



MINUTES  
MIDYEAR BOARD OF DIRECTORS AND MEMBERS MEETING  
JANUARY 24 - 25, 2020  
OMNI HOUSTON HOTEL; HOUSTON, TX

I. **CALL TO ORDER**

Chairman Lei Testa called to order the Board of Directors of the Texas Society of Certified Public Accountants (TXCPA) and the Annual Meeting of the Accounting Education Foundation (AEF) at 1:33 p.m. She appointed Ken Horwitz as Parliamentarian.

II. **QUORUM CALL**

Secretary Mark Goldman declared a quorum present and made the following motion which was seconded:

**Motion**

**To approve the minutes from the Annual Meeting of Minutes and the 2019-20 Board of Directors Meeting held June 21-22, 2019 in New Orleans, LA,**

**Motion passed with none opposed**

III. **TOWN HALL**

Chairman Testa invited the following volunteer leaders from various focus areas within the Society to the stage to help provide an update and answer questions on the five priorities for 2019-2020: Jodi Ann Ray, President & CEO; Stephen Parker, Immediate Past Chairman; Jerry Spence, Chairman-elect; Edie Cogdell, CPE Advisory Board Committee Chair; Josh LeBlanc, Chapter Legislators Coordinators Committee Chair and Tram Le, Executive Board member and Coordinating Officer for the Young CPAs and Emerging Professionals Committee. The five priorities are: Engaging the next generation of CPAs; Enhancing state and chapter collaboration; Extending our brand to promote the profession; Expanding digital learning opportunities; and Educating stakeholders on the significance of professional licensing. Using technology, attendees submitted questions and "voted" for other submitted questions to be addressed.

#### IV. TREASURER'S REPORT

Treasurer Billy Kelley, Treasurer-elect Edie Cogdell and TXCPA CFO Stephen Phillips delivered the Treasurer's Report and presented the 2020-21 proposed dues. Kelley and Cogdell presented on the investment portfolio and provided an overview of the impact on member dues projections for the Society as well as current stats of the TXCPA Passport for the CPE Foundation.

Phillips reported on the financial statements for the month ending December 31, 2019. The Society had a year-to-date net revenue of \$1,247,158 as compared to a budgeted annual net revenue of \$188,697. The unrestricted fund balance for the Society was \$6,238,708, which is 90% of operating expenses. The CPE Foundation had a year-to-date net revenue of \$237,000 as compared to a budgeted annual net deficit of (\$112,000). The unrestricted fund balance for the CPE Foundation was \$1,508,899, which is 59% of operating expenses.

Kelley presented the proposed 202-21 member dues and reviewed the objectives. The current recommendation is to maintain current dues schedule for 2020-21. Cogdell made the following motion that was seconded.

#### **Motion:**

**The Board of Directors approves the recommendation to main dues for 2020-21.**

- **\$295 CPA and International Affiliate**
- **\$90 Affiliate, Candidate, 40 year, Retired**

**Motion approved with none opposed**

#### V. NOMINATIONS REPORT

Stephen Parker, Chairman of the 2019-20 Nominations Committee, recognized the committee members for their work through the nominations process: Sharon Lukich, Vice Chair (Dallas); Wayne Barton (East Texas); Jacob Briggs (Fort Worth); Jennifer Brown (Austin); Tom DeGeorgio (Houston); Mary Pat Jones (Southeast Texas); Kathy Kapka (East Texas); Natalie Klostermann (Corpus Christi); Mike Meurin (San Antonio); Jim Oliver (San Antonio); Rene Pena (El Paso); Angela Ragan (Central Texas); and Diane Terrell (Abilene).

Committee members Tom DeGeorgio and Kathy Kapka were absent from the committee meeting and did not participate in voting.

The following nominees were elected for terms beginning in fiscal year 2020-2021. In its November 2019 meeting, the Executive Board approved the use of SurveyMonkey to conduct the electronic voting of officers, directors and Nominations Committee members. Voting was open to all eligible members through December 31, 2019. A vote of the members resulted in the following slate of candidates whose terms will commence on June 1, 2020:

**MINUTES**  
**2019-20 MIDYEAR BOARD OF DIRECTORS AND MEMBERS MEETING**  
**JANUARY 24-25, 2020**  
**OMNI HOUSTON HOTEL; HOUSTON, TX**  
**PAGE 3**

Officers:

Chairman-elect: Jason B. Freeman (*Dallas*)  
Treasurer-elect: Susan S. Roberts (*Fort Worth*)  
Secretary: Priscilla A. Soto (*San Antonio*)  
Executive Board: Jimmy J. Hudson (*Permian Basin*)  
Executive Board: Kate I. Rhoden (*Austin*)

Directors-at-Large (3-year term expiring 2023):

