
EXPOSURE DRAFT

PROPOSED STATEMENT ON QUALITY CONTROL STANDARDS

A FIRM'S SYSTEM OF QUALITY CONTROL

July 28, 2006

Prepared by the AICPA Auditing Standards Board for comment from persons interested in a CPA firm's responsibilities for its system of quality control for its accounting and auditing practice

Comments should be received by September 30, 2006, and should be addressed to
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July 28, 2006

Accompanying this letter is an exposure draft, approved by the Auditing Standards Board (ASB), of a proposed Statement on Quality Control Standards (SQCS) entitled *A Firm's System of Quality Control*. This proposed SQCS revises the guidance on a firm's system of quality control.

A summary of the significant provisions of the proposed SQCS accompanies this letter.

Comments or suggestions on any aspect of this exposure draft will be appreciated. To facilitate the ASB's consideration of responses, comments should refer to specific paragraphs and include supporting reasons for each suggestion or comment.

Written comments on the exposure draft will become part of the public record of the AICPA and will be available for public inspection at the offices of the AICPA after October 30, 2006, for one year. Comments should be sent via the Internet to Sharon Macey, Audit and Attest Standards, at smacey@aicpa.org no later than September 30, 2006. Comments may also be mailed to Sharon Macey, Audit and Attest Standards, AICPA, 1211 Avenue of the Americas, New York, NY 10036-8775 in time to be received by September 30, 2006.

Sincerely,

John A. Fogarty
Chair
Auditing Standards Board

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SUMMARY

WHY ISSUED AND WHAT IT DOES

This exposure draft introduces a proposed Statement on Quality Control Standards (SQCS) that will replace all existing SQCSs. This proposed SQCS establishes standards and provides guidance for a CPA firm's responsibilities for its system of quality control for its accounting and auditing practice. It describes elements of quality control and other matters essential to the effective design, implementation, and maintenance of the system. This proposed SQCS also sets forth the meaning of certain terms used in SQCSs issued by the Auditing Standards Board in describing the professional requirements imposed on firms and practitioners-in-charge.

This proposed SQCS is to be read in conjunction with the AICPA Code of Professional Conduct.

The proposed SQCS deals comprehensively with a firm's quality control practices in the areas of audits, reviews and compilations, and other attestation engagements. It places an unconditional obligation on a firm to establish a system of quality control designed to provide it with reasonable assurance that the firm and its personnel comply with professional standards and applicable regulatory and legal requirements, and that the reports issued by the firm or engagement partners are appropriate in the circumstances.

HOW IT DIFFERS FROM EXISTING STATEMENTS ON QUALITY CONTROL STANDARDS

The proposed SQCS defines the *engagement quality control review* (often referred to as a concurring review), and requires firms to establish criteria to determine which engagements are to be subject to an engagement quality control review. It also provides guidance on policies and procedures for performing engagement quality control reviews. An engagement quality control review should include a review of the financial statements or other subject matter information and the report, and, in particular, consideration of whether the report is appropriate. An engagement quality control review also should include either (i) a discussion with the practitioner-in-charge, (ii) a review of selected working papers relating to the significant judgments the engagement team made and the conclusions they reached, or (iii) both discussion and review. The decision to review selected working papers in addition to, or instead of, discussion with the practitioner-in-charge depends on the complexity of the engagement and the risk that the report might not be appropriate in the circumstances.

In addition, the proposed SQCS:

- Defines the terminology the ASB will use to describe the degrees of responsibility that the requirements in SQCSs impose on firms. There are two categories of requirements:
 - *Unconditional requirements.* The firm is required to comply with an unconditional requirement in all cases in which the circumstances exist to which the unconditional requirement applies. SQCSs use the words *must* or *is required* to indicate an unconditional requirement.
 - *Presumptively mandatory requirements.* The firm is also required to comply with a presumptively mandatory requirement in all cases in which the circumstances exist to which the presumptively mandatory requirement applies; however, in rare circumstances, the firm may depart from a presumptively mandatory requirement provided the firm documents its justification for the departure and how the alternative procedures performed in the circumstances were sufficient to achieve the objectives of the presumptively mandatory requirement. SQCSs use the word *should* to indicate a presumptively mandatory requirement.

- Requires a firm to document its quality control policies and procedures. The extent of the documentation is based on the size, structure and nature of the firm's practice.
- Requires a firm's system of quality control to address each of the following elements:
 - Leadership responsibilities for quality within the firm ("tone at the top");
 - Independence, integrity, objectivity, and other legal and ethical requirements;
 - Acceptance and continuance of client relationships and specific engagements;
 - Human resources (formerly Personnel Management);
 - Engagement performance and engagement documentation; and
 - Monitoring.
- Recognizes the importance of a quality-oriented internal culture, and requires firms to assign its management responsibilities so that commercial considerations do not override the objectives of the system of quality control, and to design its policies and procedures addressing personnel performance evaluation, compensation and promotion to demonstrate the firm's overarching commitment to quality.
- Provides more detailed guidance on independence, and requires a written confirmation of compliance with independence requirements from all firm personnel at least annually. A firm may obtain this confirmation on an engagement-by-engagement basis.
- Provides more detailed guidance on client acceptance and continuance, and requires documentation of the resolution of significant issues.
- Provides more detailed guidance on engagement supervision and review, engagement documentation, and consultation policies and procedures.
- Requires policies and procedures for resolving differences of opinions, including a requirement that reports must not be issued until the differences of opinions are resolved.
- Requires annual monitoring procedures, which include one or more of the following:
 - Engagement quality control reviews.
 - Post-issuance reviews.
 - Inspection procedures.

Firms are required to assign responsibility for monitoring to a person of appropriate authority, and are required to evaluate deficiencies and communicate recommendations for remedial action.

- Requires policies and procedures for dealing appropriately with complaints and allegations of noncompliance with professional standards or with the firm's system of quality control.

HOW IT DIFFERS FROM INTERNATIONAL STANDARDS

In developing this exposure draft, the ASB considered the requirements of the International Standard on Quality Control (ISQC) 1, *Quality Control for Audit, Assurance and Related Services Practices*, which was issued by the International Auditing and Assurance Standards Board. The proposed SQCS is consistent with ISQC 1 with two exceptions. One difference is that the proposed SQCS excludes specialists (referred to as *experts* in ISQC 1) as members of the *engagement team* or *staff*, as defined in the proposed SQCS, whereas ISQC 1 includes experts as members of the engagement team and staff.

The other difference is regarding inspection procedures. ISQC 1 states that those inspecting the engagements are not involved in performing the engagement, and that small firms and sole practitioners may wish to use a suitably qualified external person or another firm to carry out engagement inspections and other monitoring procedures. The proposed SQCS, consistent with existing SQCS No. 3, *Monitoring a CPA Firm's Accounting and Auditing Practice*, states that in small firms with a limited number of persons with sufficient and appropriate experience and authority in the firm, monitoring procedures may need to be performed by some of the same individuals who are responsible for compliance with the firm's quality control policies and procedures. The ASB debated this issue and concluded that it was not necessary to change existing practice, as in the United States the peer review process provides a safeguard and provides evidence that the monitoring procedures are effective. The ASB invites respondents to comment on this specific issue as well as the rest of the document.

