

**THE AUDITOR'S COMMUNICATION WITH
THOSE CHARGED WITH GOVERNANCE****CONTENTS**

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Introduction

1. The purpose of this International Standard on Auditing (ISA) is to establish basic principles and essential procedures, and provide guidance on the auditor's communication with those charged with governance.
2. The principal purposes of communication with those charged with governance are for the auditor to:
 - (a) Ensure there is a mutual understanding of the scope, timing and direction of the audit, and the respective responsibilities of the auditor, those charged with governance and management;
 - (b) Provide those charged with governance with constructive observations arising from the audit process; and
 - (c) Share other information to assist the auditor and those charged with governance fulfill their respective responsibilities.
3. Although the basic principles and essential procedures of this ISA focus primarily on the auditor's communications *to* those charged with governance, it is important that there is also effective two-way communication, i.e. communication *with* those charged with governance. The auditor discusses issues clearly and unequivocally with those charged with governance, and reasonably expects those charged with governance to discuss issues in the same manner. This ISA nonetheless recognizes that the manner in which those charged with governance interacts with the auditor is beyond the scope of an ISA. Discussion of matters assists the auditor and those charged with governance to understand fully the issues involved, and develop a constructive working relationship. This relationship is developed while maintaining the auditor's independence and objectivity.
4. **The auditor should communicate on a timely basis to those charged with governance:**
 - (a) **Relevant matters related to the financial reporting and disclosure process, namely:**
 - (i) **The responsibilities of the auditor, and the planned scope, timing and direction of the audit;**
 - (ii) **The conduct of, and findings from the audit; and**
 - (iii) **Auditor independence;**
 - (b) **Any matters that are specified in other ISAs or additional requirements, and any matters that have been agreed with the entity; and**
 - (c) **Any other serious matters that have come to the auditor's attention and are, in the judgment of the auditor, relevant to those charged with governance.**
5. For the purpose of this ISA:
 - (a) "Those charged with governance" means the person(s) with responsibility for:
 - (i) Overseeing the strategic direction of the entity; and
 - (ii) Discharging accountability obligations, including overseeing the financial reporting and disclosure process.

In some jurisdictions, those charged with governance are responsible for the preparation and the fair presentation of the financial statements.
 - (b) "Management" means the person(s) who have executive responsibility for the conduct of the entity's operations. In some entities, management includes some or

- all of those charged with governance (for example executive directors). In some jurisdictions, management is responsible for the preparation and the fair presentation of the financial statements, with oversight from those charged with governance.
- (c) “Additional requirements” means external requirements, in addition to ISAs, imposed on the auditor with respect to a particular engagement. Additional requirements may be imposed by, for example, the standards of national professional accountancy bodies, legislation, regulation, or listing rules.
6. The following is an overview of the requirements of this standard:
- (a) *Those charged with governance*: This section discusses the diversity of governance structures and processes across entities. The auditor’s understanding of the entity and its environment is used to determine the relevant person(s) with whom the auditor communicates on particular matters.
 - (b) *Matters of governance interest*. This section elaborates on paragraph 4 to identify more specifically the matters the auditor is required to communicate to those charged with governance.
 - (c) *The communication process*. This section acknowledges that the communication process will vary with the circumstances, and requires the auditor to establish a mutual understanding with those charged with governance about the form, timing and expected content of communications. It notes that effective communication is ordinarily a two-way process, and provides guidance about establishing expectations, and the form, timing and confidentiality of communications. It also requires the auditor to assess the effectiveness of the two-way communication process.
 - (d) *The audit team, the firm and other auditors*. This section describes the extent of the auditor’s responsibility regarding matters of governance interest that come to the attention of members of the firm outside the audit team, and other auditors (including network firms).

Those Charged with Governance

7. **The auditor should determine the relevant person(s) with whom to communicate on particular matters.**
8. Governance structures vary by country and by entity, reflecting cultural and legal backgrounds. For example:
- In some countries a supervisory (wholly or mainly non-executive) board exists and is legally separate from an executive (management) board. In other countries, both the supervisory and executive functions are the legal responsibility of a single, unitary board.
 - In some entities, those charged with governance hold positions that are an integral part of the entity. In other entities, a body that is not part of the entity is charged with governance.
9. In most entities, governance is the collective responsibility of a board of directors, partners, proprietors, a committee of management, a council of governors, trustees or equivalent persons, but in some smaller entities, one person may be charged with governance. When governance is a collective responsibility, a subgroup (e.g., an audit committee or an individual) may be charged with specific tasks in order to assist the

governing body as a whole to meet its responsibilities. Alternatively, a subgroup may have specific, legally identified responsibilities separate from the responsibilities of the governing body as a whole.

