

AN OFFERING FROM THE BDO CENTER FOR CORPORATE GOVERNANCE AND FINANCIAL REPORTING



2016 AUDIT COMMITTEE ROUND-UP: FOCAL POINTS, TOOLS & RESOURCES

2016 did not disappoint, and included multiple developments in a broad range of corporate governance and financial reporting areas which will impact public companies and their audit committees into the foreseeable future.

BDO has compiled the following year-end snapshot of issues and selected resources that audit committees will find helpful in addressing their oversight responsibilities and communications with management and auditors during the year-end audit cycle and related reporting. While the following is intended as a high-level reference, additional resources are forthcoming and include BDO's Q4 2016 Technical Update webinars and our annual newsletters: BDO Knows: FASB 2016 Accounting Year in Review and 2016 SEC Year in Review – all of which are or will be made available on [BDO's Center for Corporate Governance and Financial Reporting](#).

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SIGNIFICANT NEW FASB ACCOUNTING STANDARDS

The FASB issued several significant new accounting standards with fast-approaching effective dates, covering complexities around revenue recognition, reporting of leases, financial instruments and related credit losses. These standards are prompting stakeholder questions and requiring companies to be forward thinking and take action sooner rather than later in terms of how they are preparing for the implementation and execution of these new standards. In public statements made by SEC staff¹ throughout 2016, companies are strongly urged to move quickly toward implementation and are reminded about the importance of disclosing anticipated impacts of adopting the new standards and plans for transition, as required under SEC SAB Topic 11.M, *Disclosure of the Impact that Recently*

Issued Accounting Standards Will Have on the Financial Statements of the Registrant When Adopted in a Future Period. Wes Bricker, SEC Chief Accountant, while acknowledging progress from 2015, indicated that both investors and the SEC staff “will be looking for increased disclosures in 2016 filings and during 2017 about the significance of the impact – whether quantitative or qualitative – of revenue recognition, among other new standards... Particularly for companies where implementation is lagging, preparers, their audit committees and auditors should discuss the reasons why and provide informative disclosures to investors about the status so that investors can assess the implications of the information.”

The following summarizes effective dates of the new standards and related resources for audit committees to consider:

| Standard | Effective Dates - For Public Companies | Recommended Resources |
|---|---|---|
| FASB ASC 606 – Revenue from Contracts with Customers | Effective for annual periods beginning after 12/15/2017, including interim periods therein. Entities may adopt using a retrospective approach or a cumulative effect approach. Early adoption is permitted only as of annual reporting periods beginning after 12/15/2016, including interim periods within that year. | <ul style="list-style-type: none"> ▶ BDO Revenue Recognition Resource Center ▶ BDO Revenue Recognition Practice Aids ▶ CAQ Tool: Preparing for the New Revenue Recognition Standard ▶ BDO Technical Accounting and Advisory Services ▶ Upcoming BDO Webinars – April and June 2017 |
| FASB ASC 842 – Leases | Effective for fiscal years beginning after 12/15/2018, including interim periods within those fiscal years. Early adoption is permitted. Specific transition requirements apply. | <ul style="list-style-type: none"> ▶ BDO Knowledge Webinar: The New Lease Accounting Standard ▶ BDO Newsletter: Topic 842, Leases ▶ BDO Lease Accounting Services |
| FASB ASC 326 – Financial Instruments – Credit Losses | <p>For public business entities that are SEC filers, amendments are effective for fiscal years beginning after 12/15/2019, including interim periods within those fiscal years.</p> <p>For all other public business entities, amendments are effective for fiscal years beginning after 12/15/2020, including interim periods within those fiscal years.</p> | <ul style="list-style-type: none"> ▶ BDO Knowledge Webinar: Financial Instruments Update – Credit Losses and Recognition & Measurement ▶ BDO Flash Report: FASB Issues ASU on Credit Losses on Financial Instruments |
| FASB ASC 825 – Financial Instruments – Overall | Effective for fiscal years, and interim periods within those fiscal years, beginning after 12/15/2017. Certain provisions of the ASU are eligible for early adoption. | <ul style="list-style-type: none"> ▶ BDO Knowledge Webinar: Financial Instruments Update – Credit Losses and Recognition & Measurement ▶ BDO Flash Report: FASB Issues Targeted Amendments to the Recognition and Measurement Guidance for Financial Instruments |

¹ Refer to Chief Accountant Wes Bricker's [remarks](#) before the 2016 Baruch College Financial Reporting Conference in May 2016 and additional [remarks](#) made during the December 2016 AICPA National Conference on Current SEC and PCAOB Developments. Refer also to [comments](#) made by Sylvia E. Alicea, Professional Accounting Fellow in the Office of the Chief Accountant during the December Conference.

