On the audit committee agenda 2023

Board Leadership Center (India)

April 2023

The business and risk environment has changed dramatically over the past year, with greater geopolitical instability, surging inflation, and the prospect of a global recession has added to the mix of macroeconomic risks companies are facing in 2023. Audit committees can expect their company's financial reporting, compliance, risk and internal control environment to be put to the test by an array of challenges in the year ahead – from global economic volatility and the war in Ukraine to supply chain disruptions, cybersecurity risks and ransomware attacks, and social risks – including the tight talent market. To be sure, the increasing complexity and fusion of risks unfolding simultaneously, and the unexpected interconnectedness of these risks, will put a premium on more-holistic risk management and oversight.

In this volatile and opaque operating environment, demands by regulators, investors, and other stakeholders for more action and greater disclosure and transparency – particularly around the company's climate and other Environmental, Social, and Governance (ESG) risks – will continue to intensify.

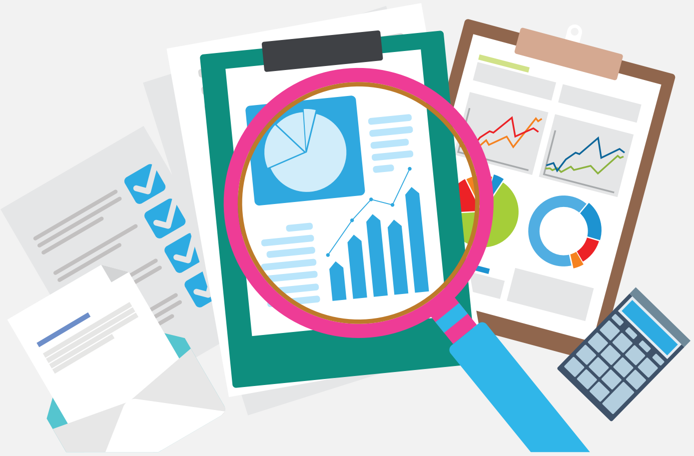
Drawing on insights from our interactions with audit committees and business leaders, we've highlighted seven issues to keep in mind as audit committees consider and carry out their 2023 agendas.

1. Keeping pace with accounting, auditing and regulatory developments

Corporate reporting in India continues to evolve, with both investors and regulators playing an important role in shaping the reporting landscape in India. In order to keep pace with the rapidly changing financial reporting and regulatory environment, it has become imperative for the audit committee to keep the finger on the pulse of the latest developments in corporate reporting.

Areas of focus

- **Accounting software and audit trail**
  - Effective from 1 April 2023
  - Every company using an accounting software for maintaining its books of account, should use only such accounting software which records an audit trail of each and every transaction and creates an edit log of each change made in the books of account along with the date when such changes were made. Companies would need to ensure that the audit trail is not disabled at any point during the year.
  - An auditor is required to include his/her views and comments in the audit report whether a company has used such an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. Further, an auditor should also comment on whether the audit trail feature has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with. Additionally, such an audit trail has been preserved by the company as per statutory requirements for record retention.
- **Maintenance of daily backups of electronic records in India**
  - With effect from 11 August 2022, books of account and other relevant books and papers maintained in an electronic mode should remain accessible in India, at all times so as to be usable for subsequent reference.
  - Companies are also required to maintain the back-up of the books of account and other relevant books and papers in an electronic mode on servers physically located in India on a daily basis even in cases where such backups are maintained at a place outside India.



- Where a service provider is located outside India, additional disclosures relating to the name and address of the person in control of the books of account and other books and papers in India is required to be made by companies to the Registrar of Companies (ROC) on annual basis.

- **Ind AS amendments relevant for FY 2023-24:** The Ministry of Corporate Affairs (MCA) issued amendments to Ind AS which are effective from 1 April 2023. Some of the key amendments relates to the following standards:
  - Ind AS 1, *Presentation of Financial Statements*: Disclosure of accounting policy information has been amended to require companies to disclose material accounting policy information instead of significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.
  - Ind AS 8, *Accounting Policies, Change in Accounting Estimates and Errors*: Definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate'. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty.

    The amendments clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy.
  - Ind AS 12, *Income* Taxes: The amendment has narrowed the scope of the Initial Recognition Exemption (IRE) with regard to leases and decommissioning obligations. Post the amendment IRE does not apply to transactions that give rise to equal and offsetting temporary differences.