Lara A. Akinboye (*Austin*)  
Brandon R. Booker (*Dallas*)  
Marylyn M. Byrd (*Southeast Texas*)  
Jesse Dominguez, Jr. (*Austin*)  
Brandon S. Honea (*Dallas*)  
William J. Kelley, Jr. (*Permian Basin*)  
Andrew J. Merryman (*Victoria*)  
Kelly G. Noe (*East Texas*)  
Blake R. Rodgers (*Dallas*)  
Joan E. Schwartz (*San Angelo*)  
Stephanie A. Shaner (*Fort Worth*)  
Gary Tonniges (*Fort Worth*)

Directors-at-Large (Replacement Terms)

Cory Joiner (*Panhandle*) –replacement for Jimmy Hudson – term ending May 2022  
Christi A. Mondrik (*Austin*) –replacement for Jeremy Myers – term ending May 2021

Nominations Committee (One-year term 2020-2021):

Sandra K. Bembenek (*Fort Worth*)  
Max O. Duplant (*Dallas*)  
Mohan Kuruvilla (*Houston*)  
Chip B. Majors (*Southeast Texas*)  
Misty G. Mata (*Corpus Christi*)  
Imelda A. Moreno (*El Paso*)  
Jeremy Myers (*Austin*)  
Royce E. Read (*East Texas*)  
Priscilla A. Soto (*San Antonio*)  
Sally W. Wolfe (*Central Texas*)

As immediate past chairman of TXCPA in 2020, Lei Testa (*Fort Worth*) will automatically serve as the chairman of the 2020-21 Nominations Committee, and Royce Read was appointed as Vice Chair. Additionally, as the two most recent immediate past chairmen, Stephen Parker (*Houston*) and Jim Oliver (*San Antonio*) will also serve as members on the Nominations Committee.

The Nominations Committee also recommends the names of the following members to be forwarded to AICPA as representatives from Texas to serve on the AICPA Council:

AICPA Council

Sheila A. Enriquez (Houston) – Three-year term expiring 2024  
William D. Schneider (Dallas) – Three-year term expiring 2024  
Lei D. Testa (Fort Worth) – Three-year term expiring 2024  
Jerry D. Spence (Corpus Christi) – One-year designee (2021-22)

**VI. RATIFICATION OF CHAIRMAN-ELECT APPOINTEES TO THE 2020-21 EXECUTIVE BOARD AND NOMINATIONS COMMITTEE**

Chairman-elect Jerry Spence named the following as his appointments for the 2020-21 Executive Board and Nominations Committee:

Executive Board

Brandon Mays (East Texas)  
Jay Neukomm (Victoria)  
Sheila Enriquez (Houston)

Nominations Committee

Cory Joiner (Panhandle)

Parker made the following motion which was seconded:

**Motion**

**I move that the chairman-elect's three appointees to the 2020-21 Executive Board and one appointee to the 2020-21 Nominations Committee be approved as presented.**

**Motion passed with none opposed**

**VII. INTRODUCTION OF 2020-21 CHAIRMAN-ELECT**

Parker introduced the 2020-21 Chairman-elect, Jason Freeman. Freeman was escorted to the podium by TXCPA Past Chairman Willie Hornberger (2013-14) and his daughter, Gia. Freeman gave a short acceptance speech and expressed his excitement in serving TXCPA.

**VIII. TXCPA ACCOUNTANCY MUSEUM UPDATE**

Chairman Testa reviewed the background and purpose of the Accountancy Museum. Since being established as a separate 501c6 corporation in 1986, the Museum has been the recipient of many profession-related pieces of equipment, as well as historical documents. There are two history displays the Museum was engaged in developing. One in the TXCPA office in Dallas and one in the building where the Texas State Board of Accountancy offices. The Museum was also involved in the history book published for the Society's 100<sup>th</sup> anniversary in 2015. Because history projects are few and far between and the assets are minimal (current cash assets approximately \$17,000), the Executive Board proposes

that the separate legal entity for the Museum be dissolved, and that the objective of documenting and sharing the history of the profession in Texas be transitioned to the Accounting Education Foundation.

The following motion was made and was seconded.

**Motion**

**The Executive Board proposes that the separate legal entity for the Museum be dissolved, and that the assets and objective of documenting and sharing the history of the profession in Texas be transitioned to the Accounting Education Foundation.**

The motion was discussed by members of the board. During discussion of the motion, a motion to table the original motion was made by Sam Cheng and seconded.

**Motion**

**The Board of Directors move to table the vote on the proposed dissolution of the Accountancy Museum until discussion with the Accounting Education Foundation can take place.**

**Motion passed with none opposed.**

**IX. TXCPA ACCOUNTING EDUCATION FOUNDATION ANNUAL MEETING**

Art Agulnek, President of the Accounting Education Foundation, provided an update on the activities of the AEF.

- The AEF provided funding for the Accounting Educators Conference, which had 88 participants and offered up to 14 hours of CPE.
- Outstanding Accounting Educators were presented to two recipients. Recipients received an award of \$500.
- The AEF contributed to the AICPA Minority Scholarship. Four Texas students received funding up to \$5,000.
- The AEF provided a \$2,500 scholarship to 50 qualified accounting students.

