



# COMMITTEES

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# COMMITTEES

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## Committees

The committees of the Society are essential to its progress. They assist in achieving the objectives of the Society's strategic plan. They perform much of the Society work, contributing to the profession's programs and maintaining relations with influential outside groups. Working with staff liaisons, committees have a responsibility to promote and communicate activities and results to Society members. The Executive Board or Board of Directors has the authority under the provisions of the Bylaws to designate and charge committees. (EB:8/09/02)

### Appointment Process

The basis for selecting committee personnel is found in the Society Bylaws under Article VIII (6).

TXCPA relies on CPA volunteers to fill committee positions. In addition to a desire for service on a particular committee, the member's record and related experience, as well as the need for appropriate member demographic balance on the committee, is considered.

A committee chairman shall be appointed for all committees by the TXCPA chairman-elect no later than March 31, and will begin their term June 1. With the exception of committees with an alternate composition, a committee chairman will be appointed for a one-year term and may be reappointed for an additional two terms. In special circumstances a committee chairman may be eligible to serve more than three consecutive terms with approval by the president & CEO and the individual who will be chairman during the service year in which the committee chairman is being appointed. (EB:11/3/17)

Members will be appointed to a committee for a one-year term (with the exception of committees with an alternate composition) with the understanding that the member may be reappointed for an additional two terms only if his/her record of involvement and participation has been commendable. In appropriate circumstances when specific expertise is needed, a member may serve more than three consecutive terms on a committee with approval by the president & CEO and the chairman-elect or individual who will be chairman during the service year in which the member is being appointed. (EB:11/3/17)

New volunteer applications are accepted annually during an open call for volunteers and as vacancies occur. Returning and new volunteers are recommended by the incoming committee chairman and staff liaison and approved by the chairman-elect.

Vacancies may occur during the year due to resignation, lack of participation, the need for more volunteers or the need for a particular expertise to execute the work of the committee. These vacancies may be filled with approval by the president & CEO and the chairman or individual who will be chairman during the service year in which the member is being appointed. (EB:8/09/02)

### Meetings

1. All meetings shall be held in Texas unless scheduled in conjunction with the Annual Meeting or Midyear Board of Directors and Members meeting taking place outside of the state.
2. The meetings should be organized in such a manner to minimize travel time and maximize meeting time.
3. Every effort should be made to determine if a virtual meeting would be acceptable to optimize time required of volunteers and minimize costs.
4. Guests may be invited to attend the meetings at the discretion of the committee chairman.

### Meeting Expenses

Reasonable meeting expenses for such items as lunches, breaks, audio/visual equipment, meals and related expenses for the staff liaison(s) will be borne by the Society.

### Expense Reimbursement

Reimbursement for committee members is limited to those for whom lack of reimbursement would constitute a

sufficient financial burden to interfere with the performance of their responsibilities with TXCPA and its affiliated entities (not including chapters). Such reimbursed expenses are limited to transportation costs (e.g., coach class airfare, personal automobile mileage allowance, taxi and auto rental). Original receipts of all expenditures must accompany requests for reimbursement. (EB:6/29/06 and 4/27/07)

Committee members requesting travel reimbursement under the parameters outlined above are to seek approval for reimbursement prior to the meeting. Requests should be submitted to and approved by the chief financial officer. Members approved for reimbursement must submit a brief memo, attaching either an original airfare receipt or a mileage statement. Arrangements for air travel should be made sufficiently in advance to obtain any discount fares available. There will be no disclosure of names of members to whom reimbursement is made. It is the intent that requests for reimbursement come only from committee members who qualify for reimbursement under this policy.

Committees should be aware of the following policies:

1. Travel, telephone, mailing costs and other expenses incidental to committee meetings and Board of Directors meetings are a personal obligation of the committee members; such obligations should be recognized at the time of acceptance of the appointment to a committee.
2. Expense of mailings and printing of brochures or manuals and/or other materials for committee projects are to be requested as items in the committee's budget each year; expenses of this nature should be incurred only through the TXCPA administrative office.

These reimbursements are not available to committee members attending meetings held in conjunction with the Society's Midyear Board of Directors and Members Meeting or Annual Meeting of Members since all members are expected to attend these meetings at their own expense. (EB:6/29/06 and 4/27/07)

In the event that a TXCPA volunteer attends an AICPA meeting as an official representative of TXCPA, the expenses should be budgeted by the committee or entity that the volunteer represents. Unbudgeted travel reimbursement for such meetings must be requested as a budget variance under the Budgetary Controls policy.

### Speaking Out

The Federal Tax Policy Committee, Professional Standards Committee, Peer Review Committee, Relations with IRS Committee and State Taxation Committee chairmen, or their designee, may speak on behalf of their respective committee subject to the following conditions:

1. They may speak only on matters directly related to their committee or task force activity;
2. A committee or task force statement must be approved by either of the following: (a) by a two-thirds majority of members present in person or by proxy at a committee, section or task force meeting; or (b) by mail ballot or email ballot if approved by all of the members; and
3. The committee or task force statement must make clear that it is being presented only on behalf of the related group and not on behalf of the Society. Expression of views may take the form of: discussion papers; articles for publications; comments to AICPA entities of interest to the steering committee, committee or task force; press releases; or presentations to legislatures or other regulatory bodies.

The following disclaimer must accompany any verbal or written expression: *"The views expressed herein are written on behalf of the [issuing body] of the Texas Society of CPAs. The [committee or task force] has been authorized by the Texas Society of CPAs' Board of Directors to submit comments on matters of interest to the [committee or task force] membership. The views expressed in this statement/document have not been approved by the Texas Society of CPAs' Board of Directors or Executive Board and, therefore, should not be construed as representing the views or policy of the Texas Society of CPAs."* (EB:11/11/06) (EB:11/3/17)

### Quorum/Voting

Unless stated otherwise, a quorum for any meeting should consist of at least a majority of members appointed. Every action or recommendation made by a majority of committee members present at a meeting duly held at which a quorum is present is the act of the committee. (EB:11/3/17)

# COMMITTEES

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## Committee Chairman, Responsibilities of

Each committee will be supported by TXCPA staff. The committee chairman should rely on the professional staff to:

1. Recommend and implement programs to help the committee achieve its objectives and the overall objectives of TXCPA;
2. Execute the administrative and other functions requiring their specific expertise; and
3. Provide information on policies, past programming, budgets, activities of the Society overall, etc.

The chairman's responsibilities are to:

1. Work with the staff liaison to schedule committee meetings, following the recommended timing before Executive Board meetings;
2. Conduct meetings in accordance with *Robert's Rules of Order*;
3. Determine how the committee might assist in achieving overall objectives of TXCPA detailed in the strategic plan;
4. Assign program activities to volunteers and monitor their activity; and
5. Report to the committee on actions taken by the Executive Board. (EB:8/09/02)

## Committee Member, Responsibilities of

Committee member responsibilities are to:

1. Attend meetings and participate in the programs and activities of the committee through specific committee work as outlined by the committee charge and as assigned by the committee chairman;
2. Arrange and be responsible for personal travel and hotel reservations. (EB:8/09/02)

## Committee Staff Liaison, Responsibilities of

Assignment of staff liaisons to committees is the responsibility of the president & CEO. The role of the staff liaison is to be well informed of TXCPA activities and policies, to advise the committee of such, and to recommend and implement approved programs.

Specific committee staff liaison responsibilities include:

1. Monitor changes, trends and current issues relative to the committee activities, and report on significant items at each meeting;
2. Implement staff action items and programs generated by committee activity;
3. Participate in discussion of committee activities;
4. Recommend and seek the chairman's approval of the agenda for all meetings;
5. Coordinate all meeting arrangements with the appropriate staff;
6. Disseminate meeting notice at least four weeks before the meeting, if possible;
7. Monitor receipt of response forms, give meal guarantees, etc.;
8. Submit budgets for committee activity through TXCPA budget process;
9. Monitor the cost-effectiveness of programs;
10. Provide committee activity report and Executive Board agenda items, if applicable, to coordinating officer prior to each Executive Board meeting;
11. Take minutes at all meetings of the committee assigned, develop list of action items and distribute to all committee members. Minutes will be distributed prior to the next meeting in the approved format without the necessity of chairman's approval. Corrections or additions to minutes will be made at the next meeting;
12. Maintain committee files; and
13. Make all committee minutes available via the designated electronic medium. (CEO:11/7/03)

## Accounting Education Foundation Board of Trustees

### Purpose

To aid, promote, develop and advance education and research relating to the study, teaching and practice of accountancy and allied fields.

