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**Board Meeting  
February 21, 2024  
Draft minutes**

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The Virginia Board of Accountancy met on Wednesday, February 21, 2024, in Board Room #3 of the Perimeter Center, 9960 Mayland Drive, Henrico, VA 23233.

**MEMBERS PRESENT:** Wendy P. Lewis, CPA, Chair  
Nadia A. Rogers, CPA, Vice Chair  
William R. Brown, CPA  
David Cotton, CPA, CFE, CGFM  
Dale G. Mullen  
Angela Rudolph-Wiseman, CPA  
Laurie A. Warwick, CPA

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

**STAFF PRESENT:** Nancy Glynn, CPA, Executive Director  
Matthew Ross, Enforcement Director  
Nicole Reynolds, Licensing Specialist  
Veronica Paulson, Administrative Assistant  
Kelli Yoder, Communications Coordinator  
Fergus Johnson, Management Fellow

**MEMBERS OF THE  
PUBLIC PRESENT:** Stephanie Peters, CEO, VSCPA  
Kymberly Messersmith, MD, KPMG  
Kristen Hundley

**CALL TO ORDER**

Ms. Lewis called the meeting to order at 10 a.m.

**SECURITY BRIEFING**

Ms. Reynolds provided the emergency evacuation procedures.

**DETERMINATION OF QUORUM**

Ms. Lewis determined there was a quorum present.

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**APPROVAL OF AGENDA**

Upon a motion by Ms. Rogers and duly seconded, the members voted unanimously to approve the February 21, 2024, agenda. The members voting “AYE” were Ms. Lewis, Ms. Rogers, Mr. Brown, Mr. Cotton, Mr. Mullen, Ms. Rudolph-Wiseman, and Ms. Warwick.

**APPROVAL OF MINUTES**

Upon a motion by Ms. Rudolph-Wiseman and duly seconded, the members voted to approve the January 17, 2024, Board meeting minutes, as amended. The members voting “AYE” were Ms. Lewis, Ms. Rogers, Mr. Brown, Mr. Cotton, Mr. Mullen, and Ms. Rudolph-Wiseman. Ms. Warwick abstained.

Ms. Lewis addressed the Board to highlight yearly Board Meeting reminders regarding Standards of Conduct, duties of Executive Director, and general business reminders.

**PUBLIC COMMENT PERIOD**

Stephanie Peters, CEO of Virginia Society of Certified Public Accountants (VSCPA) addressed the Board to give a legislative update on multiple bills in the General Assembly. Ms. Peters spoke regarding the VSCPA Executive Committee meeting in the week following the Board meeting to discuss the NASBA proposal for an alternative pathway to licensure. VSCPA has not currently taken a position on the issue but will be monitoring closely and providing feedback to NASBA. VSCPA continues to work on the CPA Pipeline and is continually working to create more meaningful connections with members. Ms. Peters noted that VSCPA wants to provide value for members, get them engaged, and work on strategic planning for firms.

**ENFORCEMENT PUBLIC COMMENT PERIOD**

A written statement was given to all Board members by Enforcement for review.

**ENFORCEMENT AGENDA – Matthew Ross, Enforcement Director**

The following actions were taken during open session:

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Case #2023-0073

Ms. Lewis recused herself at 10:16 am and was not present during the vote on this matter. Upon a motion by Mr. Brown and duly seconded, the members voted to approve the consent order as written.

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CALL FOR VOTE:

William R. Brown, CPA – Aye  
David Cotton, CPA, CFE, CGFM –Aye  
Dale G. Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA – Aye  
Laurie A. Warwick, CPA - Aye

VOTE:

Ayes: Six (6)  
Abstain: None (0)  
Nays: None (0)

Ms. Lewis returned to Board room at 10:24 am.

