



2023 Audit Committee Insights

—

Ireland

—

kpmg.com/aci



What's inside?

Confidence and concerns	3
The audit committee's focus and agenda are being impacted by macrotrends and related risk and complexity.	4
While the full board oversees mission-critical risks, the audit committee's risk oversight responsibilities continue to expand.	5
Audit committees are heavily involved in overseeing ESG and sustainability disclosures, and many should anticipate even deeper involvement.	7
Risk management and reporting are generally viewed as strong but potential gaps in oversight identified.	8
Skills and expertise of the Audit Committee in focus.	11
Key adjustments would improve the audit committee's effectiveness – starting with more in-person time between meetings.	12
Irish survey respondents	13
Appendix	14



Confidence and concerns

The audit committee's perspective continues to be a bellwether for the business and the board.

As highlighted by our survey, the expanding scope and complexity of the audit committee's workload and oversight responsibilities are an important indicator of the challenges facing Irish corporates. Uncertainty and disruption across the global business landscape are intensifying pressures on the risk and control environment in new and unexpected ways. From economic and geopolitical volatility, growing cyber threats, and artificial intelligence to climate, talent, and other environmental, social, and governance (ESG) issues, the range and interconnectedness of risks and macro forces are putting corporate governance to the test.

Encouragingly, our survey results show that most audit committees view their company's risk management processes as sophisticated or keeping pace. But their confidence is muted by sobering concerns - particularly risks posed by the company's digital activities, potential gaps in the oversight of emerging risks and ESG, and talent needs in the finance and internal audit organizations. Few audit committees are looking to reallocate risk oversight responsibilities to ease their own workload, although some expressed concerns about skill sets and expertise on the audit committee.

The top ways to improve the audit committee's effectiveness? Spending more in-person time with management and other directors between committee meetings, improving information quality and flow from management and better planning and facilitation of meetings.

To that end, we hope this survey report helps drive robust conversations with your audit committee, board, and management as you navigate the challenges ahead.

As always, we welcome any feedback you have. Please feel free to get in touch.

Niall Savage
Chair – Audit Committee
Institute Ireland

Maria Diver
Audit Committee
Institute

Key takeaways

The audit committee's focus and agenda are being impacted by macro-trends and related risk and complexity.

Among the trends identified are the increased complexity of business and the risk environment relating to cybersecurity, artificial intelligence, supply chains and workforce challenges (77%), geopolitical and economic risks, including inflation and possible recession (61%) and ESG reporting (48%).

Talent issues within finance teams and internal audit was also identified by 35% of Audit Committee members as an area of focus – with a greater focus within Private (33%) and Not-for-profit (80%) organisations than public companies (14%).

These trends will continue to challenge the workload of Audit Committees and will require an expansion of the skills, experience and capabilities of members.

Which macro-trends will have the greatest impact on your audit committee's focus and agenda in the months ahead?



Highlights and data reflect Irish responses to our survey unless otherwise stated. For survey responses from other countries, see Appendix, page 14.

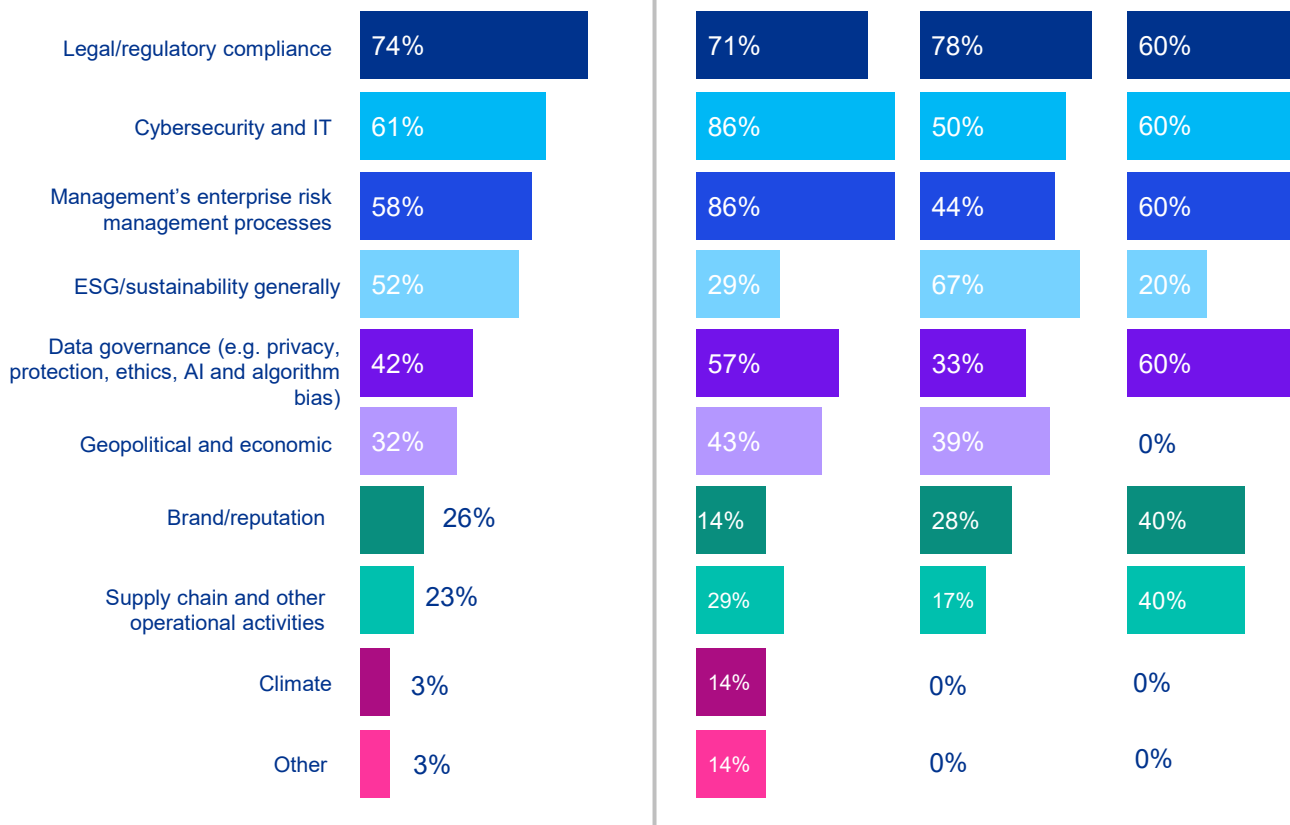
While the full board oversees mission-critical risks, the audit committee’s risk oversight responsibilities continue to expand.