### Responsibilities

1. Make donations, gifts and contributions from the annual net income or assets of the Foundation to organizations, foundations, institutions, projects or individuals in the State of Texas relating to the field of accountancy.
2. Initiate, promote, encourage, assist and finance such programs and projects for realization of the defined purpose.

### Composition

The Board of Trustees consists of 18 members all of whom shall be Society members in good standing. Sixteen trustees shall be elected by voting members of the TXCPA Board of Directors with a term of four years. The 17<sup>th</sup> trustee will be the current chairman-elect of the Society and the 18<sup>th</sup> trustee is appointed by the president of the AEF and serves a one-year term. (EB:11/3/17)

### Nominations

Recommendations for nominations of the 18 voting members of the Board of Trustees shall be made by a committee consisting of the president of the corporation and the chairman and immediate past chairman of the Society. The immediate past chairman of the Society shall serve as chairman of this nominating committee. (EB: 1/30/19)

## Advanced Health Care Conference Committee

### Purpose

Plan and execute an annual continuing education conference for CPAs within this industry.

### Responsibilities

1. Recommend topics for the conference.
2. Identify and recommend speakers with TXCPA staff assistance for each topic.
3. Contact and verbally confirm selected speakers.
4. Recommend dates and locations in coordination with TXCPA staff and CPE calendar.
5. Assist TXCPA staff with registration.
6. Introduce the speakers and moderate the meeting.
7. Review conference and committee budget prepared by TXCPA staff liaison.
8. Assist as needed in identification of topics for development of new course modules and conferences in the appropriate curriculum.

(Nominal Change Group:11/03)

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. (EB:11/3/17)

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## Audit Committee

### Purpose

Provide oversight of financial reporting, the audit process, and the system of internal controls. The committee will review significant accounting and reporting issues and recent pronouncements to determine the potential impact on the financial statements. The committee will review the results of the audit with management and the external auditors, including matters required to be communicated under generally accepting auditing standards. (EB:11/3/17)

### Responsibilities

1. Oversee the annual audit.
  - a. Adhere to good practices for audit committees, which generally include:
    - i. Providing communication between the Board of Directors, Executive Board, management and the independent auditor;
    - ii. Annually assess the independence of committee members and the independent auditors;
    - iii. Report to the Board of Directors on significant activities; and
    - iv. Meet two to four times per year or more frequently as circumstances require.
  - b. Evaluate the performance of the independent auditors and make a recommendation for the selection of auditors to the Board of Directors. To achieve this responsibility, the committee should consider:
    - i. Comments on the performance of the public accounting firm by appropriate management;
    - ii. Level of participation by management personnel in the audit examination, the mix of skills and experience of the staff, and staff rotation policy;
    - iii. Proposed audit fee, the independent auditors' engagement letter and explanations for fee changes;
    - iv. Public accounting firm's credentials, capabilities and reputation; latest peer review conducted pursuant to a professional quality control program; and any significant litigation problems or disciplinary actions; and
    - v. Whether a request for proposal from the current firm and other firms should be made.
  - c. Review with management and the independent auditor the results of the annual audited financial statements of the Society and related comments prior to their submission to the Board of Directors and Executive Board. This would include:
    - i. Obtaining explanations for significant variances in the financial statements between years;
    - ii. Determining that no new accounting policies were adopted or an explanation of any such changes;
    - iii. Inquiring about significant accounting accruals, reserves or estimates that have material impact on the financial statements;
    - iv. Inquiring of management and independent auditor if there were any significant financial reporting issues discussed during the accounting period and if so, how they were resolved;
    - v. Considering meeting privately with the independent auditor to request his/her opinion on various matters;
    - vi. Asking the independent auditor what the greatest concerns were and if anything else should be discussed with the committee that has not been raised or covered elsewhere;
    - vii. Reviewing the letter of management representations given to the independent auditor and inquire whether he/she encountered any difficulties in obtaining the letter or any specific representation therein; and
    - viii. Discussing with management and independent auditor the substance of any significant issues raised by counsel concerning litigation, contingencies, claims or assessments.
2. Review with the independent auditors any proposed changes to accounting principles or procedures prior to their adoption by the Society.
  - a. Review the independent auditor's management letter and discuss implementation with management.
  - b. Review the scope of the examination of the annual financial statements with the independent auditors. Specific inquiries should be made as to:
    - i. Extent to which planned audit scope can be relied upon to detect fraud or weaknesses in internal control;
    - ii. Steps planned to review EDP procedures and controls; and

- iii. Any areas that require special attention by the Executive Board.
  3. Audit Firm Independence - The partners/shareholders or employees of the firm selected as independent auditor of TXCPA are not precluded from serving on committees, councils or Boards of Directors, except as follows:
    - a. During the period(s) covered by the audit report or during the period(s) of the engagement, no partner/shareholder or employee of such firm shall serve on the following:
      - i. Executive Board;
      - ii. Finance Committee;
      - iii. CPA-PAC Committee;
      - iv. Accounting Education Foundation;
      - v. TXCPA Insurance Trust; and
      - vi. Audit Committee
- (EB:11/3/17)

#### Composition

Two members of the Finance Committee and three members of the Board of Directors shall be selected to serve on the Audit Committee. Additionally, the treasurer and treasurer-elect shall serve as non-voting *ex-officio* members.  
(EB:11/7/03) (EB:11/9/07)

## Awards Committee

#### Purpose

Recognize CPAs and others for their contributions to the accounting profession and community. Through the awards process, give recognition to deserving persons whose activities can serve as a model of inspiration for members according to the *Volunteer Policies and Procedures Manual*.

#### Responsibilities

1. Annually select qualified recipients of TXCPA awards as authorized by the Board of Directors and Executive Board. These awards shall include: Meritorious Service to the Accounting Profession in Texas; Distinguished Public Service; Outstanding Committee Chairman; Rising Stars; Young CPA of the Year; and CPA 50-year Continuous Members. The Awards Committee recommends nominees for Distinguished Member and Honorary Member recognition to the Board of Directors.
  - a. Solicit nominations and select TXCPA award recipients according to the "Awards" procedure in the *Volunteer Policies and Procedures Manual*.
  - b. Recognize award recipients during TXCPA's Annual Meeting or Midyear Board of Directors and Members Meeting.
  - c. Publicize award recipients through articles in appropriate TXCPA publications, chapter newsletters, and news releases to appropriate outside media.
  - d. Recommend additional award categories to the Executive Board and Board of Directors.
3. Coordinate the selection of TXCPA nominees for other AICPA awards.
4. Special Recognition Awards will be determined by the TXCPA chairman, who may invite the input of the Awards Committee.

#### Composition

The committee shall be comprised of 13 members appointed through the TXCPA committee appointment process. Members shall serve a 2-year term staggered so half rotate off each year. The committee chairman shall be the former TXCPA chairman whose term ended two years prior to the committee's service year and will then serve as a member of the committee for their second year. Members should consist of individuals knowledgeable of TXCPA activities during the year being considered for awards and include a demographic representation of TXCPA's members. Recipients recognized in the current year shall be considered for participation on the committee for the next service year. (EB:10/28/00) (EB:11/3/17) (EB:11/9/18)



# COMMITTEES

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## **Branding and Community Outreach Committee**

### Purpose

Provide input for the promotion, protection and management of TXCPA's brand and make recommendations for programs and initiatives designed to increase awareness and visibility of Texas CPAs and TXCPA in communities across the state.

### Responsibilities

1. Provide input and feedback on TXCPA branding initiatives.
2. Serve as brand ambassadors in chapters and at TXCPA meetings and events to help drive continuous awareness of TXCPA's brand.
3. Review and recommend community outreach (service and education) initiatives to be implemented at both the state and chapter levels.

### Composition

The committee chairman and members-at-large are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman serves a two-year term and is selected in accordance with TXCPA committee appointment procedures. (EB: 11/07/19)

## **Business Valuations, Forensic and Litigation Services Committee**

### Purpose

Explore issues and make recommendations to serve the specific needs of members in the areas of business valuations, forensic accounting and litigation services.

### Responsibilities

1. Identify trends, needs, events and issues that are pertinent to TXCPA members with an interest in business valuation, forensic accounting and litigation services.
2. Discuss, identify and communicate services TXCPA can provide to its members relative to the trends, needs, events and issues identified above.
3. Provide creativity and innovation for the initiation and development of new services to TXCPA members in business valuation, forensic accounting and litigation services.

