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## **AICPA Audit and Accounting Manual, June 1, 2018: Nonauthoritative Practice Aid**

American Institute of Certified Public Accountants (AICPA)

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# Audit and Accounting Manual

Nonauthoritative Practice Aid

June 1, 2018



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# Audit and Accounting Manual

Nonauthoritative Practice Aid

June 1, 2018

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# What's New in This Edition

The following sections of *Audit and Accounting Manual* have been updated for conforming changes as of June 1, 2017, due to the issuance of recent authoritative literature, including

- SAS No. 133 *Auditor Involvement With Exempt Offering Documents* (AICPA, *Professional Standards*, AU-C sec. 945)

<u>Section</u>	<u>Title</u>
1000	Introduction
3000	Engagement Planning and Administration
7000	Correspondence, External Confirmations, and Written Representations
9000	Auditors' Reports
10,000	Quality Control

## Alerts (Section 8000)

The following alerts have been updated.

<u>Section</u>	<u>Title</u>	<u>Status</u>
8012	General Accounting and Auditing Developments—2017/18	New Edition
8015	Developments in Review, Compilation, and Financial Statement Preparation Engagements—2017/18	New Edition



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# How *Audit and Accounting Manual* is Organized

## Scope of *Audit and Accounting Manual*

This publication brings together for continuing reference a set of nonauthoritative audit tools and illustrations prepared by the AICPA staff.

## Arrangement of Material in *Audit and Accounting Manual*

The material in *Audit and Accounting Manual* is arranged as follows:

Introduction

How to Use the Audit and Accounting Manual

Engagement Planning and Administration

Internal Control

Designing and Performing Further Audit Procedures

Audit Documentation

Correspondence, External Confirmations, and Written Representations

Alerts

Auditors' Reports

Quality Control



# AAM Section 1000

## *Introduction*

The AICPA *Audit and Accounting Manual* has not been approved, disapproved, or otherwise acted upon by any senior technical committees of the AICPA or FASB and has no official or authoritative status.

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# AAM Section 1100

## Introduction

.01 The *Audit and Accounting Manual* has been prepared by the staff of the AICPA and issued as a nonauthoritative practice aid. The materials included in it are intended primarily as a reference source for conducting audit engagements. The objective is to provide practitioners with the tools needed to help plan, perform, and report on their engagements. *The manual is not intended to serve as a complete or comprehensive quality control system.*

.02 The manual, where practicable, offers choices and alternatives rather than particular positions. The use of this or any other practice aid requires the exercise of individual professional judgment. The manual is not a substitute for the authoritative technical literature, and users are urged to refer directly to applicable authoritative pronouncements for the text of technical standards.

.03 This manual is intended to be used in connection with engagements of nonpublic entities and is not intended to be used in connection with audits of public entities that are required to be audited under standards set by the PCAOB.

.04 The authors hope that the manual will be helpful to practitioners in the conduct of their audit and accounting practice. However, no generalized material, such as that included in this manual, can be a substitute for the development and implementation by a firm of a system of quality control that is appropriately comprehensive and suitably designed in relation to the firm's organizational structure, its policies, and the nature of its practice.

.05 The following table provides a summary of abbreviations used throughout the manual.

<i>Explanation of References</i>	
AT =	Reference to section number in AICPA <i>Professional Standards</i> for Statements on Standards for Attestation Engagements
AT-C =	Reference to section number in AICPA <i>Professional Standards</i> for Clarified Statements on Standards for Attestation Engagements
AU-C =	Reference to section number in AICPA <i>Professional Standards</i> for Clarified Statements on Auditing Standards
AUD =	Reference to section number in the Auditing and Attestation Statements of Position in AICPA <i>Professional Standards</i>
ET =	Reference to section number in AICPA <i>Professional Standards</i> for the Code of Professional Conduct, Interpretations of Rules of Conduct, and Ethics Rulings
FASB ASC =	Reference to the FASB <i>Accounting Standards Codification</i> <sup>®</sup>
GAAP =	Generally accepted accounting principles
QC =	Reference to section number in AICPA <i>Professional Standards</i> for Statements on Quality Control Standards
SAS =	AICPA Statement on Auditing Standards
SOP =	AICPA Auditing and Attestation Statement of Position
SQCS =	AICPA Statement on Quality Control Standards
SSAE =	AICPA Statement on Standards for Attestation Engagements
SSARS =	AICPA Statement on Standards for Accounting and Review Services

## Guidance Considered in This Edition

.06 This edition of the manual has been modified by the AICPA staff to include certain changes necessary due to the issuance of authoritative guidance since the last edition of the manual, and other revisions as deemed appropriate. Authoritative guidance issued through April 1, 2018, has been considered in the development of this edition of the manual. However, this manual does not include all audit, accounting, reporting, and other requirements applicable to an entity or a particular engagement. This manual is intended to be used in conjunction with all applicable sources of authoritative guidance.

.07 Authoritative guidance that is issued and effective for entities with fiscal years ending on or before April 1, 2018, is incorporated directly in the text of this manual. The presentation of authoritative guidance issued but not yet effective as of April 1, 2018, for entities with fiscal years ending after that same date is being presented as a guidance update, which is a shaded area that contains information on the new guidance. The distinct presentation of this content is intended to aid the reader in differentiating content that may not be effective for the reader's purposes.

.08 This manual includes relevant guidance issued up to and including the following:

- SAS No. 133, *Auditor Involvement With Exempt Offering Documents* (AU-C sec. 945)

Users of this manual should consider guidance issued subsequent to those items in the preceding list to determine its effect on entities covered by this manual. In determining the applicability of recently issued guidance, its effective date should also be considered.

## Defining Professional Responsibilities in AICPA Professional Standards

.09 AICPA professional standards applicable to audit engagements use the following two categories of professional requirements, identified by specific terms, to describe the degree of responsibility they impose on auditors:

- *Unconditional requirements.* The auditor must comply with an unconditional requirement in all cases in which such requirement is relevant. Generally accepted auditing standards (GAAS) as issued by the Auditing Standards Board (ASB) use the word *must* to indicate an unconditional requirement.
- *Presumptively mandatory requirements.* The auditor must comply with a presumptively mandatory requirement in all cases in which such a requirement is relevant except in rare circumstances. GAAS use the word *should* to indicate a presumptively mandatory requirement.

.10 In rare circumstances, the auditor may judge it necessary to depart from a relevant presumptively mandatory requirement. In such circumstances, the auditor should perform alternative audit procedures to achieve the intent of that requirement. The need for the auditor to depart from a relevant presumptively mandatory requirement is expected to arise only when the requirement is for a specific procedure to be performed and, in the specific circumstances of the audit, that procedure would be ineffective in achieving the intent of the requirement.

.11 Prior to SAS No. 122, *Statements on Auditing Standards: Clarification and Recodification*, the terms *is required to* or *requires* were used to express an unconditional requirement in GAAS (equivalent to *must*). With the issuance of SAS No. 122, the terms *is required to* or *requires* do not convey a requirement or the degree of responsibility it imposes on auditors. Instead those terms are used to express that a requirement exists. The terms are typically used in the clarified auditing standards to indicate that a requirement exists elsewhere in GAAS.

.12 AICPA professional standards applicable to attest engagements use the following two categories of professional requirements, identified by specific terms, to describe the degree of responsibility they impose on an auditor/accountant/practitioner [*as appropriate*]:



- *Unconditional requirements.* The auditor is required to comply with an unconditional requirement in all cases in which the circumstances exist to which the requirement applies. The terms *must* and *is required* are used to indicate an unconditional requirement.
- *Presumptively mandatory requirements.* The auditor/accountant/practitioner [*as appropriate*] must comply with a presumptively mandatory requirement in all cases in which the circumstances exist to which the requirement applies; however, in rare circumstances the auditor/accountant/practitioner may depart from the requirement provided that the auditor/accountant/practitioner documents his or her justification for the departure and how the alternative procedures performed in the circumstances were sufficient to achieve the objectives of the requirement. The word *should* is used to indicate a presumptively mandatory requirement.

.13 It is important to note that upon the effective date of the clarified auditing standards the terms describing professional requirements for audit engagements is revised, and are therefore different than those used for attest engagements. See the preceding section for information on defining professional requirements related to auditing standards.

## References to Professional Standards

.14 In citing GAAS and their related interpretations, references use section numbers within the codification of currently effective SASs and not the original statement number, as appropriate. Similarly, when citing attestation standards, and their related interpretations, references use section numbers within the codification of currently effective SSAEs and not the original statement number, as appropriate.

## AICPA.org Website

.15 The AICPA encourages you to visit the website at [www.aicpa.org](http://www.aicpa.org) and the Financial Reporting Center at [www.aicpa.org/frc](http://www.aicpa.org/frc). The Financial Reporting Center supports members in the execution of high-quality financial reporting. Whether you are a financial statement preparer or a member in public practice, this center provides exclusive member-only resources for the entire financial reporting process, and provides timely and relevant news, guidance and examples supporting the financial reporting process, including accounting, preparing financial statements and performing compilation, review, audit, attest, or assurance and advisory engagements. Certain content on the AICPA's websites referenced in this guide may be restricted to AICPA members only.

## Select Recent Developments Significant to This Manual

### AICPA's Ethics Codification Project

.16 The AICPA's Professional Ethics Executive Committee (PEEC) restructured and codified the AICPA Code of Professional Conduct (code) so that members and other users of the code can apply the rules and reach appropriate conclusions more easily and intuitively. This is referred to as the AICPA Ethics Codification Project.

.17 Although PEEC believes it was able to maintain the substance of the existing AICPA ethics standards through this process and limited substantive changes to certain specific areas that were in need of revision, the numeric citations and titles of interpretations have all changed. In addition, the ethics rulings are no longer in a question and answer format but rather, have been drafted as interpretations, incorporated into interpretations as examples, or deleted where deemed appropriate. For example

- Rule 101, *Independence* [ET sec. 101 par. .01], is referred to as the "Independence Rule" [ET sec. 1.200.001] in the revised code.
- the content from the ethics ruling titled "Financial Services Company Client has Custody of a Member's Assets" [ET sec. 191 par. .081-.082] is incorporated into the "Brokerage and Other Accounts"

interpretation [ET sec. 1.255.020] found under the subtopic “Depository, Brokerage, and Other Accounts” [ET sec. 1.255] of the “Independence” topic [ET sec. 1.200].

.18 The revised code was effective December 15, 2014, and is available at <http://pub.aicpa.org/codeofconduct>. References to the code have been updated in this manual. To assist users in locating the revised code content from the prior code, PEEC created a mapping document. The mapping document is available in appendix D in the revised code.

.19 See the preceding section titled “Guidance Considered in This Edition” for more information related to the guidance issued as of the date of this manual.

.20 This manual is expected to be updated periodically. Changes will likely arise from three main sources:

- a. Comments and suggestions from practitioners. Because this manual is a product of AICPA staff and not of a committee of practitioners, it is particularly important that practitioners advise the staff on any suggestions for material that could be improved or added.
- b. Issuance of authoritative guidance.
- c. Other additions to or deletions from the manual as a result of continued staff study.

**AICPA STAFF**

Weiwei Tang

*Product Management and Development—Public Accounting*

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# AAM Section 2000

## How to Use the *Audit and Accounting Manual*

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# AAM Section 2100

## *How to Use the Audit and Accounting Manual*

### Overview

.01 The *Audit and Accounting Manual* is designed to provide practitioners with the tools needed to help plan, perform, and report on audit engagements. *This manual is not intended to serve as a complete or comprehensive quality control system, and it is not intended to be used in connection with the audits of entities that are required to be audited under standards set by the PCAOB.* This manual comprises the following sections.

<i>Section No.</i>	<i>Section Name</i>
1000	Introduction
2000	How to Use the Audit and Accounting Manual
3000	Engagement Planning and Administration
4000	Internal Control
5000	Designing and Performing Further Audit Procedures
6000	Audit Documentation
7000	Correspondence, External Confirmations, and Written Representations
8000	Alerts
9000	Auditors' Reports
10,000	Quality Control

### Independence

.02 The auditor must be independent of the entity when performing an engagement in accordance with generally accepted auditing standards (GAAS) unless (a) GAAS provides otherwise or (b) the auditor is required by law or regulation to accept the engagement and report on the financial statements. When the auditor is not independent and neither (a) nor (b) are applicable, the auditor is precluded from issuing a report under GAAS.

### Ethical Requirements Relating to an Audit of Financial Statements

.03 The auditor should comply with relevant ethical requirements relating to financial statement audit engagements.

.04 The auditor is subject to relevant ethical requirements relating to financial statement audit engagements. Ethical requirements consist of the AICPA Code of Professional Conduct together with rules of state boards of accountancy and applicable regulatory agencies that are more restrictive.

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

- Responsibilities
- The public interest
- Integrity

- Objectivity and independence
- Due care
- Scope and nature of services

.06 In the case of an audit engagement, it is in the public interest and, therefore, required by GAAS, that the auditor be independent of the entity subject to the audit. The concept of independence refers to both independence in fact and independence in appearance. The auditor's independence from the entity safeguards the auditor's ability to form an audit opinion without being affected by influences that might compromise that opinion. Independence enhances the auditor's ability to act with integrity, to be objective, and to maintain an attitude of professional skepticism. Independence implies an impartiality that recognizes an obligation to be fair not only to management and those charged with governance of an entity but also users of the financial statements who may rely upon the independent auditor's report. Guidance on threats to independence is set forth in the "Conceptual Framework for Independence" (ET sec. 1.210.010).

.07 When the auditor is not independent but is required by law or regulation to report on the financial statements, AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*,<sup>1</sup> states that the auditor should disclaim an opinion and should specifically state that the auditor is not independent.

.08 Due care requires the auditor to discharge professional responsibilities with competence and to have the appropriate capabilities to perform the audit and enable an appropriate auditor's report to be issued.

.09 Paragraphs .21–.26 of QC section 10, *A Firm's System of Quality Control*, set out the firm's responsibilities to establish and maintain its system of quality control for audit engagements and to establish policies and procedures designed to provide it with reasonable assurance that the firm and its personnel comply with relevant ethical requirements, including those pertaining to independence. Paragraphs .11–.13 of AU-C section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*, addresses the engagement partner's responsibilities regarding relevant ethical requirements. These include remaining alert for evidence of noncompliance with relevant ethical requirements by members of the engagement team, determining, in consultation with others in the firm as appropriate, the appropriate action if matters come to the engagement partner's attention, through the firm's system of quality control or otherwise, that indicate that members of the engagement team have not complied with relevant ethical requirements, and forming a conclusion on compliance with independence requirements that apply to the audit engagement. AU-C section 220 recognizes that the engagement team is entitled to rely on a firm's system of quality control in meeting its responsibilities with respect to quality control procedures applicable to the individual audit engagement, unless the engagement partner determines that it is inappropriate to do so based on information provided by the firm or other parties.

.10 This manual will assist the auditor in performing an audit in accordance with GAAS in the following ways:

- a. Section 3000, *Engagement Planning and Administration*, provides guidance in the planning stage. Included in this section are various formats of audit assignment controls and engagement letters.
- b. Section 4000, *Internal Control*, conforms to *Internal Control—Integrated Framework*, published by the Committee of Sponsoring Organizations of the Treadway Commission, and AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*. This section provides guidance on evaluating internal control by utilizing checklists, questionnaires, and other generalized aids.
- c. Section 5000, *Designing and Performing Further Audit Procedures*, explains how the auditor should design and perform tests of controls, substantive procedures, or both, that are responsive to the assessed risks of material misstatement.
- d. Section 6000, *Audit Documentation*, provides the auditor with a general discussion of the purpose of audit documentation.

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<sup>1</sup> All AU-C sections can be found in AICPA *Professional Standards*.

- e. Section 7000, *Correspondence, External Confirmations, and Written Representations*, provides the auditor with numerous examples of confirmations, illustrative inquiries to legal counsel, representation letters, communications with audit committees, and a reliance letter.
- f. Section 9000, *Auditors' Reports*, addresses the format of the accountant's report and provides example auditor's reports.
- g. Section 10,000, *Quality Control*, includes sample forms that can be used by a firm to document its adherence to the AICPA requirement for a system of quality control for a CPA firm.

## Alerts

.11 Section 8000, *Alerts*, is intended to provide practitioners with an overview of recent economic, professional, and regulatory developments that may affect their engagements.





# AAM Section 3000

## Engagement Planning and Administration

Sections 3160 and 3165 include illustrative audit assignment control forms and engagement letters that can be used by an auditor in the planning phase of an audit engagement.

Various formats of audit assignment controls and engagement letters are in use; nevertheless, inclusion of the formats in this section in no way means that they are preferable. Refer directly to authoritative pronouncements when appropriate.

Illustrative formats of audit assignment controls and engagement letters are often helpful in developing a consistent style within a firm. However, no set of illustrative formats can cover all the situations that are likely to be encountered in practice because the circumstances of engagements vary widely.

Readers should consider other sources of illustrative presentations, such as those in authoritative pronouncements and AICPA Audit and Accounting Guides.

**References to Professional Standards.** In citing generally accepted auditing standards and their related interpretations, references use section numbers within the codification of currently effective Statements on Auditing Standards and not the original statement number, as appropriate.

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# AAM Section 3100

## *Understanding the Assignment*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 200, *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance With Generally Accepted Auditing Standards*
- AU-C section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*
- AU-C section 230, *Audit Documentation*
- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 250, *Consideration of Laws and Regulations in an Audit of Financial Statements*
- AU-C section 300, *Planning an Audit*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 500, *Audit Evidence*
- AU-C section 540, *Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures*
- AU-C section 550, *Related Parties*
- AU-C section 570, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern*
- AU-C section 610, *Using the Work of Internal Auditors*
- The "Compliance With Standards Rule" (ET sec. 1.310.001)
- The "Conceptual Framework for Independence" interpretation (ET sec. 1.210.010)
- QC section 10, *A Firm's System of Quality Control*

### Introduction

.01 To obtain an understanding of the engagement, the auditor may meet with the client to (a) understand the objective, scope, and timing of the engagement; (b) understand if reports on compliance, internal control, or segments of the entity are required; (c) understand the client's expectations, both stated and implied; and (d) review the expectations of both the owners and managers.

.02 To obtain an adequate understanding of any audit, it is important for the auditor to understand accounting principles generally accepted in the United States of America (GAAP), or other applicable framework, which includes Emerging Issues Task Force (EITF) consensuses. AU-C section 200 requires the auditor to understand his or her overall responsibilities when conducting an audit of financial statements in accordance with generally accepted auditing standards (GAAS), which are promulgated by the AICPA and with which the auditor is required to comply. GAAS are developed and issued by the Auditing Standards Board (ASB) in the form of Statements on Auditing Standards (SASs) through a due process that includes deliberation in meetings open to the public, public exposure of proposed SASs, and a formal vote. When issued, SASs are

codified into AU-C sections. GAAS are written in the context of an audit of financial statements by an auditor. They are to be adapted as necessary in the circumstances when applied to audits of other historical financial information.

.03 GAAS do not address the responsibilities of the auditor that may exist in legislation, regulation, or otherwise, in connection with, for example, the offering of securities to the public. Such responsibilities may differ from those established in GAAS. Accordingly, although the auditor may find aspects of GAAS helpful in such circumstances, it is the responsibility of the auditor to ensure compliance with all relevant legal, regulatory, or professional obligations.

.04 AU-C section 200 establishes requirements and provides guidance regarding the independent auditor's overall responsibilities when conducting an audit of financial statements in accordance with GAAS. Specifically, AU-C section 200 establishes the overall objectives of the independent auditor (the auditor) and explains the nature and scope of an audit designed to enable the auditor to meet those objectives. It also explains the scope, authority, and structure of GAAS and includes requirements establishing the general responsibilities of the auditor applicable in all audits, including the obligation to comply with GAAS.

## Association With Financial Statements

.05 An auditor is associated with financial information when the auditor has applied procedures sufficient to permit the auditor to report in accordance with GAAS. Statements on Standards for Accounting and Review Services address the accountant's considerations when the accountant prepares and presents financial statements to the entity or to third parties.

## An Audit of Financial Statements

.06 The purpose of an audit is to provide financial statement users with an opinion by the auditor on whether the financial statements are presented fairly, in all material respects, in accordance with an applicable financial reporting framework, which enhances the degree of confidence that intended users can place in the financial statements. An audit conducted in accordance with GAAS and relevant ethical requirements enables the auditor to form that opinion.

.07 The financial statements subject to audit are those of the entity, as prepared and presented by management of the entity with oversight from those charged with governance. GAAS do not impose responsibilities on management or those charged with governance and do not override laws and regulations that govern their responsibilities. However, an audit in accordance with GAAS is conducted on the premise that management and, when appropriate, those charged with governance have acknowledged certain responsibilities that are fundamental to the conduct of the audit. The audit of the financial statements does not relieve management or those charged with governance of their responsibilities.

.08 As the basis for the auditor's opinion, GAAS require the auditor to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. Reasonable assurance is a high, but not absolute, level of assurance. It is obtained when the auditor has obtained sufficient appropriate audit evidence to reduce audit risk (that is, the risk that the auditor expresses an inappropriate opinion when the financial statements are materially misstated) to an acceptably low level. Reasonable assurance is not an absolute level of assurance because there are inherent limitations of an audit that result in most of the audit evidence, on which the auditor draws conclusions and bases the auditor's opinion, being persuasive rather than conclusive.

.09 The concept of materiality is applied by the auditor when both planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and uncorrected misstatements, if any, on the financial statements. In general, misstatements, including omissions, are considered to be material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users that are taken based on the financial statements. Judgments about materiality are made in light of surrounding circumstances, and involve both qualitative and quantitative considerations. These judgments are affected by

the auditor's perception of the financial information needs of users of the financial statements, and by the size or nature of a misstatement, or both. The auditor's opinion addresses the financial statements as a whole. Therefore, the auditor has no responsibility to plan and perform the audit to obtain reasonable assurance that misstatements, whether caused by fraud or error, that are not material to the financial statements as a whole, are detected.

.10 GAAS contain objectives, requirements, and application and other explanatory material that are designed to support the auditor in obtaining reasonable assurance. GAAS require that the auditor exercise professional judgment and maintain professional skepticism throughout the planning and performance of the audit and, among other things,

- identify and assess risks of material misstatement, whether due to fraud or error, based on an understanding of the entity and its environment, including the entity's internal control.
- obtain sufficient appropriate audit evidence about whether material misstatements exist, through designing and implementing appropriate responses to the assessed risks.
- form an opinion on the financial statements, or determine that an opinion cannot be formed, based on an evaluation of the audit evidence obtained.

.11 The form of opinion expressed by the auditor will depend upon the applicable financial reporting framework and any applicable law or regulation.

.12 The auditor also may have certain other communication and reporting responsibilities to users, management, those charged with governance, or parties outside the entity, regarding matters arising from the audit. These responsibilities may be established by GAAS or by applicable law or regulation.

## Overall Objectives of the Auditor

.13 The overall objectives of the auditor, in conducting an audit of financial statements, are to

- a. obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, thereby enabling the auditor to express an opinion on whether the financial statements are presented fairly, in all material respects, in accordance with an applicable financial reporting framework; and
- b. report on the financial statements, and communicate as required by GAAS, in accordance with the auditor's findings.

.14 In all cases when reasonable assurance cannot be obtained and a qualified opinion in the auditor's report is insufficient in the circumstances for purposes of reporting to the intended users of the financial statements, GAAS require that the auditor disclaim an opinion or withdraw from the engagement, when withdrawal is possible under applicable law or regulation.

## Auditor Requirements

### Ethical Requirements Relating to an Audit of Financial Statements

.15 The auditor must be independent of the entity when performing an engagement in accordance with GAAS unless (a) GAAS provides otherwise or (b) the auditor is required by law or regulation to accept the engagement and report on the financial statements. When the auditor is not independent and neither (a) nor (b) are applicable, the auditor is precluded from issuing a report under GAAS.

.16 The auditor should comply with relevant ethical requirements relating to financial statement audit engagements. Ethical requirements consist of the AICPA Code of Professional Conduct together with rules of state boards of accountancy and applicable regulatory agencies that are more restrictive.

.17 Because an audit engagement is in the public interest, AU-C section 200 requires that the auditor be independent of the entity subject to the audit. The concept of independence refers to both independence in fact and independence in appearance. The auditor's independence from the entity safeguards the auditor's ability to form an audit opinion without being affected by influences that might compromise that opinion. Independence enhances the auditor's ability to act with integrity, to be objective, and to maintain an attitude of professional skepticism. Independence implies an impartiality that recognizes an obligation to be fair not only to management and those charged with governance of an entity but also users of the financial statements who may rely upon the independent auditor's report. Guidance on threats to independence is set forth in the "Conceptual Framework for Independence" interpretation.

.18 The "Compliance With Standards Rule" requires an AICPA member who performs an audit (the auditor) to comply with standards promulgated by bodies designated by Council, which includes the ASB. Section 3115, "Independence," in this manual provides additional discussion on maintaining independence.

.19 QC section 10 sets out the firm's responsibilities to establish and maintain its system of quality control for audit engagements, and to establish policies and procedures designed to provide it with reasonable assurance that the firm and its personnel comply with relevant ethical requirements, including those pertaining to independence. AU-C section 220 addresses the engagement partner's responsibilities regarding relevant ethical requirements. These include remaining alert for evidence of non-compliance with relevant ethical requirements by members of the engagement team, determining, in consultation with others in the firm as appropriate, the appropriate action if matters come to the engagement partner's attention, through the firm's system of quality control or otherwise, that indicate that members of the engagement team have not complied with relevant ethical requirements, and forming a conclusion on compliance with independence requirements that apply to the audit engagement. AU-C section 220 recognizes that the engagement team is entitled to rely on a firm's system of quality control in meeting its responsibilities with respect to quality control procedures applicable to the individual audit engagement, unless the engagement partner determines that it is inappropriate to do so based on information provided by the firm or other parties.

.20 Additional discussion on a firm's system of quality control can be found in section 10,000, "Quality Control," of this manual, including illustrative quality control forms and a reprint of the AICPA Practice Aid *Establishing and Maintaining a System of Quality Control for a CPA Firm's Accounting and Auditing Practice*.

## Professional Skepticism

.21 The auditor should plan and perform an audit with professional skepticism, recognizing that circumstances may exist that cause the financial statements to be materially misstated.

.22 Professional skepticism includes being alert to the following, for example,

- audit evidence that contradicts other audit evidence obtained.
- information that brings into question the reliability of documents and responses to inquiries to be used as audit evidence.
- conditions that may indicate possible fraud.
- circumstances that suggest the need for audit procedures in addition to those required by GAAS.

.23 Maintaining professional skepticism throughout the audit is necessary if the auditor is, for example, to reduce the risks of

- overlooking unusual circumstances.
- over-generalizing when drawing conclusions from audit observations.
- using inappropriate assumptions in determining the nature, timing, and extent of the audit procedures and evaluating the results thereof.



.24 Professional skepticism is necessary to the critical assessment of audit evidence. This includes questioning contradictory audit evidence and the reliability of documents and responses to inquiries and other information obtained from management and those charged with governance. It also includes consideration of the sufficiency and appropriateness of audit evidence obtained in light of the circumstances; for example, in the case when fraud risk factors exist and a single document, of a nature that is susceptible to fraud, is the sole supporting evidence for a material financial statement amount.

.25 The auditor may accept records and documents as genuine unless the auditor has reason to believe the contrary. Nevertheless, the auditor is required to consider the reliability of information to be used as audit evidence. In cases of doubt about the reliability of information or indications of possible fraud (for example, if conditions identified during the audit cause the auditor to believe that a document may not be authentic or that terms in a document may have been falsified), GAAS require that the auditor investigate further and determine what modifications or additions to audit procedures are necessary to resolve the matter.

.26 The auditor neither assumes that management is dishonest nor assumes unquestioned honesty. The auditor cannot be expected to disregard past experience of the honesty and integrity of the entity's management and those charged with governance. Nevertheless, a belief that management and those charged with governance are honest and have integrity does not relieve the auditor of the need to maintain professional skepticism or allow the auditor to be satisfied with less than persuasive audit evidence when obtaining reasonable assurance.

## Professional Judgment

.27 The auditor should also exercise professional judgment in planning and performing an audit of financial statements.

.28 Professional judgment is essential to the proper conduct of an audit. This is because interpretation of relevant ethical requirements and GAAS and the informed decisions required throughout the audit cannot be made without the application of relevant knowledge and experience to the facts and circumstances. In particular, professional judgment is necessary regarding decisions about the following:

- Materiality and audit risk
- The nature, timing, and extent of audit procedures used to meet the requirements of GAAS and gather audit evidence
- Evaluating whether sufficient appropriate audit evidence has been obtained, and whether more needs to be done to achieve the objectives of GAAS and thereby, the overall objectives of the auditor
- The evaluation of management's judgments in applying the entity's applicable financial reporting framework
- The drawing of conclusions based on the audit evidence obtained; for example, assessing the reasonableness of the estimates made by management in preparing the financial statements

.29 The distinguishing feature of professional judgment expected of an auditor is that such judgment is exercised based on competencies necessary to achieve reasonable judgments, developed by the auditor through relevant training, knowledge, and experience.

.30 The exercise of professional judgment in any particular case is based on the facts and circumstances that are known by the auditor. Consultation on difficult or contentious matters during the course of the audit, both within the engagement team and between the engagement team and others at the appropriate level within or outside the firm, such as those required by AU-C section 220, assists the auditor in making informed and reasonable judgments.

.31 Professional judgment can be evaluated based on whether the judgment reached reflects a competent application of auditing standards and accounting principles and is appropriate in light of, and consistent with, the facts and circumstances that were known to the auditor up to the date of the auditor's report.

.32 Professional judgment needs to be exercised throughout the audit. It also needs to be appropriately documented. In this regard, the auditor is required to prepare audit documentation sufficient to enable an experienced auditor, having no previous connection with the audit, to understand the significant professional judgments made in reaching conclusions on significant findings or issues arising during the audit. Professional judgment is not to be used as the justification for decisions that are not otherwise supported by the facts and circumstances of the engagement or by sufficient appropriate audit evidence.

## Sufficient Appropriate Audit Evidence and Audit Risk

.33 To obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, the auditor should obtain sufficient appropriate audit evidence to reduce audit risk to an acceptably low level and thereby enable the auditor to draw reasonable conclusions on which to base the auditor's opinion.

### *Sufficiency and Appropriateness of Audit Evidence*

.34 Audit evidence is necessary to support the auditor's opinion and report. It is cumulative in nature and is primarily obtained from audit procedures performed during the course of the audit. It may, however, also include information obtained from other sources such as previous audits (provided the auditor has determined whether changes have occurred since the previous audit that may affect its relevance to the current audit) or a firm's quality control procedures for client acceptance and continuance. In addition to other sources inside and outside the entity, the entity's accounting records are an important source of audit evidence. Also, information that may be used as audit evidence may have been prepared by a specialist employed or engaged by the entity. Audit evidence comprises both information that supports and corroborates management's assertions and any information that contradicts such assertions. In addition, in some cases, the absence of information (for example, management's refusal to provide a requested representation) is used by the auditor, and, therefore, also constitutes audit evidence. Most of the auditor's work in forming the auditor's opinion consists of obtaining and evaluating audit evidence.

.35 The sufficiency and appropriateness of audit evidence are interrelated. *Sufficiency* is the measure of the quantity of audit evidence. The quantity of audit evidence needed is affected by the auditor's assessment of the risks of misstatement (the higher the assessed risks, the more audit evidence is likely to be required) and also by the quality of such audit evidence (the higher the quality, the less may be required). Obtaining more audit evidence, however, may not compensate for its poor quality.

.36 *Appropriateness* is the measure of the quality of audit evidence; that is, its relevance and its reliability in providing support for the conclusions on which the auditor's opinion is based. The reliability of evidence is influenced by its source and by its nature, and is dependent on the individual circumstances under which it is obtained.

.37 Whether sufficient appropriate audit evidence has been obtained to reduce audit risk to an acceptably low level, and thereby to enable the auditor to draw reasonable conclusions on which to base the auditor's opinion, is a matter of professional judgment. AU-C section 500 and other relevant AU-C sections, establish additional requirements and provide further guidance applicable throughout the audit regarding the auditor's considerations in obtaining sufficient appropriate audit evidence.

### *Audit Risk*

.38 Audit risk is a function of the risks of material misstatement and detection risk. The assessment of risks is based on audit procedures to obtain information necessary for that purpose and evidence obtained throughout

the audit. The assessment of risks is a matter of professional judgment, rather than a matter capable of precise measurement.

.39 For purposes of GAAS, audit risk does not include the risk that the auditor might express an opinion that the financial statements are materially misstated when they are not. This risk is ordinarily insignificant. Further, audit risk is a technical term related to the process of auditing; it does not refer to the auditor's business risks, such as loss from litigation, adverse publicity, or other events arising in connection with the audit of financial statements.

#### *Risks of Material Misstatement*

.40 The *risk of material misstatement* is the risk that the financial statements are materially misstated prior to the audit.

.41 The risks of material misstatement exist at two levels:

- The overall financial statement level
- The assertion level for classes of transactions, account balances, and disclosures

.42 Risks of material misstatement at the overall financial statement level refer to risks of material misstatement that relate pervasively to the financial statements as a whole and potentially affect many assertions.

.43 Risks of material misstatement at the assertion level are assessed in order to determine the nature, timing, and extent of further audit procedures necessary to obtain sufficient appropriate audit evidence. This evidence enables the auditor to express an opinion on the financial statements at an acceptably low level of audit risk. Auditors use various approaches to accomplish the objective of assessing the risks of material misstatement. For example, the auditor may make use of a model that expresses the general relationship of the components of audit risk in mathematical terms to arrive at an acceptable level of detection risk. Some auditors find such a model to be useful when planning audit procedures.

.44 The risks of material misstatement at the assertion level consist of two components: inherent risk and control risk. Inherent risk and control risk are the entity's risks; they exist independently of the audit of the financial statements.

#### *Inherent Risk*

.45 *Inherent risk* is the susceptibility of a relevant assertion about a class of transaction, account balance, or disclosure to a misstatement that could be material, either individually or when aggregated with other misstatements, before consideration of any related controls.

.46 Inherent risk is higher for some assertions and related classes of transactions, account balances, and disclosures than for others. For example, it may be higher for complex calculations or for accounts consisting of amounts derived from accounting estimates that are subject to significant estimation uncertainty. External circumstances giving rise to business risks may also influence inherent risk. For example, technological developments might make a particular product obsolete, thereby causing inventory to be more susceptible to overstatement. Factors in the entity and its environment that relate to several or all of the classes of transactions, account balances, or disclosures may also influence the inherent risk related to a specific assertion. Such factors may include, for example, a lack of sufficient working capital to continue operations or a declining industry characterized by a large number of business failures.

#### *Control Risk*

.47 *Control risk* is the risk that a misstatement that could occur in an assertion about a class of transaction, account balance, or disclosure and that could be material, either individually or when aggregated with other misstatements, will not be prevented, or detected and corrected, on a timely basis by the entity's internal control.

.48 Control risk is a function of the effectiveness of the design, implementation, and maintenance of internal control by management to address identified risks that threaten the achievement of the entity's objectives relevant to preparation and fair presentation of the entity's financial statements. However, internal control, no matter how well designed and operated, can only reduce, but not eliminate, risks of material misstatement in the financial statements, because of the inherent limitations of internal control. These include, for example, the possibility of human errors or mistakes, or of controls being circumvented by collusion or inappropriate management override. Accordingly, some control risk will always exist. GAAS provide the conditions under which the auditor is required to, or may choose to, test the operating effectiveness of controls in determining the nature, timing, and extent of substantive procedures to be performed. GAAS do not ordinarily refer to inherent risk and control risk separately, but rather to a combined assessment of the risks of material misstatement. However, the auditor may make separate or combined assessments of inherent and control risk depending on preferred audit techniques or methodologies and practical considerations. The assessment of the risks of material misstatement may be expressed in quantitative terms, such as in percentages, or in nonquantitative terms. In any case, the need for the auditor to make appropriate risk assessments is more important than the different approaches by which they may be made.

.49 AU-C section 315 establishes requirements and provides guidance on identifying and assessing the risks of material misstatement at the financial statement and assertion levels.

#### *Detection Risk*

.50 *Detection risk* is the risk that the procedures performed by the auditor to reduce audit risk to an acceptably low level will not detect a misstatement that exists and that could be material, either individually or when aggregated with other misstatements.

.51 For a given level of audit risk, the acceptable level of detection risk bears an inverse relationship to the assessed risks of material misstatement at the assertion level. For example, the greater the risks of material misstatement the auditor believes exists, the less the detection risk that can be accepted and, accordingly, the more persuasive the audit evidence required by the auditor.

.52 Detection risk relates to the nature, timing, and extent of the auditor's procedures that are determined by the auditor to reduce audit risk to an acceptably low level. It is therefore a function of the effectiveness of an audit procedure and of its application by the auditor. The following matters assist to enhance the effectiveness of an audit procedure and of its application and reduce the possibility that an auditor might select an inappropriate audit procedure, misapply an appropriate audit procedure, or misinterpret the audit results:

- Adequate planning
- Proper assignment of personnel to the engagement team
- The application of professional skepticism
- Supervision and review of the audit work performed

.53 AU-C sections 300 and 330 establish requirements and provide guidance on planning an audit of financial statements and the auditor's responses to assessed risks. Detection risk, however, can only be reduced, not eliminated, because of the inherent limitations of an audit. Accordingly, some detection risk will always exist.

#### *Inherent Limitations of an Audit*

.54 The auditor is not expected to, and cannot, reduce audit risk to zero and cannot, therefore, obtain absolute assurance that the financial statements are free from material misstatement due to fraud or error. This is because inherent limitations of an audit exist, which result in most of the audit evidence on which the auditor draws conclusions and bases the auditor's opinion being persuasive rather than conclusive. The principal inherent limitations of an audit arise from

- the nature of financial reporting;
- the nature of audit procedures; and
- the need for the audit to be conducted within a reasonable period of time and so as to achieve a balance between benefit and cost.

### *The Nature of Financial Reporting*

.55 The preparation and fair presentation of financial statements involves judgment by management in applying the requirements of the entity's applicable financial reporting framework to the facts and circumstances of the entity. In addition, many financial statement items involve subjective decisions or assessments or a degree of uncertainty, and a range exists of acceptable interpretations or judgments that may be made. Consequently, some financial statement items are subject to an inherent level of variability that cannot be eliminated by the application of additional auditing procedures. For example, this is often the case with respect to certain accounting estimates that are dependent on predictions of future events. Nevertheless, GAAS require the auditor to give specific consideration to whether accounting estimates are reasonable in the context of the applicable financial reporting framework and to related disclosures, and to the qualitative aspects of the entity's accounting practices, including indicators of possible bias in management's judgments.

### *The Nature of Audit Procedures*

- .56 There are practical and legal limitations on the auditor's ability to obtain audit evidence. For example:
- There is the possibility that management or others may not provide, intentionally or unintentionally, the complete information that is relevant to the preparation and fair presentation of the financial statements or that has been requested by the auditor. Accordingly, the auditor cannot be certain of the completeness of information, even though the auditor has performed audit procedures to obtain assurance that all relevant information has been obtained.
  - Fraud may involve sophisticated and carefully organized schemes designed to conceal it. Therefore, audit procedures used to gather audit evidence may be ineffective for detecting an intentional misstatement that involves, for example, collusion to falsify documentation that may cause the auditor to believe that audit evidence is valid when it is not. The auditor is neither trained as nor expected to be an expert in the authentication of documents.
  - An audit is not an official investigation into alleged wrongdoing. Accordingly, the auditor is not given specific legal powers, such as the power of search, which may be necessary for such an investigation.

### *Timeliness of Financial Reporting and the Balance Between Benefit and Cost*

.57 The matter of difficulty, time, or cost involved is not in itself a valid basis for the auditor to omit an audit procedure for which there is no alternative or to be satisfied with audit evidence that is less than persuasive. Appropriate planning assists in making sufficient time and resources available for the conduct of the audit. Notwithstanding this, the relevance of information, and thereby its value, tends to diminish over time, and there is a balance to be struck between the reliability of information and its cost. This is recognized in certain financial reporting frameworks (see, for example, FASB's Statements of Financial Accounting Concepts). Therefore, there is an expectation by users of financial statements that the auditor will form an opinion on the financial statements within a reasonable period of time and so as to achieve a balance between benefit and cost, recognizing that it is impracticable to address all information that may exist or to pursue every matter exhaustively on the assumption that information is fraudulent or erroneous until proved otherwise.

- .58 Consequently, it is necessary for the auditor to
- plan the audit so that it will be performed in an effective manner;
  - direct audit effort to areas most expected to contain risks of material misstatement, whether due to fraud or error, with correspondingly less effort directed at other areas; and
  - use testing and other means of examining populations for misstatements.

.59 In light of the approaches described in paragraph .A53 of AU-C section 200 (discussed in the preceding paragraph), GAAS contain requirements for the planning and performance of the audit and requires the auditor, among other things, to

- have a basis for the identification and assessment of risks of material misstatement at the financial statement and assertion levels by performing risk assessment procedures and related activities; and
- use testing and other means of examining populations in a manner that provides a reasonable basis for the auditor to draw conclusions about the population.

*Other Matters That Affect the Inherent Limitations of an Audit*

.60 In the case of certain assertions or subject matters, the potential effects of the inherent limitations on the auditor's ability to detect material misstatements are particularly significant. Such assertions or subject matters include the following:

- Fraud, particularly fraud involving senior management or collusion. AU-C section 240 establishes requirements and provides guidance regarding the auditor's responsibility to consider fraud in a financial statement audit.
- The existence and completeness of related party relationships and transactions. AU-C section 550 establishes requirements and provides guidance regarding the auditor's responsibility to consider related party relationships and transactions in a financial statement audit.
- The occurrence of non-compliance with laws and regulations. AU-C section 250 establishes requirements and provides guidance regarding the auditor's responsibility to consider laws and regulations in a financial statement audit.
- Future events or conditions that may cause an entity to cease to continue as a going concern. AU-C section 570 establishes requirements and provides guidance regarding the auditor's responsibilities in the audit of financial statements relating to the entity's ability to continue as a going concern and the implications for the auditor's report.