Although 81% of respondents reported that their full boards, or a committee other than the Audit Committee, have oversight responsibility for the company’s mission critical risks most say the Audit Committee continues to assume significant responsibility for areas beyond its core responsibilities.

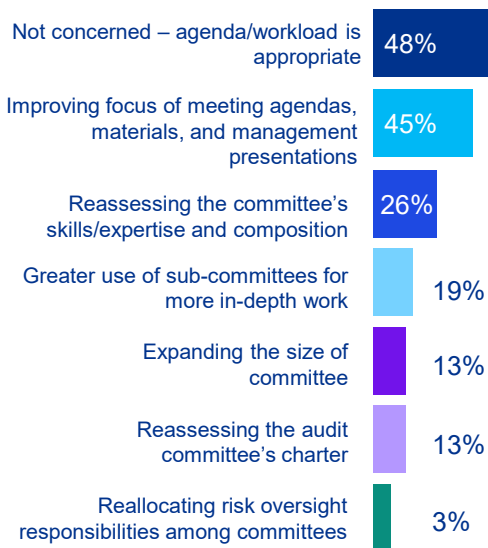
Respondents reported that their Audit Committees had substantial oversight responsibility for legal and regulatory risk (74%), cybersecurity and IT (61%), management’s enterprise risk management process (58%) and ESG and sustainability in general (52%).

While many survey respondents expressed concern about their audit committee’s workload, only 3% said their boards were reallocating risk oversight responsibilities among committees.

In addition to financial reporting and related control risks, for which risks does your audit committee have significant oversight responsibilities?



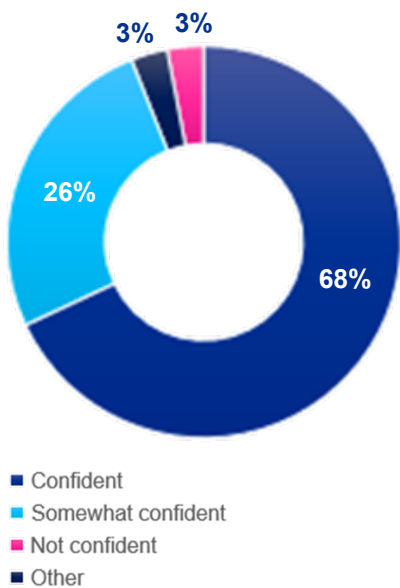
How is your audit committee addressing concerns about the committee's workload?



Where does responsibility for oversight of the company's key/mission critical risks reside?



How confident are you that there is a clear, common understanding – across the board and management – of what the company's key/mission critical risks are?



Audit committees are heavily involved in overseeing ESG and sustainability disclosures, and many should anticipate even deeper involvement.

42% of survey respondents said that their audit committee oversees management's processes to determine which ESG issues are material to the business, 35% consider ESG related disclosures in regulatory filings and 32% oversee compliance with ESG-related legal and regulatory requirements.

As indicated on page 5, only 29% of Audit Committee members within public companies noted ESG and sustainability as one for which the Audit Committee has significant oversight responsibilities

compared to 67% in private companies. This indicates that public companies most likely have established more dedicated ESG and sustainability committees. However, while only 29% of public company members have significant oversight responsibility, 57% of public company respondents noted that ESG and sustainability is one of the areas they are most concerned about in terms of potential oversight gaps.

Given the upcoming CSRD reporting requirements and proposed updates to the UK Corporate Governance Code, we expect the allocation of responsibility to continue to expand in relation to ESG reporting and greater coordination with other standing committees will be required.

What is your audit committee's role in the oversight of ESG-related issues?



Risk management and reporting are generally viewed as strong but potential gaps in oversight identified.