### Composition

The committee is comprised of 15 members, including the committee chairman. Members serve three-year, staggered terms. Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. (EB:6/29/06) (EB:11/3/17)

## Chapter Coordinating Committee

### Purpose

Enhance and support the vitality of chapters and their grassroots efforts, promote cooperation and communication between and among chapters and the state level of TXCPA, and facilitate the chapters' ability to collaborate with and enhance the work of the Society. (EB:11/3/17)

### Responsibilities of the full committee

1. Provide a conduit for cooperation and dialogue between chapter- and state-level leaders and staff, and for the dissemination of relevant information.
  - a. Host a meeting each year that includes all members of this committee and appropriate state-level leaders, volunteers and staff. The primary purpose of the meeting is to discuss relevant issues and share ideas.
  - b. Host a meeting each year to provide information to chapter leaders about their state- and chapter-level responsibilities.
  - c. Use available technology to disseminate information and gather feedback throughout the year.
2. Develop and implement projects that focus on a mutual commitment to member service.
  - a. Implement the Outstanding Chapter Awards program. (See Outstanding Chapter Awards policy.) Periodically study the policy and process for the Awards program, and recommend changes the group considers to be necessary.
  - b. Periodically study:
    - i. cross-representation between the state and chapter levels of TSCPA;
    - ii. the number and size of chapters (see Chapter Size Groups policy); and
    - iii. current mechanisms at both levels for delivery of service to members and develop recommendations for improvement.

### Responsibilities of the steering subcommittee

1. Plan and participate in meetings of the committee and training events for chapter leaders.
2. Select Outstanding Chapter Awards recipients (see Outstanding Chapter Awards policy) and maintain the confidentiality of selections until they are announced.
3. Each member of the subcommittee should:
  - a. promote cooperation between and among chapters and TXCPA;
  - b. stay informed about current issues affecting the profession and the organization; and
  - c. serve as a conduit for positive communication between the chapter and state levels as requested.

### Composition

Committee - all chapter presidents, presidents-elect and president-elect nominees, and steering subcommittee; chapter executive directors/secretaries and coordinating officer serve as an *ex officio* member.

Steering Subcommittee - appointed by TXCPA chairman: a committee chairman, five members from small chapters, four from medium-sized chapters and three from large chapters, all of whom have been chapter presidents. The committee chairman can – but does not have to – be one of those 12. (EB:4/25/03) (EB:8/5/11) (EB:4/28/17)

## Chapter Legislative Coordinators Committee

### Purpose

To coordinate an effective legislator relationship and contact program among TXCPA's 20 chapters.

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## Responsibilities

1. Identify and train key persons for statewide legislators.
2. Follow up with key persons during session as needed (i.e., after a key person alert).
3. Working with chapter public affairs chairs, monitor legislative races, assist in determining contribution amounts and coordinate delivery of PAC checks with key persons.
4. Gain an in-depth understanding of issues being supported or opposed by TXCPA and be prepared to, individually or along with a key person, articulate the Society's position to legislators within the chapter's area.
5. Attend TXCPA's Grassroots Seminar, Legislative Briefing and Day at the Capitol in preparation for legislative session.

## Composition

The committee shall be comprised of a chairman appointed by the TXCPA chairman-elect. The TXCPA chairman-elect will work collaboratively with chapter leaders to appoint at least one member from each chapter to serve as legislative coordinator. Each committee member must be knowledgeable and experienced in TXCPA's Governmental Affairs program and served as a TXCPA/chapter key person. (EB:11/4/16)

## Compensation Committee

### Purpose

To guide and oversee the formulation and application of staff compensation and benefits for TXCPA employees.

### Responsibilities

1. Oversee and review the salary grades for various staff positions established by the TXCPA president & CEO.
2. Oversee and review the benefit programs provided for TXCPA employees.
3. Set the overall compensation budget each year.
4. Conduct a performance evaluation of the president & CEO by July of each year. The chairman will be responsible for gathering the data and delivering the evaluation.
5. Set the compensation of the president & CEO.
6. Report annually to the Executive Board.

### Composition

The current chairman acts as chairman of the committee. Other members of the committee are the immediate past chairman, chairman-elect, chairman-elect nominee, treasurer, treasurer-elect, and treasurer-elect nominee. (EB:8/22/03) (EB:6/28/07) (EB:11/7/08)

## CPA-PAC Committee

### Purpose

To operate an effective Political Action Committee on behalf of TXCPA.

### Responsibilities

1. Establish fundraising goals and raise PAC funds.
2. Allocate PAC donations received from members 75 percent to chapter funds and 25 percent to the statewide fund.
3. Assist candidates on a nonpartisan basis to understand and support the protection of the public interest through maintaining high moral, ethical and professional standards for the accounting profession.
4. Establish guidelines for PAC contributions and endorsements.

5. Coordinate with chapters, key persons and other appropriate parties to interview selected candidates in an effort to help determine who should receive CPA-PAC contributions and endorsements.
6. Evaluate and recommend contributions for specific legislative races.
7. Coordinate cooperative campaign contributions between chapters and statewide candidates when specific chapter or statewide funds are insufficient.
8. Evaluate statewide races and authorize CPA-PAC contributions.
9. Report PAC activity to the membership.
10. Educate members regarding the CPA-PAC endorsed candidates and the election issues that impact the accounting profession and its ability to serve its employers, clients and the public.
11. Encourage members' contribution of time and money to candidates for political office in Texas. (EB:11/7/03)

## Composition

CPA-PAC Committee composition is spelled out in the [CPA-PAC Bylaws](#), Article V, section 3(c).

The steering committee shall be comprised of the committee chairman (appointed by the TXCPA chairman), the vice-chair (appointed by the committee chairman), and the chairmen of the Chapter Legislative Coordinators Committee and Legislative Advisory Committees, the managing director of governmental affairs and not more than eleven members appointed by the chairman of the Society with the approval of the TXCPA Executive Board. In addition, the TXCPA president & CEO will serve in an *ex officio* capacity. (EB:11/3/17)

## CPA Practice Issues Committee

### Purpose

Explore issues and make recommendations regarding the specific needs of members in public practice, focusing on members' ability to provide quality services to their clients and the public; and providing support to the enhancement of their professional careers.

### Responsibilities

1. Identify trends, needs, events and issues that are pertinent to TXCPA members working in public practice.
2. Discuss, identify and communicate services TXCPA can provide to its members relative to the trends, needs, events and issues identified above.
3. Provide program topic ideas to TXCPA CPE Foundation staff for quality CPE programs specifically directed to members in public practice.
4. Develop ideas to increase greater participation in TXCPA leadership roles by public practice members. (EB:1/22/04)

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. The coordinating officer serves as an *ex officio* member. (EB:11/3/17)

## CPE Advisory Board

*Reports to: Board of Trustees of the CPE Foundation (TXCPA Executive Board)*

### Purpose

The CPE Advisory Board will provide advice and counsel to TXCPA staff for effective business operations of the CPE Foundation which will include:

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1. Development and implementation of a strategic framework for CPE that meets the changing marketplace demands;
2. The delivery of market-driven, quality, affordable CPE to members and accounting professionals; and
3. The exploration and implementation of new CPE curriculum and modes of CPE delivery.

## Responsibilities

1. Review CPE statistical data from TXCPA and its chapters.
2. Identify emerging trends, customer needs and delivery methods.
3. Serve as a sounding board for new programming, etc.
4. Identify opportunities for increased partnerships with chapters.
5. Review results of focus groups and/or surveys at least every three years or upon availability.
6. Encourage partnering with other associations to provide specialized CPE.
7. Solicit and review requests from other TXCPA committees for new curriculum.
8. Analyze and review TSBPA research data upon availability.

## Composition

The CPE Advisory Board will consist of not less than 8 and not more than 12 members that represent the diverse and emerging needs of our membership. Terms on the CPE Advisory Board should be a minimum of two years. The chairman will serve a two-year term and remain on the Advisory Board the following year. The coordinating officer will serve as an *ex officio* member. (EB:11/11/06)

## CPE Exposition Committee

### Purpose

Plan and execute an annual continuing education conference for CPAs at all levels within the profession, public or industry.

### Responsibilities

1. Recommend conference topics.
2. Identify and recommend speakers with TXCPA staff assistance.
3. Contact and verbally confirm selected speakers and coordinate follow-up with TXCPA staff.
4. Recommend conference dates and locations in coordination with TXCPA staff and CPE calendar.
5. Assist TXCPA staff with registration.
6. Introduce the speakers and moderate the meeting.
7. Review conference and committee budget prepared by the TXCPA staff liaison.
8. Assist as needed in the identification of topics for development of new course modules and conferences in the appropriate curriculum.

