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**Board Meeting  
January 11, 2022  
Final/Approved minutes**

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The Virginia Board of Accountancy met on Thursday, January 11, 2022, in Board Room #2 of the Perimeter Center, 9960 Mayland Drive, Henrico, VA 23233.

**MEMBERS PRESENT:** W. Barclay Bradshaw, CPA  
William R. Brown, CPA  
D. Brian Carson, CPA, CGMA  
Nadia A. Rogers, CPA  
Laurie A. Warwick, CPA, Chair

**MEMBERS APPEARING  
VIRTUALLY:** Jay Bernas  
Wendy P. Lewis, CPA, Vice Chair

**LEGAL COUNSEL:** James Flaherty, Assistant Attorney General,  
Office of the Attorney General

**STAFF PRESENT:** Nancy Glynn, CPA, Executive Director  
Renai Reinholtz, Deputy Director  
Kelli Anderson, Communications Manager  
Nicole Reynolds, Licensing and Operations Support  
Elaina Johnson, IT Specialist  
Matthew Ross, Enforcement Director

**STAFF APPEARING  
VIRTUALLY** Vasa Clarke, Information and Policy Advisor  
Morgan Emanuel, Adjudication Specialist

**MEMBERS OF THE  
PUBLIC PRESENT:** Emily Walker, CAE, Vice President, Advocacy, Virginia Society of  
Certified Public Accountants  
Gina Policano, Attorney, Midkiff, Muncie and Ross  
Reza Mahbod, CPA, CISA, CGFM, CICA, CGMA, CDFM, CFE

**CALL TO ORDER**

Ms. Warwick called the meeting to order at 10 a.m.  
Mr. Carson was not in attendance at this time.

**Board Meeting  
January 11, 2022  
Final/Approved minutes**

**REMOTE PARTICIPATION**

Due to COVID-19 restrictions, both Ms. Lewis and Mr. Bernas were remote participants to the Board meeting. Per VBOA Policy #10 – Electronic Participation in Virginia Board of Accountancy Meetings, Ms. Warwick asked if there were any objections by the Board. No objections were raised and remote participation was approved.

**SECURITY BRIEFING**

Ms. Reynolds provided the emergency evacuation procedures.

**DETERMINATION OF QUORUM**

Ms. Warwick determined there was a quorum present.

**APPROVAL OF AGENDA**

Upon a motion by Mr. Brown and duly seconded, the members voted unanimously to approve the January 11, 2022, agenda, as presented. The members voting “AYE” were Ms. Warwick, Ms. Lewis, Mr. Bernas, Mr. Bradshaw, Mr. Brown and Ms. Rogers. Mr. Carson had not yet arrived and did not participate in the vote.

**APPROVAL OF MINUTES**

Upon a motion by Mr. Bradshaw and duly seconded, the members voted unanimously to approve the November 30, 2021, Board meeting minutes, as presented. The members voting “AYE” were Ms. Warwick, Ms. Lewis, Mr. Bernas, Mr. Bradshaw, Mr. Brown and Ms. Rogers. Mr. Carson had not yet arrived and did not participate in the vote.

**APPROVAL OF CONSENT AGENDA**

A recommendation to move all cases from the consent agenda to close session with the exception of case# 2020-045-016U. Upon a motion by Ms. Rogers and duly seconded, the members voted unanimously to approve the Consent Agenda, as amended. The members voting “AYE” were, Ms. Warwick, Ms. Lewis, Mr. Bernas, Mr. Bradshaw, Mr. Brown and Ms. Rogers. Mr. Carson had not yet arrived and did not participate in the vote.

**Board Meeting  
January 11, 2022  
Final/Approved minutes**

**PUBLIC COMMENT PERIOD**

Ms. Walker addressed the Board concerning updates from the VSCPA to include the launch of a new learning management system on February 1, 2022, and two new upcoming ethics course offerings. She discussed the VSCPA stance of staying informed of certain legislative issues such as tax conformity and any new regulatory reform legislation.

Ms. Politano addressed the Board concerning an enforcement matter to be discussed at the meeting.

Mr. Carson joined the meeting during the public comment period.