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Case #2022-0572

The Board members reviewed the record, which consisted of the licensing file, Informal Fact-Finding Conference transcript, exhibits, and the Presiding Officer’s Recommendation and Summary of the Informal Fact-Finding Conference. After discussion, a motion was made by Ms. Warwick and duly seconded, to adopt the Presiding Officer Recommendation as written and close the matter with the issuance of an advisory letter.

CALL FOR VOTE:

William R. Brown, CPA – Aye  
David Cotton, CPA, CFE, CGFM –Aye  
Wendy P. Lewis, CPA - Aye  
Dale G. Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA – Aye  
Laurie A. Warwick, CPA - Aye

VOTE:

Ayes: Seven (7)  
Abstain: None (0)  
Nays: None (0)

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Case #2023-0074

The Board members reviewed the record, which consisted of the licensing file, Informal Fact-Finding Conference transcript, exhibits, and the Presiding Officer's Recommendation and Summary of the Informal Fact-Finding Conference. After discussion, a motion was made by Mr. Brown and duly seconded, to adopt the Presiding Officer Recommendation, to close the matter with a finding of no violation.

**CALL FOR VOTE:**

William R. Brown, CPA – Aye  
David Cotton, CPA, CFE, CGFM – Aye  
Wendy P. Lewis, CPA - Aye  
Dale G. Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA – Aye  
Laurie A. Warwick, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Abstain: None (0)  
Nays: None (0)

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Case #2023-0150

The Board members reviewed the record, which consisted of the licensing file, Informal Fact-Finding Conference transcript, exhibits, and the Presiding Officer's Recommendation and Summary of the Informal Fact-Finding Conference. After discussion, a motion was made by Ms. Warwick and duly seconded, to adopt the Presiding Officer Recommendation, to close the matter with a finding of no violation.

**CALL FOR VOTE:**

William R. Brown, CPA – Aye  
David Cotton, CPA, CFE, CGFM – Aye  
Wendy P. Lewis, CPA – Aye  
Dale G. Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA – Aye  
Laurie A. Warwick, CPA - Aye

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**VOTE:**

Ayes: Seven (7)  
Abstain: None (0)  
Nays: None (0)

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Case #2023-0182

The Board members reviewed the record, which consisted of the licensing file, Informal Fact-Finding Conference transcript, exhibits, and the Presiding Officer's Recommendation and Summary of the Informal Fact-Finding Conference. After discussion, a motion was made by Ms. Rogers and duly seconded, to adopt the Presiding Officer Recommendation, to close the matter with a finding of no violation.

**CALL FOR VOTE:**

William R. Brown, CPA – Aye  
David Cotton, CPA, CFE, CGFM – Aye  
Wendy P. Lewis, CPA – Aye  
Dale G. Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA – Aye  
Laurie A. Warwick, CPA - Aye

**VOTE:**

Ayes: Seven (7)  
Abstain: None (0)  
Nays: None (0)

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Case #2023-0215

Ms. Glynn recused herself from the room.

The Board members reviewed the record, which consisted of the licensing file, Informal Fact-Finding conference exhibits, and the Presiding Officer's Recommendation and Summary of the Informal Fact-Finding Conference. After discussion, a motion was made by Ms. Warwick and duly seconded, to adopt the Presiding Officer Recommendation in its entirety and incorporate it as part of the Board's final order. The Board found by substantial evidence that the Respondent violated 18VAC5-22-90(A).

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The Board imposed the recommended penalties of a total of \$1,800.00 in monetary penalties, a 1-year license suspension and that the Respondent be subject to a CPE compliance review upon any reinstatement of his Virginia CPA license.

**CALL FOR VOTE:**

William R. Brown, CPA – Aye  
David Cotton, CPA, CFE, CGFM –Aye  
Wendy P. Lewis, CPA - Aye  
Dale G. Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA – Aye  
Laurie A. Warwick, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Abstain: None (0)  
Nays: None (0)

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Case #2023-0227

Ms. Glynn recused herself from the room.