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. (Nominal Change Group:11/03) (EB:11/3/17)

## Diversity and Inclusion Committee

### Purpose

Explore issues and make recommendations regarding diversity/inclusiveness in three areas: 1) recruiting into the accounting profession in Texas, 2) increasing membership and participation in TXCPA, and 3) helping CPAs serve a diverse public.

### Responsibilities

1. Review various publications, demographic information, websites and other sources in order to understand trends, needs, and issues relating to diversity and inclusiveness.
2. Discuss the possible appropriate response(s) to the issues identified by the above review and recommend appropriate actions.
3. Consider and recommend ways and means to improve the recruitment and retention of minority group members.
4. Develop ideas to inspire greater participation in TXCPA leadership roles by minority group members.
5. Provide creativity and innovation for the initiation and development of new services to assist CPAs in all areas of practice in serving a diverse public. (EB:11/12/2004) (EB:8/6/16)

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. The coordinating officer will serve as an *ex officio* member. (EB:11/3/17)

## Editorial Board

### Purpose

Provide oversight and review for TXCPA's magazine, *Today's CPA*. Enable the continued development of a magazine that is accurate, relevant, fair, timely, readable and appealing.

### Responsibilities

1. Recommend topics, articles and authors for *Today's CPA*.
2. Review articles for the magazine in a timely manner.
3. Regularly evaluate the editorial content and format of the magazine.
4. Make recommendations to the staff to enhance the appeal of *Today's CPA*.
5. Write articles for the magazine (on a volunteer basis).

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman serves a two-year term and is selected in accordance with TXCPA committee appointment procedures. The committee chairman may be reappointed for an additional two-year term if approved by the chairman-elect and president & CEO. (EB:11/7/03) (EB:11/3/17) (EB: 1/30/19)

## Energy Conference Committee

### Purpose

Plan and execute an annual continuing education conference for CPAs within this industry.

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## Responsibilities

1. Recommend topics for the conference.
2. Identify and recommend speakers with TXCPA staff assistance for each topic.
3. Contact and verbally confirm selected speakers.
4. Recommend dates and locations in coordination with TXCPA staff and CPE calendar.
5. Assist TXCPA staff with registration.
6. Introduce the speakers and moderate the meeting.
7. Review conference and committee budget prepared by TXCPA staff liaison.
8. Assist as needed in identification of topics for development of new course modules and conferences in the appropriate curriculum. (*Nominal Change Group:11/03*) (*EB:6/29/06*)

## Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. (*EB:11/3/17*)

## Federal Tax Policy Committee

### Purpose

The objective of the committee is to serve as the representative voice of Texas CPAs to the United States Congress, the Department of the Treasury, and the IRS on actual and proposed federal tax legislation, regulations, and administrative pronouncements affecting our members and the public with its primary focus on issues of tax administration that impact CPAs as tax practitioners. The committee should solicit input from TXCPA members on federal tax matters and communicate concerns and responses through appropriate channels, including AICPA and legislative and tax authorities. The committee should be cognizant of the activities and initiatives of the various AICPA tax committees. The committee should provide a valuable source of information to TXCPA members on the effects of pending legislation, regulations and administrative decisions.

### Responsibilities

1. Communicate to TXCPA members the opportunities to provide input on various federal tax legislative and agency proposals and provide a portal for them to do so.
2. Comment, when appropriate, on federal tax legislation, regulations and administrative decisions, and communicate such comments to TXCPA members and other interested parties via available TXCPA media.
3. Coordinate efforts and initiatives related to federal taxation with AICPA and other state societies as appropriate.
4. Identify TXCPA member candidates for appointment to various AICPA tax committees and support their appointment. Establish a continuing effective process to enhance AICPA tax appointment for TXCPA members. (*EB:8/13/10*)

### Subcommittees

The committee has established five subcommittees and one task force to monitor issues for federal tax regulation and administration, to identify and discuss issues of concern and develop responses for inclusion in comments letters. A chairperson is appointed for each subcommittee by the committee chairperson.

Comments Subcommittee: Identifies, and if appropriate, effectively responds to issues within the committee's defined scope:

1. Tier 1 – that directly impact CPAs' tax practices and standards
  - a. Federal tax legislative proposals, federal regulations and other federal administrative pronouncements, actions and policies affecting CPAs in the client and non-client tax practice of public accountancy
  - b. Professional standard pronouncements affecting CPAs in the client and non-client tax practice
2. Tier 2 – that are germane to Texas CPAs

- a. Federal tax legislative proposals, federal regulations and other federal administrative pronouncements, actions and policies that uniquely affect Texas residents and businesses, such as the oil and gas industry
  1. Tier 3 – of a broad impact
    - a. Federal tax legislative proposals, federal regulations and other federal administrative pronouncements, actions and policies that have a broad and important impact on U.S. taxpayers
- The Comments Subcommittee chair will serve as ex officio member of TXCPA's Relations with IRS Committee.

Communications Subcommittee: Provides member outreach to inform, enhance membership and advocate grassroots action.

Coordination Subcommittee: Establishes a dialogue with AICPA tax committees/staff and other state CPA societies in an effort to benefit from exchange and mobilize other interests. The subcommittee chair also receives and reports on any letters to U.S. Congress involving federal tax matters

International Tax Subcommittee: Identifies international tax issues impacting a significant number of Texas CPAs. It monitors U.S. federal income tax regulatory activity and laws impacting Texas CPAs dealing with cross-border transactions; identifying issues and making recommendations to simplify and clarify international tax provisions, including disclosure rules; and serving as a subject matter expert and resource in the area of international taxation.

Energy Tax Subcommittee: Evaluates how certain proposed oil and gas legislation, if passed, would impact the Texas economy. (EB:1/25/09; EB:8/13/10) (EB:11/3/17)

Taxpayer First Act Task Force: Monitors the IRS' implementation of provisions in the Taxpayer First Act of 2019 signed into law July 1, 2019.

#### Conflict of Interest

A conflict of interest is defined as an actual or perceived interest that results in, or has the appearance of resulting in, personal, organizational or professional gain. Committee members are obligated to always act in the best interest of the TXCPA and its members. This obligation requires that any member, in the performance of organization duties, seek only the furtherance of TXCPA's mission. Any possible conflict of interest shall be disclosed by the member concerned to the committee chair and staff liaison.

Any member employed by a U.S. government agency or other organization that is granted authority by statute or other regulations to regulate accountants is deemed to have an inherent conflict and therefore will not be appointed to the committee.

#### Composition

The committee consists of up to 30 members, including the chairman, coordinating officer, the chairman of the Relations with IRS Committee as an *ex officio* member, each of whom is either a partner or manager in a public practice firm, a controller or higher financial accounting officer specializing in tax of an organization in industry, or a taxation professor in an accounting department of an accredited college or university. Members' backgrounds should include diverse, tax and industry expertise and education and extensive experience in federal taxation. Members serve one-year terms on the committee at the pleasure of the TXCPA chairperson with the advice of the Federal Tax Policy Committee chair and staff liaison. The committee chairman will serve a two-year term. The former chairman agrees to remain one additional year for continuity. A vice-chairman should be in place to assist and to presumably succeed the chair. (EB:11/3/17)



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## Finance Committee

### Purpose

Provide financial oversight for the organization. This includes review of interim financial statements with management, setting financial goals and policies of the organization, working with staff to recommend an annual operating budget and recommending member dues amount to the Executive Board and Board of Directors.

### Responsibilities

1. Review any material deviations from budget.
2. Determine that the Society and related entities are on a sound financial basis.
3. Report on the interim financial statements at the Executive Board meeting.
2. Make recommendations regarding financial policies and dues amounts.

### Composition

Treasurer, as chairman; treasurer-elect; chairman, chairman-elect; chairman-elect nominee, as soon as nominated; treasurer-elect nominee, as soon as nominated; and two additional members of the Executive Board to be appointed by the chairman and one member of the TXCPA Investments Committee who will serve as a communication link between the two committees. (EB:11/7/03) (EB:8/24/12)

## Financial Institutions Conference Committee

### Purpose

Plan and execute an annual continuing education conference for CPAs within this industry.