**Peer Review Oversight Committee - PROC 2021 Report – Reza Mahbod, CPA, CISA, CGFM, CICA, CGMA, CDFM, CFE**

Mr. Mahbod provided handouts and described the methods utilized to review and evaluate the procedures of the VSCPA and the NPRC of the AICPA as they relate to the administration of the AICPA Peer Review Program. He reported the PROC findings for the year ending December 31, 2021.

Mr. Mahbod fielded questions from the Board regarding the manner in which VBOA receives the results of Peer Reviews for both individual and firms throughout the year.

The Board discussed the matter of procuring and monitoring reports throughout the year and adding new members to the PROC.

**COMMITTEE UPDATES**

**NASBA Communications Committee**

Mr. Carson noted there were no updates for the NASBA Communications Committee.

**NASBA CPE Committee**

Mr. Brown noted that the first meeting of the NASBA CPE Committee will occur in late January 2022.

**NASBA Administration and Finance Committee**

Ms. Warwick noted that the NASBA Administration and Finance Committee would be meeting the week of January 17, 2022.

**Board Meeting  
January 11, 2022  
Final/Approved minutes**

**NASBA Education Committee**

Ms. Rogers noted that the NASBA Education Committee held a session for all state boards of accountancy and their educators and /or other members as desired. She reported that there were 104 in attendance and that the meeting was very beneficial as an Educator's Forum.

**AICPA's Accounting and Review Services Committee**

Mr. Bradshaw noted that the AICPA's Accounting and Review Services Committee has not met since the last Board meeting in November 2021. He advised that the comment period for the Exposure Draft is coming to an end and the committee will be meeting soon to discuss the results.

**EXECUTIVE DIRECTOR'S REPORT**

**General updates**

- Ms. Glynn introduced Matthew Ross as the new VBOA Enforcement Director and Vasa Clarke as the new VBOA Information and Policy Analyst.
- Ms. Glynn advised that there is one additional vacancy for an administrative position to be advertised and filled in the near future.
- Ms. Glynn provided handouts and discussed the status of Enforcement cases and projects.
- Mr. Ross introduced himself and shared his initial observations and goals for the Enforcement Division.

**Financial and Board Report update**

Ms. Reinholtz presented the Financial and Board Report as of December 31, 2021, and fielded questions from the Board.

**Enforcement update**

Mr. Ross provided handouts, led the discussion and fielded questions from the Board regarding the Enforcement Report. He noted plans for improvements to reporting, use of updated software and additional methods to increase case resolution.

**Board Discussion Topics**

**Delegation of Authority Policy proposed revision – Nancy Glynn, CPA, Executive Director**

**Board Meeting  
January 11, 2022  
Final/Approved minutes**

Ms. Glynn introduced the proposed revisions to the Delegation of Authority Policy and discussion ensued. The policy will replace the Delegation of Authority Policy dated December 1, 2020.

Upon a motion by Mr. Carson, and duly seconded, members voted to accept the amended policy as presented.

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Aye  
Wendy P. Lewis, CPA – Aye  
Jay Bernas – Aye  
William R. Brown, CPA – Aye  
W. Barclay Bradshaw, CPA – Aye  
D. Brian Carson, CPA, CGMA – Aye  
Nadia A. Rogers, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Nays: None

**CPE Violation Guidelines – William R. Brown, CPA**

Mr. Brown noted that proposed changes to the CPE Violation Guidelines are in process. Further consultations will occur with the Executive Director and the issue will be revisited by the Board in March.

**Use of the CPA title – Nancy Glynn, CPA, Executive Director**

Ms. Glynn facilitated the discussion regarding the issue of interpretation for the use of the CPA title based on Virginia Code Title 54.1. Thorough discussion ensued among the Board and VBOA staff. VSCPA provided comments.

Ms. Warwick suggested that after additional research and consultation with other boards of accountancy, Ms. Glynn present a draft of the update to the policy at the May Board meeting.

**Presiding Officer/MOA – Nancy Glynn, CPA, Executive Director**

Ms. Glynn led the discussion regarding the process of retaining additional Presiding Officers through a new MOA to assist with upcoming Internal Fact Finding Hearings held by the Board. The effort is meant to support the Enforcement Division and increase the number of resolved cases.

**Board Meeting  
January 11, 2022  
Final/Approved minutes**

Each Board member shared their guidance and concerns surrounding the process. The Board agreed to move forward with seeking new members who will be appointed upon Board approval.

