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**MATERIALS**

I. INTRODUCTION

This guide applies to public company, nonprofit, private company and governmental audit committee functions and responsibilities; As audit committee functions and responsibilities differ between those four entity categories – some of the materials in this guide will apply to public company audit committees, whereas other materials will apply to audit committees of nonprofit, private company or governmental entities. Audit committees and their members are regulated or impacted by numerous and increasing numbers of statutes, cases, regulations, rules and pronouncements. Some audit committee responsibilities are mandatory, whereas other committee and committee member functions and responsibilities are subject to standards of “reasonableness” or are discretionary depending on the circumstances. Although an increasing number of the functions and responsibilities are specified by statute, regulation or rule, satisfaction of an audit committee member’s standard of care remains significantly dependent on due diligence and prudent judgment. Audit committee functions and responsibilities continue to