### Responsibilities

1. Recommend topics for the conference.
2. Identify and recommend speakers with TXCPA staff assistance for each topic.
3. Contact and verbally confirm selected speakers.
4. Recommend dates and locations in coordination with TXCPA staff and CPE calendar.
5. Assist TXCPA staff with registration.
6. Introduce the speakers and moderate the meeting.
7. Review conference and committee budget prepared by TXCPA staff liaison.
8. Assist as needed in identification of topics for development of new course modules and conferences in the appropriate curriculum. (Nominal Change Group:11/03)

### Composition

Members appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. (EB:11/3/17)

## Governance Committee

### Purpose

The Governance Committee is a standing committee of TXCPA that will assist in identifying and developing future leaders for TXCPA committee and board service, identifying skills and competencies needed for leadership

positions, establish a framework for evaluating board performance and review and make recommendations on governance policies, practices and procedures.

## Responsibilities

1. Annually evaluate the Board's current composition and develop a list of selection criteria and competencies needed on the Board for use by the Nominations Committee when developing the slate of nominees for Officers and Directors.
2. Develop and maintain a pipeline of qualified candidates for future leadership positions.
3. Regularly review the Society's Bylaws and Policies and Procedures Manual and recommended changes as needed to the Executive Board.
4. Review the Society's committee structure, including responsibilities and composition, and make recommended changes as needed
5. Establish a framework to measure the Board's effectiveness and to identify areas for improvement and present the results and recommendations to the Board

## Composition

The committee will be comprised of former chairmen, former executive board members and current executive board members. The committee chairman and members are appointed by the Chairman of the Board. Members will serve a two-year term, staggered so no more than half rotate off each year. The President/CEO and Chairman of the Board or Chairman-elect will serve as ex-officio members. (EB: 11/07/19)

## Governmental Accounting and Single Audits and Conference Committee

### Purpose

Plan and execute an annual continuing education conference for CPAs within this industry.

### Responsibilities

1. Recommend topics for the conference.
2. Identify and recommend speakers with TXCPA staff assistance for each topic.
3. Contact and verbally confirm selected speakers.
4. Recommend dates and locations in coordination with TXCPA staff and CPE calendar.
5. Assist TXCPA staff with registration.
6. Introduce the speakers and moderate the meeting.
7. Review conference and committee budget prepared by TXCPA staff liaison.
8. Assist as needed in identification of topics for development of new course modules and conferences in the appropriate curriculum. (*Nominal Change Group:11/03*)

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. (EB:11/3/17)

## Information Technology Committee

### Purpose

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This committee will serve in an advisory role regarding the Society's own technology plan that aligns with the Society's strategic plan and be a resource addressing the members' technology needs.

## Responsibilities

1. Review and provide input into the Society's technology and business continuity plans.
2. Communications: The committee will work through existing communications methods to create timely and relevant communication to the TXCPA membership on IT issues. A separate track will be developed for members in public practice using IT services both for internal efficiencies and revenue generation. Another track will accommodate those members in business and industry using technology to drive efficiency, add value to their product or services, and/or enforce compliance.
3. Continuing Education: The IT Committee will recommend relevant content for inclusion in CPE courses. The committee may be called upon as an advisory resource in the development of relevant CPE courses.
4. Identify, prioritize and recommend areas for expansion of technology utilization for the enhancement of services to TXCPA membership and staff.
5. Establish (as needed) technology subcommittees. (EB:11/3/17)

## Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. (EB:11/3/17)

## Investments Committee

### Purpose

Invest available funds within the TXCPA Investment Guidelines and Objectives and review the investment results. The committee also makes recommendations regarding the Investment Guidelines and Objectives.

### Responsibilities

1. Review strategies for the various investment activities of TXCPA and its related entities.
2. Review and make recommendations regarding the TXCPA Investment Guidelines and Objectives.
3. Provide direction on the investment of available funds within TXCPA Investment Guidelines and Objectives.
4. Review the investment results to ensure that the appropriate policies and guidelines are followed, and that the stated objectives are being met. Institute appropriate action if objectives are not being met. (EB:11/7/03)  
(EB:04/30/10)

### Composition

The committee will consist of at least seven or more members, appointed by the chairman of TXCPA. One member of the committee, as determined by the TXCPA chairman, will also serve on the TXCPA Finance Committee and serve as a communication link to that group. (EB:8/24/12) (EB: 1/30/19)

## Legislative Advisory Committee

### Purpose

Develop, communicate and implement, with approval of Society leadership, TXCPA's state-level legislative agenda, including issues involving the profession's licensing and regulation, civil justice and taxation, as well as general business economic issues. (EB:11/3/17)

## Responsibilities

1. Identify future legislative issues to be dealt with on behalf of the CPA profession.
  - a. Prioritize issues.
  - b. Establish timeframes.
  - c. Report and recommend positions and actions to the Executive Board.
2. Working through the Legislative Advisory Executive Committee (LAEC), develop proposed action plans for the pursuit of specific issues to be addressed in real time during legislative sessions.
3. Working through the LAEC, monitor progress and take appropriate action on proposed legislation, including:
  - a. coordinating action plans and activities with other TXCPA groups, such as the State Taxation Committee and outside groups such as the Accountants' Coalition;
  - b. coordinating activities with the chapter legislative coordinators to assure that TXCPA's key persons are properly educated and utilized to deliver the TXCPA legislative message to Texas lawmakers;
  - c. developing and implementing grassroots programs, as appropriate, to involve TXCPA's membership in activities that would facilitate the successful passage or defeat of legislation. Such programs may include an external relations emphasis in order to inform outside target audiences of TXCPA's intention to protect the interests of Texas and its residents; and
  - d. collaborating with outside groups on issues involving general business matters; e.g., Texas Association of Business and Chambers of Commerce, Texans for Lawsuit Reform, Texas Civil Justice League and Texas Taxpayers and Research Association.
4. The Legislative Advisory Executive Committee provides day-to-day monitoring, oversight and decision-making with respect to TXCPA's legislative program.
5. Coordinate the review of bills which have relevance to the accounting profession and which have been proposed by other groups.
6. Develop procedures for the review of bills proposed in the Texas Legislature, identifying important items relevant to the accounting profession, including accounting/financial impact on the profession's employers and clients.
7. Identify a pool of members working in both practice and industry who are responsible for the review of bills, coordinating such activity.
8. Working through the LAEC, determine appropriate response to bills including, but not limited to, possible testimony before legislative committees hearing bills.
9. Communicate the committee's activities to TXCPA members and, when appropriate, target outside audiences. (EB:11/3/17)

## Composition

The committee will be comprised of CPAs who are appointed through the TXCPA committee appointments process. Members should have experience on regulatory and legislative issues and represent a cross-section of the membership. The committee chairman is selected in accordance with TXCPA committee appointment procedures.

The chairman of the Legislative Advisory Committee shall serve as a member of the CPA-PAC Steering Committee and Legislative Advisory Executive Committee. The Legislative Advisory Executive Committee is comprised of three or more Legislative Advisory Committee members appointed by, and including, the TXCPA chairman and is responsible for day-to-day monitoring, oversight and decision-making with respect to TXCPA's legislative program, as well as rapid response to unanticipated legislative initiatives that arise during session. (EB:11/7/03) (EB:11/3/17)

## Membership Committee

### Purpose

Recruit and retain a TXCPA membership focused on all persons licensed to practice accounting in Texas, college students and candidates who are pursuing an accounting education and CPA certificate, as well as other affiliate

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membership categories. Develop resources and programs to attract and retain members and identify areas of opportunity to strengthen the member value proposition.

## Responsibilities

1. Identify potential new programs and services that would assist in the development of the TXCPA membership.
2. Review and recommend membership recruitment and retention strategies.
3. Provide a conduit for cooperation and dialogue between chapter and state level leaders and staff and for the dissemination of relevant membership information
4. Research the professional needs and issues of specific member segments including young CPAs (40 years and under), emerging professionals (students and candidates), and members in Business and Industry, and develop opportunities to meet those needs.

## Subcommittees

The committee will establish two subcommittees to address the needs and enhance the value proposition of specific member segments including those in business and industry, young CPAs and emerging professionals.

Business and Industry Subcommittee: Research issues and make recommendations regarding the specific needs of members in business, industry and government.

Young CPAs and Emerging Professionals Subcommittee: Explore the professional needs and issues of TXCPA's young CPAs (40 years and under) and emerging professionals (students/candidates). Support existing programs and develop new resources to meet these needs.

## Composition

The committee chairman and members are appointed through the TXCPA committee appointment process and should represent a cross-section of the membership. Chapter Membership Committee chairpersons, Young CPA Committee chairpersons, and Chapter Business and Industry Committee chairpersons will serve as ex-officio members. The coordinating officer will serve as a non-voting *ex officio* member.