10. Such diversity means universal identification of the person(s) comprising those charged with governance and with whom the auditor is to communicate on particular matters is not possible. In obtaining an understanding of the nature of the entity in accordance with paragraph 25 of ISA 315, “Understanding the Entity and its Environment and Assessing the Risks of Material Misstatement”, the auditor obtains an understanding of the entity’s governance structures and processes. The auditor uses this understanding to determine the person(s) with whom to communicate on particular matters.
11. When the entity’s governance structure is not well defined, or those charged with governance are not clearly identified by legislation or the circumstances of the engagement, the auditor comes to an appropriate agreement with the engaging party about the person(s) with whom matters are to be communicated. Examples include some family-owned entities, some not-for-profit organizations, and some government agencies.
12. When considering communicating with a subgroup of those charged with governance, the auditor takes into account such matters as the respective responsibilities of the subgroup and the governing body as a whole, the nature of the matter to be communicated, and any legal or regulatory requirements. The auditor also considers:
 - (a) Whether the subgroup has the authority to act on the information conveyed by the auditor and is in a position to provide any further information and explanations the auditor may need; and
 - (b) Whether there is also a need to convey the information, in full or in summary, to the governing body as a whole. When not prevented by law, the auditor retains the right to communicate directly with the governing body as a whole, which the auditor may state explicitly as part of agreeing the terms of engagement.
13. The establishment of audit committees by many entities has meant that communications with the audit committee, where one exists, has become a key element in the auditor’s communication with those charged with governance. It is to be expected that the engagement partner will be invited regularly to attend meetings of the audit committee and that the chair of the audit committee, and to a lesser extent the other members of the audit committee, will liaise on a periodic basis with the engagement partner. The audit committee will ordinarily meet the auditor without management present at least annually. As part of obtaining an understanding of the nature of the entity, the auditor obtains an understanding of how the audit committee operates and its role in relation to governance matters. An entity and its auditor bear in mind that communication with an audit committee forms only part of the auditor’s overall responsibility to communicate with those charged with governance.

COMMUNICATION WITH MANAGEMENT

14. Before communicating matters to those charged with governance, the auditor often discusses them with management, except where the matters relate to questions of management competence or integrity. These initial discussions can be important in clarifying facts and issues, and in giving management an opportunity to provide further

information and explanations. Similarly, when the entity has an internal auditing function, the auditor may discuss matters with the internal auditor before communicating them to those charged with governance. The auditor incorporates in communications with those charged with governance, comments made by management or the internal auditor, and any actions management has indicated will be taken, when doing so will aid the understanding of those charged with governance.

15. If management agrees to communicate certain matters to those charged with governance, the form and extent to which the auditor also needs to refer to those matters will be influenced by the auditor's assessment of how effectively and appropriately management has conveyed them.

Matters of Governance Interest

PLANNING THE AUDIT

16. **The auditor should communicate to those charged with governance the responsibilities of the auditor, and an outline of the planned scope, timing and direction of the audit.**
17. The auditor is responsible for forming and expressing an opinion on the financial statements. The responsibility for preparing and fairly presenting the financial statements is that of the entity. The audit of the financial statements does not relieve the entity of its responsibilities. The respective responsibilities of those charged with governance and management regarding the preparation and the fair presentation of the financial statements, vary among jurisdictions. For example, in some jurisdictions those charged with governance are responsible for the preparation and the fair presentation of the financial statements; in other jurisdictions, it is the responsibility of management, with oversight from those charged with governance.
18. Care is required in communicating with those charged with governance about the scope, timing and direction of the audit, not to compromise the effectiveness of the audit. For example, the auditor considers whether communicating the nature and timing of detailed audit procedures would compromise the effectiveness of the audit by making procedures too predictable. Also, while communication with those charged with governance may assist the auditor in planning the scope, timing and direction of the audit, it does not change the auditor's sole responsibility to determine the overall audit strategy and the audit plan, including the nature, timing and extent of procedures necessary to provide sufficient appropriate audit evidence.
19. Matters regarding the scope, timing and direction of the audit to be communicated include:
 - (a) How the auditor proposes to address the significant risks of material misstatement;
 - (b) The extent of the auditor's responsibility regarding matters of governance interest that come to the attention of members of the firm outside the audit team, and other auditors (including network firms) (see also paragraph 56-58) [*Drafting note: This terminology may need revision when the definition of "related auditor", "group auditor" etc has been settled*];
 - (c) The work to be undertaken by any other auditors, including network firms, how the principal auditor intends to obtain assurance as to the adequacy of the other

auditors' procedures in so far as it relates to the principal auditor's role, and any decision by the auditor to divide responsibility (see also paragraphs 56-58) [*Drafting note: This point may need revision when the Board's position on divided responsibility has been settled*]; and

- (d) Any limitations on the audit, any additional requirements, and any matters agreed with the entity to be communicated to those charged with governance.
20. Other matters that may be communicated include:
- The materiality level the auditor has determined for the purpose of planning the audit. The auditor ordinarily discusses with those charged with governance the application of materiality in the audit and explains that the circumstances related to some misstatements may cause the auditor to evaluate them as material, individually or in aggregate, even if they are of a lower level than the auditor had determined to be material when planning the audit. The auditor also makes clear to those charged with governance that, due to the inherent limitations of an audit, there may be misstatements that the audit will not detect. The auditor does not communicate to those charged with governance, or to management, the materiality level used to plan the audit if the auditor believes it probable that such communication would influence the approach taken to the preparation of the financial statements, for example, if the auditor believes it might result in management being less attentive to the detection and correction of misstatements.
 - The auditor's approach to the assessment of, and reliance on, internal controls.
 - The extent, if any, to which the auditor will use the work of internal auditing, and the way in which the external and internal auditors can best work together on a constructive and complementary basis.
21. In any particular year, the auditor may decide there are no important changes from relevant information that has been communicated previously and may judge it unnecessary to again inform those charged with governance of all or part of that information. In these circumstances, the auditor need only make those charged with governance aware there is no new relevant information to communicate.
22. Other planning matters that may be appropriate to discuss with those charged with governance include:
- The views of those charged with governance of the entity's objectives and strategies, and the related business risks that may result in material misstatement of the financial statements.
 - The attitudes, awareness, and actions of those charged with governance concerning the entity's internal control and its importance in the entity, how those charged with governance review the effectiveness of internal control and, where a review of the effectiveness of internal control has been carried out, the results of that review.
 - The actions of those charged with governance in response to developments in law, accounting standards, corporate governance reporting, listing rules, and other matters relevant to the entity's financial statements and annual report.
 - The actions taken by those charged with governance and management in response to previous communications with the auditor.