Relevant AU-C sections identify specific audit procedures to assist in lessening the effect of the inherent limitations.

.61 Because of the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with GAAS. Accordingly, the subsequent discovery of a material misstatement of the financial statements resulting from fraud or error does not by itself indicate a failure to conduct an audit in accordance with GAAS. However, the inherent limitations of an audit are not a justification for the auditor to be satisfied with less than persuasive audit evidence. Whether the auditor has performed an audit in accordance with GAAS is determined by the audit procedures performed in the circumstances, the sufficiency and appropriateness of the audit evidence obtained as a result thereof, and the suitability of the auditor's report based on an evaluation of that evidence in light of the overall objectives of the auditor.

## Conduct of an Audit in Accordance With GAAS

### *Complying With AU-C Sections Relevant to the Audit*

#### *Nature of GAAS*

.62 The auditor should comply with all AU-C sections relevant to the audit. An AU-C section is relevant to the audit when the AU-C section is in effect and the circumstances addressed by the AU-C section exist.

.63 GAAS provide the standards for the auditor's work in fulfilling the overall objectives of the auditor. GAAS address the general responsibilities of the auditor, as well as the auditor's further considerations relevant to the application of those responsibilities to specific topics. The scope, effective date, and any specific limitation of the applicability of a specific AU-C section are made clear in the AU-C section.

.64 In certain audit engagements, the auditor also may be required to comply with other auditing requirements in addition to GAAS. GAAS do not override law or regulation that governs an audit of financial statements. In the event that such law or regulation differs from GAAS, an audit conducted only in accordance with law or regulation will not necessarily comply with GAAS.

.65 The auditor may also conduct the audit in accordance with both GAAS and

- auditing standards promulgated by the PCAOB,
- International Standards on Auditing,
- *Government Auditing Standards*, or
- auditing standards of a specific jurisdiction or country.

In such cases, in addition to complying with each of the AU-C sections relevant to the audit, it may be necessary for the auditor to perform additional audit procedures in order to comply with the other auditing standards.

.66 The auditor should have an understanding of the entire text of an AU-C section, including its application and other explanatory material, to understand its objectives and to apply its requirements properly.

#### *Contents of GAAS*

.67 In addition to objectives and requirements, an AU-C section contains related guidance in the form of application and other explanatory material. It may also contain introductory material that provides context relevant to a proper understanding of the AU-C section and definitions. The entire text of an AU-C section, therefore, is relevant to an understanding of the objectives stated in an AU-C section and the proper application of the requirements of an AU-C section.

.68 When necessary, the application and other explanatory material provides further explanation of the requirements of an AU-C section and guidance for carrying them out. In particular, it may

- explain more precisely what a requirement means or is intended to cover.
- include examples of procedures that may be appropriate in the circumstances.

.69 Although such guidance does not in itself impose a requirement, it is relevant to the proper application of the requirements of an AU-C section. The auditor is required by paragraph .21 of AU-C section 200 to understand the application and other explanatory material; how the auditor applies the guidance in the engagement depends on the exercise of professional judgment in the circumstances consistent with the objective of the AU-C section. The words *may*, *might*, and *could* are used to describe these actions and procedures. The application and other explanatory material may also provide background information on matters addressed in an AU-C section.

.70 Appendixes form part of the application and other explanatory material. The purpose and intended use of an appendix are explained in the body of the related AU-C section or within the title and introduction of the appendix itself.

.71 Introductory material may include, as needed, such matters as explanation of the following:

- The purpose and scope of the AU-C section, including how the AU-C section relates to other AU-C sections
- The subject matter of the AU-C section
- The respective responsibilities of the auditor and others regarding the subject matter of the AU-C section
- The context in which the AU-C section is set

.72 An AU-C section may include, in a separate section under the heading "Definitions," a description of the meanings attributed to certain terms for purposes of GAAS. These are provided to assist in the consistent application and interpretation of GAAS, and are not intended to override definitions that may be established for other purposes, whether in law, regulation, or otherwise. Unless otherwise indicated, those terms will carry the same meanings throughout GAAS.

.73 When appropriate, additional considerations specific to audits of smaller, less complex entities and governmental entities are included within the application and other explanatory material of an AU-C section. These additional considerations assist in the application of the requirements of GAAS in the audit of such entities. They do not, however, limit or reduce the responsibility of the auditor to apply and comply with the requirements of GAAS.

#### *Considerations Specific to Audits of Smaller, Less Complex Entities*

.74 For purposes of specifying additional considerations to audits of smaller, less complex entities, a *smaller, less complex entity* refers to an entity that typically possesses qualitative characteristics, such as

- concentration of ownership and management in a small number of individuals and
- one or more of the following:
  - Straightforward or uncomplicated transactions
  - Simple record keeping
  - Few lines of business and few products within business lines
  - Few internal controls
  - Few levels of management with responsibility for a broad range of controls
  - Few personnel, many having a wide range of duties

These qualitative characteristics are not exhaustive, they are not exclusive to smaller, less complex entities, and smaller, less complex entities do not necessarily display all of these characteristics.

.75 GAAS refer to the proprietor of a smaller entity who is involved in running the entity on a day-to-day basis as the *owner-manager*.

.76 The auditor should not represent compliance with GAAS in the auditor's report unless the auditor has complied with the requirements of AU-C section 200 and all other AU-C sections relevant to the audit.

#### *Objectives Stated in Individual AU-C Sections*

.77 To achieve the overall objectives of the auditor, the auditor should use the objectives stated in individual AU-C sections in planning and performing the audit considering the interrelationships within GAAS to

- a. determine whether any audit procedures in addition to those required by individual AU-C sections are necessary in pursuance of the objectives stated in each AU-C section and
- b. evaluate whether sufficient appropriate audit evidence has been obtained.

.78 Each AU-C section contains one or more objectives that provide a link between the requirements and the overall objectives of the auditor. The objectives in individual AU-C sections serve to focus the auditor on the desired outcome of the AU-C section, while being specific enough to assist the auditor in

- understanding what needs to be accomplished and, when necessary, the appropriate means of doing so; and
- deciding whether more needs to be done to achieve the objectives in the particular circumstances of the audit.



.79 Objectives are to be understood in the context of the overall objectives of the auditor stated in paragraph .12 of AU-C section 200. As with the overall objectives of the auditor, the ability to achieve an individual objective is equally subject to the inherent limitations of an audit.

.80 In using the objectives, the auditor is required to consider the interrelationships among the AU-C sections. This is because, as indicated in paragraph .A58 of AU-C section 200, the AU-C sections in some cases address general responsibilities and in others address the application of those responsibilities to specific topics. For example, this section requires the auditor to adopt an attitude of professional skepticism; this is necessary in all aspects of planning and performing an audit but is not repeated as a requirement of each AU-C section. At a more detailed level, AU-C section 315 and AU-C section 330 contain, among other things, objectives and requirements that address the auditor's responsibilities to identify and assess the risks of material misstatement and to design and perform further audit procedures to respond to those assessed risks, respectively; these objectives and requirements apply throughout the audit. An AU-C section addressing specific aspects of the audit may expand on how the objectives and requirements of other AU-C sections are to be applied regarding the subject of that AU-C section, but does not repeat those objectives and requirements. For example, AU-C section 540 expands on how the objectives and requirements of AU-C section 315 and AU-C section 330 are to be applied regarding the subject of AU-C section 540, but AU-C section 540 does not repeat those objectives and requirements. Thus, in achieving the objective stated in AU-C section 540, the auditor considers the objectives and requirements of other relevant AU-C sections.

#### *Use of Objectives to Determine Need for Additional Audit Procedures*

.81 The requirements of GAAS are designed to enable the auditor to achieve the objectives specified in GAAS, and thereby the overall objectives of the auditor. The proper application of the requirements of GAAS by the auditor is therefore expected to provide a sufficient basis for the auditor's achievement of the objectives. However, because the circumstances of audit engagements vary widely and all such circumstances cannot be anticipated in GAAS, the auditor is responsible for determining the audit procedures necessary to fulfill the requirements of GAAS and to achieve the objectives. In the circumstances of an engagement, there may be particular matters that require the auditor to perform audit procedures in addition to those required by GAAS to meet the objectives specified in GAAS.

#### *Use of Objectives to Evaluate Whether Sufficient Appropriate Audit Evidence Has Been Obtained*

.82 The auditor is required by paragraph .23b of AU-C section 200 to use the objectives stated in the relevant AU-C sections to evaluate whether sufficient appropriate audit evidence has been obtained in the context of the overall objectives of the auditor. If, as a result, the auditor concludes that the audit evidence is not sufficient and appropriate, then the auditor may follow one or more of the following approaches to meeting the requirement of paragraph .23b of AU-C section 200:

- Evaluate whether further relevant audit evidence has been, or will be, obtained as a result of complying with other AU-C sections
- Extend the work performed in applying one or more requirements
- Perform other procedures judged by the auditor to be necessary in the circumstances

.83 When none of the preceding is expected to be practical or possible in the circumstances, the auditor will not be able to obtain sufficient appropriate audit evidence and is required by GAAS to determine the effect on the auditor's report or on the auditor's ability to complete the engagement.

#### *Complying With Relevant Requirements*

.84 Subject to paragraph .26 of AU-C section 200, the auditor should comply with each requirement of an AU-C section unless, in the circumstances of the audit,

- the entire AU-C section is not relevant; or
- the requirement is not relevant because it is conditional and the condition does not exist.

.85 In some cases, an AU-C section (and therefore all of its requirements) may not be relevant in the circumstances. For example, if an entity does not have an internal audit function, nothing in AU-C section 610 is relevant.

.86 Within a relevant AU-C section, there may be conditional requirements. Such a requirement is relevant when the circumstances envisioned in the requirement apply and the condition exists. In general, the conditionality of a requirement will either be explicit or implicit, for example:

- The requirement to modify the auditor's opinion if there is a limitation of scope represents an explicit conditional requirement.
- The requirement to communicate significant deficiencies and material weaknesses in internal control identified during the audit to management and those charged with governance, which depends on the existence and identification of such deficiencies, represents an implicit conditional requirement.

In some cases, a requirement may be expressed as being conditional on applicable law or regulation. For example, the auditor may be required to withdraw from the audit engagement, when withdrawal is possible under applicable law or regulation, or the auditor may be required to perform a certain action, unless prohibited by law or regulation. Depending on the jurisdiction, the legal or regulatory permission or prohibition may be explicit or implicit.

### *Defining Professional Responsibilities in GAAS*

.87 GAAS use the following two categories of professional requirements, identified by specific terms, to describe the degree of responsibility it imposes on auditors:

- *Unconditional requirements.* The auditor must comply with an unconditional requirement in all cases in which such requirement is relevant. GAAS use the word *must* to indicate an unconditional requirement.
- *Presumptively mandatory requirements.* The auditor must comply with a presumptively mandatory requirement in all cases in which such a requirement is relevant except in rare circumstances discussed in paragraph .26 of AU-C section 200. GAAS use the word *should* to indicate a presumptively mandatory requirement.

.88 In rare circumstances, the auditor may judge it necessary to depart from a relevant presumptively mandatory requirement. In such circumstances, the auditor should perform alternative audit procedures to achieve the intent of that requirement. The need for the auditor to depart from a relevant presumptively mandatory requirement is expected to arise only when the requirement is for a specific procedure to be performed and, in the specific circumstances of the audit, that procedure would be ineffective in achieving the intent of the requirement.

#### *Presumptively Mandatory Requirements*

.89 If an AU-C section provides that a procedure or action is one that the auditor *should consider*, consideration of the procedure or action is presumptively required. Whether the auditor performs the procedure or action is based upon the outcome of the auditor's consideration and the auditor's professional judgment.

#### *Departure From a Requirement*

.90 AU-C section 230 establishes documentation requirements in those exceptional circumstances when the auditor departs from a relevant requirement. GAAS do not call for compliance with a requirement that is not relevant in the circumstances of the audit.

### *Interpretive Publications*

.91 The auditor should consider interpretive publications in planning and performing the audit.

.92 Interpretive publications are not auditing standards. *Interpretive publications* are recommendations on the application of the GAAS in specific circumstances, including engagements for entities in specialized industries. An interpretive publication is issued under the authority of the ASB after all ASB members have been provided an opportunity to consider and comment on whether the proposed interpretive publication is consistent with GAAS. Auditing interpretations of GAAS are included in AU-C sections. AICPA Audit and Accounting Guides and Auditing Statements of Position are listed in AU-C appendix D, *AICPA Audit and Accounting Guides and Statements of Position*.

### *Other Auditing Publications*

.93 In applying the auditing guidance included in an other auditing publication, the auditor should, exercising professional judgment, assess the relevance and appropriateness of such guidance to the circumstances of the audit. Although the auditor determines the relevance of these publications, the auditor may presume that other auditing publications published by the AICPA that have been reviewed by the AICPA Audit and Attest Standards staff are appropriate.

.94 In determining whether an other auditing publication that has not been reviewed by the AICPA Audit and Attest Standards staff is appropriate to the circumstances of the audit, the auditor may wish to consider the degree to which the publication is recognized as being helpful in understanding and applying GAAS and the degree to which the issuer or author is recognized as an authority in auditing matters.

.95 *Other auditing publications* include, among other publications, the following:

- Auditing practice releases
- AICPA *Technical Questions and Answers*
- AICPA Audit Risk Alerts

Other auditing publications have no authoritative status; however, they may help the auditor understand and apply GAAS. The auditor is not expected to be aware of the full body of other auditing publications. Other auditing publications are listed in AU-C appendix F, *Other Auditing Publications*.

### *Failure to Achieve an Objective*

.96 If an objective in a relevant AU-C section cannot be achieved, the auditor should evaluate whether this prevents the auditor from achieving the overall objectives of the auditor and thereby requires the auditor, in accordance with GAAS, to modify the auditor's opinion or withdraw from the engagement (when withdrawal is possible under applicable law or regulation). Failure to achieve an objective represents a significant finding or issue requiring documentation in accordance with AU-C section 230.

.97 Whether an objective has been achieved is a matter for the auditor's professional judgment. That judgment takes into account the results of audit procedures performed in complying with the requirements of GAAS, and the auditor's evaluation of whether sufficient appropriate audit evidence has been obtained and whether more needs to be done in the particular circumstances of the audit to achieve the objectives stated in GAAS. Accordingly, circumstances that may give rise to a failure to achieve an objective include those that

- prevent the auditor from complying with the relevant requirements of an AU-C section.
- result in it not being practicable or possible for the auditor to carry out the additional audit procedures or obtain further audit evidence as determined necessary from the use of the objectives in accordance with paragraph .21; for example, due to a limitation in the available audit evidence.

.98 Audit documentation that meets the requirements of AU-C section 230 and the specific documentation requirements of other relevant AU-C sections provides evidence of the auditor's basis for a conclusion about the achievement of the overall objectives of the auditor. Although it is unnecessary for the auditor to document separately (as in a checklist, for example) that individual objectives have been achieved, the documentation of a failure to achieve an objective assists the auditor's evaluation of whether such a failure has prevented the auditor from achieving the overall objectives of the auditor.

# AAM Section 3105

## *Planning the Engagement*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 200, *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance With Generally Accepted Auditing Standards*
- AU-C section 210, *Terms of Engagement*
- AU-C section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*
- AU-C section 260, *The Auditor's Communication With Those charged With Governance*
- AU-C section 300, *Planning an Audit*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 510, *Opening Balances—Initial Audit Engagements, Including Reaudit Engagements*
- AU-C section 600, *Special Considerations — Audits of Group Financial Statements (Including the Work of Component Auditors)*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*
- The "General Standards Rule" (ET sec. 1.300.001)

## Audit Planning

### General

.01 The planning phase is an important part of every engagement. The objective of the planning phase is to plan the audit such that it will be performed in an effective manner.

.02 The need for planning is highlighted paragraph .01 of the "General Standards Rule," which states in part that a member shall adequately plan and supervise the performance of professional services

.03 AU-C section 300 establishes standards and provides guidance regarding the independent auditor's responsibility to plan an audit of financial statements, including an initial audit engagement, in accordance with generally accepted auditing standards (GAAS).

.04 Planning an audit involves establishing the overall audit strategy for the engagement and developing an audit plan. Adequate planning benefits the audit of financial statements in several ways, including the following:

- Helping the auditor identify and devote appropriate attention to important areas of the audit
- Helping the auditor identify and resolve potential problems on a timely basis
- Helping the auditor properly organize and manage the audit engagement so that it is performed in an effective and efficient manner

- Assisting in the selection of engagement team members with appropriate levels of capabilities and competence to respond to anticipated risks and allocating team member responsibilities
- Facilitating the direction and supervision of engagement team members and the review of their work
- Assisting, when applicable, in coordination of work done by auditors of components and specialists

.05 Proper planning also enhances the productivity of engagement personnel and may result in a more profitable engagement.

.06 The nature and extent of planning activities will vary according to the size and complexity of the entity, the key engagement team member's previous experience with the entity, and changes in circumstances that occur during the audit engagement.

.07 Planning is not a discrete phase of an audit, but rather a continual and iterative process that often begins shortly after (or in connection with) the completion of the previous audit and continues until the completion of the current audit engagement. Planning, however, includes consideration of the timing of certain activities and audit procedures that need to be completed prior to the performance of further audit procedures. For example, planning includes the need to consider, prior to the auditor's identification and assessment of the risks of material misstatement, such matters as the following:

- The analytical procedures to be applied as risk assessment procedures
- A general understanding of the legal and regulatory framework applicable to the entity and how the entity is complying with that framework
- The determination of materiality
- The involvement of specialists
- The performance of other risk assessment procedures

.08 The auditor may decide to discuss elements of planning with the entity's management 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 discussing matters included in the overall audit strategy or audit plan, care is required in order not to compromise the effectiveness of the audit. For example, discussing the nature and timing of detailed audit procedures with management may compromise the effectiveness of the audit by making the audit procedures too predictable.

.09 AU-C section 600 provides guidance that an auditor may find useful, adapted as necessary in the circumstances, when that auditor involves other auditors in the audit of financial statements that are not group financial statements. For example, an auditor may involve another auditor to observe the inventory count or inspect physical fixed assets at a remote location. Additional guidance regarding group audits can be found in Q&A sections 8800.01–.43 of section 8800, *Audits of Group Financial Statements and Work of Others (Technical Questions and Answers)*.

## Preliminary Engagement Activities

.10 The auditor should undertake the following activities at the beginning of the current audit engagement:

- a. Performing procedures required by paragraphs .13–.14 of AU-C section 220 regarding the continuance of the client relationship and the specific audit engagement
- b. Evaluating compliance with relevant ethical requirements in accordance with AU-C section 220
- c. Establishing an understanding of the terms of the engagement as required by AU-C section 210

.11 Performing preliminary engagement activities at the beginning of the audit engagement assists the auditor in identifying and evaluating events or circumstances that may adversely affect the auditor's ability to plan and perform the audit engagement.

.12 Performing these preliminary engagement activities enables the auditor to plan an audit engagement for which

- the auditor maintains the necessary independence and ability to perform the engagement.
- the auditor has no issues with management integrity that may affect the auditor's willingness to continue the engagement.
- the auditor has no misunderstanding with the entity about the terms of the engagement.

.13 The auditor's consideration of client continuance and relevant ethical requirements, including independence, occurs throughout the audit engagement as conditions and changes in circumstances occur. Performing initial procedures on both client continuance and evaluation of relevant ethical requirements (including independence) at the beginning of the current audit engagement means that they are completed prior to the performance of other significant activities for the current audit engagement. For continuing audit engagements, such initial procedures often begin shortly after (or in connection with) the completion of the previous audit.

## Terms of the Engagement

### *Preconditions for an Audit*

.14 According to AU-C section 210, the objective of the auditor is to accept an audit engagement for a new or existing audit client only when the basis upon which it is to be performed has been agreed upon through

- a. establishing whether the preconditions for an audit are present and
- b. confirming that a common understanding of the terms of the audit engagement exists between the auditor and management and, when appropriate, those charged with governance.

.15 In order to establish whether the preconditions for an audit are present, the auditor should

- determine whether the financial reporting framework to be applied in the preparation of the financial statements is acceptable and
- obtain the agreement of management that it acknowledges and understands its responsibility
  - for the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework;
  - for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; and
  - to provide the auditor with
    - access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters;
    - additional information that the auditor may request from management for the purpose of the audit; and
    - unrestricted access to persons within the entity from whom the auditor determines it necessary to obtain audit evidence.

.16 If the preconditions for an audit are not present, the auditor should discuss the matter with management. Unless the auditor is required by law or regulation to do so, the auditor should not accept the proposed audit engagement

- if the auditor has determined that the financial reporting framework to be applied in the preparation of the financial statements is unacceptable or
- if the agreement referred to in paragraph .06b of AU-C section 210 has not been obtained.

.17 *Considerations specific to smaller, less complex entities.* One of the purposes of agreeing upon the terms of the audit engagement is to avoid misunderstanding about the respective responsibilities of management and the auditor. For example, when the auditor or a third party has assisted with drafting the financial statements, it may be useful to remind management that the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework remains its responsibility.

### *Agreement on Audit Engagement Terms*

.18 The auditor should agree upon the terms of the audit engagement with management or those charged with governance, as appropriate. The roles of management and those charged with governance in agreeing upon the terms of the audit engagement for the entity depend on the governance structure of the entity and relevant law or regulation. Depending on the entity's structure, the agreement may be with management, those charged with governance, or both. When the agreement on the terms of engagement is only with those charged with governance, nonetheless in accordance with paragraph .06 of AU-C section 210, the auditor is required to obtain management's agreement that it acknowledges and understands its responsibilities. When a third party has contracted for the audit of the entity's financial statements, agreeing to the terms of the audit with management of the entity is necessary in order to establish that the preconditions for an audit are present.

.19 The agreed-upon terms of the audit engagement should be documented in an audit engagement letter or other suitable form of written agreement and should include the following:

- a. The objective and scope of the audit of the financial statements
- b. The responsibilities of the auditor
- c. The responsibilities of management
- d. A statement that because of the inherent limitations of an audit, together with the inherent limitations of internal control, an unavoidable risk exists that some material misstatements may not be detected, even though the audit is properly planned and performed in accordance with GAAS
- e. Identification of the applicable financial reporting framework for the preparation of the financial statements
- f. Reference to the expected form and content of any reports to be issued by the auditor and a statement that circumstances may arise in which a report may differ from its expected form and content

### *Form and Content of the Audit Engagement Letter*

.20 The form and content of the audit engagement letter may vary for each entity. Information included in the audit engagement letter on the auditor's responsibilities may be based on paragraphs .04-.10 of AU-C section 200. Paragraph .06b of AU-C section 210 addresses the description of the responsibilities of management. In addition to including the matters required by paragraph .10 of AU-C section 210, an audit engagement letter may make reference to, for example, the following:

- Elaboration of the scope of the audit, including reference to applicable legislation, regulations, GAAS, and ethical and other pronouncements of professional bodies to which the auditor adheres
- The form of any other communication of results of the audit engagement



- Arrangements regarding the planning and performance of the audit, including the composition of the audit team
- The expectation that management will provide written representations (paragraph .A11 of AU-C section 210)
- The agreement of management to make available to the auditor draft financial statements and any accompanying other information in time to allow the auditor to complete the audit in accordance with the proposed timetable
- The agreement of management to inform the auditor of events occurring or facts discovered subsequent to the date of the financial statements, of which management may become aware, that may affect the financial statements
- The basis on which fees are computed and any billing arrangements
- A request for management to acknowledge receipt of the audit engagement letter and to agree to the terms of the engagement outlined therein, as may be evidenced by their signature on the engagement letter

.21 When relevant, the following points also could be made in the audit engagement letter:

- Arrangements concerning the involvement of other auditors and specialists in some aspects of the audit
- Arrangements concerning the involvement of internal auditors and other staff of the entity
- Arrangements to be made with the predecessor auditor, if any, in the case of an initial audit
- Any restriction of the auditor's liability when not prohibited
- Any obligations of the auditor to provide audit documentation to other parties
- Additional services to be provided, such as those relating to regulatory requirements
- A reference to any further agreements between the auditor and the entity

#### *Additional Considerations*

.22 The following matters may be considered while preparing an audit engagement letter:

- Whether circumstances preclude an unmodified opinion, as in these examples:
  - The auditor is retained after the beginning of the client's fiscal year, did not observe inventories or confirm receivables at the beginning of the year and was unable to gain satisfaction through application of alternative procedures.
  - The client imposes restrictions on the scope of the audit. (See AU-C section 705.)
  - Significant litigation or other matters exist which may affect the opinion.
- Whether the fee should be stated as a range, in hourly rates, as standard per diem charges for the engagement, or as a maximum or flat fee
- The person or persons to whom reports should be addressed
- The number of copies needed of the report and the people to whom they are to be distributed
- Deadlines for reports or analyses
- Timing of fieldwork
- Out-of-pocket costs
- The condition of records or circumstances other than those contemplated in the engagement letter (for example, deficient internal control)

- A retainer
- One time engagements
- Start-up costs when the client changes auditors
- Underwriters' requirements in connection with public offerings

.23 Often, entities that have never been audited resist signing a client representation letter. To avoid client resistance at the end of the audit, many firms notify the client in the audit engagement letter that they will be asked to sign a client representation letter.

.24 If the auditor has reason to believe the client may publish all or a portion of an audit report, he or she may advise the client (preferably in the audit engagement letter) that firm policy is to read printer's proofs of the report and any other accompanying material. This precaution protects both the client and the auditor against condensation of financial statements, omission of footnotes, erroneous layout, and other errors such as misstatement of figures used in a president's letter, other narrative, or statistics.

.25 It is considered best practice for the auditor to establish the understanding with the client and prepare the audit engagement letter before any significant work takes place on the engagement. The partner may personally present the letter to the client to ensure that a complete understanding has been achieved. The understanding or a signed copy of the audit engagement letter may be filed with the engagement's current working papers and permanent file.

#### Key Point

Be careful when using a proposal or preliminary audit engagement letter for a client. If the letter describes additional services that are not finally agreed upon, it may be used in litigation as an indication of inadequate performance by you on the engagement. It is a best practice to always make sure that a final engagement letter is issued in such circumstances.

.26 The engagement letter is generally addressed to those charged with governance, the chief executive, or whoever retained the firm. If the engagement letter also serves as the method of communicating the auditor's responsibilities under AU-C section 260 the addressee should include those persons charged with governance. The engagement partner may sign the letter on behalf of the firm. The client representative responsible for the engagement signs the letter denoting agreement with the contract. The original letter may be maintained in the engagement documentation. A copy of the letter is given to the client.

.27 Following is a list of common engagement letter deficiencies:

- Reference in the letter to audit of the books and records rather than to audit of financial statements
- Adverse comments about other firms
- Failure to specify *in detail* the services to be rendered when a maximum fee is quoted
- Inclusion of a review of internal control as one of the services when what is really intended is an understanding of internal control as required by auditing standards
- Failure to identify that accounting or other problems may exist that might have an effect on the opinion
- Failure to change, in writing, the terms of the engagement when conditions are found to be different (such as the inability to express an opinion without extensive additional auditing because internal control was found to be deficient)
- Failure to include fee basis and payment terms
- Failure to identify subsidiaries
- Failure to identify specific tax returns to be prepared
- Failure to document the scope of the engagement

*Fee Issues*

.28 Two types of fee arrangements, contingent fees and commissions, are prohibited when the arrangement involves certain attest clients, even though the fee is not related to an attest service.

.29 A contingent fee is an arrangement whereby (a) no fee is charged unless a specified result is attained or (b) the amount of the fee otherwise depends on the results of your firm's services. Some examples of contingent fees are the following:

- Your firm receives a finder's fee for helping a client locate a buyer for one of the client's assets.
- Your firm performs a consulting engagement to decrease a client's operating costs. The fee is based on a percentage of the cost reduction that the client achieves as a result of your service.

.30

The following are exceptions:

- Fees fixed by a court or other public authority
- In tax matters, fees based on the results of judicial proceedings or the findings of governmental agencies

.31 A commission is any compensation paid to you or your firm for (a) recommending or referring a third party's product or service to a client or (b) recommending or referring a client's product or service to a third party. Permitted commissions shall be disclosed to the person or entity you recommend or refer a product or service to.

.32 Examples of commissions are if you or your firm

- refers a client to a financial planning firm that pays you a commission for the referral.
- sells accounting software to a client and receives a percentage of the sales price (a commission) from a software company.
- refers a nonclient to an insurance company client, which pays you a percentage of any premiums subsequently received (a commission) from the nonclient.

.33 The AICPA rule provides an exception for *referral fees* for recommending or referring a CPA's services to another entity person or entity. That is, you may (a) receive a fee for referring the services of a CPA to any person or entity or (b) if you are a CPA, pay a fee to obtain a client provided you disclose such receipt or payment to the client. Referral fees are not considered commissions under these specific circumstances. You must inform the client if you receive or pay a referral fee.

.34 You and your firm may not have commission or contingent fee arrangements with a client when your firm also provides one of the following services to a client:

- An audit of financial statements
- A review of financial statements
- A compilation of financial statements when a third party (for example, a bank or investor) will rely on the financial statements and the report does not disclose a lack of independence
- An examination of prospective financial statements

.35 You and your firm may have commission and contingent fee arrangements with persons associated with a client—such as officers, directors, and principal shareholders—or with a benefit plan that is sponsored by a client (that is, the plan itself is not a client).<sup>1</sup> For example, you or your firm may receive a commission from

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<sup>1</sup> Also see the "Contingent Fee Arrangements With an Investment Advisory Services Nonattest Client That Is Related to a Client" interpretation (ET sec 1.510.040) of the AICPA Code of Professional Conduct.

a nonclient insurer if you refer an officer of an attest client to the insurer and the officer purchases a policy. Even when permitted, the existence of a commission arrangement must be disclosed to the person (or entity) to whom the commission relates.

#### *Sample Engagement Letters*

.36 See section 3165, "Sample Engagement Letter," for a sample engagement letter.

#### *Acceptance of a Change in the Terms of the Audit Engagement*

.37 The auditor should not agree to a change in the terms of the audit engagement when no reasonable justification for doing so exists. If, prior to completing the audit engagement, the auditor is requested to change the audit engagement to an engagement for which the auditor obtains a lower level of assurance, the auditor should determine whether reasonable justification for doing so exists. If the terms of the audit engagement are changed, the auditor and management should agree on and document the new terms of the engagement in an engagement letter or other suitable form of written agreement.

.38 If the auditor concludes that no reasonable justification for a change of the terms of the audit engagement exists and is not permitted by management to continue the original audit engagement, the auditor should

- a. withdraw from the audit engagement when possible under applicable law or regulation,
- b. communicate the circumstances to those charged with governance, and
- c. determine whether any obligation, either legal, contractual, or otherwise, exists to report the circumstances to other parties, such as owners, or regulators.

### **Involvement of Key Engagement Team Members**

.39 The engagement partner and other key members of the engagement team should be involved in planning the audit, including planning and participating in the discussion among engagement team members. The involvement of the engagement partner and other key members of the engagement team in planning the audit draws on their experience and insight, thereby enhancing the effectiveness and efficiency of the planning process. The engagement partner may delegate portions of the planning and supervision of the audit to other firm personnel.

### **Planning Activities**

#### *Forming an Audit Strategy*

##### *The Overall Audit Strategy*

.40 The auditor should establish an overall audit strategy that sets the scope, timing, and direction of the audit and that guides the development of the audit plan. In establishing the overall audit strategy, the auditor should

- a. identify the characteristics of the engagement that define its scope;
- b. ascertain the reporting objectives of the engagement in order to plan the timing of the audit and the nature of the communications required;
- c. consider the factors that, in the auditor's professional judgment, are significant in directing the engagement team's efforts;
- d. consider the results of preliminary engagement activities and, when applicable, whether knowledge gained on other engagements performed by the engagement partner for the entity is relevant; and
- e. ascertain the nature, timing, and extent of resources necessary to perform the engagement.

.41 Once the overall audit strategy has been established, an audit plan can be developed to address the various matters identified in the overall audit strategy, taking into account the need to achieve the audit objectives through the efficient use of the auditor's resources. The establishment of the overall audit strategy and the detailed audit plan are not necessarily discrete or sequential processes but are closely interrelated because changes in one may result in consequential changes to the other.

.42 The appendix to AU-C section 300 provides examples of matters the auditor may consider in establishing the overall audit strategy. Many of these matters also will influence the auditor's detailed audit plan.

#### *Considerations Specific to Smaller, Less Complex Entities*

.43 In audits of smaller entities, the entire audit may be conducted by a very small audit team. Many audits of smaller entities involve the engagement partner (who may be a sole practitioner) working with one engagement team member (or without any engagement team members). With a smaller team, coordination of, and communication between, team members is easier. Establishing the overall audit strategy for the audit of a smaller entity need not be a complex or time consuming exercise; it varies according to the size and complexity of the entity, the complexity of the audit, and the size of the engagement team. For example, a brief memorandum prepared at the completion of the previous audit, based on a review of the working papers and highlighting issues identified in the audit just completed, updated in the current period, based on discussions with the owner-manager, can serve as the documented audit strategy for the current audit engagement if it covers the matters noted in paragraph .07 of AU-C section 300.

#### *Communications With Those Charged With Governance and Management*

.44 AU-C section 260 explains that, among other matters, the auditor should communicate with those charged with governance (a) the auditor's responsibilities under GAAS and (b) an overview of the planned scope and timing of the audit.

#### **The Audit Plan**

.45 The auditor should develop an audit plan that includes a description of the following:

- a. The nature and extent of planned risk assessment procedures, as determined under AU-C section 315
- b. The nature, timing, and extent of planned further audit procedures at the relevant assertion level, as determined under AU-C section 330
- c. Other planned audit procedures that are required to be carried out so that the engagement complies with GAAS

#### *Direction, Supervision, and Review*

.46 The nature, timing, and extent of the direction and supervision of engagement team members and review of their work vary, depending on many factors, including the following:

- The size and complexity of the entity
- The area of the audit
- The assessed risks of material misstatement (for example, an increase in the assessed risk of material misstatement for a given area of the audit ordinarily requires a corresponding increase in the extent and timeliness of direction and supervision of engagement team members and a more detailed review of their work)
- The capabilities and competence of the individual team members performing the audit work

Accordingly, the auditor should plan the nature, timing, and extent of direction and supervision of engagement team members and the review of their work.

.47 AU-C section 220 establishes requirements and provides guidance on the direction, supervision, and review of audit work.

#### *Changes to Planning Decisions During the Course of the Audit*

.48 As a result of unexpected events, changes in conditions, or the audit evidence obtained from the results of audit procedures, the auditor may need to modify the overall audit strategy and audit plan and, thereby, the resulting planned nature, timing, and extent of further audit procedures, based on the revised consideration of assessed risks. This may be the case when information comes to the auditor's attention that differs significantly from the information available when the auditor planned the audit procedures. For example, audit evidence obtained through the performance of substantive procedures may contradict the audit evidence obtained through tests of controls. Accordingly, the auditor also should update and change the overall audit strategy and audit plan, as necessary, during the course of the audit.

### **Determining the Extent of Involvement of Professionals Possessing Specialized Skills**

.49 The auditor should consider whether specialized skills are needed in performing the audit. If specialized skills are needed, the auditor should seek the assistance of a professional possessing such skills, who either may be on the auditor's staff or an outside professional. In such circumstances, the auditor should have sufficient knowledge to communicate the objectives of the other professional's work; evaluate whether the specified audit procedures will meet the auditor's objectives; and evaluate the results of the audit procedures applied as they relate to the nature, timing, and extent of further planned audit procedures.

.50 An auditor may decide to seek the assistance of a professional with specialized skills necessary to complete various aspects of the engagement. These professionals may include valuation experts, appraisers, actuaries, tax specialists, and IT professionals. For example, the use of professionals possessing IT skills to determine the effect of IT on the audit, to understand the IT controls, or to design and perform tests of IT controls or substantive procedures is a significant aspect of many audit engagements. In determining whether such a professional is needed on the audit team, the auditor may consider such factors as the following:

- The complexity of the entity's systems and IT controls and the manner in which they are used in conducting the entity's business
- The significance of changes made to existing systems, or the implementation of new systems
- The extent to which data is shared among systems
- The extent of the entity's participation in electronic commerce
- The entity's use of emerging technologies
- The significance of audit evidence that is available only in electronic form

.51 Audit procedures that the auditor may assign to a professional possessing IT skills include inquiring of an entity's IT personnel how data and transactions are initiated, authorized, recorded, processed, and reported and how IT controls are designed; inspecting systems documentation; observing the operation of IT controls; and planning and performing tests of IT controls.

### **Additional Considerations in Initial Audit Engagements**

.52 The auditor should undertake the following activities prior to starting an initial audit:

- a. Perform procedures required by AU-C section 220
- b. Communicate with the predecessor auditor when there has been a change of auditors, in accordance with AU-C section 210

.53 The purpose and objective of planning the audit are the same whether the audit is an initial or recurring engagement. However, for an initial audit, the auditor may need to expand the planning activities because the auditor does not have the previous experience with the entity that is considered when planning recurring engagements. For an initial audit engagement, additional matters the auditor may consider in establishing the overall audit strategy and audit plan include the following:

- Arrangements to be made with the predecessor auditor (for example, to review the predecessor auditor's working papers [paragraphs .07 and .A2–.A11 of AU-C section 510])
- Any major issues (including the application of accounting principles or auditing and reporting standards) discussed with management in connection with the initial selection as auditor, the communication of these matters to those charged with governance, and how these matters affect the overall audit strategy and audit plan
- The audit procedures necessary to obtain sufficient appropriate audit evidence regarding opening balances (paragraph .08 of AU-C section 510)
- Other procedures required by the firm's system of quality control for initial audit engagements (for example, the firm's system of quality control may require the involvement of another partner or senior individual to review the overall audit strategy prior to commencing significant audit procedures or to review reports prior to their issuance)

### *Investigatory Procedures for Individuals*

.54 When credit information is requested about individuals who are new clients, the investigative procedures are subject to the Fair Credit Reporting Act.

.55 Under the Fair Credit Reporting Act, an individual is informed in writing that an investigative consumer report, including information about the individual's character, general reputation, personal characteristics, and mode of living is being made. The individual is also advised, within three days of the time the report is requested, that he or she may, within a reasonable time, by written request, be furnished disclosure of the nature and scope of the investigation.

## Documentation

.56 The auditor should include in the audit documentation the following:

- a. The overall audit strategy
- b. The audit plan
- c. Any significant changes made during the audit engagement to the overall audit strategy or the audit plan and the reasons for such changes

.57 The documentation of the overall audit strategy is a record of the key decisions considered necessary to properly plan the audit and communicate significant issues to the engagement team. For example, the auditor may summarize the overall audit strategy in the form of a memorandum that contains key decisions regarding the overall scope, timing, and conduct of the audit.

.58 The documentation of the audit plan is a record of the planned nature, timing, and extent of risk assessment procedures and further audit procedures at the relevant assertion level in response to the assessed risks. It also serves as a record of the proper planning of the audit procedures that can be reviewed and approved prior to their performance. The auditor may use standard audit programs or audit completion checklists, tailored as needed to reflect the particular engagement circumstances.

.59 A record of the significant changes to the overall audit strategy and the audit plan and resulting changes to the planned nature, timing, and extent of audit procedures explain why the significant changes were made

and why the overall strategy and audit plan were finally adopted for the audit. It also reflects the appropriate response to the significant changes occurring during the audit.

## Client Assistance Package

.60 When planning the audit engagement the auditor may consider preparing a client assistance package (CAP) or produced by client listing (PBC) and providing it to the client. The CAP or PBC is usually tailored to each specific engagement. The following is a list of analyses, schedules and other items that are often requested from the client prior to the start of an audit engagement:

Client Assistance Package (CAP)						
Client: _____						
Audit Date: _____						
<i>Request Reference</i>	<i>Requested Support</i>	<i>Requested on</i>	<i>Requested to be received by</i>	<i>Received by auditor on</i>	<i>Status (Open, Partial, Closed)</i>	<i>Comments</i>
A.1	The general ledger as of the audit date.					
B.1	A reconciliation for each bank account.					
C.1	A trade accounts receivable aging as of the audit date.					
C.2	Accounts receivable confirmation letters, using template to be provided by the auditor.					
C.3	A schedule of accounts receivable from officers and employees.					
C.4	A schedule of bad debts written off during the year.					
D.1	A schedule of notes receivable as of the audit date. The notes should be available for inspection.					
E.1	An inventory listing as of the audit date.					
F.1	An analysis of transactions affecting marketable securities.					
G.1	An insurance schedule. The policies should be available for inspection.					
H.1	A rollforward schedule of property and equipment additions and retirements.					
H.2	A depreciation schedule.					
H.3	Copies of all leases, including equipment rental contracts, should be available for inspection.					



Client Assistance Package (CAP)						
Client: _____						
Audit Date: _____						
<i>Request Reference</i>	<i>Requested Support</i>	<i>Requested on</i>	<i>Requested to be received by</i>	<i>Received by auditor on</i>	<i>Status (Open, Partial, Closed)</i>	<i>Comments</i>
H.4	A schedule of repairs and maintenance in excess of \$_____.					
I.1	A schedule of life insurance of officers.					
J.1	A schedule of accounts payable as of the audit date. The creditor's regular monthly statements for [date] should be retained and made available.					
K.1	A schedule of notes payable as of the audit date.					
L.1	A schedule of all transactions to partners' capital and drawing accounts.					
L.2	A copy of the partnership agreement or corporate charter should be available for inspection.					
M.1	A reconciliation of payroll accounts to the payroll system.					
M.2	Copies of employment contracts with salesmen or executives should be available for inspection.					
M.3	Copies of pension, profit sharing, deferred compensation, stock option agreements, and letters of acceptance from the Treasury Department, should be available for inspection.					
M.4	A schedule of each officer's salary and expense account payments.					
N.1	A schedule of contributions.					
O.1	A schedule of transactions with affiliated enterprises.					
P.1	A schedule of tax expense.					
Q.1	A schedule of professional fees, including legal fees.					
R.1	The corporate stock book and minutes should be up to date and available for inspection.					



