

Contents

	<u>Page</u>
Acknowledgements.....	iii
Preface.....	v
 Part I: Audit Committee Administration	
Chapter 1 — Benefits of a Private Company Audit Committee.....	3
Financial Benefits.....	3
Better Decision Making	4
Stronger Relationships With Stakeholders	4
Other Benefits	5
Chapter 2 — Audit Committee Member Roles and Responsibilities.....	7
Audit Committee Process and Procedures.....	8
Oversight of the Financial Reporting Process	8
Oversight of Financial Reporting.....	9
Oversight of the Independent Auditor.....	9
Oversight of the Internal Audit Function.....	9
Oversight of Risk Management	10
Oversight of Ethics and Compliance.....	10
Limitation of Audit Committee’s Role.....	10
Chapter 3 — Audit Committee Charter Matrix	11
Chapter 4 — Audit Committee Financial Expert Decision Tree.....	29
Audit Committee Financial Expertise	29
Alternative Approaches.....	30
Audit Committee Financial Expert	31
Chapter 5 — Sample Request for Proposal Letter for CPA Services and Qualifications (Private Company).....	33
Background of ABC Company	34
Services to Be Performed	34
Key Personnel.....	35
Relationship With Prior CPA Service Provider	35
Other Information.....	36
Your Response to This Request for Proposal.....	36
Background on the Firm	36
Experience in Our Industry	37

	<u>Page</u>
Expected Approach to This Audit	37
Evaluation of Proposals	37
Chapter 6 — AICPA Peer Reviews and PCAOB Inspections of CPA Firms: An Overview...	39
Peer Review of a CPA Firm	39
Peer Review Reports.....	40
Common Misconceptions of Peer Review.....	41
Questions for the Auditor Regarding Peer Review.....	41
PCAOB Inspection.....	42
Questions for the Audit Committee Regarding the PCAOB Inspection	42
Chapter 7 — Guidelines for Hiring the Chief Audit Executive (CAE).....	45
Role of the Audit Committee in Hiring and Evaluating the CAE.....	45
CAE Qualifications.....	45
Chapter 8 — Engaging Independent Counsel and Other Advisers.....	51
 Part II: Key Responsibilities	
Chapter 9 — Internal Control: Guidelines and Tool for the Audit Committee	55
Internal Control Primer	55
Internal Control Effectiveness.....	56
What Internal Control Cannot Do.....	57
Roles and Responsibilities	57
Internal Control Over Financial Reporting.....	59
Key Terms in Internal Control Over Financial Reporting Control	60
ICFR Results.....	62
Conclusion.....	62
Internal Control—Checklist of COSO Essentials for the Board	63
Chapter 10 — Fraud and the Responsibilities of the Audit Committee: An Overview	71
Definition and Categories of Fraud.....	71
Roles of the Audit Committee in the Prevention, Deterrence, Investigation, and Discovery or Detection of Fraud.....	72
Governance Considerations	73
Expertise of Forensic Accounting Consultants	74
When Fraud Is Discovered.....	74
Conclusion.....	75
Chapter 11 — Whistleblower Policy: Complaint Reporting Procedures and Tracking Report.....	77
Reasons for Tool	77
Whistleblower Common Practices Checklist	79
Sample Procedures For Handling Complaints (Whistleblower Policy)	82
Statement of Purpose	82
Employee Complaints	82

	<u>Page</u>
Director Complaints.....	82
Other Complaints	83
Processing Complaints	83
Retention of Complaints.....	83
Chapter 12 — Issues Report From Management.....	85
Defining Significant Issues, Critical Accounting Estimates, Significant Unusual Transactions, and Judgments	85
Sample Issues Report From Management.....	87
Issues Report From Management.....	88
Chapter 13 — Guidelines and Questions for Conducting an Audit Committee Executive Session	89
What Is an Executive Session?.....	89
Additional Questions to Consider: Tool for Audit Committee Members.....	91
Chapter 14 — Independent Auditor Communications with Audit Committee.....	111
Background	111
Objectives of Communications	111
Timing of Communications.....	112
1. Terms of the Firm’s Audit Engagement	112
2. Inquiries About Matters Relevant to the Audit	113
3. Audit Strategy, Timing, and Approach	113
4. Evaluation of the Quality of the Company’s Financial Reporting	114
5. Other Significant Communications	115
Illegal Acts	117
Internal Control Matters	117
Fraud	118
Chapter 15 — Responding to the Identification of a Material Weakness — A Checklist for the Audit Committee.....	119
Background	119
Internal Control Evaluation Requirements.....	119
Responding to the Identification of a Material Weakness.....	120
Additional Resources.....	120
Steps the Audit Committee Can Consider If Faced With an Adverse Report on Internal Control.....	121
 Part III: Performance Evaluation	
Chapter 16 — Evaluating the Internal Audit Function: Questions to Consider	127
Chapter 17 — Evaluating the Independent Auditor: Questions to Consider	131
Questions for Audit Committee Members.....	131
Questions for Management and/or Internal Audit	134

	<u>Page</u>
Chapter 18 — Conducting an Audit Committee Self-Evaluation: Questions to Consider	137
 Part IV: Other Tools	
Chapter 19 — Enterprise Risk Management: A Primer on the COSO Framework	143
Enterprise Risk Management Primer Basics of ERM and Its Relationship to Internal Control.....	144
Relationship Between COSO Enterprise Risk Management — Integrated Framework and Internal Control — Integrated Framework.....	145
Other Key Terms in Enterprise Risk Management.....	147
Portfolio View of Residual Risk Example.....	148
Roles and Responsibilities	148
Limitations of Enterprise Risk Management	149
Conclusion.....	150
Enterprise Risk Management: A Tool for Strategic Oversight.....	150
Chapter 20 — Enterprise Risk Management: A Tool for Strategic Oversight.....	151
Chapter 21 — SEC Final Rule on Audit Committee Financial Experts.....	157
A. Audit Committee Financial Experts.....	157
1. Title of the Expert	157
2. Disclosure of the Number and Names of Audit Committee Financial Experts..	158
3. Disclosure of Independence of Audit Committee Financial Experts	158
4. Definition of “Audit Committee Financial Expert”	159
5. Safe Harbor from Liability for Audit Committee Financial Experts	164
6. Determination of a Person’s Status as an Audit Committee Financial Expert ...	165
7. Location of Audit Committee Financial Expert Disclosure	165
8. Change in Item Number	165
Chapter 22 — IFRS Implementation	167
Implementation	167
Stage 1: Assessment.....	168
Stage 2: Conversion	168
Stage 3: Integration.....	169
Conclusion.....	170
Chapter 23 — Resources for Audit Committees	171