Revenue recognition is of particular interest and will have broad-reaching implications for companies across all industries. The SEC has reminded companies that the Office of the Chief Accountant (OCA) is ready and willing to speak to companies about their specific transition questions and expects companies to provide increasingly robust disclosures as the effective dates near. In December, the Center for Audit Quality (CAQ) released [Preparing for the New Revenue Recognition Standard](#), a tool comprised of a series of questions and resources for audit committees to use as an aid in their assessment of their organizations' readiness in implementing and disclosing anticipated impacts of FASB ASC 606. BDO continues to update our resources in this area accessible via the [BDO Revenue Recognition Resource Center](#).

In line with the revenue standard, the new FASB leases and financial instrument standards are also garnering increasing attention and interest by regulators and stakeholders with respect to how companies are approaching implementation and what may be considered appropriate disclosures in the early phases of preparing for these new standards.

INTERNAL CONTROLS OVER FINANCIAL REPORTING (ICFR)

ICFR continues to be a focal point for all stakeholders in the financial reporting chain. In December, BDO released an [audit committee alert](#) on this topic emphasizing continuing regulator interest in companies' internal controls particularly with implementation and disclosure controls related to new accounting standards; areas requiring significant judgment and/or subject to significant complexities; audit areas where reoccurring deficiencies have been identified by the PCAOB; management review controls; and non-GAAP measures. The SEC and PCAOB, along with the CAQ, via public outreach, commentary, education and tools, are underscoring the importance of audit committee knowledge and understanding in these areas to promote audit quality and integrity of financial reporting and disclosure to investors.

Audit committees, management and auditors are further advised to monitor SEC speeches and enforcement activity. The recent SEC settlement involving ICFR deficiencies and reporting signified that all parties involved in ICFR assessments "must take their responsibilities seriously and rigorously assess controls, including those over reporting." Refer to DLA Piper article ["SEC Continues to Focus on Internal Control Failures."](#)

In a December 2016 [address](#), Mark Panucci, Deputy Chief Accountant, Office of the Chief Accountant, highlighted the SEC's focus on continual monitoring of ICFR disclosures within registrants' filings and SEC enforcement actions. He indicated that key takeaways from the SEC's efforts in this area are:

- ▶ "First, management has the responsibility to carefully evaluate the severity of identified control deficiencies and to report, on a timely basis, all identified material weaknesses in ICFR. Any required disclosure should allow investors to understand the cause of the control deficiency and to assess the potential impact of the identified material weakness.
- ▶ Second, it is important to maintain competent and adequate accounting staff to accurately reflect the company's transactions and to augment internal resources with qualified external resources, as necessary. Qualified accounting resources and appropriate processes and controls will be of vital importance in connection with the adoption of the new accounting standards.
- ▶ And finally, management has to take responsibility for its assessment of ICFR. That responsibility cannot be outsourced to third party consultants. At the same time, third party consultants can play an important and critical role when assisting management in its evaluation of ICFR."



NEW AND PENDING PCAOB AUDITING STANDARDS

New rules and amendments which require public disclosure of the audit engagement partner and other auditors associated with the audit and a pending auditing standard which considers significant changes to the auditor's reporting model are intended to drive greater transparency and understanding around the audit process.

FORM AP RULES

The PCAOB finalized rules requiring registered audit firms to submit a new Form AP, *Auditor Reporting of Certain Audit Participants*, to disclose the names of engagement partners and other accounting firms that participated in audits of public companies. Effective dates for filing Form AP are:

- ▶ **January 31, 2017**, for engagement partner names
- ▶ **June 30, 2017**, for other accounting firms that participated in the audit

In anticipation of submissions, the PCAOB established the [Form AP Resource Page](#) to aid investors, auditors, and public filers in understanding and complying with the new rules. Information provided by auditors will be made publicly available on the PCAOB's website in a searchable database.