While 81% of Audit Committee members viewed their company’s risk management and reporting capability as “sophisticated” or “keeping pace with the risk environment” they identified three critical challenges as they look ahead. These include risks associated with:

Data or digital activities

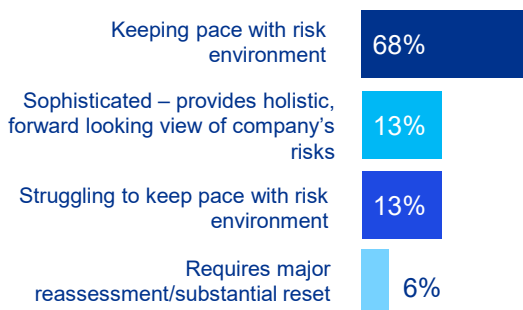
97% of Audit Committee members identified cybersecurity (including ransomware and IP risk) as an element of their company’s data or digital activities which is particularly concerning or challenging from the audit committee’s oversight perspective. Vulnerabilities posed by third parties or vendors (61%) and data privacy (45%) were also identified.

57% of Audit Committee members identified a lack of expertise in cybersecurity and technology as an area of concern in relation to the composition and skill set of the Audit Committee. Audit Committee members should ensure that these areas of expertise are considered in appointments to the Committee going forward.

Multiple board and sub-committees

Where enterprise risks are under the purview of multiple board committees, Audit Committee members were primarily concerned about cybersecurity/data privacy/artificial intelligence as

How would you describe the company’s risk management and reporting capability?



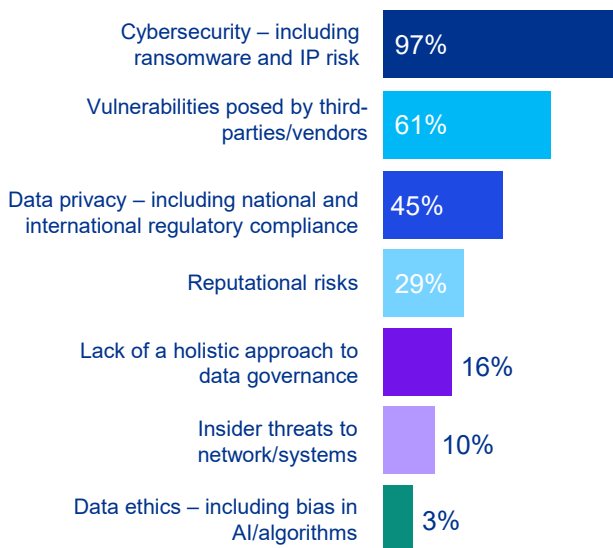
giving rise to potential oversight gaps. Overall, 52% of respondents highlighted this area. However, the concerns of respondents from public companies was greater with 86% highlighting the potential oversight gap in this area. This compares to 44% and 20% of respondents from private and not-for-profit entities respectively.

45% of respondents highlighted the potential oversight gap in relation to ESG and sustainability also.

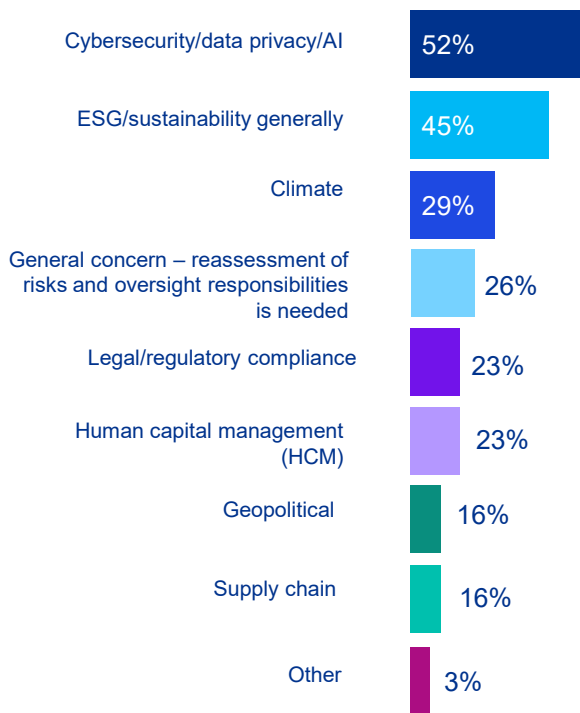
Finance function

55% of respondents identified the top challenge facing the finance organisation as the attraction and retention of talent. In addition, 42% identified preparing for new regulatory disclosures on climate, ESG reporting and cybersecurity as a challenge facing the finance organisation going forward. The perceived challenge in both areas was greater across public company respondents than private at 71%. Audit Committee members should ensure that finance teams are resourced appropriately to deal with forthcoming changes to regulations and that succession planning and development plans are in place for future finance leaders.

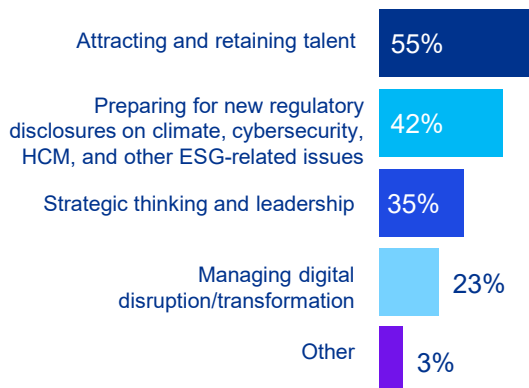
Of the risks posed by the company’s data/digital activities, which elements are particularly concerning or challenging from the audit committee’s oversight perspective?