## AAM Section 3110

# *Assigning Personnel to the Engagement and Supervision*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 200, *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance With Generally Accepted Auditing Standards*
- AU-C section 230, *Audit Documentation*
- QC section 10, *A Firm's System of Quality Control*

### General Comments

.01 Engagement planning includes procedures for assigning personnel to the engagement. Having procedures established provides the firm with reasonable assurance that work will be performed by persons having the degree of technical training and proficiency required in the circumstances. Generally, the more able and experienced the personnel assigned to a particular engagement, the less need for direct supervision.

.02 Some procedures regarding assignment of personnel to the engagement are discussed in this section. The specific procedures adopted by a firm would not necessarily include all the procedures or be limited to those discussed. Overall firm guidance for assigning personnel to engagements is addressed in the Practice Aid *Establishing and Maintaining a System of Quality Control for a CPA Firm's Accounting and Auditing Practice* ([www.aicpa.org/interestareas/frc/pages/enhancingauditqualitypracticeaid.aspx](http://www.aicpa.org/interestareas/frc/pages/enhancingauditqualitypracticeaid.aspx)), and in "A Firm's System of Quality Control" in section 10,200 of this manual. Sample quality control forms are available at section 10,300 of this manual, which are helpful in assigning personnel to engagements.

### Engagement Planning Procedures

#### Audit Assignment Controls

.03 A time budget for the engagement is prepared to determine manpower requirements and to schedule field work. The engagement partner may approve the time budget prior to the beginning of field work. A time budget may have columns for budgeted time (in hours) for preliminary and final field work. Time budget forms differ depending upon firm preference and needs (see paragraphs .01–.02 of section 3160 of this manual for "Audit Time Budget—Sample A" and "Audit Time Budget—Sample B").

.04 Other alternatives include longer, more detailed sets of forms. These forms combine the features of a time budget, a source document for staff scheduling, and a job progress report that compares each assigned person's actual hours against the budget. Some firms use a shorter, less detailed form for jobs of less than a predetermined number of staff hours (for example, 100 hours) and a longer form for jobs requiring more time (see paragraph .04 of section 3160 of this manual for "Audit Status Analysis"). Some firms use a weekly (or daily) progress report (see paragraph .03 of section 3160 of this manual, for example). This report, submitted by the auditor in charge, shows the time actually spent in relation to the estimate, the estimated additional time required, and the estimated variance from the original estimate.

.05 Keeping the time budget and progress report current as the assignment progresses is vital for identifying and controlling timing because it is applied so that it can be compared to the budgeted time for that phase of the engagement. The time budget and progress report is carried in the working papers file and is filled in regularly by the auditor in charge for all persons applying time on the engagement.

## Auditor Requirements

### Assignment of Engagement Team

.06 The engagement partner should be satisfied that the engagement team and any auditor's external specialists, collectively, have the appropriate competence and capabilities to

- a. perform the audit engagement in accordance with professional standards and applicable legal and regulatory requirements and
- b. enable an auditor's report that is appropriate in the circumstances to be issued.

.07 A person with expertise in a specialized area of accounting or auditing is a member of the engagement team if that person performs audit procedures on the engagement. This applies whether that person is an employee of the firm or a nonemployee engaged by the firm. However, a person with such expertise is not a member of the engagement team if that person's involvement with the engagement is only consultation.

.08 When considering the appropriate competence and capabilities expected of the engagement team as a whole, the engagement partner may take into consideration such matters as the team's

- understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation.
- understanding of professional standards and applicable legal and regulatory requirements.
- technical expertise, including expertise with relevant IT and specialized areas of accounting or auditing.
- knowledge of relevant industries in which the entity operates.
- ability to apply professional judgment.
- understanding of the firm's quality control policies and procedures.

## Engagement Performance

### *Direction, Supervision, and Performance*

.09 The engagement partner should take responsibility for the following:

- a. The direction, supervision, and performance of the audit engagement in compliance with professional standards, applicable legal and regulatory requirements, and the firm's policies and procedures
- b. The auditor's report being appropriate in the circumstances

.10 Direction of the engagement team involves informing the members of the engagement team of matters such as the following:

- Their responsibilities, including the need to comply with relevant ethical requirements and to plan and perform an audit with professional skepticism as required by AU-C section 200
- Responsibilities of respective partners when more than one partner is involved in the conduct of an audit engagement
- The objectives of the work to be performed
- The nature of the entity's business

- Risk-related issues
- Problems that may arise
- The detailed approach to the performance of the engagement

Discussion among members of the engagement team allows team members to raise questions so that appropriate communication can occur within the engagement team.

.11 Appropriate teamwork and training assist members of the engagement team to clearly understand the objectives of the assigned work.

.12 Supervision includes matters such as the following:

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

### *Considerations Relevant When a Member of the Engagement Team With Expertise in a Specialized Area of Accounting or Auditing Is Used*

.13 When the engagement team includes a member with expertise in a specialized area of accounting or auditing, direction, supervision, and review of that engagement team member's work is the same as for any other engagement team member and may include matters such as the following:

- Agreeing with that member upon the nature, scope, and objectives of that member's work and the respective roles of, and the nature, timing, and extent of communication between, that member and other members of the engagement team
- Evaluating the adequacy of that member's work, including the relevance and reasonableness of that member's findings or conclusions and the consistency of those findings or conclusions with other audit evidence

## Review

.14 The engagement partner should take responsibility for reviews being performed in accordance with the firm's review policies and procedures.

.15 Under QC section 10 the firm's review responsibility policies and procedures are determined on the basis that suitably experienced team members review the work of other team members. The engagement partner may delegate part of the review responsibility to other members of the engagement team, in accordance with the firm's system of quality control.

.16 A review consists of consideration of whether, for example

- the work has been performed in accordance with professional standards and applicable legal and regulatory requirements;
- significant findings or issues have been raised for further consideration;
- appropriate consultations have taken place and the resulting conclusions have been documented and implemented;

- the nature, timing, and extent of the work performed is appropriate and without need for revision;
- the work performed supports the conclusions reached and is appropriately documented;
- the evidence obtained is sufficient and appropriate to support the auditor's report; and the objectives of the engagement procedures have been achieved.

.17 On or before the date of the auditor's report, the engagement partner should, through a review of the audit documentation and discussion with the engagement team, be satisfied that sufficient appropriate audit evidence has been obtained to support the conclusions reached and for the auditor's report to be issued.

.18 Timely reviews of the following by the engagement partner at appropriate stages during the engagement allow significant findings or issues to be resolved on a timely basis to the engagement partner's satisfaction on or before the date of the auditor's report:

- Critical areas of judgment, especially those relating to difficult or contentious matters identified during the course of the engagement
- Significant risks
- Other areas that the engagement partner considers important

The engagement partner need not review all audit documentation but may do so. However, as required by AU-C section 230 the partner documents the extent and timing of the reviews.

## Consultation

.19 The engagement partner should

- a. take responsibility for the engagement team undertaking appropriate consultation on difficult or contentious matters;
- b. be satisfied that members of the engagement team have undertaken appropriate consultation during the course of the engagement, both within the engagement team and between the engagement team and others at the appropriate level within or outside the firm;
- c. be satisfied that the nature and scope of such consultations are agreed with, and conclusions resulting from such consultations are understood by, the party consulted; and
- d. determine that conclusions resulting from such consultations have been implemented.

.20 Members of the engagement team have a professional responsibility to bring to the attention of appropriate personnel matters that, in their professional judgment, are difficult or contentious and may require consultation.

.21 Effective consultation on significant technical, ethical, and other matters within the firm or, when applicable, outside the firm can be achieved when those consulted

- are given all the relevant facts that will enable them to provide informed advice and
- have appropriate knowledge, authority, and experience.

.22 The engagement team may consult outside the firm (for example, when the firm lacks appropriate internal resources). The engagement team may take advantage of advisory services provided by other firms, professional and regulatory bodies, or commercial organizations that provide relevant quality control services.

## Engagement Quality Control Review

.23 For those audit engagements, if any, for which the firm has determined that an engagement quality control review is required, the engagement partner should

- a. determine that an engagement quality control reviewer has been appointed;
- b. discuss significant findings or issues arising during the audit engagement, including those identified during the engagement quality control review, with the engagement quality control reviewer; and
- c. not release the auditor's report until the completion of the engagement quality control review.

.24 The engagement quality control reviewer should perform an objective evaluation of the significant judgments made by the engagement team and the conclusions reached in formulating the auditor's report. This evaluation should involve

- a. discussion of significant findings or issues with the engagement partner;
- b. reading the financial statements and the proposed auditor's report;
- c. review of selected audit documentation relating to the significant judgments the engagement team made and the related conclusions it reached; and
- d. evaluation of the conclusions reached in formulating the auditor's report and consideration of whether the proposed auditor's report is appropriate.

### *Consideration Specific to Smaller, Less Complex Entities*

.25 An engagement quality control review is required for audit engagements that meet the criteria established by the firm that subjects engagements to an engagement quality control review. In some cases, none of the firm's audit engagements may meet the criteria that would subject them to such a review.

## Differences of Opinion

.26 If differences of opinion arise within the engagement team; with those consulted; or, when applicable, between the engagement partner and the engagement quality control reviewer, the engagement team should follow the firm's policies and procedures for resolving differences of opinion.

## Documentation

.27 The auditor should include in the audit documentation the following:

- Issues identified with respect to compliance with relevant ethical requirements and how they were resolved
- Conclusions on compliance with independence requirements that apply to the audit engagement and any relevant discussions with the firm that support these conclusions
- Conclusions reached regarding the acceptance and continuance of client relationships and audit engagements
- The nature and scope of, and conclusions resulting from, consultations undertaken during the course of the audit engagement

.28 The engagement quality control reviewer should document, for the audit engagement reviewed

- a. that the procedures required by the firm's policies on engagement quality control review have been performed;
- b. the date that the engagement quality control review was completed; and

- c. that the reviewer is not aware of any unresolved matters that would cause the reviewer to believe that the significant judgments that the engagement team made and the conclusions it reached were not appropriate.

.29 Documentation of consultations with other professionals involving difficult or contentious matters that is sufficiently complete and detailed contributes to an understanding of

- the issue on which consultation was sought and
- the results of the consultation, including any decisions made, the basis for those decisions, and how they were implemented.

.30 AU-C section 230 establishes requirements and provides guidance regarding the auditor's responsibility to prepare audit documentation for an audit of financial statements. Paragraph .A9 of AU-C section 230 states that it is neither necessary nor practicable for the auditor to document every matter considered, or professional judgment made, in an audit.



# AAM Section 3115

## *Independence*

This section contains the following references from AICPA *Professional Standards*:

- ET section 0.400, *Definitions*
- The “Independence Rule” (ET sec. 1.200.001)
- The interpretations in the “Financial Interests” subtopic (ET sec. 1.240) of the “Independence Rule”
- The “Client Affiliates” interpretation (ET sec. 1.224.010)
- The “Conceptual Framework for Independence” interpretation (ET sec. 1.210.010)
- The interpretations in the “Nonattest Services” subtopic (ET sec. 1.295) of the “Independence Rule”
- The “General Requirements for Performing Nonattest Services” interpretation (ET sec. 1.295.040)
- The “Cumulative Effect on Independence When Providing Multiple Nonattest Services” interpretation (ET sec. 1.295.020)
- The “Networks and Network Firms” interpretation (ET sec. 1.220.010)
- The “Subsequent Employment or Association With an Attest Client” interpretation (ET sec. 1.279.020)
- QC section 10, *A Firm’s System of Quality Control*

This section contains the following reference from other authoritative guidance:

- FASB *Accounting Standards Codification* (ASC) 810, *Consolidation*

### General Comments

.01 In accordance with the “Independence Rule” of the AICPA Code of Professional Conduct, a member in public practice shall be independent in the performance of professional services, as required by standards promulgated by council. This includes, but is not limited to, attest engagements. Also note that additional requirements exist for public companies and companies subject to other governmental oversight. Attest engagements are those in which your firm attests—or affirms—that a client’s financial or other information is reasonably stated. Examples of attest services are

- financial statement audits,
- financial statement reviews, and
- other attest services as defined in the Statements on Standards for Attestation Engagements.

.02 Third parties—investors, creditors, and others—rely on your firm’s attestations about a client’s financial information when making various business decisions. Therefore, attest services have value for third parties only if an *independent firm* renders the services. Accordingly, AICPA *Professional Standards* states that the auditor must maintain independence in mental attitude in all matters relating to the audit; therefore, your firm may perform attest services for a client *only* when it is independent of that client. Independence is not required to perform the following services, if these are the *only* services your firm provides to a client:

- a. Tax preparation and advice
- b. Consulting services (such as tax consulting or personal financial planning)

.03 Engagement planning includes procedures to provide the firm with reasonable assurance that all persons required to maintain independence, to the extent required by the AICPA Code of Professional Conduct and the regulations of other organizations, as applicable (for example, the SEC, and the Department of Labor), do so. The interpretations and rulings under the “Independence Rule” of the AICPA Code of Professional Conduct contain examples of instances wherein a firm’s independence will be considered to be impaired or not impaired.

.04 As stated in the following text, audit firms that perform audits of or perform other attest services for public companies or other SEC registrants should consult the independence rules of the SEC and the PCAOB.

.05 Other organizations that have established other independence requirements that a member should consult if applicable include the following:

- State boards of accountancy
- State CPA societies
- Federal and state agencies, such as the Governmental Accountability Office (GAO)

.06 Generally, the AICPA independence rules will apply to you in all situations involving an attest client. If an additional set of rules governing an engagement also applies, you should comply with the most restrictive rule or the most restrictive portions of each rule.

## Maintaining Your Independence

.07 Maintaining your independence is your responsibility, not your firm’s. As part of its quality control system, the firm is often required to address independence matters; however, ultimately it is up to you to follow firm policies and the independence rules. Many firms require you to certify your independence on a regular basis. The following are some suggestions that will help you to complete and sign that certification in good faith.

.08 *Gain an understanding of the independence rules and firm policies.* As a prerequisite to establishing and maintaining the independence, a good, working understanding of the basic independence rules is essential. Accordingly, in addition to this brief discussion about independence, CPAs should also consult and understand the AICPA Code of Professional Conduct. It is also important to be aware of the circumstances in which you and your immediate family meet the definition of a covered member (discussed in the following section in greater detail) and of the types of relationships you and your immediate family may have with the firm’s clients that could impair independence. If you have any questions about independence matters, you may consult with someone in your firm who is knowledgeable about such matters, or you may seek the advice of the AICPA ([ethics@aicpa.org](mailto:ethics@aicpa.org)). If your firm performs audits and other attest services for SEC registrants, you should also familiarize yourself with rules promulgated by the SEC and the PCAOB.

.09 The staff of the AICPA Professional Ethics Division prepared a plain-English digest of the AICPA independence rules to help you to understand independence requirements under the AICPA Code of Professional Conduct and, if applicable, other rule-making and standard-setting bodies. This digest of the AICPA independence rules is available on the AICPA Professional Ethics Division’s website at [www.aicpa.org/interestareas/professionalethics/resources/tools/downloadabledocuments/plain%20english%20guide.pdf](http://www.aicpa.org/interestareas/professionalethics/resources/tools/downloadabledocuments/plain%20english%20guide.pdf).

## Covered Member

.10 Know when you meet the definition of a covered member. Whenever you are a *covered member* with respect to a particular attest client, you become subject to the highest possible level of independence restrictions (for example, restrictions on financial and business interests, and your family’s employment). According to paragraph .12 of ET section 0.400, you are a *covered member* with respect to a client if you are

- an individual on the attest engagement team;
- an individual in a position to influence the attest engagement;

- a partner, partner equivalent (as defined in paragraph .38 of ET section 0.400), or manager who provides more than 10 hours of nonattest services to the attest client;
- a partner or partner equivalent in the office in which the lead attest engagement partner primarily practices in connection with the attest engagement;
- the firm, including the firm's employee benefit plans; or
- an entity whose operating, financial, or accounting policies can be controlled (as defined by generally accepted accounting principles [GAAP] for consolidation purposes) by any of the individuals or entities described in the preceding items or by two or more such individuals or entities if they act together.

.11 However, due to their magnitude, two relationships with a client impair independence even when you are *not* a covered member. The following rules apply to partners and professional employees of a firm who are not covered members:

- No partner or professional employee may be simultaneously associated with an attest client during the period covered by the financial statements or during the period of the professional engagement as a
  - director, officer, or employee (or in any capacity equivalent to a member of management),
  - promoter, underwriter, or voting trustee, or
  - trustee of any of the client's employee benefit plans.
- No partner or professional employee, his or her immediate family, or any group of such persons acting together may own more than 5 percent of an attest client's outstanding equity securities (or other ownership interests).

## Networks and Network Firms

.12 According to the "Networks and Network Firms" interpretation, a network firm is required to be independent of financial statement audit and review clients of the other network firms if the use of the audit or review report by the client is not restricted, as defined by professional standards. For all other attest clients, consideration should be given to any threats the firm knows or has reason to believe may be created by network firm interests and relationships. If those threats are not at an acceptable level, safeguards should be applied to eliminate the threats or reduce them to an acceptable level.

.13 To enhance capabilities to provide professional services, CPA firms may join larger groups, which typically are membership associations that are separate legal entities that are otherwise unrelated to their members. The associations facilitate their members' use of association services and resources; however, the associations themselves do not typically engage in the practice of public accounting or provide professional services to their members' clients or to other third parties. Firms and other entities in the association cooperate with the firms and other entities that are members of the association, thereby enhancing their capabilities to provide professional services. For example, a firm may become a member of an association in order to refer work to, or receive referrals from, other association members. According to the "Networks and Network Firms" interpretation, that characteristic alone would not be sufficient for the association to constitute a network or for the firm to be considered a network firm.

.14 However, an association would be considered a network (and its members network firms) under the "Networks and Network Firms" interpretation if, in addition to cooperation among member firms for the purpose of enhancing their capabilities to provide professional services, one or more of the following additional characteristics of a network are present:

- The use of a common brand name (including common initials) as part of the firm name
- Common control (as defined by generally accepted accounting principles in the United States of America) among the firms through ownership, management, or other means

- Profits or costs, excluding costs of operating the association; costs of developing audit methodologies, manuals, and training courses; and other costs that are immaterial to the firm
- Common business strategy that involves ongoing collaboration amongst the firms whereby the firms are responsible for implementing the association's strategy and are held accountable for performance pursuant to that strategy
- Significant part of professional resources
- Common quality control policies and procedures that firms are required to implement and that are monitored by the association

.15 When a firm participates in such an association and one or more of the preceding characteristics are present, the firm is considered a network firm. Any entity that the firm controls by itself or through one or more of its owners is also considered a network firm. In addition, any entity that can control the firm or that the firm is under common control with would also be considered a network firm.

.16 It is possible that not all firms in the association will meet one of the preceding characteristics. In such situations, only the subset of firms that meet one or more of the characteristics would be considered network firms.

.17 The independence requirements apply to any entity within the network that meets the definition of a network firm.

.18 The staff of the AICPA Professional Ethics Division prepared nonauthoritative network firm implementation guidance and nonauthoritative frequently asked questions and case studies for network firms to assist practitioners to understand and implement the "Networks and Network Firms" interpretation. This nonauthoritative guidance can be found at [www.aicpa.org/content/dam/aicpa/interestareas/professionalethics/resources/tools/downloadabledocuments/ethics-division-network-firm-implementation-guidance.pdf](http://www.aicpa.org/content/dam/aicpa/interestareas/professionalethics/resources/tools/downloadabledocuments/ethics-division-network-firm-implementation-guidance.pdf).

## Family Members

.19 The investments and employment of certain family members may impair your independence. Know which of your family members meet the definition of *immediate family*, as defined in paragraph .19 of ET section 0.400, and which ones meet the definition of *close relative* as defined in paragraph .08 of ET section 0.400.

.20 If you are a covered member with respect to a client, members of your immediate family (your spouse, spousal equivalent, or dependents [whether related or not]) should follow the same rules as you. So, for example, your spouse's investments should be investments that you could own under the rules. This would be the case even if your spouse keeps the investments in his or her own name or with a different broker. In addition, when materiality is a factor, the covered member's and immediate family member's financial interest are combined.

.21 The following are exceptions to this general rule:

- a. Your immediate family member's employment with a client would not impair your firm's independence provided he or she is not in a *key position*, as defined in paragraph .27 of ET section 0.400. A key position is one in which your immediate family member
  - i. has primary responsibility for significant accounting functions that support material components of the financial statements;
  - ii. has primary responsibility for preparing the financial statements; or
  - iii. has the ability to exercise influence over the contents of the financial statements, including when the individual is a member of the board of directors or similar governing body, CEO, president, CFO, chief operating officer, general counsel, chief accounting officer, controller, director of internal audit, director of financial reporting, treasurer, or any equivalent position.

- b. Immediate family members in permitted employment positions may participate in certain employee benefit plans (other than certain share-based arrangements or nonqualified deferred compensation plans) that are attest clients or are sponsored by an attest client, provided the plan is offered to all employees in comparable positions and the immediate family member does not serve in a position of governance for the plan or have the ability to supervise or participate in the plan's investment decisions or selection of investment options.
- c. Immediate family members of *certain* covered members may invest in an attest client through employee benefit plans that aren't considered share-based compensation arrangements, as defined in paragraph .44 of ET section 0.400, or nonqualified deferred compensation arrangements (for example, retirement or savings account), provided the immediate family member has no other investment options available for selection, and when such option becomes available, the immediate family member selects the option and disposes of any direct or material indirect financial interest in the attest client.
- d. Immediate family members in permitted employment positions of certain covered members may participate in share-based compensation arrangements and nonqualified deferred compensation plans provided certain safeguards are implemented.
- e. The covered members whose families may invest or participate in the plans described in preceding items *c* and *d* are the following:
  - i. Partners and managers who provide only nonattest services to the attest client.
  - ii. Partners or partner equivalents who are covered members only because they practice in the same office where the client's lead attest partner practices in connection with the engagement.

.22 Also note that at no time may any direct or material indirect financial interests in an attest client permitted by the preceding exceptions exceed 5 percent of the attest client's outstanding equity securities or other ownership interests.

.23 The close relatives of *most* covered members will be subject to some employment and financial restrictions. These covered members are

- persons on the attest engagement team,
- persons who can influence the attest engagement, and
- any partners in the office where the client's lead partner on the attest engagement practices.

.24 Close relatives are your

- nondependent children,
- siblings, or
- parents.

.25 Therefore, as a covered member, your close relative's employment by a client would impair independence if your relative held a *key* position with the client. However, if you are a covered member who provides only nonattest services to a client, then your close relative's employment by a client in a key position would not impair independence.

.26 Rules pertaining to your close relative's financial interests differ depending on why you are considered a covered member:

- If you are a covered member because you participate on the client's attest engagement team, your independence would be considered to be impaired if you are aware that your close relative has a financial interest in the client that either
  - was material to your relative's net worth or
  - enables the relative to exercise significant influence over the attest client.

- If you are a covered member because you are able to influence the client's attest engagement or are a partner or partner equivalent in the office in which the lead attest engagement partner practices in connection with the engagement, your independence will be impaired if you are aware that your close relative has a financial interest in the client that
  - is material to your relative's net worth and
  - enables your relative to exercise significant influence over the attest client.

## Financial Relationships

.27 There are various types of financial interests and some of those interests affect independence. Although your firm and its employee benefit plans are also subject to the financial interest provisions of the independence rules (firms are included in the definition of *covered member*), here we focus on their application to individuals.

.28 As a covered member with respect to a particular client, you (and your spouse, or equivalent, and dependents) may not have a

- direct financial interest in an attest client, regardless of how immaterial it would be to your net worth.
- material indirect financial interest in an attest client.

*Note:* The AICPA Code of Professional Conduct does not define or otherwise provide guidance on determining materiality. In determining materiality, you should apply professional judgment to all relevant facts and circumstances and refer to applicable guidance in the professional literature. Both qualitative and quantitative factors should be considered.

.29 In addition, if you commit to acquire a financial interest in a client with respect to which you are a covered member, your independence would be impaired. For example, if you sign a stock subscription agreement with the client, your independence would be considered impaired as soon as you sign the agreement.

.30 A financial interest is defined in paragraph .15 of ET section 0.400 as an ownership interest in an equity or a debt security issued by an entity, including rights and obligations to acquire such an interest and derivatives directly related to such interest.

.31 Examples of financial interests include shares of stock, mutual fund shares, debt security issued by an entity, partnership units, stock rights, options, or warrants to acquire an interest in an attest client; or rights of participation, such as puts, calls, or straddles.

.32 As defined in paragraph .13 of ET section 0.400, direct financial interests are financial interests that are

- owned by you directly;
- under your control; or
- beneficially owned<sup>1</sup> by you through an investment vehicle, estate, trust, or other intermediary if you can either
  - control the intermediary, or
  - have the authority to supervise or participate in the intermediary's investment decisions.

<sup>1</sup> As defined in paragraph .06 of ET section 0.400, a financial interest is beneficially owned whether or not the individual or entity is the record owner of the interest but has a right to some or all of the underlying benefits of ownership. These benefits include the authority to direct the voting or disposition of the interest or to receive the economic benefits of the ownership of the interest.

For example, if you invest in a participant directed 401(k) plan, whereby you are able to select the investments held in your account or are able to select from investment alternatives offered by the plan, you would be considered to have a direct financial interest in the investments held in your account.

.33 You also have a direct financial interest in an attest client when you have a financial interest in an attest client through one of the following:

- A partnership, if you are a general partner.
- A Section 529 savings plan, if you are the account owner.
- An estate, if you serve as an executor and meet certain other criteria.
- A trust, if you serve as the trustee and meet certain other criteria.

.34 Indirect financial interests, as defined in paragraph .22 of ET section 0.400, arise if you have a financial interest that is beneficially owned through an investment vehicle, estate, trust, or other intermediary when you can neither control the intermediary nor have the authority to supervise or participate in the intermediary's investment decisions. For example, if you invest in a defined contribution plan that is not participant directed and you have no authority to supervise or participate in the plan's investment decisions, you would be considered to have an indirect financial interest in the underlying plan investments, in addition to a direct financial interest in the plan.

.35 Extensive examples of various types of financial interests and whether they should be considered as direct or indirect financial interests, including investments in mutual funds, compensation, retirement and savings plans, Section 529 plans, trusts, partnerships, limited liability companies, and insurance products, can be found in the interpretations in the "Financial Interests" subtopic of the "Independence Rule."

## Employment or Association With Client

.36 As a partner or professional employee of your firm, independence would be considered to be impaired if you entered into certain business relationships with an attest client of the firm. Accordingly, you may not serve an attest client as any of the following:

- Director, officer, employee, or in any management capacity
- Promoter, underwriter, or voting trustee
- Stock transfer or escrow agent
- General counsel (or equivalent)
- Trustee for an attest client's pension or profit-sharing trust

.37 In essence, any time you are able to make management decisions on behalf of an attest client or exercise authority over an attest client's operations or business affairs, independence is considered impaired.

.38 Your independence is considered impaired even if you were a volunteer board member because you would be part of the attest client's governing body and therefore would be able to participate in the client's management decisions.

.39 If you are an honorary director or trustee for an attest client that is a not-for-profit charitable, civic, or religious organization, you will not be considered employed by or associated with the attest client. For this to occur,

- a. your position is purely honorary.
- b. you may not vote or participate in managing the organization.
- c. your position is clearly identified as honorary in any internal or external correspondence.

.40 In addition, if you serve on a client's advisory board, you will not be considered employed by or associated with the attest client provided

- the advisory board's function is purely advisory.
- the advisory board does not appear to make decisions for the attest client.
- the advisory board and any decision making boards are separate and distinct bodies.
- common membership between the advisory board and any decision making groups is minimal.

#### Key Point

Before accepting an invitation to serve on a client's advisory board, a covered member may ask to review the advisory board's governing document to verify that the advisory board's function is indeed purely advisory and that the advisory board indeed does not make decisions for the client.

#### *Serving as an Adjunct Faculty Member of an Educational Institution That Is Also an Attest Client*

.41 A partner or professional employee of a CPA firm may serve as an adjunct faculty member of an educational institution (for example, college or university) that is also an attest client of the CPA firm, if all of the following criteria are met:

- The position is part-time and nontenured.
- The partner or professional employee does not assume any management responsibilities or set policies for the education institution.
- The partner or professional employee does not participate in any employee benefit plans offered by the educational institution, unless participation is required by the plan.
- The partner or professional employee is not in a *key position* (as defined in paragraph .27 of ET section 0.400) at the education institution.
- The partner or professional employee does not participate on the education institution's attest engagement team and cannot influence that attest engagement.

.42 When the relationship is terminated, in order for independence to be maintained, the member would need to comply with the requirements of the "Former Employment or Association With an Attest Client" interpretation under the "Independence Rule."

## Unpaid Fees

.43 If a client of the member's firm has not paid fees for previously rendered professional services, then independence is considered to be impaired if, when the report on the client's current year is issued, billed or unbilled fees, or a note receivable arising from such fees, remain unpaid for any professional services provided more than one year prior to the date of the report.

## Affiliates

The following guidance (paragraphs .44-.47) is from the "Client Affiliates" interpretation.

.44 Members are required to be independent of certain affiliates of a *financial statement attest client* (defined as audits and reviews of financial statements and compilations of financial statements when the member's compilation report does not disclose a lack of independence).



.45 The following entities should be considered affiliates of a financial statement attest client:

- An entity (for example, subsidiary, partnership, or limited liability company [LLC]) that a financial statement attest client can control.
- An entity in which a financial statement attest client, or an entity controlled by the financial statement attest client, has a direct financial interest that gives the financial statement attest client significant influence over such entity and that is material to the financial statement attest client.
- An entity (for example, parent, partnership, or LLC) that controls a financial statement attest client when the financial statement attest client is material to such entity.
- An entity with a direct financial interest in the financial statement attest client when that entity has significant influence over the financial statement attest client, and the interest in the financial statement attest client is material to such entity.
- A sister entity of a financial statement attest client, if the financial statement attest client and sister entity are each material to the entity that controls both.
- A trustee that is deemed to control a trust financial statement attest client that is not an investment company.
- The sponsor of a single-employer employee benefit plan financial statement attest client.
- Any union or participating employer that has significant influence over a multiple or multiemployer employee benefit plan financial statement attest client.
- An employee benefit plan sponsored by either a financial statement attest client or an entity controlled by the financial statement attest client. A financial statement attest client that sponsors an employee benefit plan includes, but is not limited to, a union whose members participate in the plan and participating employers of a multiple or multiemployer plan.
- An investment adviser, general partner, or trustee of an investment company financial statement attest client (fund), if the fund is material to the investment adviser general partner or trustee, and they are deemed to have either control or significant influence over the fund. When considering materiality, members should consider investments in, and fees received from, the fund.

With respect to the preceding subparagraphs, the term *control(s)(led)* is as used in FASB ASC 810, for commercial entities and FASB ASC 958-805-20 for not-for-profit entities. The term *significant influence* is as used in FASB ASC 323-10-15.

.46 Members should apply the independence provisions of the AICPA Code of Professional Conduct to the affiliates of their financial statement attest clients, except in the following situations:

- a. A covered member may have a loan to or from an individual who is an officer, a director, or a 10 percent or more owner of an affiliate of a financial statement attest client unless the covered member knows or has reason to believe that the individual is in such a position with such an affiliate. If the covered member knows or has reason to believe that the individual is an officer, a director, or a 10 percent or more owner of such an affiliate, the covered member should evaluate the effect that the relationship would have on the member's independence by applying the "Conceptual Framework for Independence" interpretation.
- b. A member or his or her firm may provide prohibited nonattest services to entities described under subparagraphs *c–j* of the definition of affiliate provided that it is reasonable to conclude that the services do not create a self-review threat with respect to the financial statement attest client because the results of the nonattest services will not be subject to financial statement attest procedures. For any other threats that are created by the provision of the nonattest services that are not at an acceptable level (in particular, those relating to management participation), such threats should be eliminated or reduced to an acceptable level by the application of safeguards.

- c. A firm will only have to apply the “Subsequent Employment or Association With an Attest Client” interpretation if the former employee, by virtue of his or her employment at an entity described in the definition of affiliate would put the employee in a key position with respect to the financial statement attest client. Individuals in a position to influence the attest engagement and on the attest engagement team who are considering employment with an affiliate of a financial statement attest client will still need to report consideration of employment to an appropriate person in the firm and remove themselves from the financial statement attest engagement, even if the position with the affiliate is not a key position.
- d. Immediate family members and close relatives of a covered member may be employed at an entity described in the definition of affiliate in a key position, provided that the position does not put them in a key position with respect to the financial statement attest client.

**.47** A member must expend best efforts to obtain the information necessary to identify a financial statement attest client’s affiliates. If, after expending best efforts, a member is unable to obtain the information to determine which entities are affiliates of a financial statement attest client, the member is required to

- a. discuss the matter, including the potential impact on independence, with those charged with governance;
- b. document the results of that discussion with those charged with governance and the efforts taken to obtain the information to identify the affiliates of the financial statement attest client; and
- c. obtain written assurance from the financial statement attest client that it is unable to provide the member with the information necessary to identify the client’s affiliates.

**.48** Entities that are deemed to be affiliates of financial statement attest clients are restricted entities. Paragraphs .49–.51 provide additional discussion on restricted entities.

## Restricted Entities

**.49** Be familiar with the firm’s restricted entities. Restricted entities are those entities for whom the firm provides attest services and any affiliates (see paragraphs .44–.48). Many firms maintain a formal list or database of these entities. If yours is one of these firms, you should know how to access the list.

**.50** Maintain the integrity of the restricted entity list. If you perform attest services, then you need to make sure that those clients, along with any affiliates, are identified as restricted entities of the firm.

**.51** Consult the restricted entities list regularly. Get into the habit of referring to the firm’s restricted entity list whenever you are considering changes in circumstances that could affect your independence. For example, you may consult the restricted entity list prior to

- making an investment or acquiring a financial interest in an entity.
- entering into a business relationship.
- obtaining a loan or refinancing an existing loan.
- having an immediate family member change employers or assume new responsibilities at an existing job.

## Nonattest Services<sup>2</sup>

**.52** Be aware of the rules relating to the performance of nonattest services. If you provide nonattest services to restricted entities, you should be familiar with the interpretations under the “Nonattest Services” subtopic

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<sup>2</sup> The staff of the AICPA Professional Ethics Division issued nonauthoritative guidance in the form of a frequently asked question (FAQ) regarding performance of nonattest services. The FAQ document is available on the AICPA Professional Ethics Division’s website at [www.aicpa.org/interestareas/professionalethics/resources/tools/downloadabledocuments/nonattestservicesfaqs.pdf](http://www.aicpa.org/interestareas/professionalethics/resources/tools/downloadabledocuments/nonattestservicesfaqs.pdf).

of the “Independence Rule” that establishes standards and provides guidance regarding the performance of nonattest services. The interpretations in this subtopic discuss the services that are permitted and prohibited under the ruling, as well as the member’s responsibilities for establishing an understanding of the engagement with your client and documenting various aspects of the engagement. If your clients are SEC registrants, you should be aware of the more restrictive SEC rules in this area. Certain other regulators (for example, the GAO) may have more restrictive rules concerning nonattest services, which should be reviewed depending upon the circumstances of the engagement.

.53 The term *nonattest services* includes accounting and consulting services that are not part of an attest engagement; whereas the Code of Professional Conduct defines an *attest engagement* as one that requires independence under professional standards; for example, audits and reviews of financial statements or agreed upon procedures performed under the attestation standards. Nonattest services specifically addressed in the rules are as follows:

- Advisory services
- Bookkeeping, payroll, and other disbursement services (including financial statement preparation, cash-to-accrual conversions, and reconciliations)
- Internal audit services
- Benefit plan administration services
- Investment advisory or management services
- Tax services
- Corporate finance consulting services
- Appraisal, valuation, or actuarial services
- Executive or employee recruiting services
- Business risk consulting services
- Information systems design, installation, or integration services
- Forensic accounting

A practitioner is allowed to prepare and maintain monthly account reconciliations for an attest client provided the client accepts responsibility for the services and the other general requirements of the “Nonattest Services” interpretations are met, such as ensuring that the client reviews and approves the account reconciliations and sufficiently understands the services performed to oversee them.

.54 The “General Requirements for Performing Nonattest Services” interpretation lists three general requirements in order to maintain independence when performing permitted nonattest services. Consideration should also be given to the requirements in the “Cumulative Effect on Independence When Providing Multiple Nonattest Services” interpretation.

.55 The first general requirement is that before performing nonattest services, the member should determine that the client has agreed to

- assume all management responsibilities.
- oversee the service, by designating an individual, preferably within senior management who possesses suitable skill, knowledge, and/or experience. The member should assess and be satisfied that such individual understands the services to be performed sufficiently to oversee them. However, the individual is not required to possess the expertise to perform or reperform the services.
- evaluate the adequacy and results of the services performed.
- accept responsibility for the results of the services.

To avoid assuming management responsibilities when providing nonattest services to the client, the member should be satisfied that management will be able to meet all these criteria, make an informed judgment on the

results of the member's nonattest services, and be responsible for making the significant judgments and decisions that are the proper responsibility of management. In cases in which the client is unable or unwilling to assume these responsibilities (for example, the client cannot oversee the nonattest services provided or is unwilling to carry out such responsibilities due to lack of time or desire), the member's provision of these services would impair independence. A practitioner should also consider whether the performance of multiple (otherwise permitted) nonattest services in the aggregate would create a significant threat to independence and, if so, to determine what, if any, safeguards could be applied to eliminate or reduce the threat to an acceptable level. When no safeguards are available to eliminate or reduce the threats to an acceptable level, independence would be considered impaired.

.56 The second of the three general requirements found in the "General Requirements for Performing Nonattest Services" interpretation states that a member should not assume management responsibilities for the attest client. (However, the member may provide advice, research materials, and recommendations to assist the client's management in performing its functions and making decisions.)

.57 The third general requirement is that before performing nonattest services, the member should establish and document in writing his or her understanding with the client (for example, the board of directors, audit committee, or management, as appropriate in the circumstances) regarding the following:

- Objectives of the engagement
- Services to be performed
- Client's acceptance of its responsibilities
- Member's responsibilities
- Any limitations of the engagement

The understanding might be documented in a separate engagement letter, in the working papers, or in an internal memo, or it might be included in an engagement letter obtained in conjunction with an attest engagement.

.58 The first and third general requirements do not apply to certain routine activities performed by the member, such as, assisting clients with technical accounting questions, advising on internal controls, or providing periodic training on new pronouncements that are part of the normal client-member relationship.

.59 In addition, the following are examples of the types of activities that impair independence:

- Setting policies or strategic direction for the attest client
- Directing or accepting responsibility for the actions of the attest client's employees except to the extent permitted when using internal auditors to provide assistance for services performed under auditing or attestation standards
- Authorizing, executing, or consummating a transaction, or otherwise exercising authority on behalf of an attest client or having the authority to do so
- Preparing source documents, in electronic or other form, evidencing the occurrence of a transaction
- Having custody of attest client assets
- Deciding which recommendations of the member or other third parties to implement or prioritize
- Reporting to those in charge of governance on behalf of management
- Accepting responsibility for the management of an attest client's project
- Accepting responsibility for the preparation and fair presentation of the attest client's financial statements in accordance with the applicable financial reporting framework
- Accepting responsibility for designing, implementing, or maintaining internal control
- Performing ongoing evaluations of the attest client's internal control as part of its monitoring activities

.60 Additionally, the “Nonattest Services” interpretation requires you comply with more restrictive independence provisions, if applicable, of certain regulators such as state boards of accountancy, the SEC, and the GAO.

.61 *Report any apparent violations.* If you become aware of any apparent violations of the independence rules, you should report these immediately to the person in your firm responsible for independence matters.

.62 The procedures employed at the engagement level should be designed to ascertain whether the firm and its partners and employees have complied with all applicable independence rules. Overall firm requirements for independence are addressed in QC section 10. Refer to section 10,000, “Quality Control,” of this manual for additional discussion of QC section 10 and establishing and maintaining a firm’s system of quality control.

## Independence Quality Controls

.63 Paragraph .22 of QC section 10, as further discussed in section 10,000 of this manual, states that the firm should establish policies and procedures designed to provide it with reasonable assurance that the firm, its personnel, and, when applicable, others subject to independence requirements (including network firm personnel), maintain independence when required by relevant ethical requirements. Such policies and procedures should enable the firm to

- communicate its independence requirements to its personnel and, when applicable, others subject to them.
- 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 safe guards, or, if considered appropriate (that is, effective safeguards cannot be applied), withdraw from the engagement when withdrawal is possible under applicable law or regulation.

.64 Such policies and procedures should require

- engagement partners to provide the firm with relevant information about client engagements, including the scope of services, to enable the firm to evaluate the overall effect, if any, on independence requirements.
- personnel to promptly notify the firm of circumstances and relationships that create a threat to independence so that appropriate action can be taken.
- the accumulation and communication of relevant information to appropriate personnel so that
  - the firm and its personnel can readily determine whether they satisfy independence requirements;
  - the firm can maintain and update information relating to independence; and
  - the firm can take appropriate action regarding identified threats to independence that are not at an acceptable level.

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

- a. personnel to promptly notify the firm of independence breaches of which they become aware.
- b. the firm to promptly communicate identified breaches of these policies and procedures to
  - i. the engagement partner who, with the firm, needs to address the breach; and
  - ii. other relevant personnel in the firm and, when appropriate, the network and those subject to the independence requirements who need to take appropriate action.

- c. prompt communication to the firm, if necessary, by the engagement partner and the other individuals referred to in item *b(ii)* of the actions taken to resolve the matter so that the firm can determine whether it should take further action.

.66 At least annually, the firm should obtain written confirmation of compliance with its policies and procedures on independence from all firm personnel required to be independent by the requirements set forth in the “Independence Rule” and its related interpretations of the AICPA Code of Professional Conduct and the rules of state boards of accountancy and applicable regulatory agencies.