CONDUCT OF, AND FINDINGS FROM THE AUDIT

23. **The auditor should communicate with those charged with governance:**

- (a) **The auditor's views about the qualitative aspects of the entity's accounting practices, including accounting policies, accounting estimates and financial statement disclosures** (see paragraphs 24-25);
- (b) **Any events or conditions that may cast significant doubt on the entity's ability to continue as a going concern** (see paragraph 26);
- (c) **Any serious difficulties encountered while performing the audit** (see paragraph 27);
- (d) **Any uncorrected misstatements, other than those the auditor believes are clearly trivial** (see paragraph 28-31);
- (e) **Any disagreements with management about matters that individually or in the aggregate could be significant to the entity's financial statements or the auditor's report, whether or not subsequently resolved.** The auditor need not report initial differences of opinion arising from incomplete facts or preliminary information that are later resolved to the auditor's satisfaction;
- (f) **Any expected modifications to the auditor's report** (see paragraph 32);
- (g) **The final draft of the representation letter the auditor is requesting management to sign. The communication should specifically cover any matters where management is reluctant to make the representations requested by the auditor.** In some cases, the auditor may request both management and those charged with governance to sign a representation letter. The auditor reviews the content of the representation letter with those charged with governance. The auditor explains the significance of representations that have been requested relating to non-standard issues; and
- (h) **Any other matters that arise from the audit of the financial statements and are relevant to those charged with governance in overseeing the financial reporting and disclosure process, including any major issues discussed, or subject to correspondence with management.** Such matters, which need be communicated only when they are important, include:
 - Material misstatements of fact or material inconsistencies in information accompanying the audited financial statements (see also ISA 720 "Other Information in Documents Containing Audited Financial Statements");
 - Concerns the auditor may have about management's consultations with other accountants regarding accounting or auditing matters.
 - Discussions or correspondence with management in connection with the initial or recurring appointment of the auditor, regarding accounting practices, the application of auditing standards, or fees for audit or other services.

Qualitative Aspects of Accounting Practices

- 24. Financial reporting frameworks ordinarily permit choice in some areas as to the specific accounting practices adopted by an entity; they require the entity to make accounting estimates, and judgments about accounting policies and financial statement disclosures. The auditor communicates in an open and constructive manner with those charged with governance, the auditor's views about the quality, not just the acceptability, of the entity's accounting practices, including accounting policies, accounting estimates and financial statement disclosures. Appendix 1 includes guidance on the matters that may be included in this communication.
- 25. The auditor explains to those charged with governance why the auditor considers any accounting practice not to be the most appropriate, and requests that changes be made

when considered necessary. If the changes are not made, the auditor informs those charged with governance that the auditor will consider the effect of this on the financial statements of the current and future years, and on the auditor's report.

Going Concern

26. When events or conditions have been identified which may cast significant doubt on the entity's ability to continue as a going concern, ISA 570 "Going Concern" paragraph 26 requires the auditor to take particular actions. In addition to the actions specified in ISA 570, when such events or conditions exist, the auditor outlines those events or conditions to those charged with governance, and informs them of the auditor's conclusions, and the reasons for those conclusions, regarding:
- (a) Whether the events or conditions constitute a "material uncertainty"¹;
 - (b) Whether use of the going concern assumption is appropriate in the preparation of the financial statements; and
 - (c) The adequacy of related disclosures in the financial statements.

Serious Difficulties Encountered

27. The auditor communicates with those charged with governance about any serious difficulties encountered while performing the audit, such as significant delays in management providing required information, an unnecessarily brief timetable in which to complete the audit, extensive unexpected work effort required to obtain sufficient appropriate audit evidence, the unavailability of expected evidence, or management unwillingness to make or extend its assessment of the entity's ability to continue as a going concern when requested to do so.

Uncorrected Misstatements

28. The auditor communicates uncorrected misstatements to those charged with governance and requests that appropriate corrections be made. Material misstatements are addressed individually and the auditor explains to those charged with governance why the auditor considers them to be material. Where it aids the communication process, the auditor may communicate a summary of immaterial uncorrected misstatements (e.g. by informing those charged with governance of the number and overall sum of immaterial misstatements) rather than communicating the details of each individual misstatement.
29. When misstatements remain uncorrected, the auditor discusses with those charged with governance the reasons for, and the appropriateness of, not making those corrections, having regard to qualitative as well as quantitative considerations including the possible implications in relation to future financial statements, and considers the implications for the audit report.
30. To reduce the possibility of misunderstandings, the auditor seeks to obtain a written representation from those charged with governance that explains the reasons those misstatements brought to their attention by the auditor have not been corrected. A summary of the uncorrected misstatements is included in, or attached to, the representation letter. Obtaining the representation does not relieve the auditor of the need to form an independent opinion as to the effect of uncorrected misstatements.

¹ ISA 570.31 states "A material uncertainty exists when the magnitude of its potential impact is such that, in the auditor's judgment, clear disclosure of the nature and implications of the uncertainty is necessary for the presentation of the financial statements not to be misleading."