HOW IT AFFECTS EXISTING STANDARDS

This proposed SQCS would supersede all existing SQCSs.

The comment period for this exposure draft ends on September 30, 2006.

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PROPOSED STATEMENT ON QUALITY CONTROL STANDARDS

A FIRM'S SYSTEM OF QUALITY CONTROL

INTRODUCTION

1. The purpose of this Statement on Quality Control Standards (SQCS) is to establish standards and provide guidance for a CPA firm's responsibilities for its system of quality control for its accounting and auditing practice. This Statement describes elements of quality control and other matters essential to the effective design, implementation, and maintenance of the system. This Statement is to be read in conjunction with the AICPA Code of Professional Conduct.

2. This Statement also sets forth the meaning of certain terms used in SQCSs issued by the Auditing Standards Board in describing the professional requirements imposed on firms and practitioners-in-charge.

SYSTEM OF QUALITY CONTROL

3. The firm must establish a system of quality control designed to provide the firm with reasonable assurance that the firm and its personnel comply with professional standards and applicable regulatory and legal requirements, and that the firm or practitioners-in-charge issue reports that are appropriate in the circumstances. A system of quality control consists of policies designed to achieve these objectives and the procedures necessary to implement and monitor compliance with those policies.

4. The nature of the policies and procedures developed by individual firms to comply with this Statement will depend on various factors such as the size and operating characteristics of the firm. The system of quality control should also provide the firm with reasonable assurance that the segments of the firm's engagements performed by its foreign member firms or offices or by its domestic or foreign affiliates are performed in accordance with professional standards in the United States when such standards are applicable.

DEFINITIONS

5. In this Statement, the following terms have the meanings given below:

- a. *Accounting and auditing practice*—A practice that performs engagements covered by this Statement, which are audits, attest, compilation, review, and any other services for which standards have been established by the AICPA Auditing Standards Board or the AICPA Accounting and Review Services Committee under Rules 201 or 202 of the AICPA Code of Professional Conduct. Although standards for other engagements may be established by other AICPA technical committees, engagements performed in accordance with those standards are not encompassed in the definition of an accounting and auditing practice.
- b. *Engagement documentation*—The record of work performed, results obtained, and conclusions the practitioner reached. Engagement documentation, also known as *working papers* or *workpapers*, may be on paper or on electronic or other media. The documentation for a specific engagement is assembled in an engagement file.
- c. *Engagement quality control review*—A process designed to provide an objective evaluation, by an individual or individuals who are not members of the engagement team, of the significant judgments the engagement team made and the conclusions they reached in formulating the

report. This review is often referred to as a *concurring review*. The engagement quality control review occurs before the report is issued.

- d. *Engagement quality control reviewer*—A partner, other person in the firm, suitably qualified external person, or a team made up of such individuals, with sufficient and appropriate experience and authority to evaluate, before the report is issued, the significant judgments the engagement team made and the conclusions they reached in formulating the report. While not a member of the engagement team, the engagement quality control reviewer must satisfy the independence requirements relating to the engagements reviewed.
- e. *Engagement team*—All personnel performing the engagement, excluding those who perform engagement quality control reviews. The engagement team includes all employees and contractors retained by the firm who perform the engagement, irrespective of their functional classification (for example, audit, tax, or management consulting services). The engagement team excludes specialists as discussed in SAS No. 73, *Using the Work of a Specialist* (AICPA, Professional Standards, vol. 1), and individuals who perform only routine clerical functions, such as word processing and photocopying.
- f. *Firm*—A form of organization permitted by law or regulation whose characteristics conform to resolutions of the Council of the American Institute of Certified Public Accountants that is engaged in the practice of public accounting. Except for purposes of applying Rule 101, *Independence* (AICPA, Professional Standards, vol. 2), the firm includes the individual partners thereof.
- g. *Inspection*—In relation to completed engagements, procedures designed to provide evidence of compliance by engagement teams with the firm’s quality control policies and procedures. Inspection is an element of monitoring.
- h. *Monitoring*—A process comprising an ongoing consideration and evaluation of the firm’s system of quality control, which may include a periodic inspection of a selection of completed engagements, designed to enable the firm to obtain reasonable assurance that its system of quality control is operating effectively.
- i. *Partner*—An individual with authority to bind the firm with respect to the performance of a professional services engagement.
- j. *Personnel*—Partners, practitioners-in-charge, and staff.
- k. *Practitioner-in-charge*—An individual who is responsible for supervising engagements covered by this Statement and signing or authorizing an individual to sign the report on such engagements.
- l. *Professional standards*—Standards, established by the AICPA Auditing Standards Board or the AICPA Accounting and Review Services Committee under Rules 201 or 202, *Compliance With Standards*, of the AICPA Code of Professional Conduct (AICPA, Professional Standards, vol. 2) or other standard setting bodies that set auditing and attest standards applicable to the engagement being performed.
- m. *Reasonable assurance*—In the context of this standard, a high, but not absolute, level of assurance.
- n. *Staff*—Professionals, other than partners and practitioners-in-charge, including any specialists who are employees of the firm.

- o. *Suitably qualified external person*—An individual outside the firm with the capabilities and competence to act as a practitioner-in-charge, for example a partner of another firm, or an employee (with appropriate experience) of either a professional accountancy body whose members may perform audits, reviews, compilations, or other attestation engagements, or of an organization that provides relevant quality control services.

USE OF CERTAIN TERMS

Professional Requirements

6. SQCSs contain professional requirements together with related guidance in the form of explanatory material. Firms have a responsibility to consider the entire text of an SQCS with regard to their system of quality control and in understanding and applying the professional requirements of the relevant SQCSs.

7. Not every paragraph of an SQCS carries a professional requirement that the firm is expected to fulfill. Rather, the professional requirements are communicated by the language and the meaning of the words used in the SQCSs.

8. SQCSs use two categories of professional requirements, identified by specific terms, to describe the degree of responsibility they impose on firms, as follows:

- *Unconditional requirements*. The firm is required to comply with an unconditional requirement in all cases in which the circumstances exist to which the unconditional requirement applies. SQCSs use the words *must* or *is required* to indicate an unconditional requirement.
- *Presumptively mandatory requirements*. The firm is also required to comply with a presumptively mandatory requirement in all cases in which the circumstances exist to which the presumptively mandatory requirement applies; however, in rare circumstances, the firm may depart from a presumptively mandatory requirement provided the practitioner documents his or her justification for the departure and how the alternative procedures performed in the circumstances were sufficient to achieve the objectives of the presumptively mandatory requirement. SQCSs use the word *should* to indicate a presumptively mandatory requirement.

If an SQCS provides that a procedure or action is one that the firm “should consider,” the consideration of the procedure or action is presumptively required, whereas carrying out the procedure or action is not. The professional requirements of an SQCS are to be understood and applied in the context of the explanatory material that provides guidance for their application.

Explanatory Material

9. Explanatory material is defined as the text within an SQCS (excluding any related appendixes or interpretations¹) that may:

- Provide further explanation and guidance on the professional requirements; or
- Identify and describe other procedures or actions relating to the activities of the firm.