.67 The firm should establish policies and procedures designed to provide it with reasonable assurance that the firm and its personnel comply with relevant ethical requirements.

## Additional Guidance

.68 It is recommended that the auditor document all procedures discussed in this section in his or her working papers.

.69 International independence standards are established by the International Federation of Accountants’ (IFAC) International Ethics Standards Board for Accountants and can be found in section 290, *Independence—Audit and Review Engagements*, and section 291, *Independence—Other Assurance Engagements*, of the IFAC’s Code of Ethics for Professional Accountants. The IFAC’s Code of Ethics for Professional Accountants can be found at [www.ethicsboard.org/iesba-code](http://www.ethicsboard.org/iesba-code).

## AAM Section 3120

# *Obtaining an Understanding of the Entity and Its Environment*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*
- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 250, *Consideration of Laws and Regulations in an Audit of Financial Statements*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 320, *Materiality in Planning and Performing an Audit*
- AU-C section 550, *Related Parties*

### General

.01 AU-C section 315 establishes requirements and provides guidance regarding the auditor's responsibility to identify and assess the risks of material misstatement in the financial statements through understanding the entity and its environment, including the entity's internal control.

.02 The objective of the auditor is to identify and assess the risks of material misstatement, whether due to fraud or error, at the financial statement and relevant assertion levels through understanding the entity and its environment, including the entity's internal control, thereby providing a basis for designing and implementing responses to the assessed risks of material misstatement.

.03 Audit procedures performed to obtain an understanding of the entity and its environment, including its internal control, to identify and assess the risks of material misstatement, whether due to fraud or error, at the financial statement and relevant assertion levels are referred to as *risk assessment procedures*.

.04 Risk assessment procedures are designed to gather and evaluate information about the client and are not specifically designed as substantive procedures or as tests of controls. Nevertheless, in performing risk assessment procedures, the auditor may obtain evidence about relevant assertions or the effectiveness of controls.

### Auditor Requirements

#### Risk Assessment Procedures and Related Activities

.05 The auditor should perform risk assessment procedures to provide a basis for the identification and assessment of risks of material misstatement at the financial statement and relevant assertion levels. Risk assessment procedures by themselves, however, do not provide sufficient appropriate audit evidence on which to base the audit opinion.

.06 Obtaining an understanding of the entity and its environment, including the entity's internal control (referred to hereafter as an *understanding of the entity*), is a continuous, dynamic process of gathering, updating, and analyzing information throughout the audit. The understanding of the entity establishes a frame of reference within which the auditor plans the audit and exercises professional judgment throughout the audit when, for example

- assessing risks of material misstatement of the financial statements;
- determining materiality in accordance with AU-C section 320;
- considering the appropriateness of the selection and application of accounting policies and the adequacy of financial statement disclosures;
- identifying areas for which special audit consideration may be necessary (for example, related party transactions, the appropriateness of management's use of the going concern assumption, considering the business purpose of transactions, or the existence of complex and unusual transactions);
- developing expectations for use when performing analytical procedures;
- responding to the assessed risks of material misstatement, including designing and performing further audit procedures to obtain sufficient appropriate audit evidence; and
- evaluating the sufficiency and appropriateness of audit evidence obtained, such as the appropriateness of assumptions and management's oral and written representations.

.07 Information obtained by performing risk assessment procedures and related activities may be used by the auditor as audit evidence to support assessments of the risks of material misstatement. In addition, the auditor may obtain audit evidence about classes of transactions, account balances, or disclosures and relevant assertions and about the operating effectiveness of controls, even though such procedures were not specifically planned as substantive procedures or tests of controls. The auditor also may choose to perform substantive procedures or tests of controls concurrently with risk assessment procedures because it is efficient to do so.

.08 The auditor is required to exercise professional judgment to determine the extent of the required understanding of the entity. The auditor's primary consideration is whether the understanding of the entity that has been obtained is sufficient to meet the objective stated in AU-C section 315. The depth of the overall understanding that is required by the auditor is less than that possessed by management in managing the entity.

.09 The risks to be assessed include both those due to fraud and those due to error, and both are covered by AU-C section 315. However, the significance of fraud is such that further requirements and guidance are included in AU-C section 240 regarding risk assessment procedures and related activities to obtain information that is used to identify the risks of material misstatement due to fraud. See further discussion in section 3145, "Fraud."

.10 Although the auditor is required to perform all the risk assessment procedures described in paragraph .06 of AU-C section 315 in the course of obtaining the required understanding of the entity promulgated in paragraphs .12–.25 of AU-C section 315, the auditor is not required to perform all of them for each aspect of that understanding. Other procedures may be performed when the information to be obtained therefrom may be helpful in identifying risks of material misstatement. Examples of such procedures include the following:

- Reviewing information obtained from external sources, such as trade and economic journals; reports by analysts, banks, or rating agencies; or regulatory or financial publications
- Making inquiries of the entity's external legal counsel or valuation specialists whom the entity has used



.11 The auditor should consider whether information obtained from the auditor's client acceptance or continuance process is relevant to identifying risks of material misstatement.

.12 If the engagement partner has performed other engagements for the entity, the engagement partner should consider whether information obtained is relevant to identifying risks of material misstatement.

.13 During planning, the auditor should consider the results of the assessment of the risk of material misstatement due to fraud along with other information gathered in the process of identifying the risks of material misstatements.

.14 The risk assessment procedures should include the following:

- a. Inquiries of management and others within the entity who, in the auditor's professional judgment, may have information that is likely to assist in identifying risks of material misstatement due to fraud or error
- b. Analytical procedures
- c. Observation and inspection

.15 Paragraphs .A14–.A17 of AU-C section 315 (discussed in section 3155, "Analytical Procedures") provides guidance on analytical procedures performed as risk assessment procedures.

### *Inquiries of Management and Others Within the Entity*

.16 Much of the information obtained by the auditor's inquiries is obtained from management and those responsible for financial reporting. However, the auditor also may obtain information or a different perspective in identifying risks of material misstatement through inquiries of others within the entity and other employees with different levels of authority. For example

- inquiries directed toward those charged with governance may help the auditor understand the environment in which the financial statements are prepared.
- inquiries directed toward internal audit personnel may provide information about internal audit procedures performed during the year relating to the design and effectiveness of the entity's internal control and whether management has satisfactorily responded to findings from those procedures.
- inquiries of employees involved in initiating, authorizing, processing, or recording complex or unusual transactions may help the auditor to evaluate the appropriateness of the selection and application of certain accounting policies.
- inquiries directed toward in-house legal counsel may provide information about such matters as litigation, compliance with laws and regulations, knowledge of fraud or suspected fraud affecting the entity, warranties, post-sales obligations, arrangements (such as joint ventures) with business partners, and the meaning of contract terms.
- inquiries directed toward marketing or sales personnel may provide information about changes in the entity's marketing strategies, sales trends, or contractual arrangements with its customers.

## Examples of Inquires of Others Within the Entity

.17

<i>Inquiries of these individuals (outside of management or the financial reporting process, or both)</i>	<i>May help the auditor understand</i>
Those charged with governance	<ul style="list-style-type: none"> <li>• the environment in which the financial statements are prepared.</li> <li>• whether they have knowledge of any fraud or suspected fraud.</li> <li>• how they exercise oversight of the entity's programs and controls that address fraud.</li> <li>• their views on where the company is most vulnerable to fraud.</li> <li>• how financial statements are used.</li> </ul>
Internal audit personnel	<ul style="list-style-type: none"> <li>• the design and operating effectiveness of internal control.</li> <li>• internal audit activities related to internal control over financial reporting.</li> <li>• whether management has responded satisfactorily to internal audit findings.</li> <li>• their views on where the company is most vulnerable to fraud.</li> </ul>
Employees involved in the initiation, processing, or recording of complex or unusual transactions	<ul style="list-style-type: none"> <li>• the controls over the selection and application of accounting policies related to those transactions.</li> <li>• the business rationale for those transactions.</li> </ul>
IT systems users	<ul style="list-style-type: none"> <li>• how IT users identify changes to IT systems and how frequently those changes occur.</li> <li>• how users "work around" IT systems for those circumstances where the IT system does not support them.</li> <li>• how logical access to data and applications is controlled.</li> <li>• how remote access to the system is controlled.</li> <li>• excessive system down time and other indicators that the system is not functioning properly.</li> </ul>
In-house legal counsel	<ul style="list-style-type: none"> <li>• litigation.</li> <li>• compliance with laws and regulations.</li> <li>• fraud or suspected fraud.</li> <li>• warranties.</li> <li>• post-sales obligations.</li> <li>• arrangements such as joint ventures.</li> <li>• the meaning of certain contract terms.</li> </ul>

<i>Inquiries of these individuals (outside of management or the financial reporting process, or both)</i>	<i>May help the auditor understand</i>
Marketing, sales, or production personnel	<ul style="list-style-type: none"> <li>• marketing strategies.</li> <li>• sales trends.</li> <li>• production strategies.</li> <li>• contractual arrangements with customers.</li> <li>• any pressures to meet budgets or change reported performance measures.</li> </ul>

### *Analytical Procedures*

.18 Analytical procedures performed as risk assessment procedures may identify aspects of the entity of which the auditor was unaware and may assist in assessing the risks of material misstatement in order to provide a basis for designing and implementing responses to the assessed risks. Analytical procedures performed as risk assessment procedures may include both financial and nonfinancial information (for example, the relationship between sales and square footage of selling space or volume of goods sold).

.19 Analytical procedures may enhance the auditor's understanding of the client's business and the significant transactions and events that have occurred since the prior audit and also may help to identify the existence of unusual transactions or events and amounts, ratios, and trends that might indicate matters that have audit implications. Unusual or unexpected relationships that are identified may assist the auditor in identifying risks of material misstatement, especially risks of material misstatement due to fraud.

.20 However, when such analytical procedures use data aggregated at a high level (which may be the situation with analytical procedures performed as risk assessment procedures), the results of those analytical procedures provide only a broad initial indication about whether a material misstatement may exist. Accordingly, in such cases, consideration of other information that has been gathered when identifying the risks of material misstatement together with the results of such analytical procedures may assist the auditor in understanding and evaluating the results of the analytical procedures.

#### *Considerations Specific to Smaller, Less Complex Entities*

.21 Some smaller entities may not have interim or monthly financial information that can be used for purposes of analytical procedures. In these circumstances, although the auditor may be able to perform limited analytical procedures for purposes of planning the audit or obtain some information through inquiry, the auditor may need to plan to perform analytical procedures to identify and assess the risks of material misstatement when an early draft of the entity's financial statements is available.

### *Observation and Inspection*

.22 Observation and inspection may support inquiries of management and others and also may provide information about the entity and its environment. Examples of such audit procedures include observation or inspection of the following:

- The entity's operations
- Documents (such as business plans and strategies), records, and internal control manuals
- Reports prepared by management (such as quarterly management reports and interim financial statements), those charged with governance (such as minutes of board of directors' meetings), and internal audit
- The entity's premises and plant facilities

### *Information Obtained in Prior Periods*

.23 When the auditor intends to use information obtained from the auditor's previous experience with the entity and from audit procedures performed in previous audits, the auditor should determine whether changes have occurred since the previous audit that may affect its relevance to the current audit.

.24 The auditor's previous experience with the entity and audit procedures performed in previous audits may provide the auditor with information about such matters as

- past misstatements and whether they were corrected on a timely basis.
- the nature of the entity and its environment and the entity's internal control (including deficiencies in internal control).
- significant changes that the entity or its operations may have undergone since the prior financial period, which may assist the auditor in gaining a sufficient understanding of the entity to identify and assess risks of material misstatement.

.25 Paragraph .10 of AU-C section 315 requires the auditor to determine whether information obtained in prior periods remains relevant if the auditor intends to use that information for the purposes of the current audit. For example, changes in the control environment may affect the relevance of information obtained in the prior year. To determine whether changes have occurred that may affect the relevance of such information, the auditor may make inquiries and perform other appropriate audit procedures, such as walk-throughs of relevant systems.

### *Discussion Among the Engagement Team*

.26 The engagement partner and other key engagement team members should discuss the susceptibility of the entity's financial statements to material misstatement and the application of the applicable financial reporting framework to the entity's facts and circumstances. The engagement partner should determine which matters are to be communicated to engagement team members not involved in the discussion.

.27 The discussion among the engagement team about the susceptibility of the entity's financial statements to material misstatement

- provides an opportunity for more experienced engagement team members, including the engagement partner, to share their insights based on their knowledge of the entity.
- allows the engagement team members to exchange information about the business risks to which the entity is subject and about how and where the financial statements might be susceptible to material misstatement due to fraud or error.
- assists the engagement team members to gain a better understanding of the potential for material misstatement of the financial statements in the specific areas assigned to them and to understand how the results of the audit procedures that they perform may affect other aspects of the audit, including the decisions about the nature, timing, and extent of further audit procedures.
- provides a basis upon which engagement team members communicate and share new information obtained throughout the audit that may affect the assessment of risks of material misstatement or the audit procedures performed to address these risks.

This discussion may be held concurrently with the discussion among the engagement team that is required by paragraph .15 of AU-C section 240 to discuss the susceptibility of the entity's financial statements to fraud. AU-C section 240 further addresses the discussion among the engagement team about the risks of fraud.

.28 It is not always necessary or practical for the discussion to include all members in a single discussion (as in group audits), nor is it necessary for all the members of the engagement team to be informed of all the decisions reached in the discussion. The engagement partner may discuss matters with key members of the engagement team, including, if considered appropriate, those with specific skills or knowledge, and those

responsible for the audits of components, while delegating discussion with others, taking account of the extent of communication considered necessary throughout the engagement team. A communications plan, agreed by the engagement partner, may be useful.

.29 Topics for audit team discussion may include the following:

- Areas of significant audit risk
- Unusual accounting procedures used by the client
- Important control systems
- Significant IT applications and how the client's use of IT may affect the audit
- Areas susceptible to management override of controls
- Materiality at the financial level and at the account level and tolerable misstatement
- How materiality will be used to determine the extent of testing
- The application of generally accepted accounting principles to the client's facts and circumstances and in light of the entity's accounting policies
- The need to
  - exercise professional skepticism throughout the engagement
  - remain alert for information or other conditions that indicate that a material misstatement due to fraud or error may have occurred
  - follow up rigorously on any indications of a material misstatement

.30 *Considerations specific to smaller, less complex entities.* Many small audits are carried out entirely by the engagement partner (who may be a sole practitioner). In such situations, it is the engagement partner who, having personally conducted the planning of the audit, would be responsible for considering the susceptibility of the entity's financial statements to material misstatement due to fraud or error.

## Understanding the Entity and Its Environment, Including the Entity's Internal Control

*Note:* Appendix A, "Understanding the Entity and Its Environment," in AU-C section 315 contains examples of matters that the auditor may consider in obtaining an understanding of the entity and its environment.

### *The Entity and Its Environment*

.31 The auditor should obtain an understanding of the following:

- Relevant industry, regulatory, and other external factors, including the applicable financial reporting framework
- The nature of the entity, including
  - its operations;
  - its ownership and governance structures;
  - the types of investments that the entity is making and plans to make, including investments in entities formed to accomplish specific objectives; and
  - the way that the entity is structured and how it is financed,

to enable the auditor to understand the classes of transactions, account balances, and disclosures to be expected in the financial statements.

- The entity's selection and application of accounting policies, including the reasons for changes thereto. The auditor should evaluate whether the entity's accounting policies are appropriate for its business and consistent with the applicable financial reporting framework and accounting policies used in the relevant industry.
- The entity's objectives and strategies and those related business risks that may result in risks of material misstatement.
- The measurement and review of the entity's financial performance.

#### *Industry, Regulatory, and Other External Factors*

.32 Relevant industry factors include industry conditions, such as the competitive environment, supplier and customer relationships, and technological developments. Examples of matters the audit may consider include

- the market and competition, including demand, capacity, and price competition.
- cyclical or seasonal activity.
- product technology relating to the entity's products.
- energy supply and cost.

.33 The industry in which the entity operates may give rise to specific risks of material misstatement arising from the nature of the business, the degree of regulation. For example, long term contracts may involve significant estimates of revenues and expenses that give rise to risks of material misstatement. In such cases, it is important that the engagement team includes members with sufficient, relevant knowledge and experience, as required by AU-C section 220.

.34 Relevant regulatory factors include the regulatory environment. The regulatory environment encompasses, among other matters, the applicable financial reporting framework and the legal and political environment. Examples of matters the auditor may consider include the following:

- Accounting principles and industry-specific practices
- Regulatory framework for a regulated industry
- Laws and regulations that significantly affect the entity's operations, including direct supervisory activities
- Taxation (corporate and other)
- Government policies currently affecting the conduct of the entity's business, such as monetary (including foreign exchange controls), fiscal, financial incentives (for example, government aid programs), and tariffs or trade restrictions policies
- Environmental requirements affecting the industry and the entity's business

.35 AU-C section 250 includes some specific requirements related to the legal and regulatory framework applicable to the entity and the industry or sector in which the entity operates.

.36 Examples of other external factors affecting the entity that the auditor may consider include the general economic conditions, interest rates and availability of financing, and inflation or currency revaluation.

*Nature of the Entity*

.37 An understanding of the nature of an entity enables the auditor to understand such matters as

- whether the entity has a complex structure (for example, with subsidiaries or other components in multiple locations). Complex structures often introduce issues that may give rise to risks of material misstatement. Such issues may include whether goodwill, joint ventures, investments, or investments in entities formed to accomplish specific objectives are accounted for appropriately.
- the ownership and relations between owners and other people or entities. This understanding assists in determining whether related party transactions and balances have been identified and accounted for appropriately. AU-C section 550 addresses the auditor's considerations relevant to related parties.

.38 Examples of matters that the auditor may consider when obtaining an understanding of the nature of the entity include

- business operations such as
  - the nature of revenue sources, products or services, and markets, including involvement in electronic commerce, such as Internet sales and marketing activities.
  - the conduct of operations (for example, stages and methods of production or activities exposed to environmental risks).
  - alliances, joint ventures, and outsourcing activities.
  - geographic dispersion and industry segmentation.
  - the location of production facilities, warehouses, and offices and the location and quantities of inventories.
  - key customers and important suppliers of goods and services.
  - employment arrangements (including the existence of union contracts, pension and other postemployment benefits, stock option or incentive bonus arrangements, and government regulation related to employment matters).
  - research and development activities and expenditures.
  - transactions with related parties.
- investments and investment activities such as
  - planned or recently executed acquisitions or divestitures.
  - investments and dispositions of securities and loans.
  - capital investment activities.
  - investments in nonconsolidated entities, including partnerships, joint ventures, and investments in entities formed to accomplish specific objectives.
- financing and financing activities such as
  - major subsidiaries and associated entities, including consolidated and nonconsolidated structures.
  - debt structure and related terms, including off balance sheet financing arrangements and leasing arrangements.
  - beneficial owners (local and foreign and their business reputation and experience) and related parties.
  - the use of derivative financial instruments.

- financial reporting such as
  - accounting principles and industry-specific practices, including industry-specific significant categories (for example, loans and investments for banks or research and development for pharmaceuticals).
  - revenue recognition practices.
  - accounting for fair values.
  - foreign currency assets, liabilities, and transactions.
  - accounting for unusual or complex transactions, including those in controversial or emerging areas (for example, accounting for stock-based compensation).

.39 Significant changes in the entity from prior periods may give rise to, or change risks of, material misstatement.

.40 An entity may form an entity that is intended to accomplish a narrow and well-defined purpose (for example, a variable interest entity), such as to effect a lease or a securitization of financial assets or to carry out research and development activities. It may take the form of a corporation, trust, partnership, or unincorporated entity. The entity on behalf of which an entity has been created may often transfer assets to the latter (for example, as part of a derecognition transaction involving financial assets), obtain the right to use the latter's assets, or perform services for the latter, and other parties may provide the funding to the latter.

.41 Financial reporting frameworks often specify detailed conditions that are deemed to amount to control or circumstances under which an entity should be considered for consolidation. The financial reporting frameworks also may specify different bases for recognition of income related to transactions with these entities. The interpretation of the requirements of such frameworks often involves a detailed knowledge of the relevant agreements involving an entity formed for a specific purpose.

#### *The Entity's Selection and Application of Accounting Policies*

.42 An understanding of the entity's selection and application of accounting policies may encompass such matters as

- the methods the entity uses to account for significant and unusual transactions.
- the effect of significant accounting policies in controversial or emerging areas for which a lack of authoritative guidance or consensus exists.
- significant changes in the entity's accounting policies and disclosures and the reasons for such changes.
- financial reporting standards, and laws and regulations that are new to the entity and when and how the entity will adopt such requirements.
- the financial reporting competencies of personnel involved in selecting and applying significant new or complex accounting standards.

.43 *Accounting processing.* In obtaining an understanding of how a client processes accounting information—from the initiation of the transaction to its inclusion in the financial statements—the auditor may focus on how the computer is used to process data and the ways in which transactions are valued, classified, and summarized in data files, journals, or ledgers. For some transactions, there may be several significant processing activities and accounting records, including the use of computer programs. Other transactions may involve only limited processing activities performed manually.



*Practical example:* At Jones Grocery, sales are initiated by customers and recorded in the cash register. At the end of the day the cash register totals are reconciled to the cash on hand, and a deposit is prepared for the day's receipts. On a weekly basis, the daily cash register tapes are batched for each store, forwarded to Mrs. Jones, and entered into the computer. The computer generates a sales register, a sales analysis report, and posts the sales totals to the general ledger. Also, the processing of inventory transactions (for example, receipt of goods, sales, and spoilage) involves several processing activities that are linked in the inventory module of the software package. On the other hand, recording depreciation expense is fairly simple. Fixed assets and the related depreciation are maintained on a computer spreadsheet, and each month, Mrs. Jones prepares a journal entry to record depreciation.

.44 Understanding the accounting processing also involves understanding the information used for processing and when processing occurs. For example, when considering the completeness assertion, the auditor may obtain an understanding about whether transactions entered into the computer system are processed immediately or in batches and how frequently batches are processed.

.45 The processing of accounting information may involve *end user computing*. End user computing occurs when the user is responsible for the development and execution of the computer application that generates the information used by that same person.

*Practical example:* Mrs. Jones developed and maintains the fixed asset spreadsheet that serves as the source document for her monthly depreciation expense journal entry.

.46 In general, the product of end user computing may be used to

- process significant accounting information outside of the off the shelf accounting software package (for example, the fixed-asset spreadsheet is separate from the Jones Grocery general ledger software package);
- make significant accounting decisions (for example, a spreadsheet application may be used to generate information used to write down inventory); and
- accumulate footnote information (for example, a spreadsheet may be used to calculate the five-year debt maturity disclosure).

.47 Generally, end users have no training in the formal computer application development process. Accordingly, applications developed by end users are often inadequately tested, and the development process is often not documented. This situation can cause significant difficulties for an organization if the end user computing application is critical to making business or financial decisions.

.48 The access to end user computing applications may also be an audit concern. Many computer applications used in end user computing come with on-line systems that are capable of restricting users to specific applications, specific departments, or even specific fields. Often, however, these access restrictions facilities are not implemented.

.49 To address these concerns and to ensure the end user applications process data completely and accurately, the auditor may look for control policies and procedures that

- require all significant end user applications to be adequately tested before use;
- prescribe documentation standards for significant end user applications;
- provide for adequate access controls to data;
- provide a mechanism to prevent or detect the use of incorrect versions of data files;

- provide for appropriate applications controls, for example, edit checks, range tests, or reasonableness checks; and
- support meaningful user reconciliations.

.50 *Accounting records, supporting information, and specific accounts.* In general, the auditor may identify the following for a client's significant accounts and transactions:

- Source documents
- Documents converted to computer media
- Computer files that are further processed in the flow of information to the general ledger and the financial statements
- Accounts (subsidiary or general ledger master files) affected by the transaction
- Relevant accounting reports, journals, and ledgers produced in the flow of information to the general ledger and the financial statements

.51 A client's accounting systems may create many documents, files, and reports that are useful for managing the organization; however, not all will be relevant to the financial statements.

*Practical example: At Jones Grocery, the sales analysis report is used for management information and analysis. The documents and reports relevant to the financial statements are the daily cash register tapes and the computer generated sales register.*

.52 *Other significant events and conditions.* The entity's information system may capture other events and conditions that are significant to the financial statements. This might involve, for example, nonrecurring or unusual transactions or adjustments and nonrecurring estimates.

*Practical example: A broken water line, which is an uninsured risk, spoiled a large amount of produce and dry goods in one of the Jones Grocery stores. Based on a list of the lost inventory provided by the store manager, Mrs. Jones recorded a large spoilage loss.*

.53 *Financial reporting process.* When gaining an understanding of the financial reporting process, the auditor may determine the extent of client procedures to prepare accounting estimates (when significant accounting estimates are called for) and information for significant disclosures. The auditor may also understand the way in which general ledger information is summarized to determine how the amounts and disclosures are reported in the financial statements.

#### *Objectives, Strategies, and Related Business Risks*

.54 The entity conducts its business in the context of industry, regulatory, and other internal and external factors. To respond to these factors, the entity's management or those charged with governance define objectives, which are the overall plans for the entity. Strategies are the approaches by which management intends to achieve its objectives. The entity's strategies and objectives may change over time.

.55 Business risk is broader than the risk of material misstatement of the financial statements, though it includes the latter. Business risk may arise from change or complexity. A failure to recognize the need for change also may give rise to business risk. Business risk may arise, for example, from

- the development of new products or services that may fail;
- a market that, even if successfully developed, is inadequate to support a product or service; or
- flaws in a product or service that may result in liabilities and reputational risk.

.56 An understanding of the business risks facing the entity increases the likelihood of identifying risks of material misstatement. This is because most business risks will eventually have financial consequences and, therefore, an effect on the financial statements. However, the auditor does not have a responsibility to identify or assess all business risks because not all business risks give rise to risks of material misstatement.

.57 Examples of matters that the auditor may consider when obtaining an understanding of the entity's objectives, strategies, and related business risks that may result in a risk of material misstatement of the financial statements include

- industry developments (a potential related business risk might be, for example, that the entity does not have the personnel or expertise to deal with the changes in the industry).
- new products and services (a potential related business risk might be, for example, product liability is increased).
- expansion of the business (a potential related business risk might be, for example, that the demand has not been accurately estimated).
- new accounting requirements (a potential related business risk might be, for example, incomplete or improper implementation or a cost increase).
- regulatory requirements (a potential related business risk might be, for example, that legal exposure is increased).
- current and prospective financing requirements (a potential related business risk might be, for example, financing is lost due to the entity's inability to meet requirements).
- use of IT (a potential related business risk might be, for example, systems and processes are incompatible).
- the effects of implementing a strategy, particularly any effects that will lead to new accounting requirements (a potential related business risk might be, for example, incomplete or improper implementation).

.58 A business risk may have an immediate consequence for the risk of material misstatement for classes of transactions, account balances, and disclosures at the assertion level or the financial statement level. For example, the business risk arising from a contracting customer base may increase the risk of material misstatement associated with the valuation of receivables. However, the same risk, particularly in combination with a contracting economy, also may have a longer term consequence, which may lead the auditor to consider whether those conditions, in the aggregate, indicate that substantial doubt could exist about the entity's ability to continue as a going concern. Whether a business risk may result in a risk of material misstatement is, therefore, considered in light of the entity's circumstances. Examples of conditions and events that may indicate risks of material misstatement are provided in appendix C, "Conditions and Events That May Indicate Risks of Material Misstatement," of AU-C section 315.

.59 Usually, management identifies business risks and develops approaches to address them. Such a risk assessment process is part of internal control and is discussed in paragraphs .16 and .A89-.A91 of AU-C section 315.

#### *Measurement and Review of the Entity's Financial Performance*

.60 Management and others will measure those things they regard as important. Performance measures, whether external or internal, create pressures on the entity that, in turn, may motivate management to take action to improve the business performance or to misstate the financial statements. Accordingly, an understanding of the entity's performance measures assists the auditor in considering whether pressures to achieve performance targets may result in management actions that increase the risks of material misstatement, including those due to fraud.

.61 The measurement and review of financial performance are not the same as the monitoring of controls (discussed as a component of internal control in paragraphs .23–.25 and .A110–.A117 of AU-C section 315), though their purposes may overlap as follows:

- The measurement and review of performance is directed at whether business performance is meeting the objectives set by management (or third parties).
- Monitoring of controls is specifically concerned with the effective operation of internal control.

In some cases, however, performance indicators also provide information that enables management to identify deficiencies in internal control.

.62 Examples of internally generated information used by management for measuring and reviewing financial performance may include

- key performance indicators (financial and nonfinancial) and key ratios, trends, and operating statistics.
- period-over-period financial analyses.
- budgets; forecasts; variance analysis; segment information; and divisional, departmental, or other level performance reports.
- employee performance measures and incentive compensation policies.
- comparisons of an entity's performance with that of competitors.

.63 External parties may also measure and review the entity's financial performance. For example, external information, such as analysts' reports and credit rating agency reports, may provide information useful to the auditor's understanding of the entity and its environment. Such reports may be obtained from the entity being audited or from websites.

.64 Internal measures may highlight unexpected results or trends requiring management to determine their cause and take corrective action (including, in some cases, the detection and correction of misstatements on a timely basis). Performance measures also may indicate to the auditor that risks of misstatement of related financial statement information do exist. For example, performance measures may indicate that the entity has unusually rapid growth or profitability when compared with that of other entities in the same industry. Such information, particularly if combined with other factors, such as performance-based bonus or incentive remuneration, may indicate the potential risk of management bias in the preparation of the financial statements.

.65 *Considerations specific to smaller, less complex entities.* Smaller entities often do not have processes to measure and review financial performance. Inquiry of management may reveal that management relies on certain key indicators for evaluating financial performance and taking appropriate action. If such inquiry indicates an absence of performance measurement or review, an increased risk of misstatements not being detected and corrected may exist.

## Internal Control

.66 Refer to section 3125, "Obtaining an Understanding of Internal Control," of this manual for discussion regarding the auditor obtaining an understanding of internal control.

## Documentation

.67 The auditor should include in the audit documentation the

- discussion among the engagement team required by paragraph .11 of AU-C section 315, the significant decisions reached, how and when the discussion occurred, and the audit team members who participated;

- key elements of the understanding obtained regarding each of the aspects of the entity and its environment specified in paragraph .12 of AU-C section 315 and each of the internal control components specified in paragraphs .15–.25 of AU-C section 315 (discussed in section 3125 of this manual), the sources of information from which the understanding was obtained, and the risk assessment procedures performed. See section 6000, "Audit Documentation," of this manual for additional discussion on audit documentation.



## AAM Section 3125

# *Obtaining an Understanding of Internal Control*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 230, *Audit Documentation*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 610, *Using the Work of Internal Auditors*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*

### Introduction

.01 *Internal control* is broadly defined by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) as a process, effected by an entity's board of directors, management, and other personnel, designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting, and compliance.

.02 The previous definition reflects certain fundamental concepts that follow:

**A process.** Internal control is a process. It is not one event or circumstance but a series of ongoing tasks and activities.

**People.** Internal control is effected by people. It is not accomplished by policy manuals and forms but by the people of an organization and the actions that they take. People need to know their responsibilities and limits of authority.

**Reasonable assurance.** Internal control, no matter how well designed and operated, can provide only reasonable assurance to management and the board of directors regarding achievement of an entity's objectives.

**Achievement of objectives.** Internal control is geared to the achievement of entity objectives. The definitions of these objectives provide auditors with a useful framework for understanding and analyzing internal control.

**Adaptable to the entity structure.** Internal control should be flexible in its application. This pertains to the how it's applied to the entity as a whole, or for a particular subsidiary, division, operating unit, or business process.

.03 Obtaining an understanding of and evaluating the design and implementation of controls is different from testing the operating effectiveness of controls. However, the same types of audit procedures are used. Accordingly, the auditor may decide it is efficient to test the operating effectiveness of controls at the same time the auditor is evaluating their design and determining that they have been implemented.

.04 Controls designed to prevent or detect misappropriations of assets may include controls relating to financial reporting and operations objectives. For example, use of a lockbox system for collecting cash or access

controls, such as passwords that limit access to the data and programs that process cash disbursements may be relevant to a financial statement audit. Conversely, controls to prevent the excess use of materials in production generally are not relevant to a financial statement audit. Depending on the auditor's professional judgment, his or her responsibility to understand internal control may be limited to those controls relevant to the reliability of financial reporting.

## Auditor Requirements

### The Entity's Internal Control

.05 The auditor should obtain an understanding of internal control relevant to the audit. Although most controls relevant to the audit are likely to relate to financial reporting, not all controls that relate to financial reporting are relevant to the audit. It is a matter of the auditor's professional judgment whether a control, individually or in combination with others, is relevant to the audit.

.06 An understanding of internal control assists the auditor in identifying types of potential misstatements and factors that affect the risks of material misstatement and in designing the nature, timing, and extent of further audit procedures.

.07 Section 4200, "Internal Control Framework," provides additional discussion on the general nature and characteristics of internal control and considerations when determining whether a control, individually or in combination with others, is relevant to the audit.

### *Nature and Extent of the Understanding of Relevant Controls*

.08 When obtaining an understanding of controls that are relevant to the audit, the auditor should evaluate the design of those controls and determine whether they have been implemented by performing procedures in addition to inquiry of the entity's personnel. Evaluating the design of a control involves considering whether the control, individually or in combination with other controls, is capable of effectively preventing, or detecting and correcting material misstatements. Implementation of a control means that the control exists and that the entity is using it. Assessing the implementation of a control that is not effectively designed is of little use, and so the design of a control is considered first. An improperly designed control may represent a significant deficiency or material weakness in the entity's internal control.

*Practical example: The Jones family owns and operates several neighborhood grocery stores in Anytown. On a monthly basis, the controller of Jones Grocery performs bank reconciliations for all the bank accounts. For planning purposes, the auditor of Jones Grocery should determine whether this control, individually or in combination with other controls, is capable of effectively preventing or detecting and correcting material misstatements and determine whether the controller actually performs the reconciliations. Identifying and evaluating the design of controls are key parts of audit planning, while testing the implementation of those controls is not.*

.09 Risk assessment procedures to obtain audit evidence about the design and implementation of relevant controls may include

- inquiring of entity personnel.
- observing the application of specific controls.
- inspecting documents and reports.
- tracing transactions through the information system relevant to financial reporting.

Inquiry alone, however, is not sufficient for such purposes.



.10 Obtaining an understanding of an entity's controls is not sufficient to test their operating effectiveness, unless some automation provides for the consistent operation of the controls. For example, obtaining audit evidence about the implementation of a manual control at a point in time does not provide audit evidence about the operating effectiveness of the control at other times during the period under audit. However, because of the inherent consistency of IT processing, performing audit procedures to determine whether an automated control has been implemented may serve as a test of that control's operating effectiveness, depending on the auditor's assessment and testing of controls, such as those over program changes. Tests of the operating effectiveness of controls are further described in AU-C section 330. Refer to section 5200, "Performing Tests of Controls," for additional discussion of AU-C section 330.

### *Components of Internal Control*

#### *Control Environment*

.11 The auditor should obtain an understanding of the control environment. As part of obtaining this understanding, the auditor should evaluate whether

- management, with the oversight of those charged with governance, has created and maintained a culture of honesty and ethical behavior and
- the strengths in the control environment elements collectively provide an appropriate foundation for the other components of internal control and whether those other components are not undermined by deficiencies in the control environment.

.12 Elements of the control environment that may be relevant when obtaining an understanding of the control environment include the following:

- *Communication and enforcement of integrity and ethical values.* Essential elements that influence the effectiveness of the design, administration, and monitoring of controls.
- *Commitment to competence.* Matters such as management's consideration of the competence levels for particular jobs and how those levels translate into requisite skills and knowledge.
- *Participation by those charged with governance.* Attributes of those charged with governance, such as
  - their independence from management.
  - their experience and stature.
  - the extent of their involvement and the information they receive and the scrutiny of activities.
  - the appropriateness of their actions, including the degree to which difficult questions are raised and pursued with management.
  - their interaction with internal and external auditors.
- *Management's philosophy and operating style.* Characteristics such as management's
  - approach to taking and managing business risks.
  - attitudes and actions toward financial reporting.
  - attitudes toward information processing and accounting functions and personnel.
- *Organizational structure.* The framework within which an entity's activities for achieving its objectives are planned, executed, controlled, and reviewed.
- *Assignment of authority and responsibility.* Matters such as how authority and responsibility for operating activities are assigned and how reporting relationships and authorization hierarchies are established.
- *Human resource policies and practices.* Policies and practices that relate to, for example, recruitment, orientation, training, evaluation, counseling, promotion, compensation, and remedial actions.

.13 Relevant audit evidence may be obtained through a combination of inquiries and other risk assessment procedures, such as corroborating inquiries through observation or inspection of documents. For example, through inquiries of management and employees, the auditor may obtain an understanding of how management communicates to employees management's views on business practices and ethical behavior. The auditor may then determine whether relevant controls have been implemented by considering, for example, whether management has a written code of conduct and whether it acts in a manner that supports the code.

.14 Audit evidence for elements of the control environment in smaller entities may not be available in documentary form, in particular when communication between management and other personnel may be informal, yet effective. For example, smaller entities might not have a written code of conduct but, instead, develop a culture that emphasizes the importance of integrity and ethical behavior through oral communication and by management example. Consequently, the attitudes, awareness, and actions of management or the owner-manager are of particular importance to the auditor's understanding of a smaller entity's control environment.

.15 Section 3130, "Assessing the Risks of Material Misstatement," provides additional discussion on the effects of the control environment on the auditor's assessment of the risks of material misstatement.

#### *The Entity's Risk Assessment Process*

.16 The auditor should obtain an understanding of whether the entity has a process for

- a. identifying business risks relevant to financial reporting objectives,
- b. estimating the significance of the risks,
- c. assessing the likelihood of their occurrence, and
- d. deciding about actions to address those risks.

.17 If the entity has established a risk assessment process (referred to hereafter as the *entity's risk assessment process*), the auditor should obtain an understanding of it and the results thereof. If the auditor identifies risks of material misstatement that management failed to identify, the auditor should evaluate whether an underlying risk existed that the auditor expects would have been identified by the entity's risk assessment process. If such a risk exists, the auditor should obtain an understanding of why that process failed to identify it and evaluate whether the process is appropriate to its circumstances or determine if a significant deficiency or material weakness exists in internal control regarding the entity's risk assessment process.

.18 If the entity has not established such a process or has an ad hoc process, the auditor should discuss with management whether business risks relevant to financial reporting objectives have been identified and how they have been addressed. The auditor should evaluate whether the absence of a documented risk assessment process is appropriate in the circumstances or determine whether it represents a significant deficiency or material weakness in the entity's internal control.

.19 *Considerations specific to smaller, less complex entities.* A smaller entity is unlikely to have an established risk assessment process in place. In such cases, it is likely that management will identify risks through direct personal involvement in the business. Irrespective of the circumstances, however, inquiry about identified risks and how they are addressed by management is still necessary.

.20 Risks relevant to financial reporting include external and internal events and circumstances that may occur and adversely affect an entity's ability to initiate, authorize, record, process, and report financial data consistent with the assertions of management in the financial statements. Risks can arise or change due to circumstances such as the following:

- Changes in operating environment
- New personnel
- New or revamped information systems

- Rapid growth
- New technology
- New business models, products, or activities
- Corporate restructurings
- Expanded foreign operations
- New accounting pronouncements
- Changes in economic conditions

*The Information System, Including the Related Business Processes Relevant to Financial Reporting and Communication*

.21 The auditor should obtain an understanding of the information system, including the related business processes relevant to financial reporting, including the following areas:

- The classes of transactions in the entity's operations that are significant to the financial statements.
- The procedures within both IT and manual systems by which those transactions are initiated, authorized, recorded, processed, corrected as necessary, transferred to the general ledger, and reported in the financial statements.
- The related accounting records supporting information and specific accounts in the financial statements that are used to initiate, authorize, record, process, and report transactions. This includes the correction of incorrect information and how information is transferred to the general ledger. The records may be in either manual or electronic form.
- How the information system captures events and conditions, other than transactions, that are significant to the financial statements.
- The financial reporting process used to prepare the entity's financial statements, including significant accounting estimates and disclosures.
- Controls surrounding journal entries, including nonstandard journal entries used to record nonrecurring, unusual transactions, or adjustments.

.22 The auditor should obtain an understanding of how the entity communicates financial reporting roles and responsibilities and significant matters relating to financial reporting, including

- communications between management and those charged with governance and
- external communications, such as those with regulatory authorities.

*Control Activities Relevant to the Audit*

.23 The auditor should obtain an understanding of control activities relevant to the audit, which are those control activities the auditor judges it necessary to understand in order to assess the risks of material misstatement at the assertion level and design further audit procedures responsive to assessed risks. An audit does not require an understanding of all the control activities related to each significant class of transactions, account balance, and disclosure in the financial statements or to every assertion relevant to them. However, the auditor should obtain an understanding of the process of reconciling detailed records to the general ledger for material account balances.

.24 Control activities that are relevant to the audit are those that are

- required to be treated as such, being control activities that relate to significant risks and those that relate to risks for which substantive procedures alone do not provide sufficient appropriate audit evidence, as required by paragraphs .30–.31 of AU-C section 315, or
- considered to be relevant in the professional judgment of the auditor.

.25 The auditor's professional judgment about whether a control activity is relevant to the audit is influenced by the risk that the auditor has identified that may give rise to a material misstatement and whether the auditor thinks it is likely to be appropriate to test the operating effectiveness of the control in determining the extent of substantive testing.

.26 The auditor's emphasis may be on identifying and obtaining an understanding of control activities that address the areas in which the auditor considers that risks of material misstatement are likely to be higher. When multiple control activities each achieve the same objective, it is unnecessary to obtain an understanding of each of the control activities related to such objective.

.27 The auditor's knowledge about the presence or absence of control activities obtained from the understanding of the other components of internal control assists the auditor in determining whether it is necessary to devote additional attention to obtaining an understanding of control activities.