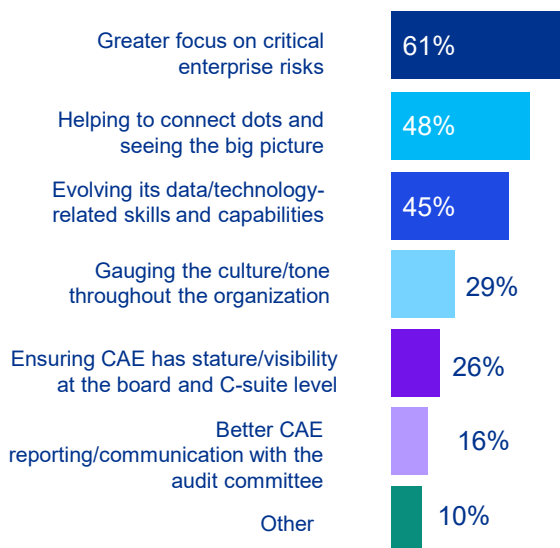
Of the various enterprise risks under the purview of multiple board committees, which ones are you most concerned about in terms of potential oversight gaps?



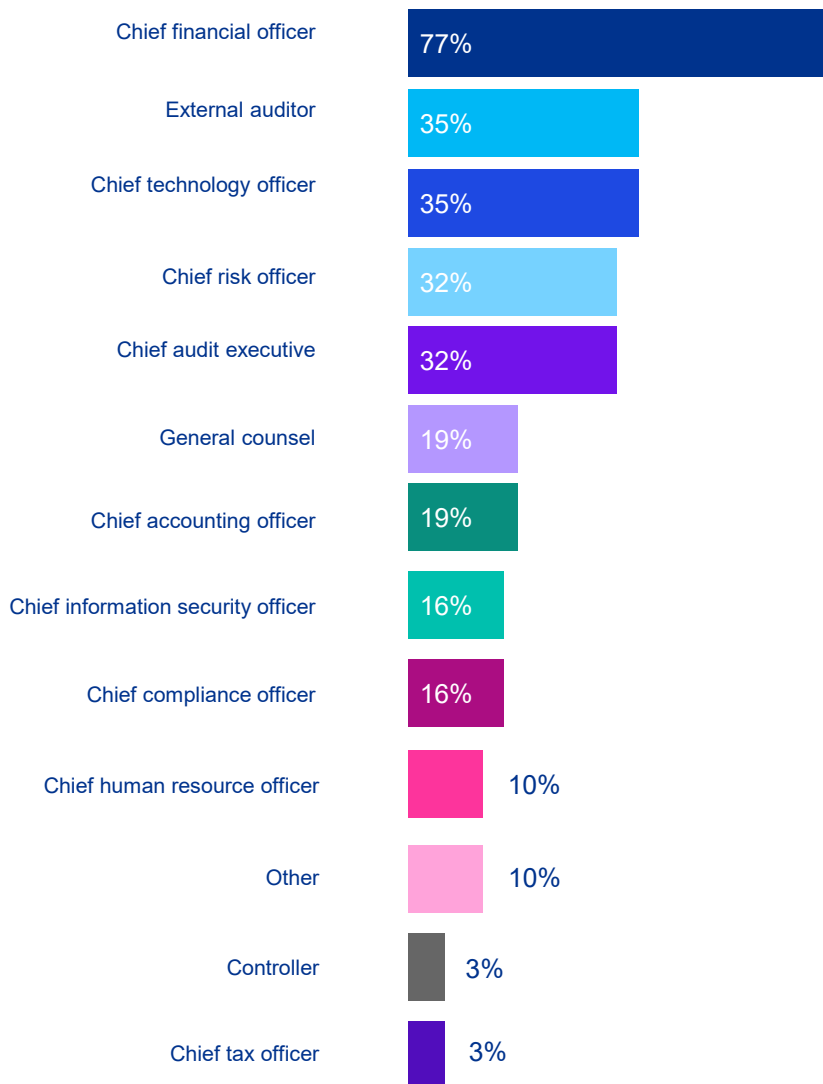
In your view, what are the top challenges facing the finance organization?



In what ways can the internal audit function increase its value to the audit committee?



In addition to regular interactions/reporting to the board, with whom is the audit committee spending significantly more time in light of the evolving risk & disclosure environment?