¹ Interpretive publications differ from explanatory material. Interpretive publications, for example, interpretations of the SQCSs or appendixes to the SQCSs, reside outside of the standards section of a SQCS and are recommendations on the application of the SQCS in specific circumstances. In contrast, explanatory material is always contained within the standards sections of the SQCS and is meant to be more descriptive in nature.

10. Explanatory material that provides further explanation and guidance on the professional requirements is intended to be descriptive rather than imperative. That is, it explains the objective of the professional requirements (where not otherwise self-evident); it explains why the firm might consider or employ particular procedures, depending on the circumstances; and it provides additional information for the firm to consider in exercising professional judgment with regard to its system of quality control.

11. Explanatory material that identifies and describes other procedures or actions relating to the activities of the firm is not intended to impose a professional requirement for the firm to perform the suggested procedures or actions. Rather, these procedures or actions require the firm's attention and understanding; how and whether the firm carries out such procedures or actions with regard to its system of quality control depends on the exercise of professional judgment in the circumstances consistent with the objective of the standard. The words *may*, *might*, and *could* are used to describe these actions and procedures.

DOCUMENTATION AND COMMUNICATION OF QUALITY CONTROL POLICIES AND PROCEDURES

12. The firm must document its quality control policies and procedures. 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. For example, documentation of established quality control policies and procedures would generally be expected to be more extensive in a large firm than in a small firm and in a multi-office firm than in a single-office firm.

13. The firm must communicate its quality control policies and procedures to its personnel. Although communication is enhanced if it is in writing, the communication of quality control policies and procedures is not required to be in writing. Effective communication describes the quality control policies and procedures and the objectives they are designed to achieve, and includes the message that each individual has a personal responsibility for quality and is expected to be familiar with and to comply with these policies and procedures. In recognition of the importance of obtaining feedback on its quality control system from its personnel, it may be helpful for the firm to encourage its personnel to communicate their views or concerns on quality control matters.

ELEMENTS OF A SYSTEM OF QUALITY CONTROL

14. The firm's system of quality control must include policies and procedures addressing each of the following elements:

- a. Leadership responsibilities for quality within the firm (the "tone at the top").
- b. Independence, integrity, objectivity, and other legal and ethical requirements.
- c. Acceptance and continuance of client relationships and specific engagements.
- d. Human resources.
- e. Engagement performance and documentation.
- f. Monitoring.

Leadership Responsibilities for Quality Within the Firm (the "Tone at the Top")

15. The firm should promote an internal culture based on the recognition that quality is essential in performing engagements and should establish policies and procedures to support that culture. Such policies and procedures should require the firm's managing partner (or equivalent) to assume ultimate responsibility for the firm's system of quality control.

16. The firm's leadership and the examples it sets significantly influence the internal culture of the firm. The promotion of a quality-oriented internal culture depends on clear, consistent, and frequent actions and messages from all levels of the firm's management that emphasize the firm's quality control policies and procedures and the requirement to:

- a. Perform work that complies with professional standards and regulatory and legal requirements.
- b. Issue reports that are appropriate in the circumstances.

Such actions and messages encourage a culture that recognizes and rewards quality work. These actions and messages may be communicated by training seminars, meetings, formal or informal dialogue, mission statements, newsletters, or briefing memoranda. They may be incorporated in the firm's internal documentation and training materials, and in partner and staff appraisal procedures such that they will support and reinforce the firm's view on the importance of quality and how, practically, it is to be achieved.

17. Of particular importance is the need for the firm's leadership to recognize that the firm's business strategy is subject to the overarching requirement for the firm to achieve the objectives of the system of quality control in all the engagements that the firm performs. Accordingly, the firm should:

- a. Assign its management responsibilities so that commercial considerations do not override the objectives of the system of quality control (see paragraph 3).
- b. Design its policies and procedures addressing performance evaluation, compensation, and promotion (including incentive systems) with regard to its personnel, to demonstrate the firm's overarching commitment to objectives of the system of quality control.
- c. Devote sufficient and appropriate resources for the development, communication, and support of its quality control policies and procedures.

18. Any person or persons assigned operational responsibility for the firm's quality control system by the firm's managing partner or equivalent should have sufficient and appropriate experience and ability to identify and understand quality control issues and to develop appropriate policies and procedures, as well as the necessary authority to implement those policies and procedures.

Independence, Integrity, Objectivity, and Other Legal and Ethical Requirements

19. The firm should establish policies and procedures designed to provide it with reasonable assurance that the firm and its personnel comply with independence, integrity, objectivity, and other legal and ethical requirements.

20. The AICPA Code of Professional Conduct establishes the fundamental principles of professional ethics, which include:

- a. Independence.
- b. Integrity.
- c. Objectivity.
- d. Professional competence and due care.
- e. Confidentiality.
- f. Professional behavior.

21. The firm should establish policies and procedures designed to provide it with reasonable assurance that the firm, its personnel and, where applicable, others subject to independence

requirements, maintain independence where required. Independence requirements are set forth in Rule 101 of the AICPA Code of Professional Conduct and the rules of state boards of accountancy and applicable regulatory agencies. Comprehensive guidance on threats to independence and safeguards, including application to specific situations, is set forth in the AICPA's Conceptual Framework for AICPA Independence Standards. Such policies and procedures should enable the firm to:

- a. Communicate its independence requirements to its personnel and, where applicable, others subject to them.
- b. Identify and evaluate circumstances and relationships that create threats to independence, and to take appropriate action to eliminate those threats or reduce them to an acceptable level by applying safeguards or, if effective safeguards cannot be applied, withdrawing from the engagement.

22. Such policies and procedures should require:

- a. The practitioner-in-charge to consider relevant information about client engagements, including the scope of services, to enable him or her to evaluate the overall impact, if any, on independence requirements.
- b. Personnel to promptly notify the practitioner-in-charge and the firm of circumstances and relationships that create a threat to independence so that appropriate action can be taken.
- c. The accumulation and communication of relevant information to appropriate personnel so that:
 - (i) The firm, the practitioner-in-charge, and other firm personnel can readily determine whether they satisfy independence requirements.
 - (ii) The firm can maintain and update information relating to independence.
 - (iii) The firm and the practitioner-in-charge can take appropriate action regarding identified threats to independence.

23. The firm should establish policies and procedures designed to provide it with reasonable assurance that it is notified of breaches of independence requirements, and to enable it to take appropriate actions to resolve such situations. The policies and procedures should include requirements for:

- a. All who are subject to the firm's independence requirements to promptly notify the firm of independence breaches of which they become aware.
- b. The firm to promptly communicate identified breaches of these policies and procedures, and the required corrective actions, to:
 - (i) The practitioner-in-charge who, with the firm, needs to address the breach.
 - (ii) Other relevant personnel in the firm and those subject to the independence requirements who need to take appropriate action.
- c. Confirmation to the firm by the practitioner-in-charge and the other individuals referred to in subparagraph (b)(ii) that the required corrective actions have been taken.

24. 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 of the AICPA Code of Professional Conduct and the rules of state boards of accountancy and applicable regulatory agencies. Written confirmation may be in paper or electronic form.

25. The purpose of obtaining confirmation and taking appropriate action on information indicating noncompliance is to demonstrate the importance that the firm attaches to independence and keep the issue current for, and visible to, its personnel.