The Board members reviewed the record, which consisted of the licensing file, Informal Fact-Finding conference exhibits, and the Presiding Officer’s Recommendation and Summary of the Informal Fact-Finding Conference. After discussion, a motion was made by Ms. Warwick and duly seconded, to adopt the Presiding Officer Recommendation in its entirety and incorporate it as part of the Board’s final order. The Board found by substantial evidence that the Respondent violated 18VAC5-22-90(A).

The Board imposed the recommended penalties of a total of \$1,675.00 in monetary penalties, and that the Respondent be subject to a CPE compliance review for the three-year period of 2024, 2025 and 2026. The Board also imposed an additional penalty that the Respondent provide proof of completion for 86.8 hours of CPE within ninety (90) days of the date of the Board’s final order.

**CALL FOR VOTE:**

William R. Brown, CPA – Aye  
David Cotton, CPA, CFE, CGFM –Aye  
Wendy P. Lewis, CPA – Aye

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Dale G. Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA – Aye  
Laurie A. Warwick, CPA - Aye

**VOTE:**

Ayes: Seven (7)  
Abstain: None (0)  
Nays: None (0)

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**NASBA and AICPA COMMITTEE UPDATES**

Mr. Cotton reported on a January 2024 meeting of the NASBA Regulatory Response Committee regarding the Committee’s responses to two exposure drafts (IAASB – *Proposed Narrow Scope Amendments as a Result of the Revisions to the Definitions of Listed Entity and Public Interest Entity in the IESBA Code* and Peer Review Board – *Proposed Peer Review Standards Update No. 2, Reviewing A Firm’s System of Quality Management and Omnibus Technical Enhancements*).

Ms. Warwick attended the NASBA Board Meeting and recommended that the Board respond with comments to the Professional Licensure Task Force concept prior to the due date. She also noted that at the Mid-Atlantic Regional Meeting, she held her first regional call and there was a lot of input and questions. She shared that NASBA considers the Mid-Atlantic region one of the most interactive groups.

Ms. Rogers informed the Board that the AICPA’s Board of Examiners (BOE) met on February 15, 2024, at which time the following were discussed: Q1 status, Prometric and Kroll security contracts, 2023 audit update, staffing/succession planning, BOE policies, financial and pipeline updates, standard meeting setting, and strategic planning.

**EXECUTIVE DIRECTOR’S REPORT**

**General updates**

- Ms. Glynn updated the Board on the CPA Evolution exam transition.
- Ms. Glynn apprised the Board regarding the status of SB463 and HB1337. Both bills were conformed and approved during the 2024 General Assembly session. Ms. Glynn thanked the VSCPA for their support during the process.
- Ms. Glynn announced that VBOA is preparing for license renewal season, which will begin March 1, 2024, and conclude on June 30, 2024.

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**Financial and Board Report update**

Ms. Glynn presented the January 2024 Financial and Board Reports and fielded questions from the Board.

**Enforcement update**

Mr. Ross reported on the progress of the Enforcement Division. He fielded questions from the Board.

**Communications update**

Ms. Yoder reported to the Board the results from the 2023 Customer Service Survey. The number of responses increased compared to last year.

Ms. Yoder apprised the Board of the VBOA Communication Plan for license renewals in 2024. Communications will be limited until after April 15, 2024, and will include updating information on [boa.virginia.gov](http://boa.virginia.gov) and using multiple social media platforms and text message reminders.

Ms. Yoder discussed the upcoming Board Meeting at Norfolk State University on April 12, 2024. Area institutions will be invited to join, including Tidewater Community College, Old Dominion University, Virginia Wesleyan and Hampton University.

**Board Discussion Topics – Wendy P. Lewis, CPA, Chair**

**Professional Licensure Task Force Concept Exposure – Nadia Rogers, CPA, Vice Chair**

Ms. Rogers engaged the Board in discussion of the Professional Licensure Task Forces proposed alternative pathway referred to as the Structured Professional Program. Members of the Board each weighed in with comments and questions that they would like addressed prior to determining whether to support the concept. Ms. Glynn and Ms. Rogers are to draft an objective response with each Board members' feedback and distribute a draft to the Board prior to submitting it to NASBA's UAA Committee by the end of March.