- **Related Party Transactions (RPTs):** The legal regime related to RPTs has constantly evolved considering the complexities around the area and the compliance challenges that companies face due to complex group structures. In November 2021, SEBI amended provisions relating to RPTs under the Listing Regulations with an aim to enhance the scope of related parties, RPTs and the materiality threshold for seeking prior approval of the audit committee and shareholders. SEBI issued a number of amendments and few of those became applicable from 1 April 2022 and remaining from 1 April 2023. The key considerations relating to RPTs are:
  - The revision in the threshold and definitions of related parties and RPTs are likely to make new entities/persons and transactions fall within the scope of related parties and RPTs. An audit committee should seek greater transparency and vigilance in this area.
  - Special consideration should be given for transactions that indirectly benefit related parties. The board of directors of companies should define certain criteria to identify indirect transactions, i.e., transactions with a third party, the purpose and effect of which is to benefit related parties. The management of a company should ensure existence of robust processes to detect those transactions undertaken with seemingly unrelated parties and would need to apply judgement to determine the transactions that ultimately benefit a related party of the entity or of any of its subsidiary along with proper documentation.
  - Ensure that RPT policy is updated and based on the requirements of the Companies Act, 2013 and the SEBI Listing Regulations. Further, in consultation with the audit committees, the RPT policies should define what constitutes a material modification based on qualitative and quantitative factors. The management must ensure that a process is in place to periodically review and, if necessary, amend the RPT policy on the basis of any developments
  - Independent directors should ensure continuous review and evaluation of RPTs. Evaluating the procedures and processes for classification of related parties and RPTs helps with right identification and justification for RPTs and would also ensure correct and timely approvals, especially for large and complex structures.
  - Independent directors need to verify that entities have the requisite Standard Operating Process (SOP) to ensure that RPTs are carried out on an arm's length basis and existence of proper documentation relating to price benchmarking.

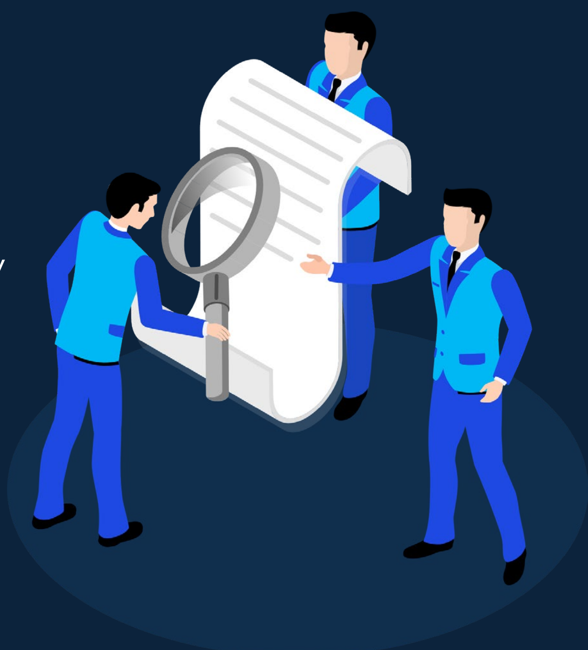
- **Alternate mechanism for appointment and removal of Independent Directors (IDs):** Regulation 25(2A) of the SEBI Listing Regulations provides an alternative mechanism for appointment and/or removal of an ID, in cases where special resolution for appointment of an ID fails to get the requisite majority of votes. In such cases, an alternate threshold would now need to be tested. An ID will be deemed to have been appointed if the following two conditions are satisfied:
  - Votes cast in favour of the resolution exceed the votes cast against the resolution; and
  - Votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.

Additionally, an ID appointed under the alternate mechanism will be removed through similar mechanism and this alternate mechanism does not apply to re-appointment.

The audit committee in consultation with the management may consider establishing a process for implementing financial reporting changes issued by regulators from time to time. In the event of a company that has already defined processes/ procedures, the audit committee should re-visit the existing flow of process periodically and discuss with the management about the existing/proposed process in terms of its operational viability. This would help in identification of new regulatory changes in terms of completeness, redundant requirements done away by the regulators, forthcoming requirements that would involve investment in terms of cost/time/trainings, etc.