31. The auditor considers whether misstatements that management has previously corrected, of which the auditor is aware, should be communicated to those charged with governance to assist them to fulfill their governance responsibilities. For example, it may be helpful to communicate material misstatements that have been previously corrected by management, or frequently recurring immaterial misstatements, which, although corrected, may indicate weaknesses in internal control.

Expected Modifications

32. The auditor discusses expected modifications to the auditor's report on the financial statements with those charged with governance to ensure that:
- (a) Those charged with governance are aware of the proposed modification and the reasons for it before the financial statements are finalized;
 - (b) There are no disputed facts in respect of the matter(s) giving rise to the proposed modification, or that matters of disagreement are confirmed as such; and
 - (c) Those charged with governance have an opportunity, where appropriate, to provide the auditor with further information and explanations in respect of the matter(s) giving rise to the proposed modification.

AUDITOR INDEPENDENCE

33. **The auditor should, in writing at least annually, communicate to those charged with governance:**
- (a) **Any circumstances or relationships that create threats to independence, other than those that are clearly insignificant, and the related safeguards that have been applied to eliminate the threats or reduce them to an acceptable level;**
 - (b) **A declaration that the assurance team, the firm and network firms are independent in accordance with the IFAC Code of Ethics and any additional requirements that apply to the engagement, and that the integrity and objectivity of the assurance team, the firm and network firms have not been compromised; and**
 - (c) **The total fees charged for audit and for non-audit services provided by the firm and network firms to the entity and its related entities in the preceding 12 months, allocated to appropriate categories. For each category, the amounts of any future services that have been contracted or bid for should also be disclosed.**
34. International Standard on Quality Control (ISQC) 1 "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements" requires the firm to establish policies and procedures to enable it to 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 considered appropriate, withdrawing from the engagement.
35. In determining the circumstances, relationships and safeguards to communicate, the auditor refers to Section 8 of the IFAC Code of Ethics, which set outs guidance, including application to specific situations, regarding:
- (a) Threats to independence, categorized as: self-interest threats, self-review threats, advocacy threats, familiarity threats, and intimidation threats; and

- (b) Safeguards created by the profession, legislation or regulation, safeguards within the assurance client, and safeguards within the firm's own systems and procedures.

OTHER ISAs, ADDITIONAL REQUIREMENTS, AND MATTERS AGREED WITH THE ENTITY

36. **The auditor should communicate to those charged with governance any matters that are specified in other ISAs or additional requirements, or that have been agreed with the entity.**
37. Other ISAs, additional requirements, or an agreement with the entity (including any agreement made directly with those charged with governance) may, for a particular engagement, impose a responsibility on the auditor to communicate regarding specific matters. Such matters may relate either to the responsibility of those charged with governance to oversee the financial reporting and disclosure process, or other responsibilities of those charged with governance. In some cases, the auditor may be required to perform additional procedures to identify such matters, in other cases the auditor may be required to communicate only such matters as may come to the auditor's attention as part of the audit of the financial statements.
38. A summary of the requirements of other ISAs regarding communication with those charged with governance, as at xx XXXX 200x, is included in Appendix 2.

OTHER MATTERS OF WHICH THE AUDITOR MAY BECOME AWARE

39. **The auditor should communicate to those charged with governance any other serious matters that have come to the auditor's attention and are, in the judgment of the auditor, relevant to those charged with governance.** Such matters may include:
- Seriously inadequate governance structures or processes.
 - Serious abuse of position by senior management.
 - Serious financial mismanagement.
 - Seriously inadequate processes for identifying business risks, other than those relevant to financial reporting objectives, and deciding about actions to address those risks, including serious weaknesses in the design or implementation of internal controls not related to financial reporting.
 - Serious concerns the auditor may have about management's integrity, e.g., if management has given seriously inconsistent or misleading responses to issues raised by the auditor.

The Communication Process

40. **The auditor should seek to establish with those charged with governance, a mutual understanding of the form, timing and expected content of communications.**
41. The communication process will vary with the circumstances, including the size and nature of the entity, the manner in which those charged with governance operate, and the auditor's view of the importance of matters to be communicated. For example, communications with those charged with governance of listed companies are often more formal than communications with those charged with governance of small entities.

ESTABLISHING EXPECTATIONS

42. In order to help establish effective two-way communication, the expectations of both the auditor and those charged with governance regarding the content, form and timing of communications are established at an early stage of the current audit engagement. The manner in which these expectations are established will vary, reflecting the size and nature of the entity and the manner in which those charged with governance operate.
43. To avoid misunderstandings, an audit engagement letter may explain that the auditor will communicate only those matters noted in paragraph 4, and that ISAs do not require the auditor to design procedures for the specific purpose of identifying matters of governance interest. The engagement letter may also, e.g.:
- Describe the form in which communications will be made.
 - Identify the relevant person(s) with whom such communications will be made on particular matters.
 - Identify any specific matters that it has been agreed are to be communicated.
 - Describe the agreed process to be followed for actioning and reporting back on matters communicated by the auditor