REPROPOSED AUDITING STANDARD - THE AUDITOR'S REPORT ON AN AUDIT OF FINANCIAL STATEMENTS WHEN THE AUDITOR EXPRESSES AN UNQUALIFIED OPINION

The repropoed standard would retain the existing "pass/fail" model in the auditor's report, but would provide additional information in the report, such as the communication of critical audit matters and new elements related to auditor independence and auditor tenure. A "critical audit matter" (CAM) is any matter that is communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements, and (2) involves especially challenging, subjective, or complex auditor judgment. The auditor's report would identify the CAM, describe the considerations that led the auditor to conclude that such matter is a CAM, describe how it was addressed in the audit, and refer to the relevant financial statement accounts and disclosures. The reproposal includes a principles-based framework leveraging the work already performed by the auditor under existing PCAOB standards. By using such a framework, the PCAOB anticipates that CAMs would be scalable based on the size, nature, and complexity of the audit engagement.

In his [address](#) at the December 2016 AICPA Conference on Current SEC and PCAOB Developments, PCAOB Chairman Doty indicated that the staff is nearing completion of this project that will "make the auditor's report more useful and informative to investors and other financial statement users." He cited examples of positive reactions to similar frameworks already in use in Europe (e.g., the UK), including the International Auditing and Assurance Standards Board's (IAASB) standard ISA 701 which will be effective for audits of financial statements of public interest entities for periods ending on or after December 15, 2016. Refer to the [BDO Practice Aid](#) on the repropoed standard that provides an overview and decision tree along with certain observations of how the final standard could affect current practice.

PCAOB AUDIT INSPECTION DEFICIENCIES

Public company audit inspection deficiencies in areas requiring judgment and estimation continue to be an important area of focus by regulators and should remain an important topic of conversation among auditors, management, and the audit committee as they plan and execute on the year-end audit to ensure the integrity and effectiveness of the controls put in place by management and the independent assessments made by the auditor. In his December [address](#), PCAOB Chair Doty highlighted how “inspections have improved audits” and where deficiencies have been found, “engagement teams raise their game.” In an effort to foster richer dialogues with audit committees and keep them informed about the audit process, the PCAOB created an [Information for Audit Committees page](#) and has issued several documents in 2016 related to the inspection process that audit committees may find useful. Jay Hanson, former PCAOB board member, delivered a recent [address](#) to the Association of Audit Committee Members, Inc. further highlighting the work of the PCAOB and its partnership with audit committees with respect to public outreach efforts and the audit inspection process.

Here are some additional recent tools / resources for use by audit committees in this area:

| Recommended Resources | Release Date |
|---|--------------|
| PCAOB Staff Inspection Brief: Information about 2016 Inspections | July 2016 |
| PCAOB Staff Inspection Brief: Preview of Observations from 2015 Inspections of Auditors of Issuers | April 2016 |
| PCAOB 2016 Report Describing Inspection Observations Related to Audit Firms' Communications with Audit Committees | April 2016 |
| CAQ Guide to PCAOB Inspections | October 2012 |

BDO encourages audit committees to have continuing dialogue with their auditors about the PCAOB inspection process and whether audit deficiency observations by the PCAOB inspections staff have the potential to manifest themselves within the organization's system of internal controls.

NON-GAAP FINANCIAL MEASURES

Non-GAAP financial measures, which are widely used by organizations to convey further information about the results of their operations or financial information to evaluate performance, remain in the spotlight by regulators. The SEC and others have raised concerns about the misuse of such measures in terms of transparency, prominence, and comparability. Wes Bricker, SEC Chief Accountant, recently [indicated](#) publicly that “audit committee members should seek to understand management's judgments in the design, preparation, and presentation of non-GAAP measures and how those measures might differ from approaches followed by other companies. These discussions will require an understanding of the company's business model and how it is managed. For example, it is important to keep in mind that businesses operate in uncertain environments. If non-GAAP adjustments replace that business reality with smooth earnings over time, accelerate unearned revenues, or defer incurred expenses, those adjustments and disclosures should be evaluated closely under the C&DIs [Compliance & Disclosure Interpretations].”

