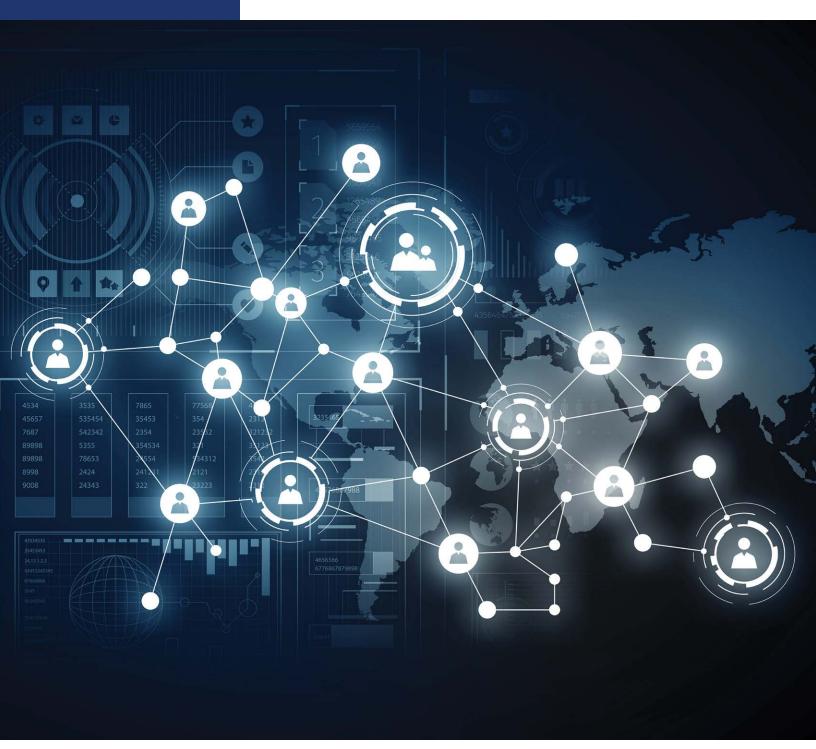


## FORM AP auditor reporting of certain audit participants





JUNE 2017



# Overview

The Center for Audit Quality (CAQ) has developed this tool to assist audit committee members in better understanding the new Public Company Accounting Oversight Board (PCAOB) auditor disclosure requirements regarding audit participants. Audit committees evaluate audit participants as part of their responsibility for the oversight and appointment of the external auditor, and PCAOB standards already require communication to the audit committee about many aspects of the audit, including audit participants.<sup>1</sup>

This tool is intended to: (1) assist audit committees in discussing the role of audit participants with their engagement partner and company management; and (2) help prepare audit committee members to anticipate potential questions that may arise as a result of these new disclosures.

### WHAT IS FORM AP, AND WHY IS IT IMPORTANT FOR AUDIT COMMITTEES?

Under PCAOB Rule 3211, Auditor Reporting of Certain Audit Participants, independent registered public accounting firms are required to file Form AP, with specific disclosures, with the PCAOB for each audit report issued.<sup>2</sup> These disclosures are accessible in a searchable database on the PCAOB website and the information therein may serve as an additional data point for investors and other stakeholders.

Form AP includes the engagement partner name as well as the name(s) and extent of participation of other accounting firm(s).<sup>3</sup> Form AP enhances transparency but does not provide all the context necessary when considering the quality of the financial statement audit. For example, Form AP does not include information about the contributions of other key personnel involved with the audit (e.g., auxiliary partners and other key engagement team members, the engagement quality review partner, technical consultation partners and staff, and/or specialists) or the engagement partner's experience. Further, it does not provide information about the firm's system of quality control.

Through its regular communication and interaction with the external auditor, the audit committee has access to additional

context around the information provided—and not provided on Form AP. As Form AP disclosures become available in the public domain, the audit committee may find that questions arise related to the external audit.

#### **ENGAGEMENT PARTNER NAME DISCLOSURE**

Form AP is required to be filed with the PCAOB for audit reports issued on or after January 31, 2017. Form AP includes disclosure of the name of the engagement partner, which is made publicly available on the PCAOB's website and included in a searchable database.

Audit committee members may want to refresh their knowledge of the audit partner's qualifications, industry, and other experience, and to understand whether the audit partner is the lead engagement partner on other issuer audits.<sup>4</sup> This information could help audit committee members fulfill their broader responsibilities to evaluate and oversee the external auditor.

