



**Board of Directors Meeting Minutes  
Monday, July 28, 2021**

<b>Board Members Attending</b>	
Elaine Mauldin, President Robert Allen, President-Elect Terry Shevlin, Past President Mark Beasley, Vice President-Finance Mark DeFond, Vice President-Research & Publications Beth Kern, Vice President-Education Ann Dzurandin, Director-Focusing on Membership	Giorgio Gotti, Director-Focusing on International John Hepp, Director-Focusing on Academic/Practitioner Interaction Mary Stanford Harris, Director-Focusing on Intellectual Property Yvonne Hinson, Chief Executive Officer
<b>Guests &amp; AAA Professional Staff Attending</b>	
Sarah McVay – incoming VP Research and Publications Tim Rupert – incoming Director focusing on Segments Mark Dawkins – incoming President-Elect Matt Anderson – incoming Interim DEI Director Monte Swain – incoming Council Chair Nancy Nichols – Council Chair	Michele Morgan - CFO Darlene Dobson- Executive Assistant Barbee Oakes
<b>Board Members Not Attending</b>	
Audrey Gramling, Director-Focusing on Segments Annie Farrell – incoming VP Finance	
<p><b>MSC = Motion Seconded and Carried</b>  <b>MSF = Motion Seconded and Failed</b></p>	
<p><b>Welcome</b> - Elaine Mauldin reviewed the agenda. The agenda was approved with no changes. Elaine said Yvonne's performance evaluation has been completed. Bob and Elaine will be reviewing the comments with Yvonne in person next week. This is the last board meeting for Terry Shevlin, Mark DeFond, and Mary Stanford.</p> <p>Yvonne said she had information on holding a DEIB strategy meeting in-person in October. She said we can meet from 4-6 on Thursday and continue over dinner and come in the next day at 8 am and meet to that afternoon. Darlene will send out a survey to all Board members to see who would like to attend.</p>	
<p><b>Meetings Model Task Force –MSC to approve the Meetings Model Task Force June 2021 Report</b></p> <p>The MMTF recommended the creation of a new Meetings Committee ideally with 9 members with staggered 3-year terms. The Management Team is responsible for the structure of the committee and would like to get everyone's input.</p> <p>The following people are 1-year members that have agreed to serve: Margaret Christ -MAS rep., Mary Curtis -AIS and Randy Elder - Audit</p> <p>The following people are 2-year members – Linda Parsons-GNP, Eric Bostwick-regions and maybe as chair. We need one more 2-year member from FARS or ATA since have recurring meetings.</p> <p>New 3-year members – Mary Ellen Carter–FARS, maybe someone from ATA or DIV and maybe someone from TLC or International</p> <p>We need to agree on the process and decide if we need to go thru the executive committee of the section so they can help us appoint someone. In the interest of time, after the annual meeting we will task Yvonne to formalize the charge and structure of the committee (qualification – you must have experience running a meeting and understand the rotation structure. Then we can say our transition plan will be structured this way). The Diversity Movement should review the process and then Management Team can approve Yvonne's work.</p>	

**Council Review** – Nancy Nichols said the CPA Evolution conversation yesterday at the Council meeting hit a nerve with a lot of people and will continue to be a point of conversation. Monte Swain’s review of how people get elected to nominations committee was very informative.

### **Governance Topics**

1. Board of Director Position Descriptions and Council Ballot Committee– Elaine Mauldin led a group discussion about changes that could be made to the ballot form, position descriptions and qualifications, and the nomination process. Monte Swain said he would be happy to create a diagram showing the paths to nomination. Elaine said Monte could work with Terry Shevlin on the call for nominations and the diagram. Yvonne said once the diagram is finished, we could get it in a single topic email. Yvonne suggested they contact Barbara Gutierrez who knows the current process and Mark VanZorn would be the website support. Matt Anderson thinks his DEI Committee position should be a minimum of 2-year position. Elaine appointed Yvonne to do a little research after the annual meeting and talk to legal about what can be done to give Matt a 2-year term and then come back to the Board by email and let us know what we can do.
  
2. Acknowledge Receiving Committee Reports (V)
  - a. Competitive Manuscript Award – Sam Bonsall
  - b. Deloitte Foundation Wildman Award Committee – Scott Showalter
  - c. Education Committee Report – Beth Kern
  - d. Notable and Distinguished Contributions to Accounting Literature Award Screening Committee– Beth Blankespoor
  - e. Notable Contributions to Accounting Literature Award Selection Committee – Marshall Pitman
  - f. Distinguished Contributions to Accounting Literature Award Selection Committee – Ken Reichelt
  - g. Lifetime Service Award – Anne Christensen
  - h. Outstanding Accounting Educator Award Committee – Brian McAllister
  - i. Accounting Horizons Steering Committee – Sudipta Basu
  - j. Publications Committee Report – Dana Hermanson

***MSC – the Board acknowledged receiving the committee reports and accepted the reports.***

Bob Allen will send an email after the Annual Meeting asking all the committee leaders to define their charges and develop new qualifications. Elaine said they can use the Education Committee as an example. When the leaders have updated their documents, the AAA professional staff could put them in the correct. Elaine said she thought there was a group consensus that the award committee criteria and process needs to be updated. Nancy Nichols agreed to work on the teaching-oriented awards and Sara McVay will take on the research awards.

### **Finance Update**

#### **Q4 Financial Summary**

Mark Beasley said May 31 is the AAA fiscal year end. The in-person portion of the audit has started this week and will end on Friday. Great news, the General Fund net change of net assets is 1.2 million. We budgeted a 30% drop in member renewals, and it was only 13% percent so that was a strong positive variance. The Annual Meeting registrations were better than we budgeted. The primary drivers in the additional revenue were the 538K in the first PPP loan which was forgiven, and this allowed us to recognize it as revenue, COSO distribution of 200K which was a \$100K increase that we used that towards the new AMS system and there was a \$145K decrease in headquarters expenses and \$415K decrease in Annual Meeting loss.

The Sections had an additional \$237K in net flows compared to FY2020. The primary drivers were they had \$112K less journal expenses than in 2020, \$50K annual meeting net revenue because there were no breakfast or lunch at virtual meeting and \$91K of additional revenue because most meetings were shifted to virtual I FY2021. We are going into the current fiscal year in a good position in addition to having the PPP loan. Caution is that we have potential liability with the next three years of annual meetings which were contracted prior to COVID, and attendance is an unknown. Mark Beasley said the financial package will be coming soon.

Meeting Adjourned at 5:10