**S.M.A.R.T. Goals update – Nancy Glynn, CPA, Executive Director**

- **Qualifying CPE revisions: Update and vote on changes January 2022 - Nadia Rogers, CPA**
  - Revised VBOA Policy #4 – CPE Guidelines for CPAs

Ms. Rogers apprised the Board of new language and changes added to VBOA Policy #4. Many updates had been discussed at the November Board meeting and this was a continuation of that process.

Ms. Glynn fielded questions surrounding the assessment and determination of who qualifies as a subject matter expert.

The Board agreed that the January 31 CY deadline for obtaining CPE should be added to the policy.

Upon a motion by Mr. Bradshaw, and duly seconded, the members voted unanimously to accept the policy as amended to state that CPE is based on a calendar year that includes a grace period until the January 31st date deadline.

The members voting “AYE” were Ms. Warwick, Ms. Lewis, Mr. Bernas, Mr. Bradshaw, Mr. Carson, Mr. Brown and Ms. Rogers.

- **Peer Review Enforcement: March 2022**
- **Education Accreditation: May 2022**
- **Education for Licensure: May 2022**
- **Enforcement Process: Test drive changes with launch July 2022**
- **Education for Exam: August 2022**
- **Fee Structure: June 2023**

**Upcoming Elections, bylaws and processes – Nancy Glynn, CPA, Executive Director**

Ms. Glynn advised that the Board would be voting in a new Chair and Vice Chair during the March 2022 Board meeting. Nominees are requested ahead of time in order to be included in the Board packet for March.

**Board Meeting  
January 11, 2022  
Final/Approved minutes**

**ADDITIONAL ITEMS FOR DISCUSSION**

- Sign Conflict of Interest forms. Reminder that the Ethics Council Statement of Economic Interest Financial Disclosure should be submitted to Ms. Reinholtz by February 1st.
- Sign Travel Expense vouchers

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

**RECONVENE 12:45 p.m.**

**FUTURE MEETING DATES**

- March 16, 2022
- May 25, 2022 – Planning Meeting
- June 23, 2022

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**Begin closed meeting**

Upon a motion by Ms. Lewis, 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 a matter lawfully exempted from open meeting requirements under the ‘Legal advice regarding specific legal matters’ and ‘personnel matters’ exemptions contained in Virginia Code §2.2-3711 (A)(8) and Code §2.2-3711 (A)(1).

The following non-member will be in attendance for the closed meeting to reasonably aid in the consideration of this topic: James Flaherty.

The following non-members will be in attendance for a portion of the closed meeting to reasonably aid in the consideration of this topic: Nancy Glynn and Matthew Ross.

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Aye  
Wendy P. Lewis, CPA – Aye  
Jay Bernas – Aye  
William R. Brown, CPA – Aye  
W. Barclay Bradshaw, CPA – Aye  
D. Brian Carson, CPA, CGMA – Aye

**Board Meeting  
January 11, 2022  
Final/Approved minutes**

Nadia A. Rogers, CPA – Aye

**VOTE:**

Ayes: Seven (7)

Nays: None

**End closed meeting**

Upon a motion by Ms. Lewis, and duly seconded, the Virginia Board of Accountancy 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 (D) 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:**

Laurie A. Warwick, CPA – Aye

Wendy P. Lewis, CPA – Aye

Jay Bernas – Aye

William R. Brown, CPA – Aye

W. Barclay Bradshaw, CPA – Aye

D. Brian Carson, CPA, CGMA – Aye

Nadia A. Rogers, CPA – Aye

**VOTE:**

Ayes: Seven (7)

Nays: None

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

Case #2020-039-013U (Bradshaw)

Mr. Bradshaw was not present and did not participate in the closed session.



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**Board Meeting  
January 11, 2022  
Final/Approved minutes**

Upon a motion by Mr. Brown, and duly seconded, members voted to approve the Consent Order, as presented to include a fine of \$3,000.

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Aye  
Wendy P. Lewis, CPA – Aye  
Jay Bernas – Aye  
William R. Brown, CPA – Aye  
W. Barclay Bradshaw, CPA – Abstain

D. Brian Carson, CPA, CGMA – Aye  
Nadia A. Rogers, CPA – Aye

**VOTE:**

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

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Case #2020-046-017U (Brown)

Mr. Brown was not present and did not participate in the closed session.

