ms. Ferguson noted her participation in a conference call discussion regarding Boards of Accountancy's Adding a data analytics course to the list of acceptable course work requirements to sit for the CPA exam.

**ACTING EXECUTIVE DIRECTOR'S REPORT**

**General Updates**

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

- Ms. Charity updated the Board regarding the meeting with MicroPact leadership. She noted the tentative go-live date as August 2019.
- Ms. Charity noted the November 7, 2018 Board meeting would be held at George Mason University and suggested campus Board meetings be held every two years.
- Ms. Charity, Ms. Anderson and Mr. Tazza will be attending the Tidewater Chapter of the Virginia Society of Certified Public Accountants on October 17, 2018.
- Ms. Charity and Ms. Reinholtz met with Doug Page, Director of Finance and Administration from the Department of Accounts regarding the Agency Risk Management Internal Control Standards (ARMICS) on September 24, 2018.
- Ms. Charity provided an update regarding letters, emails and automated calls made regarding license renewals for August 2018.

**August Board Report**

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

**August Financial Report**

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

Upon a motion by Mr. Bradshaw, and duly seconded, the members voted unanimously to approve the draft FY2019 Operating Budget as presented. The members voting "AYE" were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Warwick.

**BOARD DISCUSSION TOPICS**

**Virginia – Ethics Course 2019 outline approval**

Ms. Saunders has joined the meeting.

**Board Meeting  
September 25, 2018  
Final/Approved minutes**

Mr. Carson led the discussion regarding the Virginia – Ethics Course 2019 outline approval. He noted the Ethics Committee had met on September 10, 2018. After a thorough discussion, the Board voted to approve the Virginia-Specific Ethics Course 2019 outline.

Upon a motion by Mr. Boshier, and duly seconded, the members voted unanimously to approve the Virginia – Specific Ethics Course 2019 outline as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Saunders and Ms. Warwick.

**Active – CPE Exempt Status**

After a thorough discussion, the Board agreed to revisit the Active – CPE Exempt status in May of 2019.

Ms. Warwick has left the meeting and is no longer participating by teleconference.

**Enforcement Committee**

Ms. Ferguson led the discussion regarding the Enforcement Committee. Ms. Saunders will replace Ms. Ferguson on the Enforcement Committee.

**Regulatory/legislative update**

Ms. Allen led the discussion regarding the regulatory/legislation update. She provided an update for the fast track regulatory changes and noted the need for periodic review of the regulations.

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to undertake periodic review of 18VAC5-22. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Saunders.

**CPE Discussion/National trends in CPE regulation**

Ms. Ferguson thanked Mr. Brown for providing his thoughts on changing CPE. Ms. Allen provided an overview of the overall CPE requirements for the State Boards of Accountancy. After a thorough discussion, the Board agreed to table this discussion for a later date and to circulate an internal survey about potential changes to the CPE requirements.

**RECESS FOR LUNCH 12:15 p.m.**

**RECONVENE 1:00 p.m.**

**Use of Confidential Consent Agreements**

**Board Meeting  
September 25, 2018  
Final/Approved minutes**

Ms. Ferguson led the discussion regarding the use of Confidential Consent Agreements. After a thorough discussion, the Board agreed to table this discussion for a later date.

**Publication of Board Disciplinary Action**

Ms. Ferguson led the discussion regarding the publication of Board Disciplinary Actions. After a thorough discussion, the Board agreed to table this discussion for a later date.

**Volunteer services and the Active – CPE Exempt status – Revised Board Policy #9 vote**

Ms. Ferguson led the discussion regarding volunteer services and the Active – CPE Exempt status – revised Board Policy #9 vote. After a thorough discussion, the modifications to Board Policy #9 will be published on the Board’s website with a 30-day comment period.

**Delegations of authority – Internal administration policy and procedure vote**

Ms. Ferguson led the discussion regarding the delegations of authority. After a brief discussion, the Board agreed to table this discussion for a later date.

**Adjudication Manual**

Ms. Blount led the discussion regarding the adjudication manual. She noted a draft adjudication manual would be available in early January 2019. Mr. Drewry will review the draft prior to the presentation to the Board.

**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)
- Required Coursework for CPA Examination

**Sign Conflict of Interest forms**

**Sign Travel Expense vouchers**

**Future meeting dates**

- November 7, 2018 (George Mason University)

**Board Meeting  
September 25, 2018  
Final/Approved minutes**

- December 4, 2018
  - February 5, 2019
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**Begin closed meeting**

Upon a motion by Mr. Carson, 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 to discuss and consider a personnel matter relating to the Board of Accountancy, a matter lawfully exempted from open meeting requirements under the ‘personnel matters’ exemption contained in Virginia Code § 2.2-3711(A)(1).” Therefore, the subject matter for closed session would be discussion of personnel. The purpose of the meeting is the discussion with a prospective candidate for employment. It is a matter lawfully exempted from the open meeting requirements of FOIA under Va. Code 2.2-3711(A)(1). The following non-member will be in attendance for a portion of the closed meeting to reasonably aid in the consideration of this topic: Nancy Glynn.

**End closed meeting**

Upon a motion by Mr. Carson, 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:**

Susan Quaintance Ferguson, CPA – Aye  
D. Brian Carson, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Six (6)  
Nays: None

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**Board Meeting  
September 25, 2018  
Final/Approved minutes**

**Begin closed meeting**

Upon a motion by Mr. Carson, 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: Mary Charity and Robert Drewry. The following non-member will be in attendance for a portion of the closed meeting to reasonably aid in the consideration of this topic: Amanda Blount.

**End closed meeting**

Upon a motion by Mr. Carson, 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:**

Susan Quaintance Ferguson, CPA – Aye  
D. Brian Carson, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Six (6)  
Nays: None

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

Upon a motion by Mr. Boshier, and duly seconded, members voted unanimously to approve Consent Orders 2017-230-015D, 2017-087-007D and 2017-440-017D as presented.

**CALL FOR VOTE:**

**Board Meeting  
September 25, 2018  
Final/Approved minutes**

Susan Quaintance Ferguson, CPA – Aye  
D. Brian Carson, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Six (6)

Nays: None

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Upon a motion by Mr. Boshier, and duly seconded, members voted unanimously to approve Final Order 2017-070-039C as presented.

**CALL FOR VOTE:**

Susan Quaintance Ferguson, CPA – Aye  
D. Brian Carson, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Six (6)

Nays: None

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Upon a motion by Mr. Carson, and duly seconded, members voted unanimously to approve Final Order 2018-069-006E as presented.

**CALL FOR VOTE:**

Susan Quaintance Ferguson, CPA – Aye  
D. Brian Carson, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**



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**Board Meeting  
September 25, 2018  
Final/Approved minutes**

Ayes: Six (6)  
Nays: None

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Upon a motion by Ms. Saunders, and duly seconded, members voted unanimously to approve Final Order 2017-373-018E as presented.

Mr. Bradshaw was not present and did not participate in the discussion of Final Order 2017-373-018E.

**CALL FOR VOTE:**

Susan Quaintance Ferguson, CPA – Aye  
D. Brian Carson, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Abstain  
William R. Brown, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Five (5)  
Abstain: One (1)  
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 4:16 p.m. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Saunders.

**APPROVED:**

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Susan Quaintance Ferguson, CPA, Chair

**COPY TESTE:**

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Mary T. Charity, Acting Executive Director and  
Deputy Director for Operations