

FINAL/Approved for December 11, 2015
THE VIRGINIA BOARD OF ACCOUNTANCY

The Virginia Board of Accountancy (VBOA) met on Friday, December 11, 2015 in Board Room #1 of the Perimeter Center, 9960 Mayland Drive, Henrico, Virginia 23233.

MEMBERS PRESENT: Stephanie S. Saunders, CPA, Chair
Marc B. Moyers, CPA, Vice Chair
D. Brian Carson, CPA
Susan Quaintance Ferguson, CPA
James M. “Jim” Holland, CPA
Andrea M. Kilmer, CPA

MEMBER NOT PRESENT: Matthew P. Boshier, Esq.

STAFF PRESENT: Wade A. Jewell, Executive Director
Jean Eads, Enforcement Manager
Kelli Anderson, Communications Manager
Patti Hambright, CPE/Peer Review Coordinator and Administrative Assistant

MEMBERS OF THE PUBLIC PRESENT: Tyrone E. Dickerson, CPA, Former Member & Past Chair,
Virginia Board of Accountancy
Emily Walker, Vice President, Advocacy, Virginia Society of
Certified Public Accountants
Darshae Dabney, Regulatory and Legislative Affairs Manager, Virginia
Society of Certified Public Accountants
Amy Mawyer, Vice President, Strategy and Development, Virginia
Society of Certified Public Accountants
Linda Newsom-McCurdy, Education Director, Virginia Society of
Certified Public Accountants

CALL TO ORDER

Chairman Saunders called the meeting to order at 9:00 a.m.

SECURITY BRIEFING

Ms. Hambright provided the emergency evacuation procedures.

DETERMINATION OF QUORUM

Ms. Saunders determined there was a quorum present.

APPROVAL OF AGENDA

Upon a motion by Ms. Kilmer, and duly seconded, the members voted unanimously to approve the December 11, 2015 agenda as presented. The members voting “**AYE**” were Ms. Saunders, Mr. Moyers, Mr. Carson, Ms. Ferguson, Mr. Holland and Ms. Kilmer.

APPROVAL OF MINUTES

Upon a motion by Mr. Holland, and duly seconded, the members voted unanimously to approve the November 5, 2015 Board meeting minutes as presented. The members voting “**AYE**” were Ms. Saunders, Mr. Moyers, Mr. Carson, Ms. Ferguson and Mr. Holland. (Note: Ms. Kilmer was not present at the November 5, 2015 Board meeting).

APPROVAL OF CONSENT AGENDA

Upon a motion by Mr. Holland, and duly seconded, the members voted unanimously to approve the December 11, 2015 consent agenda. The members voting “**AYE**” were Ms. Saunders, Mr. Moyers, Mr. Carson, Ms. Ferguson, Mr. Holland and Ms. Kilmer.

PUBLIC COMMENT PERIOD

Ms. Saunders welcomed and invited members of the public to provide comments. Ms. Walker extended an invitation to Board members to celebrate on January 18, 2016 the retirement of Senator Walter Stosch.

COMMITTEE/NASBA UPDATES

There were no updates to the NASBA Ethics Committee.

Ms. Kilmer led the discussion regarding the NASBA Diversity Committee. She noted the committee would meet for a full working day in January 2016. The committee would reach out to different associations to discuss varied strategies for diversity.

Mr. Holland led the discussion regarding the NASBA CPE Committee. The committee had met on December 4, 2015 in Nashville, Tennessee. Discussions included the CPE (Continuing Professional Education) Standards and Nano learning. Final approval to the CPE Standards would be sought from the AICPA and NASBA Boards at their June 2016 meeting with an anticipated effective date to the CPE Standards of September 1, 2016.

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

Ms. Saunders led the discussion regarding the NASBA Communication Committee. She referred to minutes from a recent conference call she was unable to attend, and noted an upcoming committee meeting on December 14th and 15th in Miami, Florida.

Ms. Saunders led the discussion regarding her role as the NASBA Middle Atlantic Regional Director. Focus questions had been sent out to Boards approximately 6 – 8 weeks ago. Responses are due in January. She noted she would be attending a NASBA Board meeting in Miami, Florida in January 2016.

Mr. Jewell led the discussion regarding the NASBA Executive Director’s Committee. He noted a telephone conference was scheduled for January to discuss the agenda for the March 2016 conference.