Questions for the audit committee

1. Does the management have a clear and structured process for the identification and implementation of latest financial reporting and compliance requirements? The key focus areas are implementation of the audit trail feature in an accounting software, maintenance of daily backups in India, stringent RPT requirements, implementation of Ind AS amendments, etc.
2. Has the management discussed the potential impact of the financial reporting and compliance changes with the auditors and Those Charged with Governance (TCWG)?
3. Have appropriate disclosures been made to the stakeholders in relation to recent financial reporting and regulatory developments?
4. In case deficiencies were identified in the previous year relating to internal controls which were communicated to the management and TCWG, has the management shared the remedial action plan with the audit committee?
5. Whether necessary processes and controls are in place to identify potential RPTs on account of change from 1 April 2023? What is the effectiveness of such controls to flag exceptions such that all RPTs are captured?
6. Do the disclosures provided to the audit committee and shareholders regarding justification of a RPT comply with the spirit of the law and provide relevant and detailed information to enable them for taking an informed decision?
7. Has the management ensured compliance with the requirement that the books of accounts and other documents, when kept in an electronic mode, are always accessible in India in case a regulatory authority requires its verification?
8. Has the company implemented the new requirement of maintaining the audit trail feature for each and every transaction and ensuring that it has not been disabled throughout the year.

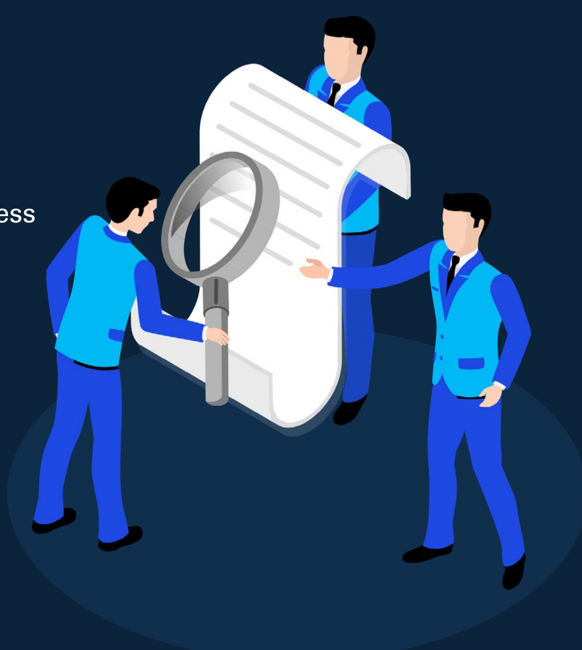


2. Impact of technology and need for cybersecurity governance in the current digital environment

Technology automation within the finance function provides greater insights, reduces the time of repetitive activities, results in efficiency and enables management to focus on the core activities that result in business value enhancements. There are numerous software tools and techniques available to assist finance and internal audit functions within organisations, such as cloud computing, robotic process automation, process mining, machine learning, artificial intelligence and big data. Such technological innovations change the way the management processes data and performs operational activities. However, new technologies also bring emerging risks and therefore, organisations should strive to identify, manage and monitor such risks. The most common information technology systems related challenges are malware, phishing, network eavesdropping i.e. attacks that target individuals as well as devices or software. To address the cybersecurity risk, companies should adopt robust access control measures, develop and implement data privacy and data leakage policies, train staff on information security dos and don'ts and implement controls around access, manipulation, antivirus/malware, and undertake technology risk assessment to keep controls relevant.

Questions for the audit committee to consider

1. Does the company evaluate what is the company's diligence of cyber defence and what are the appropriate response and recovery mechanism from such cyber incidents?
2. Evaluate whether coverage of the cyber insurance policy of the company is adequate to compensate in case of a cyber-security incident?
3. Has the company hired/invested in talented cyber-security professionals to manage cyber-security risks?
4. What are the key checks such as authorisation, segregation of duties, workflows, mandatory checks, reconciliations, etc. are enabled through information technology?
5. Does the audit committee review the scope of the internal audit to determine if emerging technologies have been covered as part of the audit plan?
6. In case the information technology systems are outsourced, does the audit committee review and assess the reports of service organisation's auditor?



3. Clarify the role of audit committee in overseeing a company's climate and other ESG risks – particularly the scope and quality of ESG/sustainability reports and disclosures

Demands for high quality ESG disclosures should be prompting boards to reassess their oversight structure relating to ESG risks and disclosures. As investors, regulators, ESG rating firms, and other stakeholders seek ESG information that is decision-useful, accurate, and comparable, clarifying the role and responsibilities of the audit committee relating to this area should be a priority. Boards are taking various approaches to oversee climate and other ESG risks.

