
**Board Meeting
July 11, 2022
Approved minutes**

The Virginia Board of Accountancy met on Monday, July 11, 2022, in Board Room #2 of the Perimeter Center, 9960 Mayland Drive, Henrico, VA 23233.

MEMBERS PRESENT: Laurie A. Warwick, CPA, Chair
D. Brian Carson, CPA, CGMA
Nadia A. Rogers, CPA
William R. Brown, CPA
Wendy P. Lewis, CPA, Vice Chair
Dale G. Mullen
David Cotton, CPA, CFE, CGFM

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

STAFF PRESENT: Nancy Glynn, CPA, Executive Director
Renai Reinholtz, Deputy Director
Kelli Anderson, Communications Manager
Nicole Reynolds, Licensing and Operations Support
Elaina Johnson, IT Specialist
Matthew Ross, Enforcement Director
Vasa Clarke, Information and Policy Advisor

**MEMBERS OF THE
PUBLIC PRESENT:** Emily Walker, CAE, Vice President, Advocacy, Virginia Society of
Certified Public Accountants
DeAnn Compton, CPA, Audit Director, Auditor of Public Accounts
Sydney Rampey, CPA, Senior Auditor, Auditor of Public Accounts
Barclay Bradshaw, CPA, HHJ
Mark Lyons, LCI Holdings Construction

**MEMBERS OF THE
PUBLIC APPEARING
VIRTUALLY:** John Wall
Joseph D'Amato
Yali Huang
Mary Linton

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CALL TO ORDER

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

Ms. Warwick welcomed David Cotton, CPA, to the meeting and offered her congratulations for his appointment to the Board. Introductions were made by the rest of the Board.

SECURITY BRIEFING

Ms. Reynolds provided the emergency evacuation procedures.

DETERMINATION OF QUORUM

Ms. Warwick determined there was a quorum present.

APPROVAL OF AGENDA

Upon a motion by Ms. Warwick and duly seconded, the members voted unanimously to approve the July 11, 2022, agenda, as amended. The members voting “AYE” were Ms. Warwick, Ms. Lewis, Mr. Brown, Mr. Mullen, Mr. Carson, Ms. Rogers and Mr. Cotton.

APPROVAL OF MINUTES

Upon a motion by Ms. Rogers and duly seconded, the members voted unanimously to approve the May 25, 2022 Board meeting minutes, as amended. The members voting “AYE” were Ms. Warwick, Ms. Lewis, Mr. Brown, Mr. Mullen, Mr. Carson, Ms. Rogers and Mr. Cotton.

PUBLIC COMMENT PERIOD – Non-Enforcement

There were no comments at this time.

**APA – FY2021 Audit Exit – DeAnn Compton, CPA, Audit Director, Auditor of Public Accounts
Audit Exit**

Ms. Compton reported to the Board the completion of the APA audit and the issuance of an unmodified opinion on the VBOA FY2021 financial statements. She mentioned the audit went smoothly with wonderful cooperation on the part of VBOA staff.

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Ms. Compton fielded questions from the Board regarding the VBOA's Code of Virginia requirement to receive an annual audit. Ms. Compton noted that most executive agencies are not required to receive an annual financial statement audit. Discussion ensued regarding other types of audits performed by the APA. Ms. Warwick suggested that the subject be moved to a future meeting for discussion.

**PROC appointment of a new member, Samuel Johnson, CPA – Nadia Rogers, CPA
Peer Review Oversight Committee**

Ms. Rogers informed the Board regarding the considerable professional experience of Samuel Johnson, CPA, and proposed the appointment of Mr. Johnson as a member of the Peer Review Oversight Committee.

Upon a motion by Mr. Carson and duly seconded, the members voted unanimously to approve the appointment of Mr. Johnson to the committee.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

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

Ms. Warwick proposed a Memorandum of Agreement for Barclay Bradshaw and Susan Ferguson to serve as a Reviewer and Presiding Officer for Enforcement matters.

Upon a motion by Mr. Carson and duly seconded, the members voted unanimously to approve the engagement.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Aye

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D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

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

NASBA and AICPA COMMITTEE UPDATES

NASBA Education Committee

Ms. Rogers advised the Board that the NASBA Education Committee met on 6/22/22. They discussed and approved the recommendations of the Education Research Grant Task Force. The Education Committee also presented at the Eastern Regional Meeting and the highlights of the presentation were discussed.

The AICPA Board of Examiners met on 6/21/22 at which time comments were provided by BOE members and the blueprint to be released for public comment was approved. Ms. Rogers informed the Board that comments will be accepted through September 30, 2022 and asked if the VBOA would like to submit comments.

PUBLIC COMMENT PERIOD – Enforcement

Mr. Lyons from LCI Holdings addressed the Board regarding their complaint, case #2021-0095, formerly filed and currently closed with VBOA. Mr. Ross discussed the context of the case.