#### DISCUSSION POINTS REGARDING PARTICIPATION OF OTHER ACCOUNTING FIRM(S) DISCLOSURE

For audit reports issued on or after June 30, 2017, the names and extent of participation of other accounting firm(s) are also required to be disclosed on Form AP. Other accounting firm(s)

<sup>1</sup> For example, paragraph 10 of AS 1301, Communications with Audit Committees, requires the auditor to describe the names, locations, and planned responsibilities of other accounting firms that are expected to perform procedures in the audit.

<sup>2</sup> See Appendix 1 - Summary of Form AP Reporting Requirements and Appendix 2 – Sample Form AP for more details. PCAOB Rule 3210 covers amendments to Form AP.

<sup>3</sup> If the responsibility for the audit is divided with one or more public accounting firm(s), see Form AP disclosure requirements in Appendix 1.

<sup>4</sup> The CAQ's publication, Audit Quality Indicators: Journey and Path Ahead, offers additional considerations in assessing audit quality. Further, the CAQ's External Auditor Assessment Tool is designed to assist audit committees in carrying out their responsibilities of appointing, overseeing, and determining compensation for the external auditor.

may be member firms of a global audit network or firms outside the signing firm's network.

There could be questions arising from these disclosures. The following sample questions are intended to assist audit committees in further understanding the information disclosed on Form AP in the context of their audit:

#### 1. Consistency with planning communications

- a. Is the other accounting firm(s) disclosure on Form AP consistent with the audit committee's understanding of audit participants based on audit planning discussions, company operations, legal names, or other considerations?
- b. Which other accounting firm(s) disclosed on Form AP are member firms (of the signing firm's global network)?
- 2. System of quality control
  - a. How does the firm network's leadership, through its tone at the top, emphasize audit quality and integrity throughout its global network and among member firms? How is audit quality addressed with nonmember firms participating in the audit?
  - b. How does the firm's network address quality control matters pertaining to ethics compliance, including independence, for other accounting firm(s) participating in the audit?
  - c. How does the audit firm's system of quality control determine that other accounting firm(s) participating in the audit have the requisite competence and expertise related to PCAOB standards?<sup>5</sup>
- 3. Oversight of other accounting firm(s)
  - a. How does the engagement partner supervise the work of other accounting firm(s) and evaluate whether it has been performed in accordance with professional standards?<sup>6</sup>
  - b. Which members of the group engagement team meet with the members of the other accounting firm(s) performing work on the audit? How frequently?
  - c. When was the last in-person visit conducted by the

Form AP will provide investors and other financial statement users with the information they have continued to request—the name of the engagement partner and information about other accounting firms participating in the audit—in a single searchable database, giving the market valuable information, while responding to concerns raised by accounting firms and others about the unintended consequences of such a disclosure in the auditor's report.

Martin F. Baumann PCAOB Chief Auditor and Director of Professional Standards

engagement partner or partners with other accounting firm(s) participating in the audit?

- d. Does supervision of and interactions with other accounting firm(s) vary if the other accounting firm is not a member firm? How does the signing partner take responsibility for their work?
- e. Have other accounting firm(s) participating in the audit recently been subject to internal or external inspection related to work performed on the issuer audit? If so, what was the result of the inspection and how has it impacted the engagement team's planned oversight of the other accounting firm(s)?
- f. How have other accounting firm(s) and participation levels changed since prior year(s)?
- g. Which of the other accounting firm(s), if any, are being used for the first time in the current year, and what incremental procedures are being performed to provide oversight of their audit work, if deemed necessary?

<sup>5</sup> PCAOB Quality Control Standards, QC Section 20, System of Quality Control for a CPA Firm's Accounting and Auditing Practice, paragraph .06.

<sup>6</sup> Note to Item 3.2 of Form AP states that "an other accounting firm participated in the Firm's audit if (i) the Firm assumes responsibility for the work and report of the other accounting firm as described in paragraphs .03 - .05 of AS 1205, Part of the Audit Performed by Other Independent Auditors, or (ii) the other accounting firm or any of its principals or professional employees was subject to supervision under AS 1201, Supervision of the Audit Engagement."