FORMS OF COMMUNICATION, AND DOCUMENTATION

44. The auditor's communication with those charged with governance may be oral or in writing. While this ISA is generally not prescriptive regarding the form of communication, effective communication ordinarily involves informal communications, including discussions, as well as formal written reports.
45. The auditor's decision whether to communicate a particular matter orally or in writing is affected by factors such as:
- The size, operating structure and legal structure of the entity being audited.
 - The nature, sensitivity and importance of the matter.
 - Legal requirements.
 - Arrangements made with respect to periodic meetings or reporting.
 - The amount of on-going contact and dialogue the auditor has with those charged with governance.
46. Particularly important matters that are communicated orally are ordinarily confirmed in writing, either by correspondence or in minutes of the discussion. Matters that are communicated orally but not confirmed in writing are documented in the audit working papers. This documentation is sufficiently detailed to enable an understanding to be obtained of the matter communicated and, where appropriate, of how issues were resolved and any actions agreed.
47. When a relevant matter is discussed informally with, for example, the chair of an audit committee, that matter is ordinarily summarized in later formal communications to ensure all members of the audit committee have full and balanced information to fulfill their responsibilities.
48. **The auditor should always issue a written report to those charged with governance in relation to the findings of each period's audit.** A written report is issued even if its content is only to explain there is nothing the auditor wishes to draw to the attention of those charged with governance. To avoid doubt, and even where there are no matters to

report in writing, the auditor issues a written report so those charged with governance are assured they have been made aware of any matters the auditor wishes to draw to their attention in writing. It may be appropriate to include this report with the written communication relating to auditor independence required by paragraph 33.

CONFIDENTIALITY

49. On occasions, those charged with governance may wish to provide third parties, for example bankers or certain regulatory authorities, with copies of a written communication from the auditor. In some cases, for example, where the written communication contains open and frank discussion of aspects of the entity's accounting practices, it may not be appropriate for it to be disclosed to third parties. When a written communication is to be provided to a third party, it is appropriate to ensure the third parties understands that the communication was not prepared with them in mind. Therefore, the auditor ordinarily states in written communications to those charged with governance that:

- (a) The communication has been prepared for the sole use of the entity and, where appropriate, any parent entity and its auditor;
- (b) It must not be disclosed to a third party, or quoted or referred to, without the written consent of the auditor; and
- (c) No responsibility is assumed by the auditor to any other person.

Similarly, the auditor requires the prior consent of those charged with governance if the auditor is to provide to a third party, a copy of the auditor's written communications to those charged with governance.

50. In the public or regulated sectors, the auditor may have a duty to submit a report to those charged with governance annually, and also to submit copies of the report to relevant regulatory or funding bodies. In the public sector, there may also be a requirement or expectation that reports will be made public. In such circumstances, application of the preceding paragraph is modified appropriately.

TIMING OF COMMUNICATIONS

51. **Communications should be on a sufficiently timely basis to enable those charged with governance to take appropriate action.**

52. The appropriate timing for communications will vary with the circumstances, including the nature of the matter to be communicated. For example:

- Findings from the audit that are relevant to the financial statements or the auditor's report, including the auditor's views about the qualitative aspects of the entity's accounting practices, are communicated before those charged with governance approve the financial statements.
- Communications regarding independence will ordinarily be appropriate before those charged with governance approve the financial statements, and whenever significant judgments are made about threats to independence and related safeguards, for example, when accepting an engagement to provide non-audit services.
- Communications regarding planning matters will ordinarily be appropriate early in the current audit engagement. On a recurring annual audit of a small entity, it may, however, be appropriate to discuss planning issues at the completion of the current year when discussing findings.

- In certain circumstances, the auditor may identify matters that need to be communicated to those charged with governance without delay, for example, the existence of a material weakness in internal control.

EFFECTIVENESS OF THE COMMUNICATION PROCESS

53. The auditor should evaluate the effectiveness of the two-way communication processes established between the auditor and those charged with governance

54. Evidence of the effectiveness of the two-way communication process may be provided by, for example:

- The auditor's evaluation of the appropriateness and timeliness of actions taken by those charged with governance in response to the recommendations made by the auditor. Where significant matters raised in previous communications have not been dealt with effectively, the auditor enquires as to why appropriate action has not been taken. If the auditor considers that a matter raised previously has not been adequately addressed, consideration is given to raising the point again; otherwise there is a risk of giving an impression that the auditor is satisfied that the matter has been adequately addressed or is no longer significant.
- The apparent openness of those charged with governance in their communications with the auditor.
- The willingness and capacity of those charged with governance to meet with the auditor without management present.
- The auditor's evaluation of the apparent ability of those charged with governance to fully comprehend the recommendations made by the auditor. In this regard the auditor considers the extent to which those charged with governance probe issues and question recommendations made to them.

55. If the two-way communication between the auditor and those charged with governance is ineffective, or if those charged with governance are not effectively discharging their responsibilities, there is a risk the auditor may not have obtained all the audit evidence required to form an opinion on the financial statements. Consequently, if the effectiveness of the two-way communication process has seriously and irretrievably broken down, or if the auditor observes serious, and recurring or uncorrected governance deficiencies, the auditor considers such actions as:

- Obtaining advice about the legal consequences of different courses of action the auditor may take.
- Communicating with third parties (for example, a regulator), or any higher authority in the governance structure that is outside the entity (for example, the owners of a small private business, or the responsible government minister or Parliament in the public sector).
- Withdrawing from the engagement.

The audit team, the firm, and other auditors (including network firms)

[Drafting note: This terminology may need revision when the definition of "related auditor", "group auditor" etc has been settled]

56. The auditor should ensure the firm has adequate policies and procedures to provide it with reasonable assurance that the auditor becomes aware of any

important matter directly related to the preparation or fair presentation of the entity's financial statements, where such a matter comes to the attention of:

- (a) Personnel in the firm or a network firm, other than members of the audit team, when performing any professional service² for the entity or a related entity³; or**
- (b) Personnel in other firms when auditing or reviewing a component of the entity's financial statements.**

The firm's policies are designed to achieve the objectives set out above and the procedures are those necessary to implement and monitor compliance with the policies. Reasonable assurance in this context means a high, but not absolute, level of assurance.

