

PRP Section 2000

Peer Review Standards Interpretations

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Notice to Readers

Interpretations of the AICPA *Standards for Performing and Reporting on Peer Reviews* (sec. 1000) are developed in open meetings by the AICPA Peer Review Board for peer reviews of firms enrolled in the AICPA Peer Review Program. Interpretations need not be exposed for comment and are not the subject of public hearings. These interpretations are applicable to firms (and individuals) enrolled in the program; individuals and firms who perform and report on peer reviews; entities approved to administer the peer reviews; associations of CPA firms, whose members are also AICPA members, authorized by the board to assist its members in forming review teams; and AICPA program staff. Interpretations are effective upon issuance unless otherwise indicated.

The prefix of each interpretation refers first to the paragraph number in the standards and second to the number of the interpretation relating to that paragraph. For example, Interpretation No. 5-3 would be the third interpretation of paragraph .05 of the standards. Not every paragraph of the standards has an interpretation, and thus there could be gaps in the numbering sequence of the interpretations. If more than one paragraph of the standards refers to a particular interpretation, then the interpretation's prefix will refer to the first instance in the standards, and the interpretation would note what other paragraphs refer to the interpretation. Interpretations have been grouped by topic for reference purposes. For example, there are paragraph Interpretation Nos. 3-1 and 3-2 under the interpretation related to "Individual Enrollment in the Program."

To the extent that new interpretations are added before the next version of the standards is issued, an interpretation may not be referred to in the standards with the phrase (see interpretations).

(Issued Through October 31, 2009)

Use of the Standards

- 1-1** *Question*—Paragraph .01 of the standards discusses that the standards are provided for those enrolled in the program. Who else may use these standards and who determines who enrolls in the program?

Interpretation—Although the standards are currently intended for AICPA members and their firms, state CPA societies, or other organizations that are approved by the AICPA Peer Review Board (board) to administer the program, AICPA members may also use these standards, as applicable,¹ in administering peer reviews of non-AICPA firms (and individuals).

The board determines who is eligible for enrollment in the program.

There are professional organizations with peer review programs to assist government audit organizations in meeting their *Government Auditing Standards* peer review requirements. For example, the President's Council on Integrity and Efficiency (PCIE) peer review program arranges reviews for the Federal Inspector General; the National Association of State Auditors, Comptrollers and Treasurers (NASACT) program arranges reviews for state auditors; and the Association of Local Government Auditors (ALGA) program arranges reviews for local government auditors. Each of these programs have established their own set of standards for conducting peer reviews and should be contacted for additional information when a peer reviewer is considering performing a peer review for one of their members because these standards are not intended for those purposes.

- 1-2** *Question*—Who is currently eligible to enroll in the program?

¹ Although peer reviews performed under these circumstances are permissible, they are not currently considered as being performed under the auspices of the program and such firms are not enrolled in the program because they are not subject to certain AICPA directed activities, including oversight and "fair procedures."

Interpretation—CPA firms in which at least one partner is a member of the AICPA and, in certain circumstances, individual AICPA members may enroll.

1-3 *Question*—What other guidance is available to those who use the standards?

Interpretation—Users of the standards have a number of other sources of guidance they can refer to, depending on their role in the program. The standards are principles based and form the foundation for more detailed guidance, encompassed in these interpretations, other guidance in the AICPA *Peer Review Program Manual* (including Supplemental Guidance and the Report Acceptance Manual), the Oversight Handbook, Administrative Manual, and Peer Review Alerts. There is no hierarchical structure to the standards, interpretations, and other guidance; guidance in each is equally significant. However, in the event of a conflict in interpreting and implementing these sources of guidance, the standards and interpretations take precedence.

Peer review course manuals, conference materials, and other miscellaneous items are also available for reference purposes.

1-4 *Question*—As discussed in Interpretation 1-1, although the standards are currently intended for AICPA members and their firms, state CPA societies or other organizations that are approved by the board to administer the Program may also use the standards, as applicable, to administer peer reviews of non-AICPA firms. Does this include firms that are required to be registered with and inspected by the PCAOB, and/or firms that perform audits of non-SEC issuers pursuant to the standards of the PCAOB?

Interpretation—No, this does not include firms that are required to be registered with and inspected by the PCAOB, and/or firms that perform audits of non-SEC issuers pursuant to the standards of the PCAOB. Under the standards, those firms are required to be administered by the board's National Peer Review Committee (National PRC), an administering entity of the Program.

Although it is conceivable that a “peer review” for a non-AICPA firm with SEC clients could be administered by a state CPA society, the peer review report, acceptance letter, and other related documents would have to clearly indicate that the peer review was not intended to meet the minimum requirements of or be in compliance with the standards. Since there is a public expectation that the peer review would comply with the minimum requirements and be in compliance, it would not be appropriate to issue peer review documents that imply that they do (when they do not).

Therefore, any firm undergoing a peer review intended to be in compliance with the standards must be enrolled in the Program and its review must be administered by the National PRC if it is required to be registered with and inspected by the PCAOB, and/or performs audits of non-SEC issuers pursuant to the standards of the PCAOB. This would also require that at least one owner of the firm be a member of the AICPA.

Individual Enrollment in the Program

3-1 *Question*—AICPA bylaws require individual CPAs (not the firm) to enroll in the program if they perform compilation services in firms or organizations not eligible to enroll in such a program. To reflect this requirement, paragraphs .03 and .05 of the standards refer to “firms and individuals in the program.” What is meant by “firms or organizations not eligible to enroll,” and can any AICPA member enroll in the program as an individual?

Interpretation—Under the AICPA Code of Professional Conduct ET appendix B, *Council Resolution Concerning Rule 505—Form of Organization and Name* (AICPA, *Professional Standards*, vol. 2), when the majority of the ownership of a firm, in terms of financial interests and voting rights, belongs to CPAs, it must enroll in the program. A firm or organization without CPA majority ownership (a non-CPA owned entity) would not be eligible to enroll in the program. The characteristics of such a firm are discussed in ET appendix B. Where the firm or organization is not eligible to enroll, such as due to a lack of majority ownership by CPAs, and where the individual AICPA member performs compilation services in the firm or organization, the AICPA member is required to enroll individually in the program. Only AICPA members meeting these criteria are able to enroll individually. Individual AICPA members who are only practicing with a firm that is eligible to enroll in the program may not enroll in the program individually.

- 3-2** *Question*—The standards, interpretations, and guidance materials for the program use the term *firm* throughout the materials. When an individual is appropriately enrolled in the program, how does the term *firm* apply to the enrolled individual, and are there any situations in which the standards, interpretations, or guidance materials are intended to be directed at the actual firm or organization that was not eligible to enroll?

Interpretation—As an alternative to rewriting all of the standards to reflect individual enrollment, the term *firm* as it appears in the standards should be applied to the enrolled individual and not the firm or organization in which the individual is practicing public accounting that was not eligible to enroll. Under the characteristics of a firm not eligible to enroll in the program, there must be a CPA who has ultimate responsibility for any financial statement compilation services; non-CPA owners cannot assume ultimate responsibility for any such services. In addition, any compilation report must be signed individually by a CPA and may not be signed in the name of the firm or organization.

- 3-3** *Question*—When performing the peer review of an enrolled individual in the program, what type of peer review would be required, what peer review materials would be used, and what changes would be necessary to the peer review report?

Interpretation—As with any peer review, the types of engagements performed dictate the type of peer review required. Because the enrolled individual could only be performing compilation services, this would only require an Engagement Review, although the individual could undergo a System Review. The current peer review materials can still be used as long as the peer reviewer indicates that the peer review was that of an enrolled individual and not of a firm or organization. Similarly, the report and, if applicable, the letter of response, as well as other peer review documents and correspondences, should be tailored so that it is very clear that only the individual is being peer reviewed and not the firm or organization.

- 3-4** *Question*—If an individual enrolled in the program receives a report with a peer review rating of *pass* (previously referred to as an unmodified report) on his or her Engagement Review and meets all other individual qualifications for service as a peer reviewer including independence considerations, can that individual perform peer reviews?

Interpretation—Yes. However, the individual alone would be the peer reviewer and not the firm or organization that was not eligible to enroll in the program. The peer reviewer should make this fact evident.

- 3-5** *Question*—As discussed in paragraph .144 of the standards, can a hearing panel decide to terminate an individual's enrollment in the program?

Interpretation—Yes. The fair procedures related to hearings and appeals to the AICPA Joint Trial Board for individuals enrolled in the program would parallel the process for enrolled firms, including publication of termination in such form and manner as the AICPA Council may prescribe. If a hearing panel decides to terminate an individual's enrollment in the program, that individual can appeal to the AICPA Joint Trial Board. When the fact that an individual's enrollment has been terminated is published, the name of the firm or organization that was not eligible to enroll in the program with which the individual was practicing is not published.

Acquisitions and Divestitures and Their Effect on Peer Review Scope

- 5c-1** *Question*—Paragraph .05(c) of the standards requires that enrolled firms have independent peer reviews of their accounting and auditing practices. What is the effect on the scope of a firm's peer review when there has been an acquisition of another practice or portion thereof, or a divestiture of a significant portion of the firm's practice, during or subsequent to the firm's peer review year?

Interpretation—When a reviewed firm has had an acquisition of another practice or a portion thereof or a divestiture of a significant portion of its practice during or subsequent to its peer review year, the reviewer, the reviewed firm, or both, should consult with AICPA staff prior to the commencement of the review to consider the appropriate scope of the review or other actions that should be taken.

A divestiture of a portion of the practice of a reviewed firm during the year under review may have to be reported as a scope limitation if the review team is unable to assess compliance with the system of quality control for reports issued under the firm's name during that year. If the review team is able to

review engagements of the divested portion of the reviewed firm's practice, then the review team should review such engagements considered necessary to obtain an appropriate scope for the peer review. In such circumstances, an appropriate scope is one where a reasonable cross section of the firm's practice is covered and the review covers all partners and significant industry areas that existed before the divestiture. The review team should carefully assess the effects the divestiture has on the scope of the peer review. A team captain or review captain who is considering whether a peer review report should be issued with an additional paragraph for a scope limitation due to a divestiture should consult with the administering entity.

Illustrations of System Review reports with a peer review rating of *pass (with a scope limitation)*, *pass with deficiencies (with a scope limitation)*, and *fail (with a scope limitation)* are presented in appendix D, *Illustration of a Report With a Peer Review Rating of Pass (With a Scope Limitation) in a System Review*; appendix G, *Illustration of a Report With a Peer Review Rating of Pass With Deficiencies (With a Scope Limitation) in a System Review*; and appendix K, *Illustration of a Report With a Peer Review Rating of Fail (With a Scope Limitation) in a System Review*. Additional paragraphs included for scope limitations for Engagement Review reports follow the illustrations for System Reviews with scope limitations.

Resignations From and Reenrollment in the Program

- 5g-1** *Question*—Paragraph .05(g) of the standards discusses an enrolled firm's responsibility to understand the board's guidance on resignations from the program. Under what conditions may a firm resign from the program?

Interpretation—A firm whose peer review has not commenced may resign from the program by submitting a letter of resignation to the board. However, once a peer review commences, and until its completion (see Interpretation No.25-2), a firm will not be able to resign from the program except as stated in the following paragraph. A peer review commences when the review team begins field work, ordinarily at the reviewed firm's office in a System Review, or begins the review of engagements in an Engagement Review. The submission by the firm of a request to resign from the program once its peer review has commenced but has not been completed is considered a failure to cooperate with the administering entity and may lead to the termination of the firm's enrollment in the program by a hearing panel of the board.

A firm will be permitted to resign once its peer review has commenced but has not been completed when the firm submits a letter pleading guilty, acknowledging its noncooperation with the program, waiving its right to a hearing, and agreeing to allow the AICPA to publish, in such form and manner as the AICPA Council may prescribe, the fact that the firm has resigned from the program before completion of its peer review, evidencing noncooperation with the program. In addition, if (a) the firm has been notified of the reviewer's or administering entity's intent to issue or require a report with a peer review rating of *pass with deficiencies* or *fail* (previously referred to as modified or adverse reports) or (b) the reviewer or administering entity has knowledge of the discovery of an engagement that was not conducted in accordance with professional standards on which the firm must take, or would likely be required to take, action in accordance with professional standards, then the fact that the situation in items (a) or (b) of the preceding existed would also be published.

A firm that has been terminated from the program may reenroll in the program once it completes the delinquent action that caused the firm to be terminated. Similarly, a firm that has resigned by pleading guilty, or after the completion of its peer review but before the completion of its implementation plan, may reenroll in the program once it completes the delinquent action. The administering entity and the board make the determination of whether the action is satisfactorily completed. If the firm is past its next peer review due date, the firm will be required to complete its subsequent peer review within 90 days of reenrolling.

Cooperating in a Peer Review

- 5h-1** *Question*—Paragraph .05(h) of the standards notes that firms (and individuals) enrolled in the program have the responsibility to cooperate with the peer reviewer, administering entity, and the board in all

matters related to the peer review, that could impact the firm's enrollment in the program, including arranging, scheduling, and completing the review and taking remedial, corrective actions as needed (paragraph .143 of the standards). Under what circumstances will a firm (or individual) be not cooperating, and what actions can be taken by the board for noncooperation?

Interpretation—The board has issued a resolution regarding dropping a firm's enrollment from the program that is as follows:

**AICPA Peer Review Board Resolution
(Adopted April 29, 1996 with amendments through January 1, 2009 and May 3, 2011)**

WHEREAS, a firm enrolled in the AICPA Peer Review Program is required to have a peer review once every three years performed in conformity with the AICPA *Standards for Performing and Reporting on Peer Reviews*; and

WHEREAS, a firm enrolled in the AICPA Peer Review Program is required under the AICPA *Standards for Performing and Reporting on Peer Reviews* to cooperate with the peer reviewer, administering entity and the AICPA Peer Review Board in all matters related to the review, that could impact the firm's enrollment in the program;

NOW, THEREFORE, BE IT RESOLVED: A firm's enrollment in the AICPA Peer Review Program will be dropped by the AICPA Peer Review Board, without a hearing, thirty days after the AICPA Peer Review Program notifies the firm by certified mail that the firm has failed to:

- (1) Timely file requested information with the entity administering the firm's peer review concerning the arrangement or scheduling of that peer review, prior to the commencement of the peer review,
- (2) Timely submit requested information to the reviewer necessary to plan or perform the firm's peer review, prior to the commencement of the peer review,
- (3) Have a peer review by the required date,
- (4) Timely pay in full the fees and expenses of the review team formed by an administering entity, or
- (5) Timely pay fees related to the administration of the program that have been authorized by the governing body of an administering entity.

The AICPA Peer Review Board may at its discretion decide to hold a hearing. Whether a hearing is held or not, a firm enrolled in the AICPA Peer Review Program has the right to appeal to the AICPA Joint Trial Board within 30 calendar days of being notified that the firm's enrollment has been dropped.

Interpretation—The AICPA Peer Review Board has issued a resolution regarding terminating a firm's enrollment from the AICPA Peer Review Program that is as follows:

**AICPA Peer Review Board Resolution
(Adopted April 29, 1996 with amendments through January 1, 2009 and May 3, 2011)**

WHEREAS, a firm enrolled in the AICPA Peer Review Program is required to have a peer review once every three years performed in conformity with the AICPA *Standards for Performing and Reporting on Peer Reviews*; and

WHEREAS, a firm enrolled in the AICPA Peer Review Program is required under the AICPA *Standards for Performing and Reporting on Peer Reviews* to cooperate with the peer reviewer, administering entity and the AICPA Peer Review Board in all matters related to the review, that could impact the firm's enrollment in the program;

NOW, THEREFORE, BE IT RESOLVED: A firm is deemed as failing to cooperate once the review has commenced by actions including but not limited to:

- Not responding to inquiries,
- Withholding information significant to the peer review, for instance but not limited to failing to discuss communications received by the reviewed firm relating to allegations or investigations

in the conduct of accounting, auditing or attestation engagements from regulatory, monitoring or enforcement bodies,

- Not providing documentation including but not limited to the representation letter, quality control documents, engagement working papers, all aspects of functional areas,
- Not responding to MFCs or FFCs timely,
- Limiting access to offices, personnel or other,
- Not facilitating the arrangement for the exit conference on a timely basis,
- Failing to timely file the report and the response thereto related to its peer review, if applicable,
- Failing to cooperate during oversight, or
- Failing to timely acknowledge and complete required corrective actions or implementation plans.

The firm will be advised by certified mail that the AICPA Peer Review Board will appoint a hearing panel to consider whether the firm's enrollment in the AICPA Peer Review Program should be terminated. A firm enrolled in the AICPA Peer Review Program that has been notified that it is the subject of such a hearing may not resign until the matter causing the hearing has been resolved. After a hearing is held, a firm whose enrollment in the AICPA Peer Review Program has been terminated has the right to appeal the panel's decision to the AICPA Joint Trial Board within 30 calendar days of the hearing; and

BE IT FURTHER RESOLVED: That a firm's failure to cooperate with the administering entity would also include failing to receive a report with a rating of pass after (1) receiving at least two consecutive peer reviews prior to the third that had a report with a peer review rating of *pass with deficiencies* and/or *fail* (previously referred to as modified or adverse reports) AND (2) receiving notification via certified mail after the second consecutive report with a peer review rating of *pass with deficiencies* and/or *fail* (previously referred to as modified or adverse reports), that a third consecutive failure to receive a report with a peer review rating of pass (previously referred to as an unmodified report) may be considered a failure to cooperate with the administering entity. Report Reviews² containing significant comments are considered equivalent to failing to receive a report with a peer review rating of pass (previously referred to as an unmodified report) for the purposes of this resolution.

BE IT FURTHER RESOLVED: The administering entity has the authority to determine if a firm's response is substantive. If the administering entity determines that a response is not substantive, and the firm does not revise its response or submits additional responses that are not substantive as determined by the administering entity, this would also be deemed as a firm's failure to cooperate.

BE IT FURTHER RESOLVED: That a firm's failure to cooperate with the administering entity would also include failing to timely notify the administering entity that it is performing a type of engagement(s) or engagement(s) in an industry in which the firm had previously represented by written communication to the administering entity that it was no longer performing and had no plans to perform, in response to a related corrective action or implementation plan wherein the corrective action or implementation plan was eliminated by the administering entity based on the representation.

BE IT FURTHER RESOLVED: A firm's enrollment in the AICPA Peer Review Program will be terminated for failure to cooperate in any of the preceding situations, without a hearing, upon receipt of a plea of guilty from the firm; and BE IT FURTHER RESOLVED: That pursuant to the AICPA *Standards for Performing and Reporting on Peer Reviews*, the fact that a firm's enrollment in the AICPA Peer Review Program has been terminated, whether with or without a hearing, will be published in such form and manner as the AICPA Council may prescribe.

² Although standards no longer permit the performance of Report Reviews as of January 1, 2009, a firm's last peer review could have been a Report Review.

Compilations Performed When the Compiled Financial Statements Are Not Expected to Be Used by a Third Party (Management Use Only), Where No Compilation Report Is Issued

- 6-1** *Question*—Statement on Standards for Accounting and Review Services (SSARS) No. 19, *Compilation and Review Engagements* (AICPA, *Professional Standards*, vol. 2, AR sec. 80), includes compilations of financial statements where in very specific situations the accountant may document his or her understanding with the entity through the use of an engagement letter instead of issuing a compilation report. This approach is only available when the accountant submits unaudited financial statements to his or her client that are not expected to be used by a third party (in other words, compilation for management’s use only). AICPA bylaws state that firms (or individuals in certain situations) are only required to enroll in the program if they perform services that are within the scope of the AICPA’s practice-monitoring standards and issue reports purporting to be in accordance with AICPA *Professional Standards*. Therefore, for purposes of individual AICPA membership admission and retention, firms (or individuals) that only perform these types of compilations, where no report is issued and no other engagements within the scope of peer review as discussed in paragraph .06 of the standards, would not be required to enroll in the program. Would the compilations for management’s use only be subject to peer review when the firm is already enrolled in the program because, for example, it performs services and issues reports on other engagements that are within the scope of the standards?

Interpretation—Yes. For firms enrolled in the program, compilations for management’s use only would fall within the scope of peer review. The standards (and Statement on Quality Control Standards No. 7, *A Firm’s System of Quality Control* [AICPA, *Professional Standards*, vol. 2, QC sec. 10]) include, within the definition of an accounting and auditing practice, all engagements covered by SSARSs except where SSARSs provide an exemption from those standards.

- 6-2** *Question*—The current standards and guidance materials are written referring to *reports* throughout and do not consider an engagement performed when the compiled financial statements are not expected to be used by a third party (management use only) where a compilation report is not issued. What general guidance should be followed by peer reviewers?

Interpretation—For purposes of the program only, the required documentation of the understanding in the engagement letter should be treated as though it was a *report* (as reports are discussed and referred to in the standards). This documentation would not be considered a *report* for bylaw purposes.

- 6-3** *Question*—If a firm elects to enroll in the peer review program and its only level of service is performing compilations when the financial statements are not expected to be used by a third party (management use only) and when no report is issued, is the firm required to have a peer review?

Interpretation—No. A firm that elects to enroll in the peer review program, and its only level of service is performing management use only compilation engagements, is not required to have a peer review, but may elect to do so. If a firm elects to undergo a peer review, the peer review is required to be performed under these standards.

- 6-4** *Question*—Specifically, what should the peer reviewer be reviewing on such an engagement in a System or Engagement Review?

Interpretation—AR sec. 80 requires the accountant to document the understanding of the engagement with the entity through the use of an engagement letter. The reviewer is to inquire about the engagement letter to determine that it documents that understanding. The reviewer should also review the financial statements to determine that the required restriction of their use is on each page. Except for the restriction of use, the reviewer should not be reviewing the financial statements, disclosures, or supplementary information for accuracy, appropriateness, or conformity with professional standards.

