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**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

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The Virginia Board of Accountancy met on Tuesday, June 23, 2020, in Board Room #4 of the Perimeter Center, 9960 Mayland Drive, Henrico, Virginia 23233.

**MEMBERS PRESENT:** D. Brian Carson, CPA, CGMA, Chair  
Matthew P. Boshier, Esq.  
W. Barclay Bradshaw, CPA  
William R. Brown, CPA  
Nadia A. Rogers, CPA  
Stephanie S. Saunders, CPA

**MEMBER APPEARING  
VIRTUALLY:** Laurie A. Warwick, CPA, Vice Chair

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

**STAFF PRESENT:** Nancy Glynn, CPA, Executive Director  
Renai Reinholtz, Deputy Director  
Amanda E. M. Blount, Enforcement Director  
Nicholas R. Tazza, Assistant Manager, Licensing and Examination  
Kelli Anderson, Communications Manager  
Patti Hambright, CPE Coordinator and Administrative Assistant  
Elizabeth Marcello, Information and Policy Advisor  
Michelle Strudgeon, Accounting Specialist

**SPEAKING MEMBERS  
OF THE PUBLIC:** Tyrone E. Dickerson, CPA, former VBOA Chair and Board Member  
DeAnn Compton, CPA, Audit Director, Auditor of Public Accounts  
Katherine Collins, CFE, VCO, Audit Supervisor, 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  
Vincent C. Lucas, CPA

**CALL TO ORDER**

Mr. Carson called the meeting to order at 9:21 a.m.

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

**DETERMINATION OF QUORUM**

Mr. Carson determined there was a quorum present.

**SECURITY BRIEFING**

Ms. Hambright provided the emergency evacuation procedures.

**APPROVAL OF AGENDA**

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the June 23, 2020, agenda as presented. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**APPROVAL OF MINUTES**

Upon a motion by Mr. Bradshaw, and duly seconded, the members voted unanimously to approve the May 21, 2020, Board meeting minutes, as amended. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**PUBLIC COMMENT PERIOD**

Mr. Lucas addressed the Board in regards to pending disciplinary action. He provided a summary of the events leading to the pending disciplinary action.

Ms. Peters stated the VSCPA had issued a statement in opposition to racial injustice. She noted the VSCPA Board had met yesterday. Discussion included working to educate members.

In regards to the CPA Evolution Initiative, Ms. Peters noted the AICPA council voted in support of revising the Uniform CPA examination. The VSCPA is committed to assisting colleges and universities with this change.

Ms. Peters and Ms. Walker requested the VBOA to provide clarity regarding the annual Virginia Ethics Course Segment.

Ms. Walker noted the VSCPA had provided a letter of support for the VBOA’s legislative modifications.

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

**APPROVAL OF CONSENT AGENDA**

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

**APA – FY2019 AUDIT EXIT**

Ms. Compton reported the APA has concluded its FY2019 audit and issued an unmodified opinion on the VBOA’s FY2019 financial statements with one management recommendation. Ms. Compton and the Board discussed the management recommendation issued for the audit period.

**COMMITTEE UPDATES**

**NASBA Communications Committee**

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

**NASBA Enforcement Resources Committee**

Mr. Brown noted there were no updates for the NASBA Enforcement Resources Committee at this time.

**NASBA Education Committee and UAA Committee**

Ms. Saunders noted the NASBA Education Committee would be meeting on July 7, 2020. She also noted the AICPA council is moving forward with the CPA Evolution Initiative.

**NASBA Board of Directors and Regional Conference**

Ms. Saunders noted she had attended the NASBA Eastern Virtual Regional meeting on June 10, 2020 and encouraged Board members to participate next year.

**EXECUTIVE DIRECTOR’S REPORT**

**General Updates**

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

- Ms. Glynn noted the VBOA system upgrade continued to move forward. She estimated a six to nine month timeframe for the upgrade. The VBOA has hired a P14 (part-time individual) to assist with the upgrade.

