

▶ AUDIT COMMITTEE MEETING CALENDAR—SAMPLE ONLY

Calendar Overview: The DRAFT Audit Committee Meeting calendar is organized around approximately six “in person” regular meetings a year, not intended to be all inclusive. Based upon the current yearend audit schedule, two of the five meetings will generally be held in Q1 (to accommodate review of the 10K and other year end closing requirements) and two will occur in Q4 (to include a “pre-audit” meeting and also review of the Proxy), with one each in Q2 and Q3 around quarterly filings. Additional meetings will be called as needed. For Public Companies, such additional meetings may consist of calls centering on review of press releases, transactions or other significant events. Private Companies may wish to follow a similar process to build for the future or simply to strengthen their corporate governance structure. This practice aid is the result of a collaborative effort between BDO and Ellen Richstone¹, an active and distinguished audit committee chair who has extensive executive and board experience serving many public and private companies. Consider using the following in conjunction with BDO’s Model Audit Committee Meeting Agendas practice aid.

ACTION/RESPONSIBILITY	FREQ	Q1	Q2	Q3	Q4
I. <u>General Responsibilities</u>					
a. Review AC members independence	Annually				
b. Report to Board regarding execution of duties	Regularly				
c. Review financial literacy of AC members	As needed				
d. Establish a Committee Charter and review regularly	Annually and as needed				
e. Conduct executive sessions with auditors	Preferably at each meeting				
f. Plan succession of AC members	As needed				
g. Audit Planning Meeting and approval of audit scope (both internal and external auditors)	Annually				
h. Post-Audit Meeting	Annually				
i. Proxy Review	Annually				
j. Review of Quarterly Filings	Quarterly				
k. Review of financial press releases	Quarterly				
l. Review of 10K	Annually				
m. Review of any other required financial filings	As needed				
n. Review any press releases with financial implications	As needed				
o. Perform AC self-assessment	Annually				

¹ Ellen Richstone may be contacted at: Richstone@comcast.net

Material discussed in this guide and related practice aids is meant to provide general information and should not be acted upon without first obtaining professional advice appropriately tailored to your individual circumstances.

ACTION/RESPONSIBILITY	FREQ	Q1	Q2	Q3	Q4
II. <u>Review Financial Statements/Controls Information</u>					
a. Review annual financial statements with management and external auditors	Annually				
b. Review internal controls and/or plan to implement additional controls	Annually and as needed				
c. Review management reports from auditor and management's corrective plan for any critical items	Annually				
d. Review corrective plan at each meeting- (II.c.) if items in process	Annually				
e. Review internal auditor reports and follow up on determined action items	Annually and as needed				
III. <u>Independent Auditor Relationship</u>					
a. Evaluate and appoint external auditors	Annually				
b. Compensate, retain and review results of independent audit	Annually				
c. Pre-approve any non-audit services provided by independent auditor	Annually and as needed				
d. Approve internal audit plan and make revisions as necessary	Annually and as needed				
e. Review with independent auditor any difficulties encountered in course of the audit and management's response	Quarterly				
f. Periodically meet with internal and external auditors privately	As needed				
g. Request proactive inputs from external auditor on changes in financial reporting (recent and expected)	As needed				

ACTION/RESPONSIBILITY	FREQ	Q1	Q2	Q3	Q4
IV. <u>Financial Reporting Processes</u>					
a. Review with management major issues regarding accounting principles including any significant changes in accounting	As needed				
b. Review and approve all related party transactions	As needed				
c. Review any complaints of questionable accounting, or internal control matters	As needed				
V. <u>Ethical, Legal Compliance</u>					
a. Review company's code of conduct and processes	Annually				
b. Discuss with management significant risk exposures	Annually and as needed				
c. Review legal compliance and legal regulatory matters which could have a significant impact on company	Regularly				
VI. <u>International Requirements</u>					
a. Foreign Corrupt Practices Act (FCPA)	Annually and as needed				
b. Foreign Exchange considerations (e.g., size and types of exposure; agreement on handling)	Annually and as needed				
c. IFRS Adoption/Implementation	As needed				
VII. <u>Cash Flow- Operating</u> (include not just results of quarter- but also forecast of needs versus what is available)					
	Quarterly				
VIII. <u>Debt/ Equity Instruments (Public or Private)</u>					
a. Reporting	As needed				
b. Repayment versus incremental needs	As needed				
c. If raising Debt or Equity- review all aspects	As needed				

ACTION/RESPONSIBILITY	FREQ	Q1	Q2	Q3	Q4
IX. <u>Enterprise Risk Management (subset of a Board Level Discussion)</u>	Annually and as needed				
X. <u>Internal Audit Activities</u>					
a. Identify program needed to meet the size and complexity of the company	Annually				
b. Outsource versus internal support	Annually and as needed				
XI. <u>Other (e.g., Governance, Whistle Blower Hot Line, Sarbanes-Oxley, Dodd Frank, etc.)</u>	As needed				