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**Board Meeting  
October 12, 2017  
Final/Approved minutes**

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The Virginia Board of Accountancy met on Thursday, October 12, 2017, in Board Room #4 of the Perimeter Center, 9960 Mayland Drive, Henrico, Virginia 23233.

**MEMBERS PRESENT:** Matthew P. Boshier, Esq., Chair  
Susan Quaintance Ferguson, CPA, Vice Chair  
William R. Brown, CPA  
D. Brian Carson, CPA  
Stephanie S. Saunders, CPA

**MEMBER PRESENT  
BY TELECONFERENCE  
FOR A PORTION OF  
THE MEETING:** Laurie A. Warwick, CPA

**MEMBER ABSENT:** Andrea M. Kilmer, CPA

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

**STAFF PRESENT:** Wade A. Jewell, Executive Director  
Renai Reinholtz, Deputy Director for Finance and Administration  
Rebekah Allen, Enforcement Director  
Kelli Anderson, Communications Manager  
Patti Hambright, CPE Coordinator and Administrative Assistant  
Christine Rappe, CPE Coordinator

**MEMBERS OF THE  
PUBLIC PRESENT:** Stephanie Peters, CAE, President and CEO, Virginia Society of Certified  
Public Accountants  
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 of Learning, Virginia Society of Certified  
Public Accountants  
Linda Newsom-McCurdy, CAE, Senior Director of Member Value,  
Virginia Society of Certified Public Accountants  
Jason Faulkner, Videographer, Romeo & Associates

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**CALL TO ORDER**

Mr. Boshier called the meeting to order at 10:12 a.m.

**SECURITY BRIEFING**

Ms. Hambright provided the emergency evacuation procedures.

**DETERMINATION OF QUORUM**

Mr. Boshier determined there was a quorum present. Mr. Jewell informed the Board that Ms. Warwick had requested, due to a meeting conflict, per Board Policy #10 (Electronic Participation in Virginia Board of Accountancy Meetings), that she be permitted to participate for a portion of the meeting via telephone. It was determined that she met the qualifications per Board Policy #10. No objections were raised.

**APPROVAL OF AGENDA**

Upon a motion by Ms. Ferguson, and duly seconded, the members voted unanimously to approve the October 12, 2017, agenda as presented. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

**APPROVAL OF MINUTES**

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the August 31, 2017 Board meeting minutes as presented. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

**APPROVAL OF CONSENT AGENDA**

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

**PUBLIC COMMENT PERIOD**

There were no public comments at this time.

**BOARD DISCUSSION TOPICS**

**Approval of 2018 Virginia-Specific Ethics Course Outline**

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Mr. Carson led the discussion regarding the 2018 Virginia-Specific ethics course outline. He noted the committee reviewed comments provided by the VSCPA and other CPE providers regarding the 2017 Virginia-Specific ethics course.

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the 2018 Virginia-Specific Ethics Course Outline as presented. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

**Proposed 2018 Legislation**

Mr. Jewell led the discussion regarding proposed 2018 legislation. Mr. Jewell and Ms. Walker discussed the VSCPA’s proposed statute change to allow for a single renewal date for all licensees. The Board members agreed to continue the discussion and review any proposed legislation changes at a future meeting.

**Proposed changes to Board Policy #10 (Electronic Participation in VBOA Meetings)**

Ms. Allen led the discussion regarding the proposed changes to Board Policy #10, which are needed to sync to recent and relevant statute changes. The proposed changes to Board Policy #10 will be posted to the VBOA website for public comment.

**Marijuana Laws/Guidance Update**

Ms. Allen led the discussion regarding the marijuana laws/guidance update. Ms. Allen provided Board members with an updated chart detailing marijuana legalization and laws of each of the State Boards of Accountancy.

**EXECUTIVE DIRECTOR’S REPORT**

**General Updates**

Mr. Jewell presented the following general updates regarding the VBOA:

- The new VBOA licensing/database project continues to move forward.
- Mr. Jewell provided an update regarding letters, emails and phone calls made by Board staff regarding license renewals.
- Mr. Jewell provided an update regarding the numerous fast track packages.

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- Ms. Anderson provided an update regarding the recent mass email to licensees pertaining to new CPE retention guidelines.
- Ms. Ferguson and Ms. Charity attended the 47<sup>th</sup> Annual Virginia Accounting & Auditing Conference held in Roanoke, VA in September, while Mr. Boshier, Ms. Warwick and Mr. Jewell attended the conference held in Falls Church, VA. Mr. Boshier encouraged participation in the November conference held in Virginia Beach.

**September Board Report**

Mr. Jewell presented and fielded questions regarding the September 2017 Board Report.

**September Financial Report with Proposed Budget for FY18**

Mr. Jewell and Ms. Reinholtz presented and fielded questions regarding the September Financial Report with the proposed budget for FY18.