.28 *Considerations specific to smaller, less complex entities.* The concepts underlying control activities in smaller entities are likely to be similar to those in larger entities, but the formality with which they operate may vary. Further, smaller entities may find that certain types of control activities are not relevant because of controls applied by management. For example, management's sole authority for granting credit to customers and approving significant purchases can provide strong control over important account balances and transactions, lessening or removing the need for more detailed control activities.

.29 Control activities relevant to the audit of a smaller entity are likely to relate to the main transaction cycles, such as revenues, purchases, and employment expenses.

.30 In understanding the entity's control activities, the auditor should obtain an understanding of how the entity has responded to risks arising from IT.

#### *Monitoring of Controls*

.31 The auditor should obtain an understanding of the major activities that the entity uses to monitor internal control over financial reporting, including those related to those control activities relevant to the audit, and how the entity initiates remedial actions to deficiencies in its controls.

.32 If the entity has an internal audit function, the auditor should obtain an understanding of the following in order to determine whether the internal audit function is likely to be relevant to the audit:

- The nature of the internal audit function's responsibilities and how the internal audit function fits in the entity's organizational structure
- The activities performed or to be performed by the internal audit function

.33 The entity's internal audit function is likely to be relevant to the audit if the nature of the internal audit function's responsibilities and activities are related to the entity's financial reporting, and the auditor expects to use the work of the internal auditors to modify the nature or timing or reduce the extent of audit procedures to be performed. If the auditor determines that the internal audit function is likely to be relevant to the audit, AU-C section 610 applies. In order to use the work of the internal audit function, the external auditor should evaluate the application by the internal audit function of a *systematic and disciplined approach*, including quality control. Factors that may affect the external auditor's determination of whether the internal audit function applies a systematic and disciplined approach include

- the existence, adequacy, and use of documented internal audit procedures or guidance covering such areas as risk assessments, work programs, documentation, and reporting, the nature and extent of which is commensurate with the nature and size of the internal audit function relative to the complexity of the entity.
- whether the internal audit function has appropriate quality control policies and procedures or quality control requirements in standards set by relevant professional bodies for internal auditors. Such bodies may also establish other appropriate requirements, such as conducting periodic external quality assessments.

.34 The objectives of an internal audit function and, therefore, the nature of its responsibilities and its status within the organization, vary widely and depend on the size and structure of the entity and the requirements of management and, when applicable, those charged with governance. The responsibilities of an internal audit function may include, for example, monitoring of internal control, risk management, and review of compliance with laws and regulations. On the other hand, the responsibilities of the internal audit function may be limited to the review of the economy, efficiency, and effectiveness of operations, for example, and, accordingly, may not relate to the entity's financial reporting.

.35 If the nature of the internal audit function's responsibilities is related to the entity's financial reporting, the external auditor's consideration of the activities performed or to be performed by the internal audit function may include review of the internal audit function's audit plan for the period, if any, and discussion of that plan with the internal auditors.

.36 The auditor should obtain an understanding of the sources of the information used in the entity's monitoring activities and the basis upon which management considers the information to be sufficiently reliable for the purpose.

.37 Much of the information used in monitoring may be produced by the entity's information system. If management assumes that data used for monitoring are accurate without having a basis for that assumption, errors that may exist in the information could potentially lead management to incorrect conclusions from its monitoring activities. Accordingly, an understanding of the following is required as part of the auditor's understanding of the entity's monitoring activities component of internal control:

- The sources of the information related to the entity's monitoring activities
- The basis upon which management considers the information to be sufficiently reliable for the purpose

#### *Other Considerations Regarding Components of Internal Control*

.38 Some control components, for example the control environment, will have a pervasive effect on the entity's activities. Other components, for example control activities, will be directed primarily toward the achievement of one or more of the three objectives described in paragraph .01 in this section. Auditors are generally interested only in those components of internal control that have a pervasive effect on the entity and those that are directly related to the reliability of financial reporting.

.39 The aforementioned internal control framework, the relationship between an entity's objectives and internal control components, is discussed in more detail in section 4200 of this manual.

.40 The internal control framework described here and in section 4200 of this manual is only a means to help auditors consider the effect of an entity's internal control in an audit. An auditor's primary concern is *not* the classification of a specific control into any particular component and related objective. Rather, an auditor's primary concern is whether, and how, a specific control prevents or detects and corrects material misstatements in relevant assertions related to classes of transactions, account balances, or disclosures, rather than its classification into any particular component. Controls relevant to the audit are those that individually or in combination with others are likely to prevent or detect and correct material misstatements in financial statement assertions. Such controls may exist in any of the five components.

**Practical example:** *Andrea Auditor audits Jones Grocery. As on all audits, she should obtain an understanding of internal control sufficient to assess the risks of material misstatement and design the nature, timing, and extent of further audit procedures. To achieve this, she organizes her inquiries and other procedures to understand each of the five components of internal control that relate to the financial reporting objective. As a result of performing her procedures, she discovers the client's bank reconciliation procedures. Should a bank reconciliation be considered a control activity? What about the fact that someone follows up and investigates old or unusual reconciling items. Is that considered a monitoring activity?*

*The issue of how to classify a particular control is irrelevant for Andrea's purposes. As an auditor, her primary consideration is to understand how the bank reconciliations, whether individually or in combination with other controls, affect financial statement assertions relating to cash.*

## Other Considerations When the Auditor Obtains an Understanding of Internal Control

.41 Auditors might consider the types of misstatements that occurred in prior audits (for example, whether they were associated with accounting estimates, whether they were routine errors that resulted from a lack of control consciousness, or whether they resulted from lack of sufficient personnel). This knowledge of prior misstatements can help an auditor focus his or her inquiries on those areas and whether changes have been made to internal control to prevent those misstatements in the future.

.42 In a continuing audit, the auditor may already have significant experience with and documentation of internal control. In these situations, this knowledge from previous audits may allow the auditor to focus on system changes.

*Practical example: Jones Grocery purchased a commercially available software package for independent grocers. During 20X1, Jones installed the general ledger system and the cash receipts/disbursements and accounts payable modules. As part of performing her 20X1 audit, Andrea Auditor obtained an understanding of the software package and the modules that were installed. For her 20X2 audit, Andrea should focus on changes made to the system since 20X1. For example, she might inquire about the installation of other modules (such as inventory) or updated versions of the software package.*

.43 Some controls are documented in policy and procedure manuals, flowcharts, source documents, journals, and ledgers. In these cases, inspection of the documentation and inquiries of entity personnel may provide a sufficient understanding to assess the risks of material misstatement and design the nature, timing, and extent of further audit procedures.

*Practical example: When Jones Grocery receives a bill, it is input directly into the accounts payable module of their software package. The computer generates an accounts payable aging and a cash requirements report that indicates when each bill should be paid. The accounts payable module interfaces with the general ledger system to automatically post and update the appropriate general ledger account whenever bills are received or paid. To obtain her understanding of the accounts payable system, Andrea performed a "walk-through." She made inquiries of Jones personnel and obtained copies of bills and the reports generated by the computer. She "walked through" the example bills to see how they were included in the computer reports and how totals from those reports were posted to the general ledger. She also made inquiries related to the completeness assertion, that is, how does Jones ensure that all bills are entered into the system? Andrea observed the Jones employee performing those control procedures.*

.44 Documentation may not be available for some controls. For example, the understanding of certain aspects of the control environment, such as management integrity, may be obtained through previous experience updated by inquiries of management and observation of their actions. Although documentation may not be available, this does not alter the requirement that the auditor document his or her understanding of the components of internal control.

## Assessing Internal Control Strengths and Weaknesses

.45 When obtaining an understanding of internal control, the auditor may consider the *collective* effect of strengths and weaknesses in various control environment factors. Management's strengths and weaknesses may have a pervasive effect on internal control. For example, owner-manager controls may mitigate a lack of segregation of duties. However, human resource policies and practices directed toward hiring competent financial and accounting personnel may not mitigate a strong bias by top management to overstate earnings.

.46 Control risk may be assessed in quantitative terms, such as percentages, or in nonquantitative terms (for example, high, medium, or low).

.47 Internal control strengths may indicate account balances, transaction classes, or assertions where you can assess control risk at low or moderate level. Internal control weaknesses usually indicate areas where substantive procedures may be required. However, in situations where electronic evidence (information transmitted, processed, maintained, or accessed by electronic means) is significant, testing of the related internal control generally is necessary to obtain sufficient competent audit evidence.

.48 In rare circumstances, the auditor's understanding of internal control may raise doubts about the auditability of an entity's financial statements. Concerns about the integrity of the entity's management may be so serious that the auditor may conclude that the risk of management misrepresentation in the financial statements is such that an audit cannot be conducted. Concerns about the nature and extent of an entity's records also may be so serious that the auditor may conclude that it is unlikely that sufficient appropriate audit evidence will be available to support an opinion on the financial statements.

.49 In situations in which the auditor concludes that it is unlikely that sufficient appropriate audit evidence will be available to support an unmodified opinion on the financial statements, AU-C section 705 establishes requirements and provides guidance regarding the auditor's determination of whether to express a qualified or adverse opinion or disclaim an opinion or, as may be required in some cases, to withdraw from the engagement when withdrawal is possible under applicable law or regulation.

#### Additional Resources for Practical Guidance

Readers may refer to appendix K, "Illustrative Audit Documentation Case Study: Young Fashions, Inc.," of the AICPA Audit Guide *Assessing and Responding to Audit Risk in a Financial Statement Audit* for examples of how to document your understanding of internal control. Appendix K contains several subappendixes (appendixes K-1–K-6). Those that are particularly relevant to internal control include the following:

- Appendix K-2, "Young Fashions: Evaluation of Entity-Level Controls," provides example documentation of the auditors evaluation of entity-level controls, except for IT general controls. Appendix K-2 illustrates how to document your understanding of the controls relevant to the audit, including (a) an evaluation of whether the design of the control, individually or in combination, is capable of effectively preventing or detecting and correcting material misstatements and (b) a determination of whether the control exists and the entity is using it.
- Appendix K-2-1, "Young Fashions: Procedures Performed to Evaluate Entity-Level Controls," provides illustrative documentation for the risk assessment and other procedures an auditor performs to obtain the required understanding about internal control and the source of that understanding.
- Appendix K-3, "Young Fashions: Understanding of Internal Control—IT General Controls," provides example documentation of the auditors evaluation of IT general controls.
- Appendix K-4, "Young Fashions: Evaluation of Activity-Level Controls—Wholesale Sales," provides example documentation of an evaluation of activity-level controls. This case study presents only one class of transactions, sales. In practice, the auditor would evaluate activity-level controls for each significant class of transactions.

## Documenting the Understanding

.50 The auditor should include in the audit documentation the

- discussion among the engagement team required by paragraph .11 of AU-C section 315, the significant decisions reached, how and when the discussion occurred, and the audit team members who participated, and

- key elements of the understanding obtained regarding each of the aspects of the entity and its environment specified in paragraph .12 of AU-C section 315 and each of the components of internal control specified in paragraphs .15–.25 of AU-C section 315, the sources of information from which the understanding was obtained, and the risk assessment procedures performed.

.51 The manner in which the requirements of paragraph .33 of AU-C section 315 are documented is for the auditor to determine exercising professional judgment. For example, in audits of smaller entities, the documentation may be incorporated in the auditor's documentation of the overall strategy and audit plan. Similarly, the results of the risk assessment may be documented separately, or they may be documented as part of the auditor's documentation of further audit procedures. The form and extent of the documentation is influenced by the nature, size, and complexity of the entity and its internal control; availability of information from the entity; and the audit methodology and technology used in the course of the audit.

.52 For entities that have uncomplicated businesses and processes relevant to financial reporting, the documentation may be simple and relatively brief. It is not necessary to document the entirety of the auditor's understanding of the entity and matters related to it. Key elements of the understanding documented by the auditor include those on which the auditor based the assessment of the risks of material misstatement.

.53 The extent of documentation also may reflect the experience and capabilities of the members of the audit engagement team. Provided that the requirements of AU-C section 230 are met, an audit undertaken by an engagement team comprising less experienced individuals may contain more detailed documentation to assist them to obtain an appropriate understanding of the entity than one that includes experienced individuals.

.54 For recurring audits, certain documentation may be carried forward and updated as necessary to reflect changes in the entity's business or processes.



## AAM Section 3130

# *Assessing the Risks of Material Misstatement*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 230, *Audit Documentation*
- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*

### General

.01 Knowledge an auditor acquires about a client encompasses a broad range of information, including the following:

- Industry, regulatory, and other external factors affecting the client
- The nature of the client, including its operations and organizational structure
- The client's objectives, strategies, and related business risks, some of which will give rise to risks affecting the financial statements
- The client's selection and application of accounting policies
- How management measures and reviews the company's financial performance
- An understanding of the internal controls that are in use at the entity, including an understanding of the use of IT and the controls designed and used within the IT system

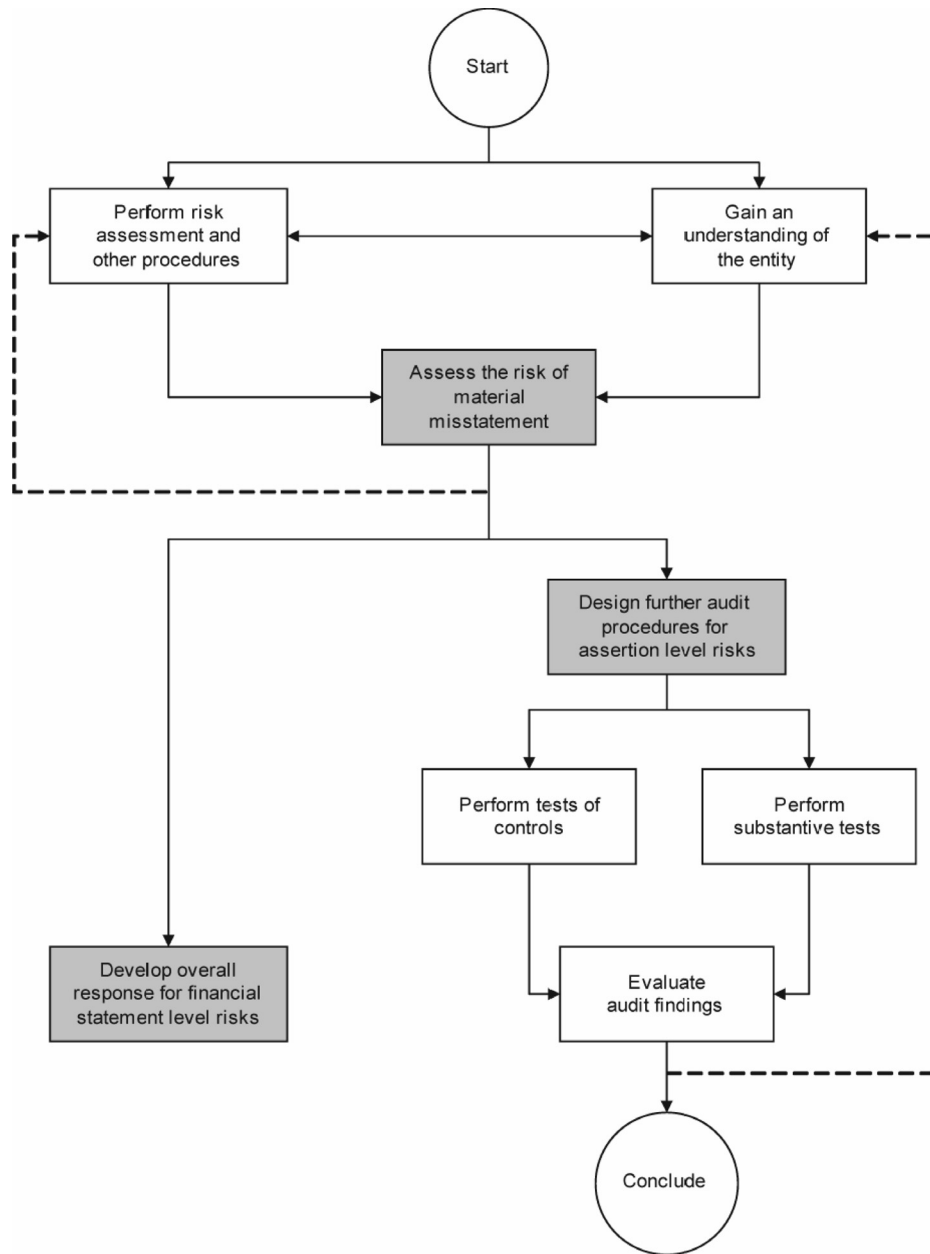
This knowledge of a client forms the basis for identifying and assessing risks of material misstatement at the financial statement and relevant assertion levels.

### Auditor Requirements

#### Identifying and Assessing the Risks of Material Misstatement

.02 To provide a basis for designing and performing further audit procedures, the auditor should identify and assess the risks of material misstatement at

- the financial statement level and
- the relevant assertion level for classes of transactions, account balances, and disclosures.



.03 For this purpose, the auditor should

- identify risks throughout the process of obtaining an understanding of the entity and its environment, including relevant controls that relate to the risks, and considering the classes of transactions, account balances, and disclosures in the financial statements;
- assess the identified risks and evaluate whether they relate more pervasively to the financial statements as a whole and potentially affect many assertions;
- relate the identified risks to what can go wrong at the relevant assertion level, taking account of relevant controls that the auditor intends to test; and
- consider the likelihood of misstatement, including the possibility of multiple misstatements, and whether the potential misstatement is of a magnitude that could result in a material misstatement.

### *Effect of the Control Environment on the Assessment of the Risks of Material Misstatement*

.04 Some elements of an entity's control environment have a pervasive effect on assessing the risks of material misstatement. For example, an entity's control consciousness is influenced significantly by those charged with governance because one of their roles is to counterbalance pressures on management regarding financial reporting that may arise from market demands or remuneration schemes. The effectiveness of the design of the control environment with regard to participation by those charged with governance is therefore influenced by such matters as

- their independence from management and their ability to evaluate the actions of management.
- whether they understand the entity's business transactions.
- the extent to which they evaluate whether the financial statements are prepared in accordance with the applicable financial reporting framework.

.05 An active and independent board of directors may influence the philosophy and operating style of senior management. However, other elements may be more limited in their effect. For example, although human resource policies and practices directed toward hiring competent financial, accounting, and IT personnel may reduce the risk of errors in processing financial information, they may not mitigate a strong bias by top management to overstate earnings.

.06 The existence of a satisfactory control environment can be a positive factor when the auditor assesses the risks of material misstatement. However, although it may help reduce the risk of fraud, a satisfactory control environment is not an absolute deterrent to fraud. Conversely, deficiencies in the control environment may undermine the effectiveness of controls, particularly with regard to fraud. For example, management's failure to commit sufficient resources to address IT security risks may adversely affect internal control by allowing improper changes to be made to computer programs or data or unauthorized transactions to be processed. As explained in AU-C section 330, the control environment also influences the nature, timing, and extent of the auditor's further procedures.

.07 The control environment in itself does not prevent, or detect and correct, a material misstatement. It may, however, influence the auditor's evaluation of the effectiveness of other controls (for example, the monitoring of controls and the operation of specific control activities) and, thereby, the auditor's assessment of the risks of material misstatement.

#### **Observations and Suggestions**

The mere documentation of information that you gather about the client and its environment is not sufficient to support an assessment of the risks of material misstatement. You are required to then evaluate that information and use it to form an understanding of your client that will allow you to assess risk and design appropriate other audit procedures.

### *Assessing Risks of Material Misstatement at the Financial Statement Level*

.08 Risks of material misstatement at the financial statement level refer to risks that relate pervasively to the financial statements as a whole and potentially affect many assertions. Risks of this nature are not necessarily risks identifiable with specific assertions at the class of transactions, account balance, or disclosure level. Rather, they represent circumstances that may increase the risks of material misstatement at the assertion level (for example, through management override of internal control). Financial statement level risks may be especially relevant to the auditor's consideration of the risks of material misstatement arising from fraud.

.09 Risks at the financial statement level may derive, in particular, from a deficient control environment (although these risks also may relate to factors such as declining economic conditions). For example, deficiencies such as management's lack of competence may have a more pervasive effect on the financial statements and may require an overall response by the auditor.

.10 The auditor's understanding of internal control may raise doubts about the auditability of an entity's financial statements. For example

- concerns about the integrity of the entity's management may be serious enough to cause the auditor to conclude that the risk of management misrepresentation in the financial statements is such that an audit cannot be conducted.
- concerns about the condition and reliability of an entity's records may cause the auditor to conclude that it is unlikely that sufficient appropriate audit evidence will be available to support an unmodified opinion on the financial statements.

.11 AU-C section 705 addresses the determination of whether a need exists for the auditor to express a qualified or adverse opinion or disclaim an opinion or, as may be required in some cases, to withdraw from the engagement when withdrawal is possible under applicable law or regulation.

.12 Characteristics of financial statement level risks that are relevant for audit purposes include the following:

**Financial statement level risks can affect many assertions.** For example, a lack of control over journal entries increases the risk that an inappropriate journal entry could be posted to the general ledger as part of the period-end financial reporting process. The posting of an inappropriate journal entry may not be isolated to one general ledger account but potentially could affect any account. In general, overall audit risk increases when the magnitude or scope of identified risks of material misstatement are not known.

**Assessing financial statement level risks requires significant judgment.** For example, suppose that while performing risk assessment procedures to gather information about the control environment, the auditor discovered weaknesses relating to the hiring, training, and supervision of entity personnel. These weaknesses result in increased risks of a misstatement of the financial statements, but it will be a matter of the auditor's professional judgment to determine the following:

- The accounts and relevant assertions that could be affected
- The likelihood that a financial statement misstatement will result from the increased risks
- The significance of any misstatement

**Risks at the financial statement level may not be identifiable with specific assertions.** Control weaknesses at the financial statement level can render well designed activity level controls ineffective. For example, a significant risk of management override can potentially negate existing controls and procedures at the activity level in many accounts and for many assertions. Linking such a risk to specific accounts and assertions may be very difficult or may not even be possible. As another example, a client may have excellent data input controls at the application level. But if poorly designed, IT general controls may allow many unauthorized personnel the opportunity to access and inappropriately change the data, rendering the well-designed input controls ineffective. Also, strengths in financial statement level controls such as an overall culture of ethical behavior may increase the reliability of controls that operate at the activity level. Determining the extent to which financial statement level controls affect the reliability of specific activity level controls (and therefore the assessment of the risks of material misstatement) is subjective and may vary from client to client.

### *Assessing Risks of Material Misstatement at the Relevant Assertion Level*

.13 Risks of material misstatement at the relevant assertion level for classes of transactions, account balances, and disclosures need to be considered because such consideration directly assists in determining the nature, timing, and extent of further audit procedures at the assertion level necessary to obtain sufficient appropriate audit evidence. In identifying and assessing risks of material misstatement at the relevant assertion level, the auditor may conclude that the identified risks relate more pervasively to the financial statements as a whole and potentially affect many relevant assertions.

*The Use of Assertions*

.14 In representing that the financial statements are in accordance with the applicable financial reporting framework, management implicitly or explicitly makes assertions regarding the recognition, measurement, presentation, and disclosure of the various elements of financial statements and related disclosures. Assertions used by the auditor fall into the following categories:

**Categories of Assertions**

	<i>Description of Assertions</i>		
	<i>Classes of transactions and events for the period under audit</i>	<i>Account balances at the end of the period</i>	<i>Presentation and disclosure</i>
Occurrence/Existence	Transactions and events that have been recorded have occurred and pertain to the entity.	Assets, liabilities, and equity interests exist.	Disclosed events and transactions have occurred and pertain to the entity.
Rights and Obligations	—	The entity holds or controls the rights to assets, and liabilities are the obligations of the entity.	Disclosed events and transactions pertain to the entity.
Completeness	All transactions and events that should have been recorded have been recorded.	All assets, liabilities, and equity interests that should have been recorded have been recorded.	All disclosures that should have been included in the financial statements have been included.
Accuracy/valuation and allocation	Amounts and other data relating to recorded transactions and events have been recorded appropriately.	Assets, liabilities, and equity interests are included in the financial statements at appropriate amounts, and any resulting valuation or allocation adjustments are recorded appropriately.	Financial and other information is disclosed fairly and at appropriate amounts.
Cut-off	Transactions and events have been recorded in the correct accounting period.	—	—
Classification and understandability	Transactions and events have been recorded in the proper accounts.	—	Financial information is appropriately presented and described, and information in disclosures is expressed clearly.

.15 The auditor may use the assertions as described previously or may express them differently, provided that all aspects described previously have been covered. For example, the auditor may choose to combine the assertions about transactions and events with the assertions about account balances. As another example, there may not be a separate assertion related to cutoff of transactions and events when the occurrence and completeness assertions include appropriate consideration of recording transactions in the correct accounting period.

*Relevant Assertions*

**.16** *Relevant assertions* are assertions that have a reasonable possibility of containing a misstatement or misstatements that would cause the financial statements to be materially misstated and, as such, are assertions that have a meaningful bearing on whether the account is fairly stated. The determination of whether an assertion is a relevant assertion is made without regard to the effect of internal controls. Not all assertions pertaining to a particular account balance will always be relevant. For example, valuation may not be relevant to the cash account unless currency translation is involved; however, existence and completeness are always relevant. Similarly, valuation may not be relevant to the gross amount of the accounts receivable balance but is relevant to the related allowance accounts. Additionally, the auditor might, in some circumstances, focus on the presentation and disclosure assertions separately in connection with the period-end financial reporting process.

**.17** Paragraph .26b of AU-C section 315 requires the auditor to use relevant assertions for classes of transactions, account balances, and disclosures in sufficient detail to form a basis for the assessment of risks of material misstatement and the design and performance of further audit procedures. The auditor also is required to use relevant assertions in assessing risks by relating the identified risks to what can go wrong at the relevant assertion, taking into account the relevant controls that the auditor intends to test, and designing further audit procedures that are responsive to the assessed risks.

**.18** For each significant class of transactions, account balance, and disclosure, the auditor is required to determine the relevance of each of the financial statement assertions. Identifying relevant assertions includes determining the source of likely potential misstatements in each significant class of transactions, account balance, and disclosure. Attributes indicating the potential relevance of an assertion include the

- a. nature of the assertion;
- b. volume of transactions or data related to the assertion; and
- c. nature and complexity of the systems, including the use of IT, by which the entity processes and controls information supporting the assertion.

*Process of Identifying Risks of Material Misstatement*

**.19** Information gathered by performing risk assessment procedures, including the audit evidence obtained in evaluating the design of controls and determining whether they have been implemented, is used as audit evidence to support the risk assessment. The risk assessment determines the nature, timing, and extent of further audit procedures to be performed.

**.20** The following are examples of conditions and events that may indicate the existence of risks of material misstatement. The examples provided cover a broad range of conditions and events; however, not all conditions and events are relevant to every audit engagement, and the list of examples is not necessarily complete:

- Operations in regions that are economically unstable (for example, countries with significant currency devaluation or highly inflationary economies)
- Operations exposed to volatile markets (for example, futures trading)
- Operations that are subject to a high degree of complex regulation
- Going concern and liquidity issues, including loss of significant customers
- Constraints on the availability of capital and credit
- Changes in the industry in which the entity operates
- Changes in the supply chain
- Developing or offering new products or services or moving into new lines of business
- Expanding into new locations

- Changes in the entity, such as large acquisitions or reorganizations or other unusual events
- Entities or business segments likely to be sold
- The existence of complex alliances and joint ventures
- Use of off-balance-sheet finance, investments in entities formed to accomplish specific objectives, and other complex financing arrangements
- Significant transactions with related parties
- Lack of personnel with appropriate accounting and financial reporting skills
- Changes in key personnel, including departure of key executives
- Deficiencies in internal control, especially those not addressed by management
- Inconsistencies between the entity's IT strategy and its business strategies
- Changes in the IT environment
- Installation of significant new IT systems related to financial reporting
- Inquiries into the entity's operations or financial results by regulatory or government bodies
- Past misstatements, history of errors, or a significant amount of adjustments at period-end
- Significant amount of nonroutine or nonsystematic transactions, including intercompany transactions and large revenue transactions at period-end
- Transactions that are recorded based on management's intent (for example, debt refinancing, assets to be sold, and classification of marketable securities)
- Application of new accounting pronouncements
- Accounting measurements that involve complex processes
- Events or transactions that involve significant measurement uncertainty, including accounting estimates
- Pending litigation and contingent liabilities (for example, sales warranties, financial guarantees, and environmental remediation)

.21 Information from sources external to the client may be helpful in understanding the client and identifying risks of material misstatement. Examples of information sources external to the client that may be helpful include

- external legal counsel.
- experts that the company has used who may be relevant for financial reporting purposes, for example a valuation expert.
- trade and economic journals.
- regulatory or financial publications.

### *Relating Controls to Assertions*

.22 In making risk assessments, the auditor may identify the controls that are likely to prevent, or detect and correct, material misstatement in specific assertions. Generally, it is useful to obtain an understanding of controls and relate them to assertions in the context of processes and systems in which they exist because individual control activities often do not in themselves address a risk. Often, only multiple control activities, together with other components of internal control, will be sufficient to address a risk.

.23 Conversely, some control activities may have a specific effect on an individual assertion embodied in a particular class of transactions or account balance. For example, the control activities that an entity established to ensure that its personnel are properly counting and recording the annual physical inventory relate directly to the existence and completeness of assertions for the inventory account balance.

.24 Controls can be either directly or indirectly related to an assertion. The more indirect the relationship, the less effective that control may be in preventing, or detecting and correcting, misstatements in that assertion. For example, a sales manager's review of a summary of sales activity for specific stores by region ordinarily is only indirectly related to the completeness assertion for sales revenue. Accordingly, it may be less effective in reducing risk for that assertion than controls more directly related to that assertion, such as matching shipping documents with billing documents.

### *Significant Risks That Require Special Audit Consideration*

.25 As part of the assessment of the risks of material misstatement described in paragraph .26 of AU-C section 315, the auditor should determine whether any of the risks identified are, in the auditor's professional judgment, significant risks. Significant risks are those that require special audit consideration. This special consideration means that the auditor should

- obtain an understanding of the entity's controls, including control activities, relevant to that risk and, based on that understanding, evaluate whether such controls have been suitably designed and implemented to mitigate such risks.
- perform substantive procedures that are specifically responsive to that risk. When the approach to a significant risk consists only of substantive procedures, those procedures should include tests of details.
- if relying on the operating effectiveness of controls over a risk the auditor has determined to be a significant risk, the auditor should test the operating effectiveness of those controls in the current period.
- document those risks you have identified as significant and a linkage to the related audit procedures performed.

In exercising this judgment, the auditor should exclude the effects of identified controls related to the risk.

.26 In exercising professional judgment about which risks are significant risks, the auditor should consider at least

- whether the risk is a risk of fraud;
- whether the risk is related to recent significant economic, accounting, or other developments and, therefore, requires specific attention;
- the complexity of transactions;
- whether the risk involves significant transactions with related parties;
- the degree of subjectivity in the measurement of financial information related to the risk, especially those measurements involving a wide range of measurement uncertainty; and
- whether the risk involves significant transactions that are outside the normal course of business for the entity or that otherwise appear to be unusual.

.27 If the auditor has determined that a significant risk exists, the auditor should obtain an understanding of the entity's controls, including control activities, relevant to that risk and, based on that understanding, evaluate whether such controls have been suitably designed and implemented to mitigate such risks.



*Identifying Significant Risks*

.28 Paragraphs .15 and .22 of AU-C section 330 describe the consequences for further audit procedures of identifying risks as significant.

.29 Significant risks often relate to significant *nonroutine transactions* and matters that require significant judgment. Matters that require significant judgment may include the development of accounting estimates for which a significant measurement uncertainty exists. Routine, noncomplex transactions that are subject to systematic processing are less likely to give rise to significant risks. *Nonroutine transactions* are transactions that are unusual, either due to size or nature, and that therefore occur infrequently.

.30 Risks of material misstatement may be greater for significant nonroutine transactions arising from matters such as the following:

- Greater management intervention to specify the accounting treatment
- Greater manual intervention for data collection and processing
- Complex calculations or accounting principles
- The nature of nonroutine transactions, which may make it difficult for the entity to implement effective controls over the risks
- Significant related party transactions

.31 Risks of material misstatement may be greater for matters that require significant judgment, such as the development of accounting estimates, arising from matters such as the following:

- Accounting principles for accounting estimates or revenue recognition may be subject to differing interpretation.
- Required judgment may be subjective or complex, or it may require assumptions about the effects of future events (for example, judgment about fair value).

.32 AU-C section 240 addresses the auditor's responsibilities regarding the identification and assessment of the risks of material misstatement due to fraud.

*Understanding Controls Related to Significant Risks*

.33 Although risks relating to significant nonroutine transactions or matters that require significant judgment are often less likely to be subject to routine controls, management may have other responses intended to deal with such risks. Accordingly, the auditor's understanding of whether the entity has designed and implemented controls for significant risks arising from nonroutine transactions or matters that require significant judgment includes whether and how management responds to the risks. Such responses might include

- control activities, such as a review of assumptions by senior management or specialists.
- documented processes for estimations.
- approval by those charged with governance.

.34 For example, when nonrecurring events occur, such as the receipt of notice of a significant lawsuit, consideration of the entity's response may include such matters as whether it has been referred to appropriate specialists (for example, internal or external legal counsel), whether an assessment has been made of the potential effect, and how it is proposed that the circumstances are to be disclosed in the financial statements.

.35 In some cases, management may not have appropriately responded to significant risks of material misstatement by implementing controls over these significant risks. Failure by management to implement such controls may be a significant deficiency or a material weakness. In these circumstances, the auditor also may consider the implications for the auditor's risk assessment.

### *Risks for Which Substantive Procedures Alone Do Not Provide Sufficient Appropriate Audit Evidence*

.36 With respect to some risks, the auditor may judge that it is not possible or practicable to obtain sufficient appropriate audit evidence only from substantive procedures. Such risks may relate to the inaccurate or incomplete recording of routine and significant classes of transactions or account balances, the characteristics of which often permit highly automated processing with little or no manual intervention. In such cases, the entity's controls over such risks are relevant to the audit, and the auditor should obtain an understanding of them.

.37 Risks of material misstatement may relate directly to the recording of routine classes of transactions or account balances and the preparation of reliable financial statements. Such risks may include risks of inaccurate or incomplete processing for routine and significant classes of transactions, such as an entity's revenue, purchases, and cash receipts or cash payments.

.38 When such routine business transactions are subject to highly automated processing with little or no manual intervention, it may not be possible to perform only substantive procedures regarding the risk. For example, the auditor may consider this to be the case when a significant amount of an entity's information is initiated, authorized, recorded, processed, or reported only in electronic form, such as in an integrated system. In such cases

- audit evidence may be available only in electronic form, and its sufficiency and appropriateness usually depend on the effectiveness of controls over its accuracy and completeness.
- the potential for improper initiation or alteration of information to occur and not be detected may be greater if appropriate controls are not operating effectively.

.39 Examples of situations in which the auditor may find it impossible to design effective substantive procedures that, by themselves, provide sufficient appropriate audit evidence that certain relevant assertions are not materially misstated include the following:

- An entity that conducts its business using IT to initiate orders for the purchase and delivery of goods based on predetermined rules of what to order and in what quantities and to pay the related accounts payable based on system-generated decisions initiated upon the confirmed receipt of goods and terms of payment. No other documentation of orders placed or goods received is produced or maintained, other than through the IT system.
- An entity that provides services to customers via electronic media (for example, an Internet service provider or a telecommunications company) and uses IT to create a log of the services provided to its customers, initiate and process its billings for the services, and automatically record such amounts in electronic accounting records that are part of the system used to produce the entity's financial statements.

.40 Paragraph .08 of AU-C section 330 describes the consequences for further audit procedures of identifying risks as significant and for which substantive procedures alone do not provide sufficient appropriate audit evidence.

## **Revision of Risk Assessment**

.41 The auditor's assessment of the risks of material misstatement may change during the course of the audit as additional audit evidence is obtained. In circumstances in which the auditor obtains audit evidence from performing further audit procedures or if new information is obtained, either of which is inconsistent with the audit evidence on which the auditor originally based the assessment, the auditor should revise the assessment and modify the further planned audit procedures accordingly.

.42 During the audit, information may come to the auditor's attention that differs significantly from the information on which the risk assessment was based. For example, the risk assessment may be based on an expectation that controls are operating effectively. In performing tests of controls, the auditor may obtain audit evidence that controls were not operating effectively at relevant times during the audit. Similarly, in performing substantive procedures, the auditor may detect misstatements in amounts or frequency that is greater than is consistent with the auditor's risk assessment. In such circumstances, the risk assessment may not appropriately reflect the true circumstances of the entity, and the further planned audit procedures may not be effective in detecting material misstatements.

.43 Paragraphs .27–.28 of AU-C section 330 establish additional requirements with respect to the auditor's evaluation of the sufficiency and appropriateness of audit evidence.

## Documentation

.44 In accordance with paragraph .33 of AU-C section 315, the auditor should include the following in the audit documentation:

- a discussion among the engagement team, the significant decisions reached, how and when the discussion occurred, and the audit team members who participated;
- the key elements of the understanding obtained regarding each of the aspects of the entity and its environment and each of the internal control components, the sources of information from which the understanding was obtained, and the risk assessment procedures performed;
- the identified and assessed risks of material misstatement at the financial statement level and at the relevant assertion level; and
- risks identified and related controls about which the auditor has obtained an understanding, and a link to the auditor procedures performed in relation to these risks.

.45 The manner in which the requirements of paragraph .33 of AU-C section 315 are documented is for the auditor to determine exercising professional judgment. For example, in audits of smaller entities, the documentation may be incorporated in the auditor's documentation of the overall strategy and audit plan. Similarly, the results of the risk assessment may be documented separately, or they may be documented as part of the auditor's documentation of further audit procedures. The form and extent of the documentation is influenced by the nature, size, and complexity of the entity and its internal control; availability of information from the entity; and the audit methodology and technology used in the course of the audit.

.46 For entities that have uncomplicated businesses and processes relevant to financial reporting, the documentation may be simple and relatively brief. It is not necessary to document the entirety of the auditor's understanding of the entity and matters related to it. Key elements of the understanding documented by the auditor include those on which the auditor based the assessment of the risks of material misstatement.

.47 The extent of documentation also may reflect the experience and capabilities of the members of the audit engagement team. Provided that the requirements of AU-C section 230 are met, an audit undertaken by an engagement team comprising less experienced individuals may contain more detailed documentation than one that includes experienced individuals in order to help them to obtain an appropriate understanding of the entity.

.48 For recurring audits, certain documentation may be carried forward and updated as necessary to reflect changes in the entity's business or processes.



## AAM Section 3140

# *Materiality and Misstatements Identified During the Audit*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 250, *Consideration of Laws and Regulations in an Audit of Financial Statements*
- AU-C section 260, *The Auditor's Communication With Those Charged With Governance*
- AU-C section 265, *Communicating Internal Control Related Matters Identified in an Audit*
- AU-C section 320, *Materiality in Planning and Performing the Audit*
- AU-C section 530, *Audit Sampling*
- AU-C section 580, *Written Representations*
- AU-C section 600, *Special Considerations —Audits of Group Financial Statements (Including the Work of Component Auditors)*
- AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*
- AU-C section 720, *Other Information in Documents Containing Audited Financial Statements*

### General

.01 Financial reporting frameworks often discuss the concept of materiality in the context of the preparation and fair presentation of financial statements. Although financial reporting frameworks may discuss materiality in different terms, they generally explain that

- misstatements, including omissions, are considered to be material if they, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users made on the basis of the financial statements.
- judgments about materiality are made in light of surrounding circumstances and are affected by the size or nature of a misstatement, or a combination of both.
- judgments about matters that are material to users of the financial statements are based on a consideration of the common financial information needs of users as a group. The possible effect of misstatements on specific individual users, whose needs may vary widely, is not considered.

.02 Such a discussion about materiality provides a frame of reference to the auditor in determining materiality for the audit. If the applicable financial reporting framework does not include a discussion of the concept of materiality, the characteristics referred to in paragraph .01 provide the auditor with such a frame of reference.

.03 The auditor's determination of materiality is a matter of professional judgment and is affected by the auditor's perception of the financial information needs of users of the financial statements. In this context, it is reasonable for the auditor to assume that users

- have a reasonable knowledge of business and economic activities and accounting and a willingness to study the information in the financial statements with reasonable diligence;

- understand that financial statements are prepared, presented, and audited to levels of materiality;
- recognize the uncertainties inherent in the measurement of amounts based on the use of estimates, judgment, and the consideration of future events; and
- make reasonable economic decisions on the basis of the information in the financial statements.

.04 The concept of materiality is applied by the auditor both in planning and performing the audit; evaluating the effect of identified misstatements on the audit and the effect of uncorrected misstatements, if any, on the financial statements; and in forming the opinion in the auditor's report.

.05 In planning the audit, the auditor makes judgments about the size of misstatements that will be considered material. These judgments provide a basis for

- a. determining the nature and extent of risk assessment procedures;
- b. identifying and assessing the risks of material misstatement; and
- c. determining the nature, timing, and extent of further audit procedures.

The materiality determined when planning the audit does not necessarily establish an amount below which uncorrected misstatements, individually or in the aggregate, will always be evaluated as immaterial. The circumstances related to some misstatements may cause the auditor to evaluate them as material even if they are below materiality. Although it is not practicable to design audit procedures to detect misstatements that could be material solely because of their nature (that is, qualitative considerations), the auditor considers not only the size but also the nature of uncorrected misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements.

.06 *Audit risk* is the risk that the auditor expresses an inappropriate audit opinion when the financial statements are materially misstated. Audit risk is a function of the risks of material misstatement and detection risk. Materiality and audit risk are considered throughout the audit, in particular, when

- a. determining the nature and extent of risk assessment procedures to be performed;
- b. identifying and assessing the risks of material misstatement;
- c. determining the nature, timing, and extent of further audit procedures; and
- d. evaluating the effect of uncorrected misstatements, if any, on the financial statements and in forming the opinion in the auditor's report.