Here are some recent tools / resources for use by audit committees in this area:

| Recommended Resources | Release Date |
|---|---------------|
| SEC Chief Accountant Wes Bricker Address, 2016 AICPA Conference on Current SEC and PCAOB Developments | December 2016 |
| CAQ Non-GAAP Financial Measures: Continuing the Conversation | December 2016 |
| SEC Chair Mary Jo White Keynote Address, International Corporate Governance Network Annual Conference | June 2016 |
| CAQ Questions on Non-GAAP Measures: A Tool for Audit Committees | June 2016 |
| SEC Compliance & Disclosure Interpretations guidance | May 2016 |
| SEC Chief Accountant Wes Bricker Remarks, 2016 Baruch College Financial Reporting Conference | May 2016 |

Audit committees are encouraged to inquire of management and the internal and external auditors to understand the company's policies and disclosure controls for ensuring their non-GAAP measures are in compliance with the SEC's C&DIs.

CYBERSECURITY

The board's role in the oversight of organizational risk is increasingly complicated by cybersecurity concerns. Directors need to maintain continual knowledge about evolving cyber issues and management's plans for allocating resources and otherwise responding to cyber risks. Such knowledge helps boards assess the priorities and investment decisions made by management in critical areas. Often, particularly in smaller organizations, the audit committee oversees and monitors management's strategy for protecting its digital assets.

Building on the growing market demand for information about the effectiveness of an entity's cybersecurity risk management program and the auditing profession's long history and skills with respect to external reporting and auditing information technology controls, the AICPA has formed an [initiative](#) and is currently developing auditing standards and a consistent approach to cybersecurity attestation to assist boards, management, and other pertinent stakeholders.

Here are some recent tools/materials for use by audit committees in this area:

The subject matter of such a cybersecurity examination engagement will be composed of three key elements:

1. Management's narrative description of the entity's cybersecurity risk management program
2. Management's written assertion that the controls implemented as part of the program were effective to achieve the entity's cybersecurity objectives
3. Practitioner's examination report expressing an opinion about whether management's description of the entity's cybersecurity risk management program and the effectiveness of controls within that program achieve the entity's cybersecurity objectives.

| Recommended Resources | Release Date |
|--|----------------|
| CAQ Cybersecurity: How CPAs Are Addressing a Dynamic and Complex Risk | October 2016 |
| AICPA Proposal Description Criteria for Management's Description of an Entity's Cybersecurity Risk Management Program (comments were due 12/15/2016) | September 2016 |
| AICPA Proposed Revision of Trust Services Criteria for Security, Availability, Processing Integrity, Confidentiality, and Privacy (comments were due 12/15/2016) | September 2016 |
| BDO Knows Cybersecurity Alert | August 2016 |
| BDO Archived Webinar: Navigating the Rising Tide of Cybersecurity Regulation – How is Your Board Preparing? | July 2016 |
| BDO Article: Cyber for the C-Suite – 3 Tips for Closing the Information gap | June 2016 |
| BDO Practice Aid: Elevating Cybersecurity to the Board – Questions Boards Should Be Asking | March 2016 |
| BDO Archived Webinar: Management Risk – Elevation of Cybersecurity to the Boardroom | February 2016 |
| CAQ Understanding Cybersecurity and the External Audit | February 2016 |

OTHER DISCLOSURE CONSIDERATIONS

EXPANDING DISCLOSURE RELATED TO THE AUDIT COMMITTEE'S OVERSIGHT OF THE AUDITOR:

Audit committees continue to play a significant role in the protection of investors within our capital market structure. The duties they are charged with and how they carry out such responsibilities have evolved due to changes in securities laws and national listing requirements along with the evolving business environment and are not always well understood by the public. SEC Chief Accountant Bricker has [described](#) the audit committee's role as one of "clear oversight authority and responsibility over the external auditor, which promotes auditor independence and greater alignment of the auditor's interests with those of investors."

In 2015, the SEC issued a [concept release](#) asking specifically for public commentary on the audit committee's responsibilities and oversight of the auditors with the goal of determining how current disclosure requirements may be updated to better provide information about how the audit committee executes its responsibilities. The SEC received a wide-assortment of commentary from all stakeholders, ranging broadly from requests for rules-based regulation to voluntary, principles-based disclosures that may be tailored to be most meaningful for shareholders.

