

**CLOSE OFF DOCUMENT APPROVED BY THE IAASB IN MAY 2006****INTERNATIONAL STANDARD ON AUDITING 260  
(REVISED)****COMMUNICATION WITH THOSE CHARGED WITH GOVERNANCE  
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## Introduction

1. The purpose of this International Standard on Auditing (ISA) is to establish standards and provide guidance on the auditor's communication with those charged with governance in relation to an audit of financial statements. Although this ISA applies irrespective of an entity's governance structure or size, particular considerations apply where all of those charged with governance are involved in managing an entity, and for listed entities.
2. This ISA has been drafted in terms of an audit of financial statements, but may also be applicable, adapted as necessary in the circumstances, to audits of other historical financial information.
3. This ISA provides an overarching framework for the auditor's communication with those charged with governance, and identifies some specific matters to be communicated with them. Additional matters to be communicated, which complement the requirements of this ISA, are identified in other ISAs (see Appendix 1). Further matters, not required by this ISA, may be required to be communicated by laws or regulations, by agreement with the entity, or by additional requirements applicable to the engagement, e.g., the standards of a national professional accountancy body. Nothing in this ISA precludes the auditor from communicating any other matters to those charged with governance.
4. **The auditor should communicate with those charged with governance matters related to the financial statement audit that are, in the auditor's professional judgment, significant and relevant to those charged with governance in overseeing the financial reporting process.**
5. In this ISA:
  - (a) "Those charged with governance" means the person(s)<sup>1</sup> with responsibility for overseeing the strategic direction of the entity and obligations related to the accountability of the entity. This includes overseeing the financial reporting process. For some entities in some jurisdictions, those charged with governance may include some or all management personnel, e.g., executive members of a governance board, or an owner-manager. In some cases, those charged with governance are responsible for approving<sup>2</sup> the entity's financial statements (in other cases management has this responsibility). For discussion of the diversity of governance structures, see paragraphs 13-23.
  - (b) "Management" means the person(s)<sup>1</sup> who have executive responsibility for the conduct of the entity's operations. For some entities in some jurisdictions, management includes some or all of those charged with governance, e.g., executive members of a governance board, or an owner-manager. Management is responsible for preparing the financial statements, overseen by those charged with governance, and in some cases management is also responsible for approving<sup>2</sup> the entity's

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<sup>1</sup> "Person" in this context could be an organization, e.g., a corporate trustee, (i.e., not necessarily a "natural person").

<sup>2</sup> "Approving" in this context means they have the authority to conclude that the entity's complete set of financial statements, including the related notes, has been prepared.

financial statements (in other cases those charged with governance have this responsibility).

6. The remainder of this ISA is structured as follows:
- (a) *The role of communication*: This section notes the principal purposes of communication, and the importance of effective two-way communication.
  - (b) *Legal considerations*. This section notes that certain legal requirements can affect communications.
  - (c) *Those charged with governance*: This section discusses the diversity of governance structures and processes, and notes that the auditor's understanding of the entity and its environment is used to determine the relevant person(s) with whom to communicate particular matters.
  - (d) *Matters to be communicated*. This section identifies the matters the auditor is required to communicate, including the auditor's responsibilities, the planned scope and timing of the audit, findings from the audit, and a statement of auditor independence.
  - (e) *The communication process*. This section discusses such matters as the form and timing of communications, which vary with the engagement circumstances.
  - (f) *Documentation*. This section discusses documentation in relation to communications with those charged with governance.

## **The Role of Communication**

7. The principal purposes of communication with those charged with governance are to:
- (a) Establish a mutual understanding of (i) the respective responsibilities of the auditor, those charged with governance and management in relation to the financial statement audit and (ii) the scope and timing of the audit;
  - (b) Provide those charged with governance with timely observations arising from the audit that are relevant to their responsibility to oversee the financial reporting process; and
  - (c) Obtain from those charged with governance, information relevant to the audit.

To achieve the principal purposes of communication, the auditor communicates matters clearly with those charged with governance, and reasonably expects those charged with governance to communicate clearly matters they consider relevant to the audit.

8. This ISA focuses primarily on communications from the auditor to those charged with governance. However, effective two-way communication is also very important in assisting:
- (a) The auditor and those charged with governance in understanding matters related to the audit in context, and in developing a constructive working relationship. This relationship is developed while maintaining the auditor's independence and objectivity;

- (b) Those charged with governance in fulfilling their responsibility to oversee the financial reporting process and thereby reduce the risks of material misstatement of the financial statements; and
  - (c) The auditor in obtaining from those charged with governance information relevant to the audit. For example, those charged with governance can assist the auditor in understanding the entity and its environment, in identifying appropriate sources of audit evidence, and in providing information about specific transactions or events.
9. Although the auditor is responsible for communicating matters required by this ISA, management also has a responsibility to communicate matters of governance interest to those charged with governance. Communication by the auditor does not relieve management of this responsibility.
10. Communication of specific matters required by this ISA is an integral part of every audit. The auditor is not, however, required to perform procedures specifically to identify other significant matters to communicate with those charged with governance.