- 6-5** *Question*—Must a peer reviewer select such an engagement in a System or Engagement Review?

Interpretation—No. This engagement is not considered a different level of service. It is a compilation that either contains all disclosures required by generally accepted accounting principles (GAAP) or another comprehensive basis or the disclosures are omitted. The standards already discuss the engagement selection process for such engagements in an Engagement Review. In addition, a System Review

requires the peer reviewer to use a risk-based approach when selecting engagements. Management use only financial statements do not change the existing engagement selection process.

- 6-6** *Question*—Should the standard language in the peer review report be tailored on a System or Engagement Review, if such engagement(s) are selected for review, to reflect the fact that these are compilations with documentation requirements and issued without a compilation report?

Interpretation—No.

Engagements Performed and/or Reported Under International Standards

- 6-7** *Question*—Paragraph .06 of the standards provides the definition of an accounting and auditing practice for the purposes of these standards as all engagements covered by SASs, SSARS, SSAEs, Government Auditing Standards and audits of non-SEC issuers performed pursuant to PCAOB standards. What about International Standards on Auditing, Assurance Engagements and Related Services (ISAs), any other standards issued by the International Auditing and Assurance Standards Board (IAASB) or any other audit or assurance standards outside of the U.S. (“international standards”)?

Interpretation—Professional Standards ET Appendix A identifies the bodies recognized by AICPA Governing Council to set standards. The IASB (International Accounting Standards Board) which issues International Financial Reporting Standards (IFRS) is included (as is the FASB, FASAB and GASB). Although peer review standards do not refer to the accounting standard setters, this means that IFRS is within the scope of our peer review process.

However, the IAASB is not currently recognized by the AICPA (nor is the International Public Sector Accounting Standards Board), therefore compliance with ISAs issued by the IAASB, and any other audit or assurance standards outside of the U.S., is not included in the scope of peer review. Firms performing such engagements are required to follow certain US professional standards—see Interpretation No.6-8.

- 6-8** *Question*—Is an *engagement* performed under the ISAs, any other standards issued by the IAASB or any other audit or assurance standards outside of the U.S. (“international standards”) included in the scope of the peer review?

Interpretation—Yes, an engagement performed under international standards would be included in the scope of the peer review. Under U.S. professional standards, the engagement would comply with elements of both the international standards and U.S. professional standards. However, the peer reviewer should only test compliance with the U.S. professional standards described in paragraph .06 of the peer review standards, i.e. SASs, SSARS, SSAEs, Government Auditing Standards, and auditing standards for non-SEC issuers performed pursuant to the standards of the PCAOB. Testing of compliance with any international standards is not included in the scope of the review.

The peer reviewer should inquire of the firm during planning as to whether any engagements were performed under international standards. If yes, the peer reviewer should inquire if the firm understands professional guidance for reporting on statements for international use. Specifically:

- For audit engagements: AU 534 “Reporting on Financial Statements Prepared for Use in Other Countries” indicates that if a U.S. auditor reports on U.S. entity financial statements that are used outside of the U.S. (or with limited distribution in the U.S.), he/she can follow international standards as long as he/she also complies with the general and fieldwork standards of U.S. GAAS. In this case, compliance with U.S. reporting standards is not necessary. However, when the audited financial statements of the entity will have more than limited distribution in the U.S., then all U.S. GAAS standards must be followed, including the reporting standards.
- For review and compilation engagements: Compilation Interpretation Nos. 13–15 and Review Interpretation Nos. 8–10 within Interpretations to AR Section 100 conformed for SSARS No. 19 provides paralleling guidance to AU534, except it eliminates the concept of “limited distribution,” such that *any* distribution in the U.S. would lead to the requirement to follow SSARS 19 reporting standards.
- For any other types of engagements, if not directly addressed in the applicable professional standards, reference should be made to the SAS or SSARS guidance.

In all cases, the peer reviewer should conclude whether the firm's classification for an engagement's report of "distribution in the U.S.," "distribution only outside of the U.S.," or "limited distribution in the U.S." was appropriate and reasonable. Then, the peer reviewer should determine that the appropriate general, fieldwork, and reporting (if applicable) aspects of U.S. professional standards were followed. A misunderstanding of U.S. professional guidance for reporting on statements for international use increases the risk of an engagement not performed and reported on in accordance with professional standards (for instance, financial statements made available on the web may not reasonably be considered 'limited' distribution in the U.S.).

The peer reviewer should consult with AICPA program staff for further guidance, if necessary.

Engagements Under Peer Review

- 7-1** *Question*—Paragraph .07 of the standards indicates that the *Standards* are not intended for and exclude the review of the firm's accounting and auditing practice applicable to SEC issuers. Firms that perform audits of employee benefit plans that are required to file a Form 11-K, must also comply with Generally Accepted Auditing Standards (GAAS) for ERISA/DOL reporting purposes by preparing a separate set of GAAS based financial statements. Since the firm must be registered with the PCAOB and perform the employee benefit plan audit in accordance with PCAOB standards, should the scope of the peer review include the review of the GAAS based financials for 11-K filers?

Interpretation—Since the engagement is already included under the scope of the PCAOB inspection process, and the PCAOB's requirements are more restrictive than GAAS requirements, it is not subject to peer review.

Performing System Reviews at a Location Other Than the Reviewed Firm's Office

- 8-1** *Question*—Paragraph .08 of the standards states that the majority of the procedures in a System Review should be performed at the reviewed firm's office. What criteria have been established by the board for procedures to be performed at a location other than the reviewed firm's office?

Interpretation—If the review can reasonably be performed at the reviewed firm's office, it should be. Although certain planning procedures may be performed at the peer reviewer's office, it is expected that a majority of the peer review procedures, including the review of engagements, testing of functional areas, interviews, and concluding procedures should be performed at the reviewed firm's office.

However, it is recognized that there are some situations that make an on-site peer review cost prohibitive or extremely difficult to arrange, or both. In these situations, if the firm and reviewer mutually agree on the appropriateness and efficiency of an approach to the peer review such that it can be performed at a location other than the reviewed firm's office, then the reviewer can request the administering entity's approval to perform the review at a location other than the reviewed firm's office. This request should be made prior to the commencement of fieldwork, and the firm and reviewer should be prepared to respond to the administering entity's inquiries about various factors that could affect their determination. These factors, which are not mutually exclusive and will be considered judgmentally, include but are not limited to

- the availability of peer reviewers qualified to review the firm, including whether they have the experience in the industries and related levels of service for which the firm practices, whether they are independent of the firm and not, for instance, competitors within the same close geographic area, and whether the firm is reasonably accessible to those reviewers.
- whether the review conducted at the reviewer's office or another agreed-upon location can still achieve the objectives of a System Review.
- whether the results are expected to be the same as they would be if the peer review was performed at the reviewed firm's office.

- the size of the reviewed firm, including the number of personnel and where they perform their work (for instance, whether they work solely at clients' offices and the firm does not have its own office).
- the number of engagements covered by the Statements on Auditing Standards (SASs), *Government Auditing Standards*, examinations of prospective financial statements or examinations of a service organization's controls likely to be relevant to user entities' internal control over financial reporting under the Statements on Standards for Attestation Engagements (SSAEs), or audits of non-Securities and Exchange Commission (SEC) issuers performed pursuant to the standards of the Public Company Accounting Oversight Board (PCAOB).
- the ability of the reviewed firm and the peer reviewer to hold one or more effective meetings by telephone to discuss the firm's responses to the quality control policies and procedures questionnaire and other practice aid questionnaires (including various interviews), Engagement Review results, the reviewer's conclusions on the peer review, and any recommended corrective actions.
- the prior peer review results of the firm, including whether the firm received a report with a peer review rating of *pass with deficiencies* or *fail* (formerly known as modified or adverse reports) on its last System or Engagement Review (or a report review with significant comments), or if it is the firm's first System Review.
- whether the firm is able to effectively comply with the reviewer's requests for materials to be sent to the reviewer prior to the review (except as noted in the following list). Those requests should include, in addition to materials outlined in section 4100, *Instructions to Firms Having a System Review*, the following materials:
 - a. All documentation related to the resolution of independence questions (1) identified during the year under review with respect to any audit or accounting client or (2) related to any of the audit or accounting clients selected for review, no matter when the question was identified if the matter still exists during the review period
 - b. The most recent independence confirmations received from other firms of CPAs engaged to perform segments of engagements on which the firm acted as principal auditor or accountant
 - c. The most recent representations received from the sole practitioner concerning his or her conformity with applicable independence requirements
 - d. A written representation, dated the same as the peer review report, as described in paragraph .05(f) and appendix B of the standards
 - e. Documentation, if any, of consultations with outside parties during the year under review in connection with audit or accounting services provided to any client
 - f. A list of relevant technical publications used as research materials, as referred to in the quality control policies and procedures questionnaire
 - g. A list of audit and accounting materials, if any, identified in response to the questions in the "Engagement Performance" section of the quality control policies and procedures questionnaire
 - h. Continuing professional education (CPE) records sufficient to demonstrate compliance with state, AICPA, and other regulatory CPE requirements
 - i. The relevant accounting and auditing documentation and reports on the engagements selected for review
 - j. Documentation of the firm's monitoring results for each year since the last peer review or enrollment in the program
 - k. Any other evidential matter requested by the reviewer

The reviewed firm should understand that in the event that matters are noted during the review of selected engagements, the scope of the review may have to be expanded before the review can be concluded.

Peer Reviews To Be Administered by the National Peer Review Committee

- 11-1** *Question*—Paragraphs .11, .128, and .161 of the standards note that peer reviews intended to meet the requirements of the program should be carried out in conformity with the standards under the supervision of a state CPA society, group of state CPA societies, the National PRC, or other entity (hereinafter, administering entity) approved by the board to administer peer reviews. Under what circumstances are peer reviews administered by the National PRC? What other criteria relate to the firms previously enrolled in the Center for Public Company Audit Firms Peer Review Program (CPCAF PRP) and to that program’s peer reviewers?

Interpretation—Firms are required to have their review administered by the National PRC if they meet any of the following criteria:

- a. The firm is required to be registered with and inspected by the PCAOB.
- b. The firm performs audits of non-SEC issuers pursuant to the standards of the PCAOB.
- c. The firm is a provider of quality control materials (QCM) (or affiliated with a provider of QCM) that are used by firms that it peer reviews.

Firms that meet any or all of the preceding criteria during the peer review year, but not as of their peer review year end (for example, since they resigned or were terminated from their SEC issuer clients, whether or not they deregistered with the PCAOB) are still ordinarily required to have their review administered by the National PRC. The firm’s peer reviewer is still required to comply with guidance specific to firms administered by the National PRC, including, but not limited to, guidance at Interpretation 40-1 regarding other planning considerations and reporting of PCAOB inspection results. One exception is if a firm was required to be registered with and inspected by the PCAOB during the peer review year, but then did not audit an SEC issuer during that period (because they resigned or were terminated and thus were no longer the “auditor of record”), is not required to have its review administered by the National PRC if they deregister with the PCAOB prior to scheduling their review.

Firms that are not required to have their review administered by the National PRC may choose to do so. However, such firms are subject to the National PRC’s administrative fee structure and should familiarize themselves with that structure prior to making such a decision.

Timing of Peer Reviews

- 13-1** *Question*—Paragraph .13 of the standards notes that a firm’s due date for its initial peer review is ordinarily 18 months from the date it enrolled in the program or should have enrolled, whichever date is earlier. What is meant by “should have enrolled?” In addition, what is the due date for a firm that was previously enrolled in CPCAF PRP?

Interpretation—When an individual becomes an AICPA member, and the services provided by his or her firm (or individual) fall within the scope of the AICPA’s practice-monitoring standards, and the firm (or individual) issues reports purporting to be in accordance with AICPA *Professional Standards*, the firm (or individual) should enroll in the program and submit an enrollment form by the report date of the initial engagement. If the firm (or individual) does not initially provide services falling within the scope of the standards, the firm (or individual) should enroll in the program and submit an enrollment form by the report date of their initial engagement. The administering entity will consider the firm’s (or individual’s) practice, the year-ends of their engagements, the report dates of their engagements, and the number and type of engagements to be encompassed in the review, in determining an appropriate due date. A firm’s subsequent peer review ordinarily will be due three years and six months from this peer review year-end.

If a firm’s most recent peer review was under the auspices of the CPCAF PRP, it’s subsequent peer review ordinarily will be due three years and six months from the year-end of that peer review.

- 14-1** *Question*—Paragraph .14 of the standards states that when a firm performs its first engagement requiring it to have a System Review, the firm’s next due date will be 18 months from the year-end of the engagement. What does this mean?

Interpretation—When a firm, subsequent to the year-end of its Report or Engagement Review, performs an engagement under the SASs, *Government Auditing Standards*, examinations of prospective financial statements or examinations of a service organization’s controls likely to be relevant to user entities’ internal control over financial reporting under the SSAEs, or an audit of a non-SEC issuer performed pursuant to the standards of the PCAOB that would have required the firm to have a System Review, the firm should (a) immediately notify the administering entity and (b) undergo a System Review. The System Review ordinarily will be due 18 months from the year-end of the engagement (for financial forecasts and projections: 18 months from the date of report) requiring a System Review or by the firm’s next scheduled due date, whichever is earlier. However, the administering entity will consider the firm’s practice, the year-ends of engagements and when the procedures were performed, and the number of engagements to be encompassed in the review, as well as use its judgment, to determine the appropriate year-end and due date. Firms that fail to immediately inform the administering entity of the performance of an engagement previously described will be required to participate in a System Review with a peer review year-end that covers the engagement. A firm’s subsequent peer review ordinarily will be due 3 years and 6 months from this peer review year-end.

- 18-1** *Question*—Paragraph .18 of the standards requires that a firm maintain the same year-end on subsequent peer reviews (which is 3 years from the previous year-end) and the same review due date (which is 3 years from the previous due date). What options does a firm have to change its year-end or extend the due date?

Interpretation—A firm is expected to maintain the same year-end on subsequent peer reviews. Nevertheless, circumstances may arise that may influence a firm to want to change its year-end. For instance, the nature of the firm’s practice may change or they may reevaluate their current year-end and determine as a result that a different year-end is more practical. In such situations, a firm may change its year-end only with prior, written approval of the administering entity.

Administering entities will consider many factors including the nature of the firm’s practice (for instance, when audits are being performed and issued so they will be available for the peer review, tax season, and so on). However, a change in year-end will usually not be approved when there is a public interest concern. This may occur when the firm is requesting the change in an attempt to have an Engagement Review rather than a System Review, or when a change in year-end would cause the firm’s only engagement meeting the criteria described in Interpretation 63-1, (engagements conducted in accordance with *Government Auditing Standards* [GAS, also known as the Yellow Book]; audits conducted pursuant to the Employee Retirement Income Security Act of 1974 (ERISA); audits of an insured depository institution subject to the FDIC Improvement Act of 1991; or audits of carrying broker-dealers to fall out of the peer review selection process.

Ordinarily, the firm’s due date for the subsequent peer review will be three years and six months from the year-end of the current peer review.

A firm is expected to maintain the same review due date. Nevertheless, circumstances may arise that require the firm to extend its review due date. In such situations, a firm may do so only with prior, written approval of the administering entity, and the extended review due date only applies to the current review. Extensions for subsequent review’s due dates must be reapplied for.

Extensions of a review due date by more than three months should be rare. However, in some situations, due to the size of the firm, the complexity of the peer review, and whether or not the review team is integrating peer review procedures with the firm’s internal inspection procedures, it is not unusual for a peer review to occur over a number of months. In such situations, a firm whose peer review has oversight performed by the administering entity may extend its review due date by up to six months with prior, written approval of the administering entity.

In any of the situations previously described, it is the responsibility of the firm to ensure that any change in the review due date (or year-end) approved by the administering entity is recognized by any other organizations requiring it to have a peer review. This includes but is not limited to state boards of accountancy, the Government Accountability Office, and other regulators.

- 18-2** *Question*—Situations may arise where circumstances out of a firm’s control, such as a natural disaster or other form of destruction, affect a firm’s operations and thus its ability to comply with some or all of

the peer review requirements, including timing of the peer review. What should a firm do in those circumstances?

Interpretation—The administering entity should be consulted, when possible, about how the firm believes the situation has affected or will affect their peer review. The administering entity will assist in determining whether there could be a possible scope limitation due to the exclusion of any affected engagements or offices, the need for a change in year-end or an extension of due date, and the effect on the firm's continuing peer review cycle. These situations will be considered on a case-by-case basis.

Independence, Integrity, and Objectivity

- 21-1** *Question*—Paragraph .21 of the standards states that independence in fact and in appearance should be maintained with respect to the reviewed firm by a reviewing firm, by review team members, and by any other individuals who participate in or are associated with the review and that the review team should perform all peer review responsibilities with integrity and maintain objectivity in discharging those responsibilities. What criteria have been established by the board?

Interpretation—The following criteria have been established:

a. Reciprocal Peer Reviews

Reciprocal peer reviews are not permitted. This means that a firm may not perform a review of the firm that performed its most recent review. It also means that a reviewer may not serve on a review team carrying out a review of a firm whose personnel participated in the most recent review of that reviewer's firm.

b. Relationships With Clients of the Reviewed Firm

Review team members and, in the case of a review performed by a firm, the reviewing firm and its personnel are not precluded from owning securities in or having family or other relationships with clients of the reviewed firm. However, a review team member who owns securities of a reviewed firm's client shall not review the engagement of that client because that individual's independence would be considered to be impaired. In addition, the effect on independence of family and other relationships and the possible resulting loss of the appearance of independence must be considered when assigning team members to engagements.

c. Relationships With the Reviewed Firm

Reviewing firms should consider any family or other relationships, affiliate relationships, alternative practice structures, and common ownership of entities that provide products or services between the management at organizational and functional levels of the reviewing firm and the firm to be reviewed, and should assess the possibility of an impairment of independence. For peer review purposes (including QCM reviews), entities that are affiliated to, are part of an alternative practice structure with, or share common ownership with a reviewing firm are considered to be a part of the reviewing firm when assessing the independence of the reviewing firm.

If the fees for any services provided between firms, whether paid by the referring firm or by the client, involving the reviewed firm and the reviewing firm or the firm of any member of the review team are material to any of those firms, independence for the purposes of this program is impaired.

If arrangements exist between the reviewed firm and the reviewing firm (and any of its affiliates or related entities) or the firm of any member of the review team whereby expenses, office facilities, or personnel are shared, independence for the purposes of this program is impaired. Similarly, independence would be considered to be impaired by sharing arrangements involving, for example, extensive consultation, or preissuance reviews of financial statements and reports. In such circumstances, the firms involved are sharing services that are an integral part of their systems of quality control.

If the reviewing firm has provided or sold QCM to the reviewed firm (such as manuals, guides, checklists, practice aids, etc.) independence for the purposes of this program is impaired. However, the impairment would be removed if an independent peer review of the QCM was performed and submitted to the National PRC before the commencement of the reviewed firm's

peer review (see paragraphs .159–.160 and Interpretation 200-1), In addition, regardless of whether an independent review of the QCM was performed, the review team members cannot be directly involved in the development or maintenance of the provider firm’s materials, report to those who were directly responsible for the development or maintenance of the materials, or receive more than a de minimus amount of revenues or other monies generated by the sale of the materials.

- 21-2** *Question*—Can an individual from Firm A be engaged by Firm B to conduct monitoring of Firm B’s accounting and auditing practice or a consulting review and then be engaged to perform Firm B’s subsequent peer review? What about another individual from Firm A?

Interpretation—In both cases, yes, except if the monitoring of Firm B’s accounting and auditing practice or consulting review is performed for the year immediately preceding or during the peer review year.

- 21-3** *Question*—Firm A is engaged by Firm B to perform a quality control document review, a preliminary quality control procedures review, or both. Could Firm A then be engaged to perform a peer review of Firm B?

Interpretation—Yes, except if the quality control document review, preliminary quality control procedures review, or both are performed for the year immediately preceding or during the peer review year.

- 21-4** *Question*—Firm A is engaged to perform the peer review of Firm B. However, Firm A performed a preissuance review on one of Firm B’s reports and accompanying financial statements for an accounting or auditing engagement during the period since the last peer review year-end. Can Firm A perform the peer review of Firm B?

Interpretation—Yes, unless the preissuance review(s) was performed on an engagement within the year immediately preceding or during the peer review year.

- 21-5** *Question*—Firm A audits the financial statements of Firm B’s pension plan. Could either firm perform a peer review of the other?

Interpretation—Yes, provided that the fees incurred for the audit are not material to either of the firms. An audit of financial statements is a customary service of an accounting firm. However, reciprocal peer reviews are not permitted.

- 21-6** *Question*—A partner in Firm A serves as an expert witness for Firm B or for a party opposing Firm B. Are Firms A and B independent of each other?

Interpretation—Yes, provided that the fee is not material to either firm and provided that the outcome of the matter, if adverse to Firm B, would not have a material effect on its financial condition or its ability to serve clients.

- 21-7** *Question*—Firm A is engaged to perform the peer review of Firm B. Firm B’s staff attends CPE programs developed by Firm A. Can Firm A perform a peer review of Firm B?

Interpretation—Yes, as long as Firm A has not effectively become part of Firm B’s system of quality control. If Firm A, or any affiliates of or entities related to Firm A, develop and customize CPE specifically to Firm B’s needs, both firms would need to assess the extent and degree of customization to determine whether Firm A has become a part of Firm B’s system of quality control or had a significant enough impact on that system such that Firm A’s independence would be impaired. Factors to consider include the degree of customization, the significance of the programs to Firm B’s system of quality control, whether Firm A was involved in determining the type of CPE programs that Firm B needs, and so on. Based on the factors considered, if the nature of Firm A’s relationship with Firm B effectively makes Firm A a part of Firm B’s system of quality control, Firm A’s independence is impaired for the first peer review immediately subsequent to the training provided.