#### **OTHER CONSIDERATIONS**

Audit committee members may want to consider other implications of these new disclosures and how other employees within a company may be impacted.

- 1. Other employees impacted by Form AP
  - a. Is company management—including investor relations, the office of general counsel, and the corporate secretary— aware of the new disclosures of Form AP?
  - b. Have investor relations considered how to address questions from investors or other stakeholders (e.g., media)

that may result from review of new disclosures, or from a regulatory sanction or inspection report?

- c. What is the process for investor relations to advise the audit committee of questions received, if any, from outside stakeholders?
- 2. Social media policy considerations
  - a. Has the audit firm considered the impact, if any, of these new disclosures on its social media policy?
  - b. How has the firm communicated its policy with engagement partners?

## Appendix 1 Summary Form AP Select Reporting Requirements<sup>7</sup>

The following select provisions related to Form AP, Auditor Reporting of Certain Audit Participants (Form AP) reporting requirements are provided to assist audit committee members in their understanding of the relevant requirements of Form AP reporting.

### FORM AP REPORTING APPLICABILITY AND EFFECTIVE DATES

#### Applicability

- For each new or revised auditor's report included in an issuer's<sup>8</sup> filings with the SEC, a registered public accounting firm must file with the PCAOB a report on Form AP in accordance with the instructions to that form.
- The information reported on Form AP is <u>publicly available</u> in a searchable database maintained on the PCAOB's website.
- Form AP reporting is NOT required for audits of brokers and dealers performed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, as amended (Exchange Act).
  - However, if a broker or dealer is an issuer required to file audited financial statements under Section 13 or 15(d) of the Exchange Act, the Form AP reporting requirements would apply.

#### **Effective Dates**

The PCAOB elected a phased effective date, starting with the disclosure of the engagement partner name, followed by the disclosure of the extent of participation<sup>9</sup> by other accounting firm(s)<sup>10</sup> a few months later. Specifically:

- The engagement partner name<sup>11</sup> is required to be reported on Form AP filed for auditors' reports issued on or after January 31, 2017.
- Information about participation of other accounting firm(s) is required to be reported on Form AP filed for auditors' reports issued on or after June 30, 2017.

#### Due Date

Form AP is due by:

- The 35th day after the date the audit report is first included in a document filed with the SEC pursuant to the Securities Exchange Act of 1934 (for example, a Form 10-K); or
- The 10th day after the date the audit report is first included in a Securities Act of 1933 registration statement filed with the SEC (for example, a Form S-1).
- 7 Excerpt from CAQ Alert #2016-03 Form AP, Auditor Reporting of Certain Audit Participants (December 2016). In May 2016, the Securities and Exchange Commission (SEC) approved the PCAOB Rules 3210 and 3211, Rules of the Board to Require Disclosure of Certain Participants in the Audit on Form AP.
- 8 PCAOB Staff Guidance, Form AP, Auditor Reporting of Certain Audit Participants and Related Voluntary Audit Report Disclosure Under AS 3101, Reports on Audited Financial Statements, footnote 1 explains that "issuers, in general, are entities that are required to file periodic reports with the SEC under the Securities Exchange Act of 1934 (Exchange Act) or that file or have filed a registration statement that has not yet become effective under the Securities Act of 1933 (Securities Act), and that has not been withdrawn. See Rule 1001(i)(iii). In addition to companies that are required to file annual reports on Forms 10-K, 20-F, and 40-F, issuers include certain employee stock purchase, savings, and similar plans; unit investment trusts; and registered investment companies." Further, PCAOB Rule 1001(i)(iii) states: "the term "issuer" means an issuer (as defined in Section 3 of the Exchange Act), the securities of which are registered under Section 12 of that Act, or that is required to file a registration statement that has not yet become effective under the Securities Act of 1933, and that it has not withdrawn."
- 9 Note to Item 3.2 of Form AP states that "an other accounting firm participated in the Firm's audit if (i) the Firm assumes responsibility for the work and report of the other accounting firm as described in paragraphs .03 .05 of AS 1205, *Part of the Audit Performed by Other Independent Auditors*, or (ii) the other accounting firm or any of its principals or professional employees was subject to supervision under AS 1201, *Supervision of the Audit Engagement*." General Instruction 2 of Form AP defines the term "the Firm" as "the registered public accounting firm that is filing this Form with the Board."
- 10 General Instruction 2 of Form AP states that the term "other accounting firm" means "(i) a registered public accounting firm other than the Firm; or (ii) any other person or entity that opines on the compliance of any entity's financial statements with an applicable financial reporting framework."
- 11 The name of the engagement partner who is responsible for a firm's issuance of an issuer audit report. Auditing Standard (AS) 1201, Supervision of the Audit Engagement defines the term "engagement partner" as "the member of the engagement team with primary responsibility for the audit."