### **Legal Considerations**

11. In some jurisdictions the auditor may be required to notify a regulatory or enforcement body of certain matters communicated with those charged with governance. For example, in some countries the auditor has a duty to report misstatements to authorities where management and those charged with governance fail to take corrective action.
12. Laws or regulations may prevent the auditor from communicating certain matters with those charged with governance, or others within the entity. For example, laws or regulations may specifically prohibit a communication, or other action, that might prejudice an investigation by an appropriate authority into an actual, or suspected, illegal act. In such circumstances, it may be appropriate for the auditor to seek legal advice.

### **Those Charged with Governance**

13. **The auditor should determine the appropriate person(s) within the entity's governance structure with whom to communicate.** The appropriate person(s) may vary depending on the matter to be communicated.
14. Governance structures vary by jurisdiction and by entity, reflecting influences such as different cultural and legal backgrounds, and size and ownership characteristics. For example:
- In some jurisdictions a supervisory (wholly or mainly non-executive) board exists that is legally separate from an executive (management) board (a "two tier board" structure). In other jurisdictions, both the supervisory and executive functions are the legal responsibility of a single, or unitary, board (a "one tier board" structure).
  - In some entities, those charged with governance hold positions that are an integral part of the entity's legal structure, e.g., company directors. In others, e.g., some government entities, a body that is not part of the entity is charged with governance.
  - In some cases, some or all of those charged with governance are involved in managing the entity. In others, those charged with governance and management comprise different persons.

15. In most entities, governance is the collective responsibility of a governing body, such as a board of directors, a supervisory board, partners, proprietors, a committee of management, a council of governors, trustees, or equivalent persons. In some smaller entities, however, one person may be charged with governance, e.g., the owner-manager where there are no other owners, or a sole trustee. When governance is a collective responsibility, a subgroup such as an audit committee or even an individual, may be charged with specific tasks to assist the governing body in meeting its responsibilities. Alternatively, a subgroup or individual may have specific, legally identified responsibilities that differ from those of the governing body.
16. Such diversity means that it is not possible for this ISA to specify for all audits, the person(s) with whom the auditor is to communicate particular matters. In deciding with whom to communicate matters, the auditor's understanding of an entity's governance structure and processes obtained in accordance with ISA 315, "Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement" is relevant.
17. When the appropriate person(s) with whom to communicate is not clearly identifiable from the engagement circumstances, the auditor and the engaging party agree on the relevant person(s) within the entity's governance structure. Examples include entities where the governance structure is not formally defined, such as some family-owned entities, some not-for-profit organizations, and some government entities.
18. This ISA does not establish requirements regarding the auditor's communication with an entity's management or owners unless they are also charged with a governance role.
19. ISA 600 (Revised), "The Audit of Group Financial Statements" includes specific matters to be communicated by group auditors with those charged with governance. When the entity is a component of a group, the appropriate person(s) with whom the component auditor communicates depends on the engagement circumstances and the matter to be communicated. In some cases, a number of components may be conducting the same businesses within the same system of internal control and using the same accounting practices. Where those charged with governance of those components are the same (for example, common board of directors), duplication may be avoided by dealing with these components concurrently for the purpose of communication.

#### **Communication with a Subgroup of Those Charged with Governance**

20. When considering communicating with a subgroup of those charged with governance, or an individual, the auditor may take into account such matters as:
  - The respective responsibilities of the subgroup, or individual, and the governing body.
  - The nature of the matter to be communicated.
  - Relevant legal or regulatory requirements.
  - Whether the subgroup, or individual, (a) has the authority to take action in relation to the information communicated, and (b) can provide further information and explanations the auditor may need.
  - Whether there is also a need to communicate the information, in full or in summary form, with the governing body. This decision may be influenced by the auditor's

assessment of how effectively and appropriately the subgroup, or individual, communicates relevant information with the governing body. The auditor may make explicit in agreeing the terms of engagement that, unless prevented by laws or regulations, the auditor retains the right to communicate directly with the governing body.

21. Audit committees (or similar subgroups with different names) exist in many jurisdictions. Although their specific authority and functions may differ, communication with the audit committee, where one exists, has become a key element in the auditor's communication with those charged with governance. Good governance principles suggest that:
  - The auditor will be invited to regularly attend meetings of the audit committee
  - The chair of the audit committee and, when relevant, the other members of the audit committee, will liaise with the auditor periodically.
  - The audit committee will ordinarily meet the auditor without management present at least annually.
22. The auditor considers whether communication with the audit committee alone adequately fulfills the auditor's responsibility to communicate with those charged with governance, taking into account the considerations referred to in paragraph 20. In some circumstances, the auditor may also need to communicate with the governing body.

#### **When All of Those Charged with Governance are Involved in Managing the Entity**

23. In some cases, all of those charged with governance are involved in managing the entity, e.g., a small business where a single owner manages the entity and no one else has a governance role. In these cases, if matters required by this ISA are communicated with person(s) with management responsibilities and those person(s) also have governance responsibilities, the matters need not be communicated again with those same person(s) in their governance role. The auditor nonetheless considers whether communication with person(s) with management responsibilities adequately informs all of those with whom the auditor would otherwise communicate in their governance capacity. For example, in a company where all directors are family members involved in managing the entity, some of those directors (e.g., one responsible for marketing) may be unaware of significant matters discussed with another director (e.g., one responsible for the preparation of the financial statements).

