

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

BOARD OF DIRECTORS

MINUTES OF CONFERENCE CALL MEETING

SATURDAY, SEPTEMBER 25, 2010

A meeting of the AICPA Board of Directors was held via conference call on Saturday, September 25. The conference call convened at 10:05AM.

Attendance

The following Board members participated:

Robert Harris, Chairman
Paul Stahlin, Vice Chairman
Wynne Baker
Allyson Baumeister
Terry Branstad
Rich Caturano
Patricia Cochran
Robert Graham
Paula Hanson
Rodney Harano
Carter Heim
Bob Laux
Bill McKenna
Barry Melancon
Karen Pincus
Bill Schneider

The following AICPA Staff participated:

Erik Asgeirsson, Chief Executive Officer
CPA2Biz
Susan Coffey, Senior Vice President
Member Quality and International Affairs
Richard Miller, General Counsel and Secretary

Tony Pugliese, Senior Vice President
Finance, Membership & Operations
Scott Spiegel, Chief Financial Officer

Report of Audit and Finance Committee and Approval of Financial Statements

Patricia Cochran reported on the meeting of the AICPA's Audit Committee which occurred the day before. She noted that the Committee discussed and approved: (1) the AICPA's Employee Code of Conduct; (2) the schedule of apportionment of Council seats, which occurs every five years; and (3) the audited financial statements of the Staff Pension Plan, the Staff Savings Plan, the AICPA Foundation and the AICPA Benevolent Fund. She also noted, for information purposes, J.H. Cohn's continuing engagement as the auditor of the financial statements for the AICPA and its related entities, pursuant to our 2009 two-year engagement letter with that firm.

Following this, Ms. Cochran reported on the combined Audit Committee and Finance Committee meeting which also took place yesterday. She informed the Board of the discussion that was held concerning the Institute's financial statements and the approval of those statements by both committees. She then asked the Board to approve the financial statements as well. After discussion, upon motion duly made and seconded, the Board unanimously approved the financial statements of the Institute and related entities.

Finally, Ms. Cochran thanked the AICPA's Finance and Internal Audit Staff for their hard work and dedicated service in producing the financial statements and for the excellence of their work.

Report of the President and CEO

Barry Melancon, President and Chief Executive Officer, reported to the Board on various matters of interest, including the current IRS rulemaking involving non-signing preparers and their attempt to set up a class of tax preparers which is currently called “Registered Tax Preparers.” He informed the Board of recent events involving this issue and our current strategies concerning it, including a possible legal action. The Board concurred with the strategies. He also reported on our efforts with the IRS concerning the IRS’s uncertain tax position proposal. He noted that the IRS is raising the threshold for reporting to \$100,000,000 but their proposal would phase down over five years back to the original \$10,000,000 threshold. He then reported on developments with FASB and the Blue Ribbon panel on financial reporting.

Secretary’s Report

Mr. Miller delivered the Secretary’s Report. Membership ballots No. 908, 909, 910 and 911 for the time period of July 23, 2010 to September 13, 2010 admitting 11,345 members, accepting 639 resignations, 2684 reinstatements and 185 advances of dues, were received and approved.

Upon a motion duly made and seconded, the Board accepted the Secretary’s Report.

The Secretary’s Report is at **Appendix** ___ in the official minute records of the AICPA.

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There being no further business, the conference call adjourned at 10:32AM on Saturday, September 25, 2010.