



MINUTES
2020-21 EXECUTIVE BOARD MEETING
NOVEMBER 5-6, 2020
VIRTUAL

2020-21 MEMBERS PRESENT

Jerry Spence, Chairman
Jason Freeman, Chairman-elect
Lei Testa, Immediate Past Chairman
Edie Cogdell, Treasurer
Susan Roberts, Treasurer-elect
Priscilla Soto, Secretary
Sheila Enriquez
Julia Hayes
Jimmy Hudson
Mohan Kuruvilla
Jay Neukomm
Tim Pike
Angela Ragan
Kate Rhoden
Jodi Ann Ray, President & CEO

2020-21 MEMBERS ABSENT

Brandon Mays

SPECIAL GUESTS

Michaele L. Morrow, PhD, CPA – Curtis Strategy
Lisa Ong, CPA – Diversity + Inclusion Committee Chair

CHAPTER GUESTS

Darrell Groves, Chapter President, TXCPA Houston
Beverly Longoria, Chapter Executive Director, TXCPA El Paso
Jeremy Myers, Chapter President, TXCPA Austin

TXCPA STAFF PRESENT

Steve Phillips, Chief Financial Officer
Kenneth Besserman, Director of Government Affairs and Special Counsel
Bryan Garza, Director, Membership & Community
Melinda Bentley, Director, Marketing & Communications
Kim Newlin, Director, Learning
Craig Nauta, Director, ACAN/Business Development
Anice Asberry, Manager, Learning
Holly McCauley, Manager, Governance & Executive Operations

I. CALL TO ORDER

Chairman Jerry Spence called the Executive Board (EB) meeting to order at 8:30 a.m.

II. QUORUM CALL

Priscilla Soto, Secretary, declared a quorum.

III. CONSENT AGENDA

The consent agenda included the following items:

- Minutes from the August 12, 2020 EB meeting
- Review of Action Items List from August 12, 2020 EB meeting
- Approval of Permian Basin Chapter Bylaws
- Approval of SurveyMonkey for election ballot
- Approval of Proposed changes to the Volunteer Policies & Procedures Manual
- Approval of membership dues waiver resulting from COVID-19
- Ratify electronic vote from September 29, 2020 to approve membership dues waiver requests resulting from COVID-19
- Suspension of TXCPA membership for: Brian D. Matlock – Dallas; Ricky D. Mullins – Dallas; Anna L. Anderson – Southeast Texas; Charles D. Davidson – Permian Basin; Gary J. Harold Sommer – Houston; Monica D. Rachel – Dallas; and David E. Tamez – Austin.
- Expulsion of TXCPA membership for: Stephen A. Aman - Dallas

The following motion was made by Kate Rhoden and seconded by Lei Testa.

Motion:

The Executive Board approves the consent agenda as presented.

Motion approved with none opposed

IV. CHAIRMAN'S REPORT

Chairman Spence shared updates from the October 2020 AICPA Council meeting. He announced the 2021 Advocacy Day and Midyear Board Meeting would be held virtually. Chairman Spence has presented virtually to several chapters over the past few months and will be presenting virtually at several chapter's Annual Meetings in January.

V. CHAIRMAN-ELECT REPORT

Jason Freeman, Chairman-elect, reviewed the dates and locations of Board and Executive Board meetings to be held during 2021-2022. He announced his 1-year appointees for the 2021-2022 Executive Board and 2021-2022 Nominations Committee, which have agreed to serve and will be presented to the Board of Directors for approval at the Midyear Board Meeting. Mr. Freeman shared updates on chapter and student presentations he has participated in.

VI. TREASURER'S REPORT

Jodi Ann Ray announced the selection of a replacement for TXCPA CFO, Steve Phillips, who will be retiring January 6, 2021. Current Treasurer, Edie Cogdell, CPA, will join TXCPA as CFO on December 1, 2020.

Edie Cogdell, Treasurer, reviewed the investments portfolio, provided updates on Peer Review fees and member dues, and provided operational updates. The recommendation from the Finance Committee is to hold dues at \$295 for 2021-2022. Chapters will be asked to hold their dues as well. The recommendation will be presented to the Board of Directors at the 2021 Midyear Board Meeting.

The following motion was made by Mohan Kuruvilla and seconded by Susan Roberts.

Motion:

The Executive Board approves the proposal to hold dues at \$295 for 2021-2022.