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

- Ms. Glynn provided an update to the Board containing the approximate number of outstanding CPA license renewals. The annual deadline is June 30. She noted the VBOA mailed postcard reminders to the licenses that had not yet renewed. She also noted licenses would be receiving a friendly renewal reminder phone call this week.
- Although VBOA staff has continued to maintain personnel in the office, all of the staff are gradually transitioning back into the office full time.
- Ms. Glynn noted she would be joining NASBA's Executive Director's Committee.
- Ms. Glynn noted Laurie A. Warwick, CPA, has been reappointed to the VBOA Board for a second term and would be serving as Vice-Chair. Wendy Pace Lewis, CPA, has been appointed as a new member of the VBOA Board.

**WELCOME**

Mr. Carson introduced and welcomed Mr. Dickerson. Mr. Dickerson served on the VBOA Board and two terms as VBOA chair.

**Financial and Board Report update**

Ms. Reinholtz presented and fielded questions regarding the May 2020 Financial and Board Report.

**FY2021 proposed budget**

Ms. Reinholtz presented and fielded questions regarding the proposed FY2021 budget.

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the FY2021 proposed budget as presented. The members voting "AYE" were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Enforcement update**

Ms. Blount led the discussion regarding the enforcement update. She provided the Enforcement Report and Status of Open Cases as of June 12, 2020. An in-depth discussion regarding continuing professional education (CPE) audits were discussed. Ms. Glynn fielded questions regarding the recent issues with the

NASBA CPE Audit Service. Ms. Blount noted the progression of enforcement cases had slowed due to the COVID-19 virus.

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

**RECESS 10:40 a.m.**

**RECONVENE 10:50 a.m.**

**Regulatory update**

Ms. Marcello led the discussion regarding regulatory updates. The 60-day public comment period for the currently proposed regulations began on June 22, 2020. The public hearing related to these proposed regulations will be held in early August. Ms. Marcello summarized what the regulatory process looks like from this point forward. She also noted that the VBOA is currently updating forms to include identification of military members and their spouses.

**BOARD DISCUSSION TOPICS**

**Policies #2, 4 and 8**

Mr. Carson led the discussion regarding VBOA Policies 2, 4 and 8. The Board reviewed and revised proposed revisions to the policies. An in-depth discussion ensued. The Board discussed the VBOA Ethics Committee's duties and member terms. The required annual CPE VBOA ethics segment was discussed. The board agreed to revisit later in the meeting.

**Policy #3**

Mr. Carson, Ms. Saunders and Mr. Tazza led the discussion regarding VBOA Policy #3 Substantially Equivalent Jurisdictions. A thorough discussion ensued.

Upon a motion by Mr. Bradshaw, and duly seconded, the members voted unanimously to approve VBOA Policy #3 as presented. The members voting "AYE" were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Ethics Committee**

Mr. Carson led the discussion regarding the Ethics Committee. Member terms and nominees were discussed.

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to appoint Beth Berk, Kevin Matthews and Matthew Miller as Ethics Committee members. The members voting "AYE" were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to reappoint Roy Peters, John Renner and Douglas Ziegenfuss as Ethics Committee members. The members voting “AYE” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Peer Review Oversight Committee**

Ms. Rogers led the discussion regarding the Peer Review Oversight Committee. A discussion ensued.

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to appoint Marco Fernandes to the Peer Review Oversight Committee. The members voting “AYE” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**COVID-19 potential actions**

Mr. Carson led the discussion regarding COVID-19 potential actions. After a thorough discussion, the Board agreed no actions were necessary due to COVID-19 for the CPA license renewal date and CPE.

**BOARD PLANNING TOPICS**

**Validation of 2020-21 Focus areas**

Ms. Warwick led the discussion regarding the validation of 2020-21 focus areas provided.

**Enforcement**

**Annual goals**

The Board discussed CPE audits at length. The number of CPE audits performed annually and CPE deficiency penalties were among the topics.

