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**Board Meeting  
January 8, 2019  
Final/Approved minutes**

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The Virginia Board of Accountancy met on Tuesday, January 8, 2019, in Board Room #4 of the Perimeter Center, 9960 Mayland Drive, Henrico, Virginia 23233.

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

**LEGAL COUNSEL:** Robert Drewry, Assistant Attorney General,  
Office of the Attorney General

**STAFF PRESENT:** Nancy Glynn, CPA, Executive Director  
Mary Charity, Deputy Director for Operations  
Renai Reinholtz, Deputy Director for Finance and Administration  
Amanda E. M. Blount, Enforcement Director  
Kelli Anderson, Communications Manager  
Patti Hambright, CPE Coordinator and Administrative Assistant  
Rebekah Allen, Information and Policy Advisor

**MEMBERS OF THE  
PUBLIC PRESENT:** Tyrone Dickerson, CPA, former Board member and Chair  
Maureen Dingus, CAE, Chief Operating Officer, Virginia Society of  
Certified Public Accountants  
Emily Walker, CAE, Vice President, Advocacy, Virginia Society of  
Certified Public Accountants  
Linda Newsom-McCurdy, CAE, Senior Director of Member Value,  
Virginia Society of Certified Public Accountants  
Amy Mawyer, Vice President of Learning, Virginia Society of  
Certified Public Accountants  
Clifton M. Coger

**CALL TO ORDER**

Ms. Ferguson called the meeting to order at 10:00 a.m.

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**SECURITY BRIEFING**

Ms. Hambright provided the emergency evacuation procedures.

**DETERMINATION OF QUORUM**

Ms. Ferguson 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 8, 2019, agenda as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Saunders and Ms. Warwick.

**APPROVAL OF MINUTES**

Upon a motion by Mr. Bradshaw, and duly seconded, the members voted unanimously to approve the December 4, 2018, Board meeting minutes as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Bradshaw, Mr. Brown and Ms. Saunders. (Mr. Boshier and Ms. Warwick were not in attendance for the December 4, 2018, Board meeting and abstained from the vote.)

**PUBLIC COMMENT PERIOD**

Mr. Coger addressed the Board members regarding the CPA licensure reinstatement process.

**COMMITTEE/NASBA UPDATES**

**NASBA Education Committee**

Ms. Saunders led the discussion regarding the NASBA Education Committee. She noted the committee had met yesterday in Nashville, TN. Ms. Saunders and Ms. Ferguson attended. She noted the committee’s topics of discussion included the decline in examination candidates, the education requirement to sit for the CPA examination and the accreditation of educational facilities.

**NASBA Board of Directors**

Ms. Saunders led the discussion regarding the NASBA Board of Directors. She noted the board was scheduled to meet next week.

**EXECUTIVE DIRECTOR’S REPORT**

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**General Updates**

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

- Ms. Glynn noted the Information and Policy Advisor position would be vacant effective January 9, 2019, and the VBOA would recruit to fill the position in the future.
- Ms. Glynn noted a new project manager has been hired and will work with MicroPact on the new database system.

**November Board Report**

Ms. Charity presented and fielded questions regarding the November 2018 Board Report.

**November Financial Report**

Ms. Reinholtz presented and fielded questions regarding the November 2018 Financial Report.

**Revenue Projections**

Ms. Reinholtz presented and fielded questions regarding the revenue projections.

**BOARD DISCUSSION TOPICS**

**Regulatory/Legislative Updates**

Ms. Allen led the discussion regarding the regulatory/legislative updates. She noted the Notice of Intended Regulatory Action (NOIRA) had cleared the executive branch review and was submitted to *The Virginia Register of Regulations*. The comment period would run from January 21, 2019 through February 20, 2019. Ms. Allen provided a handout detailing the standard regulatory process for state agencies.

**Proposed UAA Model Rules**

Ms. Allen led the discussion regarding the proposed UAA Model Rules. After a thorough discussion, the Board agreed no comment letter was necessary for the February 11, 2019, proposed UAA Model Rule change deadline. Ms. Warwick will review the proposed UAA Model Rules Article 7 for future Board discussion.

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**CPE Guidelines**

Mr. Dickerson led the discussion regarding the CPE guidelines. He outlined the NASBA Continuing Professional Education Committee charge to develop and promote uniform rules and requirements for CPE among the jurisdictions. He noted the 2018 NASBA National Registry Summit was held September 25 and 26 in Denver, CO. Mr. Dickerson noted the statement on standards is reviewed every two years. Board member discussion included a need for further review of the VBOA CPE requirements.

**RECESS FOR LUNCH 12:00 p.m.**

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

**BOARD DISCUSSION TOPICS continued**

**Potential Changes to 18VAC5-22-90 and 18VAC5-22-140**

Ms. Allen led the discussion regarding the potential changes to 18VAC5-22-90 and 18VAC5-22-140. Ms. Allen provided a handout to include suggested revisions. Ms. Allen fielded questions and a thorough discussion followed.

**ADDITIONAL ITEMS FOR DISCUSSION**

**Carry over items/potential future topics**

- Publication of VBOA disciplinary actions (On-going)
- Potential changes to 18VAC5-22-90 and 18VAC5-22-140 (On-going)
- CPE guidelines (To be determined)
- Active – CPE Exempt status (February 2019)
- Trust Fund Reserve Policy (To be determined)
- Virginia-Specific Ethics Course (On-going)
- Required coursework for CPA examination/licensure
- Cannabis laws

**Sign Conflict of Interest forms**

**Sign Travel Expense vouchers**

**Future meeting dates**

- February 5, 2019

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- April 23, 2019
  - May 21, 2019
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**Begin closed meeting**

Upon a motion by Mr. Carson, 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 for the provision of legal counsel and to consult with legal counsel on issues relating to probable litigation, and/or consider the status of all open Enforcement Cases and cases listed on our agenda, a matter lawfully exempted from open meeting requirements under the ‘consulting with legal counsel’ and ‘disciplinary proceedings’ exemptions contained in Virginia Code § 2.2-3711(A)(7)(27).” The following non-members will be in attendance to reasonably aid in the consideration of this topic: Nancy Glynn, Robert Drewry and Amanda Blount. The following non-member will be in attendance for a portion of the meeting to reasonably aid in the consideration of this topic: Kelli Anderson

**End closed meeting**

Upon a motion by Mr. Carson, and duly seconded, the Virginia Board of Accountancy has 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.A 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:**

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

**VOTE:**

Ayes: Seven (7)  
Nays: None

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The following action was taken as a result of the closed session:

Upon a motion by Mr. Boshier, and duly seconded, members voted unanimously to bestow the honor of FOIA Officer to Kelli Anderson. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Saunders and Ms. Warwick.

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**Begin closed meeting**

Upon a motion by Mr. Carson, 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 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’ exemption contained in Virginia 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: Nancy Glynn.

**End closed meeting**

Upon a motion by Mr. Carson, and duly seconded, the Virginia Board of Accountancy has 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.A 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:**

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

**VOTE:**

Ayes: Seven (7)

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Nays: None

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**ADJOURNMENT**

There being no further business before the VBOA, upon a motion by Mr. Brown, and duly seconded, the meeting adjourned by unanimous vote at 3:15 p.m. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown, Ms. Saunders and Ms. Warwick.

**APPROVED:**

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Susan Quaintance Ferguson, CPA, Chair

**COPY TESTE:**

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Nancy Glynn, CPA, Executive Director