For many, that oversight is a full-board function, with much of the heavy lifting being done at the audit committee level. For others, board standing committees play a vital role in helping boards carry out their ESG oversight responsibilities, and therefore information sharing, communication, and coordination amongst committees and with the board are essential. Given the financial reporting and internal control implications associated with ESG risks, the issue is particularly acute for audit committees. Audit committees need to recognise the input that other committees require, and those committees must appreciate the information needs of the audit committee.

In India, SEBI has carved out a road map for ESG disclosures and assurance by large corporates. Following are the key regulatory developments in this sphere:

- **BRSR Core:** The Business Responsibility and Sustainability Reporting (BRSR) disclosures are mandatory for top 1000 listed companies from Financial Year (FY) 2022-23 onwards. In March 2023, SEBI has approved a regulatory framework for ESG disclosures, ratings and investing. The ESG framework introduces 'BRSR Core' which consist of select Key Performance Indicators under each E, S and G attributes/areas. Reasonable assurance on BRSR Core will become applicable to top 150 listed entities (by market capitalisation) from FY 2023-24 and gradually extend to top 1,000 listed entities by FY 2026-27.
- **ESG disclosures for value chain of listed entities**: For a number of companies, significant ESG footprints such as use of natural resources, employment practices, emissions and wastages may be found in their supply chain. The SEBI Board in its March 2023 meeting, introduced a limited set of ESG disclosures and assurance (BRSR Core only) for the value chain of listed entities. The disclosure and assurance should be applicable to the top 250 listed entities (by market capitalisation), on a comply-or-explain basis from FY 2024 - 25 and FY 2025 - 26, respectively.
- **ESG Ratings:** In order to facilitate the credibility of ESG Ratings, ESG Rating Providers (ERPs) should offer a separate category of ESG Rating called as 'Core ESG Rating', which will be based on the assured parameters under BRSR Core.
- **ESG Investing:** As per the new ESG Framework approved by SEBI, the ESG schemes need to mandatorily invest at least 65 per cent of Assets Under Management (AUM) in listed entities, where assurance on BRSR Core is undertaken. Additionally, third party assurance and certification by Board of Asset Management Company (AMCs) on compliance with objective of the ESG scheme has been made mandatory.
- **Social Stock Exchange:** SEBI formed a Social Stock Exchange (SSE) as a separate segment on the existing stock exchanges. The SSE will enable Social Enterprises (SEs) to raise funds. In this regard, SEBI introduced corresponding provisions under the ICDR and Listing Regulations and ICAI has been entrusted with the responsibility of regulating the profession of social auditors. Therefore, in January 2023 ICAI issued social audit standards (SAS) based on the 16 categories of social activities as specified by SEBI.
- **Sustainability assurance standards in India**: The Institute of Chartered Accountants of India (ICAI) issued two sustainability standards – the Standard on Sustainability Assurance Engagements (SSAE) 3000 which deals with assurance engagements on an entity's sustainability information and (SSAE) 3410 for 'Assurance Engagements on Greenhouse Gas Statements'. These standards would be applicable for assurance reports covering periods ending 31 March 2024 and voluntary from 31 March 2023.

Areas of focus

- Every board member does not need to have deep-dive ESG expertise, but the board, as a whole, needs to have ESG risk and its impact on long-term value creation, top of mind. They need to understand which issues are of greatest risk or strategic significance to the company, how they are embedded into the company's core business activities, and whether there is strong executive leadership behind the company's response to ESG matters. For example, climate change might initially appear to reside with an ESG committee, but it will also likely touch the audit committee.
- Embedding ESG identification and assessment into the existing enterprise risk management process might be a good starting point, however it is important to avoid focusing only on the downside risks.
- Ensure that the company has established processes and controls for data collection and reporting and an understanding of the ESG issues, risks and opportunities
- Focus on aligning the reporting on ESG parameters – whether as part of the annual report, a separate sustainability report, BRSR reporting, etc. Additionally, a director's statement in the sustainability report is mandatory.
- Provide oversight on the organisation's strategy, policy and initiatives, in line with the evolving ESG landscape such as the BRSR Core, forthcoming International Sustainability Standards Board (ISSB) disclosure standards, etc. The International Sustainability Standards Board is in the process of developing a comprehensive global baseline of high-quality sustainability disclosure standards to meet stakeholder information needs. Audit committees should watch out for developments in this area by various regulators.
- Review and approve the company's ESG public disclosures and oversee the company's engagement with stakeholders on ESG issues and review stakeholder feedback on ESG disclosures.
- Engage experts as deemed necessary to enhance the quality of ESG disclosures and independent assurance on ESG.