26. The Conceptual Framework for AICPA Independence Standards discusses the familiarity threat that may be created by using the same senior personnel on an audit or attest engagement over a long period of time and the safeguards that might be appropriate to address such a threat. Accordingly, the firm should establish policies and procedures setting forth criteria for determining the need for safeguards to reduce the familiarity threat to an acceptable level when using the same senior personnel on an audit or attest engagement over a long period of time. In determining appropriate criteria, the firm might consider such matters as (a) the nature of the engagement, including the extent to which it involves a matter of public interest, and (b) the length of service of the senior personnel on the engagement.

27. For all audit or attest engagements where regulatory or other authorities require the rotation of personnel after a specified period, the firm's policies and procedures should address these requirements.

Acceptance and Continuance of Client Relationships and Specific Engagements

28. The firm should establish policies and procedures for the acceptance and continuance of client relationships and specific engagements, designed to provide it with reasonable assurance that it will undertake or continue relationships and engagements only where it:

- a. Has considered the integrity of the client and the risks associated with providing professional services in the particular circumstances.
- b. Is competent to perform the engagement and has the capabilities and resources to do so.
- c. Can comply with legal and ethical requirements, including whether accepting an engagement would give rise to an actual or perceived conflict of interest.

The firm should obtain such information as it considers necessary in the circumstances before accepting an engagement with a new client, when deciding whether to continue an existing engagement, and when considering acceptance of a new engagement with an existing client.

29. To minimize the risk of misunderstandings regarding the nature, scope, and limitations of the services to be performed, policies and procedures should provide for obtaining an understanding with the client regarding those services. Professional standards may provide guidance in deciding whether the understanding should be oral or written.

30. When issues have been identified, and the firm has decided to accept or continue the client relationship or a specific engagement, it should document how the issues were resolved.

31. Regarding the integrity of a client, factors to consider include:

- The identity and business reputation of the client's principal owners, key management, related parties, and those charged with its governance.
- The nature of the client's operations, including its business practices.
- Information concerning the attitude of the client's principal owners, key management, and those charged with its governance toward such matters as aggressive interpretation of accounting standards and internal control over financial reporting.

The extent of knowledge a firm will have regarding the integrity of a client will generally grow within the context of an ongoing relationship with that client.

32. In determining whether the firm has the capabilities, competence, and resources to undertake a new engagement, factors to consider include the specific requirements of the engagement and also whether:

- Firm personnel have knowledge of relevant industries or subject matters.
- Firm personnel have experience with relevant regulatory or reporting requirements, or the ability to effectively gain the necessary skills and knowledge.
- The firm has sufficient personnel with the necessary capabilities and competence.
- Specialists are available, if needed.
- Individuals meeting the criteria and eligibility requirements to perform an engagement quality control review are available, where applicable.
- The firm is able to complete the engagement within the reporting deadline.

33. Deciding whether to continue a client relationship includes consideration of significant matters that have arisen during the current or previous engagements, and their implications for continuing the relationship. For example, a client may have started to expand its business operations into an area where the firm does not possess the necessary knowledge or expertise.

34. If the firm obtains information that would have caused it to decline an engagement if that information had been available earlier, policies and procedures on the continuance of the engagement and the client relationship should include consideration of the professional and legal responsibilities that apply to the circumstances and the possibility of withdrawing from the engagement or from both the engagement and the client relationship.

35. Policies and procedures on withdrawal from an engagement or from both the engagement and the client relationship should include:

- Discussing with the appropriate level of the client's management and those charged with its governance regarding the appropriate action that the firm might take based on the relevant facts and circumstances.
- Considering whether there is a professional, regulatory, or legal requirement for the firm to remain in place, or for the firm to report the withdrawal from the engagement, or from both the engagement and the client relationship, together with the reasons for the withdrawal, to regulatory authorities.
- If the firm determines that it is appropriate to withdraw, discussing with the appropriate level of the client's management and those charged with its governance withdrawal from the engagement or from both the engagement and the client relationship, and the reasons for the withdrawal.
- Documenting significant issues, consultations, conclusions, and the basis for the conclusions.

Human Resources

36. The firm should establish policies and procedures designed to provide it with reasonable assurance that it has sufficient personnel with the capabilities, competence, and commitment to ethical principles necessary to perform its engagements in accordance with professional standards and regulatory and legal requirements, and to enable the firm to issue reports that are appropriate in the circumstances.

37. Such policies and procedures should address the following:

- a. Recruitment and hiring, if applicable.

- b. Determining capabilities and competencies.
- c. Assigning personnel to engagements, if applicable.
- d. Professional development.
- e. Performance evaluation, compensation, and advancement.

Recruitment and Hiring

38. Effective recruitment processes and procedures help the firm select individuals of integrity who have the capacity to develop the capabilities and competence necessary to perform the firm's work and possess the appropriate characteristics to enable them to perform competently. Examples of such characteristics may include meeting minimum academic requirements established by the firm, maturity, integrity, and leadership traits.

Determining Capabilities and Competencies

39. Capabilities and competencies are the knowledge, skills, and abilities that qualify personnel to perform an engagement covered by this Statement. Capabilities and competencies are not measured by periods of time because such a quantitative measurement may not accurately reflect the kinds of experiences gained by personnel in any given time period. Accordingly, for purposes of this section, a measure of overall competency is qualitative rather than quantitative.

40. Capabilities and competence are developed through a variety of methods, for example:

- Professional education.
- Continuing professional development, including training.
- Work experience.
- Mentoring by more experienced staff, for example, other members of the engagement team.

Competencies of Practitioner-in-Charge

41. In most cases, a practitioner-in-charge of an engagement will have gained the necessary competencies through relevant and appropriate experience in engagements covered by this Statement. In some cases, however, a practitioner-in-charge may have obtained the necessary competencies through disciplines other than the practice of public accounting, such as in relevant industry, governmental, and academic positions. When necessary, the experience of the practitioner-in-charge may be supplemented by continuing professional education (CPE) and consultation. The following are examples.

- A practitioner-in-charge of an engagement whose recent experience has consisted primarily in providing tax services may acquire the competencies necessary in the circumstances to perform a compilation or review engagement by obtaining relevant CPE.
- A practitioner-in-charge of an engagement whose experience consists of performing review and compilation engagements may be able to obtain the necessary competencies to perform an audit by becoming familiar with the industry in which the client operates, obtaining CPE relating to auditing, using consulting sources during the course of performing the audit engagement, or any combination of these.
- A person in academia might obtain the necessary competencies to perform engagements covered by this Statement by obtaining specialized knowledge through teaching or authorship of research projects or similar papers and performing a rigorous self-study program, or by engaging a consultant to assist on such engagements.

42. Regardless of the manner in which a particular competency is gained, a firm's quality control policies and procedures should be adequate to provide reasonable assurance that a practitioner-in-

charge of an engagement possesses the competencies necessary to fulfill his or her engagement responsibilities.