**VBOA Enforcement Processes Manual – Matt Ross, Enforcement Director**

Mr. Ross addressed the Board regarding changes to the VBOA Enforcement Process Manual that were discussed with Mr. Brown and Mr. Cotton. The Board accepted all proposed changes with the exception of Section 11, which is to be revised prior to the meeting by Mr. Ross, Mr. Cotton, and Mr. Brown following their meeting.



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**Board Meeting Deliberation and Recusal Guidelines – Matt Ross, Enforcement Director**

The Board is tabling this discussion to be reworked and moved to New Member Orientation.

**Adjourn for Lunch 12:30 p.m.**

**Board Discussion Topics (continued) – Wendy P. Lewis, CPA, Chair**

**FY2023 S.M.A.R.T. Goals update – Nancy Glynn, CPA, Executive Director**

Ms. Glynn led the discussion of selected 2024 S.M.A.R.T. Goals.

**CPA Pipeline – April 2024**

Ms. Glynn discussed the upcoming campus Board Meeting at Norfolk State University and asked the Board to share opportunities with her for future outreach events. The board expressed their interest in maintaining 2 campus visits each year. Ms. Lewis noted that she will be attending a Black History Month event at VCU in February to sit on a panel discussion.

**Inactive Status Policy – April 2024-States Survey / Stakeholder Input**

Ms. Glynn informed the Board that the policies will be addressed after new Code changes are instituted, tentatively to be addressed in 2025.

**Review VBOA Policies – June 2024**

Ms. Glynn discussed the review of policies and guidance documents as well as the need to reduce by 25% as required by the Governor's Office. She fielded questions from the Board.

**150 Hours – Research - Fergus Johnson, Management Fellow**

Mr. Johnson updated the Board on his research into the 150-hour education requirement and noted that he is currently expanding the data set and regression analysis. Mr. Johnson will update the Board at the April 2024 Board meeting with his findings.

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The Board entered into closed session to discuss Disciplinary and Legal Advice and Personnel matters.

**Begin Closed Session**

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Upon a motion by Ms. Rogers, 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,’ ‘[discussion of] specific public officers, appointees, or employees,’ and ‘discussion or consideration of the investment of public funds’ exemption contained in Virginia Code §2.2-3711 (A)(8); §2.2-3711 (A)(1); and §2.2-3711(6).

The following non-members were in attendance for a portion of the closed meeting to reasonably aid in the consideration of this topic: Nancy Glynn, Matthew Ross, James Flaherty, and Kristen Hundley, Captech.

**CALL FOR VOTE:**

William R. Brown, CPA – Aye  
David Cotton, CPA -Aye  
Wendy P. Lewis, CPA – Aye  
Dale Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA - Aye  
Laurie A. Warwick, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Nays: None

**End Closed Session**

Upon a motion by Ms. Rogers, 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:**

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William R. Brown, CPA – Aye  
David Cotton, CPA -Aye  
Wendy P. Lewis, CPA – Aye  
Dale Mullen – Aye  
Nadia A. Rogers, CPA – Aye  
Angela Rudolph-Wiseman, CPA - Aye  
Laurie A. Warwick, CPA – Aye

**VOTE:**

Ayes: Seven (7)  
Nays: None

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**Additional Items for Discussion**

- Sign Conflict of Interest forms
- Sign Travel Expense vouchers
- Future meeting dates – Current and future meeting dates were discussed and are subject to change.
  - April 12, 2024: Norfolk State University
  - May 15, 2024 (Planning Meeting)
  - June 12, 2024

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**ADJOURNMENT**

There being no further business before the VBOA, Ms. Lewis adjourned the meeting at 2:25 p.m.

**APPROVED:**

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Wendy P. Lewis, CPA, Chair

**COPY TESTE:**

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Nancy Glynn, CPA, Executive Director