57. Matters directly related to the preparation or fair presentation of the entity's financial statements include such matters as:
- Material weaknesses in the design or implementation of internal control.
 - Events or conditions that may cast significant doubt on the entity's ability to continue as a going concern.
 - Any actual, suspected or alleged fraud affecting the entity.
 - Actual or possible noncompliance with laws and regulations, the effects of which should be considered when preparing the financial statements.
 - The completeness of information regarding the identification of related parties.
 - Facts that existed at the date of the auditor's report and which, if known at that date, may have caused the auditor to modify the auditor's report.
 - Material misstatements of fact or material inconsistencies in information accompanying the audited financial statements.
 - Concerns about the qualitative aspects of the entity's accounting practices.
58. ISA 600 "The Work of Related Auditors and Other Auditors in the Audit of Group Financial Statements" contains additional requirements and guidance specifically related to communication with those charged with governance in the context of group financial statements.

² In some countries, legislation can prevent personnel within a firm or network firm from communicating to the auditor, matters of which they become aware while performing certain professional services, e.g.: tax consulting. In such cases, the auditor communicates this fact with those charged with governance and with management, and seeks to have the affected personnel released from such confidentiality restrictions to the extent possible.

³ A related entity is defined in the IFAC Code of Ethics as: "An entity that has any of the following relationships with the client:

- (a) An entity that has direct or indirect control over the client provided the client is material to such entity;
- (b) An entity with a direct financial interest in the client provided that such entity has significant influence over the client and the interest in the client is material to such entity;
- (c) An entity over which the client has direct or indirect control;
- (d) An entity in which the client, or an entity related to the client under (c) above, has a direct financial interest that gives it significant influence over such entity and the interest is material to the client and its related entity in (c); and
- (e) An entity which is under common control with the client (hereinafter a "sister entity") provided the sister entity and the client are both material to the entity that controls both the client and sister entity."

Legal Considerations

59. In some jurisdictions there may be circumstances where the auditor is required to report to a regulatory or enforcement body certain matters required by this ISA to be communicated to those charged with governance. For example, in some countries the auditor has a duty to report misstatements to authorities in those cases where management and those charged with governance fail to take corrective action. Also, in some jurisdictions there may be circumstances where the auditor is prevented by law from communicating certain matters to those charged with governance, or others, within the entity. For example, local laws may specifically prohibit a communication, or other action, that might prejudice an investigation by an appropriate authority into an actual, or suspected, illegal act (for example, where the communication, or other action, could alert the perpetrator of an illegal act to the fact that it had been detected). In such circumstances the auditor ordinarily seeks legal advice. Provisions of this ISA that are contrary to local laws do not apply.

Effective Date

60. This ISA is effective for audits of financial statements for periods beginning on or after xx XXXX 200x

Public Sector Perspective

XXXXXXXXXX (to be completed) XXXXXXXXXXXX

Appendix 1

Qualitative Aspects of Accounting Practices, Including Accounting Policies, Accounting Estimates and Financial Statement Disclosures

The communication required by paragraph 23 (a) may include such matters as:

Accounting policies

- The appropriateness of the accounting policies to the particular circumstances of the entity, having regard to the need to balance the cost of providing information with the likely benefit to users of the entity's financial statements.
- The existence of acceptable alternative accounting policies, and the acceptability of the particular policy as applied by the entity. The communication could include identification of the financial statement amounts that are affected by the choice of policies as well as information concerning accounting policies used by similar entities.
- The initial selection of, and changes in significant accounting policies, including the application of new accounting pronouncements. The communication could include the effect of the timing and method of adoption of a change in accounting policy on the current and future earnings of the entity, and the timing of a change in accounting policies in relation to expected new accounting pronouncements.
- The effect of significant accounting policies in controversial or emerging areas (or those unique to an industry, particularly when there is a lack of authoritative guidance or consensus), and the effect of the timing of transactions and the period in which they are recorded.

Accounting estimates and disclosures

- The issues involved, and related judgments made by management, in formulating particularly sensitive accounting estimates and disclosures (for example, disclosures related to revenue recognition, going concern, subsequent events and contingency issues).
- Major items for which estimates are significant, including how such estimates are determined and subsequently monitored, and the consistency of assumptions.
- To the extent that estimates involve a range of possible outcomes, the communication could indicate how the recorded estimate relates to the range and how various selections within the range would affect the financial statements.
- The overall balance and clarity of the disclosures in the financial statement and in the annual report.

Related matters

- The potential effect on the financial statements of significant risks and exposures and any uncertainties, such as pending litigation, that are required to be disclosed in the financial statements.
- The extent to which the financial statements are affected by any unusual transactions including non-recurring amounts recognized during the period, and the extent to which such transactions are separately disclosed in the financial statements.
- The factors affecting asset and liability carrying values, including the entity's bases for determining useful lives assigned to tangible and intangible assets. The communication could include an explanation of the manner in which factors affecting carrying values were selected and how alternative selections would have affected the financial statements.