43. The nature and extent of competencies established by a firm that are expected of the practitioner-in-charge of an engagement should be based on the characteristics of a particular client, industry, and the kind of service being provided. For example:

- The competencies expected of a practitioner-in-charge of an engagement to compile financial statements would be different than those expected of a practitioner engaged to review or audit financial statements.
- Supervising engagements and signing or authorizing others to sign reports for clients in certain industries or engagements, such as financial services, governmental, or employee benefit plan engagements, would require different competencies than those expected in performing attest services for clients in other industries.
- The practitioner-in-charge of an attestation engagement to examine management's assertion about the effectiveness of an entity's internal control over financial reporting would be expected to have technical proficiency in understanding and evaluating the effectiveness of controls, while a practitioner-in-charge of an attestation engagement to examine investment performance statistics would be expected to have different competencies, including an understanding of the subject matter of the underlying assertion.

44. In practice, the competency requirements necessary for the practitioner-in-charge of an engagement are broad and varied in both their nature and number. However, the firm's quality control policies and procedures should address the following competencies for the practitioner-in-charge of an engagement. Firm policies and procedures should also address other competencies as necessary in the circumstances.

- Understanding of the role of a system of quality control and the Code of Professional Conduct—Practitioners-in-charge of an engagement should possess an understanding of the role of a firm's system of quality control and the AICPA's Code of Professional Conduct, both of which play critical roles in assuring the integrity of the various kinds of reports.
- Understanding of the service to be performed—Practitioners-in-charge of an engagement should possess an understanding of the performance, supervision, and reporting aspects of the engagement. This understanding is usually gained through actual participation under appropriate supervision in that type of engagement.
- Technical proficiency—Practitioners-in-charge of an engagement should possess an understanding of the applicable professional standards, including those standards directly related to the industry in which a client operates and the kinds of transactions in which a client engages.
- Familiarity with the industry—To the extent required by professional standards applicable to the kind of service being performed, practitioners-in-charge of an engagement should possess an understanding of the industry in which a client operates. In performing an audit or review of financial statements, this understanding would include an industry's organization and operating characteristics sufficient to identify areas of high or unusual risk associated with an engagement and to evaluate the reasonableness of industry specific estimates.
- Professional judgment—Practitioners-in-charge of an engagement should possess skills that indicate sound professional judgment. In performing engagements covered by this Statement, such skills would typically include the ability to exercise professional skepticism and identify areas requiring special consideration including, for example, the evaluation of the reasonableness of estimates and representations made by management and the determination of the kind of report appropriate in the circumstances.

- Understanding the organization's information technology systems—Practitioners-in-charge of an audit engagement should have an understanding of how the organization is dependent on or enabled by information technologies, and the manner in which information systems are used to record and maintain financial information.

Interrelationship of Competencies and Other Elements of a Firm's System of Quality Control

45. The competencies listed above are interrelated and gaining one particular competency may be related to achieving another. For example, familiarity with the client's industry interrelates with a practitioner's ability to make professional judgments relating to the client.

46. In establishing policies and procedures related to the nature of competencies needed by the practitioner-in-charge of an engagement, a firm may consider the requirements of policies and procedures established for other elements of quality control. For example, a firm might consider its requirements related to engagement performance in determining the nature of competency requirements that describe the degree of technical proficiency necessary in a given set of circumstances.

The Relationship of the Competency Requirement of the Uniform Accountancy Act to the Human Resource Element of Quality Control

47. CPAs are required to follow the accountancy laws of the individual licensing jurisdictions in the United States that govern the practice of public accounting. These jurisdictions may have adopted, in whole or in part, the Uniform Accountancy Act (UAA), which is a model legislative statute, and related administrative rules designed by the AICPA and the National Association of State Boards of Accountancy (NASBA) to provide a uniform approach to the regulation of the accounting profession. The UAA provides that "any individual licensee who is responsible for supervising attest or compilation services and signs or authorizes someone to sign the accountant's report on the financial statements on behalf of the firm shall meet the competency requirements set out in the professional standards for such services." A firm's compliance with this Statement on Quality Control Standards is intended to enable a practitioner who performs the services described in the preceding sentence on the firm's behalf to meet the competency requirement referred to in the UAA.

Assignment of Engagement Teams

48. The firm should assign responsibility for each engagement to a practitioner-in-charge. The firm should establish policies and procedures requiring that:

- a. The identity and role of the practitioner-in-charge are communicated to management and those charged with governance.
- b. The practitioner-in-charge has the appropriate capabilities, competence, authority, and time to perform the role.
- c. The responsibilities of the practitioner-in-charge are clearly defined and communicated to that individual.

49. Policies and procedures may include systems to monitor the workload and availability of practitioners-in-charge so as to enable these individuals to have sufficient time to adequately discharge their responsibilities.

50. The firm should assign appropriate staff with the necessary capabilities, competence, and time to perform engagements in accordance with professional standards and regulatory and legal requirements, and to enable the firm or practitioners-in-charge to issue reports that are appropriate in the circumstances.

51. When assigning engagement teams, and in determining the nature and extent of supervision required, the capabilities and competence the firm might consider include, for example:

- An understanding of, and practical experience with, engagements of a similar nature and complexity through appropriate training and participation.
- An understanding of professional standards and regulatory and legal requirements.
- Appropriate technical knowledge, including knowledge of relevant information technology.
- Knowledge of relevant industries in which the clients operate.
- Ability to apply professional judgment.
- An understanding of the firm's quality control policies and procedures.

Generally, as the ability and experience levels of assigned staff increase, the need for direct supervision decreases.

52. It is important that all members of the engagement team understand the objectives of the work they are to perform. Appropriate teamwork and training assist less experienced members of the engagement team to clearly understand the objectives of the assigned work.

Professional Development

53. The continuing competence of the firm's personnel depends to a significant extent on an appropriate level of continuing professional development so that personnel maintain their knowledge and capabilities. Effective policies and procedures emphasize the need for personnel to participate in general and industry-specific continuing professional education and other professional development activities that enable them to fulfill responsibilities assigned, and to satisfy applicable continuing professional education requirements of the AICPA and regulatory agencies. The firm may emphasize in its policies and procedures the need for continuing training for all levels of firm personnel, and provide the necessary training resources and assistance to enable personnel to develop and maintain the required capabilities and competence. If internal technical and training resources are unavailable, or for any other reason, the firm may use an external source that is suitably qualified for that purpose.

Performance Evaluation, Compensation and Advancement

54. The firm's policies and procedures should provide that personnel selected for advancement have the qualifications necessary for fulfillment of the responsibilities they will be called on to assume.

55. The firm's performance evaluation, compensation, and advancement procedures should give due recognition and reward to the development and maintenance of competence and commitment to ethical principles. In particular, the firm should:

- a. Make personnel aware of the firm's expectations regarding performance and ethical principles.
- b. Provide personnel with evaluation of, and counseling on, performance, progress, and career development.
- c. Help personnel understand that their compensation and advancement to positions of greater responsibility depends, among other things, upon performance quality and adherence to ethical principles, and that failure to comply with the firm's policies and procedures may result in disciplinary action.

The size and circumstances of the firm are important considerations in determining the structure of the firm's performance evaluation process. Smaller firms, in particular, may employ less formal methods of evaluating the performance of their personnel.

Engagement Performance and Engagement Documentation

56. The firm should establish policies and procedures designed to provide it with reasonable assurance that engagements are performed in accordance with professional standards and regulatory

and legal requirements and that the firm or the practitioner-in-charge issues reports that are appropriate in the circumstances.