Subcommittees: Subcommittee chairs will be appointed by the Membership Committee chairman. Members of the subcommittees will consist of the correlating Chapter committee chairpersons and members-at-large from the Membership Committee appointed by the Membership Committee chairman. (EB:1/20/03) (EB:11/3/17) (EB: 11/07/19)

## Nominations Committee

### Purpose

Nominate candidates for officers of the Society and other offices as directed by the Board of Directors and the Executive Board.

### Responsibilities

1. As prescribed by the Bylaws, this committee nominates candidates for the officers of the Society, at-large Executive Board members, members-at-large of the Board of Directors and members of the Nominations Committee. The committee shall also recommend candidates for consideration as members from Texas to serve on the AICPA Council.
2. Nominations for all positions shall be based on the following factors:
  - a. Consideration of all relevant factors, including the demographics of Society membership; and
  - b. Consideration of candidates' ability to best perceive and advance the interests of the Society.
3. The activities of the committee shall include, among other matters, the following:
  - a. Address inquiries to officers, directors, chapter presidents and other members, inviting suggestions for

nominations.

- b. Meet as a committee one or more times prior to the Midyear Board of Directors and Members Meeting to determine nominations for elections.
  - c. Nominate candidates to fill any position for which the Nominations Committee nominates candidates and which may be vacated during the year.
4. For additional information, refer to "Nominations Guidelines" in the *Volunteer Policies and Procedures Manual*. (EB:8/25/06) (EB:8/21/09)

## Composition

The composition of the Nominations Committee is set forth in TXCPA's Bylaws Article VIII(4). (BOD:6/19/98)

## Guidelines

The Nominations Committee shall operate according to the following guidelines:

**Meetings of the Committee:** The Nominations Committee shall meet no later than October 5 each year. Meetings of the Nominations Committee require at least 14 days advance notice. Information packages shall be prepared by the staff liaison and loaded to the online software platform at least five working days prior to the scheduled meeting. (EB:11/7/03)(EB: 11/8/19)

**Selection of the Chairman of the Nominations Committee:** The immediate past TXCPA chairman shall automatically serve as chair of the next year's Nominations Committee. A vice chair for the subsequent year shall be identified by the current Nominations Committee as part of the nominations process.

## Methods for Seeking Candidates:

*Candidates for all positions, including the Nominations Committee:* Announcement of the commencement of the nominations process should be communicated to chapter boards of directors and the general membership in May. Recommendations from chapters and nomination ballots from the general membership are to be submitted to the staff liaison to the Nominations Committee no later than the first business day following August 15, of each year. Nominations must be submitted by a current member of TXCPA and should be submitted by someone other than the nominee. (EB:11/2/12)(EB: 11/8/19) Requests to the general membership should be communicated in TXCPA publications and via the TXCPA website. Submissions, including letters of endorsement, received after the first business day following August 15, will not be considered for nominations. Candidates should be contacted prior to the Nominations Committee meeting to confirm that they can and will serve if nominated.

**Position Statement on Campaigning.** Chapters should be notified that organized letter-writing campaigns and/or other methods of electioneering are not encouraged. Communiqués from the general membership should not be sent to individual members of the Nominations Committee, but rather to the chair of the Nominations Committee at the TXCPA office in Dallas.

**Mechanics of Decision-making:** A simple majority of those present is required for planning meetings. When voting is required, two-thirds of the committee membership shall constitute a quorum. After review and discussion, any member may request a secret ballot.

The chairman and vice chairman are considered voting members of the committee; however, the chairman shall vote only in the event of ties. The suggested order of selection of nominees is as follows: chairman-elect, treasurer-elect, secretary, Executive Board members, Board of Directors members-at-large, Nominations Committee, and AICPA Council.

Members of the current Nominations Committee shall not be eligible for consideration for any positions for which they are nominating.

The current-year TXCPA chairman-elect shall automatically be named for the one-year AICPA Council designee position and the current TXCPA chairman shall automatically be named for a three-year term on the AICPA Council.

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The names of these two individuals, along with the names of any other members that the committee nominates for a three-year AICPA Council term, shall be forwarded to the AICPA Nominating Committee for its consideration.

Information to be Gathered: Desired biographical information should include the following:

*Chairman-elect candidates:* TXCPA service history, including AICPA, TSBPA and chapter service records, if available, employment, community service activities, one-page statement of his/her ability to best perceive and advance the interest of the Society. (EB:11/11/05). Prior to the Nominations Committee meeting, interviews will be set up by the staff liaison with each chairman-elect candidate and the committee members at the discretion of the committee. Specific questions for the candidates will be formulated by the committee members and finalized by the chairman. Information gathered by the staff liaison for the chairman-elect candidates, including a recent photo, will be included in the materials loaded online at least five days prior to the interviews.

*Other Executive Board positions:* TXCPA service history, including AICPA, TSBPA and chapter service records, if available, and condensed biographical sketch.

*Board of Directors members-at-large:* TXCPA service history and condensed biographical sketch.

*Nominations Committee candidates:* TXCPA service history and condensed biographical sketch.

## Qualifications:

The following qualifications should be considered for nominees. These qualifications will be communicated on the nomination form and in position descriptions used for promotion of nominations. Nominees that do not meet the minimum requirements will be ineligible for consideration.

## Chairman-elect:

- Minimum Requirements
  - o Must be a current member of TXCPA in good standing
  - o Must be a current or past member of the TXCPA Executive Board and Board of Directors
  - o Should have demonstrated experience and service at the local, state, or national level (i.e. chapter or state committee service, chapter board member, chapter president)

## Treasurer-elect

- Minimum Requirements
  - o Must be a current member of TXCPA in good standing
  - o Must be a current or past member of the TXCPA Board of Directors
- Preferred Requirements
  - o Current or past member of the TXCPA Executive Board
  - o Should have experience and service at the local and/or state level (i.e. chapter or state committee service, chapter board member, chapter president)

## Secretary

- Minimum Requirements
  - o Must be a current member of TXCPA in good standing
  - o Must be a current or past member of the TXCPA Board of Directors
- Preferred Requirements
  - o Should have experience and service at the local and/or state level (i.e. chapter or state committee service, chapter board member, chapter president)

## Executive Board Member

- Minimum Requirements
  - o Must be a current member of TXCPA in good standing

- Must be a current or past member of the TXCPA Board of Directors
- Preferred Requirements
  - Should have experience and service at the local and/or state level (i.e. chapter or state committee service, chapter board member, chapter president)

## Director-at-Large

- Minimum Requirements
  - Must be a current member of TXCPA in good standing
- Preferred Requirements
  - Should have experience and service at the local and/or state level (i.e. chapter or state committee service, chapter board member, chapter president)

## Nominations Committee

- Minimum Requirements
  - Must be a current member of TXCPA in good standing for at least five (5) years
  - Cannot serve two consecutive terms on committee
- Preferred Requirements
  - Current service at the local and/or state level with an understanding of the TXCPA strategic direction and volunteer leadership (i.e. chapter or state committee service, chapter board member, chapter president)

## AICPA Council

- Minimum Requirements
  - Must be a current member of TXCPA and AICPA in good standing
- Preferred Requirements
  - Should have experience and service at the local, state or national level (i.e. chapter or state committee service, chapter board member, chapter president, AICPA Committee)

**Demographics:** The Nominations Committee shall consider demographic data for all positions and attempt to seek balance and diversity with the slate of nominees, but must remember the committee charge mandates the use of judgment in selecting the individuals who will best represent the interests of the Society.

**Involvement of Chapters:** All chapters are encouraged to recommend a candidate for chairman-elect, regardless of the candidate's chapter affiliation. It is considered acceptable for chapters to share their recommendations for the chairman-elect position with other chapters.

**Confidentiality of Discussions:** It should be noted and reconfirmed with the committee members that all Nominations Committee discussions are to be considered confidential and that views expressed will not be communicated outside the Nominations Committee. After all nominees have agreed to serve if elected, the entire slate of nominees may be made public.

The outgoing committee chairman shall be free to discuss procedural activities with the incoming committee chairman without divulging confidentiality.

**Confidentiality of Written Materials:** Biographical resource information shall be made available to the chairman-elect upon request.

**Minutes:** The Nominations Committee report to the president & CEO shall constitute the minutes of the meeting. Each member shall sign the official report. (EB:1/20/2003) (EB:11/7/08) (EB:11/11/11)



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## Nonprofit Organizations Conference Committee

### Purpose

Plan and execute an annual continuing education conference for CPAs within this industry.

