TATE'S EXCELLENT AUDIT COMMITTEE GUIDE

(February 17, 2017 Edition; 178 pages plus Appendix A)

David W. Tate Attorney at Law California Certified Public Accountant (inactive)

Copyright 2017 David W. Tate (however, you are authorized to download and print these materials for your use, and to also pass them to other people who would be interested)

BLOGS

<u>D&O</u>, <u>Audit Committees</u>, <u>Risk Management</u>, <u>Compliance</u>, <u>Investigations & Governance</u>: <u>http://auditcommitteeupdate.com</u>

Trust, Estate, Conservatorship & Elder Abuse Litigation: http://californiaestatetrust.com



CONNECTIONS

Linkedin: http://www.linkedin.com/in/davetateesq

Twitter: http://twitter.com/davidtateesq

TABLE OF CONTENTS

		Page #
I.	INTRODUCTION	4
A.	Audit Committee Member Concerns	
II.	THE BUSINESS JUDGMENT RULE	8
III.	SELECT STANDARD OF CARE CASES	12
IV.	COMMITTEE COMPOSITION AND MEMBER QUALIFICATIONS	16

1.	Public Company Audit Committee Member Independence	
2.	Disclosure of Audit Committee Financial Expert	
B.	Stock Exchange (SRO) Rules	
1.	NYSE Listed Company Manual	
a.	Audit Committee Required	
b.	Audit Committee Composition and Other Requirements	
c.	Independence Tests	
2.	NASDAQ Stock Market Rules	
a.	Audit Committee Composition	
b.	Independent Director Defined	
V.	COMMITTEE FUNCTIONS AND RESPONSIBILITIES	35
A.	Federal Statutes and Regulations, and Related Rules	
1.	Public Company Audit Committee Responsibilities	
2.	Corporate Responsibility for Financial Reports	
3.	Improper Influence on the Conduct of Audits	
4.	Management Assessment of Internal Controls	
5.	Code of Ethics for Senior Financial Officers	
6.	Real-Time Issuer Disclosures	
7.	Whistleblower and Anti-Retaliation Provisions	
a.	Protection for Employees of Publicly Traded Companies	
b.	Retaliation Against Informants	
8.	Criminal Penalties for Altering Documents	
9.	Auditor Auditing and Nonaudit Services, and Preapproval of Services	
a.	Services Outside the Scope of Practice of Auditors	
b.	Preapproval Requirements	
c.	Audit Partner Rotation	
d.	Auditor Report to Audit Committees	
e.	Conflicts of Interest	
f.	Unlawful Acts Discovered During Audit	
B.	Stock Exchange (SRO) Rules	
1.	NYSE Listed Company Manual	

Federal Statutes and Regulations, and Related Rules

A.

a.	Audit Committee Additional Requirements	
b.	Executive Sessions of Non-Management Directors	
2.	NASDAQ Stock Market Rules	
a.	Audit Committee Charter	
b.	Audit Committee Responsibilities and Authority	
c.	Independent Directors and Executive Sessions	
d.	Conflicts of Interest	
e.	Code of Conduct	
VI.	AUDITS, REVIEWS, COMPILATIONS, PREPARATIONS, AND NON-SSARS	59
A.	Financial Statement Audit Engagement	
1.	Overview	
2.	SAS 109 – understanding the entity and its environment and assessing risks of material misstatement	
3.	SAS 114 – auditor's communications with audit committees and those charged with governance	
4.	SAS 115 – communicating internal control matters identified in an audit, is applicable for all audits and is not limited to audits performed for the purpose of Sarbanes-Oxley §404	
5.	SAS 122 – AU-C Section 240 Consideration of Fraud in a Financial Statement Audit	
6.	PCAOB AS no. 5 – An Audit of Internal Control Over Financial Reporting that is Integrated with an Audit of Financial Statements	
7.	PCAOB AS no. 16 - Communications with Audit Committees	
B.	Financial Statement Review Engagements	
C.	Financial Statement Compilation Engagements	
D.	Financial Statement Preparation Engagements	
E.	Non-SSARS (Below SSARS Level) Services	
VII.	AUDIT COMMITTEE EVALUATION OF THE EXTERNAL AUDITOR	111
VIII.	INTERNAL CONTROLS	111
A.	COSO 2013	
B.	Basel Committee, Corporate Governance Principles for Banks July 2015	
C.	<u>Fraud – Example Means and Prevention</u>	
D.	Select Accounting Transaction Internal Control Safeguards	

IX.	INTERNAL AUDIT	132
Χ.	RISK MANAGEMENT (ERM)	137
XI.	ASSET SECURITY, PROTECTION AND SAFETY PRACTICES	141
XII.	AUDIT COMMITTEE AGENDA, APPROACH AND DOCUMENTATION	141
XIII.	AUDIT COMMITTEE AND BOARD SELF-EVALUATION	145
A.	Introduction and Overview	
B.	Audit Committee Self-Evaluation	
1.	Sample List of Issues and Topics to Consider for Audit Committee Self-Evaluation	
2.	A Self-Evaluation Process and Format for Audit Committees	
C.	Board Self-Evaluation	
1.	Sample List of Issues and Topics to Consider for Board Self-Evaluation	
2.	A Self-Evaluation Process and Format for Boards	
XIV.	NONPROFIT BOARDS AND AUDIT COMMITTEES (CALIFORNIA)	154
XV.	INVESTIGATIONS; CONFLICTS OF INTEREST; SPECIAL COMMITTEES	166
XVI.	ADDITIONAL COMPLIANCE MATERIALS; FCPA; ETC.	168
XVII.	INSURANCE AND COVERAGE	171
XVIII.	AUDIT COMMITTEE CHARTER	176
	APPENDIX A – SAMPLE AUDIT COMMITTEE CHARTERS	178

MATERIALS

I. <u>INTRODUCTION</u>

This guide applies to public company, nonprofit, private company and governmental audit committee functions and responsibilities; As audit committee functions and responsibilities differ between those four entity categories – some of the materials in this guide will apply to public company audit committees, whereas other materials will apply to audit committees of nonprofit, private company or governmental entities. Audit committees and their members are regulated or impacted by numerous and increasing numbers of statutes, cases, regulations, rules and pronouncements. Some audit committee responsibilities are mandatory, whereas other committee and committee member functions and responsibilities are subject to standards of "reasonableness" or are discretionary depending on the circumstances. Although an increasing number of the functions and responsibilities are specified by statute, regulation or rule, satisfaction of an audit committee member's standard of care remains significantly dependent on due diligence and prudent judgment. Audit committee functions and responsibilities continue to