For example, if Firm A developed and presented CPE programs and training for Firm B that were customized to Firm B’s practice, including using some of Firm B’s engagements as examples and learning tools, Firm A’s independence is impaired for the first peer review immediately subsequent to the training provided. However, Firm A would be permitted to perform any successive peer reviews.

This assessment should be made by both firms prior to the commencement of the peer review. Firm B should consult with the administering entity if needed.

- 21-8** *Question*—Firm A occasionally consults with Firm B with respect to specific accounting, auditing, or financial reporting matters. Are Firms A and B independent of each other?

Interpretation—Yes, unless the frequency and extent of the consultation is such that Firm B is an integral part of Firm A’s consultation process.

- 21-9** *Question*—Firm B uses Firm A’s internally-developed accounting and auditing manual as its primary reference source. Can Firm A perform a peer review of Firm B, or can Firm B perform a peer review of Firm A?

Interpretation—No, unless Firm A has had a QCM review performed that covers its accounting and auditing manual and any other of its reference material used by Firm B as a primary reference source (see “Performing and Reporting on Reviews of Quality Control Materials (QCM)” in the standards). This is also applicable if the manual is developed by an affiliate of Firm A, or any other entity related to Firm A. If this is Firm A’s initial QCM review, then Firm A is not independent to perform the peer review of Firm B until the QCM review is accepted. For all subsequent QCM reviews, Firm A will remain independent with respect to Firm B, as long as the QCM review is submitted by the due date. If Firm A elects not to have a QCM review performed before Firm B’s peer review commences, Firm A would not be considered independent for purposes of conducting the peer review. In all circumstances, the review team members cannot be directly involved in the development or maintenance of Firm A’s accounting and auditing manual, report to those who were directly responsible for the development or maintenance of the manual, or receive more than a de minimus amount of fees or other monies from the total revenues generated by the sale of the manual.

- 21-10** *Question*—Firm A performs a peer review of Firm B. Subsequently, Firm C performs a peer review of Firm B, and Firm D of Firm A. Would the restriction against reciprocity be violated if Firm B were now to review Firm A?

Interpretation—No. Although the standards state that reciprocal peer reviews are not permitted, that provision is intended only to prohibit back-to-back peer reviews when each firm has not had an intervening peer review by another firm or team. However, this may be a situation where the administering entity elects to perform oversight.

- 21-11** *Question*—A manager from Firm A served as a team member on the most recent peer review of Firm B. Can a reviewer from Firm B serve on the peer review team of Firm A?

Interpretation—No, because that would be considered a reciprocal review.

- 21-12** *Question*—Can an individual from Firm A be engaged by Firm B to perform a peer review of Firm B and subsequently be engaged the following year(s) to conduct an inspection of Firm B’s accounting and auditing practice or a consulting review? What about another individual from Firm A?

Interpretation—In both cases, yes; however, individual(s) from Firm A would not be eligible to perform Firm B’s subsequent peer review except as noted in Interpretation No. 21-2.

- 21-13** *Question*—Firm A included the qualifications of Firm B in a proposal for one or more specific engagements. Could either firm perform a peer review of the other following a successful proposal?

Interpretation—No, unless any fees paid to Firm B are not material to either of the firms; the firms do not share directly or indirectly, or participate in, the profits of the other; the firms do not share fees, office facilities, or personnel; the firms do not have joint ownership of a for-profit entity; and the firms do not exercise any direct or indirect management control over the professional or administrative functions of the other.

- 21-14** *Question*—A group of firms places an advertisement in a trade journal indicating that its members are “specialists” and provide the “best advice.” Although the firms are not specifically identified in the advertisement, a toll-free telephone number or Internet site is provided for contact. Can one firm in the group perform the peer review of another member firm in the same group?

Interpretation—No, because the group is marketing or selling services to potential clients on behalf of the firms, where the representations about the firms and the quality of their services are not objective or quantifiable.

- 21-15** *Question*—A group of firms places an advertisement in a trade journal. The advertisement indicates the number and geographical location of the member firms and states that its members provide professional accounting and auditing services to over 2,500 industry clients nationwide and that each of the member firms passed its most recent peer review. A toll-free telephone number or Internet site is provided for contact. Can one firm in the group perform the peer review of another member firm in the same group?

Interpretation—Yes, provided that the group is not a network as defined by Interpretation No. 26-2, the group has submitted the Association Information Form (AIF) to the board; and the group has received notification that the AIF was accepted because the representations in the advertisement are objective or quantifiable.

- 21-16** *Question*—What would be *objective and quantifiable* with respect to representations made in advertisements by an association of CPA firms, such as in brochures, pamphlets, Web sites, and the like?

Interpretation—Representations made in advertisements by an association of CPA firms would be considered *objective and quantifiable* provided that the association of CPA firms maintains documentation to support the representations and such documentation is available for review by the board. For example, if an association of CPA firms advertises that its members provide professional accounting and auditing services to a designated number of industry clients in a certain geographic area, some form of client listing should be maintained in support of the representation. If an association of CPA firms advertises that each of its member firms have passed peer review, letters from the entities accepting the peer review documents of those firms should be maintained. Representations should not be made by an association of CPA firms in their advertisements that designate themselves as “the best,” “the finest,” “uniquely qualified,” “prestigious,” “elite,” or other similar language. These superlative descriptions are generic words and terms that are too subjective. Also, such representations in advertisements by an association of CPA firms cannot be readily supported by any form of documentation that can be reviewed.

- 21-17** *Question*—Certain members of an association (that is, parent association) may form a partnership or subassociation, which is a grouping of association member firms for the purpose of cooperating to enhance the firms’ capabilities to provide professional services. Can members of the subassociation perform peer reviews on firms of the parent association that are not involved in the activities of the subassociation?

Interpretation—Although a member of a subassociation cannot peer review another member of the same subassociation, the existence of a subassociation by itself should not disqualify members of the subassociation from performing peer reviews of nonaffiliated member firms of the parent association. However, members of a subassociation should not perform peer reviews on firms of the parent association that are not involved in the activities of the subassociation if the parent association and subassociation belong to the same network as defined by Interpretation No. 26-2.

- 21-18** *Question*—Is independence impaired when the reviewers’ firm and the firm subject to peer review have arrangements with the same non-CPA owned entity (including all entities owned or controlled by a common parent company) where the partners of both firms are also employees of that non-CPA owned entity and remit revenues or profits, or both, to the non-CPA owned entity for payment of the lease of employees, office facilities, equipment, or other services provided by the non-CPA owned entity?

Interpretation—Yes, independence is impaired, and the firms involved with the non-CPA owned entity are precluded from participating in the peer review of one another or of other firms related to the non-CPA owned entity.

- 21-19** *Question*—A state CPA society places an advertisement promoting the CPA profession without identifying any specific firms. May firms whose personnel belong to that state CPA society provide peer review for each other?

Interpretation—Yes.

- 21-20** *Question*—Firm A and Firm B have shared office facilities for the last several years. Due to the growth of both firms, Firm B moved into new offices on January 1, 2007. In March 2009, Firm A engaged Firm B to perform the peer review of Firm A. Firm A’s peer review year-end is December 31, 2008. Can Firm A perform the peer review of Firm B?

Interpretation—Yes, because the firms did not share office facilities within the current peer review year and any subsequent periods thereafter.

- 21-21** *Question*—Firm A purchases an accounting and auditing manual developed by an association that it belongs to as its primary reference source. Personnel from Firm B who are also peer reviewers aided the association with the development of the manual by authoring significant sections of the manual. The association receives annual approval to form review teams for its member firms. Can the association include reviewers from Firm B on the review team to peer review Firm A?

Interpretation—Yes, as long as the following personnel from Firm B are not included on the review team: personnel directly involved in the development or maintenance of the association’s accounting and auditing manual (such as those who authored sections of the manual), personnel who report to those who were directly responsible for the development or maintenance of the manual, or personnel who receive more than a de minimus amount of fees or other monies from the total revenues generated by the sale of the manual.

- 21-22** *Question*—ABC, Inc. (an affiliate of Firm A) is a provider of audit manuals and guides for various industries. Firm B purchases an industry-specific audit manual from ABC, Inc., to assist with performing audit engagements for a niche industry. The niche industry represents an insignificant portion of Firm B’s overall audit and attest practice. Firm B does not purchase any other practice aids or manuals from ABC, Inc. Can Firm A perform the peer review of Firm B?

Interpretation—Yes, unless either the niche industry grows to become a more significant part of the firm’s overall practice and the same audit manual is used, or the niche industry is a must-select industry. If either occurs, then the industry manual would be assessed as being integral to Firm B’s system of quality control, and Firm A’s independence would be impaired (see Interpretations 21-1c and 159-1 for additional information on affiliate relationships). If ABC, Inc. had the relevant audit manual undergo an independent QCM review in compliance with the standards, Firm A’s independence would not be impaired. However, any reviewers from Firm A who participated in the development or maintenance of ABC, Inc.’s materials, report to those who were directly responsible for the development or maintenance of the materials, or receive more than a de minimus amount of the revenues generated from the sale of the materials would not be independent of Firm B and would not be approved as a part of the review team under any circumstances. This is applicable regardless of the nature of the materials purchased by Firm B, and includes audit programs, practice aids, and so on.

If the nature of the audit manual or guide purchased and adopted is not integral to Firm B’s system of quality control, independence would not be impaired. Factors that should be considered in assessing whether the manual is an integral part of the system of quality control include the size of the impacted portion of the firm’s practice (by industry, level of service, engagement hours, and so on); the risk associated with that portion of the firm’s practice (for example, must-select industries); the degree of reliance placed on the manual; the significance of the guidance provided by the manual to the related engagements; and so on.

- 21-23** *Question*—Reviewers from Firm A provide technical consultation to a third-party provider of QCM. The extent of the consultation entails reviewing portions of various guides for technical accuracy and providing feedback (if any) to the provider. The reviewers have no control over whether their feedback is addressed or how it impacts the end products ultimately marketed as the guides. Firm B uses guides developed by the provider as an integral part of its system of quality control. Can Firm A perform the peer review of Firm B?

Interpretation—Yes, Firm A would be independent for purposes of conducting the peer review of Firm B. However, when reviewers provide consulting or other services to third-party providers, they should assess whether their individual contributions were sufficiently significant to make them a part of the provider’s system. In this circumstance, the extent of the reviewers’ contributions does not make them a part of the provider’s system of quality control. Similarly, if the reviewers from Firm A authored or edited portions of a third-party provider’s guides or other materials, they should also assess the degree and impact of their contributions.

If the reviewers’ contributions went beyond simple consultation and entailed more formal technical review and approval procedures as a part of the development and maintenance process, or if the reviewers

exercised control within the development and maintenance process such that feedback and comments had to be addressed or incorporated into the materials, then the independence of Firm A is impaired. Firm A's independence would also be impaired if the reviewers authored or edited substantial portions of the guides. In both of these scenarios, the reviewers' contributions are significant to the provider's development and maintenance process such that the reviewers has effectively become a part of the provider's system of quality control.

If the provider elected to have an independent QCM review, and the scope of the review included the materials technically reviewed, authored, and so on by the reviewers, then Firm A's independence would no longer be impaired. However, the specific reviewers from Firm A who participated in the development or maintenance of the materials, report to those that were directly responsible for the development or maintenance of the materials, or receive more than a de minimus amount of the revenues generated from the sale of the materials would not be independent of Firm B.

Illegal Acts

- 23-1** *Question*—Paragraph .23 of the standards discusses the obligation for all those involved in carrying out the review to fulfill assigned responsibilities in a professional manner. What responsibilities do reviewers have to detect illegal acts during a peer review?

Interpretation—Reviewers have no responsibility to detect illegal acts that have either a direct or indirect effect on the firm's ability to practice public accounting. If a reviewer comes across an illegal act during a review, he or she should consider consulting with his or her attorney, and consult with appropriate AICPA staff.

Peer Review Documentation and Retention Policy

- 24-1** *Question*—Paragraph .24 of the standards notes peer review documentation should be prepared in sufficient detail to provide a clear understanding of its purpose, source, and the conclusions reached. How should the peer review be documented to comply with this requirement?

Interpretation—Among other things, peer review documentation includes records of the planning and performance of the work, the procedures performed, and conclusions reached by the peer reviewer. This includes documenting the risk assessment, the understanding of the firm's system of quality control, and tests of compliance (including checklists for the review of engagements and staff interviews when there are professional staff). The board has authorized the issuance of materials and checklists, including checklists for the review of engagements, to guide team captains, review captains, and other members of the review team in carrying out their responsibilities under these standards.

Ordinarily, materials and checklists developed and issued by the board are to be used by reviewers in carrying out their responsibilities under these standards. Based on its understanding of the reviewed firm's system of quality control and its assessment of peer review risk, the review team should determine if materials and checklists issued by the board are not sufficiently comprehensive to use on the review. In this event, other materials and checklists may be used; however, they must include the same elements as, and must be more comprehensive than those versions issued by the board. Reviews conducted utilizing alternate materials and checklists will require advance notice to the administering entity and the review must be subject to on-site oversight. It is the responsibility of the team captain or review captain to ensure that the materials and checklists used meet these standards. Failure to complete all relevant materials and checklists may create the presumption that the review has not been performed in conformity with these standards, and thus the administering entity should be consulted in advance of use of any equivalents to assist in reaching these conclusions.

- 25-1** *Question*—Paragraph .25 of the standards notes that all peer review documentation should not be retained for an extended period of time after the peer review's completion, with the exception of certain documents that are maintained until the subsequent peer review's acceptance and completion. What period of time should peer review documentation be retained and what documentation should be maintained until the subsequent peer review's acceptance and completion?

Interpretation—Peer review documentation prepared during system and Engagement Reviews, with the exception of those documents described in the following paragraphs, should be retained by the reviewing firm, the administering entity, and the association in an association formed review team (if applicable) until 120 days after the peer review is completed (see Interpretation No.25-2).

The reviewing firm and administering entities should retain the following documents until the firm's subsequent peer review has been completed:

- a. Peer review report and the firm's response, if applicable
- b. Letter notifying the firm that its peer review has been accepted
- c. Letter indicating that the peer review documents have been accepted with the understanding that the firm agrees to take certain actions, if applicable. The administering entity should retain the version signed by the firm
- d. Letter notifying the firm that certain required actions have been completed, if applicable
- e. Finding for Further Consideration (FFC) forms, if applicable
- f. Letter requesting the reviewed firm's completion of an implementation plan, if applicable (the administering entity should retain the version signed by the firm)
- g. Letter notifying the firm that the implementation plan has been completed, if applicable

Administering entities may also retain the following administrative materials until the firm's subsequent peer review has been completed:

- a. Engagement letters
- b. Scheduling information
- c. Review team appointment acceptance letters
- d. Due date extension and year-end change requests and approvals
- e. Settlement agreements received by the administering entity from the AICPA Professional Ethics Division related to individual members' performance on accounting, auditing, or attestation engagements

The administering entity's peer review committee or the board may indicate that any or all documentation for specific peer reviews should be retained for a longer period of time than specified in the preceding paragraphs because, for example, the review has been selected for oversight. All peer review documentation is subject to oversight or review by the administering entity, the board, or other bodies the board may designate, including their staff. All peer review documentation prepared by the administering entities is subject to oversight.

If a firm has been enrolled in an institute-approved practice-monitoring program but has not undergone a peer review in the last three years and six months since its last peer review because the firm has not performed engagements and issued reports requiring it to have a peer review, the documents previously noted should still be retained. The administering entity may also choose to retain the administrative documents noted, as applicable. The documents for a firm that has not been enrolled in an Institute-approved practice-monitoring program for the last consecutive three years and six months are not required to be retained.

- 25-2** *Question*—The standards and interpretations refer to *acceptance* and *completion* of peer reviews in several contexts, such as in relation to the retention policy for peer review documentation (paragraph .25 of the standards), when a review can be publicized (paragraph .146) and the qualifications for service as a peer reviewer (paragraph .31[c]) and a report acceptance body member (Interpretation No. 132-1). Is there a difference between the acceptance and completion dates of a peer review?

Interpretation—There is no difference in those cases in which the report and letter of response thereto, if applicable (peer review documents), are presented to the administering entity's peer review committee, and the committee requires no additional corrective action(s) related to the deficiencies or significant deficiencies in a peer review report with a rating of *pass with deficiency(ies)* or *fail* by the reviewed

firm, nor are there any revisions necessary to the peer review documents. In this circumstance, the date that the committee (or technical reviewer in most cases on an Engagement Review) makes this decision is defined as the acceptance date, and is also defined as the completion date of the peer review. The acceptance date is noted in a letter from the administering entity to the reviewed firm.

There is a difference between the acceptance and completion dates of a peer review when the peer review documents are presented to the committee and the committee does not require any revisions to the peer review documents but does require the reviewed firm to take corrective action(s) related to deficiencies or significant deficiencies in the report. In this circumstance, the acceptance date is defined as the date that the reviewed firm signs the letter from the administering entity agreeing to perform the required corrective action(s). The completion date is then defined as the date the committee decides that the reviewed firm has performed the agreed-to corrective action(s) to the committee's satisfaction and the committee requires no additional corrective action(s) by the reviewed firm. This date is noted in a final letter from the administering entity to the reviewed firm.

In either of the situations described in the preceding paragraphs, the committee may require revisions to any of the peer review documents or have other matters that require resolution. In those cases, a review may not be deemed as accepted nor completed until such date that the peer review document(s) is (are) revised or the matter is resolved to the satisfaction of the committee. When there are required revisions or other matters that require resolution and a follow up action has been requested by the committee, the date of acceptance is the later of the date the required revisions are made or the matters are resolved, OR the date the firm has agreed to the follow up action.

Associations of CPA Firms and Association Formed Review Teams

26-1 *Question*—Paragraph .26 of the standards states that a review team may be formed by a firm engaged by the firm under review (a firm-on-firm review) or an association of CPA firms authorized by the board to assist its members in forming review teams (an association formed review team). What criteria have been established by the board for association formed review teams?

Interpretation—Associations of CPA firms include any group, affiliations, or alliances of accounting firms. The term also applies to two or more firms or a group of firms (whether a formal or informal group) that jointly market or sell services. Firms and other entities in the association cooperate with one another to enhance their capabilities to provide professional services.

A member firm of an association may conduct a peer review of another association-member firm enrolled in the program, provided that the association is not a network as defined by Interpretation No. 26-2 and the association receives annual approval from the board. The National PRC administers this process on behalf of the board. The association must submit an AIF to the National PRC that must be approved by the board prior to any aspect of the review being planned, scheduled, or performed.

The AIF contains questions regarding general information about the association, independence matters, and whether the association requests to be approved to assist its members in the formation of review teams, provide technical assistance to such review teams, or do both. All review teams must still be approved by the administering entity. The AIF is subject to oversight by the board.

The approval of the AIF specifically relates to AICPA members of an association having the ability to perform peer reviews of other AICPA members in the same association enrolled in the program. Furthermore:

- a. Annual approval of the AIF does allow, where the association is not a network and has answered the specific questions making such a request, the association the ability to assist its members in the formation of review teams (association formed review teams) or to provide technical assistance to such review teams.
- b. The reviewed firm and administering entity, not the association, is ultimately responsible for ensuring that its peer review is scheduled, performed, and completed in a timely manner.
- c. Annual approval of the AIF does not grant the association the authority to administer the program; therefore, the association is not deemed an approved administering entity.

- d. Approval of the AIF is not an endorsement of, approval of, or has any applicability to a separate peer review program that an association may conduct or administer for non-AICPA members.
- e. If the association makes any representations (in brochures, directories, pamphlets, Web pages, or any marketing or selling materials regarding its member firms in obtaining engagements), in order for the AIF to be approved such representations must be objective and quantifiable.

For a member firm of an association to conduct peer reviews of another association-member firm enrolled in the program, in addition to the independence requirements related to network firms appearing in Interpretation No. 26-2 and other peer review independence requirements, the association and its member firms must meet the following independence criteria:

- a. The association, as distinct from its member firms, does not perform any professional services other than those it provides to its member firms or affiliates. For purposes of this requirement, *professional services* include accounting, tax, personal financial planning, litigation support, and professional services for which standards are promulgated by bodies designated by AICPA Council.
- b. The association does not make representations regarding the quality of professional services performed by its member firms to assist member firms in obtaining engagements unless the representations are objective or quantifiable. However, member firms may independently publicize their membership in the association. In addition, an association may respond to inquiries and prepare promotional materials that firms may use to obtain professional engagements on their own behalf.
- c. Referral or participating work among member firms is arranged directly by the firms involved.

An association may voluntarily elect to have an independent QCM review of its system of quality control to develop and maintain quality control materials used by its member firms (see paragraphs .154–.205 of the standards). An association may wish to have such a review to enable its member firms that use the materials it develops to have more efficient peer reviews. Associations that elect to have this type of review should consult with AICPA program staff.

An association formed review team,

- a. requires that a majority of the review team members, including the team captain in a System Review, and all members in an Engagement Review, be from association member firms.
- b. performs peer reviews in accordance with these standards, interpretations, and other guidance and the peer review report is issued on the letterhead of the team captain or review captain's firm and signed in the name of the team captain or review captain's firm (not the association).

Peer reviews performed by association-formed review teams are subject to oversight by the board and the administering entities and other bodies agreed upon by the board and the administering entity.

26-2 *Question*—How are the terms network and network firm defined for peer review purposes? Is it appropriate for a network firm to perform the peer review of a firm within the same network?

Interpretation—Consistent with Ethics Interpretation No. 101-17, for peer review purposes, a network is an association of entities that includes one or more firms that cooperate for the purpose of enhancing the firms' capabilities to provide professional services and share one or more of the following characteristics:

- a. The use of a common brand name (including common initials) as part of the firm name.
- b. Common control (as defined by generally accepted accounting principles in the United States of America) among the firms through ownership, management, or other means.
- c. Profits or costs, excluding costs of operating the association; costs of developing audit methodologies, manuals and training courses; and other costs that are immaterial to the firm.
- d. Common business strategy that involves ongoing collaboration amongst the firms whereby the firms are responsible for implementing the association's strategy and are held accountable for performance pursuant to that strategy.