Motion approved with none opposed

Ms. Cogdell reported on the financial statements for the month ending September 30, 2020. The Society had a year-to-date net revenue of \$849,188. The CPE Foundation ("Foundation") had a year-to-date net revenue of \$430,312. Proposed updates to authorized signers for all TXCPA and related entity accounts was presented. Signers would include Jodi Ann Ray, Edith T. Cogdell, Jerrell L. Cross, Stephanie J. King and Stephen R. Phillips. Stephen Phillips will be deleted as an authorized signer on January 6, 2021 following his retirement.

The following motion was made by Angela Ragan and seconded by Lei Testa.

Motion:

The Executive Board approves following as authorized signers for all TXCPA and related entity accounts: Jodi Ann Ray, Edith T. Cogdell, Jerrell L. Cross, Stephanie J. King and Stephen R. Phillips.

Motion approved with none opposed

VII. NOMINATIONS, D&I AND GOVERNANCE COMMITTEES

Lei Testa, chair of the Nominations Committee, provided updates on the Nominations Committee. The committee met virtually in September to select the 2021-2022 slate of candidates. Nominees will be voted on by membership in November and December and presented at the Midyear Board Meeting in January. The committee is working to identify a recommended replacement for Edie Cogdell as current treasurer and as a Director-at-Large nominee. The recommendation for her treasurer replacement will be presented to the EB Friday, November 6.

Lei Testa left the call

Lisa Ong, chair of the Diversity & Inclusion Committee, presented updates and recommendations/asks from the Diversity & Inclusion Committee. The committee submitted a letter outlining concerns and recommendations for the EB to consider, which they felt would aid in their efforts to create more diversity among leadership and the Society. Recommendations included possible changes to areas of the

governance structure. Ms. Ong expressed gratitude for the effort and progress made by the Nominations Committee while highlighting barriers the committee felt should be addressed in order to continue the progress. The Executive Board will discuss next steps based on the recommendations.

Angela Ragan, Coordinating Officer for the Governance Committee, provided updates on the committee's work. The committee has started work on one goal of the strategic plan. The committee is currently working on a plan for consolidating the c3 entities of the Society with Eric Curtis from Curtis Strategy. The current consolidation strategy report was shared with the EB. Feedback will be taken back to the Governance Committee and Eric Curtis as they continue their work.

VIII. STRATEGIC PLANNING UPDATE

Jodi Ann Ray, President & CEO, presented updates on the Strategic Plan. Ms. Ray provided an overview of staff and volunteer groups responsible for each goal and objective. She also shared updates on work done to-date, next steps and a suggested timeline for completion.

IX. CEO REPORT

Ms. Ray shared updates and led a discussion on several items including:

- Staff will continue to work remote due to COVID-19. The office is open, and a process is in place for those who need to schedule time to be in the office;
- An outside group has been contracted to help continue the Accounting Education Foundation initiatives as the structure of the entity is developed with the strategic plan;
- Future diversity training for the EB; and
- Chapter leader calls held following EB meetings. EB members are invited and encouraged to attend.

The meeting was recessed until Friday, November 6.

The meeting reconvened at 8:30 a.m. on Friday, November 6.

X. TREASURER REPLACEMENT

Ms. Ray presented the recommendation for the treasurer replacement. The Nominations Committee voted to appoint Susan Roberts, current treasurer-elect, as treasurer for the remainder of Edie Cogdell's term from Dec. 1, 2020 through May 31, 2021. She would then continue to serve her original term in 2021-2022.

The following motion was made by Angela Ragan and seconded by Kate Rhoden.

Motion:

The Executive Board approves the recommendation by the Nominations Committee to appoint Susan Roberts as Treasurer effective December 1, 2020 to replace Edie Cogdell.

Motion passed with none opposed.

XI. DIVERSITY & INCLUSION RECOMMENDATIONS

Based on the discussion from the recommendations by the Diversity & Inclusion Committee, the EB outlined items for review by staff and the Governance Committee. An updated statement on diversity was also presented:

Our Commitment to Diversity, Equity, Inclusion and Belonging

TXCPA values the diverse contributions and talents of all its members. We are committed to promoting diversity, equity, inclusion and a sense of belonging in the workplace, in membership and in the accounting profession. Diversity includes, but is not limited to, race, gender, generations, abilities, orientation, and religious beliefs.

The following motion was made by Susan Roberts and seconded by Sheila Enriquez.

