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**Board Meeting  
February 25, 2020  
Final/Approved minutes**

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The Virginia Board of Accountancy met on Tuesday, February 25, 2020, in Board Room #2 of the Perimeter Center, 9960 Mayland Drive, Henrico, Virginia 23233.

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

**LEGAL COUNSEL:** 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  
Kelli Anderson, Communications Manager  
Patti Hambright, CPE Coordinator and Administrative Assistant  
Elizabeth Marcello, Information and Policy Advisor  
Jennifer Winters, Adjudication Specialist

**LEGAL COUNSEL  
PARTICIPATING FOR  
A PORTION OF THE  
CLOSED MEETING:**

Christopher K. Jones, Esq., Sands Anderson PC

**MEMBERS OF THE  
PUBLIC PRESENT:**

Reza Mahbod, CPA, CISA, CGFM, CICA, CGMA, CDFM, CFE,  
Chair of Virginia Board of Accountancy Peer Review Oversight  
Committee  
Stephanie Peters, CAE, President and CEO, Virginia Society of Certified  
Public Accountants  
Gary R. Thomson, CPA, Chair of Virginia Society of Certified Public  
Accountants Board  
Maureen Dingus, CAE, Chief Operating Officer, Virginia Society of  
Certified Public Accountants  
Emily Walker, CAE, Vice President, Advocacy, Virginia Society of  
Certified Public Accountants  
Amy Mawyer, Vice President, Learning, Virginia Society of  
Certified Public Accountants  
Kymberly Messersmith, Managing Director of State Government  
Affairs, KPMG

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**CALL TO ORDER**

Mr. Carson called the meeting to order at 10:01 a.m.

**SECURITY BRIEFING**

Ms. Hambright provided the emergency evacuation procedures.

**DETERMINATION OF QUORUM**

Mr. Carson 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 February 25, 2020, agenda, as amended. 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 January 7, 2020, Board meeting minutes, as amended. The members voting “**AYE**” were Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Rogers. (Ms. Warwick and Ms. Saunders voted to approve the portion of the January 7, 2020, Board meeting they attended.)

**PUBLIC COMMENT PERIOD**

Ms. Walker provided an update to the legislative session. Mr. Carson thanked the VSCPA for keeping the VBOA well informed.

Mr. Thomson provided comments to Board members regarding the VSCPA’s recent discussion of the proposed changes to the Virginia CPE ethics requirement outlined in the Board meeting packet. A letter was provided.

**APPROVAL OF CONSENT AGENDA**

Upon a motion by Mr. Brown, and duly seconded, the members voted to approve the Consent Agenda, 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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**NASBA COMMITTEE UPDATES**

**NASBA Communications Committee**

Mr. Carson led the discussion regarding the NASBA Communications Committee. No updates were reported.

**NASBA Enforcement Resources Committee**

Mr. Brown led the discussion regarding the NASBA Enforcement Resources Committee. No updates were reported.

**NASBA Education Committee and UAA Committee**

Ms. Saunders led the discussion regarding the NASBA Education Committee and UAA Committee. No updates were reported.

**NASBA Board of Directors**

Ms. Saunders led the discussion regarding the NASBA Board of Directors. She noted the NASBA Board of Directors met on January 17, 2020, and were not in support of staff augmentation – allowing a CPA firm’s staff to provide non-attest services to an attest client while under the client’s supervision. The NASBA Board of Directors wrote to PEEC, urged licensees to stop this practice, and encouraged state boards to provide enforcement.

Additional topics included the CPA Evolution initiative, NOCLAR (noncompliance with laws and regulations by clients), and the consideration of an increase in credit hours earned from internships.

**PROC 2019 REPORT**

Mr. Mahbod presented an update from the Peer Review Oversight Committee. The committee reviewed and evaluated, for the period of January 1 through December 31, 2019, the policies and procedures of the VSCPA and the National Peer Review Committee of the AICPA as those policies and procedures relate to the administration of the AICPA Peer Review Program for firms licensed by the VBOA. Based on their review, Mr. Mahbod explained the committee believed peer reviews were being conducted and reported on consistently and in accordance with the Standards for Performing and Reporting on Peer Review.

Upon a motion by Ms. Rogers, and duly seconded, the members voted unanimously to accept the Peer Review Oversight Committee’s recommendation, as presented. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

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**EXECUTIVE DIRECTOR'S REPORT**

**General Updates**

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

- Ms. Glynn noted CPAs would be able to renew their CPA license as early as March 1, 2020. Licenses not renewed on or before June 30, 2020, would go into expired status.
- Ms. Glynn provided an update to the VITA IT Security Audit.
- Ms. Glynn and Ms. Blount plan to attend the 2020 Executive Director and Legal Counsel Conference March 16-18, 2020, in Clearwater Beach, FL.

**Financial and Board Report Overview**

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

**Enforcement, CPE and status of open cases**

Ms. Blount led the discussion regarding the enforcement, CPE and status of open cases reports. She provided a comparison chart, handouts and fielded questions. A discussion ensued.

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**Begin closed meeting**

Upon a motion by Ms. Warwick, 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' exemption contained in Virginia Code §2.2-3711 (A)(8).

The following non-members will be in attendance for the closed meeting to reasonably aid in the consideration of this topic: Nancy Glynn, Renai Reinholtz and James Flaherty.