Mr. Wall addressed the Board regarding his case #2021-006-003U.

The following actions were taken during open session:

Case #2022-0239

Mr. Ross discussed the aspects of the case.

Upon a motion by Ms. Rogers and duly seconded, the members voted to approve the Consent Order as written.

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Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA, CGMA – Abstain
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Six (6)
Abstain: One (1)
Nays: None (0)

Case #2022-0154

Mr. Ross discussed the aspects of the case.

Upon a motion by Mr. Carson and duly seconded, the members voted to approve the Consent Order as written.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Abstain
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Six (6)
Abstain: One (1)
Nays: None (0)

Ms. Huang was given opportunity to speak regarding her case #2022-0030 and she addressed the Board.

Mr. Ross made a recommendation concerning a case.

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Case #2022-0030

Mr. Ross discussed the aspects of the case.

Upon a motion by Ms. Lewis and duly seconded, the members voted to approve the Advisory Letter as written.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye

Wendy P. Lewis, CPA – Aye

Dale G. Mullen – Aye

William R. Brown, CPA – Aye

D. Brian Carson, CPA, CGMA – Aye

Nadia A. Rogers, CPA – Abstain

David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Six (6)

Abstain: One (1)

Nays: None (0)

Ms. Linton was given opportunity to speak and she addressed the Board.

Case #2021-013-008U

Mr. Ross discussed the aspects of the case.

Upon a motion by Mr. Brown and duly seconded, the members voted to approve the Board Order as written.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye

Wendy P. Lewis, CPA – Aye

Dale G. Mullen – Aye

William R. Brown, CPA – Aye

D. Brian Carson, CPA, CGMA – Abstain

Nadia A. Rogers, CPA – Aye

David Cotton, CPA, CFE, CGFM – Aye

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VOTE:

Ayes: Six (6)

Abstain: One (1)

Nays: None (0)

Case #2022-0001

Mr. Ross discussed the aspects of the case.

Upon a motion by Mr. Brown and duly seconded, the members voted unanimously to approve the Board Order as written.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye

Wendy P. Lewis, CPA – Aye

Dale G. Mullen – Aye

William R. Brown, CPA – Aye

D. Brian Carson, CPA, CGMA – Aye

Nadia A. Rogers, CPA – Aye

David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Seven (7)

Abstain: None (0)

Nays: None (0)

Case #2022-0011

Mr. Ross discussed the aspects of the case.

Upon a motion by Mr. Carson and duly seconded, the members voted unanimously to approve the Board Order as written.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye

Wendy P. Lewis, CPA – Aye

Dale G. Mullen – Aye

William R. Brown, CPA – Aye

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D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

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

EXECUTIVE DIRECTOR’S REPORT

General updates

- Ms. Glynn informed the Board regarding the results of the recent license renewal period.
- Ms. Glynn noted that the VBOA newsletter is forthcoming. She welcomed contributions from the Board.
- Ms. Glynn noted that the ALD files will soon be updated by NASBA.
- Ms. Glynn advised that VBOA is working with DPOR to prepare for an RFP for a new licensing system.
- Ms. Glynn introduced Hunter Schmidt as a new investigator with the Enforcement Division.
- Ms. Glynn indicated that, with the passing of the new budget bill, there are two additional FTE positions allocated for the agency.

Financial and Board Report update – FY2023 Proposed budget

Ms. Reinholtz presented the FY2023 proposed budget and fielded questions regarding the Financial and Board Report.

Upon a motion by Mr. Brown and duly seconded, the members voted unanimously to approve the FY2023 Proposed budget.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

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Ayes: Seven (7)

Abstain: None (0)

Nays: None (0)

Enforcement update

Mr. Ross provided handouts and reported on the progress of the Enforcement Division. He fielded questions from the Board. Ms. Warwick commended the Enforcement Division on making great progress.

Policy Updates – Vasa Clarke, Information and Policy Advisor

Mr. Clarke informed the Board regarding recent updates to the Freedom of Information Act; these changes did not directly affect VBOA. He noted that, as an agency with the power to affect professional licenses, VBOA cannot conduct a totally remote meeting under FOIA.

Mr. Clarke discussed Executive Order 19 and the newly established Office of Regulatory Management led by Andrew Wheeler. He advised the agency will help other agencies review their regulations in order to reduce overall regulation by .25%.

Ms. Glynn and Mr. Mullen commented regarding VBOA regulations. It was agreed that the formation of the new agency is a good opportunity for VBOA to examine current regulations. Mr. Mullen agreed to assist with the review.

S.M.A.R.T. Goals update - Nancy Glynn, CPA

Peer Review Enforcement: December 2022

Education Accreditation: May 2022 – August 2022

Ms. Rogers led the discussion and noted that any changes to education accreditation will require a change to the statutes. A draft of the Board's proposed change is expected to be available for discussion at the next meeting. It was announced that Mr. Cotton has been assigned to this goal.