Several annual studies in this area have been championed by the CAQ and Audit Analytics along with EY that take a look at the increasing trends in voluntary disclosures made by public company audit committees of all size companies. In his December comments, Bricker indicated he was encouraged by such trends and further encouraged audit committees to be proactive in providing voluntary disclosures.

Here are some recent tools/materials for use by audit committees in this area:

| Recommended Resources | Release Date |
|--|----------------|
| CAQ 2016 Audit Committee Transparency Barometer | November 2016 |
| EY Audit Committee Reporting to Shareholders in 2016 | September 2016 |
| SEC Concept Release: Possible Revisions to Audit Committee Disclosures | July 2015 |
| CAQ Enhancing the Audit Committee: A Call to Action | November 2013 |

The SEC continues to monitor developments related to these disclosures and has not yet proposed rulemaking on this topic. However, as discussed elsewhere in this publication, the SEC and other regulators remain keenly interested in ensuring that companies are providing stakeholders with insightful and meaningful information in the form of publicly disclosed information. As audit committees review their company releases and filings, including the audit committee's report within the proxy statement, BDO encourages you to engage your management teams, auditors, and shareholders to ensure that disclosures being made are clear, concise, transparent, and meaningfully reflect the important work you are doing particularly in the execution of oversight of the audit.

AUDIT QUALITY INDICATORS AND AUDIT QUALITY REPORTING

In June 2015, the PCAOB issued a [Concept Release on Audit Quality Indicators](#) that identified 28 potential quantitative audit quality indicators (AQIs) at both the firm and engagement level intended to provide additional information about whether audit work being performed is being conducted by the appropriate individuals with the requisite experience, skills, resources, and tools. The potential AQIs related to the following areas:

- ▶ **Audit Professionals** — measures dealing with the availability, competence, and focus of those performing the audit.
- ▶ **Audit Process** — measures concerning an audit firm's tone at the top and leadership, incentives, independence, investment in infrastructure needed to support quality auditing, and monitoring and remediation activities.
- ▶ **Audit Results** — measures relating to financial statements (such as the number and impact of restatements, and measures of financial reporting quality), internal control over financial reporting, going concern reporting, communications between auditors and audit committees, and enforcement and litigation.

The Concept Release also asked for views on how AQIs may best be used to promote audit quality. The Concept Release considered how AQI data might be obtained and distributed, whether use of AQIs should be optional or required, the scope of audits and audit firms that may be subject to AQI reporting, and how AQI reporting and its use might be implemented over time. Numerous comment letters were received by the PCAOB as a result of this outreach.

Concurrently, the CAQ had developed its own [approach to audit quality indicators](#) and performed extensive outreach, including a pilot program and several public forums. Early in 2016, the CAQ released [Audit Quality Indicators: Journey and Path Ahead](#) describing its work and a suggested path forward to continue to identify more effective ways to determine and assess audit quality.

Both the PCAOB and the CAQ continue to monitor audit quality and how indicators about audit quality can best be identified, collected, and used to inform capital markets – both in the U.S. and globally. In the absence of specific regulatory requirements, an emerging trend is the issuance of audit quality reports by many of the larger audit firms. These audit quality reports essentially tell the individual audit firm's story to their clients and respective clients, along with other stakeholders in the financial reporting chain, including how they are contributing to the promotion of audit quality through their firm leadership, structure, oversight, and investments in their people, tools, methodologies, technologies, resources, and in the profession at large. Click [here](#) for BDO's Approach to Audit Quality.

Here are some recent tools/materials for use by audit committees in this area:

| Recommended Resources | Release Date |
|--|--------------|
| BDO Approach to Audit Quality | August 2016 |
| CAQ Audit Quality Indicators: Journey and Path Ahead | January 2016 |
| PCAOB Concept Release on Audit Quality Indicators | July 2015 |
| CAQ Approach to Audit Quality Indicators | April 2014 |

RISK MANAGEMENT AND DISRUPTORS

Concerns about a broad array of business disruptors - whether due to compliance concerns, globalization, innovation, regulation, environmental changes, etc. – and related risk management activities continue to be a significant driver of board agendas, and the audit committee is no exception. Several areas were touched on previously but a few others worthy of consideration include an organization's compliance plan for addressing illegal acts and adhering to auditor independence requirements.