#### **Matters to be Communicated**

24. The auditor communicates the following matters with those charged with governance:
  - (a) The auditor's responsibilities in relation to the financial statement audit (see paragraphs 26-29);
  - (b) The planned scope and timing of the audit (see paragraphs 30-34);
  - (c) Significant findings from the audit (see paragraphs 35-41); and
  - (d) When appropriate, auditor independence (see paragraphs 42-44).
25. Communication by management with those charged with governance of these matters does not relieve the auditor of the responsibility to also communicate them. Communication of

these matters by management may, however, affect the form or timing of the auditor's communication with those charged with governance.

### **The Auditor's Responsibilities in Relation to the Financial Statement Audit**

26. **The auditor should communicate with those charged with governance the responsibilities of the auditor in relation to the financial statement audit.** This is often included in the engagement letter or other form of contract that records the agreed terms of the engagement.
27. The auditor communicates with those charged with governance that:
- (a) The auditor is responsible for forming and expressing an opinion on the financial statements that have been prepared by management with the oversight of those charged with governance; and
  - (b) The audit of the financial statements does not relieve management or those charged with governance of their responsibilities.
28. The auditor may also communicate such matters as:
- The auditor is responsible for performing the audit in accordance with ISAs, which are directed towards the expression of an opinion on the financial statements. The matters that ISAs require to be communicated, therefore, include significant matters arising from the audit of the financial statements that are relevant to those charged with governance in overseeing the financial reporting process.
  - ISAs do not require the auditor to design procedures for the purpose of identifying supplementary matters to communicate with those charged with governance.
  - When applicable, the auditor is also responsible for communicating particular matters required by laws or regulations, by agreement with the entity or by additional requirements applicable to the engagement, e.g., the standards of a national professional accountancy body.
29. Laws or regulations, an agreement with the entity or additional requirements applicable to the engagement may provide for broader communication with those charged with governance. For example, (a) an agreement with the entity may provide for particular matters to be communicated when they arise from services provided by a firm or network firm other than the financial statement audit; or (b) the mandate of a public sector auditor may provide for matters to be communicated that come to the auditor's attention as a result of other work, such as performance audits.

### **Planned Scope and Timing of the Audit**

30. **The auditor should communicate with those charged with governance an overview of the planned scope and timing of the audit.** This communication can:
- (a) Assist those charged with governance in, e.g., understanding better the consequences of the auditor's work for their oversight activities, discussing with the auditor issues of risk and materiality, and identifying any areas in which they may request the auditor to undertake additional procedures; and
  - (b) Assist the auditor to understand better the entity and its environment.

31. Care is required when communicating with those charged with governance about the scope and timing of the audit so as not to compromise the effectiveness of the audit, particularly where some or all of those charged with governance are involved in managing the entity. For example, communicating the nature and timing of detailed audit procedures could reduce the effectiveness of those procedures by making them too predictable.
32. Matters communicated may include the following:
  - How the auditor proposes to address the significant risks of material misstatement, whether due to fraud or error.
  - The auditor's approach to internal control relevant to the audit.
  - The application of materiality, focusing on the factors to be considered.
33. Other planning matters that it may be appropriate to discuss with those charged with governance include:
  - Where the entity has an internal audit function, the extent to which the auditor will use the work of internal audit, and how the external and internal auditors can best work together in a constructive and complementary manner.
  - The views of those charged with governance of:
    - The appropriate person(s) in the entity's governance structure with whom to communicate.
    - The allocation of responsibilities between those charged with governance and management.
    - The entity's objectives and strategies, and the related business risks that may result in material misstatements.
    - Matters those charged with governance consider warrant particular attention during the audit, and any areas where they request additional procedures to be undertaken.
    - Significant communications with regulators.
    - Other matters those charged with governance consider may influence the audit of the financial statements.
  - The attitudes, awareness, and actions of those charged with governance concerning (a) the entity's internal control and its importance in the entity, including how those charged with governance oversee the effectiveness of internal control, and (b) the detection or possibility of fraud.
  - The actions of those charged with governance in response to developments in accounting standards, corporate governance practices, exchange listing rules, and related matters.
  - The responses of those charged with governance to previous communications with the auditor.
34. While communication with those charged with governance may assist the auditor to plan the scope and timing 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 obtain sufficient appropriate audit evidence.

### **Significant Findings from the Audit**

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

- (a) **The auditor's views about significant qualitative aspects of the entity's accounting practices, including accounting policies, accounting estimates and financial statement disclosures** (see paragraphs 37-38);
- (b) **Significant difficulties, if any, encountered during the audit** (see paragraph 39);
- (c) **Unless all of those charged with governance are involved in managing the entity:**
  - (i) **Material weaknesses, if any, in the design, implementation or operating effectiveness of internal control that have come to the auditor's attention;**
  - (ii) **Significant matters, if any, arising from the audit that were discussed, or subject to correspondence with management** (see paragraph 40); and
  - (iii) **Representations the auditor is requesting from management;** and
- (d) **Other matters, if any, arising from the audit that are, in the auditor's professional judgment, significant to the oversight of the financial reporting process** (see paragraph 41).