#### DISCLOSURE OF ENGAGEMENT PARTNER NAME FOR AUDITORS' REPORTS ISSUED ON OR AFTER JANUARY 31, 2017

#### Engagement Partner Name (Form AP, Part III, Item 3.1.a.6)

The required disclosures related to the engagement partner name on Form AP are:

- The name of the engagement partner on the most recent period's audit;
- The engagement partner's unique 10-digit Partner ID number; and
- Any other Partner IDs by which the engagement partner has been previously identified.

Each firm is required to assign a unique 10-digit Partner ID number to all of its engagement partners who are responsible for issuer audits. This Partner ID number is required to be comprised of:

- The Firm's ID (the five-digit identifier assigned to the firm by the PCAOB at the time of registration), followed by
- A unique five-digit partner identifier created by the firm.

#### DISCLOSURE OF EXTENT OF OTHER FIRM(S') PARTICIPATION FOR AUDITORS' REPORTS ISSUED ON OR AFTER JUNE 30, 2017

If an other accounting firm participated in an audit, information about the other accounting firm's participation is required to be reported on Form AP. The nature of the required disclosure depends on the extent of participation of the other accounting firm in the audit of the issuer.

### Responsibility Is Not Divided – Extent of Participation (Form AP, Part IV)

Many global accounting firms are structured as separate legal entities that operate as a global network. Any separate legal entity that meets the definition of an other accounting firm and that participates in the audit, individually contributing 5 percent or more of total audit hours, is reported on Form AP. This includes all other accounting firms participating in an issuer audit even when they are part of the same global network.

- If one or more other accounting firm(s) participated in the firm's audit and the responsibility for the audit is not divided, the firm is required to report on Form AP the extent of participation of such firm(s) as follows:
  - Individually 5 percent or greater of total audit hours (Item <u>4.1)</u>: Legal name, Firm ID for firms that have a publicly available PCAOB-assigned number, city and state (or, if outside the United States, the city and country), and the **extent of participation**, expressed as a single number or within the appropriate range of the percentage of total audit hours, attributable to each other accounting firm.
  - Individually less than 5 percent of total audit hours (Item 4.2): The number of other accounting firm(s) that participated in the audit, and the aggregate extent of participation of such firms, expressed as a single number or within the appropriate range of the percentage of total audit hours. The name(s) of such firm(s) does not have to be disclosed.
- Excluded from required reporting on Form AP:<sup>12</sup> An accounting firm performing the audit of entities in which the issuer has an investment that is accounted for using the equity method.<sup>13</sup>

#### Divided Responsibility (Form AP, Part V)

If the responsibility for the audit is divided with one or more public accounting firm(s),<sup>14</sup> the firm filing Form AP is required to report:

- The legal name of the other firm with whom responsibility is divided;
- Its Firm ID, when applicable;
- City and state (or, if outside the United States, the city and country) of the office that issued the other audit report; and
- The magnitude of the portion of the financial statements audited by the other firm.<sup>15</sup>

12 For a complete list of exclusions see Instructions to Part IV of Form AP, and PCAOB Staff Guidance, Section III.B.

13 See Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 323, Investments - Equity Method and Joint Ventures.

14 An audit report of a registered public accounting firm that is referred to by the principal auditor in accordance with AS 1205, Part of the Audit Performed by Other Independent Auditors. See Note to Item 5.1 of the Form AP.