- e. Significant part of professional resources.
- f. Common quality control policies and procedures that firms are required to implement and that are monitored by the association.

A network firm is a firm or other entity that belongs to a network. This includes any entity, including another firm that the network firm, by itself or through one or more of its owners, controls, as defined by generally accepted accounting principles in the United States of America is controlled by; or is under common control with. For a further description of the characteristics of a network and network firm, reference Ethics Interpretation 101-17.

It is not appropriate for a network firm to perform the peer review of a firm within the same network. A network firm is not considered to be independent with respect to other firms within the same network. The owners and employees of network firms are also not considered to be independent with respect to other firms within the same network. Whether an association is a network and whether an entity is a network firm should be applied consistently by all members of the association. Due consideration should be given to what a reasonable and informed third party would be likely to conclude after weighing all the specific facts and circumstances.

Organizing the System or Engagement Review Team

- 30-1** *Question*—Paragraph .30 of the standards states that a System Review team, a review captain on an Engagement Review, and, in unusual circumstances, any additional reviewers on an Engagement Review ordinarily should be approved by the administering entity prior to the planning and commencement of the review. How is this accomplished?

Interpretation—The firm and the reviewer should submit scheduling information as required by the administering entity, and the System Review team, a review captain on an Engagement Review, and, in unusual circumstances, any additional reviewers on an Engagement Review should be approved by the administering entity prior to the commencement of the review. The administering entity will consider various factors, including the industries of the engagements of the firm, its size, whether or not the review is administered by the National PRC, and other factors in relation to the knowledge and experience of the members of the review team to determine if the team has the appropriate qualifications and capability to perform the review.

Qualifying for Service as a Peer Reviewer

- 31b-1** *Question*—Paragraphs .31(b) and (c) of the standards state that an individual serving as a peer reviewer should be currently active in public practice at a supervisory level in the accounting or auditing function of a firm enrolled in the program and the firm (or all firms if associated with more than one firm) that the member is associated with should have received a report with a peer review rating of *pass* (previously referred to as an unmodified report) for its most recent System Review or Engagement Review that was accepted timely, ordinarily within the last 3 years and 6 months. Does this apply to all firms the individual is associated with? Is the individual still qualified to serve as a reviewer if the individual starts, or becomes associated with, a newly formed firm (or a firm that has not had a peer review)?

Interpretation—If the individual is associated as a partner with more than one firm, then each of the firms the individual is associated with should have received a report with a peer review rating of *pass* (previously referred to as an unmodified report) for its most recent System Review or Engagement Review that was accepted timely, ordinarily within the last three years and six months.

An individual who was previously a System Review team captain, a reviewer in a System Review or a review captain in an Engagement Review that starts or becomes associated with a newly formed firm (or a firm that has not had a peer review) may continue to serve in such capacity during a transition period. The transition period begins with the earlier of the dates of disassociation from the previous firm or when the individual starts or becomes associated with a new firm. The transition period ends with the earlier of 18 months from the beginning date or the peer review due date of the new firm. In no circumstances will the transition period exceed 18 months. The previous firm should have received a report

with a peer review rating of *pass* (previously referred to as an unmodified report) on its most recently accepted peer review, and the individual should meet all of the other qualifications for service as a team captain or reviewer in a System Review or review captain in an Engagement Review. An individual who was previously a team captain or reviewer in a System Review qualified to perform peer reviews administered by the National PRC or CPCAF PRP that starts or becomes associated with a newly formed firm (or a firm that has not had a peer review), or a firm enrolled in the program that has undergone a peer review administered by another administering entity, may serve as a team captain or a reviewer on a review administered by the National PRC under the same conditions and requirements mentioned previously.

- 31b-2** *Question*—What if the individual was a sole practitioner that has given up his or her own accounting and auditing practice, but is now serving in the capacity of an external quality control or concurring reviewer for other enrolled firms?

Interpretation—If the individual was a sole practitioner that has given up his or her own accounting and auditing practice, but is now serving in the capacity of an external quality control or concurring reviewer for other enrolled firms, he or she would meet many of the minimum requirements in paragraph .31(b) of the standards, except for being a professional employee of the firm the work is being performed for, and therefore he or she would not meet the qualification requirements to serve in the capacity of a peer reviewer.

- 31b-3** *Question*—If the individual is associated with a firm who received a report with a peer review rating of *pass with scope limitation* on its most recent System Review or Engagement Review, does this meet the qualification requirements to be a peer reviewer?

Interpretation—There are three different grades which can be considered “passing”: *pass*, *pass with scope limitation*, and *pass with deficiencies*. Only the first two (*pass* and *pass with scope limitation*) are acceptable grades in order to qualify as a peer reviewer.

Scope limitations under the previous standards were included only in modified or adverse reports. If the individual is associated with a firm who received a report which was *modified for a scope limitation* or *adverse for a scope limitation* on its most recent System Review or Engagement Review, this does not meet the qualification requirements to be a peer reviewer.

- 31b-4** *Question*—What further qualifications are necessary to perform a peer review of a firm whose review is required to be administered by the National PRC?

Interpretation—In order to be qualified to perform a peer review of a firm required to be administered by the National PRC, ordinarily a peer reviewer must currently be with a firm whose most recent review was administered by the National PRC or the CPCAF PRP. This is not a requirement for a peer reviewer on a review of a firm that elects (but is not required) to have their peer review administered by the National PRC.

- 31c-1** *Question*—Paragraph .31(c) of the standards indicates that a peer reviewer should be associated with a firm (or all firms if associated with more than one firm) that has received a report with a peer review rating of *pass* for its most recent System or Engagement Review that was accepted timely, ordinarily within the last three years and six months. What is meant by “accepted timely, ordinarily within three years and six months?”

Interpretation—Peer reviewers are expected to have their own firm’s peer review performed timely. They are also expected to cooperate with the program in all matters related to the peer review that could impact the firm’s enrollment in the program. The peer review workpapers and report for reviewers’ firms should be submitted on or before the extended due date, ordinarily within six months of the peer review year end. If a valid extension is approved by the administering entity, the review workpapers and report should be submitted by the approved extended due date. The review should be accepted by the administering entity ordinarily within 120 days of receipt of the workpapers and report from the reviewer. Indications of his or her firm’s noncooperation with the program may disqualify the peer reviewer from being able to schedule and perform reviews until the firm’s peer review has been accepted.

- 31d-1** *Question*—Paragraph .31(d) of the standards states that an individual serving as a peer reviewer should possess current knowledge of professional standards applicable to the kind of practice to be reviewed, including quality control and peer review standards. This includes recent experience in and knowledge

about current rules and regulations appropriate to the level of service applicable to the industries of the engagements the individual will be reviewing. How may such knowledge be obtained, and is there a minimum amount of CPE required to be a peer reviewer?

Interpretation—Such knowledge may be obtained from on-the-job training, training courses, or a combination of both.

If the administering entity determines that the peer reviewer does not have such experience, the peer reviewer may be called upon to justify why he or she should be permitted to review engagements in that industry. The administering entity has the authority to decide whether a reviewer or review team's experience is sufficient and whether they have the capability to perform a particular review whether related to high-risk engagements or other factors.

The fundamental purpose of CPE is to maintain or increase, or both, professional competence. AICPA members are required to participate in 120 hours of CPE every 3 years. In order to maintain current knowledge of accounting, auditing, and quality control standards, peer reviewers should obtain at least 40 percent of the AICPA required CPE in subjects relating to accounting, auditing, and quality control. Peer reviewers should obtain at least 8 hours in any 1 year and 48 hours every 3 years. The terms *accounting*, *auditing*, and *quality control* should be interpreted as CPE that would maintain current knowledge of accounting, auditing, and quality control standards for engagements that fall within the scope of peer review as described in paragraphs .06–.07 of the standards.

Peer reviewers have the responsibility of documenting their compliance with the CPE requirement. They should maintain detailed records of CPE completed in the event they are requested to verify their compliance. The reporting period will be the same as that maintained for the AICPA.

- 31f-1** *Question*—Paragraph .31(f) of the standards states that an individual serving as a peer reviewer on a System or Engagement Review should have provided the administering entity with information that accurately reflects the qualifications of the reviewer, including recent industry experience, and is updated timely. How is this accomplished?

Interpretation—Ordinarily, an individual serving as a reviewer on a System or Engagement Review should have completed a peer reviewer resume in accordance with guidance issued by the board that is updated timely and accurately reflects the qualifications of the reviewer, including recent industry experience. This may also be accomplished by providing similar information to those performing an on-site oversight under the direction of a National PRC panel.

- 31g-1** *Question*—Paragraph .31(g) of the standards indicates that a peer reviewer should be associated with a provider firm or affiliated entity that has received a QCM report with a review rating of pass for its most recent QCM review that was submitted timely (if applicable). Under what circumstances would the provider's independence with respect to user firms be impaired due to receiving a QCM report with a rating other than *pass*?

Interpretation—If the provider receives a report with a rating of pass with deficiencies, then the provider's independence with respect to user firms will be impaired and the provider will not be permitted to perform or schedule future peer reviews of user firms starting on the date that the QCM review is submitted. After accepting the report, the National PRC will identify a corrective action that will be communicated to the provider. Although the corrective action falls outside the reporting and acceptance process for reviews of QCM, it affords the provider an opportunity to maintain his or her independence with respect to users by remediating the deficiency identified in the report. The National PRC will set a date by which evidence of completion of the corrective action should be received. If evidence of completion of the corrective action is submitted by the date set by the National PRC, upon acceptance of the corrective action by the National PRC the provider's independence with respect to user firms will no longer be impaired. If evidence of completion of the corrective action is not submitted by the date set by the National PRC, the provider's independence with respect to user firms will be impaired until the completion of the provider's subsequent QCM review.

If the provider receives a report with a rating of fail, then the provider's independence with respect to user firms will be impaired and the provider will not be permitted to perform or schedule future peer reviews of user firms starting on the date that the QCM review is submitted. The provider's independence with respect to user firms will remain impaired until the completion of the provider's next QCM review.

- 32-1** *Question*—Paragraph .32 of the standards states that a team captain, or the review captain in limited circumstances, is required to ensure that all team members possess the necessary capabilities and competencies to perform assigned responsibilities and that team members are adequately supervised. The team captain or review captain has the ultimate responsibility for the review, including the work performed by team members. What do those responsibilities include?

Interpretation—Team members should be brought on to a team when the team captain, or the review captain in limited circumstances, does not possess the adequate qualifications necessary in order to perform the review of engagements within certain industries or type of engagement in the reviewed firm’s practice. In addition, there may be reasons, for instance depending on the size of the firm and its practice, that team members may be brought onto a team to assist the team captain in performing the review in an efficient and effective manner. Whether the team member is brought onto the team to cover certain industries or types of engagement, or just to assist the team captain in performing the review, it is still the responsibility of the team captain or review captain to ensure the team member selected has the appropriate qualifications and to supervise and review the work of the team member. The team captain or review captain is essentially relying on the work of the team member and accepting it as his/her own. The team captain or review captain should ensure that all of the workpapers (engagement questionnaires, MFCs, etc) completed by the team member are reviewed by the team captain or another appropriately qualified team member, and follow up with the reviewed firm or team member as necessary. By signing off on the Team Captain Checklist or Review Captain Checklist, the team captain or review captain is approving the team member’s workpapers and accepting responsibility for the work of the team member.

Team members may review their engagements prior to the team captain or review captain beginning their field work. Reviews of engagements that are performed by team members at locations other than the reviewed firm’s office are acceptable, but the quality of work must be at the same level as it would be had the review been performed at the reviewed firm’s office. In these situations, a review is considered to have commenced when the team member begins the review of engagements (if this is prior to the team captain or review captain beginning their fieldwork). All engagement checklists, MFC and FFC forms should be signed off by the team member prior to the exit conference. The team captain or review captain should consider if the team member should participate in the exit conference.

- 33-1** *Question*—Paragraph .33 of the standards states that a team captain in a System Review or a review captain in an Engagement Review should “have completed peer review training that meets the requirements established by the board.” Interpretation No. 132-1 states that each report acceptance body member should demonstrate proficiency in the standards, interpretations, and guidance of the program. Interpretation No. 132-1 also states that a technical reviewer charged with the responsibility for performing technical reviews should meet the requirements of the team captain or review captain training requirements established by the board. What peer review training meets the requirements established by the board and what are the criteria for demonstrating proficiency?

Interpretation—The peer review training and the criteria for demonstrating proficiency in the standards, interpretations, and guidance of the program is established from time to time by the board. Those criteria are located on the Peer Review page of the AICPA website.

- 33-2** *Question*—Paragraph .33 of the standards discusses the qualifications necessary to serve as a team captain in a System Review. Are there any other qualifications to be met to serve as a team captain?

Interpretation—For firms with greater than 400 professionals, with a *professional* defined as an individual who spends more than 25 percent of his or her time on accounting and auditing work that meets the criteria for a peer review, an individual who serves as the reviewed firm’s team captain or review captain for 2 successive peer reviews may not serve in that capacity for the reviewed firm’s next peer review.

- 34-1** *Question*—Paragraph .34 of the standards discusses that a peer reviewer or reviewing firm may have received communications from regulatory, monitoring, or enforcement bodies relating to allegations or investigations of the peer reviewer or reviewing firm’s accounting and auditing practice. A peer reviewer or reviewing firm may also have received notifications of limitations or restrictions on the peer reviewer’s or reviewing firm’s ability to practice. How do these allegations/investigations, limitations/restrictions, or both, affect the reviewer’s or reviewing firm’s ability and qualifications to perform the peer review?

Interpretation—The peer reviewer and reviewing firm should notify the relevant administering entity of any communications relating to allegations or investigations from regulatory, monitoring, or enforcement

bodies in the conduct of accounting, audit, or attestation engagements performed by the reviewer. For these purposes, an allegation/investigation is defined as a formal declaration, statement, or other similar assertion, the validity of which has not been established, indicating that there may be deficiencies in the reviewer or reviewing firm's compliance with a regulatory, monitoring, or enforcement body's (regulatory body) rules (procedures, laws, professional standards, or practices).

The peer reviewer and reviewing firm should notify the AICPA technical staff, then their relevant administering entity, of any limitations/restrictions on the peer reviewer's or reviewing firm's ability to practice. For these purposes, a limitation or restriction is a corrective/disciplinary action or sanction imposed on a reviewer or reviewing firm by a regulatory body. Examples include constraint of scope or volume of accounting and auditing engagements, required periodic reporting to the regulatory body, pre-issuance reviews of engagements, and/or additional peer review or professional education requirements.

The notifications should occur prior to the peer reviewer or reviewing firm's being engaged to perform a peer review, or immediately (if after engaged). The objective of the reviewer or reviewing firm informing the relevant administering entity or AICPA technical staff (as applicable) of such allegations/investigations, limitations/restrictions or both, is to enhance the program's oversight process, which includes ensuring that peer reviewers and reviewing firms are appropriately qualified to perform reviews.

The fact that a reviewer or reviewing firm has received communication(s) relating to allegations or investigations does not automatically mean that he, she, or it is ineligible to perform peer reviews. However, there could be situations where the nature, significance, or pervasiveness of the alleged deficiencies, and/or an already existing preponderance of evidence, would necessitate immediate action in order to address the public interest. The administering entity's peer review committee will consider and investigate, as deemed necessary, the specific circumstances, including whether any action, including performing oversight on the reviewer or reviewing firm, is appropriate. This decision can only initially be appealed to the administering entity's peer review committee. For actions previously appealed to the committee, if the reviewer or reviewing firm disagrees with the action(s), he or she may appeal the decision by writing the board, explaining why he or she believes that the action(s) are unwarranted. The board will review and consider the request and respond to it as necessary and appropriate.

However, an individual may not serve as a peer reviewer if his or her ability to practice public accounting has been limited or restricted in any way by the regulatory body beginning on the date he or she is notified by the regulatory body of the limitation or restriction, until it has been removed. If the limitation or restriction has been placed on the reviewer's firm, or one or more of its offices, then the board will consider and investigate the specific circumstances, including how the limitation or restriction relates to the firm's accounting and auditing practice and personnel, to determine whether any of the individuals associated with the firm may serve as reviewers.

The reviewer, reviewing firm, the relevant administering entity, and/or the AICPA technical staff may receive notification or knowledge of a limitation/restriction on a reviewer/reviewing firm when a review is in different stages (scheduling, commencement, fieldwork, acceptance or completion, within working paper retention period or not). In these circumstances, the board will consider various factors in determining if the review should be rescheduled, oversights or other additional procedures performed, or a new review performed.

- 34-2** *Question*—What if a reviewer or reviewing firm fails to notify the relevant administering entity and/or AICPA technical staff, as applicable, of any such allegations/investigations, limitations/restrictions or both relating to the conduct of his, her or its performance of accounting, audit, or attestation engagements within the specified time requirements?

Interpretation—If a reviewer or reviewing firm fails to notify the relevant administering entity and/or AICPA technical staff, as applicable, of such allegations/investigations, limitations/restrictions or both, within the specified time requirements of “prior to being engaged to perform a peer review, or immediately, (if after engaged)” the reviewer/reviewing firm is not cooperating with the program. The board will consider and investigate, as deemed necessary, what actions should be taken in the specific circumstances. These actions may include, but are not limited to, on-site oversight at the reviewer's expense, permanent removal from the list of qualified peer reviewers and referral to the AICPA's Professional Ethics Division for violating the AICPA Code of Professional Conduct.

- 34-3** *Question*—What are some types of communications of allegations/investigations or notifications of limitations/restrictions that are appropriately related to meeting the objectives described in this interpretation?

Interpretation—There are many types of communications and notifications that are appropriately related to meeting the objectives described in this interpretation. See Interpretation No. 181-1b-1 for a list, which is not intended to be all-inclusive, that represents examples of the types of organizations where communications of allegations/investigations or notifications of limitations/restrictions would be relevant to meeting the objectives of the requirement.

Other Planning Considerations and Reporting of PCAOB Inspection Results

- 40-1** *Question*—Paragraph .40 of the standards notes that the peer reviewer should inquire of the firm regarding the areas to be addressed in the written representation. What should be discussed with the firm regarding the PCAOB’s report as referred to in paragraph .181 of the standards (paragraph 1(e) of appendix B, “Considerations and Illustrations of Firm Representations”)?

Interpretation—If the firm has undergone a PCAOB inspection or inspections, the team captain should discuss with appropriate firm personnel the reports submitted by the PCAOB or in the absence of such reports, any findings that may have been communicated orally. The discussion should cover the reports or findings from the PCAOB’s most recent inspections, both immediately prior to or during the peer review year and subsequent to the peer review year covered, if applicable. The team captain should inquire about any open PCAOB inspections, the status of those inspections, and the firm’s corrective action plans. These discussions should focus on the results of the PCAOB’s inspection related to the firm’s system of quality control. The review team should consider what effects, if any, the matters contained in the reports could have on the planning or other procedures to be performed on the peer review. Although the PCAOB’s inspection only covers the firm’s SEC issuer practice, the PCAOB’s inspection reports may contain information related to offices, partners, or other matters that could assist the reviewer in assessing risk and planning peer review procedures. Discussion of these findings should not be interpreted to permit the peer reviewer to request the confidential portions of the PCAOB’s reports. Rather, relevant matters in the PCAOB’s reports are required to be discussed with the peer reviewer.

Understanding the Firm’s System of Quality Control

- 42-1** *Question*—Paragraph .42 of the standards requires the review team to obtain a sufficient understanding of the reviewed firm’s system of quality control. How should the review team address elements of the system that reside outside of the firm?

Interpretation—The review team should inquire of the firm regarding elements of the system of quality control residing outside of the firm, for instance, membership in associations, joint ventures, non-CPA owned entities, alternative practice structures, arrangements with outside consultants, third party quality control materials (QCM), or CPE (including whether they are peer reviewed) and other. The inquiries should include how they influence the firm’s system of quality control, for instance by providing consultation opportunities, CPE, and monitoring services. These elements should be considered and documented within the risk assessment.

- 42-2** *Question*—Many firms rely on third party quality control materials (QCM) as integral portions of the firm’s system of quality control. Many third party providers elect to undergo QCM reviews. How should the review team evaluate the results of a QCM review in its consideration of the design of a reviewed firm’s system of quality control?

Interpretation—An independent QCM review entails an assessment of the provider’s system of quality control to develop and maintain the QCM, and an assessment of the resultant materials. The QCM review report includes two opinions: one on the provider’s system to develop and maintain reliable aids (see paragraph .175) and a second on the reliability of the specific QCM covered by the review. The specific QCM opined on in the report will either be listed in the first paragraph of the report or in an addendum to the report. Firms utilize QCM as one of several key controls within their systems of quality control. Since the review team ordinarily assesses the suitability of the QCM as a part of its evaluation

of the design of the reviewed firm's system of quality control, placing reliance on the provider's QCM review results affects the assessment of the reviewed firm's peer review risk and impacts the nature, timing, and extent of the review team's evaluation of the firm's system of quality control.