Skills and expertise of the Audit Committee in focus

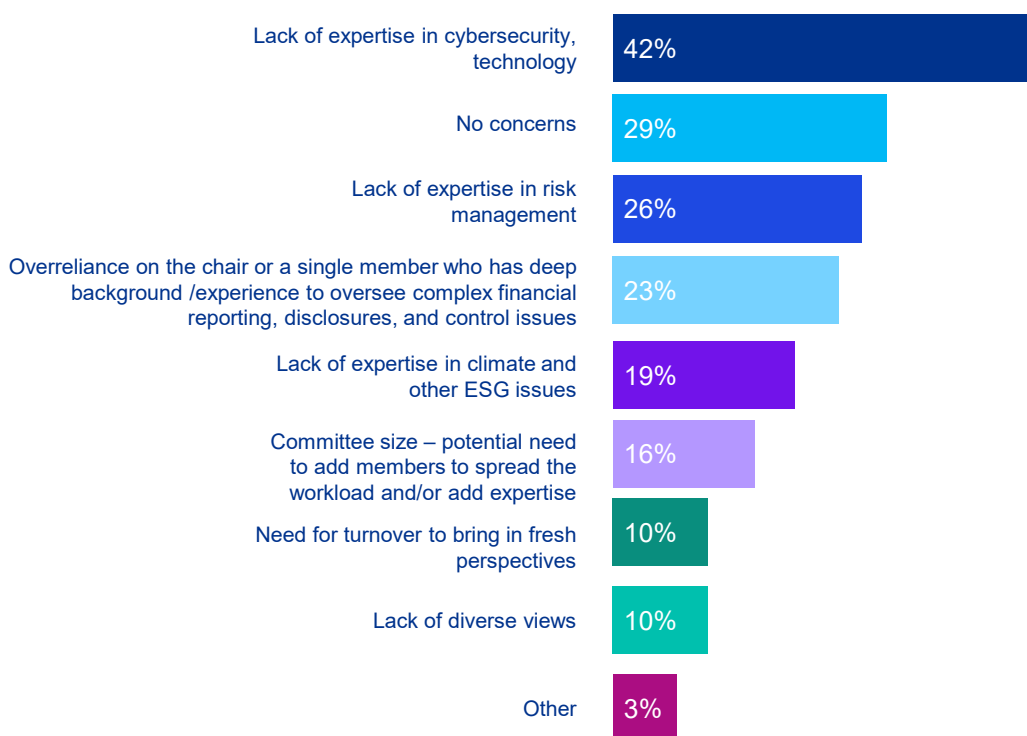
Only 29% of respondents reported that they had no concerns about the composition and skill set of the Audit Committee.

Lack of expertise in the following areas was noted as an area of concern:

- Cybersecurity and technology – 42% (57% public companies, 20% not-for-profit)
- Risk management – 26% (43% public companies, 22% private, 20% not-for profit)
- Climate and other ESG matters – 19% (29% public companies, 17% private, 20% not for profits)

Audit Committee members should ensure, that as responsibilities and expectations expand, these skill sets are considered in future appointments to audit committees.

What concerns, if any, do you have about your audit committee's composition and skill sets?



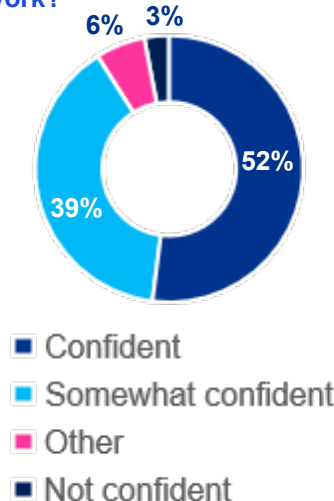
Key adjustments would improve the audit committee’s effectiveness – starting with more in-person time between meetings.

When asked about the most important opportunities to maximize their audit committee’s effectiveness, respondents cited more in-person time with directors and management between committee meetings, better planning and facilitation of meetings, improving information quality and flow from management and adding specific expertise to the audit committee as the key areas.

Going forward, what will be most important to maximizing the audit committee’s effectiveness and time?

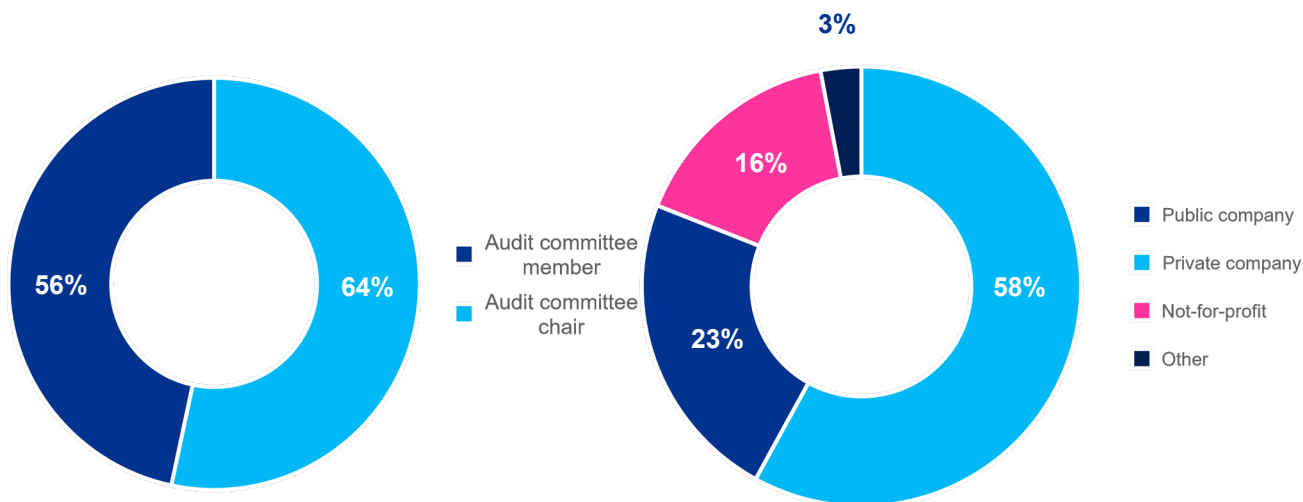


How confident are you that the audit committee currently provides investors, regulators, and other external stakeholders with a robust description of the committee’s oversight work?