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the FY18 Proposed Budget as presented. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

**COMMITTEE/NASBA UPDATES**

**NASBA Standard-Setting Advisory Committee**

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

**NASBA Education Committee**

There were no updates to the NASBA Education Committee.

**NASBA Communication Committee**

There were no updates to the NASBA Communication Committee.

**NASBA Diversity Committee**

There were no updates to the NASBA Diversity Committee.

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**NASBA UAA Committee**

Ms. Saunders led the discussion regarding the NASBA UAA Committee. She noted a meeting scheduled for Monday, October 16. The committee plans to vote on the issue of non-CPA CGMA title users as previously discussed.

In addition, the committee plans to look at the proposed interpretation of the AICPA Professional Ethics Executive Committee's proposed interpretation regarding Responding to Non-compliance with Laws and Regulations ("NOCLAR").

**NASBA Middle Atlantic Regional Director**

Ms. Saunders led the discussion regarding her role as NASBA's Middle Atlantic Regional Director. She noted Boards would meet later this month for NASBA's Annual Meeting.

**NASBA Executive Director's Committee**

Mr. Jewell led the discussion regarding the NASBA Executive Director's Committee. He noted he would be attending a NASBA/AICPA/Prometric meeting in Ewing, NJ next week. In addition, he would be attending the NASBA Board Meeting/NASBA Annual Meeting the following week in New York City. Mr. Jewell noted it would be his final meeting as Chair of the 2017 Executive Director's Committee. He has very much enjoyed the experience. Oklahoma Board Executive Director Randy Ross is slated to serve as Chair of the 2018 Executive Director's Committee.

Mr. Jewell led the discussion regarding the NASBA 2018 Committee Assignments. The recently named NASBA Committee assignments beginning November 1, 2017 are:

- Stephanie S. Saunders – Middle Atlantic Regional Director, Chair of the Relations with Member Boards Committee and member of the Uniform Accountancy Act (UAA) Committee
- Laurie Warwick – Audit Committee
- Susan Quaintance Ferguson – Education Committee
- Andrea M. Kilmer – Diversity Committee
- D. Brian Carson – Communications Committee

Former Board member assignments:

- Marc Moyers – Nominating Committee and UAA Committee
- Tyrone Dickerson – CPE Committee, Chair

Ms. Warwick is no longer participating by teleconference.

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**ADDITIONAL ITEMS FOR DISCUSSION**

**Carry Over Items/Potential Future Topics**

- CPE guidelines for publications (December)
- Adjudication Manual (December)
- Use of confidential consent agreements (May)
- CPE – VBOA/VSCPA discussions (May)
- Trust Fund Reserve Policy (May)
- Regulation changes (on-going)
- Marijuana Laws/Guidance (on-going)
- North Carolina Dental Case (on-going)

**Sign Conflict of Interest forms**

**Sign Travel Expense vouchers**

**Future meeting dates**

- Tuesday, November 7, 2017, at Virginia Tech
- December 12, 2017
- January 18, 2018
- February 8, 2018

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

**RECONVENE 12:30 p.m.**

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**ENFORCEMENT**

**Begin closed meeting**

Upon a motion by Ms. Ferguson, and duly seconded, the members approved by unanimous vote the meeting be recessed and the VBOA immediately 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, 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: Wade Jewell, Robert Drewry and Rebekah Allen.

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**End closed meeting**

Upon a motion by Ms. Ferguson, and duly seconded, the VBOA approved by unanimous vote that the closed meeting, as authorized by § 2.2-3712.A 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.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 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:**

Matthew P. Boshier, Esq. – Aye  
Susan Quaintance Ferguson, CPA – Aye  
William R. Brown, CPA – Aye  
D. Brian Carson, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Five (5)  
Nays: None

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**Begin closed meeting**

Upon a motion by Ms. Ferguson, and duly seconded, the members approved by unanimous vote the meeting be recessed and the VBOA immediately convene a closed meeting under the Virginia Freedom of Information Act to discuss and consider personnel matters 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 to reasonably aid in the consideration of this topic: Wade Jewell.

**End closed meeting**

Upon a motion by Ms. Ferguson, and duly seconded, the VBOA approved by unanimous vote that the closed meeting, as authorized by § 2.2-3712.A of the Code of Virginia, be adjourned and that the VBOA

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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.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 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:**

Matthew P. Boshier, Esq. – Aye  
Susan Quaintance Ferguson, CPA – Aye  
William R. Brown, CPA – Aye  
D. Brian Carson, CPA – Aye  
Stephanie S. Saunders, CPA – Aye

**VOTE:**

Ayes: Five (5)  
Nays: None

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**ADJOURNMENT**

There being no further business before the VBOA, upon a motion by Mr. Boshier, and duly seconded, the meeting was adjourned by unanimous vote at 1:32p.m. The members voting **AYE** were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson and Ms. Saunders.

**APPROVED:**

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Matthew P. Boshier, Esq., Chair

**COPY TESTE:**

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Wade A. Jewell, Executive Director