Questions for the audit committee to consider

1. How is the company addressing ESG as a long-term strategic plan and embedding it into the company's core business activities (strategy, operations, risk management, incentives and corporate culture) to drive long term performance and corporate culture?
2. Is the company providing investors and other stakeholders with a clear picture of its ESG performance, its challenges, and its long-term vision (or ambition) –free of "greenwashing"?
3. Has the company developed and implemented controls to ensure completeness and quality of the information being disclosed in the BRSR? Are the disclosures in BRSR report adequately linked with the financial information, wherever applicable?
4. What is the impact of the climate-related risks on the financial statements?
5. Has the company developed a plan to improve supply chain sustainability practices? What are the challenges to implement sustainability supply chain practices?
6. Is ESG-related data handled appropriately and aligned with corresponding regulations and the level of risk associated with the data?
7. Is the ESG information included within the annual report monitored with the same rigour as conventional financial data?
8. Has the committee evaluated whether the judgements and assumptions used in ESG related disclosures are reasonable and appropriate?
9. What level of assurance is the company getting on ESG metrics? What is being assured, by whom, and what is the value of the assurance?

4. Reinforce audit quality and set clear expectations for the external auditors

Audit quality is enhanced by a fully engaged audit committee that sets the tone and clear expectations for the external auditor. It monitors auditor performance rigorously through frequent, quality communications and a robust performance assessment. The audit committee should always take the lead in helping to ensure audit quality. In setting expectations for 2023, audit committees should discuss with the auditor how company's financial reporting and related internal control risks have changed in 2023 in light of the geopolitical, macroeconomics, and risk landscape – including supply chain disruptions, cybersecurity, inflation, interest rates, market volatility, climate change and ESG risks, changes in business and global recession.

In India, regulators continue to focus on the quality of corporate reporting by reviewing the financial statements and audit reports to ensure compliance with applicable laws and regulations and also corroborate filings made by companies both within India and internationally. These regulators have enhanced their supervision and have been issuing observations to highlight the instances of non-compliances with respect to financial reporting requirements such as Ind AS, Standards on Auditing, Schedule III to the Companies Act, 2013, Companies (Auditor's Report) Order, 2020 (CARO), etc.

Areas of focus

- Set clear expectations for frequent, open, candid communications between the auditor and the audit committee – beyond what is required. The list of communications should include matters about auditor's independence, as well as matters related to planning and results of audit. Taking the conversation beyond what's required can enhance an audit committee's oversight, particularly regarding the company's culture, tone at the top, and the quality of talent in the finance organisation.
- Audit committees should also probe the audit firm on its quality control systems that are intended to drive sustainable, improved audit quality – including the firm's implementation and use of new technologies.
- Audit committees should look out for the review reports issued by various bodies such as the National Financial Reporting Authority (NFRA), the Financial Reporting Review Board (FRRB), Quality Review Board (QRB), SEBI, overseas regulators, etc. and should understand the implications of the inspection reports on the company. In discussions with the external auditor, audit committees should consider the results of regulatory and any internal inspections and efforts to address deficiencies. Remember that audit quality is a team effort, requiring the commitment and engagement of everyone involved in the process – the auditor, audit committee, and management.

Questions for the audit committee to consider

1. Has the audit committee given the external auditor clear performance objective, such as conduct of the audit with due professional skepticism, review of the internal controls over financial reporting and issuance of management letter for improvement points, and supported the culture of challenge by auditors?

2. Has the external auditor agreed to an audit plan, and explained the reason for any changes in the audit plan? Has the audit committee advised the auditor of any other business or financial risks that are of concern but have not been addressed in the audit plan?