### Responsibilities

1. Recommend topics for the conference.
2. Identify and recommend speakers with TXCPA staff assistance for each topic.
3. Contact and verbally confirm selected speakers.
4. Recommend dates and locations in coordination with TXCPA staff and CPE calendar.
5. Assist TXCPA staff with registration.
6. Introduce the speakers and moderate the meeting.
7. Review conference and committee budget prepared by TXCPA staff liaison.
8. Assist as needed in identification of topics for development of new course modules and conferences in the appropriate curriculum.

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures.

Given the specialized nature of the conference, this committee may include several *ex officio* industry members. (Nominal Change Group:11/03) (EB:11/3/17)

## Peer Assistance Committee

### Purpose

Inform Texas CPAs and accounting students about chemical dependency and mental health issues. Motivate affected CPAs to seek help and assist in their recovery.

### Responsibilities

1. Promote the Accountants Confidential Assistance Network (ACAN) to Society membership via articles, personal stories and chapter presentations.
2. Recruit CPAs in recovery to participate in ACAN support groups and to mentor others.
3. Receive referrals of CPAs and CPA-Candidates from TSBPA to provide confidential assistance and monitoring.
4. Provide training for ACAN mentors and evaluate the success of the mentoring process.
5. Review the annual ACAN budget and receive regular financial and activity reports.
6. Report ACAN program results to TSBPA and to the Peer Assistance Foundation trustees. Report program status to TXCPA Board of Directors.
7. Identify support needs of CPAs in recovery. Make recommendations to TXCPA leadership and TSBPA to provide such support in order to maintain the integrity of the CPA designation.

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman serves a two-year term and is selected in accordance with

TXCPA committee appointment procedures. (*Peer Assistance Committee, with ratification by CEO:10/5/98*) (EB:11/3/17)

## Peer Review Committee

### Purpose

Administer the Peer Review Program according to the requirements of AICPA and TSBPA respectively.

### Responsibilities

Oversee the administration of the AICPA Peer Review Program for firms enrolled in the AICPA Peer Review Program and TXCPA Peer Review Program whose main offices are located in Texas.

1. With assistance from the TXCPA staff, recommend budgets and fee structures to carry out the review program.
2. Serve as the report acceptance committee for peer reviews whose specific responsibility is defined in AICPA's "Standards for Performing and Reporting on Peer Reviews."
3. Suggest TXCPA's policy for execution of the Peer Review Program. (EB:1/22/04)

### Composition

**Committee:** The committee consists of a minimum of 18 to a maximum of 24 members, including the chairman and vice-chairman. Members are appointed through the standard TXCPA process with criteria based on standards established by the AICPA Peer Review Board.

Each member of the committee is charged with the responsibility to oversee the administration, acceptance and completion of peer reviews listed in AICPA's "Standards for Performing and Reporting on Peer Reviews," Paragraph 132 – 135 and related interpretations.

Any member of the Society's or AICPA Ethics Committee or a member of any state board of accountancy or other regulatory agency or an individual performing enforcement related work for any of the above is prohibited from serving as a member of the Peer Review Committee.

Members will be appointed to a three-year term with the understanding that the member may be reappointed for additional three-year terms if his/her record of involvement and participation has been commendable. The chairman will be appointed to serve a two-year term subject to annual appointments and can be reappointed as chairman for an additional two-year term. A vice chairman will be appointed annually and ordinarily will succeed the chairman.

**Subcommittee:** Members are selected by committee chairman. Current subcommittees include: Executive and Reviewer Evaluation (EB:1/26/06) (EB:1/26/09)

## Professional Ethics Committee

### Purpose

The committee's primary goal is that each member of TXCPA acts ethically. The primary objective in reaching this goal is ensuring that Society members abide by the current TXCPA Code of Professional Ethics. (The Code of Professional Ethics consists of both the AICPA Code of Professional Conduct and the TSBPA Rules of Professional Conduct.) The activities of the committee are focused on achieving this objective. (EB:11/3/17)

### Responsibilities

1. Promote understanding of, and voluntary compliance with, the TXCPA Code of Professional Ethics.
  - a. Assist TXCPA members in evaluating their responsibilities to the public, their clients, their employers and

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- regulatory authorities, and communicate such responsibilities to targeted audiences.
- b. Monitor legislative, regulatory and policy-making bodies for developments and changes in professional ethics, and develop comments and recommendations that represent the interest of the TXCPA members.
  - c. Maintain liaison with representatives of selected standard-setting bodies and groups that share common interests.
  - d. Review complaints concerning the ethical behavior of TXCPA members and act upon such complaints in accordance with the Joint Ethics Enforcement Program (JEEP) specified in the contractual agreement between TXCPA and AICPA.
  - e. Communicate committee activities and professional ethics information and issues to TXCPA membership through Society and chapter publications, TXCPA's website and other communications vehicles.
2. Study and develop TXCPA commentary on proposed AICPA and TSBPA rules and to any interpretations and rulings to their respective codes of professional conduct.

## Composition

Committee composition is based upon current needs, should reflect a cross section of the membership and include 1-2 practicing attorneys. Due to the experience and skill sets necessary to conduct investigations, member candidates will submit a resume or vita with their application. The committee chairman is selected in accordance with TXCPA committee appointment procedures and generally serves two or more years due to the training involved. The coordinating officer will serve as an *ex officio* member.

(EB:11/7/03) (EB:11/3/17)

**Authority:** The authority of the Professional Ethics Committee is set forth in the TXCPA Bylaws, Article VIII, Section (2). It reports to the Board of Directors through the Executive Board. The committee's area of authority includes all professional ethics case investigation and disposition decisions involving TXCPA members.

**Voting:** All committee members carry one equal vote. Case disposition and committee action decisions are made by voice or a show-of-hands vote at in-person meetings, or tabulating of voice votes during conference calls.

A motion may carry with a majority vote of those present at a scheduled meeting. One-third of current committee members constitutes a quorum. No proxy votes are permitted unless so directed by the committee chairman by mail notice to all committee members at least 30 days in advance.

**Confidentiality:** The committee adheres to the confidentiality policies of the TXCPA/AICPA Joint Ethics Enforcement Program (JEEP). The identity of members involved in ethics investigations is confidential because:

1. Individuals are considered to be innocent of any violation of the TXCPA or AICPA *Code of Professional Ethics* until the committee issues a finding otherwise; and
2. Members should be given the opportunity to benefit from disciplinary measures without the stigma that might result from their name being known or published, unless the violation is of sufficient gravity to warrant disciplinary action.

**TXCPA Publishes in TXCPA Publications:**

1. The names of those expelled from membership by action of the Executive Board; and
2. The names of those found to be in violation of the TXCPA *Code of Professional Ethics* by an authorized hearing panel of the Joint Trial Board or under terms of a Settlement Agreement promulgated by the JEEP program.

The committee exchanges disciplinary information on a confidential basis with AICPA as outlined under the rules and procedures of the Joint Trial Board. Material contained in certain case files may be shared on a confidential basis with the current TXCPA chairman, chairman-elect, president & CEO, coordinating officer and TXCPA general counsel designated by the president & CEO.

**Correspondence and Files:** All correspondence relating to potential or ongoing cases is to be marked "Personal and Confidential." Committee members are responsible for securing active case files in their possession. All committee member files are to be destroyed when an investigation is dismissed or closed.

Any individual having knowledge of potential, active or past case information who discusses or disseminates such information to unauthorized individuals will be subject to disciplinary action.

The following is not all-inclusive, but indicates some of the documents considered confidential by the committee:

1. Inquiries from members about professional matters;
2. Complaints or allegations of professional misconduct;
3. All material pertaining to investigations and establishment of *prima facie* cases of violations of Codes of TXCPA, AICPA or other appropriate bodies;
4. Committee correspondence related to disciplinary activities of TXCPA or AICPA;
5. Minutes of committee meetings; and
6. Drafts of proposed pronouncements, including the *Code of Professional Ethics*, until approved for distribution.

**Involvement of TXCPA Leadership:** The Professional Ethics Committee chair should promptly advise the TXCPA chairman and president & CEO of a member of the Executive Board under investigation.

Ethics investigations are kept as confidential as possible for a number of reasons (see "Confidentiality"). From time to time during the investigation of cases, events will occur which should be brought to the attention of the TXCPA chairman and president & CEO. These include, but are not limited to, the following situations:

1. Respondent has threatened legal action against TXCPA; and
2. Respondent is in litigation involving issues related to a TXCPA investigation and it appears to be likely that Professional Ethics Committee records may be subpoenaed in such litigation, regardless of whether the investigation is being deferred pending completion of such litigation.