ENFORCEMENT ACTIONS

Enforcement actions involving federal securities laws continue to make headlines. As of October 2016, SEC enforcement actions reached a record high of 868 filed cases with over \$4 billion in disgorgement and penalties assessed. Technology disruptors, including the increased use of data analytics, has helped the SEC in identifying potential enforcement actions along with other anomalies that may point to fraud or misconduct.

Here are some recent tools/materials for use by audit committees in this area:

| Recommended Resources | Release Date |
|--|---------------|
| Anti-Fraud Collaboration Website and Resources | Current |
| SEC Investigations: Are There Benefits to Cooperation and Self-Reporting | December 2016 |
| SEC Announces Enforcement Results for FY 2016 | October 2016 |
| BDO Webinar: How is Your Board Positioned to Respond to Illegal Acts | May 2016 |
| DLA Piper Article: SEC Continues to Focus on Internal Control Failures | May 2016 |
| 9 Questions Boards Should Ask About Risk Management | March 2016 |
| BDO Webinar: The Board's Role in Emerging Practices in Risk Management | January 2016 |

AUDITOR INDEPENDENCE

In his [address](#) during the December Conference, Deputy Chief Accountant Mark Panucci reminded attendees "that consideration [of auditor independence] should be given to whether any relationship or service to be provided by an auditor:

1. Creates a mutual or conflicting interest with its audit client;
2. Places the auditor in a position of auditing their own work;
3. Results in the auditor acting as management or an employee of the audit client; or
4. Places the auditor in a position of being an advocate for the audit client.

As audit firms continue to grow their consulting practices and service offerings, proper monitoring of independence is critical to ensuring the quality of audits being performed. Independence violations involving close personal relationships between auditors and management along with lack of professional skepticism, overreliance on management representations, and failure to obtain adequate audit evidence remain hot buttons that audit committees should be mindful of.

ASSESSMENT OF AND COMMUNICATIONS WITH THE AUDITOR

One of the primary duties of the audit committee is to hire, compensate and oversee the external auditor. In June 2016, the CAQ provided two tools – a refreshed U.S. specific and a new global tool - related to the audit committee's assessment of the external auditor:

- ▶ [External Auditor Assessment Tool – A Reference for U.S. Audit Committees](#)
- ▶ [External Auditor Assessment Tool – A Reference for Audit Committees Worldwide](#)

The CAQ advises that audit committees should at a minimum annually assess the auditor. Such an assessment should encompass the qualifications and performance of the auditor; the quality and candor of the auditor's communications with the audit committee and the company; and the auditor's demonstrated independence, objectivity, and professional skepticism.

Consideration of such external tools, coupled with additional and timely resources provided by the auditor, can assist the audit committee in not only evaluating the auditor but on further shoring up their own approaches to their relationship with the auditor and management team and ensuring that a continuing two-way dialogue is taking place that keeps the audit committee informed of significant events and developments that impact the audit engagement and resulting integrity of financial reporting.

In addition, audit committees should continue to seek ways to improve their communications with auditors. In his December [remarks](#) during the 2016 AICPA National Conference on Current SEC and PCAOB Developments, SEC Chief Accountant Bricker noted that "auditors are in a unique position to provide feedback to the audit committee about management, the company's processes, accounting policies, and internal control over financial reporting, among others".

As a result, he recommended that audit committees consider asking the following questions of their auditor:

- ▶ "If you as the auditor were in management's shoes and solely responsible for preparation of the company's financial statements, would they have in any way been prepared differently?"
- ▶ If you as the auditor were in an investor's shoes, would you believe that you have received the information essential to understanding the company's financial position and performance?
- ▶ Is the company following the same internal control over financial reporting and internal audit procedures that would be followed if you were in the CEO's shoes?
- ▶ Are there any recommendations that you as the auditor have made and management has not followed?"

For more information and educational opportunities on these and other topics related to audit committee oversight, please visit BDO's Center for Corporate Governance and Financial Reporting.

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