



Audit Committee meeting agenda

Audit Committee Institute part of KPMG Board Leadership Centre



A detailed agenda is vital for keeping the committee focused. Effective agendas are set with input from the CEO, CFO, CRO and the internal and external auditors. The audit committee chair however, should maintain accountability for the agenda and should not allow management to dictate the content.

Meeting agendas ultimately drive the work the audit committee does. For this reason audit committee agendas should be closely linked to the committee's terms of reference. The audit committee agenda for the year should ideally originate from a detailed work plan. A wide ranging work plan helps members focus on their job. However, the nature of audit committee responsibilities and the ever-changing environment in which companies operate make it difficult to determine a fixed agenda of topics for

each meeting. The committee should assess what is currently important and develop its agenda accordingly. The detailed work plan would originate from the terms of reference.

This document provides a pro-forma of an audit committee meeting planner, that can be used to plan what gets addressed at each audit committee meeting. It should be tailored to suit the needs of each organisation.

	Frequency			Scheduled meetings			
	At least annually	Quarterly	When necessary	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Constitution							
Review audit committee's terms of reference	<input type="checkbox"/>						
Review code of conduct	<input type="checkbox"/>						
Assess independence, financial literacy skills and experience of members	<input type="checkbox"/>						
Establish number of meetings for the forthcoming year	<input type="checkbox"/>						
Audit committee chair to establish meeting agenda and attendees required	<input type="checkbox"/>						
Enhance skills and experience – professional development	<input type="checkbox"/>						

	Frequency			Scheduled meetings			
	At least annually	Quarterly	When necessary	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Corporate reporting (discuss with management and external auditors where applicable)							
Hold in camera session with management	<input type="checkbox"/>						
Review both corrected and uncorrected audit differences	<input type="checkbox"/>						
Review new accounting and reporting developments	<input type="checkbox"/>						
Review critical accounting policies and alternative accounting treatments	<input type="checkbox"/>						
Review significant accounting judgements and estimates	<input type="checkbox"/>						
Review large, unusual and complex transactions	<input type="checkbox"/>						
Review and recommend approval of annual financial statements	<input type="checkbox"/>						
Review the narrative sections of the annual report	<input type="checkbox"/>						
Review and recommend approval of half year financial statements	<input type="checkbox"/>						
Review and recommend approval of quarterly financial information	<input type="checkbox"/>						
Review and recommend approval of any earnings releases	<input type="checkbox"/>						
Review and recommend approval of any analyst briefings or investor presentations	<input type="checkbox"/>						
Risk management and controls (discuss with management and external auditors where applicable)							
Evaluate the corporate culture and the 'tone from the top'	<input type="checkbox"/>						
Review the process by which risk strategy and appetite is determined	<input type="checkbox"/>						
Review and assess the risk management and internal control systems	<input type="checkbox"/>						

	Frequency			Scheduled meetings			
	At least annually	Quarterly	When necessary	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Review weaknesses in internal control and management's remediation plan	<input type="checkbox"/>						
Review anti-fraud and bribery programmes and the risk of management override	<input type="checkbox"/>						
Review whistle blowing arrangements	<input type="checkbox"/>						
Assess crisis management and business continuity plans	<input type="checkbox"/>						
Understand management remuneration structures and the drivers of bias	<input type="checkbox"/>						
Meet with the 'marzipan layer' (i.e., those below the executive tier)	<input type="checkbox"/>						
Review reports from regulators and management's response	<input type="checkbox"/>						
External auditors							
Recommend appointment and review performance	<input type="checkbox"/>						
Approve audit fees and terms of engagement	<input type="checkbox"/>						
Consider policy in relation to non-audit services	<input type="checkbox"/>						
Consider hiring policy for former employees of the auditor	<input type="checkbox"/>						
Consider objectivity/independence and obtain confirmation from auditor	<input type="checkbox"/>						
Review audit plan and scope of audit work	<input type="checkbox"/>						
Review external audit findings	<input type="checkbox"/>						
Discuss appropriateness of accounting policies, estimates and judgements	<input type="checkbox"/>						
Discuss external auditors views on control environment	<input type="checkbox"/>						

	Frequency			Scheduled meetings			
	At least annually	Quarterly	When necessary	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Discuss issues with auditor in absence of executives and management	<input type="checkbox"/>						
Ongoing communication (written/oral) of external auditor with audit committee	<input type="checkbox"/>						
Consider audit partner succession	<input type="checkbox"/>						
Consider need for audit tender	<input type="checkbox"/>						
Internal auditors							
Where no internal audit function, consider the need for an internal audit function	<input type="checkbox"/>						
Recommend appointment and review performance	<input type="checkbox"/>						
Review internal audit plan	<input type="checkbox"/>						
Review significant internal audit reports and findings	<input type="checkbox"/>						
Review progress on actions taken in response to the committee's representations	<input type="checkbox"/>						
Discuss issues with auditor in absence of executives and management	<input type="checkbox"/>						
Other responsibilities							
Review progress on actions taken in response to the representations of the auditors	<input type="checkbox"/>						
Review legal and compliance developments	<input type="checkbox"/>						
Review report to shareholders on role and responsibilities of the committee	<input type="checkbox"/>						
Perform self-assessment of audit committee performance	<input type="checkbox"/>						

	Frequency			Scheduled meetings			
	At least annually	Quarterly	When necessary	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Assess the CFO and finance function	<input type="checkbox"/>						
Review CFO and financial personnel succession planning	<input type="checkbox"/>						
Work with the nomination committee to develop an audit committee succession plan	<input type="checkbox"/>						
Review director and officer expenses and related party transactions	<input type="checkbox"/>						
Conduct special investigations and perform other activities as appropriate	<input type="checkbox"/>						
Provide appropriate induction for new members	<input type="checkbox"/>						
Maintain minutes and report to board	<input type="checkbox"/>	<input checked="" type="checkbox"/>					

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