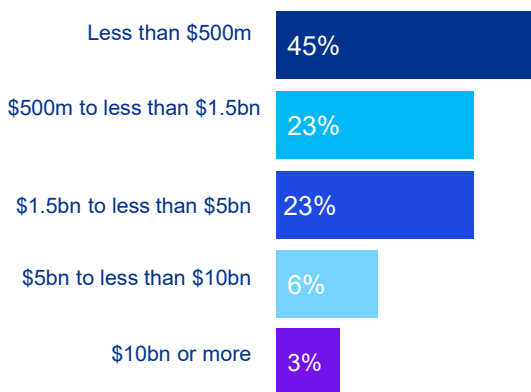


Irish survey respondents

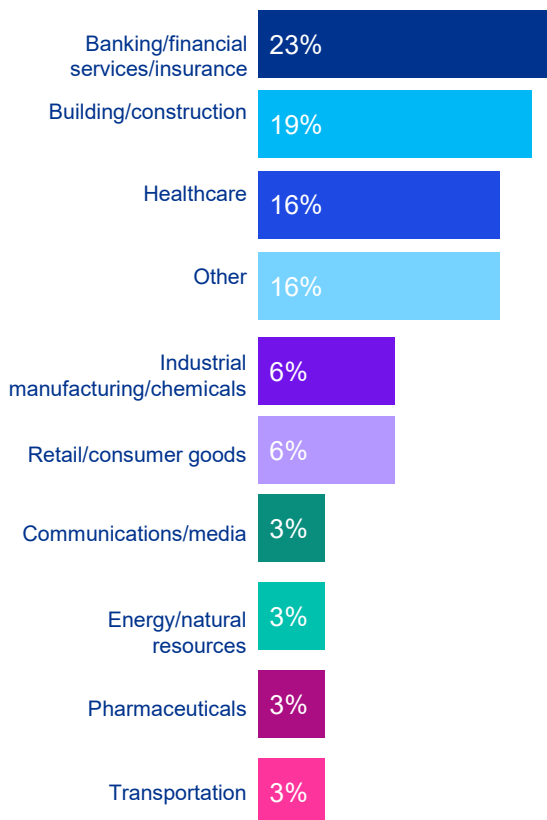
Results are based on a survey of Irish audit committee members and chairs conducted February – March 2023



Annual Revenue (USD)



Industry/sector



Appendix

Country results

This appendix contains detailed data from eight countries that received at least 30 responses. Survey data from all 19 participating countries are included in the global column. Some columns may not total 100% due to rounding.

	Global	Argentina	Brazil	India	Ireland	Japan	Mexico	USA	United Kingdom
Number of responses	768	31	90	53	31	111	30	144	66

Which macrotrends will have the greatest impact on your audit committee's focus and agenda in the months ahead? (Select up to 3.)

	%	%	%	%	%	%	%	%	%
Geopolitical and economic risks, including inflation and possible recession	47	42	29	38	61	50	50	50	58
Increased complexity of business and risk environment—e.g., cybersecurity, AI, supply chains, workforce challenges	78	90	83	87	77	83	90	74	65
New disclosure requirements/demands for greater transparency	27	29	22	53	6	33	20	22	29
Company's environmental, social, governance (ESG) reporting	40	48	33	36	48	59	47	22	41
Rigor of the control environment in light of business disruption and/or pressures from economic slowdown	38	23	54	43	19	18	27	40	48
Talent issues in finance and/or internal audit functions	23	16	20	15	35	22	33	34	17
Other	4	13	4	4	3	1	3	5	6

In addition to financial reporting and related control risks, for which risks does your audit committee have significant oversight responsibilities? (Select all that apply.)

	%	%	%	%	%	%	%	%	%
Cybersecurity and IT	68	77	82	77	61	52	80	72	62
Climate	10	6	11	13	3	16	0	9	9
ESG/sustainability generally	41	39	39	43	52	63	33	17	30
Supply chain and other operational activities	27	29	19	40	23	48	20	19	30
Geopolitical and economic	20	10	14	21	32	26	20	19	15
Legal/regulatory compliance	77	84	74	91	74	93	90	67	80
Data governance (e.g. privacy, protection, ethics, AI and algorithm bias)	51	42	51	68	42	46	53	53	70
Brand/reputation	26	45	27	36	26	43	33	9	23
Management's enterprise risk management processes	75	84	77	64	58	89	67	74	61
Other	4	3	3	2	3	2	3	4	8

	Global	Argentina	Brazil	India	Ireland	Japan	Mexico	USA	United Kingdom
Number of responses	768	31	90	53	31	111	30	144	66

What is your audit committee's role in the oversight of ESG-related issues? (Select all that apply.)

	%	%	%	%	%	%	%	%	%
Oversees company's voluntary ESG/ sustainability reporting (quality and disclosure controls)	41	32	37	42	29	62	43	23	50
Oversees ESG-related disclosures in regulatory filings	49	48	56	55	35	48	43	51	47
Considers management's disclosure committee activities related to ESG disclosures—including controls and committee composition	32	35	20	43	23	30	23	46	20
Participates on a board-level ESG committee—composed of members of the board's existing standing committees—focused on ESG-related disclosures and issues	19	3	11	40	23	28	20	16	12
Oversees compliance with ESG-related legal and regulatory requirements	57	71	67	74	32	75	60	29	58
Oversees management's processes to determine which ESG issues are material to the business	39	26	31	53	42	65	43	26	35
Helps to coordinate/allocate ESG oversight responsibilities among board committees	15	19	7	25	3	12	33	19	12
Other	6	0	6	4	13	0	7	7	9

How is your audit committee addressing concerns about the committee's workload? (Select all that apply.)