Appendix 2

**Other ISAs Referring to Communications with
Those Charged with Governance, Management, or Similar**

The paragraphs referred to below are those from ISAs effective as of xx, XXXX 200x, that contain basic principles and essential procedures referring to communications with those charged with governance, management, or similar, e.g., “the client”. These paragraphs are to be understood and applied in the context of the explanatory and other material in ISAs that provide guidance for their application. It is therefore necessary to consider the whole text of a Standard to understand and apply the basic principles and essential procedures.

ISA 210 “Terms of Audit Engagements”

2. **The auditor and the client should agree on the terms of the engagement.** The agreed terms would need to be recorded in an audit engagement letter or other suitable form of contract.
10. **On recurring audits, the auditor should consider whether circumstances require the terms of the engagement to be revised and whether there is a need to remind the client of the existing terms of the engagement.**
17. **Where the terms of the engagement are changed, the auditor and the client should agree on the new terms.**
19. **If the auditor is unable to agree to a change of the engagement and is not permitted to continue the original engagement, the auditor should withdraw and consider whether there is any obligation, either contractual or otherwise, to report to other parties, such as those charged with governance or shareholders, the circumstances necessitating the withdrawal.**

ISA 240 “The Auditor’s Responsibility to Consider Fraud in an Audit of Financial Statements”

34. **When obtaining an understanding of the entity and its environment, including its internal control, the auditor should make inquiries of management regarding:**
 - (a) **Management’s assessment of the risk that the financial statements may be materially misstated due to fraud;**
 - (b) **Management’s process for identifying and responding to the risks of fraud in the entity, including any specific risks of fraud that management has identified or account balances, classes of transactions or disclosures for which a risk of fraud is likely to exist;**
 - (c) **Management’s communication, if any, to those charged with governance regarding its processes for identifying and responding to the risks of fraud in the entity; and**
 - (d) **Management’s communication, if any, to employees regarding its views on business practices and ethical behavior.**
38. **The auditor should make inquiries of management, internal audit, and others within the entity as appropriate, to determine whether they have knowledge of any actual, suspected or alleged fraud affecting the entity.**
46. **The auditor should make inquiries of those charged with governance to determine whether they have knowledge of any actual, suspected or alleged fraud affecting the entity.**
90. **The auditor should obtain written representations from management that:**
 - (a) **It acknowledges its responsibility for the design and implementation of internal control to prevent and detect fraud;**
 - (b) **It has disclosed to the auditor the results of its assessment of the risk that the financial statements may be materially misstated as a result of fraud;**

- (c) It has disclosed to the auditor its knowledge of fraud or suspected fraud affecting the entity involving:
 - (i) Management;
 - (ii) Employees who have significant roles in internal control; or
 - (iii) Others where the fraud could have a material effect on the financial statements; and
 - (d) It has disclosed to the auditor its knowledge of any allegations of fraud, or suspected fraud, affecting the entity's financial statements communicated by employees, former employees, analysts, regulators or others.
93. If the auditor has identified a fraud or has obtained information that indicates that a fraud may exist, the auditor should communicate these matters as soon as practicable to the appropriate level of management.
95. If the auditor has identified fraud involving:
- (a) Management;
 - (b) Employees who have significant roles in internal control; or
 - (c) Others where the fraud results in a material misstatement in the financial statements,
- the auditor should communicate these matters to those charged with governance as soon as practicable.
99. The auditor should make those charged with governance and management aware, as soon as practicable, and at the appropriate level of responsibility, of material weaknesses in the design or implementation of internal control to prevent and detect fraud which may have come to the auditor's attention.
101. The auditor should consider whether there are any other matters related to fraud to be discussed with those charged with governance of the entity. Such matters may include for example: ...
103. If, as a result of a misstatement resulting from fraud or suspected fraud, the auditor encounters exceptional circumstances that bring into question the auditor's ability to continue performing the audit the auditor should:
- (a) Consider the professional and legal responsibilities applicable in the circumstances, including whether there is a requirement for the auditor to report to the person or persons who made the audit appointment or, in some cases, to regulatory authorities;
 - (b) Consider the possibility of withdrawing from the engagement; and
 - (c) If the auditor withdraws:
 - (i) Discuss with the appropriate level of management and those charged with governance the auditor's withdrawal from the engagement and the reasons for the withdrawal; and
 - (ii) Consider whether there is a professional or legal requirement to report to the person or persons who made the audit appointment or, in some cases, to regulatory authorities, the auditor's withdrawal from the engagement and the reasons for the withdrawal.

ISA 250 "Consideration of Laws and Regulations"

18. After obtaining the general understanding, the auditor should perform procedures to help identify instances of noncompliance with those laws and regulations where noncompliance should be considered when preparing financial statements, specifically:
- (a) Inquiring of management as to whether the entity is in compliance with such laws and regulations; and
 - (b) Inspecting correspondence with the relevant licensing or regulatory authorities.

23. **The auditor should obtain written representations that management has disclosed to the auditor all known actual or possible noncompliance with laws and regulations whose effects should be considered when preparing financial statements.**
28. **When the auditor believes there may be noncompliance, the auditor should document the findings and discuss them with management.** Documentation of findings would include copies of records and documents and making minutes of conversations, if appropriate.
32. **The auditor should, as soon as practicable, either communicate with those charged with governance, or obtain evidence that they are appropriately informed, regarding noncompliance that comes to the auditor's attention.** However, the auditor need not do so for matters that are clearly inconsequential or trivial and may reach agreement in advance on the nature of such matters to be communicated.
33. **If in the auditor's judgment the noncompliance is believed to be intentional and material, the auditor should communicate the finding without delay.**
34. **If the auditor suspects that members of senior management, including members of the board of directors, are involved in noncompliance, the auditor should report the matter to the next higher level of authority at the entity, if it exists, such as an audit committee or a supervisory board.** Where no higher authority exists, or if the auditor believes that the report may not be acted upon or is unsure as to the person to whom to report, the auditor would consider seeking legal advice.