The 2020 Kenneth Hurst Award was presented to Susan Adams (Fort Worth).

Agulnek shared details of the AEF Vacation Raffle. Tickets are \$100 each and only 300 will be sold. Tickets available beginning March 1 and the drawing will take place in Fort Worth at the Annual Meeting. The winner will receive a trip to a location of their choice. A silent auction will also be held at the Annual Meeting in Fort Worth.

Chairman Testa presented a proposal for restructuring the AEF and administration of TXCPA's programs focused on student and educator outreach. This would include centralizing all education and student efforts under the AEF, sunseting the Relations with Educational Institutions Committee and

establishing new committees as necessary under the AEF, dedicating staff to lead AEF initiatives and support for the Executive Board's request for funding from reserves to support the initiative with a five-year tiered commitment. The next steps will be to gather feedback and support for the concept from the Board, the Governance Committee will review existing bylaws for necessary actions or updates, a business plan and draft budget will be prepared, and an update will be shared with the Board.

**X. STRATEGIC PLANNING**

Eric Curtis with Curtis Strategy presented a strategic plan overview. Curtis is the current strategic planning consultant for TXCPA. He shared an overview of his role and objectives for the current process. Curtis will work with board members on day two to gather feedback and input to aid in his work.

**XI. OPEN FORUM**

Chairman Testa provided the members with an opportunity for open discussion.

**XII. RECESS MEETING**

Chairman Testa recessed the meeting and invited everyone to a reception and gameshow.

**XIII. RECONVENE MEETING**

Chairman Testa reconvened the meeting on Saturday, January 25, 2020 at 9:20 a.m.

**XIV. CPA-PAC REPORT & AWARDS**

Jesse Dominguez, Chairman of the CPA-PAC Committee presented the 2019 CPA-PAC awards.

Highest Percent of Fundraising Goal

Small Chapter: Southeast Texas

President: Chip Majors | PA Chairman: Josh LeBlanc

Medium Chapter: Corpus Christi

President: Jeff Smith | PA Chairman: Susie Sullivan

Large Chapter: Austin

President: Jennifer Brown | PA Chairman: Jesse Dominguez

Highest Percent Increase in Members Contributing

Small Chapter: Texarkana

President: Shelley Knight | PA Chairman: Carol Wilder

Medium Chapter: El Paso

President: Daniel Gomez | PA Chairman: Rene Pena

**MINUTES  
2019-20 MIDYEAR BOARD OF DIRECTORS AND MEMBERS MEETING  
JANUARY 24-25, 2020  
OMNI HOUSTON HOTEL; HOUSTON, TX  
PAGE 7**

Dominguez presented CPA-PAC Chapter Fund Balances and stats. He also shared the 2020 Campaign budget and reminded members of ways they can contribute to the CPA-PAC.

**XV. STRATEGIC PLAN ROUNDTABLES**

Curtis led the Board in roundtable exercises to gather feedback and input that will be used during his strategic planning process with TXCPA.

**XVI. CPA EVOLUTION AND BREAKOUTS**

Bill Reeb, Chairman of AICPA, presented updates on AICPA initiatives and CPA Evolution. Board members participated in roundtables to provide input for TXCPA to share with AICPA on CPA Evolution.

**XVII. OPEN FORUM**

Chairman Testa provided the members with an opportunity for open discussion.

**XVIII. CLOSING REMARKS**

Chairman Testa invited members to attend the Annual Meeting of Members June 26-27, 2020 in Fort Worth. She asked everyone to complete the meeting evaluation. All final materials will be loaded to the materials webpage.

**XIX. ADJOURNMENT**


There being no further business, the meeting was adjourned at 12:26 p.m.

**MOTIONS PASSED**

- 1. Approval of the minutes from the Annual Meeting of Members and 2019-2020 Board of Directors Meeting held June 21-22, 2019 in New Orleans, LA.**
- 2. Approval to hold dues for 2020-21. Dues would remain \$295 for CPA and International Affiliate and \$90 for Affiliate, Candidate, 40 year and Retired.**
- 3. Approval of the chairman-elect's three appointees to the 2020-2021 Executive Board and one appointee to the 2020-2021 Nominations Committee as presented.**
- 4. Approval to table the vote on the proposed dissolution of the Accountancy Museum until discussion with the Accounting Education Foundation can take place.**

MINUTES  
2019-20 MIDYEAR BOARD OF DIRECTORS AND MEMBERS MEETING  
JANUARY 24-25, 2020  
OMNI HOUSTON HOTEL; HOUSTON, TX  
PAGE 8

Respectfully submitted,

X  \_\_\_\_\_

Holly McCauley

Manager, Governance & Executive Operations

X 4/15/2020  
Date

Approved by:

  
X Mark Goldman (Apr 16, 2020) \_\_\_\_\_

Mark Goldman

2019-20 Secretary, TXCPA

X Apr 16, 2020  
Date