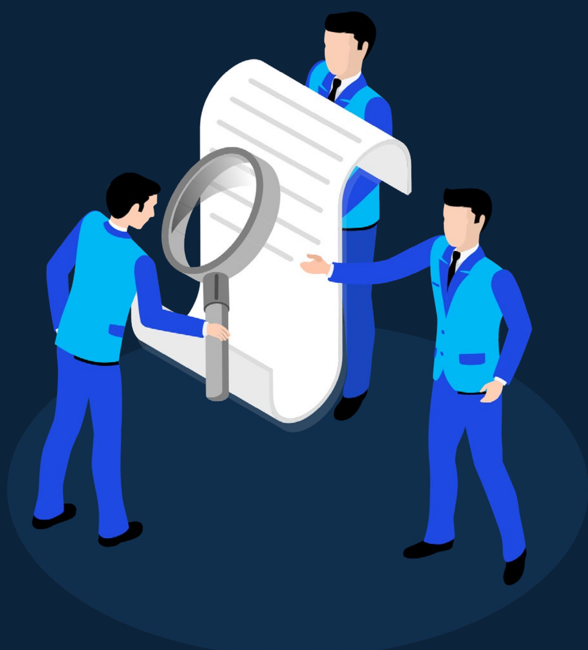
3. What additional audit procedures have been performed by the auditor to assess the reasonableness of estimates and assumptions used by the management, particularly with respect to forward looking information?

4. Has an appropriate discussion taken place with the external auditor regarding major issues that arose during the course of the audit, the key accounting and auditing judgements and the level of errors identified during the audit?

5. How audit committees are looking at regulatory developments including international developments and analysing it from regulators' lens – NFRA, FRRB, ESMA findings, PCAOB inspections etc.?

6. Has the audit committee leveraged its work with internal audit function to ensure a high audit quality with the external auditor?

7. What is the nature of consultations held (if any) with other accountants, auditors, other subject matter specialists by the management? Has the audit committee evaluated the outcome of such consultations and impact, if any on the financial statements?



5. Make sure internal audit is focussed on the company's key risks – beyond financial reporting and compliance and is a valuable resource for the audit committee

Given that audit committees' agenda is heavy e.g. ESG, supply chain disruptions, cybersecurity and data governance, and global compliance, this is putting risk management to the test. Internal audit is a valuable resource for the audit committee and a crucial voice on risk and control matters. With effective oversight and support of the audit committee, an internal audit function can foster transparent and good corporate governance and can help achieve its strategic goals and objectives.

Areas of focus

Audit committee should work with the chief audit executive and chief risk officer to help identify the critical risks – such as tone at the top and culture, legal/regulatory compliance, incentive structures, cybersecurity and data privacy, ESG risks, and global supply chain, outsourcing, and third party risks – that pose the greatest threat to the company's reputation, strategy, and operations, and to help ensure that internal audit is focused on these key risks and related controls.

Set clear expectations and help ensure that internal audit has the resources, skills, and expertise to succeed – and help the chief audit executive think through the impact of digital technologies on internal audit.

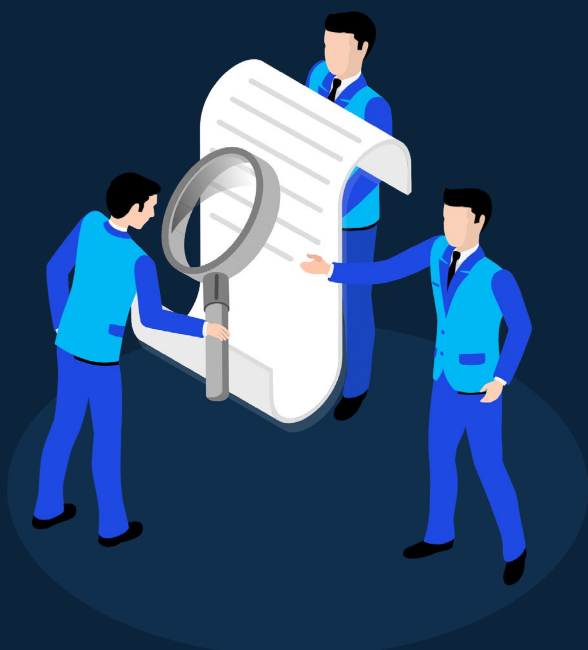
Hold regular discussions with the head of internal audit to identify key risks highlighted in the internal audit report and actions taken by the management to address such risks. This would involve application of professional skepticism on the part of the audit committee such that significant risks and issues are not overlooked

Considering rapid technological advancement, audit committees should consider introducing automation of repetitive processes that will enable internal audit to focus on key areas involving judgement. Additionally audit committee should consider that organisations have robust internal controls and systems in place, specifically, controls over financial reporting and IT controls to address significant risk related to such automation.

Focus on cross-functional collaboration between internal audit and other functions within the company in order to benefit from each other's competencies in achieving the shared objective.