.07 The considerations of audit risk and materiality are affected by the size and complexity of the entity and the auditor's experience with and knowledge of the entity and its environment, including the entity's internal control. Certain entity related factors may also affect the nature, timing, and extent of further audit procedures with respect to relevant assertions related to specific account balances, classes of transactions, and disclosures.

.08 Additional discussion on audit risk is provided in section 3100, "Understanding the Assignment."

## Auditor Requirements—Materiality

### Determining Materiality and Performance Materiality When Planning the Audit

.09 When establishing the overall audit strategy, the auditor should determine materiality for the financial statements as a whole. If, in the specific circumstances of the entity, one or more particular classes of transactions, account balances, or disclosures exist for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users, then, taken on the basis of the financial statements, the auditor also should determine the materiality level or levels to be applied to those particular classes of transactions, account balances, or disclosures.

.10 The auditor should determine performance materiality for purposes of assessing the risks of material misstatement and determining the nature, timing, and extent of further audit procedures.

### *Use of Benchmarks in Determining Materiality for the Financial Statements as a Whole*

.11 Determining materiality involves the exercise of professional judgment. A percentage is often applied to a chosen benchmark as a starting point in determining materiality for the financial statements as a whole. Factors that may affect the identification of an appropriate benchmark include the following:

- The elements of the financial statements (for example, assets, liabilities, equity, revenue, or expenses)
- Whether items exist on which the attention of the users of the particular entity's financial statements tends to be focused (for example, for the purpose of evaluating financial performance, users may tend to focus on profit, revenue, or net assets)
- The nature of the entity, where the entity is in its life cycle, and the industry and economic environment in which the entity operates
- The entity's ownership structure and the way it is financed (for example, if an entity is financed solely by debt rather than equity, users may put more emphasis on assets, and claims on them, than on the entity's earnings)
- The relative volatility of the benchmark

.12 Examples of benchmarks that may be appropriate, depending on the circumstances of the entity, include categories of reported income, such as profit before tax, total revenue, gross profit, and total expenses; total equity; or net asset value. Profit before tax from continuing operations is often used for profit-oriented entities. When profit before tax from continuing operations is volatile, other benchmarks may be more appropriate, such as gross profit or total revenues.

.13 With regard to the chosen benchmark, relevant financial data ordinarily includes prior periods' financial results and financial positions; the period-to-date financial results and financial position, budgets, or forecasts for the current period, adjusted for significant changes in the circumstances of the entity (for example, a significant business acquisition); and relevant changes of conditions in the industry or economic environment in which the entity operates. For example, when, as a starting point, materiality for the financial statements as a whole is determined for a particular entity based on a percentage of profit before tax from continuing operations, circumstances that give rise to an exceptional decrease or increase in such profit may lead the auditor to conclude that materiality for the financial statements as a whole is more appropriately determined using a normalized profit before tax from continuing operations figure based on past results.

.14 Materiality relates to the financial statements that are being audited. When the financial statements are prepared for a financial reporting period of more or less than 12 months, such as may be the case for a new entity or a change in the financial reporting period, materiality relates to the financial statements prepared for that financial reporting period.

.15 Determining a percentage to be applied to a chosen benchmark involves the exercise of professional judgment. A relationship exists between the percentage and the chosen benchmark, such that a percentage applied to profit before tax from continuing operations will normally be higher than a percentage applied to total revenue. For example, the auditor may consider a percentage of profit before tax from continuing operations to be appropriate for a profit-oriented entity in a manufacturing industry. Chapter 3, "Planning and Performing Risk Assessment Procedures," of the AICPA Audit Guide *Assessing and Responding to Audit Risk in a Financial Statement Audit* provides further guidance about the use of benchmarks in determining materiality.

.16 *Considerations specific to smaller, less complex entities.* When an entity's profit before tax from continuing operations is consistently nominal, which might be the case for an owner-managed business in which the owner takes much of the profit before tax in the form of remuneration, a benchmark such as profit before remuneration and tax may be more relevant.

***Materiality Level or Levels for Particular Classes of Transactions, Account Balances, or Disclosures***

.17 Factors that may indicate the existence of one or more particular classes of transactions, account balances, or disclosures for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements include the following:

- Whether law, regulation, or the applicable financial reporting framework affect users' expectations regarding the measurement or disclosure of certain items (for example, related party transactions and the remuneration of management and those charged with governance)
- The key disclosures with regard to the industry in which the entity operates (for example, research and development costs for a pharmaceutical company)
- Whether attention is focused on a particular aspect of the entity's business that is separately disclosed in the financial statements (for example, a newly acquired business)

.18 In considering whether, in the specific circumstances of the entity, such classes of transactions, account balances, or disclosures exist, the auditor may find it useful to obtain an understanding of the views and expectations of those charged with governance and management.

***Performance Materiality***

.19 Planning the audit solely to detect individual material misstatements overlooks the fact that the aggregate of individually immaterial misstatements may cause the financial statements to be materially misstated and leaves no margin for possible undetected misstatements. *Performance materiality* (which, as defined, is one or more amounts) is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole. Similarly, performance materiality relating to a materiality level determined for a particular class of transactions, account balance, or disclosure is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in that particular class of transactions, account balance, or disclosure exceeds the materiality level for that particular class of transactions, account balance, or disclosure. The determination of performance materiality is not a simple mechanical calculation and involves the exercise of professional judgment. It is affected by the auditor's understanding of the entity, updated during the performance of the risk assessment procedures, and the nature and extent of misstatements identified in previous audits and, thereby, the auditor's expectations regarding misstatements in the current period.

.20 AU-C section 320 defines *performance materiality* as

The amount or amounts set by the auditor at less than materiality for the financial statements as a whole to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole. If applicable, *performance materiality* also refers to the amount or amounts set by the auditor at less than the materiality level or levels for particular classes of transactions, account balances, or disclosures. Performance materiality is to be distinguished from tolerable misstatement.

.21 For example, suppose that for planning purposes the auditor determined materiality to be \$100,000, and he or she designed his or her audit to obtain reasonable assurance that misstatements of that magnitude were detected. Because of the way the auditor designed his or her audit, he or she may not detect a misstatement of \$80,000, which is acceptable because the amount is not considered material. However, what if the auditor failed to detect 2 misstatements of \$80,000? Individually, each misstatement would not be material, but when aggregated, the total misstatement is greater than materiality. Thus, materiality for the financial statements as a whole would not be appropriate for assessing risk and performing further audit procedures at the assertion level.



.22 Performance materiality is the adjustment of financial statement materiality to the assertion level. This adjustment is necessary to make an allowance for misstatements that might arise in other accounts as well as make a provision for possible misstatements that might exist in the financial statements, but were not detected by the audit procedures. Performance materiality effectively creates a margin for error in the auditor's audit plan to take into consideration misstatements that are not detected as part of the audit.

.23 For each class of transactions, account balance, and disclosure, the auditor should determine at least one level of performance materiality. For example, if the auditor's overall financial statement materiality for audit planning purposes was \$100,000, he or she might determine performance materiality for testing receivables to be \$70,000. Some firms use a guideline of, for example, 50 percent to 75 percent of materiality when setting tolerable misstatement at the account or detailed level for the average audit situation. Appendix L, "Matters to Consider in Determining Performance Materiality," of the AICPA Audit Guide *Assessing and Responding to Audit Risk in a Financial Statement Audit* provides further guidance on this topic. The AICPA Audit Guide *Audit Sampling* also provides additional discussion on the relationship of performance materiality and tolerable misstatement.

### ***Tolerable Misstatement***

.24 Tolerable misstatement is the application of performance materiality to a particular sampling procedure. AU-C section 530 defines *tolerable misstatement* as "[a] monetary amount set by the auditor in respect of which the auditor seeks to obtain an appropriate level of assurance that the monetary amount set by the auditor is not exceeded by the actual misstatement in the population." AU-C section 530 also provides further application guidance about the concept.

.25 Tolerable misstatement may be the same amount or an amount smaller than performance materiality (for example, when the population from which the sample is selected is smaller than the account balance).

## **Revision as the Audit Progresses**

.26 The auditor should revise materiality for the financial statements as a whole (and, if applicable, the materiality level or levels for particular classes of transactions, account balances, or disclosures) in the event of becoming aware of information during the audit that would have caused the auditor to have determined a different amount (or amounts) initially.

.27 In some situations, the auditor may determine materiality for planning purposes before the financial statements to be audited are prepared. In those situations, the auditor's professional judgment about materiality might be based on the entity's annualized interim financial statements or financial statements of one or more prior annual periods. If it appears as though the actual financial results are likely to be substantially different from the anticipated results, such as when there are major changes in the entity's circumstances (for example, a significant merger) or relevant changes in the economy as a whole or the industry in which the entity operates, the auditor may be required, in accordance with paragraph .12 of AU-C section 320, to revise materiality.

.28 Materiality for the financial statements as a whole (and, if applicable, the materiality level or levels for particular classes of transactions, account balances, or disclosures) may need to be revised as a result of a change in circumstances that occurred during the audit (for example, a decision to dispose of a major part of the entity's business), new information, or a change in the auditor's understanding of the entity and its operations as a result of performing further audit procedures. For example, if, during the audit, it appears as though actual financial results are likely to be substantially different from the anticipated period-end financial results that were used initially to determine materiality for the financial statements as a whole, the auditor may be required, in accordance with paragraph .12 of AU-C section 320, to revise materiality.

.29 If the auditor concludes that a lower materiality than that initially determined for the financial statements as a whole (and, if applicable, materiality level or levels for particular classes of transactions, account balances, or disclosures) is appropriate, the auditor should determine whether it is necessary to revise performance materiality and whether the nature, timing, and extent of the further audit procedures remain appropriate.

## Quantifying Materiality

.30 Although no authoritative body has established specific guidelines for materiality, certain rules of thumb can be used in making a preliminary assessment of materiality.

.31 Generally, materiality guidelines are relative rather than absolute. In other words, materiality is usually set as a percentage rather than as an absolute amount. For example, an absolute amount such as \$100,000 may be immaterial to a large, multinational corporation but very material to a small, closely held company. To apply percentage guidelines, auditors determine what base to use. Generally, auditors select a base that is relatively stable and predictable. Bases commonly used include income before taxes, revenues, and total assets. Generally, misstatements become material to income before they become material to the balance sheet. As a consequence, net income before taxes is often selected as the base.

.32 In small business audits, auditors sometimes make a number of significant audit adjustments. Thus, income before taxes may vary too much to be useful as a base. When income before taxes is not used as a base, auditors sometimes use either total revenue or an average of net income for several prior periods.

## Example

.33 A common rule of thumb for materiality is 5 percent to 10 percent of pretax income (for profit-orientated entities). Some auditors apply this rule of thumb so that items less than 5 percent of normal pretax income are considered immaterial, whereas items that are more than 10 percent are material. For items between 5 percent and 10 percent, judgment is applied. For example, when unusual factors exist (perhaps the company is about to be sold for a multiple of audited earnings) auditors would tend to classify items between 5 percent and 10 percent as material. Others use 0.5 percent to 2 percent of total assets or revenues. Note that a percentage of pretax income may not be an appropriate benchmark for the determination of materiality when, for example, the entity's earnings are volatile, when the entity is a not-for-profit entity, or when the owner takes much of the pretax income out of the business in the form of remuneration. Ordinarily, once a basis for materiality has been determined, it does not change from one year to the next. See the following sample materiality worksheet.

Sample Materiality Worksheet							
Client: _____							
Audit Date: _____							
<b>Step 1: Identify the users of the financial statements:</b>							
<b>Financial statement users</b>		<b>Identify the criteria that are important to the users. This should include specific financial statement line items or disclosures.</b>					
1)							
2)							
3)							
<b>Step 2: Identify qualitative factors that should be considered:</b>							
<b>Qualitative consideration</b>		<b>Possible impact to financial statements and/or audit procedures</b>					
1) <i>(i.e. Significant turnover in management)</i>		<i>(i.e. New members of management might not be familiar with historically complex estimates)</i>					
2)							
3)							
<b>Step 3: Calculate Overall Materiality</b> (this is the materiality for the financial statements as a whole)							
Use professional judgment as to assess the highest amount of misstatement(s) that could be included in the financial statements without affecting the economic decisions made by users of the financial statements.							
Type of entity	Basis for materiality	Current period	Prior period	Acceptable benchmark range per firm policy*	Determined rate**	Preliminary overall materiality	Comments
<b>Profit-oriented</b>	Income before taxes from continuing operations			<i>(i.e. 5–10%)</i>			
	Gross revenue			<i>(i.e. 0.5–2%)</i>			
	Other (describe)						
<b>Not-for-profit</b>	Total revenue or expenses			<i>(i.e. 0.5–2%)</i>			
	Net assets available for spend (unrestricted and temporarily restricted net assets)			<i>(i.e. 2–5%)</i>			
	Other (describe)						
* The ranges listed are for illustrative purposes only, they should be updated based on your firm's policies or practices. ** The rate used falls within the benchmark range. Document rationale if a rate outside of the benchmark range is used.							

(continued)

**Sample Materiality Worksheet****Step 4: Calculate Performance Materiality**

[used to reduce the risk that misstatement(s) could exceed overall materiality (as calculated above)]

The amount or amounts set by the auditor at less than materiality for the financial statements as a whole to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole. If applicable, performance materiality also refers to the amount or amounts set by the auditor at less than the materiality level or levels for particular classes of transactions, account balances, or disclosures. Performance materiality is to be distinguished from tolerable misstatement.

Overall materiality from above	Acceptable benchmark range per firm policy*	Determined rate**	Preliminary overall materiality	Comments
	(i.e. 50–75%)			

\* The ranges listed are for illustrative purposes only, they should be updated based on your firm's policies or practices.

\*\* The rate used falls within the benchmark range. Document rationale if a rate outside of the benchmark range is used.

**Step 5: Calculate Clearly Trivial Threshold**

The auditor may designate an amount below which misstatements would be clearly trivial and would not need to be accumulated because the auditor expects that the accumulation of such amounts clearly would not have a material effect on the financial statements. "Clearly trivial" is not another expression for "not material." Matters that are clearly trivial will be of a wholly different (smaller) order of magnitude than the performance materiality and will be matters that are clearly inconsequential, whether taken individually or in the aggregate and whether judged by any criteria of size, nature, or circumstances. When there is any uncertainty about whether one or more items are clearly trivial, the matter is considered not to be clearly trivial.

Performance materiality from above	Acceptable benchmark range per firm policy*	Determined rate**	Clearly trivial threshold	Comments
	(i.e. 2–5%)			

\* The ranges listed are for illustrative purposes only, they should be updated based on your firm's policies or practices.

\*\* The rate used falls within the benchmark range. Document rationale if a rate outside of the benchmark range is used.

**Step 6: Assess Specific Materiality Thresholds (if applicable)**

(where considered necessary to address particular risks of misstatement in a class of transactions, account balance, or F/S disclosure)

If a specific materiality level is considered necessary for other financial statement areas or disclosures based on identified risks, provide the details on a supplementary workpaper that cross-references this form. Specific materiality thresholds are generally lower than performance materiality.

Financial statement line items, class of transactions, account balance, or F/S disclosure	Specific materiality threshold	Comments
1)		
2)		
3)		

<i>Sample Materiality Worksheet</i>					
<b>Step 7: Reassess Materiality Thresholds—Update if Necessary</b>					
The auditor should revise materiality for the financial statements as a whole (and, if applicable, the materiality level or levels for particular classes of transactions, account balances, or disclosures) in the event of becoming aware of information during the audit that would have caused the auditor to have determined a different amount (or amounts) initially.					
Consider the following:	Yes/No If yes, reassess overall and performance materiality	Comments		Final overall materiality	Final performance materiality
During the course of the audit, have there been any changes in operations/results that could affect materiality?					
During the course of the audit, has there been any new information obtained that could affect materiality?					
During the course of the audit, have any misstatements been identified that could affect materiality?					
During the course of the audit, has the auditor become aware of any other factors that could affect materiality?					
<b>Step 8: Update the Audit Plan and Procedures (if necessary)</b>					
If the auditor concludes that a lower materiality than that initially determined for the financial statements as a whole (and, if applicable, materiality level or levels for particular classes of transactions, account balances, or disclosures) is appropriate, the auditor should determine whether it is necessary to revise performance materiality and whether the nature, timing, and extent of the further audit procedures remain appropriate.					
Consider the following:	Yes/No	Comments			
Has the impact of any revisions in overall and performance materiality been addressed in the risk assessments and in the nature, extent, and timing of further audit procedures required?					
<b>Preliminary materiality levels</b>					
Prepared by:	Date:	Reviewed by:	Date:		
<b>Update for final materiality levels</b>					
Prepared by:	Date:	Reviewed by:	Date:		

.34 Consideration of which base to use may include such factors as income variability and the nature of the client’s business and industry. For a not-for-profit organization, for example, the auditor would probably use total expendable net assets (unrestricted and temporarily restricted) as a base because pretax income is not as meaningful to users of the financial statements.

## Documentation

.35 The auditor should include in the audit documentation the following amounts and the factors considered in their determination:

- a. Materiality for the financial statement as a whole
- b. If applicable, the materiality level or levels for particular classes of transactions, account balances, or disclosures
- c. Performance materiality
- d. Any revision of *a–c* as the audit progressed

## Nature and Causes of Misstatements

.36 Misstatements may result from errors or fraud, such as

- an inaccuracy in gathering or processing data from which financial statements are prepared,
- an omission of an amount or disclosure,
- a financial statement disclosure that is not presented in accordance with the applicable financial reporting framework,
- an incorrect accounting estimate arising from overlooking or clear misinterpretation of facts, and
- judgments of management concerning accounting estimates that the auditor considers unreasonable or the selection or application of accounting policies that the auditor considers inappropriate.

Other examples of misstatements arising from fraud are provided in paragraphs .A1–.A8 of AU-C section 240.

.37 The auditor's consideration of laws and regulations in a financial statement audit is defined in AU-C section 250. See section 3150, "Illegal Acts," of this manual. For those laws and regulations that are defined in that statement as having a direct and material effect on the determination of financial statement amounts, the auditor's responsibility to detect misstatements resulting from non-compliance with such laws and regulations is the same as that for errors or fraud.

## Auditor Requirements—Evaluating Misstatements Identified During the Audit

### Accumulation of Identified Misstatements

.38 The auditor should accumulate misstatements identified during the audit, other than those that are clearly trivial.

.39 The auditor may designate an amount below which misstatements would be clearly trivial and would not need to be accumulated because the auditor expects that the accumulation of such amounts clearly would not have a material effect on the financial statements. "Clearly trivial" is not another expression for "not material." Matters that are clearly trivial will be of a wholly different (smaller) order of magnitude than materiality determined in accordance with AU-C section 320 and will be matters that are clearly inconsequential, whether taken individually or in the aggregate and whether judged by any criteria of size, nature, or circumstances. When there is any uncertainty about whether one or more items are clearly trivial, the matter is considered not to be clearly trivial.

.40 To assist the auditor in evaluating the effect of misstatements accumulated during the audit and in communicating misstatements to management and those charged with governance, the auditor may find it useful to distinguish between factual misstatements, judgmental misstatements, and projected misstatements, described as follows:

- *Factual misstatements* are misstatements about which there is no doubt.
- *Judgmental misstatements* are differences arising from the judgments of management concerning accounting estimates that the auditor considers unreasonable or the selection or application of accounting policies that the auditor considers inappropriate.
- *Projected misstatements* are the auditor's best estimate of misstatements in populations, involving the projection of misstatements identified in audit samples to the entire population from which the samples were drawn. AU-C section 530 establishes requirements and provides guidance on the determination of projected misstatements and evaluation of the results.

## Consideration of Identified Misstatements as the Audit Progresses

.41 The auditor should determine whether the overall audit strategy and audit plan need to be revised if

- the nature of identified misstatements and the circumstances of their occurrence indicate that other misstatements may exist that, when aggregated with misstatements accumulated during the audit, could be material or
- the aggregate of misstatements accumulated during the audit approaches materiality determined in accordance with AU-C section 320.

.42 A misstatement may not be an isolated occurrence. Evidence that other misstatements may exist include, for example, when the auditor identifies that a misstatement arose from a breakdown in internal control or from inappropriate assumptions or valuation methods that have been widely applied by the entity.

.43 If the aggregate of misstatements accumulated during the audit approaches materiality, a greater than acceptably low level of risk may exist that possible undetected misstatements, when taken with the aggregate of uncorrected misstatements accumulated during the audit, could exceed materiality. Undetected misstatements could exist because of the presence of sampling risk and nonsampling risk.

## Communication and Correction of Misstatements

.44 The auditor should communicate on a timely basis with the appropriate level of management all misstatements accumulated during the audit. The auditor should request management to correct those misstatements.

.45 Timely communication of misstatements to the appropriate level of management is important because it enables management to evaluate whether the items are misstatements, inform the auditor if they disagree, and take action as necessary. Ordinarily, the appropriate level of management is the one that has responsibility and authority to evaluate the misstatements and take the necessary action.

.46 Law or regulation may restrict the auditor's communication of certain misstatements to management 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 instance of non-compliance or suspected non-compliance with laws or regulations. 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 seeking legal advice.

.47 The correction by management of all misstatements, including those communicated by the auditor, enables management to maintain accurate accounting books and records and reduces the risks of material misstatement of future financial statements because of the cumulative effect of immaterial uncorrected misstatements related to prior periods.

.48 If, at the auditor's request, management has examined a class of transactions, account balance, or disclosure and corrected misstatements that were detected, the auditor should perform additional audit procedures to determine whether misstatements remain.

.49 The auditor may request management to examine a class of transactions, account balance, or disclosure in order for management to understand the cause of a misstatement identified by the auditor; perform procedures to determine the amount of the actual misstatement in the class of transactions, account balance, or disclosure; and make appropriate adjustments to the financial statements. Such a request may be made, for example, based on the auditor's projection of misstatements identified in an audit sample to the entire population from which it was drawn.

.50 The auditor may request management to record an adjustment needed to correct all factual misstatements, including the effect of prior period misstatements, other than those that the auditor believes are clearly trivial.

.51 When the auditor has identified a judgmental misstatement involving differences in estimates, such as a difference in a fair value estimate, the auditor may request management to review the assumptions and methods used in developing management's estimate.

.52 If management refuses to correct some or all of the misstatements communicated by the auditor, the auditor should obtain an understanding of management's reasons for not making the corrections and should take that understanding into account when evaluating whether the financial statements as a whole are free from material misstatement.

.53 AU-C section 700 requires the auditor to evaluate whether the financial statements are prepared, in all material respects, in accordance with the requirements of the applicable financial reporting framework. This evaluation includes consideration of the qualitative aspects of the entity's accounting practices, including indicators of possible bias in management's judgments (see paragraph .15 of AU-C section 700).

.54 AU-C section 580 establishes requirements and provides guidance regarding the auditor's responsibility to obtain written representations in an audit of financial statements from management and, when appropriate, those charged with governance, including representations with respect to uncorrected misstatements.

.55 In accordance with AU-C section 265 identification by the auditor of a material misstatement of the financial statements under audit in circumstances that indicate that the misstatement would not have been detected by the entity's internal control is an indicator of a material weakness.

.56 AU-C section 260 establishes requirements and provides guidance regarding the auditor's responsibility to communicate with those charged with governance, including matters to be communicated by the auditor to those charged with governance, which, among other items, includes uncorrected misstatements.

## Evaluating the Effect of Uncorrected Misstatements

.57 Prior to evaluating the effect of uncorrected misstatements, the auditor should reassess materiality to confirm whether it remains appropriate in the context of the entity's actual financial results.

.58 The auditor's determination of materiality in accordance with AU-C section 320 often is based on estimates of the entity's financial results because the actual financial results may not yet be known. Therefore, prior to the auditor's evaluation of the effect of uncorrected misstatements, it may be necessary to revise materiality determined in accordance with AU-C section 320 based on the actual financial results.

.59 AU-C section 320 explains that, as the audit progresses, materiality for the financial statements as a whole (and, if applicable, the materiality level or levels for particular classes of transactions, account balances, or disclosures) is revised in the event of the auditor becoming aware of information during the audit that would



have caused the auditor to have determined a different amount (or amounts) initially. Thus, any significant revision is likely to have been made before the auditor evaluates the effect of uncorrected misstatements. However, if the auditor's reassessment of materiality determined in accordance with AU-C section 320 gives rise to a lower amount (or amounts), then performance materiality and the appropriateness of the nature, timing, and extent of the further audit procedures are reconsidered in order to obtain sufficient appropriate audit evidence on which to base the audit opinion.

.60 Materiality is determined based on the auditor's understanding of the user needs and expectations. Although user expectations may differ based on inherent uncertainty associated with the measurement of particular items in the financial statements, these expectations have already been considered in the auditor's determination of materiality. For example, the fact that the financial statements include very large provisions with a high degree of estimation uncertainty (for example, provisions for insurance claims in the case of an insurance company; oil rig decommissioning costs in the case of an oil company; or, more generally, legal claims against an entity) may influence the auditor's assessment of what users might consider material. However, after materiality is reassessed, this section requires the auditor to evaluate any misstatements in accordance with that level of materiality, regardless of the degree of inherent uncertainty associated with the measurement of particular items in the financial statements.

.61 The auditor should determine whether uncorrected misstatements are material, individually or in the aggregate. In making this determination, the auditor should consider

- a. the size and nature of the misstatements, both in relation to particular classes of transactions, account balances, or disclosures and the financial statements as a whole, and the particular circumstances of their occurrence and
- b. the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances, or disclosures and the financial statements as a whole.

.62 Each individual misstatement is considered to evaluate its effect on the relevant classes of transactions, account balances, or disclosures, including whether the materiality level for that particular class of transactions, account balance, or disclosure, if any, has been exceeded.

.63 The auditor is required by AU-C section 600 to evaluate the effect on the group audit opinion of any uncorrected misstatement identified by the group engagement team or communicated by the component auditors. Additional guidance regarding uncorrected misstatements in group audits can be found in Q&A sections 8800.18, "Determining Component Materiality," and .23, "Use of Component Materiality When the Component Is Not Reported On Separately" (*Technical Questions and Answers*).

.64 If an individual misstatement is judged to be material, it is unlikely that it can be offset by other misstatements. For example, if revenue has been materially overstated, the financial statements as a whole will be materially misstated, even if the effect of the misstatement on earnings is completely offset by an equivalent overstatement of expenses. It may be appropriate to offset misstatements within the same account balance or class of transactions; however, the risk that further undetected misstatements may exist is considered before concluding that offsetting even immaterial misstatements is appropriate. The auditor may need to reassess the risks of material misstatement for a specific account balance or class of transactions upon identification of a number of immaterial misstatements within that account balance or class of transactions.

.65 Determining whether a classification misstatement is material involves the evaluation of qualitative considerations, such as the effect of the classification misstatement on debt or other contractual covenants, the effect on individual line items or subtotals, or the effect on key ratios. Circumstances may exist in which the auditor concludes that a classification misstatement is not material in the context of the financial statements as a whole, even though it may exceed the materiality level or levels applied in evaluating other misstatements. For example, a misclassification between balance sheet line items may not be considered material in the context of the financial statements as a whole when the amount of the misclassification is small in relation to the size of the related balance sheet line items and the misclassification does not affect the income statement or any key ratios.

.66 The circumstances related to some misstatements may cause the auditor to evaluate them as material, individually or when considered together with other misstatements accumulated during the audit, even if they are lower than materiality for the financial statements as a whole. Circumstances that may affect the evaluation include the extent to which the misstatement

- affects compliance with regulatory requirements.
- affects compliance with debt covenants or other contractual requirements.
- relates to the incorrect selection or application of an accounting policy that has an immaterial effect on the current period's financial statements but is likely to have a material effect on future periods' financial statements.
- masks a change in earnings or other trends, especially in the context of general economic and industry conditions.
- affects ratios used to evaluate the entity's financial position, results of operations, or cash flows.
- affects segment information presented in the financial statements (for example, the significance of the matter to a segment or other portion of the entity's business that has been identified as playing a significant role in the entity's operations or profitability).
- has the effect of increasing management compensation (for example, by ensuring that the requirements for the award of bonuses or other incentives are satisfied).
- is significant with regard to the auditor's understanding of known previous communications to users (for example, regarding forecast earnings).
- relates to items involving particular parties (for example, whether external parties to the transaction are related to members of the entity's management).
- is an omission of information not specifically required by the applicable financial reporting framework but that, in the professional judgment of the auditor, is important to the users' understanding of the financial position, financial performance, or cash flows of the entity.
- affects other information that will be communicated in documents containing the audited financial statements (for example, information to be included in a "Management Discussion and Analysis" or an "Operating and Financial Review") that may reasonably be expected to influence the economic decisions of the users of the financial statements. AU-C section 720 addresses the auditor's consideration of other information, on which the auditor has no obligation to report, in documents containing audited financial statements.
- is a misclassification between certain account balances affecting items disclosed separately in the financial statements (for example, misclassification between operating and nonoperating income or recurring and nonrecurring income items or a misclassification between restricted and unrestricted resources in a not-for-profit entity).
- offsets effects of individually significant but different misstatements.
- is currently immaterial and likely to have a material effect in future periods because of a cumulative effect, for example, that builds over several periods.
- is too costly to correct. It may not be cost beneficial for the client to develop a system to calculate a basis to record the effect of an immaterial misstatement. On the other hand, if management appears to have developed a system to calculate an amount that represents an immaterial misstatement, it may reflect a motivation of management.
- represents a risk that possible additional undetected misstatements would affect the auditor's evaluation.
- changes a loss into income or vice versa.
- heightens the sensitivity of the circumstances surrounding the misstatement (for example, the implications of misstatements involving fraud and possible instances of non-compliance with laws or regulations, violations of contractual provisions, and conflicts of interest).

- has a significant effect relative to reasonable user needs (for example, [a] earnings to investors and the equity amounts to creditors, [b] the magnifying effects of a misstatement on the calculation of purchase price in a transfer of interests [buy-sell agreement], and [c] the effect of misstatements of earnings when contrasted with expectations).
- relates to the definitive character of the misstatement (for example, the precision of an error that is objectively determinable as contrasted with a misstatement that unavoidably involves a degree of subjectivity through estimation, allocation, or uncertainty).
- indicates the motivation of management (for example, [a] an indication of a possible pattern of bias by management when developing and accumulating accounting estimates, [b] a misstatement precipitated by management's continued unwillingness to correct weaknesses in the financial reporting process, or [c] an intentional decision not to follow the applicable financial reporting framework).

These circumstances are only examples—not all are likely to be present in all audits nor is the list necessarily complete. The existence of any circumstances such as these does not necessarily lead to a conclusion that the misstatement is material.

.67 AU-C section 240 explains how the implications of a misstatement that is, or may be, the result of fraud are required to be considered with regard to other aspects of the audit, even if the size of the misstatement is not material in relation to the financial statements.

.68 The cumulative effect of immaterial uncorrected misstatements related to prior periods may have a material effect on the current period's financial statements. Different acceptable approaches to the auditor's evaluation of such uncorrected misstatements on the current period's financial statements are available. Using the same evaluation approach provides consistency from period to period.

.69 Often overlooked is the consideration of misstatements detected in the prior year that affect the current year. For example, assume last year's aggregation of uncorrected misstatements included an item representing an overstatement of prepaid insurance and an understatement of insurance expense. This item would be included in the current year's aggregation of uncorrected misstatements because it affects the current year's insurance expense. Therefore, the auditor may review the prior year's aggregation of uncorrected misstatements for any items that may have an effect on the current year's financial statements.

## Summarizing Misstatements

.70 Most firms prepare a summary of the uncorrected misstatements identified during the audit. This summary may be called the "Summary of Misstatements" or the "Summary of Possible Journal Entries" or other names. The summary presents known, likely, and prior period misstatements separately. The summary is used in evaluating the effect of uncorrected misstatements on the financial statements at the end of the audit.

.71 Some firms establish a predetermined dollar threshold below which misstatements need not be accumulated. This amount may be set so that any such misstatements, either individually, or when aggregated with other such misstatements, would not be material to the financial statements after the possibility of further undetected misstatements is considered.

## Documentation

.72 The auditor should include in the audit documentation the following:

- a. The amount below which misstatements would be regarded as clearly trivial
- b. All misstatements accumulated during the audit and whether they have been corrected
- c. The auditor's conclusion about whether uncorrected misstatements are material, individually or in aggregate, and the basis for that conclusion

- .73 The auditor's documentation of uncorrected misstatements may take into account the following:
- a.* The consideration of the aggregate effect of uncorrected misstatements
  - b.* The evaluation of whether the materiality level or levels for particular classes of transactions, account balances, or disclosures, if any, have been exceeded
  - c.* The evaluation of the effect of uncorrected misstatements on key ratios or trends and compliance with legal, regulatory, and contractual requirements (for example, debt covenants)

# AAM Section 3145

## *Fraud*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 200, *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance With Generally Accepted Auditing Standards*
- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 260, *The Auditor's Communication With Those Charged With Governance*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 450, *Evaluation of Misstatements Identified During the Audit*
- AU-C section 540, *Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures*
- AU-C section 580, *Written Representations*
- AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*

### General

.01 According to paragraph .12 of AU-C section 200, the overall objectives of the auditor, in conducting an audit of financial statements, are to

- a. obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, thereby enabling the auditor to express an opinion on whether the financial statements are presented fairly, in all material respects, in accordance with an applicable financial reporting framework; and
- b. report on the financial statements, and communicate as required by generally accepted auditing standards (GAAS), in accordance with the auditor's findings.

.02 An auditor's responsibilities relating to fraud are stated within the context of materiality to the financial statements as a whole. An auditor is not responsible for detecting fraud per se, but for obtaining reasonable assurance that material misstatements due to fraud are detected. An auditor is not responsible for detecting immaterial misstatements caused by fraud.

.03 AU-C section 240 addresses the auditor's responsibilities relating to fraud in an audit of financial statements. Specifically, AU-C section 240 expands how AU-C sections 315 and 330 are to be applied regarding risks of material misstatement due to fraud.

.04 AU-C section 240 describes a process in which the auditor

- maintains professional skepticism,
- discusses the risks of material misstatements due to fraud with key engagement team members, including the engagement partner,
- gathers information needed to identify risks of material misstatement due to fraud,

- identifies the risks of material misstatement due to fraud,
- assesses the identified risks of material misstatement due to fraud after understanding the entity's related controls, including control activities, relevant to such risks,
- responds to the assessed risks of material misstatement due to fraud,
- evaluates audit evidence,
- communicates about fraud to management and those charged with governance, regulators, and others, and
- documents the auditor's understanding of the entity and its environment, the auditor's consideration of fraud, and communications about fraud to management, those charged with governance, regulators, and others.

.05 An auditor conducting an audit in accordance with GAAS is responsible for obtaining reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether caused by fraud or error. Accordingly, the auditor is primarily concerned with fraud that causes a material misstatement of the financial statements. However, in conducting the audit, the auditor may identify misstatements arising from fraud that are not material to the financial statements. Paragraphs .35-.36 and .39-.42 of AU-C section 240 address the auditor's responsibilities in such circumstances in evaluating audit evidence and in communicating audit findings, respectively.

.06 Intent is often difficult to determine, particularly in matters involving accounting estimates and the application of accounting principles. For example, unreasonable accounting estimates may be unintentional or may be the result of an intentional attempt to misstate the financial statements. Although an audit is not designed to determine intent, the auditor's objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error.

.07 According to AU-C section 240, the objectives of the auditor are to

- a. identify and assess the risks of material misstatement of the financial statements due to fraud;
- b. obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses; and
- c. respond appropriately to fraud or suspected fraud identified during the audit.

.08 Even though some requirements and guidance set forth in AU-C section 240 are presented in a manner that suggests a sequential audit process, auditing, in fact, involves a continuous process of gathering, updating, and analyzing information throughout the audit. Accordingly, the sequence of the requirements and guidance in AU-C section 240 may be implemented differently among audit engagements.

## Description and Characteristics of Fraud

.09 The distinguishing factor between fraud and error is whether the underlying action that results in the misstatement of the financial statements is intentional or unintentional. Paragraph .11 of AU-C section 240 defines fraud as [a]n intentional act by one or more individuals among management, those charged with governance, employees, or third parties, involving the use of deception that results in a misstatement in financial statements that are the subject of an audit.

.10 Although fraud is a broad legal concept, for the purposes of GAAS, the auditor is primarily concerned with fraud that causes a material misstatement in the financial statements. Two types of intentional misstatements are relevant to the auditor—misstatements resulting from fraudulent financial reporting and misstatements resulting from misappropriation of assets. Although the auditor may suspect or, in rare cases, identify the occurrence of fraud, the auditor does not make legal determinations of whether fraud has actually occurred.

.11 Fraud, whether fraudulent financial reporting or misappropriation of assets, involves incentive or pressure to commit fraud, a perceived opportunity to do so, and some rationalization of the act, as follows:

- Incentive or pressure to commit fraudulent financial reporting may exist when management is under pressure, from sources outside or inside the entity, to achieve an expected (and perhaps, unrealistic) earnings target or financial outcome—particularly because the consequences to management for failing to meet financial goals can be significant. Similarly, individuals may have an incentive to misappropriate assets (for example, because the individuals are living beyond their means).
- A perceived opportunity to commit fraud may exist when an individual believes internal control can be overridden (for example, because the individual is in a position of trust or has knowledge of specific deficiencies in internal control).
- Individuals may be able to rationalize committing a fraudulent act. Some individuals possess an attitude, character, or set of ethical values that allow them knowingly and intentionally to commit a dishonest act. However, even otherwise honest individuals can commit fraud in an environment that imposes sufficient pressure on them.

### Misstatements Arising From Fraudulent Financial Reporting

.12 Fraudulent financial reporting involves intentional misstatements, including omissions of amounts or disclosures in financial statements to deceive financial statement users. It can be caused by the efforts of management to manage earnings in order to deceive financial statement users by influencing their perceptions about the entity's performance and profitability. Such earnings management may start out with small actions or inappropriate adjustment of assumptions and changes in judgments by management. Pressures and incentives may lead these actions to increase to the extent that they result in fraudulent financial reporting. Such a situation could occur when, due to pressures to meet expectations or a desire to maximize compensation based on performance, management intentionally takes positions that lead to fraudulent financial reporting by materially misstating the financial statements. In some entities, management may be motivated to reduce earnings by a material amount to minimize tax or to inflate earnings to secure bank financing.

.13 Fraudulent financial reporting may be accomplished by the following:

- Manipulation, falsification (including forgery), or alteration of accounting records or supporting documentation from which the financial statements are prepared
- Misrepresentation in, or intentional omission from, the financial statements of events, transactions, or other significant information
- Intentional misapplication of accounting principles relating to amounts, classification, manner of presentation, or disclosure

.14 Fraudulent financial reporting often involves management override of controls that otherwise may appear to be operating effectively. Fraud can be committed by management overriding controls using such techniques as the following:

- Recording fictitious journal entries, particularly close to the end of an accounting period, to manipulate operating results or achieve other objectives
- Inappropriately adjusting assumptions and changing judgments used to estimate account balances
- Omitting, advancing, or delaying recognition in the financial statements of events and transactions that have occurred during the reporting period
- Concealing, or not disclosing, facts that could affect the amounts recorded in the financial statements
- Engaging in complex transactions that are structured to misrepresent the financial position or financial performance of the entity
- Altering records and terms related to significant and unusual transactions

## Misstatements Arising From Misappropriation of Assets

.15 Misappropriation of assets involves the theft of an entity's assets and is often perpetrated by employees in relatively small and immaterial amounts. However, it can also involve management, who is usually better able to disguise or conceal misappropriations in ways that are difficult to detect. Misappropriation of assets can be accomplished in a variety of ways including the following:

- Embezzling receipts (for example, misappropriating collections on accounts receivable or diverting receipts from written-off accounts to personal bank accounts)
- Stealing physical assets or intellectual property (for example, stealing inventory for personal use or for sale, stealing scrap for resale, or colluding with a competitor by disclosing technological data in return for payment)
- Causing an entity to pay for goods and services not received (for example, payments to fictitious vendors, kickbacks paid by vendors to the entity's purchasing agents in return for approving payment at inflated prices, or payments to fictitious employees)
- Using an entity's assets for personal use (for example, using the entity's assets as collateral for a personal loan or a loan to a related party)

Misappropriation of assets is often accompanied by false or misleading records or documents in order to conceal the fact that the assets are missing or have been pledged without proper authorization.

## Responsibility for the Prevention and Detection of Fraud

.16 The primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management. It is important that management, with the oversight of those charged with governance, places a strong emphasis on fraud prevention, which may reduce opportunities for fraud to take place, and fraud deterrence, which could persuade individuals not to commit fraud because of the likelihood of detection and punishment. This involves a commitment to creating a culture of honesty and ethical behavior, which can be reinforced by active oversight by those charged with governance. Oversight by those charged with governance includes considering the potential for override of controls or other inappropriate influence over the financial reporting process, such as efforts by management to manage earnings in order to influence the perceptions of financial statement users regarding the entity's performance and profitability.

## Responsibilities of the Auditor

.17 An auditor conducting an audit in accordance with GAAS is responsible for obtaining reasonable assurance that the financial statements as a whole are free from material misstatement, whether caused by fraud or error. Due to the inherent limitations of an audit, an unavoidable risk exists that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with GAAS.

.18 As described in AU-C section 200 the potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud.

.19 The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting one resulting from error. This is because fraud may involve sophisticated and carefully organized schemes designed to conceal it, such as forgery, deliberate failure to record transactions, or intentional misrepresentations being made to the auditor. Such attempts at concealment may be even more difficult to detect when accompanied by collusion. Collusion may cause the auditor to believe that audit evidence is persuasive when it is, in fact, false. The auditor's ability to detect a fraud depends on factors such as the skillfulness of the perpetrator, the frequency and extent of manipulation, the degree of collusion involved, the relative size of individual amounts manipulated, and the seniority of those individuals involved. Although the auditor may be able to identify potential opportunities for fraud to be perpetrated, it is difficult for the auditor to determine whether misstatements in judgment areas, such as accounting estimates, are caused by fraud or error.