36. The communication of findings from the audit may include requesting further information from those charged with governance in order to obtain the necessary evidence. For example, the auditor may confirm that those charged with governance have the same understanding of the facts and circumstances relevant to specific transactions or events.

### *Qualitative Aspects of Accounting Practices*

37. Financial reporting frameworks ordinarily allow for the entity to make accounting estimates, and judgments about accounting policies and financial statement disclosures. Open and constructive communication about significant qualitative aspects of the entity's accounting practices may include comment on the acceptability of significant accounting practices. Appendix 2 provides guidance on the matters that may be included in this communication.
38. The auditor explains to those charged with governance why the auditor considers a significant accounting practice not to be appropriate and, when considered necessary, requests changes. If requested changes are not made, it may be appropriate to inform 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.

### *Significant Difficulties Encountered During the Audit*

39. Significant difficulties encountered during the audit may include such matters as:
- Significant delays in management providing required information.
  - An unnecessarily brief time within which to complete the audit.
  - Extensive unexpected effort required to obtain sufficient appropriate audit evidence.
  - The unavailability of expected evidence.

- Restrictions imposed on the auditor by management.
- Management's unwillingness to make or extend its assessment of the entity's ability to continue as a going concern when requested.

In some circumstances, such difficulties may constitute a scope limitation that leads to a modification of the auditor's opinion (refer ISA 705, "Modifications to the Opinion in the Independent Auditor's Report").

*Significant Matters Discussed, or Subject to Correspondence with Management*

40. Significant matters discussed, or subject to correspondence with management may include such matters as:

- Business conditions affecting the entity, and business plans and strategies that may affect the risks of material misstatement.
- Concerns about management's consultations with other accountants on accounting or auditing matters.
- Discussions or correspondence 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.

*Other Significant Matters Relevant to the Financial Reporting Process*

41. Other significant matters arising from the audit that are directly relevant to those charged with governance in overseeing the financial reporting process may include such matters as material misstatements of fact or material inconsistencies in information accompanying the audited financial statements, that have been corrected.

**Auditor Independence**

42. **In the case of listed entities,<sup>3</sup> the auditor should communicate with those charged with governance:**

- (a) **A statement that the engagement team and others in the firm as appropriate,<sup>4</sup> the firm and, when applicable, network firms have complied with relevant ethical requirements<sup>5</sup> regarding independence; and**
- (b) (i) **All relationships and other matters between the firm, network firms, and the entity that, in the auditor's professional judgment, may reasonably be thought to bear on independence.<sup>6</sup> This should include total fees charged during the period covered by the financial statements for audit and non-**

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<sup>3</sup> The IFAC Code defines a listed entity as: "An entity whose shares, stock or debt are quoted or listed on a recognized stock exchange, or are marketed under the regulations of a recognized stock exchange or other equivalent body."

<sup>4</sup> The IFAC Code requires that "members of assurance teams, firms and, when applicable, network firms be independent of assurance clients". In addition to the members of the engagement team, the IFAC Code includes as part of the assurance team, "all others within a firm who can directly influence the outcome of the assurance engagement." See the definitions section of the IFAC Code for further elaboration.

<sup>5</sup> Relevant ethical requirements ordinarily comprise the IFAC Code together with national requirements that are more restrictive.

<sup>6</sup> This is a requirement of the IFAC Code.

**audit services provided by the firm and network firms to the entity and components controlled by the entity. These fees should be allocated to categories that are appropriate to assist those charged with governance in assessing the effect of services on the independence of the auditor; and**

- (ii) **The related safeguards that have been applied to eliminate identified threats to independence or reduce them to an acceptable level.**

43. The relationships and other matters, and safeguards to be communicated, vary with the circumstances of the engagement, but generally address:
- (a) Threats to independence, which can be 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 entity, and safeguards within the firm's own systems and procedures.

Matters communicated may include inadvertent violation of relevant ethical requirements as they relate to auditor independence, and any remedial action taken or proposed.<sup>7</sup>

44. The auditor considers whether the communications set out in paragraph 42 are also relevant in the case of entities that are not listed entities, particularly those that may be of significant public interest because, as a result of their business, their size or their corporate status, they have a wide range of stakeholders. Examples of such entities might include public sector entities, credit institutions, insurance companies, and pension funds. Communications regarding independence may not be relevant, e.g., where all of those charged with governance have been informed of relevant facts through their management activities. This is particularly likely where the entity is owner-managed, and the auditor's firm and network firms have little involvement with the entity beyond a financial statement audit.