Questions for the audit committee

1. Has it been ensured that the internal audit function is not acting on behalf of the management and has direct access to the audit committee?
2. Has proper assessment been done whether an internal audit function should be outsourced or constituted in-house basis the availability of skilled and experienced staff at the company?
3. What role should internal audit play in auditing the culture of the company?
4. What are the risks posed by the company's digital transformation and by the company's extended organisation – sourcing, outsourcing, sales, and distribution channels?
5. Is the coverage of internal audit adequate including periodicity, geography, locations, sites, business units, etc.?
6. Does management plan to include ESG audit/review within the scope of the internal audit process of the organisation?
7. Is proper communication channel being articulated between internal auditor and statutory auditor?



6. Help sharpen the company's focus on ethics, compliance and culture

A company's culture and ethics define the values and goals which help foster trust and loyalty amongst its stakeholders and establish a positive image and identity of the company. The reputational costs of an ethics or compliance failure are higher than ever, particularly given increased fraud risk, pressures on management to meet financial targets, and increased vulnerability to cyber attacks.

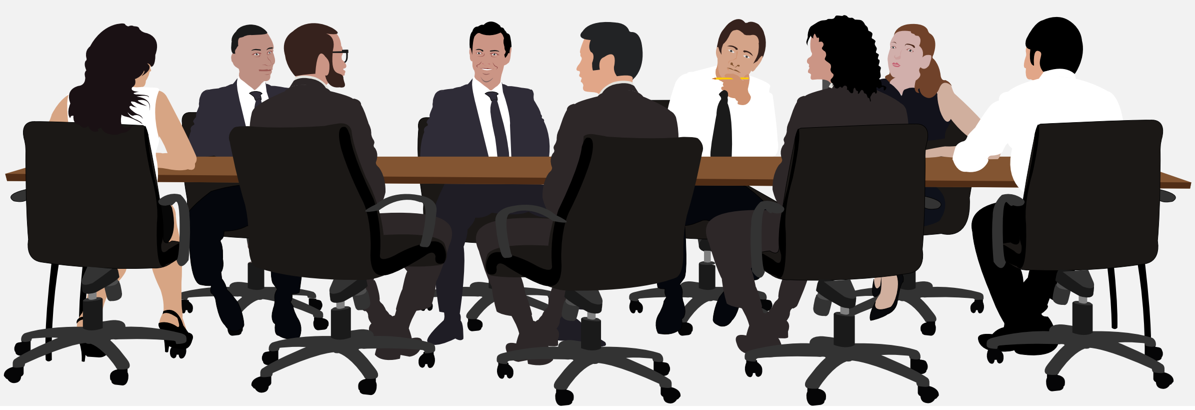
Fundamental to an effective compliance program is the right tone at the top and culture throughout the company, including its commitment to its stated values, ethics, and legal/regulatory compliance. This is particularly true in a complex business environment, as companies move quickly to innovate and capitalise on opportunities in new markets, leverage new technologies and data, engage with more vendors and third parties across complex supply chains. It is important to closely monitor the tone at the top and culture throughout with a sharp focus on behaviors (not just results) and yellow flags. Instances of corporates moving away from ethical practices proves that the tone from the top gets lost in the middle.

The ICAI through Code of Ethics, 2019 introduced requirements relating to Non-Compliance with Laws and Regulations (NOCLAR) for both members in service as well as in practice which have come into effect from 1 October 2022. It lays down key requirements that a senior professional should follow while assessing a matter and its potential harm to the company such as information related to NOCLAR or suspected NOCLAR. Some of the key consideration that a senior professional accountant should follow:

- Discuss the matter with higher authority within the company
- Determine if further action is needed in public interest
- Determine if the matter needs to be disclosed to the external auditor.

Areas of focus

- Ensure that the company culture embraces and supports high level of equality, diversity and inclusion.
- Audit committees should consider the radical exposure of the company's culture and values and its brand reputation enabled by social media.
- The audit committee should seek independent assurance regarding the corporate culture and compliance.
- Focus on the effectiveness of the company's whistleblower reporting channels (including whether complaints are being submitted) and investigation processes.
- Help ensure that the company's regulatory compliance and monitoring programs are up to date, cover all vendors in the global supply chain, and clearly communicate a company's expectations to adhere to ethical standards.