The review team should obtain the QCM review results (i.e. the report, LOR [if applicable], etc.) to consider the impact on the reviewed firm's system of quality control. The provider's QCM review results may be obtained from the AICPA's website, the provider, or the reviewed firm. The review team should review the definitions of deficiencies and significant deficiencies in QCM reviews provided in paragraph .178 to understand the impact to the reviewed firm:

- If the provider received a pass report, then the review team can place reliance on the provider's QCM review results with respect to that portion of the reviewed firm's design of its system. This should be reflected in the review team's discussion of control risk in the overall peer review risk assessment. Ordinarily, a pass QCM report on materials that are integral to the firm will help lower control risk.
- If the provider received a pass with deficiencies report, the review team should first determine whether the deficiency(ies) impacted the reliability of one or more of the QCM listed in the report. Next, the review team should consider the reasons for the deficiencies identified in the report and assess their relevance to the reviewed firm. Once this assessment is made, the review team can determine the degree of reliance it can place on the provider's results.
 - a. If a deficiency or deficiencies is (are) impacting the reliability of one or more QCM used by the reviewed firm, the review team should determine whether the reviewed firm has mitigated the risk that its reliance on the QCM may lead to the firm not addressing one or more integral components of professional standards in its performance of audit or attest engagements.
 - b. If a deficiency or deficiencies that is (are) on the provider's system of quality control but do not directly affect the separate opinion on the QCM or is (are) specific to QCM that are not used by the reviewed firm (for example, a deficiency related to an employee benefit plan manual, but the firm only uses a construction manual from that provider), then once this assessment is made, the review team can determine the degree of reliance it can place on the provider's results.

The impact (or lack thereof) of a pass with deficiencies QCM report should be fully explained in the discussion of control risk in the overall peer review risk assessment.

- If the provider received a fail report, no reliance can be placed on the results, and the review team should evaluate and document the impact on the reviewed firm's system of quality control in the peer review risk assessment. The review team will also need to consider the impact on the peer review scope if the firm fully relied on QCM that are not reliable aids.

If the provider obtained a QCM review, but the specific QCM used by the reviewed firm were not opined on in the QCM report, the review team will need to perform the appropriate procedures to evaluate whether the QCM were suitably designed. See Interpretation 42-3 for additional information.

Independent reviews of providers of QCM generally occur on a triennial basis. The review team should always obtain the most recently accepted QCM report.

In addition, the review team should consider (a) the version date of the materials relative to the period covered by the report, and (b) the amount of time that's passed since the period covered by the report in determining the degree of reliance that can be placed on the QCM review results. Factors to consider include the following:

- The issuance of new standards
- Changes in regulatory requirements
- Changes in economic conditions that affect the provider
- Limitations or restrictions on authors of the materials
- Any substantial changes or updates to the materials

Regardless of the degree of reliance placed on the provider's QCM review results, the review team is still responsible for determining which forms, checklists, programs, etc. are used by the reviewed firm as a part of its system of quality control, how often the materials are updated, the degree of reliance that the reviewed firm placed on the materials, and assessing compliance with their use. The results of the provider's QCM review should weigh in the assessment of control risk, and be documented in the risk assessment.

For additional information on QCM reviews, please see paragraphs .154–.204, and Appendix A of the standards.

- 42-3** *Question*—How should the review team evaluate the adequacy of the materials relied upon by the reviewed firm when the materials were developed by a third party, and an independent QCM review was not completed?

Interpretation—To plan the review, similarly to when materials are internally developed, the review team should obtain a sufficient understanding of the reviewed firm's system of quality control with respect to compliance with each of the quality control elements of the Statements on Quality Control Standards (SQCS). As a part of obtaining that understanding, the review team should assess the suitability of the QCM utilized by the reviewed firm. See paragraphs .167–.176 for the procedures typically performed in assessing QCM.

Considering the Firm's Monitoring Procedures

- 45-1** *Question*—Paragraph .45 of the standards notes that the review team should obtain a sufficient understanding of the reviewed firm's monitoring policies and procedures since its last peer review, and their potential effectiveness, to plan the current peer review. In doing so, the review team may determine that the current year's internal monitoring procedures could enable the review team to reduce, in a cost-beneficial manner, the number of offices and engagements selected for review or the extent of the functional area review. What are some factors to consider in obtaining an understanding of the firm's monitoring procedures? If the review team plans to consider the current year's internal inspection procedures to reduce the scope of the peer review, what procedures are necessary?

Interpretation—Factors to consider in obtaining the understanding of the firm's monitoring procedures include

- a. the qualifications of personnel performing the monitoring procedures.
- b. the scope of the monitoring procedures (coverage of functional areas and engagements and the criteria for selecting offices and engagements for review).
- c. the appropriateness of the materials used for monitoring procedures (for example, questionnaires or checklists and instructions).
- d. the depth of the review of individual engagements, particularly with respect to the review of working papers and coverage of significant areas.
- e. the findings of the monitoring procedures, including internal inspections.
- f. the nature and extent of reporting and communicating the results of the monitoring procedures.
- g. the follow-up of findings resulting from the monitoring procedures.

In making a judgment about the effects that the firm's current year's internal inspection procedures will have on the selection of offices and engagements to be reviewed, the review team should consider the size of the firm and the potential effectiveness of the internal inspection procedures.

If internal inspection procedures were not, or will not be, performed to cover the review year, the review team may not consider the prior year's internal inspection procedures to reduce the scope of the peer review.

If the review team does not plan to consider the reviewed firm's current year's internal inspection procedures to reduce the scope of the peer review, the review team need not necessarily perform the review

of any of the engagements on which internal inspection procedures were performed by the reviewed firm. However, the review team may still wish to reperform the review of a few such engagements to assist the review team in obtaining a better understanding of the effectiveness of the internal inspection procedures performed by the reviewed firm.

If the review team plans to consider the current year's internal inspection procedures to reduce the scope of the peer review, the review team should test the firm's internal inspection procedures at selected offices and on selected engagements. These tests should be sufficient to provide the review team with a basis for determining whether (a) the reviewed firm's internal inspection procedures were applied properly in the reviews of individual practice offices and engagements, (b) the practice office and Engagement Reviews were carried out conscientiously by competent persons with appropriate expertise and objectivity, and (c) the findings from the reviewed firm's internal inspection procedures are indicative of the work performed in the particular office and therefore can be considered by the review team to reach an overall conclusion regarding the reviewed firm's compliance with its quality control policies and procedures. The testing of internal inspection procedures can be performed (a) contemporaneously with the reviewed firm's internal inspection procedures (commonly called *piggyback reviews*) or (b) after the internal inspection procedures are completed. Because of the insight gained from observing the performance of internal inspection procedures, a review team testing the effectiveness of internal inspection procedures contemporaneously is generally in a better position to assess the effectiveness of the procedures.

When the review team tests the effectiveness of the internal inspection procedures contemporaneously with the performance by the internal inspection team performing the procedures, the review team should visit selected practice offices during the performance of the internal inspection procedures to (a) reperform the review of a sample of engagements subjected to internal inspection procedures and (b) reperform the review of a sample of the quality control policies and procedures (functional elements) subjected to internal inspection procedures in the office. During the visits, the review team should compare its findings to the internal inspection team's findings and resolve any differences. In addition, if applicable, the review team should attend discussions of engagement findings and the overall office findings.

When the review team tests the effectiveness of the internal inspection procedures after the procedures have been completed, the review team should reperform the review of a sample of engagements and the quality control policies and procedures (functional elements) subjected to internal inspection procedures in the office(s). The review team should compare its findings to the internal inspection team's findings and resolve any differences.

- 45-2** *Question*—Is there more guidance regarding the extent that scope may be reduced, and what factors must be considered and steps performed in order to conclude on the effectiveness? In addition, may a review team apply this same guidance to the involvement of and results from regulatory oversight?

Interpretation—Peer reviewers should refer to guidance on reducing scope included in section 3100 *Supplemental Guidance*. If, after considering that guidance, the peer reviewer plans on significantly reducing the scope of the procedures he or she will be performing, he or she is required to inform AICPA technical staff during peer review planning.

Understanding, Assessing, and Documenting Peer Review Risk Factors and Risk Assessment

- 52-1** *Question*—Paragraphs .46–.52 discuss peer review risk factors and risk assessment. What other guidance should be considered?

Interpretation—Reviewers must assess peer review risk and use a risk-based approach in the selection of engagements and offices for review. Reviewers should formalize the risk assessment before arriving on-site in the reviewed firm's office and before selecting one or more engagements for review, otherwise they should expect ineffectiveness and, at the very least, inefficiency.

Inherent Risk Factors

In assessing inherent risk factors, the reviewer should consider

- circumstances arising within the firm (for example, the firm or individual partners have engagements in several specialized industries);
- circumstances outside the firm that impact the firm's clients (for example, new professional standards or those being applied initially for one or more clients, changes in regulatory requirements, adverse economic developments in an industry in which one or more of the firm's clients operate, or significant developments in the client's organization); and
- variances that may occur from year to year, engagement to engagement or, perhaps, from partner to partner, within the firm (for example, inherent risk will always be higher for an audit of a company or organization operating in a high-risk industry than for a compilation of financial statements without disclosure for a company operating in a noncomplex industry; and there are many situations between these two extremes).

Control Risk Factors

Assessing control risk requires reviewers to evaluate the effectiveness of the reviewed firm's quality control policies and procedures in preventing the performance of engagements that do not comply with professional standards. When assessing control risk, the review team should evaluate the reviewed firm's quality control policies and procedures and discuss with the firm if it considered the guidance in AICPA Accounting and Auditing Practice Aid *Establishing and Maintaining A System of Quality Control for a CPA Firm's Accounting and Auditing Practice*. The reviewer should evaluate whether the reviewed firm has adopted appropriately comprehensive and suitably designed policies and procedures for each of the elements of quality control in the context of the firm's overall control environment and the inherent risk embodied in its accounting and auditing practice.

The assessed levels of risk are the key considerations in deciding the number and types of engagements to review and, where necessary, offices to visit. Through the assessment of risk, the reviewer determines the coverage of the firm's accounting and auditing practice that will result in an acceptably low peer review risk. Engagements selected should provide a reasonable cross-section of the firm's accounting and auditing practice, with a greater emphasis on those engagements in the practice with higher assessed levels of peer review risk.

Reviewers must document, as part of the Summary Review Memorandum (SRM), the risk assessment of the firm's accounting and auditing practice and its system of quality control, the number of offices and engagements selected for review, and the basis for that selection in relation to the risk assessment. To effectively assess risk of the firm's accounting and auditing practice and its quality control policies, risk assessment documentation should not only address the engagements selected and the reasoning behind that selection, but also the environment of the firm and its system of quality controls. Some factors that should be considered in assessing risk include the following:

- The relationship of the firm's audit hours to total accounting and auditing hours
- Size of the firm's major engagement(s), relative to the firm's practice as a whole
- Initial engagements and their impact on the firm's practice
- The industries in which the firm's clients operate, especially the firm's industry concentrations
- The results of the prior peer review
- Owners' CPE policies and the firm's philosophy toward continuing education (Accumulate the necessary hours or maintain the needed skills and improve delivery of professional services.)
- The firm's monitoring policies
- Adequacy of the firm's professional library

- Risk level of the engagements performed (For example, does the firm perform audits of employee benefit plans, entities subject to Circular A-133, and others under *Government Auditing Standards*, HUD-regulated entities, and others with high-risk features or complex accounting or auditing applications?)
- Have there been any major changes in the firm's structure or personnel since the prior peer review?

Detection Risk

Inherent risk and control risk directly relate to the firm's accounting and auditing practice and its system of quality control, respectively, and should be assessed in planning the review. Based on the combined assessment, the reviewer selects engagements for review and determines the scope of other procedures to reduce the peer review risk to an acceptable level. The lower the combined inherent and control risk, the higher the detection risk that can be tolerated. Conversely, a high combined inherent and control risk assessment results in a low detection risk and the resulting increase in the scope of review procedures.

See section 3100 *Supplemental Guidance* for an example of an appropriately documented risk assessment in the SRM.

Review of CPE Records During a Peer Review

- 53-1** *Question*—Paragraph 53 discusses testing the functional areas of a firm. What are some factors to consider regarding continuing professional education (CPE) records?

Interpretation—In accordance with SQCS 8, a firm should establish policies and procedures designed to provide it with reasonable assurance that its personnel have the appropriate competence, capabilities, and commitment to ethical principles. Such policies and procedures should address, among other items, professional development (including training or CPE). The fundamental purpose of CPE is to maintain/increase professional competence. Team captains on System Reviews should carefully consider a firm's CPE policies and the firm's philosophy toward continuing education when assessing risk during planning. In addition, team captains should carefully test a firm's CPE records to the extent deemed necessary during their testing of the functional areas of a firm. They should ascertain that the appropriate amounts and types (accounting, auditing and quality control) of CPE are being taken by the appropriate firm personnel, including that personnel are in compliance with CPE requirements for boards of accountancy in states in which the firm's personnel are licensed. The team captain should also consider if the firm is taking appropriate action to correct situations where personnel are not in compliance with CPE requirements. The lack of appropriateness and/or quality of a firm's compliance with CPE requirements can be the systemic cause of a matter, finding or deficiency and thus affect the firm's peer review results. A team captain's diligence in considering and testing CPE can impact the quality of the peer review and hence the program's goal of improving audit quality. A team captain's steps in considering and testing CPE during a peer review are subject to review and oversight by the administering entity.

Planning and Performing Compliance Tests of Requirements of Voluntary Membership Organizations

- 54d-1** *Question*—Paragraph .54(d) discusses the peer reviewer's requirement in a System Review to review other evidential material as appropriate, including selected administrative or personnel files. Should the reviewer test the firm's compliance with requirements of voluntary membership organizations?

Interpretation—Voluntary membership requirements that are not directly imbedded into the firm's written system of quality control for its accounting and auditing practice are not tested as a part of the peer review. In addition, voluntary membership requirements, even those included in the firm's written system of quality control, that do not directly contribute to the firm's compliance with the requirements of the SQCSs are not tested, addressed, or reported on in the peer review process. Those membership requirements that are specifically imbedded into the firm's written system of quality control and directly contribute to the firm's compliance with the SQCSs are within the scope of peer review, but not because

they are a membership requirement, but rather because they are an integral part of the firm's system of quality control for the firm to comply with the SQCSs. In this instance, any matters, findings, or deficiencies noted in these areas would only be addressed as they relate to the firm's system of quality control and they would not be described as related to the voluntary membership requirements.

Inclusion of Engagements and Aspects of Functional Areas in the Scope of the Peer Review

55-1 *Question*—Paragraph .55 of the standards notes that there is a presumption that all engagements and all aspects of functional areas otherwise subject to the peer review will be included in the scope of the review. Could a firm have a legitimate reason for an exclusion and what is the effect on the performance of the review?

Interpretation—In rare situations a reviewed firm may have legitimate reasons for excluding certain engagements or certain aspects of functional areas, for example when an Engagement or an employee's personnel records are subject to pending litigation. In those instances a reviewer should carefully consider the implication of such exclusions. Those considerations should include assessing the reasonableness of the reasons for the exclusions and assessing the affect on peer review risk assessments and scope, including whether alternate procedures can be performed. To reduce the potential for disagreement about such matters among the reviewed firm, the reviewer, and the administering entity, ordinarily, when the reviewed firm contemplates excluding engagement(s) or aspect(s) of functional area(s), it should notify the team captain in a timely manner and submit a written statement to the administering entity, ordinarily prior to the commencement of the review, indicating (a) it plans to exclude an engagement(s) or aspect(s) of functional area(s) from the peer review selection process, (b) the reasons for the exclusion, and (c) it is requesting a waiver for the exclusion. The administering entity should satisfy itself concerning the reasonableness of the explanation before agreeing to the exclusion.

For peer reviews overseen by a panel preassigned by the administering entity for on-site oversight purposes, the reviewed firm should notify the team captain in advance that it is probable that engagement(s) or aspect(s) of functional area(s) will be excluded from the review, the general reasons for such exclusion, and a detailed description of the procedures used to identify and assess those situations. The panel as previously described should determine that those procedures are appropriate in light of the circumstances. They should consider the level of oversight to which the review may be subject and the level of involvement that members of the board have in that oversight. In addition, they should consider the practicality of selecting a replacement and the availability of other engagement(s) or aspect(s) of functional area(s) as appropriate replacements. Ordinarily, the greater the population to select from, the more there is an opportunity to find an appropriate replacement, and the less there is a risk that there is a scope limitation.

The administering entity (or panel as previously described) should approve the request to exclude engagement(s) or aspect(s) of functional area(s) as the situation arises only when it is satisfied that, based on the reasonableness of the procedures used to identify and assess the situations and the other factors described in the preceding, there will be no limitations on the scope of the review.

Regardless of the approach used to notify the administering entity of exclusions, the reasons for the exclusions and the risk assessment implications should be fully documented in the peer review working papers, and the peer review committee should consider those factors as part of its evaluation and acceptance process.

An administering entity may conclude that scope has been limited due to circumstances beyond the firm's control and the review team cannot accomplish the objectives of those procedures through alternate procedures, thus precluding the application of one or more peer review procedure(s) considered necessary in the circumstances. For example, ordinarily, the team would be unable to apply alternate procedures if the firm's only engagement in an industry that must be selected is unavailable for review and there isn't an earlier issued engagement that may be able to replace it, or when a significant portion of the firm's accounting and auditing practice during the year reviewed had been divested before the review began. In these circumstances, the team captain or review captain should consider issuing a report with a peer review rating of *pass (with a scope limitation)*, *pass with deficiency (with a scope limitation)*,

or *fail (with a scope limitation)*, as applicable. The existence of a scope limitation in and of itself does not result in a report with a peer review rating of *pass with deficiencies* or *fail*; it is in addition to the grade that was determined to be issued (which is why it is possible to have a report with a grade of *pass (with a scope limitation)* to which there would be no letter of response).³

If the administering entity (or panel as previously described) concludes that there is not a legitimate reason for the requested exclusion and the firm continues to insist on the exclusion, it should be evaluated whether this is a matter of noncooperation (see Interpretation No. 5h-1).

Office and Engagement Selection in System Reviews

56-1 *Question*—Paragraph .56 of the standards provides factors to consider when assessing peer review risk at the office level. What are some other examples of factors to consider?

Interpretation—Other examples of factors to consider when assessing peer review risk at the office level follow. This list is for illustrative purposes only, and does not include all possible inherent and control risk factors, nor is the peer reviewer required to consider every item on the list when assessing inherent and control risk:

- Offices with one or a few engagements comprising a significant portion of the office's accounting and auditing practice
- Offices with concentrations of high risk engagement
- Offices with a pattern of litigation or regulatory actions
- Offices identified in the preceding peer review or through monitoring procedures as operating at a level significantly below the firm's quality standards
- Offices with an unreasonably large number of accounting and auditing hours per engagement partner
- Offices with only one or a few engagements in a specialized industry
- Offices not subjected to monitoring procedures or not scheduled to be subject to monitoring procedures since the last peer review
- Offices where individual partners practice in many industries
- Offices in geographic areas that are experiencing economic hardships
- Offices with numerous clients in industries experiencing economic hardships

58-1 *Question*—Paragraph .58 of the standards provides guidance on steps to follow if a current year's engagement has not been completed and issued. What is the impact, if any, for audit engagements subject to professional standards, statutes, regulations, or the firm's quality control policies, which may allow a specified time for an assembly process after issuance?

Interpretation—Professional guidance indicates that auditors should not date the audit report until they have obtained sufficient appropriate audit evidence to support the opinion. At that point audit documentation should have been reviewed, financial statements should have been prepared, and management should have asserted its responsibility for them. Document completion dates specify a date certain by which assembly of the audit file must be completed. During the period leading up to that date, changes can be made to the audit documentation to complete the documentation and assembly of audit evidence, perform routine file-assembling procedures, sign off on file completion checklists and add information received after the date of the auditor's report; for example, an original confirmation that was previously faxed. However, the sufficient appropriate audit evidence would have already been required to be in place when the report was dated and thus would be in place when it was issued. Thus, there is no impact on the process of selecting engagements for review.

³ This is different than the pre-2009 standards whereby a scope limitation was treated as a modified peer review report.

- 58-2** *Question*—What if the incomplete engagement is an initial engagement and there is no comparable engagement?

Interpretation—If there is an incomplete engagement (which is an initial engagement) and there is no comparable engagement, the firm should request an extension from the administering entity. The administering entity will consider the circumstances and evaluate whether there is actually a matter of non-cooperation (see Interpretation No. 5h-1). Although the administering entity will otherwise likely grant the extension, the firm needs to consider if it will be meeting the requirements of its state board of accountancy or other regulatory bodies. If an extension is not possible, the peer review should be performed and the report should include a scope limitation.

If the situation arose due to a permanent change in the nature of the firm's business, the firm should consider requesting a change in its peer review year-end date. If there is any uncertainty concerning how the situation should be handled, the administering entity should be contacted. See section 3100 *Supplemental Guidance* for an example when there is an initial engagement performed under *Government Auditing Standards* (GAS, also known as the Yellow Book) meeting the preceding criteria.

- 58-3** *Question*—Paragraph .58 of the standards indicates that if the subsequent year's engagement has been completed and issued, the review team should consider, based on its assessment of peer review risk, whether the more recently completed and issued engagement should be reviewed instead. What are some factors to be considered and implications on the peer review?

Interpretation—Other than consideration of the firm's risk assessment and the factors that contributed to it, the reviewer may consider if the subsequent engagement was performed during or after the peer review year. In addition, the reviewer should consider the number of subsequent engagements available and selected for review, as well as the differences in issues encountered in the engagements whether the year-end was within the peer review year or subsequent to it. The greater the number of subsequent year engagements selected, the greater the risk that the results of the review are not appropriate or matched in relation to the peer review year covered by the report and the related peer review results. In some situations, the team captain should consider whether it is more appropriate to issue the peer review report on the subsequent year. However, this should be a rare situation, would require advance approval from the administering entity, and that entity may request that the next review be accelerated to put the firm back on cycle. If many of the subsequent engagements have been issued, the reviewer should discuss the timing of the peer review with the firm so that future reviews may benefit from the results of the peer review before the subsequent engagements are issued.

- 59-1** *Question*—Paragraph .59 of the standards requires that engagements selected for review should provide a reasonable cross section of the reviewed firm's accounting and auditing practice, with greater emphasis on those engagements in the practice with higher assessed levels of peer review risk, and the guidance provides examples of factors to consider when assessing peer review risk at the engagement level. What are some other considerations?