### **Supplementary Matters**

45. Those charged with governance are responsible for ensuring, through oversight of management, that the entity establishes and maintains internal control to provide reasonable assurance with regard to reliability of financial reporting, effectiveness and efficiency of operations and compliance with applicable laws and regulations.
46. The auditor may become aware of supplementary matters that do not necessarily relate to the oversight of the financial reporting process but which are, nevertheless, likely to be significant to the responsibilities of those charged with governance in overseeing the strategic direction of the entity or the entity's obligations related to accountability. Such matters may include, e.g., significant deficiencies in governance structures or processes, and significant decisions or actions by senior management that lack appropriate authorization.
47. In determining whether to communicate supplementary matters with those charged with governance, the auditor may discuss matters of this kind of which the auditor has become

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<sup>7</sup> The IFAC Code includes guidance on safeguards that could be applied if there has been an inadvertent violation relating to a financial interest in an assurance client.

aware with the appropriate level of management, unless it is inappropriate to do so in the circumstances.

48. If a supplementary matter is communicated, it may be appropriate for the auditor to make those charged with governance aware that:
- (a) Identification and communication of such matters is incidental to the purpose of the audit, which is to form an opinion on the financial statements;
  - (b) No procedures were carried out with respect to the matter other than any that were necessary to form an opinion on the financial statements; and
  - (c) No procedures were carried out to determine whether other such matters exist.

### **The Communication Process**

49. The communication process will vary with the circumstances, including the size and governance structure of the entity, how those charged with governance operate, and the auditor's view of the significance of matters to be communicated. For example, the auditor may communicate in a less structured manner with those charged with governance of small entities than listed or larger entities, and the frequency of communication may be less.

### **Establishing a Mutual Understanding**

50. The auditor seeks to establish with those charged with governance a mutual understanding of the form, timing and expected general content of communications.
51. Clear communication of the auditor's responsibilities (paragraphs 26-29) and the planned scope and timing of the audit (paragraphs 30-34) are intended to form the basis of a mutual understanding, which in turn helps establish effective two-way communication. How this understanding is established will vary, reflecting such factors as the size and governance structure of the entity and how those charged with governance operate. Difficulty in establishing a mutual understanding may indicate that the two-way communication between the auditor and those charged with governance is not adequate for the purpose of the audit (see paragraph 66).
52. Matters that may be discussed in establishing a mutual understanding include:
- The purpose of communications. When the purpose is clear, the auditor and those charged with governance are better placed to have a mutual understanding of relevant issues and the expected actions arising from the communication process.
  - The form in which communications will be made.
  - The person(s) in the audit team and amongst those charged with governance who will communicate regarding particular matters.
  - The auditor's expectation that communication will be two-way, and that those charged with governance will communicate with the auditor matters they consider relevant to the audit, e.g. strategic decisions that may significantly affect the nature, timing and extent of audit procedures, the suspicion or the detection of fraud, and concerns with the integrity or competence of senior management.
  - The process for taking action and reporting back on matters communicated by the auditor.

- The process for taking action and reporting back on matters communicated by those charged with governance.

### Forms of Communication

53. **The auditor should communicate in writing with those charged with governance regarding auditor independence when required by paragraph 42, and significant findings from the audit when, in the auditor's professional judgment, oral communication would not be adequate.** Written communications need not include all matters that arose during the course of the audit (see paragraph 55).
54. Effective communication may involve structured presentations and written reports as well as less structured communications, including discussions. The auditor may communicate matters other than those identified in the preceding paragraph either orally or in writing. Written communications may include an engagement letter that is provided to those charged with governance.
55. In addition to the significance of a particular matter, the form of communication (e.g., whether to communicate orally or in writing, the extent of detail or summarization in the communication, and whether to communicate in a structured or unstructured manner) may be affected by such factors as:
- Whether the matter has been satisfactorily resolved.
  - Whether management has previously communicated the matter.
  - The size, operating structure, control environment, and legal structure of the entity.
  - In the case of a special purpose financial statement audit, whether the auditor also audits the entity's general purpose financial statements.
  - Legal requirements. In some jurisdictions, a written communication with those charged with governance is required in a prescribed form by local law.
  - The expectations of those charged with governance, including arrangements made for periodic meetings or communications with the auditor.
  - The amount of ongoing contact and dialogue the auditor has with those charged with governance.
  - Whether there have been significant changes in the membership of a governing body.
56. When a significant matter is discussed with an individual member of those charged with governance, e.g., the chair of an audit committee, it may be appropriate for the auditor to summarize the matter in later communications so that all of those charged with governance have full and balanced information.

### Communication with Management

57. Many matters are discussed with management in the ordinary course of an audit, including matters required by this ISA to be communicated with those charged with governance. Such discussions recognize management's executive responsibility for the conduct of the entity's operations and, in particular, management's responsibility for preparing the financial statements.

58. Before communicating matters with those charged with governance, the auditor may discuss them with management, unless that is inappropriate. For example, it may not be appropriate to discuss questions of management's competence or integrity with management. In addition to recognizing management's executive responsibility, these initial discussions can clarify facts and issues, and give management an opportunity to provide further information and explanations. Similarly, when the entity has an internal audit function, the auditor may discuss matters with the internal auditor before communicating with those charged with governance.