57. Effective policies and procedures facilitate consistency in the quality of engagement performance. This may be accomplished through written or electronic manuals, software tools or other forms of standardized documentation, and industry or subject matter-specific guidance materials. The firm might address, for example:

- How engagement teams are briefed on the engagement to obtain an understanding of the objectives of their work.
- Processes for complying with applicable engagement standards.
- Processes of engagement supervision, staff training, and mentoring.
- Methods of reviewing the work performed, the significant judgments made and the type of report being issued.
- Appropriate documentation of the work performed and of the timing and extent of the review.
- Appropriate communication of the results of each engagement.
- Processes to keep all policies and procedures current.

58. Policies and procedures for engagement supervision might include:

- Tracking the progress of the engagement.
- Considering the capabilities and competence of individual members of the engagement team, whether they have sufficient time to carry out their work, whether they understand their instructions, and whether the work is being carried out in accordance with the planned approach to the engagement.
- Addressing significant issues arising during the engagement, considering their significance, and appropriately modifying the planned approach.
- Identifying matters for consultation or consideration by more experienced engagement team members during the engagement.

59. More experienced engagement team members, including the practitioner-in-charge, should review work performed by less experienced team members to determine whether:

- a. The work has been performed in accordance with professional standards and regulatory and legal requirements.
- b. Significant matters have been raised for further consideration.
- c. Appropriate consultations have taken place and the resulting conclusions have been documented and implemented.
- d. There is a need to revise the nature, timing, and extent of work performed.
- e. The work performed supports the conclusions reached and is appropriately documented.
- f. The evidence obtained is sufficient and appropriate to support the report.
- g. The objectives of the engagement procedures have been achieved.

60. The firm should establish policies and procedures for engagement teams to complete the assembly of final engagement files on a timely basis, as appropriate for the nature of the engagement, after the engagement reports have been finalized. Professional standards, laws, or regulations may

prescribe the time limits by which the assembly of final engagement files for specific types of engagements is to be completed.

Confidentiality, Safe Custody, Integrity, Accessibility, and Retrievability of Engagement Documentation

61. The firm should establish policies and procedures designed to maintain the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation.

62. Relevant ethical requirements establish an obligation for the firm's personnel to observe at all times the confidentiality of information contained in engagement documentation, unless specific client authority has been given to disclose information, or there is a legal or professional duty to do so. Specific laws or regulations may impose additional obligations on the firm's personnel to maintain client confidentiality, particularly where data of a personal nature are concerned.

63. Whether engagement documentation is in paper, electronic or other media, the integrity, accessibility, and retrievability of the underlying data may be compromised if the documentation could be altered, added to or deleted without the firm's knowledge, or could be permanently lost or damaged. Appropriate and reasonable controls for engagement documentation include controls to:

- a. Clearly determine when and by whom engagement documentation was created, changed or reviewed;
- b. Protect the integrity of the information at all stages of the engagement, especially when the information is shared within the engagement team or transmitted to other parties via electronic means;
- c. Prevent unauthorized changes to the engagement documentation; and
- d. Allow access to the engagement documentation by the engagement team and other authorized parties as necessary to properly discharge their responsibilities.

64. Controls that the firm may design and implement to maintain the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation include, for example:

- The use of a password by engagement team members and data encryption to restrict access to electronic engagement documentation to authorized users.
- Appropriate back-up routines for electronic engagement documentation at appropriate stages during the engagement.
- Procedures for properly distributing engagement documentation to the team members at the start of the engagement, processing it during the engagement, and collating it at the end of the engagement.
- Procedures for restricting access to, and enabling proper distribution and confidential storage of, hardcopy engagement documentation.

65. For practical reasons, original paper documentation may be transferred or copied to another media for inclusion in engagement files. The firm should establish procedures to ensure that the copy that is generated is faithful in form and content to the original paper document. These procedures may include, for example:

- a. Generating copies that reflect the entire content of the original paper documentation, including manual signatures, cross-references, and annotations.
- b. Integrating the copies into the engagement files, including indexing and signing off on the copies as necessary.
- c. Enabling the copies to be retrieved and printed as necessary.

There may be legal, regulatory, or other reasons to retain original paper documentation.

Retention of Engagement Documentation

66. The firm should establish policies and procedures for the retention of engagement documentation for a period sufficient to meet the needs of the firm, professional standards, laws, or regulations.

67. In determining the needs of the firm for retention of engagement documentation, and the period of such retention, the firm may consider the nature of the engagement and the firm's circumstances, for example, whether the engagement documentation is needed to provide a record of matters of continuing significance to future engagements. The retention period may also depend on other factors, such as whether professional standards, laws, or regulations prescribe specific retention periods for certain types of engagements, or whether there are generally accepted retention periods in the absence of specific legal or regulatory requirements.

68. Procedures that the firm may adopt for retention of engagement documentation include those that:

- Enable the retrieval of, and access to the engagement documentation during the retention period, particularly in the case of electronic documentation since the underlying technology may be upgraded or changed over time.
- Provide, where necessary, a record of changes made to engagement documentation after the engagement files have been completed.
- Enable authorized external parties to access and review specific engagement documentation for quality control or other purposes.

Consultation

69. The firm should establish policies and procedures designed to provide it with reasonable assurance that:

- a. Consultation takes place when appropriate (for example, when dealing with complex, unusual, unfamiliar, difficult, or contentious issues).
- b. Sufficient and appropriate resources are available to enable appropriate consultation to take place.
- c. All the relevant facts known to the engagement team are provided to those consulted.
- d. The nature, scope, and conclusions of such consultations are documented.

70. Consultation includes discussion at the appropriate professional level, with individuals within or outside the firm who have relevant specialized expertise.

71. Consultation uses appropriate research resources as well as the collective experience and technical expertise of the firm. Consultation helps to promote quality and improves the application of professional judgment. Appropriate recognition of consultation in the firm's policies and procedures helps to promote a culture in which consultation is recognized as a strength and encourages personnel to consult on complex, unusual, unfamiliar, difficult, or contentious issues.

72. The firm's consultation procedures should provide for consultation with those having appropriate knowledge, seniority, and experience within the firm (or, where applicable, outside the firm) on significant technical, ethical, and other matters, and for appropriate documentation and implementation of conclusions resulting from consultations.

73. A firm needing to consult externally may take advantage of advisory services provided by other firms, professional and regulatory bodies, or commercial organizations that provide relevant quality control services. Before using such services, the firm should evaluate whether the external provider is suitably qualified for that purpose.

74. The documentation of consultations with other professionals that involve complex, unusual, unfamiliar, difficult, or contentious issues should be sufficiently complete and detailed to enable an understanding of:

- a. The issue on which consultation was sought.
- b. The results of the consultation, including any decisions taken and the basis for those decisions.

Differences of Opinion

75. The firm should establish policies and procedures for dealing with and resolving differences of opinion within the engagement team, with those consulted and, where applicable, between the practitioner-in-charge and the engagement quality control reviewer (including a suitably qualified external person). Conclusions reached should be documented and implemented.

76. Effective procedures encourage identification of differences of opinion at an early stage, provide clear guidelines about the successive steps to be taken thereafter, and require documentation regarding the resolution of the differences and the implementation of the conclusions reached. The report must not be issued until the matter is resolved in accordance with the firm's procedures for dealing with differences of opinion.