ISA 315 "Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement"

120. **The auditor should make those charged with governance or management aware, as soon as practicable, and at an appropriate level of responsibility, of material weaknesses in the design or implementation of internal control which have come to the auditor's attention.**

ISA 320 "Audit Materiality"

If the auditor has identified a material misstatement resulting from error, the auditor should communicate the misstatement to the appropriate level of management on a timely basis, and consider the need to report it to those charged with governance in accordance with ISA 260, "Communication of Audit Matters to Those Charged with Governance."

ISA 545 "Fair Value Measurements and Disclosures"

63. **The auditor should obtain written representations from management regarding the reasonableness of significant assumptions, including whether they appropriately reflect management's intent and ability to carry out specific courses of action on behalf of the entity where relevant to the fair value measurements or disclosures.**

ISA 550 "Related Parties"

15. **The auditor should obtain a written representation from management concerning:**
 - (a) **The completeness of information provided regarding the identification of related parties; and**
 - (b) **The adequacy of related party disclosures in the financial statements.**

ISA 560 "Subsequent Events"

9. **When, after the date of the auditor's report but before the financial statements are issued, the auditor becomes aware of a fact which may materially affect the financial statements, the auditor**

should consider whether the financial statements need amendment, should discuss the matter with management, and should take the action appropriate in the circumstances.

14. When, after the financial statements have been issued, the auditor becomes aware of a fact which existed at the date of the auditor's report and which, if known at that date, may have caused the auditor to modify the auditor's report, the auditor should consider whether the financial statements need revision, should discuss the matter with management, and should take the action appropriate in the circumstances.

ISA 570 "Going Concern"

18. The auditor should consider the same period as that used by management in making its assessment under the financial reporting framework. If management's assessment of the entity's ability to continue as a going concern covers less than twelve months from the balance sheet date, the auditor should ask management to extend its assessment period to twelve months from the balance sheet date.
22. The auditor should inquire of management as to its knowledge of events or conditions beyond the period of assessment used by management that may cast significant doubt on the entity's ability to continue as a going concern
26. When events or conditions have been identified which may cast significant doubt on the entity's ability to continue as a going concern, the auditor should:
 - (a) Review management's plans for future actions based on its going concern assessment;
 - (b) Gather sufficient appropriate audit evidence to confirm or dispel whether or not a material uncertainty exists through carrying out procedures considered necessary, including considering the effect of any plans of management and other mitigating factors; and
 - (c) Seek written representations from management regarding its plans for future action.

ISA 580 "Management Representations"

2. The auditor should obtain appropriate representations from management.
3. The auditor should obtain evidence that management acknowledges its responsibility for the fair presentation of the financial statements in accordance with the relevant financial reporting framework, and has approved the financial statements. The auditor can obtain evidence of management's acknowledgment of such responsibility and approval from relevant minutes of meetings of the board of directors or similar body or by obtaining a written representation from management or a signed copy of the financial statements.
4. The auditor should obtain written representations from management on matters material to the financial statements when other sufficient appropriate audit evidence cannot reasonably be expected to exist. The possibility of misunderstandings between the auditor and management is reduced when oral representations are confirmed by management in writing. Matters which might be included in a letter from management or in a confirmatory letter to management are contained in the example of a management representation letter in the Appendix to this ISA.
15. If management refuses to provide a representation that the auditor considers necessary, this constitutes a scope limitation and the auditor should express a qualified opinion or a disclaimer of opinion. In such circumstances, the auditor would evaluate any reliance placed on other representations made by management during the course of the audit and consider if the other implications of the refusal may have any additional effect on the auditor's report.

ISA 600 "The Work of Related Auditors and Other Auditors in the Audit of Group Financial Statements" *[Drafting Note: To be completed when ISA 600 closer to finalization]*

ISA 700 “The Independent Auditor’s Report on a Complete Set of General Purpose Financial Statements”*[Drafting Note: To be completed when ISA 700 closer to finalization]***ISA 720 “Other Information”**

16. **If the auditor becomes aware that the other information appears to include a material misstatement of fact, the auditor should discuss the matter with the entity’s management.** When discussing the matter with the entity's management, the auditor may not be able to evaluate the validity of the other information and management's responses to the auditor's inquiries, and would need to consider whether valid differences of judgment or opinion exist.
17. **When the auditor still considers that there is an apparent misstatement of fact, the auditor should request management to consult with a qualified third party, such as the entity's legal counsel and should consider the advice received.**
18. **If the auditor concludes that there is a material misstatement of fact in the other information which management refuses to correct, the auditor should consider taking further appropriate action.** The actions taken could include such steps as notifying those persons ultimately responsible for the overall direction of the entity in writing of the auditor's concern regarding the other information and obtaining legal advice

ISA 800 “The Auditor's Report on Special Purpose Audit Engagements”

3. The nature, timing and extent of work to be performed in a special purpose audit engagement will vary with the circumstances. **Before undertaking a special purpose audit engagement, the auditor should ensure there is agreement with the client as to the exact nature of the engagement and the form and content of the report to be issued.**

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