### **Confidentiality**

59. The requirements of national professional accountancy bodies, laws or regulations may impose obligations of confidentiality that restrict the auditor's communications with those charged with governance. In some circumstances, potential conflicts between the auditor's obligations of confidentiality and obligations to communicate may be complex. In such cases, the auditor may consider obtaining legal advice.
60. On occasions, those charged with governance may wish to provide third parties, e.g., bankers or certain regulatory authorities, with copies of a written communication from the auditor. In some cases, disclosure to third parties may be illegal or otherwise inappropriate. When a written communication prepared for those charged with governance is provided to third parties, it is important that the third parties be informed that the communication was not prepared with them in mind, e.g. by stating in written communications with those charged with governance:
- (a) That the communication has been prepared for the sole use of those charged with governance and, where applicable, the group management and the group auditor, and should not be relied upon by third parties;
  - (b) That no responsibility is assumed by the auditor to third parties; and
  - (c) Any restrictions on its disclosure or distribution to third parties.
61. In certain jurisdictions, particularly in the public sector, the auditor may be required to submit copies of certain reports prepared for those charged with governance to relevant regulatory, funding or other bodies. Similarly, there may be a requirement that reports will be made public. In such circumstances, application of the preceding paragraph is modified appropriately. Further, unless required by laws or regulations to provide a third party with a copy of the auditor's written communications with those charged with governance, the auditor may require the prior consent of those charged with governance before doing so.

### **Timing of Communications**

62. **Communications with those charged with governance should be on a timely basis.**
63. The appropriate timing for communications will vary with the circumstances of the engagement. Relevant circumstances include the significance and nature of the matter, and the action expected to be taken by those charged with governance. For example:
- Communications regarding planning matters may often be made early in the audit engagement and, for an initial engagement, may be made as part of agreeing the terms of the engagement.

- It may be appropriate to communicate a significant difficulty encountered during the audit as soon as practicable if those charged with governance are able to assist the auditor to overcome the difficulty, or if it is likely to lead to a modified opinion. Similarly, it may often be appropriate to communicate material weaknesses in the design, implementation or operating effectiveness of internal control that have come to the auditor's attention as soon as practicable.
  - Communications regarding independence may be appropriate whenever significant judgments are made about threats to independence and related safeguards, e.g., when accepting an engagement to provide non-audit services, and at a concluding discussion. A concluding discussion may also be an appropriate time to communicate findings from the audit, including the auditor's views about the qualitative aspects of the entity's accounting practices.
  - When auditing both general purpose and special purpose financial statements, it may be appropriate to coordinate the timing of communications. .
64. Other factors that may be relevant to the timing of communications include:
- The size, operating structure, control environment, and legal structure of the entity being audited.
  - Any legal obligation to communicate certain matters within a specified timeframe.
  - The expectations of those charged with governance, including arrangements made for periodic meetings or communications with the auditor.
  - The time at which the auditor identifies certain matters, e.g., the auditor may not identify a particular matter (e.g., noncompliance with a law) in time for preventive action to be taken, but communication of the matter may enable remedial action to be taken.

#### **Adequacy of the Communication Process**

65. **The auditor should evaluate whether the two-way communication between the auditor and those charged with governance has been adequate for the purpose of the audit. If it has not, the auditor should take appropriate action.**
66. As noted in paragraph 8, effective two-way communication assists both the auditor and those charged with governance. Further, ISA 315 identifies participation by those charged with governance, including their interaction with internal audit, if any, and external auditors, as an element of the entity's control environment. Inadequate two-way communication may indicate an unsatisfactory control environment and influence the auditor's assessment of the risks of material misstatements.
67. The auditor need not design specific procedures to support the evaluation required by paragraph 65; rather, that evaluation may be based on observations resulting from audit procedures performed for other purposes. Such observations may include:
- The appropriateness and timeliness of actions taken by those charged with governance in response to matters raised by the auditor. Where significant matters raised in previous communications have not been dealt with effectively, it may be appropriate for the auditor inquire as to why appropriate action has not been taken, and to consider raising the point again. This avoids the 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 apparent ability of those charged with governance to fully comprehend matters raised by the auditor, e.g., the extent to which those charged with governance probe issues, and question recommendations made to them.
  - Difficulty in establishing with those charged with governance a mutual understanding of the form, timing and expected general content of communications.
  - Where all or some of those charged with governance are involved in managing the entity, their apparent awareness of how matters discussed with the auditor affect their broader governance responsibilities, as well as their management responsibilities.
  - Whether the two-way communication between the auditor and those charged with governance meets applicable legal and regulatory requirements.
68. If the two-way communication between the auditor and those charged with governance is not adequate, there is a risk the auditor may not have obtained all the audit evidence required to form an opinion on the financial statements. The auditor considers the effect, if any, on the auditor's assessment of the risks of material misstatements. If the situation cannot be resolved, the auditor may take such actions as:
- Modifying the auditor's opinion on the basis of a scope limitation.
  - Obtaining legal advice about the consequences of different courses of action.
  - Communicating with third parties (e.g., a regulator), or a higher authority in the governance structure that is outside the entity, such as the owners of a business (e.g. shareholders in a general meeting), or the responsible government minister or Parliament in the public sector.
  - Withdrawing from the engagement where permitted in the relevant jurisdiction.