In the aforementioned situations or others considered appropriate by the Professional Ethics Committee chairman, the chairman shall bring the matter to the attention of the TXCPA chairman and president & CEO and provide copies of relevant material from the case investigation file. The chairman may elect to bring the matter to the confidential attention of the Executive Board for action and/or it may be discussed with general counsel.

(EB:6/19/98) (EB:11/3/17)

## Professional Standards Committee

### Purpose

The objective of the committee is to respond to exposure drafts of proposed accounting and auditing standards, rules and regulations issued by FASB, GASB, FASAB, SEC, AICPA (including those pertaining to ethics), the OMB, the GAO and any other accounting and auditing standard-setting bodies that have an impact on the practice of accountancy in Texas.

### Responsibilities

1. Response process, including:
  - a. Identifying exposure drafts to be responded to;
  - b. Assigning responsibility to draft comment letters;
  - c. Monitoring the process of projects;
  - d. Establishing standards of quality and clearance; and
  - e. Assuring that those standards are met.
2. Disseminating to members information about new standards and issues regarding compliance with existing standards. (EB:11/3/17)

### Composition

The committee consists of at least 18 members, including the chairman, plus any qualified staff function members, each of whom is either a partner or manager in a public practice firm, a controller or higher financial accounting

# COMMITTEES

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officer of an organization in industry or government, or a professor in an accounting department of an accredited college or university. Members' backgrounds should include extensive experience in the application of accounting and reporting standards. Members are appointed through the TXCPA committee appointments process. The committee chairman is selected in accordance with TXCPA committee appointment procedures and will serve a two-year term. The coordinating officer will serve as an *ex officio* member. (EB:11/11/06) (EB:8/23/13) (EB:11/3/17) (EB:1/30/19)

## Relations with IRS Committee

### Purpose

Build and maintain alliances with appropriate external target audiences in order to exchange ideas of mutual interest and concern, expressing CPA positions, and initiating collaborative efforts.

### Responsibilities

1. Sponsor joint liaison meetings between representatives of TXCPA and IRS management in Texas IRS districts.
2. Represent TXCPA at the annual Midstates Region of IRS/State CPA Society Liaison Meeting.
3. Provide guidance concerning TXCPA representation on IRS Texas district's practitioner (CPA and non-CPA) liaison committees.
4. Collect and disseminate minutes and other information derived from all liaison meetings to TXCPA members.

### Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures.

(EB:1/22/04) (EB:11/3/17)

## State Taxation Committee

### Purpose

Monitor and, as appropriate, respond to the development of state tax legislation, rule-making and administrative proceedings.

### Responsibilities

1. Review, comment on and, when appropriate or upon request, recommend a position to the Legislative Advisory Committee and TXCPA chairman regarding all proposed state-level tax legislation, proposed rules and regulations which would appear to call for new taxes, and changes in current taxes or tax procedures.
2. When requested by TXCPA leadership, act as a resource and/or provide expert witness testimony before legislative committees.
3. Communicate with members regarding technical aspects, new developments and administration of Texas taxes through Society and chapter publications, as well as the TXCPA website.
4. Work with appropriate TXCPA and chapter organizations to provide speakers to internal and external audiences regarding the legislative, administrative and technical aspects of Texas taxes.
5. Monitor broad-based Texas tax issues including, but not limited to, court cases and hearing decisions, etc., and when appropriate, communicate significant information to the Legislative Advisory Committee and TXCPA chairman.
6. Maintain liaison with the Office of the Texas Comptroller of Public Accounts and other tax authorities to enhance the fairness, efficiency and effectiveness of the administration of the tax laws.

## Composition

The committee shall, for the most part, consist of tax-oriented practitioners. Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. (EB:11/7/03) (EB:11/3/17)

## Strategic Planning Committee

### Purpose

TXCPA Bylaws, Article XVII, sets forth the role of the strategic plan and charges the Strategic Planning Committee with the responsibility of reporting on the plan's implementation at each Board of Directors meeting.

### Specific Strategies and Actions to Achieve Purpose

1. Maintain a dynamic strategic plan to provide direction to TXCPA.
  - a. Periodically review the TXCPA strategic plan for the purpose of determining if the strategic plan is guiding the Society activities, structure, mission, and objectives, and is responding to the environment in which both the Society and the profession function; propose such changes as the committee deems appropriate.
  - b. Provide a forum for gathering data to assist with updating and monitoring the strategic plan.
2. Monitor TXCPA strategic plan implementation, providing a system for TXCPA groups and individuals, both volunteer and staff, to report current and future activities in measurable terms concerning the implementation of the respective plan goal(s) for which they are responsible. Recommend plan modifications to the Executive Board.
  - a. Staff will designate individuals or groups who will be responsible for achieving strategic plan goals, with the advice and consent of the committee member responsible for monitoring the implementation of the strategic plan.
  - b. If necessary, meet with individuals and representatives of groups responsible for achieving specific plan goals to respond to questions concerning goals and the implementation of related strategies and actions.
3. Assure communication of strategic planning activity to members.
4. Report activity to the Board of Directors.

### Composition

TXCPA chairman-elect, treasurer-elect, treasurer-elect nominee, president & CEO and members-at-large, appointed by the president & CEO and chairman-elect, who possess strategic planning expertise and who represent the various diverse interests within TXCPA. (EB:6/18/99) (EB:11/11/06)

## Summit Committee

### Purpose

Plan and execute an annual continuing education conference for CPAs who concentrate on tax, state tax or estate planning.

### Responsibilities

1. Recommend dates, locations and topics for the conference
2. Identify and recommend speakers with TXCPA staff assistance for each topic
3. Contact to confirm speaker availability.
4. Provide onsite support such as introduction of speakers, moderation of sessions, registration support, etc.

### Composition

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The committee chairman and members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation.

## Texas Insurance Trust

### Purpose

Establish and maintain the Fund to provide insurance products including, but not limited to, life, accident, and health to qualified members of the Society, their employees and their families. The Trust shall have the responsibility to review and monitor all insurance policies, products, plans, etc., that are offered to the Society, its members, their employees and their families. Any of such insurance as the trustees may determine shall be provided through one or more insurance policies issued by insurance carriers.

### Responsibilities

1. Make and enforce such rules and regulations, including any requirements for eligibility of subscribers and participation in the Trust, as the trustees deem necessary or proper for the efficient administration of the Trust, and to require the subscribers to furnish such information and assistance as the trustees deem necessary or advisable.
2. Construe and interpret the Trust, to supply any omissions therein, to reconcile and correct any errors or inconsistencies, to decide any questions in the administration and application of the Trust, and to make equitable adjustments for any mistakes or errors made in the administration of the Trust.
3. Appoint such agents, counsel, accountants, and consultants as the trustees deem necessary for the proper administration of the Trust.

### Composition

TXCPA treasurer, treasurer-elect, chief financial officer, nine at-large members nominated by a majority of the trustees and approved through the Society's committee appointment process, at least five of whom must have expertise in insurance matters, and at least three of whom must purchase insurance through the Trust. The at-large members shall serve a minimum six-year term with rotation, if any, on a staggered basis. The trustees will determine rotation of added members. (EB: 1/30/19)

The trustees shall elect one member to act as chairman, to serve for such periods as the trustees shall determine (generally the chairman serves two years). (EB:11/3/17)

## Texas School District Accounting and Auditing Committee

### Purpose

Plan and execute an annual continuing education conference for CPAs working in the school district accounting and auditing area.

### Responsibilities

1. Recommend topics for the conference.
2. Identify and recommend speakers with TXCPA staff assistance for each topic.
3. Contact and verbally confirm selected speakers.
4. Recommend dates and locations in coordination with TXCPA staff and CPE calendar.
5. Assist TXCPA staff with registration.
6. Introduce the speakers and moderate the meeting.

7. Review conference and committee budget prepared by TXCPA staff liaison.
8. Assist as needed in identification of topics for development of new course modules and conferences in the appropriate curriculum. (*Advisory Board:6/16/99*)

## Composition

Members are appointed through the TXCPA committee appointments process and should reflect a cross section of the membership. Appointments will be based on criteria including but not limited to area of practice, experience, and geographic representation. The committee chairman is selected in accordance with TXCPA committee appointment procedures. (*EB:11/3/17*)