Questions for the audit committee to consider

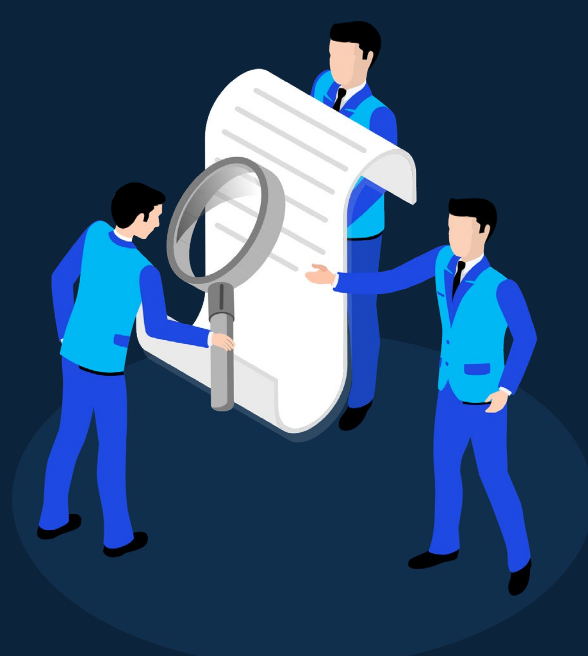
1. Does the tone at the top emphasise antifraud culture throughout the company?

2. Does the management consider the impact of all significant risks on the fraud risk management framework?

3. Does the management ensure that whistle blowing policies and procedures are documented and communicated correctly? Has the management considered all whistle blower complaints and ensured that they are adequately addressed?

4. Does the company's culture make it safe for people to do the right thing? It is helpful to directors to get out in the field and meet employees to get a better feel for the culture.

5. Is senior management sensitive to ongoing pressures on employees (both in the office and at home), employee health and safety, productivity, engagement and morale, and normalising work-from-home arrangements?



7. Take a fresh look at the audit committee's composition and skill sets

Apart from financial reporting topics, audit committees have other important focus areas such as cybersecurity, enterprise risk management and ESG disclosure and reporting (as mentioned above). Therefore, the audit committees must continue to assess whether they have the right composition and skill sets. Audit committees need to deal with the regulatory compliances, stakeholders' expectations and other emerging issues. The composition of the audit committee should be high performing members with the right skill sets and professional experience.

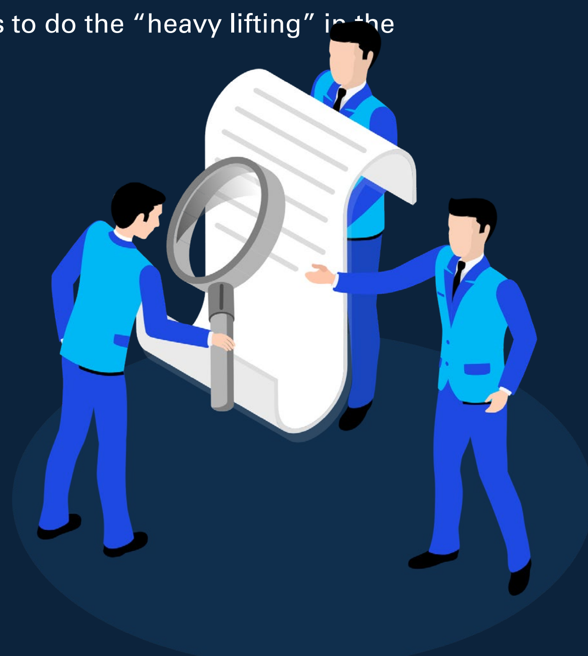
Areas of focus

Ensure that the audit committee has the right mix of people with expertise, knowledge and professional and personal attributes that are crucial to the business in which the company operates. Apart from the financial, risk management expertise, digital and cyber skills, the audit committee should have knowledge of climate, environmental and social issues. Additionally, soft skills play an important role for an effective audit committee along with the financial and technical skills.

Audit committees should undertake assessments and participate in open frank discussions regarding their performance and composition followed by acting on the results of such self-assessment.

Questions for the audit committee to consider

1. Does the audit committee chair know when to escalate topics for a full board discussion?
2. Is the committee willing to ask tough questions and have uncomfortable conversations?
3. Does the audit committee include members who have the experience and skill sets necessary to oversee areas of risk (beyond the committee's core responsibility) which the audit committee has been assigned – such as cyber and data security, supply chain issues and geopolitical risk, ESG risks and disclosures, or climate?
4. Is the committee relying only on one or two members to do the "heavy lifting" in the oversight of financial reporting and controls?



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