## Documentation

69. **Where matters required by this ISA to be communicated are communicated orally, the auditor should document them. Where matters have been communicated in writing, the auditor should retain a copy of the communication.** Documentation of oral communication may include a copy of minutes prepared by the entity retained on the audit file where those minutes are an appropriate record of the discussion.



**Appendix 1****Requirements of ISQC 1 and Other ISAs that Refer to Communications with Those Charged With Governance<sup>8</sup>**

The following lists paragraphs in ISQC 1 and other ISAs effective as of [Date], unless noted otherwise, that contain specific requirements to communicate with “those charged with governance” (or “board of directors,” “audit committee,” “supervisory board,” or “persons ultimately responsible for the overall direction of the entity”). It does not list requirements to communicate with management. These paragraphs are to be understood and applied in the context of the accompanying material in the Standards from which they come.

**ISQC 1 “Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements”**

42. **The firm should assign responsibility for each engagement to an engagement partner. The firm should establish policies and procedures requiring that:**

- (a) **The identity and role of the engagement partner are communicated to key members of client management and those charged with governance; ...**

**ISA 210 “Terms of Audit Engagements”**

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 230 “Audit Documentation”**

16. **The auditor should document discussions of significant matters with management and others on a timely basis.**
17. ... Others with whom the auditor may discuss significant matters include those charged with governance... .

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

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.**
95. **If the auditor has identified fraud involving:**
- (a) **Management;**
- (b) **Employees who have significant roles in internal control; or**

<sup>8</sup> Not all Standards listed in this Appendix have yet been reissued using the new “clarity” drafting conventions. The “Preface to the International Standards on Quality Control, Auditing, Assurance and Related Services” indicates the authority attaching both to Standards issued under the new drafting conventions and to those issued under the previous drafting conventions.

- (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:**
  - (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"**

- 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.**

**Proposed ISA 450 (Revised) “Evaluation of Misstatements Identified during the Audit”**  
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18. **The auditor should communicate with those charged with governance<sup>9</sup> uncorrected misstatements and the effect that they may have on the auditor’s report, and request their correction.** The written representation obtained from management in accordance with paragraph 16 forms part of this communication. In communicating the effect that material uncorrected misstatements may have on the auditor’s report, the auditor addresses them individually. Where there is a large number of small uncorrected misstatements, the auditor may communicate the number and overall monetary effect of the uncorrected misstatements, rather than the details of each individual uncorrected misstatement.
19. The auditor discusses with those charged with governance the reasons for, and the implications of a failure to correct misstatements, having regard to the size and nature of the misstatements judged in the surrounding circumstances, including possible implications in relation to future financial statements.
20. To reduce the possibility of misunderstandings, the auditor may request a written representation from those charged with governance that explains why uncorrected misstatements brought to their attention have not been corrected. Obtaining this representation does not, however, relieve the auditor of the need to form a conclusion on the effect of uncorrected misstatements.

**Proposed ISA 550 (Revised) “Related Parties”** [Currently on exposure]

21. If the auditor identifies related party relationships or transactions not previously identified or disclosed by management, the auditor shall:
  - (d) If the non-identification or non-disclosure appears intentional, (i) communicate this information to those charged with governance, and ... .
22. The auditor shall obtain written representations from management and, where appropriate, those charged with governance concerning:
  - (a) The completeness and accuracy of information provided to the auditor regarding related party relationships and transactions;
  - (b) The appropriateness of related party disclosures in the financial statements; and
  - (c) The appropriateness of the accounting for related party relationships and transactions, having particular regard to their business rationale.
24. Unless all of those charged with governance are involved in managing the entity, the auditor shall, in order to establish a common understanding with them and to alert them to significant related party relationships and transactions of which they may not have been aware, communicate with them:
  - (a) The nature, extent, business rationale and disclosure of significant related party relationships and transactions, including those involving actual or perceived conflicts of interest; and

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<sup>9</sup> In accordance with ISA 260 (Revised), “Communication with Those Charged with Governance,” if this matter has been communicated with person(s) with management responsibilities, and those person(s) also have governance responsibilities, the matter need not be communicated again with those same person(s) in their governance role.

- (b) Significant issues identified during the audit regarding the entity's related party relationships and transactions.