Engagement Quality Control Review

77. The firm should establish criteria against which all engagements covered by this Statement are to be evaluated to determine whether an engagement quality control review should be performed.

78. The firm's policies and procedures should require that an engagement quality control review be performed for all engagements that meet the criteria established, and that the review be completed before the report is issued.

79. Criteria to consider when determining which engagements are to be subject to an engagement quality control review include:

- The nature of the engagement, including the extent to which it involves a matter of public interest.
- The identification of unusual circumstances or risks in an engagement or class of engagements.
- Whether laws or regulations require an engagement quality control review.

80. The firm should establish policies and procedures setting forth:

- a. The nature, timing and extent of an engagement quality control review.
- b. Criteria for the eligibility of engagement quality control reviewers.
- c. Documentation requirements for an engagement quality control review.

Nature, Timing, and Extent of the Engagement Quality Control Review

81. The engagement quality control review procedures should include reading the financial statements or other subject matter information and the report, and, in particular, consideration of whether the report is appropriate. An engagement quality control review also should include either (a) a discussion with the practitioner-in-charge, (b) a review of selected working papers relating to the significant judgments the engagement team made and the conclusions they reached, or (c) both discussion and review. The decision to review selected working papers in addition to, or instead of, discussion with the practitioner-in-charge depends on the complexity of the engagement and the risk that the report might not be appropriate in the circumstances. The engagement quality control review does not reduce the responsibilities of the practitioner-in-charge.

82. The engagement quality control reviewer should conduct the review in a timely manner so that significant matters may be promptly resolved to the reviewer's satisfaction before the report is issued.

83. When the engagement quality control reviewer makes recommendations that the practitioner-in-charge does not accept and the matter is not resolved to the reviewer's satisfaction, the firm's procedures for dealing with differences of opinion should be followed (see paragraphs 75 and 76).

Criteria for the Eligibility of Engagement Quality Control Reviewers

84. The firm's policies and procedures should address the appointment of engagement quality control reviewers and establish their eligibility through:

- a. The technical qualifications required to perform the role, including the necessary experience and authority.
- b. The degree to which an engagement quality control reviewer can be consulted on the engagement without compromising the reviewer's objectivity.

85. The firm's policies and procedures on the technical qualifications of engagement quality control reviewers may address the technical expertise, experience, and authority necessary to perform the role. What constitutes sufficient and appropriate technical expertise, experience, and authority depends on the circumstances of the engagement.

86. The firm's policies and procedures should be designed to maintain the objectivity of the engagement quality control reviewer. The engagement quality control reviewer should not:

- a. Otherwise participate in the performance of the engagement during the period of review;
- b. Make decisions for the engagement team; or
- c. Be subject to other considerations that would threaten the reviewer's objectivity.

87. The practitioner-in-charge may consult the engagement quality control reviewer during the engagement. When the nature and extent of the consultations become significant, both the engagement team and the engagement quality control reviewer should be careful to maintain the engagement quality control reviewer's objectivity. The firm's policies should provide for the replacement of the engagement quality control reviewer if the ability to perform a review has been impaired.

88. Suitably qualified external persons may be contracted when sole practitioners or small firms identify engagements requiring engagement quality control reviews. Alternatively, some sole practitioners or small firms may wish to use other firms to facilitate engagement quality control reviews. When the firm

contracts suitably qualified external persons, the requirements and guidance in paragraphs 81 through 87 apply.

Documentation of the Engagement Quality Control Review

89. The firm's policies and procedures should provide for appropriate documentation of the engagement quality control review, including documentation that:

- a. The procedures required by the firm's policies on engagement quality control review have been performed.
- b. The engagement quality control review has been completed before the report is issued.
- c. The reviewer is not aware of any unresolved matters that would cause the reviewer to believe that the significant judgments the engagement team made and the conclusions they reached were not appropriate.

Monitoring

90. The firm should establish policies and procedures designed to provide it with reasonable assurance that the policies and procedures relating to the system of quality control are relevant, adequate, operating effectively, and complied with in practice. Such policies and procedures should include an ongoing consideration and evaluation of the firm's system of quality control.

91. The purpose of monitoring compliance with quality control policies and procedures is to provide an evaluation of:

- a. Adherence to professional standards and regulatory and legal requirements.
- b. Whether the quality control system has been appropriately designed and effectively implemented.
- c. Whether the firm's quality control policies and procedures have been operating effectively, so that reports that are issued by the firm are appropriate in the circumstances.

The evaluation may identify circumstances that necessitate changes to, or the need to improve compliance with, the firm's policies and procedures to provide the firm with reasonable assurance that its system of quality control is effective.

92. The firm should assign responsibility for the monitoring process to a partner or partners or other persons with sufficient and appropriate experience and authority in the firm to assume that responsibility. Monitoring of the firm's system of quality control should be performed by competent individuals and cover both the appropriateness of the design and the effectiveness of the operation of the system of quality control.

93. A firm's monitoring procedures should include one or more of the following each year:

- Engagement quality control review.
- Post-issuance review of engagement working papers, reports, and clients' financial statements for selected engagements.
- Inspection procedures.

94. Regardless of the method elected, monitoring procedures should be sufficiently comprehensive to enable the firm to assess compliance with all applicable professional standards and the firm's quality control policies and procedures. Monitoring procedures consist of:

- Review of selected administrative and personnel records pertaining to the quality control elements.
- Review of engagement working papers, reports, and clients' financial statements.
- Discussions with the firm's personnel.
- Summarization of the findings from the monitoring procedures, at least annually, and consideration of the systemic causes of findings that indicate improvements are needed.
- Determination of any corrective actions to be taken or improvements to be made with respect to the specific engagements reviewed or the firm's quality control policies and procedures.
- Communication of the identified findings to appropriate firm management personnel.
- Consideration of findings by appropriate firm management personnel who should also determine that any actions necessary, including necessary modifications to the quality control system, are taken on a timely basis.

95. Monitoring procedures also include an assessment of:

- New developments in professional standards and regulatory and legal requirements, and how they are reflected in the firm's policies and procedures where appropriate.
- Compliance with policies and procedures on independence.
- Continuing professional development, including training.
- Decisions related to acceptance and continuance of client relationships and specific engagements.
- Firm personnel's understanding of the firm's quality control policies and procedures, and implementation thereof.

96. The need for and extent of inspection procedures depends in part on the existence and effectiveness of the other monitoring procedures. The nature of inspection procedures varies based on the firm's quality control policies and procedures and the effectiveness and results of other monitoring procedures.

97. Regardless of the method elected, monitoring procedures should include at least one engagement for each engagement partner or practitioner-in-charge over a period no longer than three years. If a firm elects to perform an inspection, the inspection of a selection of completed engagements may be performed on a cyclical basis. Engagements selected for inspection should include at least one engagement for each engagement partner or practitioner-in-charge over an inspection cycle, which should span no more than three years. (See paragraph 109 for a discussion of the relationship of peer review to inspection.) The manner in which the inspection cycle is organized, including the timing of selection of individual engagements, depends on many factors, for example:

- The size of the firm.
- The number and geographical location of offices.
- The results of previous monitoring procedures.
- The degree of authority both personnel and offices have (for example, whether individual offices are authorized to conduct their own inspections or whether only the head office may conduct them).