Upon a motion by Mr. Carson, and duly seconded, members voted to approve the consent order as drafted.

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Aye  
Wendy P. Lewis, CPA – Aye  
Jay Bernas – Aye  
William R. Brown, CPA – Abstain  
W. Barclay Bradshaw, CPA – Aye  
D. Brian Carson, CPA, CGMA – Aye  
Nadia A. Rogers, CPA – Aye

**VOTE:**

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

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**Board Meeting  
January 11, 2022  
Final/Approved minutes**

Case #2020-011-004U (Brown)

Mr. Brown was not present and did not participate in the closed session.

Upon a motion by Mr. Bradshaw, and duly seconded, members voted to approve the Consent Order as drafted but to modify it to add a fee of \$10,000 for performing services and failure to be enrolled in peer review.

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Aye  
Wendy P. Lewis, CPA – Aye  
Jay Bernas – Aye  
William R. Brown, CPA – Abstain  
W. Barclay Bradshaw, CPA – Aye  
D. Brian Carson, CPA, CGMA – Aye  
Nadia A. Rogers, CPA – Aye

**VOTE:**

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

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Case #2020-021-010D (Warwick)

Ms. Warwick was not present and did not participate in the closed session.

Upon a motion by Ms. Lewis, and duly seconded, members voted to approve the Consent Order, as written.

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Abstain  
Wendy P. Lewis, CPA – Aye  
Jay Bernas – Aye  
William R. Brown, CPA – Aye  
W. Barclay Bradshaw, CPA – Aye  
D. Brian Carson, CPA, CGMA – Aye  
Nadia A. Rogers, CPA – Aye

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**Board Meeting  
January 11, 2022  
Final/Approved minutes**

**VOTE:**

Ayes: Six (6)

Abstain: One (1)

Nays: None

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Presiding Officer Recommendations

Case #2020-026-008U (Brown and Warwick)

Mr. Brown and Ms. Warwick were not present and did not participate in the closed session.

Upon a motion by Ms. Rogers, and duly seconded, members voted to accept the presiding officer's recommendation with the addition of a \$1,250 fine.

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Abstain

Wendy P. Lewis, CPA – Aye

Jay Bernas – Aye

William R. Brown, CPA – Abstain

W. Barclay Bradshaw, CPA – Aye

D. Brian Carson, CPA, CGMA – Aye

Nadia A. Rogers, CPA – Aye

**VOTE:**

Ayes: Five (5)

Abstain: Two (2)

Nays: None

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Presiding Officer Recommendation

Case #2020-037-021D (Brown and Warwick)

Mr. Brown and Ms. Warwick were not present and did not participate in the closed session.

Upon a motion by Mr. Carson, and duly seconded, members voted to accept the presiding officer's recommendation, as written.

**Board Meeting  
January 11, 2022  
Final/Approved minutes**

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Abstain  
Wendy P. Lewis, CPA – Aye  
Jay Bernas – Aye  
William R. Brown, CPA – Abstain  
W. Barclay Bradshaw, CPA – Aye  
D. Brian Carson, CPA, CGMA – Aye  
Nadia A. Rogers, CPA – Aye

**VOTE:**

Ayes: Five (5)  
Abstain: Two (2)  
Nays: None

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Revised Consent Order

Case #2019-250-023D (Bradshaw and Lewis)

Mr. Bradshaw and Ms. Lewis were present and participated in the closed session.

Upon a motion by Mr. Brown and duly seconded, members voted unanimously to accept the original signed Consent Order.

**CALL FOR VOTE:**

Laurie A. Warwick, CPA – Aye  
Wendy P. Lewis, CPA – Abstain  
Jay Bernas – Aye  
William R. Brown, CPA – Aye  
W. Barclay Bradshaw, CPA – Abstain  
D. Brian Carson, CPA, CGMA – Aye  
Nadia A. Rogers, CPA – Aye

**VOTE:**

Ayes: Five (5)  
Abstain: Two (2)  
Nays: None

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**Board Meeting  
January 11, 2022  
Final/Approved minutes**

**ADJOURNMENT**

There being no further business before the VBOA, Ms. Warwick adjourned the meeting at 3 p.m.

**APPROVED:**

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Laurie A. Warwick, CPA, Chair

**COPY TESTE:**

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Nancy Glynn, CPA, Executive Director