**ISA 570 "Going Concern"** [Currently on exposure as a conforming amendment issued with this Exposure Draft]

- 39a. **The auditor should communicate events or conditions the auditor has identified that may cast significant doubt on the entity's ability to continue as a going concern with those charged with governance.**

**Proposed ISA 600 (Revised) "The Audit of Group Financial Statements (Including the Work of Other Auditors)"** [Currently on exposure]

- 47. If fraud has been identified in components, or information indicates that a fraud may exist, the group auditor shall communicate this as soon as practicable to group management. If the group auditor believes or suspects that group or component management may be involved in the fraud, the group auditor shall communicate this to those charged with governance of the group.
- 48. Where another auditor is required by statute, regulation or for another reason to express an audit opinion on the financial statements of a component, and the group auditor becomes aware of matters that may be significant to the financial statements of the component of which component management may be unaware, the group auditor shall request group management to inform component management of such matters. If group management refuses to communicate the matter to component management, the group auditor shall discuss the matter with those charged with governance of the group.
- 49. In a group audit, the group auditor shall communicate with those charged with governance of the group the following matters in addition to those required by [proposed] ISA 260, "Communications with Those Charged with Governance:"
  - (a) The planned work to be performed on the financial information of the components.
  - (b) The group auditor's planned involvement in the work to be performed by the other auditors on the financial information of significant components.
  - (c) Instances where the group auditor's evaluation of the work of another auditor gave rise to a concern about the quality of the work performed by that other auditor.
  - (d) Any limitations on the group audit. For example, where the group auditor's access to component information, those charged with governance of components, component management, or the other auditors (including relevant audit documentation sought by the group auditor) may have been restricted.

**ISA 700 "The Independent Auditor's Report on a Complete Set of General"** [Effective for auditor's reports dated on or after December 31, 2006]

- 52. **The auditor should date the report on the financial statements no earlier than the date on which the auditor has obtained sufficient appropriate audit evidence on which to base the opinion on the financial statements. Sufficient appropriate audit evidence should include evidence that the entity's complete set of financial statements has been prepared and that those with the recognized authority have asserted that they have taken responsibility for them.**

55. In some jurisdictions, the law or regulation identifies the individuals or bodies (for example, the directors) that are responsible for concluding that a complete set of financial statements has been prepared ...

**Proposed ISA 705 “Modifications to the Independent Auditor’s Report”** [Currently on exposure]

35. **Prior to issuing the report, the auditor should communicate circumstances that lead to expected modifications to the opinion in the auditor’s report to those charged with governance.** This helps to ensure that ...

**ISA 720 “Other Information”**

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
23. **When** (after the date of the auditor’s report) **revision of the other information is necessary but management refuses to make the revision, the auditor should consider taking further appropriate action.** The actions taken could include such steps as notifying those charged with governance in writing of the auditor’s concern regarding the other information and obtaining legal advice.

## Appendix 2

### Qualitative Aspects of Accounting Practices

The communication required by paragraph 35(a), and discussed in paragraphs 37 and 38, 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. Where acceptable alternative accounting policies exist, the communication could include identification of the financial statement items that are affected by the choice of significant policies as well as information on 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).
- The effect of the timing of transactions in relation to the period in which they are recorded.

#### Accounting Estimates

- For items for which estimates are significant, issues discussed in ISA 540 (Revised), "Auditing Accounting Estimates and Related Disclosures (Other than Those Involving Fair Value Measurements and Disclosures)" and ISA 545, "Auditing Fair Value Measurements and Disclosures" including, for example:
  - Management's identification of accounting estimates.
  - Management's process for making accounting estimates.
  - Risks of material misstatement.
  - Indicators of possible management bias.
  - Disclosure of estimation uncertainty in the financial statements.

#### Financial Statement Disclosures

- The issues involved, and related judgments made, in formulating particularly sensitive financial statement disclosures (e.g., disclosures related to revenue recognition, remuneration, going concern, subsequent events, and contingency issues).
- The overall neutrality, consistency, and clarity of the disclosures in the financial statements.

**Related Matters**

- The potential effect on the financial statements of significant risks, exposures, and uncertainties, such as pending litigation, that are disclosed in the financial statements.
- The extent to which the financial statements are affected by 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 explain how factors affecting carrying values were selected and how alternative selections would have affected the financial statements.
- The selective correction of misstatements, e.g., correcting misstatements with the effect of increasing reported earnings, but not those that have the effect of decreasing reported earnings.

## CONFORMING AMENDMENTS

### **ISA 570, “Going Concern”**

#### **Communication with Those Charged with Governance**

**39a. The auditor should communicate with those charged with governance events or conditions the auditor has identified that may cast significant doubt on the entity’s ability to continue as a going concern.**

39b. When events or conditions have been identified that may cast significant doubt on the entity's ability to continue as a going concern, the auditor discusses with those charged with governance:

- (a) Whether the events or conditions constitute a material uncertainty;
- (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.

### **ISA 300, “Planning an Audit of Financial Statements”**

#### **Communication with Those Charged with Governance**

27. ISA 260, “Communication of Audit Matters with Those Charged with Governance” requires the auditor to communicate with those charged with governance an overview of the planned scope and timing of the audit. The auditor may discuss elements of planning with the entity's management. These discussions may be a part of overall communications made to improve the effectiveness and efficiency of the audit. Discussions with management often occur to facilitate the conduct and management of the audit engagement (for example, to coordinate some of the planned audit procedures with the work of the entity's personnel). Although these discussions often occur, the overall audit strategy and the audit plan remain the auditor's responsibility. When discussions of matters included in the overall audit strategy or audit plan occur, care is required in order to not compromise the effectiveness of the audit. For example, the auditor considers whether discussing the nature and timing of detailed audit procedures with management compromises the effectiveness of the audit by making the audit procedures too predictable.