- The nature and complexity of the firm's practice and organization.
- The risks associated with the firm's clients and specific engagements.

98. The inspection process involves the selection of individual engagements, some of which may be selected without prior notification to the engagement team. In determining the scope of the inspections, the firm may take into account the scope or conclusions of a peer review. However, a peer review does not act as a substitute for the firm's own internal monitoring program.

99. Inspection procedures with respect to the engagement performance and documentation element of a quality control system are particularly appropriate in a firm with more than a limited number of management-level individuals responsible for the conduct of its accounting and auditing practice.

100. In small firms with a limited number of persons with sufficient and appropriate experience and authority in the firm, monitoring procedures may need to be performed by some of the same individuals who are responsible for compliance with the firm's quality control policies and procedures. This includes post-issuance review of engagement working papers, reports, and clients' financial statements by the person with final responsibility for the engagement. To effectively monitor one's own compliance with the firm's policies and procedures, an individual must be able to critically review his or her own performance, assess his or her own strengths and weaknesses, and maintain an attitude of continual improvement. Changes in conditions and in the environment within the firm (such as obtaining clients in an industry not previously serviced or significantly changing the size of the firm) may indicate the need to have quality control policies and procedures monitored by another qualified individual.

101. Having an individual inspect his or her own compliance with a quality control system may be inherently less effective than having such compliance inspected by another qualified individual. When one individual inspects his or her own compliance, the firm may have a higher risk that noncompliance with policies and procedures will not be detected. Accordingly, a firm with a limited number of persons with sufficient and appropriate experience and authority in the firm may find it beneficial to engage a qualified individual from outside the firm to perform inspection procedures.

102. Any system of quality control has inherent limitations that can reduce its effectiveness. Deficiencies in individual engagements covered by this Statement do not, in and of themselves, indicate that the firm's system of quality control is insufficient to provide it with reasonable assurance that its personnel comply with applicable professional standards. The firm should evaluate the effect of deficiencies noted as a result of the monitoring process and should determine whether they are either:

- Instances that do not necessarily indicate that the firm's system of quality control is insufficient to provide it with reasonable assurance that it complies with professional standards and regulatory and legal requirements, and that the reports issued by the firm or practitioners-in-charge are appropriate in the circumstances; or
- Systemic, repetitive or other significant deficiencies that require prompt corrective action.

103. The firm should communicate to relevant practitioners-in-charge and other appropriate personnel deficiencies noted as a result of the monitoring process and recommendations for appropriate remedial action.

104. The firm's evaluation of each type of deficiency should result in recommendations for one or more of the following:

- Taking appropriate remedial action in relation to an individual engagement or member of personnel.
- The communication of the findings to those responsible for training and professional development.
- Changes to the quality control policies and procedures.

- d. Disciplinary action against those who fail to comply with the policies and procedures of the firm, especially those who do so repeatedly.

105. When the results of the monitoring procedures indicate that a report may be inappropriate or that procedures were omitted during the performance of the engagement, the firm should determine what further action is appropriate to comply with relevant professional standards and regulatory and legal requirements. The firm may also consider obtaining legal advice.

106. At least annually, the firm should communicate the results of the monitoring of its quality control system process to relevant practitioners-in-charge and other appropriate individuals within the firm, including the firm's chief executive officer or, if appropriate, its managing board of partners. Such communication should enable the firm and these individuals to take prompt and appropriate action where necessary in accordance with their defined roles and responsibilities. Information communicated should include the following:

- a. A description of the monitoring procedures performed.
- b. The conclusions drawn from the monitoring procedures.
- c. Where relevant, a description of systemic, repetitive, or other significant deficiencies and of the actions taken to resolve or amend those deficiencies.

107. The reporting of identified deficiencies to individuals other than the relevant practitioner-in-charge need not include an identification of the specific engagements concerned, unless such identification is necessary for the proper discharge of the responsibilities of the individuals other than the practitioner-in-charge.

108. Appropriate documentation relating to monitoring includes:

- a. Monitoring procedures, including the procedure for selecting completed engagements to be inspected.
- b. A record of the evaluation of:
 - (i) Adherence to professional standards and regulatory and legal requirements.
 - (ii) Whether the quality control system has been appropriately designed and effectively implemented.
 - (iii) Whether the firm's quality control policies and procedures have been appropriately applied, so that reports that are issued by the firm are appropriate in the circumstances.
- c. Identification of the deficiencies noted, an evaluation of their effect, and the basis for determining whether and what further action is necessary.

The Relationship of Peer Review to Monitoring

109. A peer review does not substitute for all monitoring procedures. However, since the objective of a peer review is similar to that of inspection procedures, a firm's quality control policies and procedures may provide that a peer review conducted under standards established by the AICPA may substitute for the inspection of engagement working papers, reports, and clients' financial statements for some or all engagements for the period covered by the peer review.

Complaints and Allegations

110. The firm should establish policies and procedures designed to provide it with reasonable assurance that it deals appropriately with:

- a. Complaints and allegations that the work performed by the firm fails to comply with professional standards and regulatory and legal requirements.

b. Allegations of noncompliance with the firm's system of quality control.

111. Complaints and allegations of noncompliance with the firm's system of quality control (which do not include those that are clearly frivolous) may originate from within or outside the firm. They may be made by firm personnel, clients, state boards of accountancy, other regulators, or other third parties. They may be received by engagement team members or other firm personnel.

112. As part of this process, the firm should establish clearly defined channels for firm personnel to raise any concerns in a manner that enables them to come forward without fear of reprisals.

113. The firm should investigate such complaints and allegations in accordance with established policies and procedures. The investigation should be supervised by a partner with sufficient and appropriate experience and authority within the firm but who is not otherwise involved in the engagement and include legal counsel as necessary. Small firms and sole practitioners may use the services of a suitably qualified external person or another firm to carry out the investigation. Complaints, allegations, and the responses to them should be documented.

114. If the results of the investigations indicate deficiencies in the design or operation of the firm's quality control policies and procedures, or noncompliance with the firm's system of quality control by an individual or individuals, see paragraphs 102 through 105.

DOCUMENTATION OF OPERATION OF QUALITY CONTROL POLICIES AND PROCEDURES

115. The firm should establish policies and procedures requiring appropriate documentation to provide evidence of the operation of each element of its system of quality control.

116. The form and content of documentation evidencing the operation of each of the elements of the system of quality control is a matter of judgment and depends on a number of factors, including, for example:

- The size of the firm and the number of offices.
- The degree of authority both personnel and offices have.
- The nature and complexity of the firm's practice and organization.

For example, large firms may use electronic databases to document matters such as independence confirmations, performance evaluations and the results of monitoring inspections. Smaller firms may use more informal methods such as manual notes, checklists, and forms.

117. The firm should retain this documentation for a period of time sufficient to permit those performing monitoring procedures and peer review to evaluate the firm's compliance with its system of quality control, or for a longer period if required by law or regulation.

EFFECTIVE DATE

118. The provisions of this Statement are applicable to a CPA firm's system of quality control for its accounting and auditing practice as of June 30, 2008.