On the 2017 audit committee agenda

Audit Committee Institute

Financial reporting, compliance, and the risk and internal control environment will continue to be put to the test in 2017 by slow growth and economic uncertainty, technology advances and business model disruption, cyber risk, greater regulatory scrutiny, and investor demands for transparency, as well as dramatic political swings and policy changes in the U.S., UK, and elsewhere. Focused, yet flexible agendas—exercising judgment about what does and does not belong on the committee's agenda and when to take deep dives—will be critical. Drawing on insights from our recent survey work and interactions with audit committees and business leaders over the past 12 months, we've highlighted seven items that audit committees should keep in mind as they consider and carry out their 2017 agendas.

Give non-GAAP financial measures a prominent place on the audit committee agenda.

In May 2016, after expressing concern about how companies are presenting non-GAAP financial measures, SEC staff published additional guidance on non-GAAP information to help companies evaluate the acceptability of non-GAAP financial information and their compliance with applicable rules and regulations. The following month, SEC Chair Mary Jo White reiterated staff's concern: "In too many cases, the non-GAAP information, which is meant to supplement the GAAP information, has become the key message to investors, crowding out and effectively supplanting the GAAP presentation." Recent SEC Comment Letters have focused on the use of non-GAAP financial measures, and the SEC's Division of Enforcement has sent inquiries to companies regarding potential securities law violations. In this environment, it is critical that non-GAAP financial measures have a prominent place on the audit committee agenda: Have a robust dialogue with management about the process and controls by which management develops and selects the non-GAAP financial measures it provides, their correlation to the performance of the business and results, and whether the non-GAAP financial measures are being used to improve transparency and not to distort results.

Monitor implementation plans and activities for major accounting changes on the horizon—particularly the new revenue recognition and lease accounting standards.

The scope and complexity of these implementation efforts and the impact on the business, systems, controls, and resource requirements should be a key area of focus for audit committees. The new revenue standard (effective January 1, 2018 for calendar year-end public companies) provides a single revenue recognition model across industries, companies, and geographical boundaries. While the impact will vary across industries, many companies—particularly those with large, complex contracts—will experience a significant accounting change when implementing the new standard. The new standard will require companies to apply new judgments and estimates, so audit committees will want to inquire about the judgment and estimates *process* and how judgments and estimates are reached. Under the new lease standard (effective January 1, 2019 for calendar-year-end public companies) lessees will recognize most leases, including operating leases, on the balance sheet. This represents a wholesale change to lease accounting, and many companies will face significant implementation challenges during the transition.

Implementation of these two new standards is not just an accounting exercise; audit committees will want to receive periodic updates on the status of implementation activities across the company (including possible trouble spots), the adequacy of resources devoted to the effort, and the plan to communicate with stakeholders.

Redouble the company's focus on ethics, compliance, and culture.

Whether moving quickly to innovate and capitalize on opportunities in new markets, leveraging new technologies and data, and/or engaging with more vendors and third parties across longer and increasingly complex supply chains, most companies face heightened compliance risks. Coupled with the complex global regulatory environment (i.e., the array of new healthcare, environmental, financial services, and data privacy regulations, as well as the FCPA and the U.K. Bribery Act), these compliance risks and vulnerabilities will require vigilance. Help ensure that the company's regulatory compliance and monitoring programs are up-to-date and cover all vendors in the global supply chain, and clearly communicate the company's expectations for high ethical standards. Take a fresh look at the effectiveness of the company's whistle-blower program. Does the audit committee see *all* whistle-blower complaints? If not, what is the process to filter complaints that are ultimately reported to the audit committee? As a result of the radical transparency enabled by social media, the company's culture and values, its commitment to integrity and legal compliance, and its brand reputation are on display as never before. Ask for internal audit's thoughts on ways to audit/assess the culture of the organization.

Focus internal audit on key areas of risk and the adequacy of the company's risk management *processes* generally.

Internal audit is most effective when it is focused on the critical risks to the business, including key operational risks (e.g., cyber security and technology risks) and related controls, not just compliance and financial reporting risks. Help define the scope of internal audit's coverage and, if necessary, redefine internal audit's role. Is the audit plan risk-based and flexible, and does it adjust to changing business and risk conditions? What has changed in the operating environment? What are the risks posed by the extended organization—sourcing, outsourcing, sales, and distribution channels? What role should internal audit play in auditing the culture of the company? Set clear expectations and make sure internal audit has the resources, skills, and expertise to succeed. Challenge internal audit to take the lead in coordinating with other governance, risk, and compliance functions within the organization to limit duplication and, more importantly, to prevent gaps. Help maximize collaboration between internal and external auditors. As internal audit moves to a higher value-added model, it should become an increasingly valuable resource for the audit committee.

Monitor key regulatory initiatives to enhance transparency of the audit process.

There continues to be significant discussion internationally about the need for increased transparency—both by the external auditor and the audit committee—around the audit process. In the

U.S., the PCAOB is expected to issue a final standard on the **auditor's reporting model**. While retaining the current pass/fail model, the new standard is likely to require in the auditor's report a description of "critical audit matters," which is intended to provide audit-specific information about especially challenging, subjective, or complex aspects of the audit. An expanded auditor's report would be directly associated with the company's financial statements, so the implications are real. The SEC's July 2015 concept release on possible revisions to the **audit committee reporting** requirements, with specific focus on the audit committee's oversight of the external auditor, remains under consideration, though the majority of commenters have supported a *voluntary* framework to enhance audit committee disclosures. Stay apprised of these PCAOB and SEC projects and their implications and take the lead on audit quality by weighing key indicators, such as the knowledge and experience of the engagement team, the audit firm's internal quality reviews, and PCAOB inspection findings. Also, consider expanding the audit committee's report to provide investors with more insight into how the committee carries out its oversight responsibilities.

Quality financial reporting starts with the CFO and finance organization; maintain a sharp focus on leadership and bench strength.

In our latest global pulse survey, 44 percent of audit committees were not satisfied that their agenda is properly focused on CFO succession planning, and another 46 percent were only somewhat satisfied. In addition, few were satisfied with the level of focus on talent and skills in the finance organization. Given the rate of CFO turnover and the critical role the CFO plays in maintaining financial reporting quality, it is essential that the company have succession plans in place not only for the CFO but also for other key finance executives—the controller, chief accountant, chief audit executive, treasurer—and perhaps the chief compliance and chief risk officers. How does the audit committee assess the finance organization's talent pipeline? Do employees have the training and resources they need to succeed? How are they incentivized to stay focused on the company's long-term performance? What are the internal and external auditors' views?

Make the most of the audit committee's time together—inside and outside the boardroom.

To address heavy workloads, many audit committees are focusing on ways to improve their efficiency and effectiveness—including refining their agendas and oversight processes, and reassessing their skills and composition. Keeping pace requires agendas that are manageable (what risk oversight responsibilities are realistic given the audit committee's time and expertise?), focusing on what is most important (starting with financial reporting and audit quality), allocating time for robust discussion while taking care of "must-do" compliance activities, and ensuring the committee has the right composition and leadership. Leading audit committees recognize that the committee's efficiency and effectiveness in the boardroom increasingly hinges on spending time *outside of the boardroom*—visiting company facilities, interacting with employees and customers, and hearing outside perspectives—to understand the tone, culture, and rhythm of the organization.

Also see KPMG's *On the 2017 Board Agenda* at kpmg.com/blc.

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