15 See Note to Item 5.1 of the Form AP.

## Appendix 2 Sample Form AP

P	CA()B FORM AP
	ublic Company Accounting Oversight Board AUDITOR REPORTING OF CERTAIN AUDIT PARTICIPANTS
	istered public accounting firms must report information about certain participants in the audit and any amendments thereto to the OB by completing and submitting this Form according to the instructions to Form AP.
	important to refer to the instructions when completing each item of the Form. The Firm is responsible for completing each item ording to the instructions, and should not merely rely on the Firm's own interpretation of the item descriptions appearing in this Form.
	cized terms are defined in PCAOB Rule 1001, except for the definition of "other accounting firm" which appears in the general uctions to Form AP. The Firm must apply those definitions in completing the Form.
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	ITEM 1.1 - NAME OF THE FIRM
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f di	ferent than its legal name, state the name under which the Firm issued this audit report.
	PART II - AMENDMENTS
	ITEM 2.1 - AMENDMENTS
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nai	cate, by checking the box corresponding to this item, that this is an amendment.
der vid	titify the specific Part or Item number(s) of this Form (other than this Item 2.1) as to which the Firm's response has changed from that ed in the most recent Form AP or amended Form AP filed by the Firm with respect to an <i>audit report</i> related to the <i>issuer</i> named in
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	Item 3.2, Other Accounting Firms
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	PART IV - RESPONSIBILITY FOR THE AUDIT IS NOT DIVIDED
statement <i>audit</i> ; (2) financial reporting <i>Financial Statemeni</i> and hours incurred 1000.45 Appendix I which the <i>issuer</i> ha third parties workin control over financii incurred in the <i>aud</i>	t IV, total audit hours in the most recent period's audit should be comprised of hours attributable to: (1) the financial reviews pursuant to AS 4105, Reviews of Interim Financial Information; and (3) the audit of internal control over pursuant to AS 2201, An Audit of Internal Control Over Financial Reporting That Is Integrated with An Audit c. (3) the audit of internal control over Financial Reporting That Is Integrated with An Audit c. (3) the audit of internal control over Financial Reporting That Is Integrated with An Audit c. (3) specialists engagement quality reviewer; (2) the person who performed the review pursuant to SEC Practice Section (5, (3) specialists engaged, not employed, by the Firm; (4) an accounting firm performing the audit of the entities is an investment that is accounted for using the equity method; (5) internal auditors, other company personnel, c guarder the direction of management or the audit committee who provided direct assistance in the <i>audit</i> of internal auditors who provided direct assistance in the <i>audit</i> of internal review. How the financial statements. Hour t peritties other than other accounting firms are included in the calculation of total audit hours and should be Firm and the <i>other accounting firms</i> participating in the <i>audit</i> on the basis of which accounting firm commissione-blicable work.
identified in Item 3.	t IV, if the financial statements for the most recent period and one or more other periods covered by the audit report. 1.a.4 were audited during a single audit engagement (for example, in a reaudit of a prior period(s)), the calculation the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such firms in relation to the total audit hours for the periods identified in the percentage of audit hours attributed to such a the period such as the period
the components of are unavailable and documentation show	hould be used if available. If actual audit hours are unavailable, the Firm may use a reasonable method to estimate this calculation. The Firm should document in its files the method used to estimate hours when actual audit hours the computation of total audit hours on a basis consistent with AS 1215, <i>Audit Documentation</i> . Under AS 1215, th Ild be in sufficient detail to enable an experienced auditor, having no previous connection with the engagement, to putation of total audit hours and the method used to estimate hours when actual hours were unavailable.
Indicate, by checking	the box, if the percentage of total <i>audit</i> hours will be presented within ranges in Part IV.
ITI	EM 4.1 - OTHER ACCOUNTING FIRM(S) INDIVIDUALLY 5% OR GREATER OF TOTAL AUDIT HOURS
	Check here if no
Firm ID	Firm ID is available Percentage of participation % or range
Legal name	
Headquarters' offic	e location:
Country	
City	State
ote 1: In responding ach firm. If the individ	State to Items 4.1 and 4.2, the percentage of hours attributable to <i>other accounting firms</i> should be calculated individually ual participation of one or more <i>other accounting firm(s)</i> is less than 5%, the Firm should complete Item 4.2. to Item 4.1, the Firm ID represents a unique five-digit identifier for firms that have a publicly available PCAOB-assign
ote 1: In responding ach firm. If the individ ote 2: In responding mber.	to Items 4.1 and 4.2, the percentage of hours attributable to <i>other accounting firms</i> should be calculated individually ual participation of one or more <i>other accounting firm(s)</i> is less than 5%, the Firm should complete Item 4.2.
ote 1: In responding ach firm. If the individ ote 2: In responding imber.	to Items 4.1 and 4.2, the percentage of hours attributable to <i>other accounting firms</i> should be calculated individually ual participation of one or more <i>other accounting firm</i> (s) is less than 5%, the Firm should complete Item 4.2. to Item 4.1, the Firm ID represents a unique five-digit identifier for firms that have a publicly available PCAOB-assign EM 4.2 - OTHER ACCOUNTING FIRM(S) INDIVIDUALLY LESS THAN 5% OF TOTAL AUDIT HOURS
ote 1: In responding ach firm. If the individ ote 2: In responding imber.	to Items 4.1 and 4.2, the percentage of hours attributable to <i>other accounting firms</i> should be calculated individually ual participation of one or more <i>other accounting firm(s)</i> is less than 5%, the Firm should complete Item 4.2. to Item 4.1, the Firm ID represents a unique five-digit identifier for firms that have a publicly available PCAOB-assign
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ote 1: In responding ach firm. If the individ ote 2: In responding imber. State the number of Indicate the aggrega burs by filling in a sin	to Items 4.1 and 4.2, the percentage of hours attributable to <i>other accounting firms</i> should be calculated individually ual participation of one or more <i>other accounting firm(s)</i> is less than 5%, the Firm should complete Item 4.2. to Item 4.1, the Firm ID represents a unique five-digit identifier for firms that have a publicly available PCAOB-assign <b>EM 4.2 - OTHER ACCOUNTING FIRM(S) INDIVIDUALLY LESS THAN 5% OF TOTAL</b> <i>AUDIT</i> <b>HOURS</b> <i>other accounting firm(s)</i> individually representing less than 5% of total <i>audit</i> hours.
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Italicized terms are defined in PCAOB Rule 10	01, except for the definition of "other accounting firm" which appears in the general instructions to Form AP. The Firm must apply those definitions in completing the Form.				
	PART V - RESPONSIBILITY FOR THE AUDIT IS DIVIDED				
ITEM 5.1 - IDENTITY OF TH	E OTHER PUBLIC ACCOUNTING FIRM(S) TO WHICH THE FIRM MAKES REFERENCE				
a. Provide the following information conce	erning each other public accounting firm the Firm divided responsibility with in the audit -				
1. The legal name of the other public a	ccounting firm and when applicable, the other public accounting firm's Firm ID.				
Firm ID Check here if no Firm ID is available •					
Legal name					
2. The office of the other public account	The office of the other <i>public accounting firm</i> that issued the other <i>audit report</i> .				
Country					
City	State				
3. The magnitude of the portion of the f	inancial statements audited by the other public accounting firm.				
Criteria	Dollar Amount				
Other	Percentage %				
6					



