

**Board Meeting
December 4, 2018
Final/Approved minutes**

The Virginia Board of Accountancy met on Tuesday, December 4, 2018, in Training Room 1 A, B, and C of the Perimeter Center, 9960 Mayland Drive, Henrico, Virginia 23233.

MEMBERS PRESENT: Susan Quaintance Ferguson, CPA, Chair
D. Brian Carson, CPA, CGMA, Vice Chair
W. Barclay Bradshaw, CPA
William R. Brown, CPA
Stephanie S. Saunders, CPA

MEMBERS ABSENT: Matthew P. Boshier, Esq.
Laurie A. Warwick, CPA

LEGAL COUNSEL: Elizabeth B. Peay, Senior Assistant Attorney General,
Office of the Attorney General
Alex W. West, 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
Rebekah Allen, Information and Policy Advisor

**MEMBERS OF THE
PUBLIC PRESENT:** Stephanie Peters, CAE, President and CEO, Virginia Society of Certified
Public Accountants
Emily Walker, CAE, Vice President, Advocacy, Virginia Society of
Certified Public Accountants
Linda Newsom-McCurdy, CAE, Senior Director of Member Value,
Virginia Society of Certified Public Accountants
Amy Mawyer, Vice President of Learning, Virginia Society of
Certified Public Accountants

CALL TO ORDER

Ms. Ferguson called the meeting to order at 10:00 a.m.

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SECURITY BRIEFING

Ms. Hambright provided the emergency evacuation procedures.

DETERMINATION OF QUORUM

Ms. Ferguson 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 December 4, 2018, agenda as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Bradshaw, Mr. Brown and Ms. Saunders.

APPROVAL OF MINUTES

Upon a motion by Mr. Bradshaw, and duly seconded, the members voted unanimously to approve the November 7, 2018, Board meeting minutes as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Bradshaw and Mr. Brown. (Ms. Saunders was not in attendance for the November 7, 2018 Board meeting. She abstained from the vote.)

PUBLIC COMMENT PERIOD

There were no public comments at this time.

COMMITTEE/NASBA UPDATES

NASBA Committee Updates

Ms. Saunders led the discussion regarding the NASBA Committee updates. Ms. Ferguson and Ms. Saunders attended NASBA’s Annual Meeting in Scottsdale, Arizona from October 28, 2018, through October 31, 2018.

NASBA Board of Directors

Ms. Saunders led the discussion regarding the NASBA Board of Directors. Ms. Saunders was elected Director-at-Large for a term of three years. She noted Michael H. Womble, CPA, was elected Middle Atlantic Regional Director. Regional Directors’ Focus Questions were provided to Board members for review.

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Ms. Saunders noted she also serves on the NASBA UAA Committee.

EXECUTIVE DIRECTOR'S REPORT

General Updates

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

- Ms. Glynn noted the Administrative Assistant position had been filled.
- Ms. Glynn noted the Notice of Intended Regulatory Action is currently under review at the Governor's office.
- Ms. Glynn noted she would be attending NASBA U in early December at NASBA headquarters located in Nashville, Tennessee.
- Ms. Glynn noted the third iteration with MicroPact had taken place on November 3, 2018. MicroPact had returned the following week to address concerns.

October Board Report

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

October Financial Report

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

BOARD DISCUSSION TOPICS

Regulatory/Legislative Updates

The Notice of Intended Regulatory Action is currently under review at the Governor's office.

JLARC Report on DPOR

Ms. Allen led the discussion regarding the Joint Legislative Audit and Review Commission (JLARC) Report on the Department of Professional and Occupational Regulation (DPOR). JLARC made 36 recommendations in its report on DPOR. Each DPOR recommendation made by JLARC was discussed in detail as the recommendations relate to the VBOA.

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Regulatory Reduction Pilot Program

Ms. Allen led the discussion regarding the regulatory reduction pilot program. She noted at this time the program requires only DPOR and the Department of Criminal Justice Services (DCJS) to initiate any rulemaking to reduce regulatory requirements. She noted DPOR and DCJS have a deadline of July 1, 2020, for submittal of their baseline regulatory catalog to the Department of Planning and Budget (DPB). Ms. Allen provided a timeline for the pilot program.

Delegations of Authority

Ms. Allen led the discussion regarding the Delegations of Authority. Ms. Allen fielded questions from Board members and an in-depth discussion ensued.

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the Delegations of Authority Administrative Policy and Procedure as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Bradshaw, Mr. Brown and Ms. Saunders.

Review of VBOA Policies

Ms. Allen led the discussion regarding the review of VBOA policies. Ms. Allen reviewed in detail the global and substantive style changes made to VBOA Policies 1-10.

RECESS FOR LUNCH 12:30 p.m.

RECONVENE 1:00 p.m.

BOARD DISCUSSION TOPICS continued

Review of VBOA Policies continued

Ms. Allen fielded questions and a thorough discussion followed.

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to publish the proposed changes to VBOA Policies 1-10 as amended on its website for a comment period starting on December 5, 2018, and ending on December 30, 2018. If no comment is received, in the judgement of the Executive Director in consultation with the VBOA counsel, would warrant presentation of the comment to the VBOA, the proposed changes will be adopted and effective on December 31, 2018. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Bradshaw, Mr. Brown and Ms. Saunders.

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Virginia Specific Ethics Course 2020 and Beyond

Ms. Saunders led the discussion regarding the Virginia Specific Ethics Course 2020 and beyond. Ms. Ferguson noted continuing professional education (CPE) would also be discussed at the January 2019 meeting. Ms. Saunders discussed potential course material.

ADDITIONAL ITEMS FOR DISCUSSION

Carry over items/potential future topics

- Publication of VBOA disciplinary actions (On-going)
- Potential changes to 18VAC5-22-90 and 18VAC5-22-140 (To be determined)
- CPE guidelines (To be determined)
- Active – CPE Exempt status (To be determined)
- Trust Fund Reserve Policy (To be determined)
- Virginia-Specific Ethics Course (On-going)
- Required coursework for CPA examination/licensure
- Use of Confidential Consent Agreements
- Volunteer services and the Active – CPE Exempt status

Sign Conflict of Interest forms

Sign Travel Expense vouchers

Future meeting dates

- January 8, 2019
 - February 5, 2019
-

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 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 reasonably aid in the consideration of this topic: Nancy Glynn, Elizabeth Peay, Alex West and Amanda Blount.

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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, CGMA – Aye
W. Barclay Bradshaw, CPA – Aye
William R. Brown, CPA – Aye
Stephanie S. Saunders, CPA – Aye

VOTE:

Ayes: Five (5)
Nays: None

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

Upon a motion by Ms. Saunders, and duly seconded, members voted unanimously to approve Consent Order 2017-229-030U as presented.

CALL FOR VOTE:

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

VOTE:

Ayes: Five (5)
Nays: None

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Upon a motion by Mr. Bradshaw, and duly seconded, members voted unanimously to approve Final Order 2017-319-253C as amended.

CALL FOR VOTE:

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

VOTE:

Ayes: Five (5)
Nays: None

ADJOURNMENT

There being no further business before the VBOA, upon a motion by Mr. Carson, and duly seconded, the meeting adjourned by unanimous vote at 2:45 p.m. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Bradshaw, Mr. Brown and Ms. Saunders.

APPROVED:

Susan Quaintance Ferguson, CPA, Chair

COPY TESTE:

Nancy Glynn, CPA, Executive Director