**Management and processes**

The Board’s CPE audit selection will remain random.

**Strategies to streamline processes, establish guidelines and reduce backlog**

Suggestions for streamlining CPE processes were discussed.

**Prioritization**

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

The Board discussion included prioritizing enforcement cases. Members provided scenarios of potential high priority cases and proposed a possible system for making the determination.

**Reporting**

The Board discussed the realistic number of days for investigating and closing an enforcement case.

**BOSHER AND SAUNDERS RECOGNITION DAY**

Mr. Carson read a resolution into the record recognizing June 23, 2020, as Mr. Boshier and Ms. Saunders recognition day. The Board members and Ms. Glynn recognized Mr. Boshier and Ms. Saunders for their leadership and commitment to the Board and to the profession.

**RECESS FOR LUNCH 12:50 p.m.**

**RECONVENE 1:15 p.m.**

**Guidelines for non-CPE penalties**

The Board discussed guidelines for non-CPE penalties. The discussion included the disposition of disciplinary cases against CPAs practicing with an expired license versus unlicensed activity.

**CPE**

**CPE guidelines**

Members discussed existing CPE guidelines in addition to improving those guidelines. The discussion included earning CPE for passing exams, obtaining certifications, presentations and publications.

**Firm experience for signing or authorizing signature on audits**

The discussion was tabled.

**CPA LICENSING/EXAM/REQUIREMENTS**

**Required coursework for CPA examination/licensure**

The Board discussion including current educational requirements for the Uniform CPE Examination candidate versus obtaining the Virginia CPA license. The Board recommended no change to the additional 30 semester hours required for the CPA license.

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

**CPA Evolution**

Based on the Board's discussion, Ms. Rogers and Ms. Glynn will submit comments for the August 31, 2020, deadline for proposed revisions to the Uniform Accountancy Act (UAA) Model Rules.

**Background checks**

The discussion was tabled.

**Criminal convictions**

The Board discussed the current VBOA processes for candidates with criminal convictions.

**OTHER TOPICS**

- Publication of disciplinary actions
- Fee increases
- Additional policy updates needed
- Board independence

**ADDITIONAL ITEMS FOR DISCUSSION**

- Sign Conflict of Interest forms
- Sign Travel Expense vouchers

**FUTURE MEETING DATE**

- August 18, 2020
  - October 8, 2020
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**Begin closed meeting**

Upon a motion by Ms. Saunders, 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



**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

Freedom of Information Act to a matter lawfully exempted from open meeting requirements under the 'Legal advice regarding specific legal matters' exemption contained in Virginia Code §2.2-3711 (A)(8).

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

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 Amanda Blount.

**End closed meeting**

Upon a motion by Ms. Saunders, 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:**

D. Brian Carson, CPA, CGMA – Aye  
Laurie A. Warwick, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Nadia A. Rogers, CPA – Aye  
Stephanie S. Saunders, 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 #2018-468-413C (Glynn and Winters)

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

Ms. Glynn and Ms. Winters were not present and did not participate in the closed discussion.

Upon a motion by Ms. Saunders, and duly seconded, members voted unanimously to accept Final Order 2018-468-413C, as presented.

**CALL FOR VOTE:**

D. Brian Carson, CPA, CGMA – Aye  
Laurie A. Warwick, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Nadia A. Rogers, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Nays: None

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Case #2018-470-415C (Glynn and Winters)

Ms. Glynn and Ms. Winters were not present and did not participate in the closed discussion.

Upon a motion by Mr. Brown, and duly seconded, members voted to accept Final Order 2018-470-415C, as presented.

**CALL FOR VOTE:**

D. Brian Carson, CPA, CGMA – Aye  
Laurie A. Warwick, CPA – Aye  
Matthew P. Boshier, Esq. – Abstain  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Nadia A. Rogers, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

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

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

---

Case #2018-474-419C (Glynn and Winters)

Ms. Glynn and Ms. Winters were not present and did not participate in the closed discussion.