Interpretation—A reasonable cross section of a firm's accounting and auditing practice, not only includes consideration of the specific industries that are required to be selected, but other industries that have a significant public interest. Industries that have a significant public interest are those that benefit the general welfare of the public, such as those that have recent regulatory and legislative developments (for example broker-dealers). Public interest industries will vary across firms and reviewers should consider the composition of a firm's accounting and auditing practice when determining if their risk assessment should address a public interest industry. The reviewer also needs to carefully consider the industries that the firm has identified in the category of "other audits" when determining whether to select such an engagement(s). A selection consisting solely of public interest industries would not necessarily represent a reasonable cross section. Other factors to consider in selecting a reasonable cross section may include the number of partners, the number of practice offices, and materiality thresholds of accounting and auditing hours.

The reviewer should explain and document in the *Summary Review Memorandum* key decisions that he or she made when he or she chose not to select any one or more of the following: a level of service, industries in which a significant public interest exists, and industries in which the firm performs a significant number of engagements. This does not give authority to the reviewer to avoid selecting an engagement(s) by simply documenting the reason(s) why he or she did not select certain engagement(s).

Therefore the reviewer should document important considerations regarding the engagement selection process.

A reasonable cross section does not always require that at least one engagement from every level of service provided by the firm be selected for review; however, it often may be appropriate in the circumstances. There is no percentage of coverage that necessarily ensures a reasonable cross section. Therefore, there is a relationship between a risk-based approach and a reasonable cross section when selecting engagements, and in that regard each peer review needs to be considered on a case-by-case basis.

The following are examples of risk considerations when addressing obtaining a reasonable cross section of the engagements, including engagements that must be selected and non-carrying broker-dealers. It is expected that the various types of engagements within an industry are specifically addressed in the risk assessment. Similar considerations should be made for industries that have a significant public interest.

- a. *Governmental—Government Auditing Standards*—Inclusion of a must select engagement should not supersede the reviewer's consideration of engagements and industries that have a significant public interest such as state and local governments, school districts and HUD engagements. For example, if for-profit HUD multi-family housing project audit engagements constitute a significant percentage of a firm's practice, one would expect the reviewer to select at least one such engagement for review. However, if the firm also performed an audit of an engagement subject to Circular A-133, such as a local government or not-for-profit organization, one such engagement must also be selected to perform an evaluation of the firm's compliance with Circular A-133. Peer reviewers should also consider audit firm experience such as how many governmental audits the firm performs, the length of experience in performing these engagements, the size of the audit firm, team members with experience, and CPE or specialized training. Further consideration should be given to communications from regulatory agencies.
- b. *Employee benefit plans*—For employee benefit plans under ERISA, the peer reviewer should consider whether the engagement selection process has adequately addressed the risks involved in limited versus full scope audits and in different types of benefit plans such as defined benefit, defined contribution, and voluntary health and welfare plans. If a firm has more than one of the preceding types of plans, the reviewer must consider the unique risks associated with that type of plan and document how these risks were addressed in the risk assessment. Peer reviewers should also consider audit firm experience such as how many ERISA audits the firm performs, the length of experience in performing these engagements, the size of the audit firm, team members with experience, and CPE or specialized training. Further consideration should be given to communications from regulatory agencies.
- c. *Depository Institutions*—For FDICIA engagements, peer reviewers should take into consideration the amount of total assets held by the federally insured depository institution (less than \$500 million, more than \$500 million, more than \$1 billion). Peer reviewers should also consider audit firm experience such as how many FDICIA audits the firm performs, the length of experience in performing these engagements, the size of the audit firm, team members with experience, and CPE or specialized training. Further consideration should be given to the risks of the audited company such as the level of reporting the institution complies with (the holding company level or the bank subsidiary level and the regulatory issues associated with each), the balance of the lending portfolio (the industries and concentration percentage of the portfolio), any regulatory correspondence and examination results, capital ratios, financial institution management experience, economic environment and geographic location of the institution, number of branches, and experience and longevity of the board of directors and audit committee.
- d. *Broker-dealers*—The peer reviewer should consider whether the engagement selection process has adequately addressed the risks involved in carrying and non-carrying broker-dealers. Consideration of carrying broker-dealers should include carrying, clearing, and custodial broker-dealers. Consideration of non-carrying broker-dealers should include introducing broker-dealers. The peer reviewer should also consider other types of broker-dealers that fit the description of carrying and non-carrying broker-dealers in Interpretation No. 63-2. If a firm has more than one of the preceding types of audits, the reviewer must consider the unique risks associated with that type of audit and document how these risks were addressed in the risk assessment. For all

broker-dealer engagements, the peer reviewer should consider audit firm experience such as how many broker-dealer audits the firm performs, the length of experience in performing these engagements, the size of the audit firm, team members with experience, and CPE or specialized training. Further consideration should be given to communications from regulatory agencies. For non-carrying broker-dealers, the peer reviewer's risk assessment is expected to address the risks associated with those broker-dealers (for example, if the broker-dealer has some form of custody and control that may create risk and require additional internal controls).

59-2 *Question*—Paragraph .59 of the standards provides factors to consider when assessing peer review risk at the engagement level. What are some other examples of factors to consider?

Interpretation—Other examples of factors to consider when assessing peer review risk at the engagement level follow. This list is for illustrative purposes only, and does not include all possible inherent and control risk factors, nor is the peer reviewer required to consider every item on the list when assessing inherent and control risk:

- Engagement size, in terms of the hours required to plan and perform it
- Engagements involving experienced personnel hired from other firms, and partners who also have office, regional or firm-wide management, administrative, or functional responsibilities
- Engagements where work on segments has been referred to other firms, foreign offices, domestic or foreign affiliates, or correspondents
- Engagements where one or more affiliated entities (for example, parent companies and subsidiaries or brother and sister companies) constitute a large portion of the firm's overall clientele
- Engagements identified in the firm's quality control System or guidance material as having a high degree of risk
- Engagements where departures from professional standards and failure to comply with the firm's quality control policies and procedures were noted in the preceding year's monitoring procedures
- Engagements in industries where the firm has experienced high instances of litigation, proceedings, or investigations
- Engagements affected by recently implemented revisions of the firm's quality control policies and procedures
- Engagements affected by newly effective professional standards
- Clients in industries in poor financial condition
- Clients in industries with complex or sophisticated transactions
- Engagements from merged-in practices
- Engagements subject to *Government Auditing Standards*
- Engagements subject to the Employee Retirement Income Security Act of 1974 (ERISA)
- Engagements subject to the Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA)
- Audits of securities and commodities broker-dealers

59-3 *Question*—What factors should be considered if a firm has an office in a foreign country or other territory?

Interpretation—The standards are intended for firms of AICPA members who are engaged in the practice of public accounting in the United States or its territories. Some firms also have offices in foreign countries or their territories ("foreign jurisdictions"), including the Cayman Islands and Bermuda. One important factor to consider in determining whether reports issued for clients in those foreign jurisdictions are to be included in the scope of the peer review is the letterhead of the report issued. For instance, ordinarily if a U.S. firm issues a report on letterhead from its office in that foreign jurisdiction,

the engagement would not be included in the scope of the peer review. Another factor is whether the reports issued for clients in the foreign jurisdictions are addressed by guidance from the state board of accountancy(s) that issues the firm's license(s). Team or review captains should consult with AICPA technical staff if there is any question of whether an engagement is subject to peer review under these circumstances. In addition, reviewed firms need to consider whether there are peer review or practice monitoring requirements issued by the licensing authority of the foreign jurisdiction which are applicable to the reviewed firm.

- 61-1** *Question*—Paragraph .61 of the standards requires that at least one engagement from the initial selection to be reviewed should be provided to the firm once the review commences and not provided to the firm in advance (the surprise engagement). What steps should be followed when making the selection of the surprise engagement?

Interpretation—The following steps should be followed:

1. Complete the risk assessment as described in paragraphs .46–.52 of the standards.
2. Plan the compliance tests as described in paragraphs .53–.63 of the standards and determine which engagements should be selected for the review, independent of any surprise selections.
3. Based on those engagements selected for review, determine which engagement should be the surprise engagement. If the risk assessment warrants, more than one surprise engagement may be selected.

Although the standards indicate that the engagement should be the firm's highest level of service (which ordinarily means an audit), in situations where the audit cannot be the surprise selection (for instance, if there is only one audit required to be selected or the only audit is a must select engagement), an engagement from the next highest level of service should be selected. It is not always possible for the reviewer to know whether a reviewed firm expects a certain engagement to be selected. Reviewers are asked to use their professional judgment in these situations. The selection should be based on the risk assessment performed in step 1 and the engagement should be from the list of engagements determined in step 2. The team captain should not increase the original scope of the selection whether another audit or another level of service is selected as the surprise engagement.

See section 3100 *Supplemental Guidance* for several examples for selecting surprise engagements.

- 61-2** *Question*—How does the requirement to select a surprise engagement apply for a System Review performed at a location other than the reviewed firm's offices (Interpretation No. 8-1)?

Interpretation—For System Reviews approved by the administering entity to be performed at a location other than a reviewed firm's offices, engagements selected to be reviewed are submitted to the reviewer by the firm. As a result, the requirement to select a surprise engagement on a System Review performed at a location other than the reviewed firm's offices is not applicable.

- 62-1** *Question*—Paragraph .62 of the standards requires that the team captain consult with the administering entity about the selection of engagements for review if the team captain finds that meeting all of the criteria in the related guidance results in the selection of an inappropriate scope of the firm's accounting and auditing practice. What items should the team captain consider to determine if the selection is appropriate?

Interpretation—The team captain should carefully consider whether

- a. significant risk areas have appropriate coverage (see paragraph .65 of the standards).
- b. appropriate weight has been given to reviewing work performed by all or most supervisory personnel.
- c. adequate consideration has been given to engagement selection based on peer review risk on a firm-wide basis. For example, if two offices are selected for review and each has a large client in the same specialized industry, peer review risk should be considered in determining whether more than one of these engagements should be selected for review.

If an engagement(s) within the team captain's selection is not available for review, a comparable engagement within the peer review year-end is also not available, nor is there a prior year's engagement that may be reviewed; the team captain should consult with the administering entity to determine the effects on the

timing or year-end of the peer review, if any, and whether a report with a peer review rating with a scope limitation should be issued.

- 63-1** *Question*—Paragraph .63 of the standards requires that specific types or number of engagements must be selected in a System Review as well as specific audit areas. In a System Review, what specific types and number of engagements, if any, should be included in the sample of engagements selected for review or assessed at a higher level of peer review risk?

Interpretation—At least one of each of the following types of engagements is required to be selected for review in a System Review:

- a. *Governmental*—*Government Auditing Standards*, issued by the U.S. Government Accountability Office, requires auditors conducting engagements in accordance with those standards to have a peer review that includes the review of at least one engagement conducted in accordance with those standards. If a firm performs an engagement of an entity subject to GAS and the peer review is intended to meet the requirements of those standards, at least one engagement conducted pursuant to those standards should be selected for review. Additionally, if the engagement selected is of an entity subject to GAS but not subject to the Single Audit Act/OMB Circular A-133 and the firm performs engagements of entities subject to OMB Circular A-133, at least one such engagement should also be selected for review. The review of this additional engagement must evaluate the compliance audit requirements and may exclude those audit procedures strictly related to the audit of the financial statements.
- b. *Employee Benefit Plans*—Regulatory and legislative developments have made it clear that there is a significant public interest in, and a higher risk associated with, audits conducted pursuant to ERISA. Therefore, if a firm performs the audit of one or more entities subject to ERISA, at least one such audit engagement conducted pursuant to ERISA should be selected for review.
- c. *Depository Institutions*—The 1993 FDIC guidelines implementing the FDICIA require auditors of federally insured depository institutions having total assets of \$500 million or greater at the beginning of its fiscal year to have a peer review that includes the review of at least one audit of an insured depository institution subject to the FDICIA. If a firm performs an audit of a federally insured depository institution subject to the FDICIA and the peer review is intended to meet the requirements of the FDICIA, at least one engagement conducted pursuant to the FDICIA should be selected for review. The review of that engagement should also include a review of the reports on internal control if applicable because those reports are required to be issued under the FDICIA when total assets exceed \$1 billion.
- d. *Broker-Dealers*—Regulatory and legislative developments have made it clear that there is a significant public interest in, and a higher risk associated with, audits of broker-dealers. The type of broker-dealer with the highest risk is a carrying broker-dealer. Therefore, if a firm performs the audit of one or more carrying broker-dealers, at least one such audit engagement should be selected for review. It is also expected that if a firm's audits of broker-dealers include only non-carrying broker-dealers, the team captain should be aware of and give special consideration to the risks associated with such broker-dealer audits in making engagement selections.

In complying with the requirements in the previous list, peer reviewers should also ensure that the engagements selected include a reasonable cross section of the firm's accounting and auditing engagements, appropriately weighted considering risk. Thus, the peer reviewer may need to select greater than the minimum of one engagement from these industries in order to attain this risk weighted cross section.

For benefit plans under ERISA, the peer reviewer should also consider whether the engagement selection process has adequately addressed the risks involved in limited versus full scope audits and in different types of benefit plans such as defined benefit, defined contribution, and voluntary health and welfare plans. Similar considerations should be made on GAS, FDICIA, and broker-dealer engagements.

The team captain's consideration of this coverage should be discussed in his or her risk assessment documentation. This discussion should include any factors considered when the reviewed firm has a significant number of engagements in one of these high risk areas and it is not otherwise evident why only one engagement from the industry has been included in the scope of the review.

- 63-2** *Question*—For purposes of the AICPA Peer Review Program, what is the difference between a carrying and non-carrying broker-dealer?

Interpretation—Carrying broker-dealers include all broker-dealers that clear customer transactions, carry customer accounts or hold custody of customer cash or securities. Examples of carrying broker-dealers include (a) clearing broker-dealers who receive and execute customer instructions, prepare trade confirmations, settle the money related to customer trades and arrange for the book entry (or physical movement) of the securities and (b) carrying broker-dealers that hold customer accounts or clear customer trades for introducing broker-dealers. Non-carrying broker-dealers are those broker-dealers that do not clear customer transactions, carry customer accounts, or hold custody of customer cash or securities. Examples of non-carrying broker-dealers are (a) introducing broker-dealers that introduce transactions and accounts of customers or other broker-dealers to another registered broker-dealer that carries such accounts on a fully disclosed basis and does not receive or hold customer or other broker-dealers securities and (b) a broker-dealer whose business does not involve customer accounts, such as proprietary trading firms, investment banking firms, and firms that sell interest in mutual funds or insurance products.

Concluding on the Review of an Engagement

- 66-1** *Question*—Paragraphs .66–.67 and .109 of the standards requires the review team to conclude on the review of an engagement by determining whether the engagement was performed or reported on in conformity with applicable professional standards in all material respects. How should this conclusion be made?

Interpretation—The review team should use practice aids that document, for each engagement reviewed, whether anything came to the review team’s attention that caused it to believe the following, as applicable:

- a. The financial statements were not in conformity with GAAP in all material respects or, if applicable, with an other comprehensive basis of accounting and the auditor or accountant’s report was not appropriately modified.
- b. The firm did not perform or report on the engagement in all material respects in accordance with generally accepted auditing standards and other applicable standards; for example, *Governmental Auditing Standards*.
- c. The firm did not perform or report on the engagement in all material respects in accordance with SSARS.
- d. The firm did not perform or report on the engagement in all material respects in accordance with SSAEs or any other applicable standards not encompassed in the preceding.

In Engagement Reviews, these results should be considered by the review captain in determining the type of report to issue.

- 67-1** *Question*—Paragraphs .67 and .109 of the standards notes that the team captain or review captain should promptly inform the firm when an engagement is not performed or reported on in conformity with applicable professional standards and remind the firm of its obligations under professional standards to take appropriate actions. How is this communication made and what other responsibilities does the team captain or review captain have in regard to the affected engagements?

Interpretation—If the reviewer answers *yes* with respect to any of the preceding items, the team captain or review captain should promptly inform an appropriate member of the reviewed firm on an MFC form. The team captain or review captain should remind the reviewed firm of its obligations under professional standards to take appropriate actions as addressed in the section of AU section 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor’s Report* (AICPA, *Professional Standards*, vol. 1), or SSARS No. 19, *Compilation and Review Engagements* (AICPA, *Professional Standards*, vol. 2, AR sec. 60), as applicable, or, if the firm’s work does not support the report issued, as addressed in AU section 390, *Consideration of Omitted Procedures After the Report Date* (AICPA, *Professional Standards*, vol. 1). The reviewed firm should investigate the issue questioned by the review team and determine what timely action, if any, should be taken, including actions planned or taken to prevent unwarranted continued reliance on its previously issued reports. The reviewed firm should then advise the team captain or review captain of the results of its investigation, including parties consulted, and

document on the MFC form prepared by the reviewer the actions planned or taken or its reasons for concluding that no action is required.

Reviewers or administering entities should not instruct reviewed firms to recall accounting or auditing reports, to have them reissued, or to revise previously issued financial statements because those are decisions for the firm and its client to make. However, the firm's actions may affect other corrective actions the administering entity's peer review committee may impose.

If the firm has taken action, the review team should review documentation of such actions (for example, reissued report and financial statements or letter recalling previously issued reports) and consider whether the action is appropriate. If the firm has not taken action, the review team should consider whether the planned actions are appropriate.

Determining the Cause for a Finding in a System Review

- 83-1** *Question*—Paragraph .83 of the standards notes that when a review team is faced with an indication that a matter(s) could be a finding and/or that the firm failed to perform or report in conformity with applicable professional standards in all material respects, the review team's first task in such circumstances is to determine the cause of the finding or failure. Why?

Interpretation—The evaluation of a firm's system of quality control is the primary objective of a System Review and the basis for the peer review report.

As such, when a reviewer in a System Review discovers a matter, including an engagement that was not performed or reported in conformity with applicable professional standards in all material respects, he or she should avoid considering the type of report to issue until the underlying cause of the matter (to determine if it rises to the level of a finding, deficiency or significant deficiency) is identified, where it is reasonably possible to do so.

Reviewers in a System Review must think of matters as symptoms of weaknesses in the firm's system of quality control. Further, reviewers must make a good faith effort to try to identify the underlying systemic cause for those matters to determine if they rise to the level of a finding. A finding has a systemic definition; a finding is one or more related matters that result from a *condition* in the reviewed firm's system of quality control or compliance with it such that there is more than a remote possibility that the reviewed firm would not perform and/or report in conformity with applicable professional standards. With a finding, the reviewer is considering more than just the "matter;" they are considering the condition (that is, systemic cause) that resulted in the matter(s) occurring. Otherwise said, the reviewer must determine why the matters occurred. Upon further evaluation, a finding may rise to a systemically oriented deficiency or significant deficiency.

Causes for one or more matters are only documented when one or more matters rise to the level of a finding or a deficiency/significant deficiency (and then are documented on an FFC form or in the report, respectively). Furthermore, since the cause may not ultimately be documented for all matters, the only way to determine if one or more matters rise to the level of a finding or higher, is to try to identify the underlying systemic cause.

One reliable method for identifying a matter's systemic cause is to require complete answers on all MFC forms, instead of merely a check mark for the "yes we agree" response. The reviewer may also survey firm personnel for causes of matters. Reviewers should consider that separate matters that are exactly the same may result from completely different quality control weaknesses in the firm.

Without identifying and understanding the underlying cause(s), a reviewer cannot make meaningful recommendations that help reduce the likelihood of the repeat finding(s), deficiency(ies) or significant deficiency(ies) recurring (or findings that develop into deficiencies or significant deficiencies in the future).

Reviewers should not assume that the recommendation of the use of standard forms and checklists will improve a firm's system of quality control. Although forms and checklists are helpful in many circumstances, their use may not change behavior, improve performance or cure findings, deficiencies and significant deficiencies. For example, checklists will not help firms that lack overall knowledge of accounting and auditing matters or knowledge in the specific area in which the deficiency arose. Nor will standard checklists help firms in which policies and procedures for the review of engagements are routinely overridden.

Additional guidance on the systemic approach of a System Review is included in Chapter 4 of PRP 3300 *AICPA Peer Review Program Report Acceptance Body Handbook*.

- 83-2** *Question*—For System Reviews and Engagement Reviews, what is considered a repeat finding on a finding for further consideration (FFC) form?

Interpretation—On System Reviews, a repeat finding is one or more related matters that result from a condition in the reviewed firm’s system of quality control or compliance with it that is noted during the current review and also on an FFC form in the prior peer review.⁴ The review team should read the prior review documentation, including the report, letter of response, FFC forms and letter of comments, if applicable, and evaluate whether the firm’s planned actions noted on those forms were implemented. If the firm’s planned actions to remediate the prior review findings were implemented, and the same finding is occurring, the review team should determine the condition in, or compliance with, the firm’s system of quality control that caused the current finding. If it is determined to be the same systemic cause, the FFC form should indicate that similar findings were noted in the prior review. If the prior remedial actions (corrective actions, implementation plans, or as discussed in the firm’s response on the FFC form) appear to be effective, the finding may be caused by some other condition in, or compliance with, the firm’s system of quality control. If the underlying cause of the finding is different from that noted in the prior review, it would not be a repeat.

See section 3100, *Supplemental Guidance*, for an example of identifying repeat findings, deficiencies and significant deficiencies in a System Review.

On Engagement Reviews, a repeat is one in which the identified finding is substantially the same (that is, the same kind or very similar) as noted on an FFC form in the prior peer review⁵ as it relates to reporting, presentation, disclosure or documentation. For example, if a reviewer notes an engagement that had a disclosure or financial statement presentation finding on an FFC form in the prior peer review, the disclosure or financial statement presentation finding noted in the current review would need to be substantially the same disclosure or financial statement presentation finding to qualify as a repeat.