	%	%	%	%	%	%	%	%	%
Not concerned—agenda/workload is appropriate	39	61	29	11	48	51	23	42	35
Reallocating risk oversight responsibilities among committees	14	13	22	34	3	5	27	15	11
Greater use of subcommittees for more in-depth work	9	13	3	25	19	4	23	6	11
Expanding the size of committee	5	0	8	8	13	1	17	3	5
Reassessing the audit committee's charter	13	13	14	21	13	5	13	12	15
Reassessing the committee's skills/expertise and composition	22	3	28	30	26	22	30	16	36
Improving focus of meeting agendas, materials, and management presentations	49	19	62	79	45	42	67	45	52
Other	4	0	3	0	0	5	0	2	3

	Global	Argentina	Brazil	India	Ireland	Japan	Mexico	USA	United Kingdom
Number of responses	768	31	90	53	31	111	30	144	66

How confident are you that there is a clear, common understanding—across the board and management—of what the company’s key/mission-critical risks are?

	%	%	%	%	%	%	%	%	%
Confident	59	84	42	60	68	45	80	72	52
Somewhat confident	35	13	49	34	26	41	7	25	45
Not confident	2	0	6	0	3	2	3	0	3
Not confident—but actively being discussed	4	3	3	6	3	12	10	3	0

Where does responsibility for oversight of the company’s key/mission-critical risks reside?

	%	%	%	%	%	%	%	%	%
Full board	65	48	40	64	58	85	43	80	82
Board committee other than the audit committee	9	3	13	13	23	5	10	5	8
Audit committee	14	19	34	9	19	0	33	7	8
Allocated among different committees	8	19	10	8	0	5	10	8	3
Unclear	2	3	0	0	0	5	3	0	0
Other	2	6	2	6	0	0	0	1	0

Of the risks posed by the company’s data/digital activities, which elements are particularly concerning or challenging from the audit committee’s oversight perspective? (Select up to 3.)

	%	%	%	%	%	%	%	%	%
Cybersecurity—including ransomware and IP risk	80	90	76	68	97	89	90	78	83
Insider threats to network/systems	27	45	33	26	10	30	47	16	27
Data privacy—including national and international regulatory compliance	42	45	53	42	45	38	37	39	42
Data ethics—including bias in AI/algorithms	8	0	6	21	3	5	13	6	9
Reputational risks	27	32	34	28	29	23	20	22	32
Vulnerabilities posed by third parties/vendors	46	52	44	64	61	28	60	56	44
Lack of a holistic approach to data governance	23	6	18	38	16	38	20	15	24
Other	2	0	2	0	0	2	0	5	6

	Global	Argentina	Brazil	India	Ireland	Japan	Mexico	USA	United Kingdom
Number of responses	768	31	90	53	31	111	30	144	66

Of the various enterprise risks under the purview of multiple board committees, which ones are you most concerned about in terms of potential oversight gaps? (Select up to 3.)

	%	%	%	%	%	%	%	%	%
Cybersecurity/data privacy/AI	55	55	70	79	52	39	60	44	55
Climate	10	19	1	9	29	11	10	8	9
Human capital management (HCM)	32	29	26	30	23	49	33	29	39
ESG/sustainability generally	29	52	24	43	45	13	37	22	24
Legal/regulatory compliance	33	42	66	45	23	16	33	24	30
Supply chain	22	23	21	21	16	35	27	20	23
Geopolitical	17	13	3	11	16	26	20	17	15
M&A	11	6	14	6	0	20	7	17	9
General concern—reassessment of risks and oversight responsibilities is needed	22	19	30	28	26	14	20	23	23
Other	3	0	2	0	3	2	0	7	5

How would you describe the company's risk management and reporting capability?

	%	%	%	%	%	%	%	%	%
Sophisticated—provides holistic, forward- looking view of company's risks	14	19	17	11	13	5	17	18	9
Keeping pace with risk environment	59	45	59	60	68	42	50	66	65
Struggling to keep pace with risk environment	21	23	14	23	13	47	27	11	17
Requires major reassessment/substantial reset	5	13	9	2	6	1	3	4	6
Unclear	1	0	0	2	0	5	3	0	2
Other	1	0	1	2	0	0	0	1	2

	Global	Argentina	Brazil	India	Ireland	Japan	Mexico	USA	United Kingdom
Number of responses	768	31	90	53	31	111	30	144	66

In addition to regular interactions/reporting to the board, with whom is the audit committee spending significantly more time in light of the evolving risk & disclosure environment? (Select all that apply.)