.20 Furthermore, the risk of the auditor not detecting a material misstatement resulting from management fraud is greater than for employee fraud because management is frequently in a position to directly or indirectly manipulate accounting records, present fraudulent financial information, or override control procedures designed to prevent similar frauds by other employees.

.21 When obtaining reasonable assurance, the auditor is responsible for maintaining professional skepticism throughout the audit, considering the potential for management override of controls, and recognizing the fact that audit procedures that are effective for detecting error may not be effective in detecting fraud. The requirements in this section are designed to assist the auditor in identifying and assessing the risks of material misstatement due to fraud and in designing procedures to detect such misstatement.

## Auditor Requirements

### Professional Skepticism

.22 In accordance with AU-C section 200, the auditor should maintain professional skepticism throughout the audit, recognizing the possibility that a material misstatement due to fraud could exist, notwithstanding the auditor's past experience of the honesty and integrity of the entity's management and those charged with governance.

.23 Maintaining professional skepticism requires an ongoing questioning of whether the information and audit evidence obtained suggests that a material misstatement due to fraud may exist. It includes considering the reliability of the information to be used as audit evidence and the controls over its preparation and maintenance when relevant. Due to the characteristics of fraud, the auditor's professional skepticism is particularly important when considering the risks of material misstatement due to fraud.

.24 Although the auditor cannot be expected to disregard past experience of the honesty and integrity of the entity's management and those charged with governance, the auditor's professional skepticism is particularly important in considering the risks of material misstatement due to fraud because there may have been changes in circumstances.

.25 Unless the auditor has reason to believe the contrary, the auditor may accept records and documents as genuine. If conditions identified during the audit cause the auditor to believe that a document may not be authentic or that terms in a document have been modified but not disclosed to the auditor, the auditor should investigate further.

.26 An audit performed in accordance with GAAS rarely involves the authentication of documents, nor is the auditor trained as, or expected to be, an expert in such authentication. However, when the auditor identifies conditions that cause the auditor to believe that a document may not be authentic, that terms in a document have been modified but not disclosed to the auditor, or that undisclosed side agreements may exist, possible procedures to investigate further may include

- confirming directly with the third party.
- using the work of a specialist to assess the document's authenticity.

.27 The following are examples of circumstances that may indicate the possibility that the financial statements may contain a material misstatement resulting from fraud:

- Discrepancies in the accounting records, including the following:
  - Transactions that are not recorded in a complete or timely manner or are improperly recorded by amount, accounting period, classification, or entity policy
  - Unsupported or unauthorized balances or transactions
  - Last minute adjustments that significantly affect financial results

- Evidence of employees' access to systems and records inconsistent with that necessary to perform their authorized duties
- Tips or complaints to the auditor about alleged fraud
- Conflicting or missing evidence, including the following:
  - Missing documents
  - Documents that appear to have been altered
  - Unavailability of other than photocopied or electronically transmitted documents when documents in original form are expected to exist
  - Significant unexplained items on reconciliations
  - Unusual balance sheet changes, or changes in trends or important financial statement ratios or relationships; for example, receivables growing faster than revenues
  - Inconsistent, vague, or implausible responses from management or employees arising from inquiries or analytical procedures
  - Unusual discrepancies between the entity's records and confirmation replies
  - Large numbers of credit entries and other adjustments made to accounts receivable records
  - Unexplained or inadequately explained differences between the accounts receivable sub-ledger and the control account, or between the customer statements and the accounts receivable subledger
  - Missing or nonexistent cancelled checks in circumstances in which cancelled checks are ordinarily returned to the entity with the bank statement
  - Missing inventory or physical assets of significant magnitude
  - Unavailable or missing electronic evidence, inconsistent with the entity's record retention practices or policies
  - Fewer responses to confirmations than anticipated or a greater number of responses than anticipated
  - Inability to produce evidence of key systems development and program change testing and implementation activities for current-year system changes and deployments
- Conditions relating to governmental entities or not-for-profit organizations:
  - Significant transfers or transactions between funds or programs, or both, lacking supporting documents
  - Abnormal budget conditions, such as the following:
    - Significant budget adjustments
    - Requests for additional funding
    - Budget adjustments made without approval
    - Large amounts of over-or-under spending
    - Programs with an emphasis on spending money quickly
  - Procurement conditions, such as the following:
    - Lack of procurement legislation
    - Recent changes to procurement legislation
    - Complex or unclear legislation

- Involvement of significant monetary amounts (such as in the defense area)
- Investigation by regulatory authorities
- Complaints received from potential suppliers about questionable practices related to awarding of contracts
- Former governmental officials functioning as executives of companies to which contracts have been awarded
- Program conditions, such as the following:
  - Newly implemented programs without existing management and accountability structures
  - Programs established for political purposes
  - Programs established to deal with an immediate emergency or crisis
  - Programs experiencing unusual growth due to conditions beyond the control of management
- Grant and donor funding conditions, such as the following:
  - Non-compliance with grant requirements
  - Unclear grant requirements
  - Grants not reaching the intended recipient
  - Complaints from intended recipients or interest groups, and lack of monitoring of grantee compliance with applicable law or regulation
- Problematic or unusual relationships between the auditor and management, including the following:
  - Denial of access to records, facilities, certain employees, customers, vendors, or others from whom audit evidence might be sought
  - Undue time pressures imposed by management to resolve complex or contentious issues
  - Complaints by management about the conduct of the audit or management intimidation of engagement team members, particularly in connection with the auditor's critical assessment of audit evidence or in the resolution of potential disagreements with management
  - Unusual delays by the entity in providing requested information
  - Unwillingness to facilitate auditor access to key electronic files for testing through the use of computer-assisted audit techniques
  - Denial of access to key IT operations staff and facilities, including security, operations, and systems development personnel
  - An unwillingness to add or revise disclosures in the financial statements to make them more complete and understandable
  - An unwillingness to address identified deficiencies in internal control on a timely basis
- Other circumstances, including the following:
  - Unwillingness by management to permit the auditor to meet privately with those charged with governance
  - Accounting policies that appear to be at variance with industry norms
  - Frequent changes in accounting estimates that do not appear to result from changed circumstances
  - Tolerance of violations of the entity's code of conduct

.28 When responses to inquiries of management, those charged with governance, or others are inconsistent or otherwise unsatisfactory (for example, vague or implausible), the auditor should further investigate the inconsistencies or unsatisfactory responses.

## Discussion Among the Engagement Team

.29 AU-C section 315 requires a discussion among the key engagement team members, including the engagement partner, and a determination by the engagement partner of which matters are to be communicated to those team members not involved in the discussion. This discussion should include an exchange of ideas or brainstorming among the engagement team members about how and where the entity's financial statements might be susceptible to material misstatement due to fraud, how management could perpetrate and conceal fraudulent financial reporting, and how assets of the entity could be misappropriated. The discussion should occur setting aside beliefs that the engagement team members may have that management and those charged with governance are honest and have integrity, and should, in particular, also address

- a. known external and internal factors affecting the entity that may create an incentive or pressure for management or others to commit fraud, provide the opportunity for fraud to be perpetrated, and indicate a culture or environment that enables management or others to rationalize committing fraud;
- b. the risk of management override of controls;
- c. consideration of circumstances that might be indicative of earnings management or manipulation of other financial measures and the practices that might be followed by management to manage earnings or other financial measures that could lead to fraudulent financial reporting;
- d. the importance of maintaining professional skepticism throughout the audit regarding the potential for material misstatement due to fraud; and
- e. how the auditor might respond to the susceptibility of the entity's financial statements to material misstatement due to fraud.

Communication among the engagement team members about the risks of material misstatement due to fraud should continue throughout the audit, particularly upon discovery of new facts during the audit.

.30 Discussing the susceptibility of the entity's financial statements to material misstatement due to fraud with the engagement team

- provides an opportunity for more experienced engagement team members to share their insights about how and where the financial statements may be susceptible to material misstatement due to fraud.
- enables the auditor to consider an appropriate response to such susceptibility and to determine which members of the engagement team will conduct certain audit procedures.
- permits the auditor to determine how the results of audit procedures will be shared among the engagement team and how to deal with any allegations of fraud that may come to the auditor's attention during the audit.

.31 The discussion may lead to a thorough probing of the issues, acquiring of additional evidence as necessary, and consulting with other team members and, if appropriate, specialists in or outside the firm. The discussion may include the following matters:

- A consideration of management's involvement in overseeing employees with access to cash or other assets susceptible to misappropriation
- A consideration of any unusual or unexplained changes in behavior or lifestyle of management or employees that have come to the attention of the engagement team
- A consideration of the types of circumstances that, if encountered, might indicate the possibility of fraud

- A consideration of how an element of unpredictability will be incorporated into the nature, timing, and extent of the audit procedures to be performed
- A consideration of the audit procedures that might be selected to respond to the susceptibility of the entity's financial statements to material misstatement due to fraud and whether certain types of audit procedures are more effective than others
- A consideration of any allegations of fraud that have come to the auditor's attention

A number of factors may influence the extent of the discussion and how it may occur. For example, if the audit involves more than one location, there could be multiple discussions with team members in differing locations. Another factor in planning the discussions is whether to include specialists assigned to the audit team.

.32 As previously noted in section 3120, "Obtaining an Understanding of the Entity and Its Environment," the brainstorming session to discuss the entity's susceptibility to material misstatements due to fraud could be held concurrently with the brainstorming session to discuss the potential of the risks of material misstatement that is required under AU-C section 315.

## Risk Assessment Procedures and Related Activities

.33 When performing risk assessment procedures and related activities to obtain an understanding of the entity and its environment, including the entity's internal control, required by AU-C section 315, the auditor should perform the procedures in paragraphs .17–.24 of AU-C section 315 to obtain information for use in identifying the risks of material misstatement due to fraud.

### *Discussions With Management and Others Within the Entity*

- .34 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, including the nature, extent, and frequency of such assessments;
  - b. management's process for identifying, responding to, and monitoring the risks of fraud in the entity, including any specific risks of fraud that management has identified or that have been brought to its attention, or classes of transactions, account balances, 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.

.35 Management accepts responsibility for the entity's internal control and for the preparation and fair presentation of the entity's financial statements. Accordingly, it is appropriate for the auditor to make inquiries of management regarding management's own assessment of the risk of fraud and the controls in place to prevent and detect it. The nature, extent, and frequency of management's assessment of such risk and controls may vary from entity to entity. In some entities, management may make detailed assessments on an annual basis or as part of continuous monitoring. In other entities, management's assessment may be less structured and less frequent. The nature, extent, and frequency of management's assessment are relevant to the auditor's understanding of the entity's control environment. For example, the fact that management has not made an assessment of the risk of fraud may, in some circumstances, be indicative of the lack of importance that management places on internal control.

.36 *Considerations specific to smaller, less complex entities.* In some entities, particularly smaller entities, the focus of management's assessment may be on the risks of employee fraud or misappropriation of assets.

.37 In the case of entities with multiple locations, management's processes may include different levels of monitoring of operating locations or business segments. Management may also have identified particular operating locations or business segments for which a risk of fraud may be more likely to exist.

.38 The auditor should make inquiries of management, and others within the entity as appropriate, to determine whether they have knowledge of any actual, suspected, or alleged fraud affecting the entity.

.39 Inquiries of management and others within the entity are generally most effective when they involve an in-person discussion. The auditor may also determine it useful to provide the interviewee with specific questions and obtain written responses in advance of the discussion.

.40 The auditor's inquiries of management may provide useful information concerning the risks of material misstatements in the financial statements resulting from employee fraud. However, such inquiries are unlikely to provide useful information regarding the risks of material misstatement in the financial statements resulting from management fraud. Making inquiries of others within the entity, in addition to management, may provide individuals with an opportunity to convey information to the auditor that may not otherwise be communicated. It may be useful in providing the auditor with a perspective that is different from that of individuals in the financial reporting process. The responses to these other inquiries might serve to corroborate responses received from management or, alternatively, might provide information regarding the possibility of management override of controls. The auditor may also obtain information about how effectively management has communicated standards of ethical behavior throughout the organization.

.41 Examples of others within the entity to whom the auditor may direct inquiries about the existence or suspicion of fraud include the following:

- Operating personnel not directly involved in the financial reporting process
- Employees with different levels of authority
- Employees involved in initiating, processing, or recording complex or unusual transactions and those who supervise or monitor such employees
- In-house legal counsel
- Chief ethics officer or equivalent person
- The person or persons charged with dealing with allegations of fraud

.42 Management is often in the best position to perpetrate fraud. Accordingly, when evaluating management's responses to inquiries with professional skepticism, the auditor may judge it necessary to corroborate responses to inquiries with other information.

.43 For those entities that have an internal audit function, the auditor should make inquiries of internal audit to obtain its views about the risks of fraud; determine whether it has knowledge of any actual, suspected, or alleged fraud affecting the entity; whether it has performed any procedures to identify or detect fraud during the year; and whether management has satisfactorily responded to any findings resulting from these procedures.

### *Those Charged With Governance*

.44 Unless all of those charged with governance are involved in managing the entity, the auditor should obtain an understanding of how those charged with governance exercise oversight of management's processes for identifying and responding to the risks of fraud in the entity and the internal control that management has established to mitigate these risks.

.45 Those charged with governance of an entity oversee the entity's systems for monitoring risk, financial control, and compliance with the law. In some circumstances, governance practices are well developed, and those charged with governance play an active role in oversight of the entity's assessment of the risks of fraud and of the relevant internal control. Because the responsibilities of those charged with governance and

management may vary by entity, it is important that the auditor understands the respective responsibilities of those charged with governance and management to enable the auditor to obtain an understanding of the oversight exercised by the appropriate individuals.

.46 An understanding of the oversight exercised by those charged with governance may provide insights regarding the susceptibility of the entity to management fraud, the adequacy of internal control over risks of fraud, and the competency and integrity of management. The auditor may obtain this understanding in a number of ways, such as by attending meetings during which such discussions take place, reading the minutes from such meetings, or making inquiries of those charged with governance.

.47 *Considerations specific to smaller, less complex entities.* In some cases, all of those charged with governance are involved in managing the entity. This may be the case in a small entity in which a single owner manages the entity, and no one else has a governance role. In these cases, ordinarily, no action exists on the part of the auditor because no oversight exists separate from management.

.48 Unless all of those charged with governance are involved in managing the entity, the auditor should make inquiries of those charged with governance (or the audit committee or, at least, its chair) to determine their views about the risks of fraud and whether they have knowledge of any actual, suspected, or alleged fraud affecting the entity. These inquiries are made, in part, to corroborate the responses received from the inquiries of management.

### ***Unusual or Unexpected Relationships Identified***

.49 Based on analytical procedures performed as part of risk assessment procedures, the auditor should evaluate whether unusual or unexpected relationships that have been identified indicate risks of material misstatement due to fraud. To the extent not already included, the analytical procedures, and evaluation thereof, should include procedures relating to revenue accounts.

.50 Analytical procedures may include data analysis techniques ranging from a high-level review of data patterns, relationships, and trends to highly sophisticated, computer-assisted investigation of detailed transactions using electronic tools, such as data mining, business intelligence, and file query tools. The degree of reliance that can be placed on such techniques is a function primarily of the source (for example, financial, nonfinancial), completeness and reliability of the data, the level of disaggregation, and the nature of the analysis.

.51 Analytical procedures relating to revenue that are performed with the objective of identifying unusual or unexpected relationships that may indicate a material misstatement due to fraudulent financial reporting may include

- a. a comparison of sales volume, as determined from recorded revenue amounts, with production capacity. An excess of sales volume over production capacity may be indicative of recording fictitious sales.
- b. a trend analysis of revenues by month and sales returns by month, during and shortly after the reporting period. This may indicate the existence of undisclosed side agreements with customers involving the return of goods, which, if known, would preclude revenue recognition.
- c. a trend analysis of sales by month compared with units shipped. This may identify a material misstatement of recorded revenues.

.52 Analytical procedures performed during planning may be helpful in identifying the risks of material misstatement due to fraud. However, if such analytical procedures use data aggregated at a high level, generally the results of those analytical procedures provide only a broad initial indication about whether a material misstatement of the financial statements may exist. Accordingly, the results of analytical procedures performed during planning may be considered along with other information gathered by the auditor in identifying the risks of material misstatement due to fraud.

### *Other Information*

.53 The auditor should consider whether other information obtained by the auditor indicates risks of material misstatement due to fraud.

.54 In addition to information obtained from applying analytical procedures, other information obtained about the entity and its environment may be helpful in identifying the risks of material misstatement due to fraud. The discussion among team members may provide information that is helpful in identifying such risks. In addition, information obtained from the auditor's client acceptance and retention processes, and experience gained on other engagements performed for the entity, for example, engagements to review interim financial information, may be relevant in the identification of the risks of material misstatement due to fraud.

### *Evaluation of Fraud Risk Factors*

.55 The auditor should evaluate whether the information obtained from the risk assessment procedures and related activities performed indicates that one or more fraud risk factors are present. Although fraud risk factors may not necessarily indicate the existence of fraud, they have often been present in circumstances in which frauds have occurred and, therefore, may indicate risks of material misstatement due to fraud.

.56 The fact that fraud is usually concealed can make it very difficult to detect. Nevertheless, the auditor may identify events or conditions that indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud (fraud risk factors), such as the following:

- The need to meet expectations of third parties to obtain additional equity financing may create pressure to commit fraud.
- The granting of significant bonuses if unrealistic profit targets are met may create an incentive to commit fraud.
- A control environment that is not effective may create an opportunity to commit fraud.

.57 Fraud risk factors cannot easily be ranked in order of importance. The significance of fraud risk factors varies widely. Some of these factors will be present in entities in which the specific conditions do not present risks of material misstatement. Accordingly, the determination of whether a fraud risk factor is present and whether it is to be considered in assessing the risks of material misstatement of the financial statements due to fraud requires the exercise of professional judgment.

.58 Fraud risk factors are events or conditions that indicate an incentive or pressure to perpetrate fraud, provide an opportunity to commit fraud, or indicate attitudes or rationalizations to justify a fraudulent action.

.59 Examples of fraud risk factors related to fraudulent financial reporting and misappropriation of assets are presented in the following two paragraphs. These illustrative risk factors are classified based on the three conditions that are generally present when fraud exists:

- An incentive or pressure to commit fraud
- A perceived opportunity to commit fraud
- An ability to rationalize the fraudulent action

The inability to observe one or more of these conditions does not necessarily mean that no risk of material misstatement due to fraud exists.

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Risk factors reflective of an attitude that permits rationalization of the fraudulent action may not be susceptible to observation by the auditor. Nevertheless, the auditor may become aware of the existence of such information. Although the fraud risk factors described in the following two paragraphs cover a broad range of situations that may be faced by auditors, they are only examples and other risk factors may exist.



*Risk Factors Relating to Misstatements Arising From Fraudulent Financial Reporting*

.61 The following are examples of risk factors relating to misstatements arising from fraudulent financial reporting.

*Incentives and Pressures*

.62 Financial stability or profitability is threatened by economic, industry, or entity operating conditions, such as (or as indicated by) the following:

- High degree of competition or market saturation, accompanied by declining margins
- High vulnerability to rapid changes, such as changes in technology, product obsolescence, or interest rates
- Significant declines in customer demand and increasing business failures in either the industry or overall economy
- Operating losses making the threat of bankruptcy, foreclosure, or hostile takeover imminent
- Recurring negative cash flows from operations or an inability to generate cash flows from operations while reporting earnings and earnings growth
- Rapid growth or unusual profitability especially compared to that of other companies in the same industry
- New accounting, statutory, or regulatory requirements

.63 Excessive pressure exists for management to meet the requirements or expectations of third parties due to the following:

- Profitability or trend level expectations of investment analysts, institutional investors, significant creditors, or other external parties (particularly expectations that are unduly aggressive or unrealistic), including expectations created by management in, for example, overly optimistic press releases or annual report messages
- Need to obtain additional debt or equity financing to stay competitive—including financing of major research and development or capital expenditures
- Marginal ability to meet exchange listing requirements or debt repayment or other debt covenant requirements
- Perceived or real adverse effects of reporting poor financial results on significant pending transactions, such as business combinations or contract awards
- A need to achieve financial targets required in bond covenants
- Pressure for management to meet the expectations of legislative or oversight bodies or to achieve political outcomes, or both

.64 Information available indicates that the personal financial situation of management or those charged with governance is threatened by the entity's financial performance arising from the following:

- Significant financial interests in the entity
- Significant portions of their compensation (for example, bonuses, stock options, and earn-out arrangements) being contingent upon achieving aggressive targets for stock price, operating results, financial position, or cash flow<sup>1</sup>
- Personal guarantees of debts of the entity

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<sup>1</sup> Management incentive plans may be contingent upon achieving targets relating only to certain accounts or selected activities of the entity, even though the related accounts or activities may not be material to the entity as a whole.

.65 Management or operating personnel are under excessive pressure to meet financial targets established by those charged with governance, including sales or profitability incentive goals.

### *Opportunities*

.66 The nature of the industry or the entity's operations provides opportunities to engage in fraudulent financial reporting that can arise from the following:

- Significant related party transactions not in the ordinary course of business or with related entities not audited or audited by another firm
- A strong financial presence or ability to dominate a certain industry sector that allows the entity to dictate terms or conditions to suppliers or customers that may result in inappropriate or non-arm's-length transactions
- Assets, liabilities, revenues, or expenses based on significant estimates that involve subjective judgments or uncertainties that are difficult to corroborate
- Significant, unusual, or highly complex transactions, especially those close to period end that pose difficult "substance over form" questions
- Significant operations located or conducted across jurisdictional borders where differing business environments and regulations exist
- Use of business intermediaries for which there appears to be no clear business justification
- Significant bank accounts or subsidiary or branch operations in tax-haven jurisdictions for which there appears to be no clear business justification

.67 The monitoring of management is not effective as a result of the following:

- Domination of management by a single person or small group (in a non-owner-managed business) without compensating controls
- Oversight by those charged with governance over the financial reporting process and internal control is not effective

.68 The organizational structure is complex or unstable, as evidenced by the following:

- Difficulty in determining the organization or individuals that have controlling interest in the entity
- Overly complex organizational structure involving unusual legal entities or managerial lines of authority
- High turnover of senior management, legal counsel, or those charged with governance

.69 Internal control components are deficient as a result of the following:

- Inadequate monitoring of controls, including automated controls and controls over interim financial reporting (when external reporting is required)
- High turnover rates or employment of accounting, internal audit, or IT staff who are not effective
- Accounting and information systems that are not effective, including situations involving significant deficiencies or material weaknesses in internal control
- Weak controls over budget preparation and development and compliance with law or regulation

### *Attitudes and Rationalizations*

- Communication, implementation, support, or enforcement of the entity's values or ethical standards by management, or the communication of inappropriate values or ethical standards that are not effective

- Nonfinancial management's excessive participation in or preoccupation with the selection of accounting policies or the determination of significant estimates
- Known history of violations of securities law or other law or regulation, or claims against the entity, its senior management, or those charged with governance alleging fraud or violations of law or regulation
- Excessive interest by management in maintaining or increasing the entity's stock price or earnings trend
- The practice by management of committing to analysts, creditors, and other third parties to achieve aggressive or unrealistic forecasts
- Management failing to remedy known significant deficiencies or material weaknesses in internal control on a timely basis
- An interest by management in employing inappropriate means to minimize reported earnings for tax-motivated reasons
- Low morale among senior management
- The owner-manager makes no distinction between personal and business transactions
- Dispute between shareholders in a closely held entity
- Recurring attempts by management to justify marginal or inappropriate accounting on the basis of materiality
- A strained relationship between management and the current or predecessor auditor, as exhibited by the following:
  - Frequent disputes with the current or predecessor auditor on accounting, auditing, or reporting matters
  - Unreasonable demands on the auditor, such as unrealistic time constraints regarding the completion of the audit or the issuance of the auditor's report
  - Restrictions on the auditor that inappropriately limit access to people or information or the ability to communicate effectively with those charged with governance
  - Domineering management behavior in dealing with the auditor, especially involving attempts to influence the scope of the auditor's work or the selection or continuance of personnel assigned to or consulted on the audit engagement

*Risk Factors Arising From Misstatements Arising From Misappropriation of Assets*

.70 The following are examples of risk factors related to misstatements arising from misappropriation of assets.

***Incentives and Pressures***

.71 Personal financial obligations may create pressure on management or employees with access to cash or other assets susceptible to theft to misappropriate those assets.

.72 Adverse relationships between the entity and employees with access to cash or other assets susceptible to theft may motivate those employees to misappropriate those assets. For example, adverse relationships may be created by the following:

- Known or anticipated future employee layoffs
- Recent or anticipated changes to employee compensation or benefit plans
- Promotions, compensation, or other rewards inconsistent with expectations

### *Opportunities*

.73 Certain characteristics or circumstances may increase the susceptibility of assets to misappropriation. For example, opportunities to misappropriate assets increase when the following exist:

- Large amounts of cash on hand or processed
- Inventory items that are small in size, of high value, or in high demand
- Easily convertible assets, such as bearer bonds, diamonds, or computer chips
- Fixed assets that are small in size, marketable, or lack observable identification of ownership

.74 Inadequate internal control over assets may increase the susceptibility of misappropriation of those assets. For example, misappropriation of assets may occur because the following exist:

- Inadequate segregation of duties or independent checks
- Inadequate oversight of senior management expenditures, such as travel and other reimbursements
- Inadequate management oversight of employees responsible for assets (for example, inadequate supervision or monitoring of remote locations)
- Inadequate job applicant screening of employees with access to assets
- Inadequate record keeping with respect to assets
- Inadequate system of authorization and approval of transactions (for example, in purchasing)
- Inadequate physical safeguards over cash, investments, inventory, or fixed assets
- Lack of complete and timely reconciliations of assets
- Lack of timely and appropriate documentation of transactions (for example, credits for merchandise returns)
- Lack of mandatory vacations for employees performing key control functions
- Inadequate management understanding of IT, which enables IT employees to perpetrate a misappropriation
- Inadequate access controls over automated records, including controls over and review of computer systems event logs

### *Attitudes and Rationalizations*

- Disregard for the need for monitoring or reducing risks related to misappropriations of assets
- Disregard for internal control over misappropriation of assets by overriding existing controls or by failing to take appropriate remedial action on known deficiencies in internal control
- Behavior indicating displeasure or dissatisfaction with the entity or its treatment of the employee
- Changes in behavior or lifestyle that may indicate assets have been misappropriated
- The belief by some government or other officials that their level of authority justifies a certain level of compensation and personal privileges
- Tolerance of petty theft

.75 The size, complexity, and ownership characteristics of the entity have a significant influence on the consideration of relevant fraud risk factors. For example, in the case of a large entity, there may be factors that generally constrain improper conduct by management, such as

- effective oversight by those charged with governance.
- an effective internal audit function.
- the existence and enforcement of a written code of conduct.

Furthermore, fraud risk factors considered at a business segment operating level may provide different insights when compared with those obtained when considered at an entity-wide level.

*.76 Considerations specific to smaller, less complex entities.* In the case of a small entity, some or all of these considerations may be inapplicable or less relevant. For example, a smaller entity may not have a written code of conduct but, instead, may have developed a culture that emphasizes the importance of integrity and ethical behavior through oral communication and by management example. Domination of management by a single individual in a small entity does not generally, in and of itself, indicate a failure by management to display and communicate an appropriate attitude regarding internal control and the financial reporting process. In some entities, the need for management authorization can compensate for otherwise deficient controls and reduce the risk of employee fraud. However, domination of management by a single individual can be a potential deficiency in internal control because an opportunity exists for management override of controls.

### *Identification and Assessment of the Risks of Material Misstatement Due to Fraud*

*.77* In accordance with AU-C section 315, the auditor should identify and assess the risks of material misstatement due to fraud at the financial statement level, and at the assertion level for classes of transactions, account balances, and disclosures. The auditor's risk assessment should be ongoing throughout the audit, following the initial assessment.

#### *Risks of Fraud in Revenue Recognition*

*.78* When identifying and assessing the risks of material misstatement due to fraud, the auditor should, based on a presumption that risks of fraud exist in revenue recognition, evaluate which types of revenue, revenue transactions, or assertions give rise to such risks. Paragraph .46 of AU-C section 240 specifies the documentation required when the auditor concludes that the presumption is not applicable in the circumstances of the engagement and, accordingly, has not identified revenue recognition as a risk of material misstatement due to fraud.

*.79* Material misstatement due to fraudulent financial reporting relating to revenue recognition often results from an overstatement of revenues through, for example, premature revenue recognition or recording fictitious revenues. It may result also from an understatement of revenues through, for example, improperly shifting revenues to a later period.

*.80* The risks of fraud in revenue recognition may be greater in some entities than others. For example, there may be pressures or incentives on management to commit fraudulent financial reporting through inappropriate revenue recognition when, for example, performance is measured in terms of year over year revenue growth or profit. Similarly, for example, there may be greater risks of fraud in revenue recognition in the case of entities that generate a substantial portion of revenues through cash sales.

*.81* The presumption that risks of fraud exist in revenue recognition may be rebutted. For example, the auditor may conclude that no risk of material misstatement due to fraud relating to revenue recognition exists in the case in which a single type of simple revenue transaction exists, for example, leasehold revenue from a single unit rental property.

#### *Identifying and Assessing the Risks of Material Misstatement Due to Fraud and Understanding the Entity's Related Controls*

*.82* The auditor should treat those assessed risks of material misstatement due to fraud as significant risks and, accordingly, to the extent not already done so, the auditor should obtain an understanding of the entity's related controls, including control activities, relevant to such risks, including the evaluation of whether such controls have been suitably designed and implemented to mitigate such fraud risks.

*.83* Management may make judgments on the nature and extent of the controls it chooses to implement, and the nature and extent of the risks it chooses to assume. In determining which controls to implement to prevent and detect fraud, management considers the risks that the financial statements may be materially misstated

as a result of fraud. As part of this consideration, management may conclude that it is not cost effective to implement and maintain a particular control in relation to the reduction in the risks of material misstatement due to fraud to be achieved.

.84 It is, therefore, important for the auditor to obtain an understanding of the controls that management has designed, implemented, and maintained to prevent and detect fraud. In doing so, the auditor may learn, for example, that management has consciously chosen to accept the risks associated with a lack of segregation of duties. Information from obtaining this understanding may also be useful in identifying fraud risks factors that may affect the auditor's assessment of the risks that the financial statements may contain material misstatement due to fraud.

### ***Responses to the Assessed Risks of Material Misstatement Due to Fraud***

#### *Overall Responses*

.85 The auditing procedures performed in response to identified risks of material misstatement due to fraud will vary depending on the types of risks identified and the account balances, classes of transactions, and related assertions that may be affected. These procedures may involve both substantive tests and tests of the operating effectiveness of the entity's programs and controls.

.86 In accordance with AU-C section 330, the auditor should determine overall responses to address the assessed risks of material misstatement due to fraud at the financial statement level.

.87 Determining overall responses to address the assessed risks of material misstatement due to fraud generally includes the consideration of how the overall conduct of the audit can reflect increased professional skepticism through, for example, increased

- sensitivity in the selection of the nature and extent of documentation to be examined in support of material transactions.
- recognition of the need to corroborate management explanations or representations concerning material matters.

Determining overall responses to address the assessed risks of material misstatement due to fraud also involves more general considerations apart from the specific procedures otherwise planned; these considerations include the matters listed in paragraph .29 of AU-C section 240 (discussed in the following paragraph).

.88 In determining overall responses to address the assessed risks of material misstatement due to fraud at the financial statement level, the auditor should

- a. assign and supervise personnel, taking into account the knowledge, skill, and ability of the individuals to be given significant engagement responsibilities and the auditor's assessment of the risks of material misstatement due to fraud for the engagement;
- b. evaluate whether the selection and application of accounting policies by the entity, particularly those related to subjective measurements and complex transactions, may be indicative of fraudulent financial reporting resulting from management's effort to manage earnings, or a bias that may create a material misstatement; and
- c. incorporate an element of unpredictability in the selection of the nature, timing, and extent of audit procedures.

.89 *Assignment and supervision of personnel.* The auditor may respond to identified risks of material misstatement due to fraud by, for example, assigning additional individuals with specialized skill and knowledge, such as forensic and IT specialists, or by assigning more experienced individuals to the engagement.

.90 The extent of supervision reflects the auditor's assessment of risks of material misstatement due to fraud and the competencies of the engagement team members performing the work.

.91 *Accounting principles.* Management bias in the selection and application of accounting principles may individually or collectively involve matters such as contingencies, fair value measurements, revenue recognition, accounting estimates, related party transactions, or other transactions without a clear business purpose.

.92 *Unpredictability in the selection of audit procedures.* Incorporating an element of unpredictability in the selection of the nature, timing, and extent of audit procedures to be performed is important because individuals within the entity who are familiar with the audit procedures normally performed on engagements may be better able to conceal fraudulent financial reporting. This can be achieved by, for example,

- performing substantive procedures on selected account balances and assertions not otherwise tested due to their materiality or risk.
- adjusting the timing of audit procedures from that otherwise expected.
- using different sampling methods.
- performing audit procedures at different locations or at locations on an unannounced basis.

*Audit Procedures Responsive to Assessed Risks of Material Misstatement Due to Fraud at the Assertion Level*

.93 In accordance with AU-C section 330, the auditor should design and perform further audit procedures whose nature, timing, and extent are responsive to the assessed risks of material misstatement due to fraud at the assertion level.

.94 The auditor's responses to address the assessed risks of material misstatement due to fraud at the assertion level may include changing the nature, timing, and extent of audit procedures in the following ways:

- The nature of audit procedures to be performed may need to be changed to obtain audit evidence that is more reliable and relevant or to obtain additional corroborative information. This may affect both the type of audit procedures to be performed and their combination. For example:
  - Physical observation or inspection of certain assets may become more important, or the auditor may choose to use computer-assisted audit techniques to gather more evidence about data contained in significant accounts or electronic transaction files.
  - The auditor may design procedures to obtain additional corroborative information. For example, if the auditor identifies that management is under pressure to meet earnings expectations, there may be a related risk that management is inflating sales by entering into sales agreements that include terms that preclude revenue recognition or by invoicing sales before delivery. In these circumstances, the auditor may, for example, design external confirmations not only to confirm outstanding amounts, but also to confirm the details of the sales agreements, including date, any rights of return, and delivery terms. In addition, the auditor might find it effective to supplement such external confirmations with inquiries of nonfinancial personnel in the entity regarding any changes in sales agreements and delivery terms.
- The timing of substantive procedures may need to be modified. The auditor may conclude that performing substantive testing at or near the period end better addresses an assessed risk of material misstatement due to fraud. The auditor may conclude that, given the assessed risks of intentional misstatement or manipulation, audit procedures to extend audit conclusions from an interim date to the period end would not be effective. In contrast, because an intentional misstatement—for example, a misstatement involving improper revenue recognition—may have been initiated in an interim period, the auditor may elect to apply substantive procedures to transactions occurring earlier in or throughout the reporting period.
- The extent of the procedures applied reflects the assessment of the risks of material misstatement due to fraud. For example, increasing sample sizes or performing analytical procedures at a more detailed level may be appropriate. Also, computer-assisted audit techniques may enable more extensive testing of electronic transactions and account files. Such techniques can be used to select sample transactions

from key electronic files, to sort transactions with specific characteristics, or to test an entire population instead of a sample.

.95 If the auditor identifies a risk of material misstatement due to fraud that affects inventory quantities, examining the entity's inventory records may help to identify locations or items that require specific attention during or after the physical inventory count. Such a review may lead to a decision to observe inventory counts at certain locations on an unannounced basis or to conduct inventory counts at all locations on the same date.

.96 The auditor may identify a risk of material misstatement due to fraud affecting a number of accounts and assertions. These may include asset valuation, estimates relating to specific transactions (such as acquisitions, restructurings, or disposals of segments of the business), and other significant accrued liabilities (such as pension and other postemployment benefit obligations, or environmental remediation liabilities). The risk may also relate to significant changes in assumptions relating to recurring estimates. Information gathered through obtaining an understanding of the entity and its environment may assist the auditor in evaluating the reasonableness of such management estimates and underlying judgments and assumptions. A retrospective review of similar management judgments and assumptions applied in prior periods may also provide insight about the reasonableness of judgments and assumptions supporting management estimates.

.97 The following are examples of possible audit procedures to address the assessed risks of material misstatement due to fraud resulting from both fraudulent financial reporting and misappropriation of assets. Although these procedures cover a broad range of situations, they are only examples and, accordingly, they may not be the most appropriate nor necessary in each circumstance. The order of the procedures provided is not intended to reflect their relative importance.

#### Consideration at the Assertion Level

Specific responses to the auditor's assessment of the risks of material misstatement due to fraud will vary depending upon the types or combinations of fraud risk factors or conditions identified, and the classes of transactions, account balances, disclosures, and assertions they may affect.

The following are specific examples of responses:

- Visiting locations or performing certain tests on a surprise or unannounced basis (for example, observing inventory at locations where auditor attendance has not been previously announced or counting cash at a particular date on a surprise basis)
- Requesting that inventories be counted at the end of the reporting period or on a date closer to period end to minimize the risk of manipulation of balances in the period between the date of completion of the count and the end of the reporting period
- Altering the audit approach in the current year (for example, contacting major customers and suppliers orally in addition to sending written confirmation, sending confirmation requests to a specific party within an organization, or seeking more or different information)
- Performing a detailed review of the entity's quarter-end or year-end adjusting entries and investigating any that appear to have an unusual nature or amount
- For significant and unusual transactions, particularly those occurring at or near year end, investigating the possibility of related parties and the sources of financial resources supporting the transactions
- Performing substantive analytical procedures using disaggregated data (for example, comparing sales and cost of sales by location, line of business, or month to expectations developed by the auditor)
- Conducting interviews of personnel involved in areas in which a risk of material misstatement due to fraud has been identified, to obtain their insights about the risk, and whether, or how, controls address the risk



- When other independent auditors are auditing the financial statements of one or more subsidiaries, divisions, or branches, discussing with them the extent of work necessary to be performed to address the assessed risk of material misstatement due to fraud resulting from transactions and activities among these components
- If the work of an expert becomes particularly significant with respect to a financial statement item for which the assessed risk of misstatement due to fraud is high, performing additional procedures relating to some or all of the expert’s assumptions, methods, or findings to determine that the findings are not unreasonable, or engaging another expert for that purpose
- Performing audit procedures to analyze selected opening balance sheet accounts of previously audited financial statements to assess how certain issues involving accounting estimates and judgments, for example, an allowance for sales returns, were resolved with the benefit of hindsight
- Performing procedures on account or other reconciliations prepared by the entity, including considering reconciliations performed at interim periods
- Performing computer-assisted techniques, such as data mining to test for anomalies in a population
- Testing the integrity of computer-produced records and transactions
- Seeking additional audit evidence from sources outside of the entity being audited

**Specific Responses—Misstatement Resulting From Fraudulent Financial Reporting**

Examples of responses to the auditor’s assessment of the risks of material misstatement due to fraudulent financial reporting are as follows:

<p><i>Revenue Recognition</i></p>	<ul style="list-style-type: none"> <li>• Performing substantive analytical procedures relating to revenue using disaggregated data; for example, comparing revenue reported by month and by product line or business segment during the current reporting period with comparable prior periods or with revenue related to cash collections (computer-assisted audit techniques may be useful in identifying unusual or unexpected revenue relationships or transactions)</li> <li>• Confirming with customers certain relevant contract terms and the absence of side agreements because the appropriate accounting often is influenced by such terms or agreements and basis for rebates or the period to which they relate are often poorly documented (for example, acceptance criteria, delivery and payment terms, the absence of future or continuing vendor obligations, the right to return the product, guaranteed resale amounts, and cancellation or refund provisions often are relevant in such circumstances)</li> <li>• Inquiring of the entity’s sales and marketing personnel or in-house legal counsel regarding sales or shipments near the end of the period and their knowledge of any unusual terms or conditions associated with these transactions</li> <li>• Being physically present at one or more locations at period end to observe goods being shipped or being readied for shipment (or returns awaiting processing) and performing other appropriate sales and inventory cutoff procedures</li> <li>• For those situations for which revenue transactions are electronically initiated, processed, and recorded, testing controls to determine whether they provide assurance that recorded revenue transactions occurred and are properly recorded</li> </ul>
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*(continued)*

<i>Inventory Quantities</i>	<ul style="list-style-type: none"> <li>• Examining the entity’s inventory records to identify locations or items that require specific attention during or after the physical inventory count</li> <li>• Observing inventory counts at certain locations on an unannounced basis or conducting inventory counts at all locations on the same date</li> <li>• Conducting inventory counts at or near the end of the reporting period to minimize the risk of inappropriate manipulation during the period between the count and the end of the reporting period</li> <li>• Performing additional procedures during the observation of the count; for example, more rigorously examining the contents of boxed items, the manner in which the goods are stacked (for example, hollow squares) or labeled, and the quality (that is, purity, grade, or concentration) of liquid substances such as perfumes or specialty chemicals (using the work of an expert may be helpful in this regard)</li> <li>• Comparing the quantities for the current period with prior periods by class or category of inventory, location or other criteria, or comparison of quantities counted with perpetual records</li> <li>• Using computer-assisted audit techniques to further test the compilation of the physical inventory counts (for example, sorting by tag number to test tag controls or by item serial number to test the possibility of item omission or duplication)</li> </ul>
<i>Management Estimates</i>	<ul style="list-style-type: none"> <li>• Using an expert to develop an independent estimate for comparison to management’s estimate</li> <li>• Extending inquiries to individuals outside of management and the accounting department to corroborate management’s ability and intent to carry out plans that are relevant to developing the estimate</li> </ul>

### Specific Responses—Misstatements Due to Misappropriation of Assets

Differing circumstances would necessarily dictate different responses. Ordinarily, the audit response to an assessed risk of material misstatement due to fraud relating to misappropriation of assets will be directed toward certain account balances and classes of transactions. Although some of the audit responses noted in the preceding two categories may apply in such circumstances, the scope of the work is to be linked to the specific information about the misappropriation risk that has been identified.