A firm that repeatedly receives peer reviews with consistent findings that are not corrected may be required to complete an implementation plan.

Isolated Matters in a System Review

- 84-1** *Question*—Paragraph .84 refers to isolated matters in a System Review. What is an isolated matter and what further guidance is there to address isolated matters?

Interpretation—An isolated matter occurs when there is an incident (or limited incidents) of noncompliance with professional standards or the firm’s quality control policies and procedures on one or more engagements (or aspect of a functional area) and the identical standards or policies and procedures were complied with on the remaining engagements or aspect of a functional area.

Reviewers should follow the guidance in paragraph .68 “Expansion of Scope” and paragraphs .84–.85 “Determining the Cause for a Finding” of the standards. The reviewer needs to evaluate the pervasiveness of the issue, including expanding scope if necessary. In some instances the team captain should expand scope to other engagements or aspects of functional areas, and determine that such matters did not occur elsewhere, thus evidencing that the noncompliance with the firm’s system of quality control was truly isolated. In these situations, team captains should focus on the underlying cause of the matter when analyzing if it is isolated and may consider a key area approach when expanding scope to other engagements or aspects of functional areas to determine if the matter is isolated. The reviewer’s ability to conclude a matter is isolated may be dependent on his or her ability to expand scope to engagements or aspects of functional areas that are classified by common characteristics such as, but not limited to, the industry, level of service, the practitioners in charge, or engagements that must be selected in a peer review.

⁴ Or the letter of comments, or both, if applicable, for reviews commenced prior to January 1, 2009.

⁵ See footnote 4.

The reviewer should consider that a single disclosure matter and a single documentation matter may be isolated when taken individually but they may have resulted from the same underlying systemic cause. They should further consider that an isolated matter may be materially significant in amount or nature or both.

Reviewers should document their consideration of an isolated matter and the conclusions reached in the MFC form. Team captains should document the same in the Summary Review Memorandum. The documentation should include the details of the matter noted, how the reviewer expanded scope, if applicable, and why the reviewer concluded the matter was isolated. The documentation should provide enough information for the administering entity's peer review committee to determine if the team captain's conclusion is appropriate.

Communicating Conclusions at the Exit Conference

91-1 *Question*—Paragraph .91 of the standards instructs a team captain on communicating conclusions at the exit conference in a System Review. What other guidelines should be followed?

Interpretation—The team captain should consider the need to have the team member(s) participate (in person or via teleconference) in the exit conference or be available for consultation during the exit conference, especially when, in unusual circumstances, the team captain does not have the experience to review the industry of an engagement that was reviewed by the team member. Furthermore, the exit conference is not the appropriate place or time to surprise the firm with the intention of issuing a *pass with deficiency* or *fail* Report or to discuss any unresolved accounting and auditing issues. It is expected that the team captain will have an open means of communication with various levels of personnel leading up to the exit conference, having at a minimum and as applicable, promptly informed them when an engagement is not performed or reported on in conformity with applicable professional standards, having discussed MFC and FFC forms including the systemic causes and related recommendations for any matters, findings, deficiencies, and significant deficiencies in advance, and having followed up on open questions and issues.

Notification and Submission of Peer Review Documentation to the Administering Entities by the Team Captain or Review Captain

94-1 *Question*—Paragraphs .94, .120, and .170 of the standards instruct a reviewer to see the interpretations for guidance on notification requirements and submission of peer review documentation to the administering entity. What materials should be submitted by the team captain or review captain, and when should they be submitted by?

Interpretation—The team captain or review captain should notify the administering entity that the review has been performed and should submit to that administering entity within 30 days of the exit conference date in a System Review (or the review captain's discussions with the reviewed firm regarding the results of the review in an Engagement Review) or by the firm's peer review due date, whichever date is earlier, a copy of the report, and the following documentation required by the administering entities at a minimum (consider sending by an insured carrier or retaining or sending copies, or both):

For System and Engagement Reviews: The firm-wide Summary Review Memorandum (including the Disposition of MFC), Team Captain Checklist or Review Captain Checklist (as applicable), and MFC and FFC forms, as applicable. Note that other working papers on these peer reviews (including the representation letter) are subject to oversight procedures and may be requested at a later date.

For:

- *Committee-appointed review team Engagement Reviews*
- *All System Reviews, Engagement Reviews, and quality control materials and continuing professional education program reviews administered by the National PRC*

In addition to the preceding, include all other working papers incorporated by reference, as applicable, including engagement checklists; quality control documents and related practice aids; staff interview, focus group, and other interview sessions; planning documents; and any other relevant documents.

Reporting on System and Engagement Reviews When a Report With a Peer Review Rating of *Pass With Deficiency* or *Fail* Is Issued

96m-1 *Question*—Paragraphs .96(m) and .122(m) of the standards instruct a team captain in a System Review (or review captain on an Engagement Review) to include, for reports with a peer review rating of *pass with deficiency(ies)* or *fail*, descriptions (systemically written, in a System Review) of the deficiencies or significant deficiencies and the reviewing firm’s recommendations. What is the treatment of FFCs, if any, when these reports are issued, and how are deficiencies treated for reports with a peer review rating of fail?

Interpretation—Any findings that are only raised to the level of an FFC remain in an FFC and are not included in a report with a peer review rating of *pass with deficiency* or *fail*.⁶

A *significant deficiency* in a System Review is one or more *deficiencies* that the peer reviewer has concluded results from a condition in the reviewed firm’s system of quality control or compliance with it such that the reviewed firm’s system of quality control taken as a whole does not provide the reviewed firm with reasonable assurance of performing or reporting in conformity with applicable professional standards in all material respects. Such *deficiencies* are communicated in a report with a peer rating of *fail*. Therefore, this is a systemic approach to determining whether the *deficiencies* identified meet this *significant deficiency* threshold. If they do, then a report with a peer review rating of *fail* is issued and *all* of the *deficiencies* are considered *significant deficiencies* and are identified as such. Such a report would not have a section with “Significant Deficiencies” and another section for “Deficiencies,” as they would all be categorized as *Significant Deficiencies*.

A *significant deficiency* on an Engagement Review exists when the review captain concludes that *deficiencies* are evident on all of the engagements submitted for review (with the exception of when more than one engagement has been submitted for review, the exact same deficiency occurs on each of those engagements, and there are no other deficiencies, which ordinarily would result in a report with a peer review rating of *pass with deficiencies*). Such *deficiencies* are communicated in a report with a peer review rating of *fail*. Therefore, on an Engagement Review, all of the engagements reviewed are considered concerning whether *deficiencies* were noted when determining if the *significant deficiency* threshold is met. If they do, then a report with a peer review rating with *fail* is issued and *all* of the *deficiencies* are considered *significant deficiencies* and are identified as such. Such a report would not have a section with “Significant Deficiencies” and another section for “Deficiencies,” as they would all be categorized as *Significant Deficiencies*.

96n-1 *Question*—Paragraphs .96(n) and .122(n) of the standards instruct a team captain in a System Review (or review captain on an Engagement Review) to identify, for any deficiencies or significant deficiencies included in the report with a peer review rating of *pass with deficiencies* or *fail*, any that were also made in the report issued on the firm’s previous peer review. What further guidance is available in regards to this requirement?

Interpretation—On System Reviews, a repeat is a deficiency or significant deficiency noted during the current review that was caused by the same system of quality control weakness noted in the prior review’s report.⁷ The review team should read the prior report and letter of response and evaluate whether corrective actions discussed have been implemented to determine whether the systemic cause is the same. The deficiency or significant deficiency should note that “This deficiency [or significant deficiency, as applicable] was noted in the firm’s previous peer review.”

If the corrective actions have been implemented and the same deficiency or significant deficiency is occurring, the review team should determine the weakness in the firm’s system of quality control that is causing the deficiency or significant deficiency to occur. In this case, if the prior corrective actions appear to be effective, the deficiency or significant deficiency may be caused by some other weakness in the firm’s system of quality control. If the underlying cause of the deficiency or significant deficiency is different from that reported in the prior review, it would not be a repeat.

⁶ Previously, when a determination was made to issue an adverse report, then any matters that ordinarily would have only been included in a letter of comment were placed in the adverse report and no letter of comment was issued.

⁷ Or the letter of comments, or both, if applicable, for reviews commenced prior to January 1, 2009. Although the repeat was not classified as a deficiency or significant deficiency in that review, this is an appropriate approach because the finding was included in the peer review reporting package at that time.

The preceding also applies when the deficiency or significant deficiency noted during the current review was caused by the same system of quality control weakness noted on an FFC form or letter of comment in the prior review. The team captain should consider if the firm's planned actions to remediate the prior review findings were implemented, including implementation plans or those discussed in the firm's response on the FFC form. If the prior remedial actions appear to be effective, the current deficiency may be caused by some other weakness in or compliance with the firm's system of quality control. If the underlying cause of the deficiency is different from that noted in the prior review, it would not be a repeat. If the underlying cause is determined to be the same, under these circumstances, it would still be appropriate to use the same wording as previously described "This deficiency [or significant deficiency, as applicable] was noted in the firm's previous peer review."

See section 3100 *Supplemental Guidance* for an example of identifying repeat findings, deficiencies and significant deficiencies in a System Review.

On Engagement Reviews, a repeat is one in which the identified engagement deficiency or significant deficiency is substantially the same (that is, the same kind or very similar) as noted in the prior review's report⁸ as it relates to reporting, presentation, disclosure or documentation. For example, if a reviewer notes an engagement that had a disclosure or a financial statement presentation deficiency in a prior review's report, the disclosure or financial statement presentation deficiency noted in the current review would need to be substantially the same disclosure or financial statement presentation deficiency to qualify as a repeat.

The preceding also applies when the deficiency or significant deficiency noted during the current review was substantially the same as was noted on an FFC form in the prior review. Under these circumstances, it would still be appropriate to use the same wording as previously described: "This deficiency [or significant deficiency, as applicable] was noted in the firm's previous peer review."

For System Reviews and Engagement Reviews in which there are repeat deficiencies or significant deficiencies that have occurred on two or more prior reviews the reviewer should state in the current report that, "this deficiency [or significant deficiency, as applicable] was noted on previous reviews."

A firm that repeatedly receives peer reviews with consistent deficiencies or significant deficiencies that are not corrected may be deemed as a firm refusing to cooperate. For such firms that fail to cooperate, the AICPA Peer Review Board may decide, pursuant to fair procedures that it has established, to appoint a hearing panel to consider whether the firm's enrollment in the AICPA peer review program should be terminated or some other action taken. Therefore, it is critical that peer reviewers appropriately identify the underlying causes of deficiencies and significant deficiencies on System Reviews and that reporting on System and Engagement Reviews is appropriate.

Firm Responses in a System or Engagement Review

- 97-1** *Question*—Paragraphs .97 and .123 of the standards discuss the team captain or review captain's responsibility to review, evaluate, and comment on the reviewed firm's letter of response prior to its submission to the administering entity. What should be considered during that review?

Interpretation—The purpose of the letter of response is for a firm to stipulate, in writing, the specific action(s) that will be taken to correct deficiencies noted by the reviewer and, on a System Review, to enhance the current system of quality control. The description of the action(s) the firm has taken or will take should ensure prevention of recurrence of the deficiency or significant deficiency discussed in the report. The action(s) should be feasible, genuine, and comprehensive. The letter of response should not be vague or repetitive of the deficiency or significant deficiency in the report, because then it is difficult to determine if the planned action will be appropriately implemented to ensure prevention; or if the action is inappropriate for correcting the deficiency or significant deficiency. The letter of response should not be used as a place to indicate justification for the firm's actions that related to the deficiency or significant deficiency.

⁸ See footnote 7.

Submission of FFC Forms to the Administering Entities by the Team Captain or Review Captain

- 99-1** *Question*—Paragraphs .99 and .125 of the standards instruct a team captain or review captain to review and evaluate the firm’s responses to all findings and recommendations not rising to the level of a deficiency or significant deficiency as reflected on the related FFC forms before they are submitted to the administering entity. When should the FFC forms be submitted to the administering entity and who should submit them?

Interpretation—Ordinarily, the FFC forms should be responded to by the reviewed firm during the peer review; for example, during or immediately following the exit conference (in a System Review) or before or immediately following the review captain’s discussions with the reviewed firm regarding the results of the review (in an Engagement Review). This would allow the team captain or review captain to assist the firm in developing its responses and obtaining the necessary signatures on the FFC forms and allow the team captain or review captain to review the responses at that time, all of which will expedite the process.

The reviewed firm’s response should describe how the firm intends to implement the reviewer’s recommendation (or alternative plan if the firm does not agree with the recommendation); the person(s) responsible for implementation; the timing of the implementation; and, if applicable, additional procedures to ensure that the finding is not repeated in the future. The team captain or review captain can provide assistance in ensuring that the responses are appropriate and comprehensive. However, it is also recognized that the reviewed firm may prefer to provide its final responses after it has had the opportunity to discuss them further internally, develop a plan of action, and more formally respond. In either case, the completed FFC forms should be submitted to the team captain or review captain no later than two weeks after the exit conference (in a System Review) or the review captain’s discussions with the reviewed firm regarding the results of the review (in an Engagement Review), or by the peer review’s due date, whichever is earlier. FFC forms are then submitted by the team captain or review captain with the applicable working papers to the administering entity. If the reviewed firm’s response is not deemed to be comprehensive, genuine, and feasible, the technical reviewer or RAB will request a revised response.

Election to Have a System Review

- 103-1** *Question*—Paragraph .103 of the standards notes that firms eligible to have an Engagement Review may elect to have a System Review. What modifications are required to the peer review report under these circumstances?

Interpretation—Under these circumstances, any references in the peer review report to “the accounting and auditing practice” should be modified to refer only to “the accounting practice.” In addition, the sentence “Firm XYZ & Co. has represented to us that the firm performed no services under the SASs; *Government Auditing Standards*; examinations of prospective financial statements or examinations of a service organization’s controls likely to be relevant to user entities’ internal control over financial reporting under the Statements on Standards for Attestation Engagements (SSAEs); or audits of non-SEC issuers performed pursuant to the standards of the Public Company Accounting Oversight Board (PCAOB)” should be added.

Impact of SQCS No. 8 on Engagement Reviews

- 109-1** *Question*—Paragraph .109 of the standards notes that an Engagement Review does not include a review of other documentation prepared on the engagements submitted for review (other than the documentation referred to in paragraphs .107–.108), tests of the firm’s administrative or personnel files, interviews of selected firm personnel, or other procedures performed in a System Review. Should or may a firm’s written quality control policies and procedures be inquired about, obtained by, or reviewed by the review captain on an Engagement Review? Would a firm’s failure to have its quality control policies and

procedures documented result in an individual engagement being deemed not performed or reported on in conformity with applicable professional standards, even if there are no other matters, findings, or deficiencies noted on the engagement?

Interpretation—SQCS No. 8 states that firms should document their quality control policies and procedures and that the size, structure, and nature of the practice of the firm are important considerations in determining the extent of the documentation of established quality control policies and procedures.

However, the objective of an Engagement Review is to evaluate whether engagements submitted for review are *performed and reported on* in conformity with applicable professional standards in all material respects. An Engagement Review consists of reading the financial statements or information submitted by the reviewed firm and the accountant’s report thereon, together with certain background information and representations the applicable documentation required by professional standards. An Engagement Review does not provide the review captain with a basis for expressing any form of assurance on the firm’s system of quality control (which is what the documentation requirements are related to).

Further, AR section 100 paragraph .72 states, “deficiencies in or instances of noncompliance with a firm’s quality control policies and procedures do not, in and of themselves, indicate that a particular review or compilation engagement was not performed in accordance with SSARS.” This is also consistent with the SSAEs (and SASs).

Therefore, if reading the firm’s documented quality control policies and procedures or the inability for the review captain to do so has no impact on whether the actual engagements submitted for review are performed and reported on in conformity with SSARS and the SSAEs in all material respects, reading the documented quality control policies and procedures would only appear to give a review captain the insight concerning the *underlying cause* concerning why a matter, finding, or deficiency occurred. Although this may be useful information in preparing MFCs or FFCs, the systemic reasons for these items are beyond the scope of an Engagement Review.

Therefore, obtaining or reviewing a firm’s documented quality control policies and procedures would not be applicable to Engagement Reviews.

Although the standards allow for “reading the applicable documentation required by professional standards,” and the SQCSs are a part of professional standards, it might appear that the standards do not prohibit the reviewer from obtaining and reading the firm’s documented quality control policies and procedures; however, it is deemed as beyond the scope of an Engagement Review.

SQCS No. 8 also states that at least annually, the firm should obtain written confirmation of compliance with its policies and procedures on independence from all firm personnel required to be independent by the requirements set forth in Rule 101, *Independence*, and its related interpretations and rulings of the AICPA Code of Professional Conduct (AICPA, *Professional Standards*, vol. 2, ET sec. 101) and the rules of state boards of accountancy and applicable regulatory agencies. Written confirmation may be in paper or electronic form. Analogous to the preceding situation, obtaining or reviewing a firm’s written independence confirmations would not be applicable to Engagement Reviews because the requirement is imbedded in the SQCSs and not a procedure required by SSARSs or the SSAEs.

Qualifying for Service as a Peer Review Committee Member, Report Acceptance Body Member, or Technical Reviewer

- 132-1** *Question*—Paragraphs .132 and .136 of the standards note that minimum requirements must be met to be a peer review committee member, a report acceptance body member, or a technical reviewer. What are those requirements?

Interpretation—

Peer Review Committee Member

A majority of the peer review committee members and the chairperson charged with the overall responsibility for administering the program at the administering entity should possess the qualifications required of a team captain in a System Review. A committee member who is suspended or restricted from

scheduling or performing peer reviews no longer meets the qualifications until such suspension or restriction is removed. Reinstatement as a committee member would be at the discretion of the administering entity or committee.

Report Acceptance Body Member

Each member of an administering entity's report acceptance body charged with the responsibility for acceptance of peer reviews should

- a. be currently active in public practice at a supervisory level in the accounting or auditing function of a firm enrolled in the program, as a partner of the firm, or as a manager or person with equivalent supervisory responsibilities. To be considered currently active in the accounting or auditing function, a reviewer should be presently involved in the accounting or auditing practice of a firm supervising one or more of the firm's accounting or auditing engagements or carrying out a quality control function on the firm's accounting or auditing engagements.
- b. be associated with a firm (or all firms if associated with more than one firm) that has received a report with a peer review rating of *pass* (previously referred to as an unmodified report) on its most recently accepted System or Engagement Review that was accepted timely, ordinarily within the last 3 years and 6 months⁹ (see Interpretation No. 31b-1).
- c. demonstrate proficiency in the standards, interpretations, and guidance of the program (see Interpretation No. 33-1).

A majority of the report acceptance body members and the chairperson charged with the responsibility for acceptance of System Reviews should possess the qualifications required of a System Review team captain.

A national list of consultants will be maintained by the AICPA, so that the administering entity has an available pool of consultants with GAS, ERISA, FDICIA, and carrying broker-dealer experience to call upon in the instance when it does not have an experienced RAB member to consider the review of a firm when circumstances warrant. The national RAB consultant would not necessarily have to participate physically in the RAB meeting (teleconference option). The national RAB consultant will not be eligible to vote on the acceptance of a review. Determination that a review requires a national RAB consultant should be made prior to assigning the review to a RAB. The national RAB consultant would have to meet the following qualifications for RAB participation:

- a. Currently active in public practice at a supervisory level in the accounting or auditing function of a firm enrolled in the program, as a partner of the firm, or as a manager or person with equivalent supervisory responsibilities. To be considered currently active, a consultant should be presently involved in the supervision of one or more of his or her firm's accounting or auditing engagements or carrying out a quality control function on the firm's accounting or auditing engagements. To be considered a consultant on GAS, ERISA, FDICIA, or carrying broker-dealer engagements, the current activity must include the respective industry asked to consult upon.
- b. Associated with a firm (or all firms, if associated with more than one firm) that has received a report with a peer review rating of "Pass" (previously referred to as an unmodified report) on its most recently accepted System Review that was accepted timely, ordinarily within the last three years and six months.
- c. Not associated with an engagement that was deemed not performed in accordance with professional standards on the consultant's firm's most recently accepted System Review.

A report acceptance body member who is suspended or restricted from scheduling or performing peer reviews no longer meets the qualifications until such suspension or restriction is removed. Reinstatement as a report acceptance body member would be at the discretion of the administering entity or committee.

⁹ If a committee member firm's most recent review was a report review, then the member is not eligible to be charged with the responsibility for acceptance of any peer reviews.

Technical Reviewers

Each technical reviewer charged with the responsibility for performing technical reviews should

- a. demonstrate proficiency in the standards, interpretations, and guidance of the program applicable to the type of peer reviews being evaluated and that meet the requirements of the team captain or review captain training requirements established by the board (see Interpretation No. 33-1).
- b. participate in at least one peer review each year, which may include participation in an on-site oversight of a System Review.
- c. have an appropriate level of accounting and auditing knowledge and experience suitable for the work performed. Such knowledge may be obtained from on-the-job training, training courses, or a combination of both. Technical reviewers are to obtain a minimum amount of CPE to maintain the appropriate level of accounting and auditing knowledge.

If a technical reviewer does not have such knowledge and experience, the technical reviewer may be called upon to justify why he or she should be permitted to perform technical reviews or oversights. The administering entity has the authority to decide whether a technical reviewer's knowledge and experience is sufficient and whether he or she has the capability to perform a particular technical review or oversight whether there are high-risk engagements involved or other factors.

The fundamental purpose of CPE is to maintain or increase, or both, professional competence. AICPA members are required to participate in 120 hours of CPE every 3 years. In order to maintain current knowledge of accounting, auditing, and quality control standards, technical reviewers should obtain at least 40 percent of the AICPA-required CPE in subjects relating to accounting, auditing, and quality control. Technical reviewers should obtain at least 8 hours in any 1 year and 48 hours every 3 years in subjects relating to accounting, auditing, and quality control. The terms *accounting*, *auditing*, and *quality control* should be interpreted as CPE that would maintain current knowledge of accounting, auditing, and quality control standards for engagements that fall within the scope of peer review as described in paragraphs .06–.07 of the standards.