**End closed meeting**

Upon a motion by Ms. Warwick, 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

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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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**BOARD DISCUSSION TOPICS**

**Fiscal Year 2019 Draft Financial Statements**

Ms. Reinholtz presented and fielded questions regarding the draft FY2019 Financial Statements.

Upon a motion by Mr. Bradshaw, and duly seconded, the members voted unanimously to approve the Fiscal Year 2019 Draft Financial Statements with the exception of Footnote 5 to be amended. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**VBOA Website redesign**

Ms. Anderson led the discussion regarding the VBOA website redesign. She noted specific updates and received positive feedback from Board members.

Ms. Anderson also discussed the license renewal communications plan that begins in early March.

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**General update**

**NOIRA update**

Ms. Marcello led the discussion regarding the NOIRA (Notice of Intended Regulatory Action) update. She noted the proposed regulations were moving forward.

**Pending legislation**

Ms. Marcello led the discussion regarding pending legislation. Discussion ensued.

**AICPA Practice Analysis**

Ms. Marcello led the discussion regarding the AICPA Practice Analysis. She noted the American Institute of CPAs (AICPA) published an Exposure Draft and invited comment following the completion of the CPA examination practice analysis. Comments are due April 30, 2020.

**Continuous testing window date**

Ms. Glynn led the discussion regarding the continuous testing window date. She noted July 1, 2020, as the target date for the Uniform CPA Examination to switch to continuous testing.

Upon a motion by Mr. Bradshaw, and duly seconded, the members voted unanimously to approve continuous testing for the Uniform CPA Examination. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Ethics 2020 and 2021**

Mr. Carson led the discussion regarding the ethics 2020 and 2021. An in-depth discussion ensued. The topic will be revisited during the April Board meeting.

**Bylaws**

Ms. Glynn led the discussion regarding the bylaws. Ms. Glynn presented the draft bylaws and fielded questions.

**RECESS FOR LUNCH 12:45 p.m.**

**RECONVENE 1:05 p.m.**

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Upon a motion by Mr. Boshier, and duly seconded, the members voted unanimously to approve the Virginia Board of Accountancy bylaws, as amended. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Enforcement Processes**

**Statement of Intent in the CPE Violation Penalties Guidelines**

Ms. Blount led the discussion regarding the proposed Statement of Intent in the CPE Violation Penalties Guidelines. Discussion ensued.

Upon a motion by Mr. Carson, and duly seconded, the members voted unanimously to approve the Statement of Intent in the CPE Violation Penalties Guidelines, as presented. The members voting “**AYE**” were Mr. Carson, Ms. Warwick, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Rogers and Ms. Saunders.

**Enforcement Manual**

Ms. Blount led the discussion regarding the Enforcement Manual. She presented and fielded questions regarding the proposed enforcement processes. Discussion ensued.

Upon a motion by Mr. Brown, and duly seconded, the members voted as follows to approve the Enforcement Processes manual, as amended.

**CALL FOR VOTE:**

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

**VOTE:**

Ayes: Six (6)  
Nays: One (1)

**Disposition of Disciplinary cases against CPAs practicing with expired licenses for unlicensed use of the CPA Title**

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Ms. Blount led the discussion regarding the proposed disposition of disciplinary cases against CPAs practicing with expired licenses for unlicensed use of the CPA title. Ms. Blount provided a handout and fielded questions. A detailed discussion ensued. The matter was tabled for a later date.

**Publication of disciplinary action**

Publication of disciplinary action was tabled for a later date.

**ADDITIONAL ITEMS FOR DISCUSSION**

**Carry over topics**

- Required coursework for CPA examination/licensure
- CPE survey results/research
- Publication of disciplinary actions

**Sign Conflict of Interest forms**

**Sign Travel Expense vouchers**

**Future meeting dates**

- April 28, 2020
  - May 21, 2020 (Planning meeting will begin at 9 a.m.)
  - June 23, 2020
  - August 18, 2020
  - October 8, 2020
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**Begin Closed Meeting**

Upon a motion by Ms. Warwick, 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 ‘contracts’ exemptions contained in Virginia Code §2.2-3711 (A)(8) and § 2.2-3711(A)(29).

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



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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, Amanda Blount, Elizabeth Marcello and Christopher Jones.

**End Closed Meeting**

Upon a motion by Ms. Warwick, 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:

Upon a motion by Mr. Boshier, and duly seconded, the members voted unanimously to approve the motion, with respect to certain legal claims the board has considered pursuing, based on the advice of counsel, and pending approval by the Governor, the board accepts the resolution outlined by counsel during closed session.

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Case #2018-465-410C (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 unanimously to accept Final Order 2018-465-410C, as amended.

**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 #2018-471-416C (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 unanimously to accept Final Order 2018-471-416C, as amended.

**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

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**VOTE:**

Ayes: Seven (7)

Nays: None

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Case #2018-433-001R (Brown and Saunders)

Case #2018-435-023D (Brown and Saunders)

Upon a motion by Ms. Rogers, and duly seconded, members voted unanimously to accept Final Orders 2018-433-001R and 2018-435-023D, 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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**ADJOURNMENT**

There being no further business before the VBOA, Mr. Carson adjourned the meeting at 2:40 p.m.

**APPROVED:**

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D. Brian Carson, CPA, CGMA, Chair

**COPY TESTE:**

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Nancy Glynn, CPA, Executive Director