Motion:

The Executive Board approves the recommended changes to the diversity statement as presented.

Motion passed with none opposed.

XII. MEMBERSHIP AND COMMUNITY UPDATE

Bryan Garza, Director, Membership & Community, presented updates on membership, including retention and group billing. He also shared feedback gathers for termination reasons. A former member survey was launched in October and feedback is currently being gathered. Individual calls are being conducted with those who have indicated their willingness to participate to provide feedback on their experience while a member with TXCPA.

Tim Pike, Coordinating Officer for the Membership Committee, presented updates on the Chapter Affiliation Agreement. The Chapter Task force is continuing to work on the agreement and gather feedback from Chapters. The final version will be shared with Chapters in November with a goal to have all 20 chapters sign the agreement by the 2021 Midyear Board Meeting.

XIII. GOVERNMENT AFFAIRS UPDATE

Kenneth Besserman, Director of Government Affairs and Special Counsel, presented updates with Government Affairs.

He presented the 2021 legislative agenda.

- Oppose taxation of professional services
- Oppose deregulatory initiatives that weaken CPA licensure
- Monitor taxation proposals to provide relevant input on behalf of practitioners and taxpayers
- Business liability protections
- Monitor bills aimed at anti-trust concerns for licensing boards

The following motion was made by Angela Ragan and seconded by Julia Hayes.

Motion:

The Executive Board approves the 2021 legislative agenda as presented.

Motion passed with none opposed.

Mr. Besserman provided an election update and highlighted deregulatory efforts focused on licensed professionals by other states. He shared updates from and 2021 goals for the CPA-PAC.

XIV. MARKETING, COMMUNICATIONS AND TECHNOLOGY

Melinda Bentley, Director, Marketing & Communications provided updates on marketing. A digital toolkit is available to help current and future CPAs and chapters promote the profession and value of Texas CPAs. A promotion for free 30-day job postings is available in November. Marketing is working with Feathr on new digital marketing campaigns and a knowledge hub is now available with a library of free downloadable content. The TXCPA Month of Service will be held in December with a focus on financial literacy. Ms. Bentley highlighted the continued focus to leverage technology and data. Common platforms between Chapters and the Society help improve data and improve the member experience.

XV. CPE UPDATE AND DISCUSSION

Kim Newlin, Director, Learning presented updates on CPE. She provided an overview of COVID-related courses presented and the transition of in-person learning to virtual programming. CPE continues to provide assistance to chapters as they incorporate more virtual learning.

Michaele Morrow with Curtis Strategy presented a review and evaluation of CPE and shared recommendations for short and long-term advancement of the CPE structure with State and Chapters. Staff will continue to work with Ms. Morrow on next steps and recommended actions.

A CPE Task Force comprised of EB members will be established with representatives from the five large Chapters.

XVI. COORDINATING OFFICER REPORTS

The following Coordinating Officer reports were provided in the meeting materials:

- Accounting Education Foundation
- CPA-PAC
- CPE Advisory Board
- Diversity & Inclusion
- Governance
- Nominations
- Professional Standards
- Federal Tax Policy
- Professional Ethics
- Branding & Community Outreach
- Business & Industry Issues

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XVII. EXECUTIVE SESSION

Current executive board members went into executive session at 12:20 p.m.

XVIII. ADJOURNMENT

There being no further business, the meeting was adjourned at 12:40 p.m.

MOTIONS PASSED

- 1. Approval of the consent agenda as presented**
- 2. Approval of the proposal to hold dues at \$295 for 2021-2022**
- 3. Approval of the following as authorized signers for all TXCPA and related entity accounts: Jodi Ann Ray, Edith T. Cogdell, Jerrell L. Cross, Stephanie J. King and Stephen R. Phillips**
- 4. Approval of the recommendation by the Nominations Committee to appoint Susan Roberts as Treasurer effective December 1, 2020 to replace Edie Cogdell**
- 5. Approval of the recommended changes to the diversity statement as presented**
- 6. Approval of the 2021 legislative agenda as presented**

Respectfully submitted,

X 

Holly McCauley
Manager, Governance & Executive Operations

X Jan 20, 2021

Date

Approved by:

X 

Priscilla Soto (Jan 20, 2021 12:10 CST)

Priscilla Soto
2020-2021 Secretary, TXCPA

X Jan 20, 2021

Date









Minutes from EB Mtg Nov 5-6, 2020

Final Audit Report

2021-01-20

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