EXECUTIVE DIRECTOR’S REPORT

Mr. Jewell presented general updates regarding the VBOA:

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- Mr. Jewell noted he had met with the VSCPA on December 8 and discussed the Society's request for assistance in working with numerous state agencies regarding CPA related issues with statutes, regulations and/or policies. Mr. Jewell also noted their input and suggestions to the VBOA's new database.
- Mr. Jewell noted he attended the November 6, 2015 VSCPA Board meeting held at KPMG.
- Mr. Jewell updated the Board regarding 2 full time staff position vacancies: Enforcement Director and Administrative Assistant.
- Mr. Jewell updated the Board with progress in developing the Request for Proposal (RFP) for a new database. Meetings have been held between Board staff and a North Highland Company representative to develop the RFP, with a goal of February 2016 to issue the RFP. The goal is to have a contract with a vendor by the summer of 2016.
- Mr. Jewell updated the Board regarding the system migration to new servers and implementation of updated software. He noted the vendor remained on site for 2 days following the migration. Some minor issues are in the process of being resolved.
- Mr. Jewell updated the Board that starting January 5, 2016 a \$20 re-exam fee was being implemented. He noted the fee increase had been approved in January of 2013 but was delayed due to system modification issues with the vendor.
- Mr. Jewell thanked Ms. Ferguson for the overwhelming show of student support at the James Madison University Board meeting on November 5th. More than 300 students, faculty and others attended. Mr. Jewell noted several universities for next year's fall Board meeting were being considered.
- Mr. Jewell updated the Board that a reminder for maintaining CPE was emailed to licensees encouraging CPE compliance. An additional email reminder would be sent out in January. Staff had received favorable comments from the email.
- Mr. Jewell informed the Board that the January 2016 e-newsletter was nearing completion and a draft would be sent out to Board members for review soon.

October 2015 Financial Report

Mr. Jewell presented and fielded questions regarding the October 2015 Financial Report.

October 2015 Board Report

Mr. Jewell presented and fielded questions regarding the October 2015 Board Report.

BOARD DISCUSSION TOPICS

Approval of proposed changes to Board Policy #2 (CPE Guidelines for Sponsors), #4 (CPE Guidelines for CPAs), and #8 (Ethics Committee).

Mr. Jewell led the discussion regarding the approval of the proposed changes to Board Policy #2, Board Policy #4 and Board Policy #8. She noted there had been no public comment to the proposed changes listed on the website. Following a comprehensive review and discussion the Board directed Mr. Jewell to draft recommended changes to Board Policy #4 for review at the January 28, 2016 Board meeting.

Upon a motion by Mr. Holland, and duly seconded, the members voted unanimously to approve the proposed changes to Board Policy #2 and #8 as presented. The members voting “**AYE**” were Ms. Saunders, Mr. Moyers, Mr. Carson, Ms. Ferguson, Mr. Holland and Ms. Kilmer.

ADDITIONAL ITEMS FOR DISCUSSION

Carry Over Items / Potential Future Topics

- CPE – VBOA/VSCPA discussions
 - Nano Learning
- Retired/Inactive Status
- Single Renewal Date all Virginia Licensees
- Trust Fund Reserve Policy
- Background checks
- Statute/Regulation changes
- Fraudulent Transcripts and CPE Certificates
- Expiring Licensees (Survey)
- Professional Issues/Updates – Board responses
- North Carolina Dental Case

North Carolina Dental Case

Ms. Saunders led the discussion regarding the NC Board of Dental Examiners Supreme Court decision. NASBA had recently issued a white paper, and had presented a webinar on December 10, 2015. The webinar will be posted on NASBA’s website for those unable to participate in the December 10 event. She recommended reading the white paper in addition to viewing the webinar.

2016 Virginia-Specific Ethics Course

Ms. Newsom-McCurdy led the discussion regarding the 2016 Virginia-Specific Ethics Course. She noted a goal date of January 15, 2016 in providing Mr. Jewell the content rough-draft and a final distribution date of March 1, 2016.

Ms. Saunders welcomed and introduced Mr. Tyrone E. Dickerson, CPA, Former Member and Past Chair of the VBOA and NASBA At-Large Director.

Sign Conflict of Interest Forms

Sign Travel Expense Vouchers

Future Meeting Dates: January 28, 2016

BREAK 10:25 a.m.

RECONVENE 10:35 a.m.