	%	%	%	%	%	%	%	%	%
Chief accounting officer	34	52	67	34	19	23	30	39	26
Chief audit executive (CAE)	52	29	84	45	32	81	33	44	27
Chief risk officer	45	58	73	57	32	42	47	25	35
Chief sustainability officer	10	13	9	13	0	16	7	3	9
Chief financial officer	72	65	78	91	77	53	93	76	61
Chief information security officer	30	58	32	36	16	23	47	35	24
Chief technology officer	25	35	43	47	35	5	57	22	26
Chief human resource officer	15	35	17	26	10	23	37	6	8
General counsel	36	55	42	32	19	45	63	51	12
Chief tax officer	10	13	20	17	3	7	30	7	5
Chief compliance officer	35	55	51	49	16	49	50	15	17
Controller	21	16	46	21	3	29	13	15	3
Management's disclosure committee	5	3	2	8	0	5	3	6	2
External auditor	54	71	70	62	39	51	70	48	48
Other	7	3	3	8	10	5	13	9	11

In your view, what are the top challenges facing the finance organization? (Select up to 2.)

	%	%	%	%	%	%	%	%	%
Attracting and retaining talent	48	29	28	42	55	77	30	50	50
Preparing for new regulatory disclosures on climate, cybersecurity, HCM, and other ESG-related issues	39	45	40	43	42	28	53	37	36
Managing digital disruption/transformation	39	35	50	47	23	25	47	33	42
Strategic thinking and leadership	41	61	42	58	35	35	43	40	42
Other	3	3	3	0	3	3	0	6	2

	Global	Argentina	Brazil	India	Ireland	Japan	Mexico	USA	United Kingdom
Number of responses	768	31	90	53	31	111	30	144	66

In what ways can the internal audit function increase its value to the audit committee? (Select all that apply.)

	%	%	%	%	%	%	%	%	%
Greater focus on critical enterprise risks	62	74	76	83	61	58	73	55	50
Helping to connect dots and seeing the big picture	47	45	44	60	48	37	33	46	62
Gauging the culture/tone throughout the organization	36	39	20	60	29	42	33	31	50
Evolving its data/technology-related skills and capabilities	51	58	69	75	45	30	67	47	47
Better CAE reporting/communication with the audit committee	31	42	37	30	16	49	53	15	21
Ensuring CAE has stature/visibility at the board and C-suite level	33	42	49	40	26	46	47	19	14
Other	4	6	2	2	10	1	0	8	8

What concerns, if any, do you have about your audit committee's composition and skill sets? (Select all that apply.)

	%	%	%	%	%	%	%	%	%
No concerns	35	39	34	25	29	39	20	44	24
Overreliance on the chair or a single member who has deep background /experience to oversee complex financial reporting, disclosures, and control issues	23	19	22	36	23	6	30	24	50
Lack of expertise in cybersecurity, technology	39	32	32	53	42	44	47	29	42
Lack of expertise in climate and other ESG issues	28	19	19	45	19	30	27	22	30
Lack of expertise in risk management	15	10	14	15	26	15	17	10	14
Committee size—potential need to add members to spread the workload and/or add expertise	14	19	19	13	16	6	17	17	14
Need for turnover to bring in fresh perspectives	9	6	12	9	10	12	10	4	15
Lack of diverse views	11	16	9	15	10	11	17	6	17
Other	3	6	7	2	3	5	0	2	0

	Global	Argentina	Brazil	India	Ireland	Japan	Mexico	USA	United Kingdom
Number of responses	768	31	90	53	31	111	30	144	66

Going forward, what will be most important to maximizing the audit committee's effectiveness and time? (Select up to 3.)

	%	%	%	%	%	%	%	%	%
More robust onboarding process for new audit committee members	10	3	12	9	11	8	13	9	14
Continued use of virtual/remote meetings	17	23	16	17	16	20	23	20	14
More focused agendas	25	48	33	36	29	14	30	21	24
Better planning and facilitation of meetings	18	29	22	15	39	19	23	12	12
Reallocation of certain risk responsibilities to other board committees	12	13	20	19	6	2	23	0	5
Improving information quality and flow from management	42	26	48	49	39	46	33	37	56
Expanding the committee size	6	10	8	2	10	2	13	8	2
Adding specific expertise to the committee	30	35	34	32	32	16	43	26	39
More open dialogue/white space time	27	26	22	42	19	50	10	28	26
Other	4	3	1	2	3	1	0	3	3

How confident are you that the audit committee currently provides investors, regulators, and other external stakeholders with a robust description of the committee's oversight work?

	%	%	%	%	%	%	%	%	%
Confident	53	84	43	64	52	26	83	66	47
Somewhat confident	41	16	53	34	39	53	13	32	52
Not confident	5	0	3	2	3	17	0	1	2
Not confident and currently considering expanding the audit committee report	1	0	0	0	0	3	3	0	0
Other	1	0	0	0	6	1	0	1	0



The KPMG Audit Committee Institute

The ACI provides audit committee and board members with practical insights, resources, and peer-exchange opportunities focused on strengthening oversight of financial reporting and audit quality, and the array of challenges facing boards and businesses today – from risk management and emerging technologies to strategy, talent and global compliance.

Learn more about ACI at kpmg.ie

Contact us



Niall Savage
Chair – Audit Committee
Institute in Ireland
T: +353 1 700 4141
E: niall.savage@kpmg.ie



Maria Diver
Audit Committee Institute in
Ireland
T: +353 87 050 4763
E: maria.diver@kpmg.ie



kpmg.ie

The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.

The KPMG name and logo are trademarks used under license by the independent member firms of the KPMG global organisation.

© 2023 KPMG, an Irish partnership and a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.