Technical reviewers have the responsibility of documenting their compliance with the CPE requirement. They should maintain detailed records of CPE completed in the event they are requested to verify their compliance. The reporting period will be the same as that maintained for the AICPA.

A technical reviewer who is also a peer reviewer and is suspended or restricted from scheduling or performing peer reviews no longer meets the qualifications until such suspension or restriction is removed. Reinstatement as a technical reviewer would be at the discretion of the administering entity or committee.

Accepting Engagement Reviews by the Technical Reviewer

- 137-1** *Question*—The standards and interpretations indicate that the technical reviewer should be delegated the authority from the committee to accept Engagement Reviews in certain circumstances. What are those circumstances?

Interpretation—The technical reviewer should be delegated the authority from the committee to accept Engagement Reviews on the committee's behalf when the technical reviewer determines that any MFC forms prepared only relate to compilations under SSARs, that no MFC forms should have been prepared except as related to compilations under SSARs, and there are no other issues associated with the peer review warranting committee consideration or action that could potentially affect the results of the peer review.

The technical reviewer may identify reviewer feedback that should be considered and approved by the peer review committee prior to issuance. The technical reviewer should still be delegated the authority from the committee to accept Engagement Reviews on the committee's behalf when such feedback may be provided to the review captain unless the circumstances leading up to the feedback may have affected

the results of the review. Accordingly, if the feedback being provided to the review captain involves issues which could potentially affect the results of the peer review, the technical reviewer should not accept the Engagement Review but present it to the committee for consideration.

Cooperating in a Peer Review—Implementation Plans and Correction Action Plans

143-1 *Question*—Paragraph .143 of the standards notes that an implementation plan in addition to the plan described by the firm in its responses on the FFC forms may be requested by the administering entity's peer review committee. Can this plan only be requested when a report with a rating of *pass* has been issued?

Interpretation—No, an implementation plan may be requested whether a report with a rating of *pass*, *pass with deficiency*, or *fail* is issued for any findings that were only raised to the level of an FFC and did not get elevated further. Thus, it is possible to have a required corrective action as a condition of acceptance of the peer review stemming from a report with a rating of *pass with deficiencies* or *fail* and a required implementation plan as a condition of cooperation (unrelated to the acceptance of the review) for the findings included in the FFCs.

Publicizing Peer Review Information

146-1 *Question*—Paragraph .146 of the standards discusses that neither the administering entity nor the AICPA shall make the results of the review available to the public, except as authorized or permitted by the firm under certain circumstances. What are examples of those circumstances?

Interpretation—A firm may be a voluntary member of one of the AICPA's audit quality centers or sections that has a membership requirement such that certain peer review documents be open to public inspection. Other firms may elect not to opt out of the program's process for voluntary disclosure of peer review results to state boards of accountancy where the firm's main office is located. Also, firms may voluntarily instruct their administering entity to make the peer review results available to certain other state boards of accountancy. In these cases, the firm permits the AICPA or administering entities to make their peer review results available to the public or to state boards of accountancy, respectively.

Peer Reviewers' Performance and Cooperation

147-1 *Question*—A team captain, review captain, or reviewer (hereinafter, reviewer) has a responsibility to perform a review in a timely, professional manner. What happens when a reviewer fails to perform the review in a timely and professional manner?

Interpretation—When a reviewer fails to perform the review in a timely and professional manner, the reviewer may be deemed as not cooperating. Such situations might include, but are not limited to, the following:

- Failure to submit the report; FFC forms, if applicable; and required peer review documents to the administering entity within the required specified time
- Failure to respond or resolve questions from the technical reviewer or committee or RAB within the specified time including requests for additional procedures such as the expansion of scope on the review
- Failure to revise the report and FFC forms, if applicable, as requested by the committee or RAB
- Failure to respond to requests for documents (in addition to those originally required to be submitted) or requests to complete documents
- Failure to submit peer review documents and other information for oversight
- Failure to update or verify reviewer resume on a periodic basis

Situations such as those previously indicated, arise when the reviewer fails to cooperate with the administering entity. This development warrants communication to the reviewer and may result in his or her potential suspension from scheduling peer reviews.

- 148-1** *Question*—The board or committee may consider the need to impose corrective actions on the service of the reviewer. What are examples of corrective actions?

Interpretation—The board or committee may require the reviewer to comply with certain prescribed actions in order for the reviewer to continue performing peer reviews, such as (but not limited to) the following:

- a. Oversight at the discretion of an administering entity until evidence of attendance at a future reviewer's training or accounting or auditing course(s) is received or performance improves.
- b. Having committee oversight on the next review(s) performed by the reviewer at the expense of the reviewer's firm (including out-of-pocket expenses, such as cost of travel).
- c. Completing all reviews to the satisfaction of the committee including submitting all reports and appropriate documentation on all outstanding peer reviews before scheduling or performing another review, thus limiting the number of reviews that the reviewer may schedule or have open at one time.
- d. Having preissuance review(s) of the report and peer review documentation on future peer reviews by an individual acceptable to the committee chair or designee who has experience in performing peer reviews.
- e. Consultations with the administering entity to discuss the planning and performance of the next review.
- f. Remove or revise résumé code until appropriate proof of experience and knowledge have been provided to the satisfaction of the committee.

- 149-1** *Question*—When one or more corrective actions are imposed on a reviewer, the administering entity will inform the board and may request that the board ratify the action(s) to be recognized by other administering entities. When can these actions be imposed by other administering entities without board ratification?

Interpretation—When the reviewer is notified of performance issues through deficiency letters, corrective actions or restrictions placed upon the reviewer. For reviewers who perform reviews in multiple administering entities, any corrective action or restriction included in a deficiency letter should be considered by other administering entities regarding whether they want to enforce the action or restriction on all or some reviews performed by the reviewer in their jurisdiction.

- 151-1** *Question*—When the board or committee require the reviewer to comply with such actions and the reviewer fails to correct the poor performance or refuses to cooperate, what procedures should be followed?

Interpretation—The committee or board must assess if the reviewer is making a reasonable effort to improve performance. After being provided reasonable time to improve performance, if the prescribed actions are not resulting in the necessary performance improvements, the committee or board may determine that the reviewer's action warrant board consideration. If a reviewer is referred to the board, the board will consider whether the reviewer should be prohibited from performing reviews or whether some other action should be taken.

Independent QCM Reviews

- 159-1** *Question*—Paragraph .159 of the standards refers to an affiliate or related entity as considerations in determining whether the QCM review is required. What does affiliate mean in this context, and how can an affiliate relationship lead to a required QCM review?

Interpretation—For QCM review purposes, a CPA firm has an affiliate relationship with another entity if the firm controls or has the power to control the other entity (or vice versa), if there is mutual ownership of the firm and the other entity, or if a third party controls or has the power to control both the firm

and other entity. If a CPA firm is affiliated with an entity that is a provider of QCM, and the CPA firm performs peer reviews of other firms, the CPA firm is considered a provider firm. The CPA firm's independence will be impaired to perform peer reviews of firms that use the QCM sold by the affiliate, unless an independent review on the QCM is completed.

- 161-1** *Question*—The standards note that in the event of substantial changes in a provider's system of quality control to develop and maintain materials, or substantial changes in the materials themselves, the provider should consult with the National PRC to determine whether an accelerated QCM review is warranted. What are factors that the National PRC will consider in making this determination?

Interpretation—The National PRC will consider the following (at a minimum) in determining whether the provider should have an accelerated review:

- The reasons for and types of changes in the system, the resultant materials, or both
- The period of time since the last QCM review
- The rating of the last QCM report

If the provider is a provider firm that performs peer reviews of user firms, and the provider firm's system of quality control or the resultant materials underwent substantial changes, it may be necessary for the provider firm to have an accelerated QCM review in order to maintain independence with respect to user firms.

- 166-1** *Question*—Paragraph .166 of the standards indicates that the National PRC will consider other factors (in addition to the qualifications set forth in the paragraphs under "Organizing the System or Engagement Review Team" and "Qualifying for Service as a Peer Reviewer") in determining whether a peer reviewer is appropriately qualified to perform a QCM peer review. What are the other considerations?

Interpretation—The National PRC, as the administering entity for QCM reviews, establishes the qualifications necessary to perform a QCM review. In addition to the peer reviewer qualifications set forth in paragraphs .26–.35 of the standards, reviewers of QCM must have relevant and current industry experience in their own firm. The National PRC will also consider the history and nature of reviewer feedback, AICPA or administering entity-imposed peer reviewer restrictions, and other pertinent factors.

Subsequent to the approval of a QCM reviewer, situations may arise that causes the QCM reviewer to no longer meet the qualifications for serving as a QCM reviewer. Such situations include, but are not limited to, the following:

- Suspension or termination of AICPA membership
- Change in the status of the reviewer's CPA license from active status
- Eligibility criteria in paragraph .31 of the standards to serve as a peer reviewer are no longer met
- Communications from regulatory, monitoring, or enforcement bodies relating to allegations or investigations of the peer reviewer's firm's accounting and auditing practice or notifications of limitations or restrictions on the peer reviewer's firm's right to practice

It is the responsibility of the provider to ensure that QCM review team members continue to meet the qualifications. Peer reviewers that have a conflict of interest with respect to the QCM under review will not be approved as a QCM review team member. Examples of individuals with conflicts of interest include someone who assisted in the materials' development or maintenance process, uses the materials as an integral part of his or her firm's system of quality control, or is an individual from a firm that is a member of the association whose materials are under review.

- 175-1** *Question*—In a QCM review, the standards note that the QCM review team determines and documents the extent to which individual manuals, guides, checklists, practice aids, and so on are reviewed. What should the QCM reviewer consider when making this judgment?

Interpretation—Because the QCM review report opines on both the quality control system and the specific materials or aids listed in the report, all those materials or aids listed must be tested to some extent in order to support the opinion. However, the QCM reviewer can judgmentally determine the extent of testing or review procedures necessary on each aid. Considerations include areas within the materials or

aids that address new guidance or changes in professional standards, areas that address procedures that rely heavily on judgment, or areas that contain methodology unique to the materials reviewed or unique interpretations of professional standards or other guidance. The assessment of the provider's system, including the review and editorial process, update and revision procedures, and so on should also factor into the QCM reviewer's judgment. The QCM reviewer's considerations for determining the extent of testing necessary for the materials or aids should be documented in the risk assessment. In addition, the QCM review working papers should document the actual testing or review procedures performed for each aid.

176-1 *Question*—Paragraph .176 of the standards discusses the QCM review team's assessment of whether the materials are reliable aids by assessing the level of instructions and explanatory guidance in the materials, and determining whether the methodology inherent in the materials is appropriate. What other information is available to further explain these considerations?

Interpretation—Many firms place a high degree of reliance on QCM, based on the nature and use of such materials. Because of this reliance, there are expectations that the materials are stand-alone aids, and use of the materials as designed by a professional with an appropriate level of experience and expertise, provides reasonable assurance of assisting users in performing audit or attest engagements in accordance with professional standards. Accordingly, the QCM review team should assess and document how the materials address each of these considerations in order to be reliable aids:

- a. Instructions should include, but are not limited to, the aids' applicability for different firms or clients (for example, based on size, industry, or engagement complexity; levels of experience or knowledge; and so on); a reminder for the need to tailor the materials as appropriate; and a reminder to use professional judgment in the application of the materials based on the facts and circumstances of each engagement. The instructions should also address the documentation requirements in professional standards, and specifically discuss whether completion of the aids will assist users with fulfilling those requirements.
- b. Guidance should be sufficient and technically accurate to assist users with conforming with the components that are integral to the professional standards that the materials purport to encompass, regardless of whether such standards are encompassed explicitly or implicitly. Explanatory guidance ranges from specific cross references to professional standards or directly quoting the standards, to explanations of the standards or integrating the verbiage of the standards into audit checklists or programs. QCM limited to audit program steps without explanatory guidance or specific reference to applicable professional standards would be considered insufficient and do not constitute reliable aids. In addition, materials that are industry specific should appropriately address the relevant professional standards and industry guidance from a completeness standpoint (for example, an aid that purports to assist users with performing risk assessment procedures for an ERISA engagement should include Statement on Auditing Standards (SAS) No. 107, *Audit Risk and Materiality in Conducting an Audit* [AICPA, *Professional Standards*, AU sec. 312], considerations tailored to the industry; the reviewer should question if SAS No. 107 considerations are omitted).
- c. The methodology inherent in the materials (if applicable), including the provider's stance on the application of professional standards or alternative procedures, should be evaluated to determine if the methodology provides reasonable assurance to users of performing an engagement performed in conformity with the components that are integral to the applicable professional standards that the materials purport to encompass. This is especially important when the methodology addresses the treatment of unique transactions or accounts, contains unique interpretations of professional standards, incorporates elements of widely recognized and accepted industry practice when higher levels of guidance are not available, or suggests departures from professional standards in certain circumstances.

QCM reviewers should refer to section 3100 for additional illustrative guidance for reliable aids.

Aids either lacking or containing an insufficient level of instructions or guidance or that contain inappropriate methodology, should be further evaluated by the QCM review team to determine if the aids are reliable. The QCM review team should also evaluate the impact on the provider's system of quality control for the development and maintenance of the aids. If an aid is deemed to not be a reliable aid, this

should be reflected in a QCM review report with a rating of pass with deficiencies or fail, depending on the underlying cause of the issue.

Note that the intent of QCM is to assist in providing firms and practitioners with reasonable assurance of complying with professional standards as a part of their overall system of quality control. The independent review of such materials does not provide firms or practitioners with absolute assurance of compliance solely through reliance on the materials, nor is it intended to.

- 200-1** *Question*—Paragraph .200 of the standards states that if a provider refuses to cooperate during the course of a QCM review, the provider’s firm’s independence with respect to user firms may be impaired. Under what circumstances would the provider’s independence with respect to user firms be impaired due to non-cooperation?

Interpretation—If the required QCM review documents are not submitted by the due date due to the provider’s non-cooperation, the provider’s independence with respect to user firms will be impaired and the provider will not be permitted to perform or schedule future peer reviews of user firms until the provider’s QCM review is completed (see Interpretation 25-2).

Once all the required QCM review documents have been submitted timely but before the report has been accepted, the National PRC may make whatever inquiries or initiate whatever actions of the provider or QCM review team it considers necessary under the circumstances. The National PRC will set a date by which responses to inquiries and evidence of completion of required actions must be received. If, as a result of non-cooperation by the provider, inquiries or required actions remain unresolved as of the due date established by the National PRC, the provider’s independence with respect to user firms will be impaired and the provider will not be permitted to perform or schedule future peer reviews of user firms until the provider’s QCM review is completed.

Definition of Commencement

- 179-1** *Question*—There are a number of instances in which the standards and interpretations refer to the “commencement” date of a review to determine whether a situation applies. Some examples are cooperating in a peer review (Interpretation 5h-1), approval of the review team by the administering entity (Interpretation 30-1), provision of the surprise engagement to the firm (Interpretation 61-1) and when the standards are effective for a firm’s peer review (paragraph .179 of the standards). What is meant by “commencement”?

Interpretation—Interpretation 5g-1 notes that “A peer review commences when the review team begins field work, ordinarily at the reviewed firm’s office in a System Review, or begins the review of engagements in an Engagement Review.” The easiest measure is “when fieldwork begins.” However, there are times when this may not apply. Therefore, Interpretation 32-1 further notes that “team members may review their engagements prior to the team captain or review captain beginning their field work. In these situations, a review is considered to have commenced when the team member begins the review of engagements (if this is prior to the team captain or review captain beginning their fieldwork).” In certain circumstances, fieldwork may commence before the review of engagements, such as during planning.

The significance of this enhanced definition of “commencement” is emphasized by how it affects a firm’s ability to resign from the program once a review commences. Once a team captain, review captain or team member learns information that affects the results of the review, the review is deemed to have commenced. Some examples are if the team captain identifies a design deficiency, or learns about the firm’s noncompliance with state board of accountancy licensing requirements, during planning. Another example is the identification of a finding during a team member’s review of a specialized industry at a location other than the reviewed firm’s offices, prior to the team captain beginning fieldwork at the reviewed firm’s offices.

As indicated in Interpretation 5g-1, a firm whose peer review has commenced may not resign from the program unless certain steps are followed which include the firm evidencing their noncooperation with the program and the AICPA publishing notice of the action so that the public interest is served.

Firm Representations

181-1-1 *Question*—Paragraph .181(1) (appendix B) of the standards advises that the firm is not prohibited from making additional representations beyond the required representations, in its representation letter to the team captain or review captain. What parameters should be used in expanding the representation letter?

Interpretation—The representation letter is not intended to be onerous for the reviewed firm. Allowing reviewers to add whatever they want to the representation letter would make it very difficult to maintain consistency in the program. In addition, this becomes a very important issue because a firm’s failure to sign the representation letter may be considered noncooperation.

However, at a minimum the representation letter should comply with the spirit of the guidance, there is value to the reviewer of obtaining certain representations in writing. Thus, if during the review, something comes to the reviewer’s attention whereby the reviewer believes the reviewed firm is providing contradicting or questionable information, the reviewer should investigate the matter further and may consider having the firm include the matter in the representation letter.

Firm and Individual Licenses

181-1a-1 *Question*—Paragraph .181(1)(a) (appendix B) of the standards advises that firms include representations to the team captain or review captain concerning when management is aware that the firm or its personnel has not complied with the rules and regulations of state board(s) of accountancy or other regulatory bodies (including applicable firm and individual licensing requirements in each state in which it practices for the year under review). What further guidance should be followed in regards to firm and individual licenses?

Interpretation—Firms are required to comply with the rules and regulations of state boards of accountancy and other regulatory bodies in the states where they practice. As a part of the peer review, firms should submit written representations from the firm’s management indicating compliance with such required rules and regulations. If the reviewed firm is aware of any situation whereby they are not in compliance with the rules and regulations of the state boards of accountancy or other regulatory bodies, they should tailor the representation letter to provide information on the areas of non-compliance.

Reviewers should continue to make inquiries of the firm to determine if it is appropriately licensed as required by the state boards of accountancy in the state or states in which it practices. In addition, a reviewer is not prohibited, as a part of a System or Engagement Review, from verifying the *practice unit* license (firm license) in the state in which the practice unit is domiciled (main office is located). A reviewer is also not prohibited from verifying an out-of-state *practice unit* license on an individual engagement basis when that engagement is selected for review and was performed by the reviewed firm in another state requiring a firm license.

Testing *individual* licenses should be limited to inquiry and should not extend to verification unless there is evidence obtained as a part of the peer review that the firm is not accurately representing its compliance with individual licensure requirements.

The reviewer must analyze the information obtained through inquiry and in the written representation letter to determine the impact on the peer review.

Communication of Report Acceptances

The state board of accountancy may be sent a list of firms with *accepted* peer reviews (“accepted” as defined in the Interpretations to the standards) in a given period which would allow the state board of accountancy to verify that firms undergoing peer review are licensed in that state.

Entities administering the AICPA Peer Review Program are not prohibited outside of the peer review process from gathering information from firms and communicating to the state boards of accountancy on licensure compliance matters.

Communications Received by the Reviewed Firm Relating to Allegations or Investigations in the Conduct of Accounting, Auditing, or Attestation Engagements From Regulatory, Monitoring, or Enforcement Bodies

181-1b-1 *Question*—Paragraph .181 (paragraph 1(b) and (e) of appendix B) of the standards discusses the reviewed firm's requirement to inform the reviewer of communications or summaries of communications from regulatory, monitoring, or enforcement bodies relating to allegations or investigations of deficiencies in the conduct of an accounting, auditing, or attestation engagement performed and reported on by the firm. What are the objectives of this requirement and what are some examples, although not an all inclusive list, of such communications?

Interpretation—The objective of the firm informing its reviewer of such communications or summaries of communications is to enhance the risk-based approach to peer review by allowing the reviewer to better plan and perform the review, including engagement, industry, office, and owner selection that should be given greater emphasis in the review. It is expected that the reviewer and the firm will discuss these communications and that the firm will be able to submit the actual documentation to the reviewer in those circumstances that the reviewer deems appropriate. The reviewed firm is not required to submit confidential documents to the reviewer but should be able to discuss the relevant matters and answer the reviewer's questions.

It is also expected that the reviewer and firm will discuss notifications of limitations/restrictions on the reviewed firm's ability to practice public accounting by regulatory, monitoring or enforcement bodies.

There are many types of communications that are appropriately related to meeting the objectives described in this interpretation. The following list, which is not intended to be all inclusive, represents examples of the types of organizations where communications would be relevant to meeting the objectives of the requirement:

- a. AICPA or State CPA Society Ethics Committees
- b. AICPA Joint Trial Board
- c. State boards of accountancy
- d. SEC
- e. PCAOB
- f. State auditor
- g. Department of Labor
- h. Employee Benefits Security Administration
- i. Government Accountability Office
- j. Office of Management and Budget
- k. Department of Housing and Urban Development
- l. FDIC
- m. Office of Thrift and Supervision
- n. Federal or State Inspector General's Offices
- o. Rural Utility Service
- p. Other governmental agencies or other organizations that have the authority to regulate accountants (in connection with the firm's accounting, auditing, or attestation engagements)

181-1b-2 *Question*—What if a reviewed firm chooses not to discuss or make such communications or notifications available to the reviewer during the review?

Interpretation—If a firm fails to discuss such communications with the reviewer, the reviewer should immediately consult with the relevant administering entity because this constitutes a failure to cooperate, and the firm would be subject to fair procedures that could result in the firm's enrollment in the program being terminated (see interpretations).

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