ENFORCEMENT

BEGIN CLOSED MEETING

Upon a motion by Mr. Moyers, and duly seconded, the members approved by unanimous vote the meeting be recessed and the Virginia Board of Accountancy immediately convene a closed meeting under the Virginia Freedom of Information Act to discuss and/or consider the status of all open Enforcement Cases, a matter lawfully exempted from open meeting requirements under the ‘disciplinary proceedings’ exemptions contained in Virginia Code § 2.2-3711(A)(27). The following non-members were in attendance to reasonably aid the consideration of these topics: Wade A. Jewell, Executive Director and Jean Eads, Enforcement Manager. The members voting “**AYE**” were Ms. Saunders, Mr. Moyers, Mr. Carson, Ms. Ferguson, Mr. Holland and Ms. Kilmer.

END CLOSED MEETING

Upon a motion by Mr. Moyers, and duly seconded, the Virginia Board of Accountancy approved by unanimous vote that the closed meeting, as authorized by § 2.2-3712 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 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:

Stephanie S. Saunders, CPA – Aye
Marc B. Moyers, CPA – Aye
D. Brian Carson, CPA – Aye
Susan Quaintance Ferguson, CPA – Aye
James M. “Jim” Holland, CPA – Aye
Andrea M. Kilmer, CPA – Aye

VOTE:

AYES: Six (6)

NAYS: None

BEGIN CLOSED MEETING

Upon a motion by Mr. Moyers, and duly seconded, the members approved by unanimous vote the meeting be recessed and the Virginia Board of Accountancy immediately convene a closed meeting under the Virginia Freedom of Information Act to discuss and/or consider the status of all open Enforcement Cases, a matter lawfully exempted from open meeting requirements under the ‘disciplinary proceedings’ exemptions contained in Virginia Code § 2.2-3711(A)(27). The following non-members were in attendance to

reasonably aid the consideration of these topics: Wade A. Jewell, Executive Director. The members voting “**AYE**” were Ms. Saunders, Mr. Moyers, Mr. Carson, Ms. Ferguson, Mr. Holland and Ms. Kilmer.

END CLOSED MEETING

Upon a motion by Mr. Moyers, and duly seconded, the Virginia Board of Accountancy approved by unanimous vote that the closed meeting, as authorized by § 2.2-3712 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 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:

Stephanie S. Saunders, CPA – Aye
Marc B. Moyers, CPA – Aye
D. Brian Carson, CPA – Aye
Susan Quaintance Ferguson, CPA – Aye
James M. “Jim” Holland, CPA – Aye
Andrea M. Kilmer, CPA – Aye

VOTE:

AYES: Six (6)
NAYS: None

EXECUTIVE SESSION

BEGIN CLOSED MEETING

Upon a motion by Mr. Moyers, and duly seconded, the members approved by unanimous vote the meeting be recessed and the Virginia Board of Accountancy 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’ exemptions contained in Virginia Code § 2.2-3711(A)(1). The following non-members were in attendance to reasonably aid the consideration of these topics: Wade A. Jewell, Executive Director. The members voting “**AYE**” were Ms. Saunders, Mr. Moyers, Mr. Carson, Ms. Ferguson, Mr. Holland and Ms. Kilmer.

END CLOSED MEETING

Upon a motion by Mr. Moyers, and duly seconded, the Virginia Board of Accountancy approved by unanimous vote that the closed meeting, as authorized by § 2.2-3712 of the *Code of Virginia*, be adjourned and that the VBOA immediately reconvene in an open public meeting. WHEREAS, the VBOA 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 of the *Code of*

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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 by which the closed meeting was convened were heard, discussed or considered by the VBOA.

CALL FOR VOTE:

Stephanie S. Saunders, CPA – Aye
Marc B. Moyers, CPA – Aye
D. Brian Carson, CPA – Aye
Susan Quaintance Ferguson, CPA – Aye
James M. “Jim” Holland, CPA – Aye
Andrea M. Kilmer, CPA – Aye

VOTE:

AYES: Six (6)

NAYS: None

ADJOURNMENT

There being no further business before the VBOA, upon a motion by Mr. Holland, and duly seconded, the meeting was adjourned by unanimous vote at 11:34 a.m. The members voting “**AYE**” were Ms. Saunders, Mr. Moyers, Mr. Carson, Ms. Ferguson, Mr. Holland and Ms. Kilmer

APPROVED:

Stephanie S. Saunders, CPA, Chair

COPY TESTE:

Wade A. Jewell, Executive Director