Education for Exam: Draft August 2022-Final February 2023-Communications April 2023

Education for Licensure: May 2022 – Now September 2022

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The Education blueprint exposure draft was released June 28, 2022. Comments need to be submitted by Sept. 30, 2022. Once the blueprint is finalized, recommendations for the VBOA education handbook will be presented to the board in February 2023.

Cash forecasting and fee structure - June 2023

Mr. Mullen apprised the Board of the update to rename the goal Cash Forecasting.

Licensing System - August 2022 proposal

Ms. Glynn led the discussion. Discussion ensued. Mr. Cotton was assigned to this goal and will partner with Mr. Carson. Mr. Carson requested that any new information be sent to Mr. Cotton and to him.

Enforcement: Tracking cases September 2022

Enforcement: Use of CPA Title - Draft October 2022 – Final November 2022

Ms. Glynn opened the discussion and suggested that perhaps there should be a change to the schedule. It was noted that Mr. Carson and Mr. Cotton are assigned this goal.

Enforcement: CPE review - Draft November 2022 – Final December 2022

Mr. Ross advised the Board that both the new and old software can track Enforcement metrics. Ms. Glynn asked the Board's opinion on whether all milestones or only key milestones will be tracked in the new system.

Ms. Glynn requested that Mr. Ross create a repository file of information for the Board's reference. The Board will access the information through the resource tool BOX.

ADDITIONAL ITEMS FOR DISCUSSION

- Sign Conflict of Interest forms.
- Sign Travel Expense vouchers

FUTURE MEETING DATES

- August 17, 2022 (tentative) - This date will be changed to August 29, 2022.
 - October 20, 2022 (tentative) - This date was confirmed.
 - November 30, 2022 (still tentative) (University)
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January 11, 2023 (tentative)
March 15, 2023 (tentative)

Adjourn for lunch – Bradshaw recognition

Mr. Bradshaw shared his thoughts and gratitude regarding his time of service with the VBOA.

The Board presented Mr. Bradshaw with a certificate of recognition and declared July 11, 2022 a special day of recognition. It will be known as W. Barclay Bradshaw Recognition Day.

Ms. Warwick thanked Mr. Bradshaw for being a mentor and example throughout his term and for his respect and dedication to the profession. Each Board member expressed their thanks for Mr. Bradshaw's service and their anticipation of his continued assistance to the Enforcement Division.

Ms. Walker shared appreciation for Mr. Bradshaw's contributions on behalf of the VSCPA.

COIA Training - G. Stewart Petoe, Executive Director, Virginia COI and Ethics Advisory Council

Mr. Petoe led the presentation.

The Board entered into **closed session** under authority of § 2.2-3711(A) (8), consultation with legal counsel regarding specific legal matters.

Begin closed meeting

Upon a motion by Ms. Lewis, 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 a portion of the closed meeting to reasonably aid in the consideration of this topic: Nancy Glynn, Matthew Ross and James Flaherty.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye

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Dale G. Mullen – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Seven (7)

Nays: None (0)

End closed meeting

Upon a motion by Ms. Lewis, 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:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Seven (7)

Nays: None (0)

The following actions were taken as a result of the closed session:

Case #2022-0038 Board Order

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Ms. Rogers was not present and did not participate in the closed session.

Upon a motion by Ms. Lewis and duly seconded, members voted to accept the Board Order as written.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Abstain
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Six (6)
Abstain: One (1)
Nays: None (0)

Case #2021-0078 Board Order

Ms. Rogers was not present and did not participate in the closed session.

Upon a motion by Mr. Mullen and duly seconded, members voted to accept the Board Order as written.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Abstain
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Abstain
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Five (5)
Abstain: Two (2)
Nays: None (0)

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Case #2022-0212

Upon a motion by Mr. Mullen and duly seconded, members voted to approve the Consent Order as written.

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Abstain
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Six (6)
Abstain: One (1)
Nays: None (0)

Case #2021-006-003U

Upon a motion by Mr. Carson and duly seconded, members voted to accept the Consent Order as written.

CALL FOR VOTE:

Laurie A. Warwick, CPA – Aye
Wendy P. Lewis, CPA – Aye
Dale G. Mullen – Aye
William R. Brown, CPA – Abstain
D. Brian Carson, CPA, CGMA – Aye
Nadia A. Rogers, CPA – Aye
David Cotton, CPA, CFE, CGFM – Aye

VOTE:

Ayes: Six (6)
Abstain: One (1)
Nays: None (0)

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ADJOURNMENT

There being no further business before the VBOA, Ms. Warwick adjourned the meeting at 3 p.m.

APPROVED:

Laurie A. Warwick, CPA, Chair

COPY TESTE:

Nancy Glynn, CPA, Executive Director