Upon a motion by Mr. Brown, and duly seconded, members voted to accept Final Order 2018-474-419C, as presented.

**CALL FOR VOTE:**

D. Brian Carson, CPA, CGMA – Aye  
Laurie A. Warwick, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Nadia A. Rogers, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Nays: None

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Case #2018-477-422C (Glynn and Winters)

Ms. Glynn and Ms. Winters were not present and did not participate in the closed discussion.

Upon a motion by Mr. Bradshaw, and duly seconded, members voted to accept Final Order 2018-477-422C, as presented.

**CALL FOR VOTE:**

D. Brian Carson, CPA, CGMA – Aye  
Laurie A. Warwick, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Nadia A. Rogers, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

**VOTE:**

Ayes: Seven (7)

Nays: None

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Case #2018-478-423C (Glynn and Winters)

Ms. Glynn and Ms. Winters were not present and did not participate in the closed discussion.

Upon a motion by Mr. Boshier, and duly seconded, members voted to accept Final Order 2018-478-423C, as presented.

**CALL FOR VOTE:**

D. Brian Carson, CPA, CGMA – Aye

Laurie A. Warwick, CPA – Aye

Matthew P. Boshier, Esq. – Aye

W. Barclay Bradshaw, CPA – Aye

William R. Brown, CPA – Aye

Nadia A. Rogers, CPA – Aye

Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Seven (7)

Nays: None

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Case #2019-162-122C (Glynn and Winters)

Ms. Glynn and Ms. Winters were not present and did not participate in the closed discussion.

Upon a motion by Mr. Boshier, and duly seconded, members voted to accept Final Order 2019-162-122C, as presented.

**CALL FOR VOTE:**

D. Brian Carson, CPA, CGMA – Aye

Laurie A. Warwick, CPA – Aye

Matthew P. Boshier, Esq. – Aye

W. Barclay Bradshaw, CPA – Aye

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

William R. Brown, CPA – Aye  
Nadia A. Rogers, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

VOTE:  
Ayes: Seven (7)  
Nays: None

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Case #2019-170-130C (Glynn and Winters)

Ms. Glynn and Ms. Winters were not present and did not participate in the closed discussion.

Upon a motion by Mr. Bradshaw, and duly seconded, members voted unanimously to accept Final Order 2019-170-130C to include a modified penalty.

CALL FOR VOTE:

D. Brian Carson, CPA, CGMA – Aye  
Laurie A. Warwick, CPA – Aye  
Matthew P. Boshier, Esq. – Aye  
W. Barclay Bradshaw, CPA – Aye  
William R. Brown, CPA – Aye  
Nadia A. Rogers, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

VOTE:  
Ayes: Seven (7)  
Nays: None

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Case 2019-171-131C (Glynn and Winters) and Case 2019-176-014U (Blount, Glynn, Warwick and Winters) were tabled.

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**BOARD DISCUSSION TOPICS (continued)**

**Policies #2, 4 and 8**

**Board Meeting  
June 23, 2020  
Draft/Unapproved minutes**

A detailed discussed ensued.

Upon a motion by Mr. Brown, and duly seconded, the members voted to accept proposed VBOA Policy #2, as amended. The members voting “AYE” were Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders. (Ms. Warwick abstained from the vote)

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to accept proposed VBOA Policy #4, as amended. The members voting “AYE” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

Upon a motion by Mr. Boshier, and duly seconded, the members voted unanimously to accept proposed VBOA Policy #8, as amended. The members voting “AYE” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

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**ADJOURNMENT**

There being no further business before the VBOA, Mr. Carson adjourned the meeting at 3:54 p.m.

**APPROVED:**

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D. Brian Carson, CPA, CGMA, Chair

**COPY TESTE:**

\_\_\_\_\_  
Nancy Glynn, CPA, Executive Director