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	PART VI - CERTIFICATION OF THE FIRM	
ITEM 6.1 -	SIGNATURE OF PARTNER OR AUTHORIZI	ED OFFICER
s Form must be signed on behalf of the Firm b ctronic submission.	y an authorized partner or officer of the Fi	rm by typing the name of the signatory in the
the undersigned, certify that -		
a. I am authorized to sign this Form on be	half of the Firm;	
b. I have reviewed this Form;		
<li>c. based on my knowledge, this Form doe necessary to make the statements mac misleading; and</li>	s not contain any untrue statement of a m le, in light of the circumstances under wh	naterial fact or omit to state a material fact ich such statements were made, not
<ul> <li>based on my knowledge, the Firm has r Form.</li> </ul>	not failed to include in this Form any infor	mation that is required by the instructions to th
Typed signature (to be submitted electronically):	Given name (first name)	Family name (last name)
Date of typed signature		
(mm/dd/yyyy):		
Business Title:		
Capacity in which signed: Par	rtner • Officer •	
Business telephone number (incl. country and		
	area codes)	
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### About the Center for Audit Quality

The CAQ is an autonomous public policy organization dedicated to enhancing investor confidence and public trust in the global capital markets. The CAQ fosters high quality performance by public company auditors, convenes and collaborates with other stakeholders to advance the discussion of critical issues requiring action and intervention, and advocates policies and standards that promote public company auditors. Based in Washington, DC, the CAQ is affiliated with the American Institute of CPAs.

WE WELCOME YOUR FEEDBACK Please send comments or questions to info@thecaq.org.

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