Examples of responses to the auditor’s assessment of the risk of material misstatements due to misappropriation of assets are as follows:

- Counting cash or securities at or near year end
- Confirming directly with customers the account activity (including credit memo and sales return activity as well as dates payments were made) for the period under audit
- Analyzing recoveries of written-off accounts
- Analyzing inventory shortages by location or product type
- Comparing key inventory ratios to industry norm
- Reviewing supporting documentation for reductions to the perpetual inventory records
- Performing a computerized match of the vendor list with a list of employees to identify matches of addresses or phone numbers
- Performing a computerized search of payroll records to identify duplicate addresses, employee identification or taxing authority numbers, or bank accounts
- Reviewing personnel files for those that contain little or no evidence of activity; for example, lack of performance evaluations

- Analyzing sales discounts and returns for unusual patterns or trends
- Confirming specific terms of contracts with third parties
- Obtaining evidence that contracts are being carried out in accordance with their terms
- Reviewing the propriety of large and unusual expenses
- Reviewing the authorization and carrying value of senior management and related party loans
- Reviewing the level and propriety of expense reports submitted by senior management

*Audit Procedures Responsive to Risks Related to Management Override of Controls*

.98 Management is in a unique position to perpetrate fraud because of management's ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively. Although the level of risk of management override of controls will vary from entity to entity, the risk is, nevertheless, present in all entities. Due to the unpredictable way in which such override could occur, it is a risk of material misstatement due to fraud and, thus, a significant risk.

.99 Even if specific risks of material misstatement due to fraud are not identified by the auditor, a possibility exists that management override of controls could occur. Accordingly, the auditor should address the risk of management override of controls apart from any conclusions regarding the existence of more specifically identifiable risks by designing and performing audit procedures to

- a. test the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements, including entries posted directly to financial statement drafts. In designing and performing audit procedures for such tests, the auditor should
  - i. obtain an understanding of the entity's financial reporting process and controls over journal entries and other adjustments, and the suitability of design and implementation of such controls;
  - ii. make inquiries of individuals involved in the financial reporting process about inappropriate or unusual activity relating to the processing of journal entries and other adjustments;
  - iii. consider fraud risk indicators, the nature and complexity of accounts, and entries processed outside the normal course of business;
  - iv. select journal entries and other adjustments made at the end of a reporting period; and
  - v. consider the need to test journal entries and other adjustments throughout the period.
- b. review accounting estimates for biases and evaluate whether the circumstances producing the bias, if any, represent a risk of material misstatement due to fraud. In performing this review, the auditor should
  - i. evaluate whether the judgments and decisions made by management in making the accounting estimates included in the financial statements, even if they are individually reasonable, indicate a possible bias on the part of the entity's management that may represent a risk of material misstatement due to fraud. If so, the auditor should reevaluate the accounting estimates taken as a whole, and
  - ii. perform a retrospective review of management judgments and assumptions related to significant accounting estimates reflected in the financial statements of the prior year. Estimates selected for review should include those that are based on highly sensitive assumptions or are otherwise significantly affected by judgments made by management.
- c. evaluate, for significant transactions that are outside the normal course of business for the entity or that otherwise appear to be unusual given the auditor's understanding of the entity and its environment and other information obtained during the audit, whether the business rationale (or the lack thereof)

of the transactions suggests that they may have been entered into to engage in fraudulent financial reporting or to conceal misappropriation of assets.

**.100** *Journal entries and other adjustments.* Material misstatements of financial statements due to fraud often involve the manipulation of the financial reporting process by (a) recording inappropriate or unauthorized journal entries throughout the year or at period end, or (b) making adjustments to amounts reported in the financial statements that are not reflected in formal journal entries, such as through consolidating adjustments, report combinations, and reclassifications.

**.101** The auditor's consideration of the risks of material misstatement associated with inappropriate override of controls over journal entries is important because automated processes and controls may reduce the risk of inadvertent error but do not overcome the risk that individuals may inappropriately override such automated processes, for example, by changing the amounts being automatically passed to the general ledger or to the financial reporting system. Furthermore, when IT is used to transfer information automatically, there may be little or no visible evidence of such intervention in the information systems.

**.102** When identifying and selecting journal entries and other adjustments for testing and determining the appropriate method of examining the underlying support for the items selected, the following matters may be relevant:

- *The assessment of the risks of material misstatement due to fraud.* The presence of fraud risk factors and other information obtained during the auditor's assessment of the risks of material misstatement due to fraud may assist the auditor to identify specific classes of journal entries and other adjustments for testing.
- *Controls that have been implemented over journal entries and other adjustments.* Effective controls over the preparation and posting of journal entries and other adjustments may reduce the extent of substantive testing necessary, provided that the auditor has tested the operating effectiveness of the controls.
- *The entity's financial reporting process and the nature of evidence that can be obtained.* For many entities, routine processing of transactions involves a combination of manual and automated steps and procedures. Similarly, the processing of journal entries and other adjustments may involve both manual and automated procedures and controls. When IT is used in the financial reporting process, journal entries and other adjustments may exist only in electronic form.
- *The characteristics of fraudulent journal entries or other adjustments.* Inappropriate journal entries or other adjustments often have unique identifying characteristics. Such characteristics may include entries (a) made to unrelated, unusual, or seldom-used accounts; (b) made by individuals who typically do not make journal entries; (c) recorded at the end of the period or as post-closing entries that have little or no explanation or description; (d) made either before or during the preparation of the financial statements that do not have account numbers; or (e) containing round numbers or consistent ending numbers.
- *The nature and complexity of the accounts.* Inappropriate journal entries or adjustments may be applied to accounts that (a) contain transactions that are complex or unusual in nature, (b) contain significant estimates and period-end adjustments, (c) have been prone to misstatements in the past, (d) have not been reconciled on a timely basis or contain unreconciled differences, (e) contain intercompany transactions, or (f) are otherwise associated with an identified risk of material misstatement due to fraud. In audits of entities that have several locations or components, consideration is given to the need to select journal entries from multiple locations.
- *Journal entries or other adjustments processed outside the normal course of business.* Nonstandard journal entries, and other entries such as consolidating adjustments, may not be subject to the same level of internal control as those journal entries used on a recurring basis to record transactions such as monthly sales, purchases, and cash disbursements.

**.103** The auditor exercises professional judgment in determining the nature, timing, and extent of testing of journal entries and other adjustments. However, because fraudulent journal entries and other adjustments are often made at the end of a reporting period, paragraph .32a(iv) of AU-C section 240 requires the auditor

to select the journal entries and other adjustments made at that time. Further, because material misstatements in financial statements due to fraud can occur throughout the period and may involve extensive efforts to conceal how the fraud is accomplished, paragraph .32a(v) of AU-C section 240 requires the auditor to consider whether a need also exists to test journal entries and other adjustments throughout the period.

**.104 *Accounting estimates.*** The preparation and fair presentation of the financial statements requires management to make a number of judgments or assumptions that affect significant accounting estimates and monitor the reasonableness of such estimates on an ongoing basis. Fraudulent financial reporting is often accomplished through intentional misstatement of accounting estimates. This may be achieved by, for example, understating or overstating all provisions or reserves in the same fashion so as to be designed either to smooth earnings over two or more accounting periods, or to achieve a designated earnings level in order to deceive financial statement users by influencing their perceptions about the entity's performance and profitability.

**.105** The purpose of performing a retrospective review of management judgments and assumptions related to significant accounting estimates reflected in the financial statements of the prior year is to determine whether an indication exists of a possible bias on the part of management. This review is not intended to call into question the auditor's professional judgments made in the prior year that were based on information available at the time.

**.106** A retrospective review is also required by AU-C section 540. That review is conducted as a risk assessment procedure to obtain information regarding the effectiveness of management's prior period estimation process, audit evidence about the outcome, or when applicable, the subsequent re-estimation of prior period accounting estimates that is pertinent to making current period accounting estimates, and audit evidence of matters, such as estimation uncertainty, that may be required to be disclosed in the financial statements. As a practical matter, the auditor's review of management judgments and assumptions for biases that could represent a risk of material misstatement due to fraud in accordance with this section may be carried out in conjunction with the review required by AU-C section 540.

**.107 *Business rationale for significant transactions.*** Indicators that may suggest that significant transactions that are outside the normal course of business for the entity, or that otherwise appear to be unusual, may have been entered into to engage in fraudulent financial reporting or to conceal misappropriation of assets include the following:

- The form of such transactions appears overly complex (for example, the transaction involves multiple entities within a consolidated group or multiple unrelated third parties).
- Management has not discussed the nature of and accounting for such transactions with those charged with governance of the entity, and inadequate documentation exists.
- Management is placing more emphasis on the need for a particular accounting treatment than on the underlying economics of the transaction.
- Transactions that involve nonconsolidated related parties, including special purpose entities, have not been properly reviewed or approved by those charged with governance of the entity.
- Transactions that involve previously unidentified related parties or parties that do not have the substance or the financial strength to support the transaction without assistance from the entity under audit.

#### *Other Audit Procedures*

**.108** The auditor should determine whether, in order to respond to the identified risks of management override of controls, the auditor needs to perform other audit procedures in addition to those specifically referred to previously (that is, when specific additional risks of management override exist that are not covered as part of the procedures performed to address the requirements in paragraph .32 of AU-C section 240).

**.109** Risks of material misstatement, including misstatements due to fraud, cannot be reduced to an appropriately low level by performing only tests of controls.

### *Evaluation of Audit Evidence*

.110 AU-C section 330 requires the auditor, based on the audit procedures performed and the audit evidence obtained, to evaluate whether the assessments of the risks of material misstatement at the assertion level remain appropriate. This evaluation is primarily a qualitative matter based on the auditor's professional judgment. Such an evaluation may provide further insight into the risks of material misstatement due to fraud and whether a need exists to perform additional or different audit procedures. Appendix C, "Examples of Circumstances That Indicate the Possibility of Fraud," of AU-C section 240 contains examples of circumstances that may indicate the possibility of fraud (included in paragraph .27).

.111 The auditor should evaluate, at or near the end of the audit, whether the accumulated results of auditing procedures (including analytical procedures that were performed as substantive tests or when forming an overall conclusion) affect the assessment of the risks of material misstatement due to fraud made earlier in the audit or indicate a previously unrecognized risk of material misstatement due to fraud. If not already performed when forming an overall conclusion, the analytical procedures relating to revenue, required by paragraph .22 of AU-C section 240, should be performed through the end of the reporting period.

#### *Analytical Procedures Performed Near the End of the Audit in Forming an Overall Conclusion*

.112 Determining which particular trends and relationships may indicate a risk of material misstatement due to fraud requires professional judgment. Unusual relationships involving year-end revenue and income are particularly relevant. These might include, for example, uncharacteristically large amounts of income being reported in the last few weeks of the reporting period or unusual transactions or income that is inconsistent with trends in cash flow from operations.

.113 Some unusual or unexpected analytical relationships may have been identified and may indicate a risk of material misstatement due to fraud because management or employees generally are unable to manipulate certain information to create seemingly normal or expected relationships. Some examples are as follows:

- The relationship of net income to cash flows from operations may appear unusual because management recorded fictitious revenues and receivables but was unable to manipulate cash.
- Changes in inventory, accounts payable, sales, or cost of sales from the prior period to the current period may be inconsistent, indicating a possible employee theft of inventory, because the employee was unable to manipulate all of the related accounts.
- A comparison of the entity's profitability to industry trends, which management cannot manipulate, may indicate trends or differences for further consideration when identifying risks of material misstatement due to fraud.
- A comparison of bad debt write-offs to comparable industry data, which employees cannot manipulate, may provide unexplained relationships that could indicate a possible theft of cash receipts.
- An unexpected or unexplained relationship between sales volume, as determined from the accounting records and production statistics maintained by operations personnel, which may be more difficult for management to manipulate, may indicate a possible misstatement of sales.

.114 If the auditor identifies a misstatement, the auditor should evaluate whether such a misstatement is indicative of fraud. If such an indication exists, the auditor should evaluate the implications of the misstatement with regard to other aspects of the audit, particularly the auditor's evaluation of materiality, management and employee integrity, and the reliability of management representations, recognizing that an instance of fraud is unlikely to be an isolated occurrence.

.115 If the auditor identifies a misstatement, whether material or not, and the auditor has reason to believe that it is, or may be, the result of fraud and that management (in particular, senior management) is involved, the auditor should reevaluate the assessment of the risks of material misstatement due to fraud and its resulting effect on the nature, timing, and extent of audit procedures to respond to the assessed risks. The auditor should also consider whether circumstances or conditions indicate possible collusion involving employees, management, or third parties when reconsidering the reliability of evidence previously obtained.

.116 If the auditor concludes that, or is unable to conclude whether, the financial statements are materially misstated as a result of fraud, the auditor should evaluate the implications for the audit.

#### *Consideration of Identified Misstatements*

.117 Because fraud involves incentive or pressure to commit fraud, a perceived opportunity to do so, or some rationalization of the act, an instance of fraud is unlikely to be an isolated occurrence. Accordingly, misstatements, such as numerous misstatements at a specific location even though the cumulative effect is not material, may be indicative of a risk of material misstatement due to fraud.

.118 The implications of identified fraud depend on the circumstances. For example, an otherwise insignificant fraud may be significant if it involves senior management. In such circumstances, the reliability of evidence previously obtained may be called into question because there may be doubts about the completeness and truthfulness of representations made and the genuineness of accounting records and documentation. There may also be a possibility of collusion involving employees, management, or third parties.

.119 AU-C section 450 addresses the evaluation and disposition of misstatements and the effect on the auditor's opinion in the auditor's report.

.120 AU-C section 580 addresses obtaining appropriate representations from management in the audit. In addition to acknowledging its responsibility for the financial statements, it is important that, irrespective of the size of the entity, management acknowledges its responsibility for internal control designed, implemented, and maintained to prevent and detect fraud.

#### *Auditor Unable to Continue the Engagement*

.121 If, as a result of identified fraud or suspected fraud, the auditor encounters circumstances that bring into question the auditor's ability to continue performing the audit, the auditor should

- a. determine the professional and legal responsibilities applicable in the circumstances, including whether a requirement exists for the auditor to report to the person or persons who engaged the auditor or, in some cases, to regulatory authorities;
- b. consider whether it is appropriate to withdraw from the engagement, when withdrawal is possible under applicable law or regulation; 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. determine whether a professional or legal requirement exists to report to the person or persons who engaged the auditor or, in some cases, to regulatory authorities, the auditor's withdrawal from the engagement and the reasons for the withdrawal.

.122 Examples of circumstances that may arise and bring into question the auditor's ability to continue performing the audit include the following:

- a. The entity does not take the appropriate action regarding fraud that the auditor considers necessary in the circumstances, even when the fraud is not material to the financial statements.
- b. The auditor's consideration of the risks of material misstatement due to fraud and the results of audit tests indicate a significant risk of material and pervasive fraud.
- c. The auditor has significant concern about the competence or integrity of management or those charged with governance.

.123 Because of the variety of circumstances that may arise, it is not possible to describe definitively when withdrawal from an engagement is appropriate. Factors that affect the auditor's conclusion include the implications of the involvement of a member of management or of those charged with governance (which may

affect the reliability of management representations) and the effects on the auditor of a continuing association with the entity.

.124 The auditor has professional and legal responsibilities in such circumstances, and these responsibilities may vary by engagement. In some circumstances, for example, the auditor may be entitled to, or required to, make a statement or report to the person or persons who engaged the auditor or, in some cases, to regulatory authorities. Given the nature of the circumstances and the need to consider the legal requirements, the auditor may consider it appropriate to seek legal advice when deciding whether to withdraw from an engagement and in determining an appropriate course of action, including the possibility of reporting to regulators or others.

### *Communications to Management and With Those Charged With Governance*

#### *Communication to Management*

.125 If the auditor has identified a fraud or has obtained information that indicates that a fraud may exist, the auditor should communicate these matters on a timely basis to the appropriate level of management in order to inform those with primary responsibility for the prevention and detection of fraud of matters relevant to their responsibilities.

.126 When the auditor has obtained evidence that fraud exists or may exist, it is important that the matter be brought to the attention of the appropriate level of management as soon as practicable. This is true even if the matter might be considered inconsequential (for example, a minor defalcation by an employee at a low level in the entity's organization). The determination of which level of management is the appropriate one is a matter of professional judgment and is affected by such factors as the likelihood of collusion and the nature and magnitude of the suspected fraud. Ordinarily, the appropriate level of management is at least one level above the persons who appear to be involved with the suspected fraud.

#### *Communication With Those Charged With Governance*

.127 Unless all of those charged with governance are involved in managing the entity, if the auditor has identified or suspects fraud involving

- a. management,
- b. employees who have significant roles in internal control, or
- c. others, when the fraud results in a material misstatement in the financial statements,

the auditor should communicate these matters to those charged with governance on a timely basis. If the auditor suspects fraud involving management, the auditor should communicate these suspicions to those charged with governance and discuss with them the nature, timing, and extent of audit procedures necessary to complete the audit.

.128 The auditor's communication with those charged with governance may be made orally or in writing. AU-C section 260 identifies factors the auditor considers in determining whether to communicate orally or in writing. Due to the nature and sensitivity of fraud involving senior management, or fraud that results in a material misstatement in the financial statements, the auditor communicates such matters on a timely basis and may consider it necessary to also communicate such matters in writing.

.129 In some cases, the auditor may consider it appropriate to communicate with those charged with governance when the auditor becomes aware of fraud involving employees other than management that does not result in a material misstatement. Similarly, those charged with governance may wish to be informed of such circumstances. The communication process is assisted if the auditor and those charged with governance agree at an early stage in the audit about the nature and extent of the auditor's communications in this regard.

.130 When the auditor has doubts about the integrity or honesty of management or those charged with governance, the auditor may consider it appropriate to obtain legal advice to assist in determining the appropriate course of action.



*Other Matters Related to Fraud*

.131 The auditor should communicate with those charged with governance any other matters related to fraud that are, in the auditor's professional judgment, relevant to their responsibilities.

.132 Other matters related to fraud to be discussed with those charged with governance of the entity may include, for example

- concerns about the nature, extent, and frequency of management's assessments of the controls in place to prevent and detect fraud and of the risk that the financial statements may be misstated.
- a failure by management to appropriately address identified significant deficiencies or material weaknesses in internal control, or to appropriately respond to an identified fraud.
- the auditor's evaluation of the entity's control environment, including questions regarding the competence and integrity of management.
- actions by management that may be indicative of fraudulent financial reporting, such as management's selection and application of accounting policies that may be indicative of management's effort to manage earnings in order to deceive financial statement users by influencing their perceptions concerning the entity's performance and profitability.
- concerns about the adequacy and completeness of the authorization of transactions that appear to be outside the normal course of business.
- the absence of programs or controls to address risks of material misstatement due to fraud that are significant deficiencies or material weaknesses.

*Communications to Regulatory and Enforcement Authorities*

.133 If the auditor has identified or suspects a fraud, the auditor should determine whether the auditor has a responsibility to report the occurrence or suspicion to a party outside the entity. Although the auditor's professional duty to maintain the confidentiality of client information may preclude such reporting, the auditor's legal responsibilities may override the duty of confidentiality in some circumstances.

.134 The auditor's professional duty to maintain the confidentiality of client information may preclude reporting fraud to a party outside the client entity. However, in certain circumstances, the duty of confidentiality may be overridden by statute, regulation, courts of law, specific requirements of audits of entities that receive government financial assistance, or waived by agreement. In some circumstances, the auditor has a statutory duty to report the occurrence of fraud to supervisory authorities. Also, in some circumstances, the auditor has a duty to report misstatements to authorities in those cases when management and those charged with governance fail to take corrective action.

.135 The auditor may consider it appropriate to obtain legal advice to determine the appropriate course of action in the circumstances, the purpose of which is to ascertain the steps necessary in considering the public interest aspects of identified fraud.

*Documentation*

.136 The auditor should include in the audit documentation of the auditor's understanding of the entity and its environment and the assessment of the risks of material misstatement required by AU-C section 315 the following:

- a. The significant decisions reached during the discussion among the engagement team regarding the susceptibility of the entity's financial statements to material misstatement due to fraud, and how and when the discussion occurred and the audit team members who participated
- b. The identified and assessed risks of material misstatement due to fraud at the financial statement level and at the assertion level

.137 The auditor should include in the audit documentation of the auditor's responses to the assessed risks of material misstatement required by AU-C section 330 the following:

- a. The overall responses to the assessed risks of material misstatement due to fraud at the financial statement level and the nature, timing, and extent of audit procedures, and the linkage of those procedures with the assessed risks of material misstatement due to fraud at the assertion level
- b. The results of the audit procedures, including those designed to address the risk of management override of controls

.138 The auditor should include in the audit documentation communications about fraud made to management, those charged with governance, regulators, and others.

.139 If the auditor has concluded that the presumption that there is a risk of material misstatement due to fraud related to revenue recognition is overcome in the circumstances of the engagement, the auditor should include in the audit documentation the reasons for that conclusion.

## Fraud Risk Factor Considerations Listing

.140 An auditor may find this considerations listing helpful during planning and at other stages of the audit, when considering fraud risk factors and assessing the risks of material misstatement due to fraud. The listing contains example risk factors for small, privately owned businesses. If used, this listing should be tailored for the particular client being audited. Identified or possible risk factors should be added to the list. An auditor may also decide to remove the example factors from the list based on the circumstances. In any event, be sure to consider fraud risk factors that relate to fraudulent financial reporting and misappropriation of assets in every related category presented. An auditor should feel free to use this practice aid as he or she sees fit (for example, adding attachments, redesigning the form of the memory jogger). Finally, note that AU-C section 240 does not require an auditor to use a considerations listing or checklist for fraud risk factors.

<i>Fraud risk factors considered</i>	<i>Present at client?</i>	<i>Audit response developed?</i> <sup>2</sup>	<i>Audit response documented? (W/P Ref.)</i> <sup>3</sup>	<i>Additional information</i>
<b>Part 1—Fraudulent Financial Reporting</b>				
<b>A. Incentives and Pressures</b>				
1. Financial stability or profitability is threatened by economic, industry, or entity operating conditions, such as (or as indicated by) the following:				
a. High degree of competition or market saturation, accompanied by declining margins				
b. New accounting, statutory, or regulatory requirements				
c. Significant declines in customer demand and increasing business failures in either the industry or the economy in which the entity operates				

<sup>2</sup> Based on the assessment of risk of material misstatement due to fraud, an auditor may respond to identified risk factors individually or in combination.

<sup>3</sup> The auditor's response to identified risk factors should be included in the audit documentation. Generally, if a response is specific to a particular account balance or class of transactions, documentation of the audit procedures would be placed in the appropriate audit program (for example, cash investments). If it is determined that audit procedures already planned or normally carried out are a sufficient response to the identified risk factor, that fact should be documented.

<i>Fraud risk factors considered</i>	<i>Present at client?</i>	<i>Audit response developed?</i>	<i>Audit response documented? (W/P Ref.)</i>	<i>Additional information</i>
d. High vulnerability to rapid changes, such as changes in technology, product obsolescence, or interest rates				
e. Operating losses making the threat of bankruptcy or foreclosure, imminent				
f. Recurring negative cash flows from operations or an inability to generate cash flows from operations while reporting earnings and earnings growth				
g. Rapid growth or unusual profitability especially compared to that of other companies in the same industry				
2. Excessive pressure exists for management to meet the requirements or expectations of third parties due to the following:				
a. Need to obtain additional debt or equity financing to stay competitive, including financing of major research and development or capital expenditures				
b. Marginal ability to meet debt repayment or other debt covenant requirements				
3. Management's personal net wealth is threatened by the entity's financial performance arising from the following:				
a. Heavy concentrations of their personal net worth in the entity.				
b. Personal guarantees of debt of the entity that are significant to their personal net worth.				
c. Adverse consequences on significant matters if <i>good</i> financial results are reported. Specific examples include management's motivation to inappropriately reduce income taxes, to defraud a divorced spouse or a partner of his or her share of the profits or assets of a business, or to convince a judge or arbitrator that the business in dispute is not capable of providing adequate cash flow. Keep in mind that you are not required to plan your audit to discover personal information (for example, marital status) of the owner-manager. However, if you become aware of such information, you may consider it in your assessment of risk of material misstatement due to fraud.				
4. There is excessive pressure on management or operating personnel to meet financial targets set by the owner, including sales or profitability incentive goals.				

(continued)

<i>Fraud risk factors considered</i>	<i>Present at client?</i>	<i>Audit response developed?</i>	<i>Audit response documented? (W/P Ref.)</i>	<i>Additional information</i>
<b>B. Opportunities</b>				
1. The nature of the industry or the entity’s operations provides opportunities to engage in fraudulent financial reporting that can arise from the following:				
<i>a.</i> Significant related party transactions not in the ordinary course of business or with related entities not audited or audited by another firm				
<i>b.</i> Assets, liabilities, revenues, or expenses based on significant estimates that involve subjective judgments or uncertainties that are difficult to corroborate				
<i>c.</i> Significant, unusual, or highly complex transactions, especially those close to year-end that pose difficult substance over form questions				
2. There is a complex or unstable organizational structure as evidenced by the following:				
<i>a.</i> Difficulty in determining the organization or individuals that have controlling interest in the entity				
<i>b.</i> Overly complex organizational structure involving unusual legal entities or managerial lines of authority				
<i>c.</i> High turnover of senior management or counsel				
3. Internal control components are deficient as a result of the following:				
<i>a.</i> Inadequate monitoring of controls, including automated controls				
<i>b.</i> High turnover rates or employment of ineffective accounting staff.				
<i>c.</i> Ineffective accounting and information systems including situations involving reportable conditions				
<b>C. Attitudes and Rationalizations</b>				
1. A failure for management to display and communicate an appropriate attitude regarding internal control and the financial reporting process				
2. Ineffective communication and support of the entity’s values or ethical standards by management or the communication of inappropriate values or ethical standards				

<i>Fraud risk factors considered</i>	<i>Present at client?</i>	<i>Audit response developed?</i>	<i>Audit response documented? (W/P Ref.)</i>	<i>Additional information</i>
3. Nonfinancial management’s excessive participation in or preoccupation with the selection of accounting principles or the determination of significant estimates				
4. Known history of violations or claims against the entity, its owner or senior management alleging fraud or violations of laws and regulations				
5. A practice by management of committing to creditors and other third parties to achieve aggressive or unrealistic forecasts				
6. Management failing to correct known reportable conditions on a timely basis				
7. An interest by management in employing inappropriate means to minimize reported earnings for tax motivated reasons				
8. Recurring attempts by management to justify marginal or inappropriate accounting on the basis of materiality				
9. The relationship between management and the current or predecessor auditor is strained, as exhibited by the following:				
<i>a.</i> Frequent disputes with the current or predecessor auditor on accounting, auditing, or reporting matters				
<i>b.</i> Unreasonable demands on the auditor, such as unreasonable time constraints regarding the completion of the audit or the issuance of the auditor’s report				
<i>c.</i> Formal or informal restrictions on the auditor that inappropriately limit access to people or information or the ability to communicate effectively with the board of directors or those charged with governance				
<i>d.</i> Domineering management behavior in dealing with the auditor, especially involving attempts to influence the scope of the auditor’s work or the selection or continuance of audit personnel assigned to the engagement				
<b>Part 2—Misappropriation of Assets</b>				
<b>A. Incentives and Pressures</b>				
1. Personal financial obligations may create pressure on management or employees with access to cash or other assets susceptible to theft to misappropriate those assets.				

(continued)

<i>Fraud risk factors considered</i>	<i>Present at client?</i>	<i>Audit response developed?</i>	<i>Audit response documented? (W/P Ref.)</i>	<i>Additional information</i>
2. Adverse relationships between the entity and employees with access to cash or other assets susceptible to theft may motivate those employees to misappropriate those assets. For example, adverse relationships may be created by the following:				
<i>a.</i> Known or anticipated future layoffs				
<i>b.</i> Promotions, compensation, or other rewards inconsistent with expectations				
<b>B. Opportunities</b>				
1. Certain characteristics or circumstances may increase the susceptibility of assets to misappropriation. For example, opportunities to misappropriate assets increase when there are the following:				
<i>a.</i> Large amounts of cash on hand or processed				
<i>b.</i> Company issued credit cards				
<i>c.</i> Inventory items that are small in size, of high value, or in high demand				
<i>d.</i> Easily convertible assets				
<i>e.</i> Fixed assets, that, are small in size, marketable, or lacking observable identification of ownership				
2. Inadequate internal control over assets may increase the susceptibility of misappropriation of those assets. For example, misappropriation of assets may occur because there is the following:				
<i>a.</i> Inadequate segregation of duties or independent checks. Inadequate segregation of duties is quite often understandable in a small business environment in that it's a function of the entity's size. However, you may consider it in conjunction with other risk factors and with mitigating controls.				
<i>b.</i> Inadequate management oversight of employees responsible for assets.				
<i>c.</i> Inadequate job applicant screening of employees with access to assets.				
<i>d.</i> Inadequate record keeping with respect to assets.				
<i>e.</i> Inadequate system of authorization and approval of transactions (for example, in purchasing).				
<i>f.</i> Inadequate physical safeguards over cash, investments, inventory, or fixed assets.				

<i>Fraud risk factors considered</i>	<i>Present at client?</i>	<i>Audit response developed?</i>	<i>Audit response documented? (W/P Ref.)</i>	<i>Additional information</i>
g. Lack of timely and appropriate documentation of transactions, for example, credits for merchandise returns.				
h. Lack of mandatory vacations for employees performing key control functions.				
i. Inadequate management understanding of information technology, which enables information technology employees to perpetrate a misappropriation.				
j. Inadequate access controls over automated records.				
<b>C. Attitudes and Rationalizations</b>				
1. Disregard for the need for monitoring or reducing risks related to misappropriations of assets				
2. Disregard for internal control over misappropriation of assets by overriding existing controls or by failing to correct known internal control deficiencies				
3. Behavior indicating displeasure or dissatisfaction with the company or its treatment of the employee				
4. Changes in behavior or lifestyle that may indicate assets have been misappropriated				





# AAM Section 3150

## *Illegal Acts*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 200, *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance With Generally Accepted Auditing Standards*
- AU-C section 210, *Terms of Engagement*
- AU-C section 250, *Consideration of Laws and Regulations in an Audit of Financial Statements*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 580, *Written Representations*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*

### General Comments

.01 AU-C section 250 establishes requirements and provides guidance with respect to the auditor's responsibility to consider laws and regulations in an audit of financial statements.

.02 The effect on financial statements of laws and regulations varies considerably. Those laws and regulations to which an entity is subject constitute the legal and regulatory framework. The provisions of some laws or regulations have a direct effect on the financial statements in that they determine the reported amounts and disclosures in an entity's financial statements. Other laws or regulations are to be complied with by management, or set the provisions under which the entity is allowed to conduct its business, but do not have a direct effect on an entity's financial statements. Some entities operate in heavily regulated industries (such as banks and chemical companies). Others are subject only to the many laws and regulations that relate generally to the operating aspects of the business (such as those related to occupational safety and health and equal employment opportunity). Non-compliance with laws and regulations may result in fines, litigation, or other consequences for the entity that may have a material effect on the financial statements.

.03 The term *non-compliance* refers to acts of omission or commission by the entity, either intentional or unintentional, which are contrary to the prevailing laws or regulations. Such acts include transactions entered into by, or in the name of, the entity or on its behalf by those charged with governance, management, or employees. Non-compliance does not include personal misconduct (unrelated to the business activities of the entity) by those charged with governance, management, or employees of the entity.

.04 Whether an act constitutes non-compliance with laws and regulations is a matter for legal determination, which ordinarily is beyond the auditor's professional competence to determine. Nevertheless, the auditor's training, experience, and understanding of the entity and its industry or sector may provide a basis to recognize that some acts coming to the auditor's attention may constitute non-compliance with laws and regulations.

## Responsibility for Compliance With Laws and Regulations

### *Responsibility of Management*

.05 Laws and regulations may affect an entity's financial statements in different ways (for example, most directly, they may affect specific disclosures required of the entity in the financial statements, or they may prescribe the applicable financial reporting framework). They also may establish certain legal rights and obligations of the entity, some of which will be recognized in the entity's financial statements. In addition, laws and regulations may provide for the imposition of penalties in cases of non-compliance.

.06 It is the responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations, including compliance with the provisions of laws and regulations that determine the reported amounts and disclosures in an entity's financial statements.

.07 The following are examples of the types of policies and procedures an entity may implement to assist in the prevention and detection of non-compliance with laws and regulations:

- Monitoring legal requirements and ensuring that operating procedures are designed to meet these requirements
- Instituting and operating appropriate systems of internal control
- Developing, publicizing, and following a code of ethics or code of conduct
- Ensuring employees are properly trained and understand the code of ethics or code of conduct
- Monitoring compliance with the code of ethics or code of conduct and acting appropriately to discipline employees who fail to comply with it
- Engaging legal advisers to assist in monitoring legal requirements
- Maintaining a register of significant laws and regulations with which the entity has to comply within its particular industry and a record of complaints

.08 In larger entities, these policies and procedures may be supplemented by assigning appropriate responsibilities to the following:

- An internal audit function
- An audit committee
- A legal function
- A compliance function

### *Responsibility of the Auditor*

.09 The auditor is not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

.10 The auditor is responsible for obtaining reasonable assurance that the financial statements as a whole are free from material misstatement, whether caused by fraud or error. In conducting an audit of financial statements, the auditor takes into account the applicable legal and regulatory framework. Because of the inherent limitations of an audit, an unavoidable risk exists that some material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with GAAS. In the context of laws and regulations, the potential effects of inherent limitations on the auditor's ability to detect material misstatements are greater for the following reasons:

- Many laws and regulations relating principally to the operating aspects of an entity typically do not affect the financial statements and are not captured by the entity's information systems relevant to financial reporting.
- Non-compliance may involve conduct designed to conceal it, such as collusion, forgery, deliberate failure to record transactions, management override of controls, or intentional misrepresentations made to the auditor.
- Whether an act constitutes non-compliance is ultimately a matter for legal determination, such as by a court of law.

Ordinarily, the further removed non-compliance is from the events and transactions reflected in the financial statements, the less likely the auditor is to become aware of, or recognize, the non-compliance.

.11 AU-C section 250 distinguishes the auditor's responsibilities regarding compliance with the following two categories of laws and regulations:

- a. The provisions of those laws and regulations generally recognized to have a direct effect on the determination of material amounts and disclosures in the financial statements, such as tax and pension laws and regulations
- b. The provisions of other laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the financial statements but compliance with which may be
  - i. fundamental to the operating aspects of the business,
  - ii. fundamental to an entity's ability to continue its business, or
  - iii. necessary for the entity to avoid material penalties

(for example, compliance with the terms of an operating license, regulatory solvency requirements, or environmental regulations); therefore, non-compliance with such laws and regulations may have a material effect on the financial statements.

## **Auditor Requirements Consideration of Compliance With Laws and Regulations**

.12 As part of obtaining an understanding of the entity and its environment, in accordance with AU-C section 315 the auditor should obtain a general understanding of the following:

- a. The legal and regulatory framework applicable to the entity and the industry or sector in which the entity operates
- b. How the entity is complying with that framework

### ***Obtaining an Understanding of the Legal and Regulatory Framework***

.13 To obtain a general understanding of the legal and regulatory framework and how the entity complies with that framework, the auditor may, for example,

- use the auditor's existing understanding of the entity's industry and regulatory and other external factors;
- update the understanding of those laws and regulations that directly determine the reported amounts and disclosures in the financial statements;
- inquire of management about other laws or regulations that may be expected to have a fundamental effect on the operations of the entity;
- inquire of management concerning the entity's policies and procedures regarding compliance with laws and regulations (including the prevention of non-compliance), if appropriate;

- inquire of management regarding the policies or procedures adopted for identifying, evaluating, and accounting for litigation claims;
- inquire of management regarding the use of directives issued by the entity and periodic representations obtained by the entity from management at appropriate levels of authority concerning compliance with laws and regulations; and
- consider the auditor's knowledge of the entity's history of non-compliance with laws and regulations.

.14 The auditor should obtain sufficient appropriate audit evidence regarding material amounts and disclosures in the financial statements that are determined by the provisions of those laws and regulations generally recognized to have a direct effect on their determination.

### ***Laws and Regulations Generally Recognized to Have a Direct Effect on the Determination of Material Amounts and Disclosures in the Financial Statements***

.15 Certain laws and regulations are well established, known to the entity and within the entity's industry or sector, and relevant to the entity's financial statements. These laws and regulations generally are directly relevant to the determination of material amounts and disclosures in the financial statements and readily evident to the auditor. They could include those that relate to, for example,

- the form and content of financial statements (for example, statutorily-mandated requirements);
- industry-specific financial reporting issues;
- accounting for transactions under government contracts (for example, laws and regulations that may affect the amount of revenue to be accrued); or
- the accrual or recognition of expenses for income tax or pension costs.

.16 Some provisions in those laws and regulations may be directly relevant to specific assertions in the financial statements (for example, the completeness of income tax provisions), whereas others may be directly relevant to the financial statements as a whole. The auditor's responsibility regarding misstatements resulting from non-compliance with laws and regulations having a direct effect on the determination of material amounts and disclosures in the financial statements is the same as that for misstatements caused by fraud or error, as described in AU-C section 200.

.17 Non-compliance with other provisions of such laws and regulations, and the laws and regulations described in paragraph .06b of AU-C section 250, may result in fines, litigation, or other consequences for the entity, the costs of which may need to be provided for or disclosed in the financial statements but are not considered to have a direct effect on the financial statements.

.18 The auditor should perform the following audit procedures that may identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements:

- a. Inquiring of management and, when appropriate, those charged with governance about whether the entity is in compliance with such laws and regulations
- b. Inspecting correspondence, if any, with the relevant licensing or regulatory authorities

### ***Procedures to Identify Instances of Non-compliance—Other Laws and Regulations***

.19 Certain other laws and regulations may need particular attention by the auditor because they have a fundamental effect on the operations of the entity. Non-compliance with laws and regulations that have a fundamental effect on the operations of the entity may cause the entity to cease operations or call into question the entity's continuance as a going concern. For example, non-compliance with the requirements of the entity's license or other entitlement to perform its operations could have such an impact (for example, for a bank, non-compliance with capital or investment requirements).

.20 Many laws and regulations relating principally to the operating aspects of the entity do not directly affect the financial statements (their financial statement effect is indirect) and are not captured by the entity's information systems relevant to financial reporting. Their indirect effect may result from the need to disclose a contingent liability because of the allegation or determination of identified or suspected non-compliance. Those other laws or regulations may include those related to securities trading, occupational safety and health, food and drug administration, environmental protection, equal employment, and price-fixing or other antitrust violations. An auditor may not have a sufficient basis for recognizing possible non-compliance with such laws and regulations.

.21 For the category referred to in paragraph .06b of AU-C section 250, the auditor's responsibility is limited to performing specified audit procedures that may identify non-compliance with those laws and regulations that may have a material effect on the financial statements. Even when those procedures are performed, the auditor may not become aware of the existence of non-compliance unless there is evidence of non-compliance in the records, documents, or other information normally inspected in an audit of financial statements.

.22 Because the financial reporting consequences of other laws and regulations can vary depending on the entity's operations, the audit procedures required by paragraph .14 of AU-C section 250 are intended to bring to the auditor's attention instances of non-compliance with laws and regulations that may have a material effect on the financial statements.

.23 In some cases, the amount of an entity's correspondence with licensing or regulatory authorities is voluminous. In exercising professional judgment in such circumstances, the auditor may consider the following in determining the extent of inspection that may identify instances of non-compliance:

- The nature of the entity
- The nature and type of correspondence

.24 During the audit, the auditor should remain alert to the possibility that other audit procedures applied may bring instances of non-compliance or suspected non-compliance with laws and regulations to the auditor's attention.

### *Non-compliance Brought to the Auditor's Attention by Other Audit Procedures*

.25 Audit procedures applied to form an opinion on the financial statements may bring instances of non-compliance or suspected non-compliance with laws and regulations to the auditor's attention. For example, such audit procedures may include the following:

- Reading minutes
- Inquiring of the entity's management and in-house or external legal counsel concerning litigation, claims, and assessments
- Performing substantive tests of details of classes of transactions, account balances, or disclosures

.26 Because the effect of laws and regulations on financial statements can vary considerably, written representations, as required by AU-C section 580, provide necessary audit evidence about management's knowledge of identified or suspected non-compliance with laws and regulations, the effects of which may have a material effect on the financial statements. However, written representations do not provide sufficient appropriate audit evidence on their own and, accordingly, do not affect the nature and extent of other audit evidence that is to be obtained by the auditor.

.27 In the absence of identified or suspected non-compliance, the auditor is not required to perform audit procedures regarding the entity's compliance with laws and regulations, other than those set out in paragraphs .12–.15 of AU-C section 250 and the requirement in AU-C section 580 related to requesting written representations from management regarding the entity's compliance with laws and regulations.

## Audit Procedures When Non-compliance Is Identified or Suspected

.28 If the auditor becomes aware of information concerning an instance of non-compliance or suspected non-compliance with laws and regulations, the auditor should obtain

- a. an understanding of the nature of the act and the circumstances in which it has occurred and
- b. further information to evaluate the possible effect on the financial statements.

### *Indications of Non-compliance With Laws and Regulations*

.29 If the auditor becomes aware of the existence of, or information about, the following matters, it may be an indication of non-compliance with laws and regulations:

- Investigations by regulatory organizations and government departments or payment of fines or penalties
- Payments for unspecified services or loans to consultants, related parties, employees, or government officials or government employees
- Sales commissions or agent's fees that appear excessive in relation to those ordinarily paid by the entity or in its industry or to the services actually received
- Purchases made at prices significantly above or below market price
- Unusual payments in cash, purchases in the form of cashiers' checks payable to bearer, or transfers to numbered bank accounts
- Unusual transactions with companies registered in tax havens
- Payments for goods or services made other than to the country from which the goods or services originated
- Existence of an information system that fails, whether by design or accident, to provide an adequate audit trail or sufficient evidence
- Unauthorized transactions or improperly recorded transactions
- Adverse media comment
- Non-compliance with laws or regulations cited in reports of examinations by regulatory agencies that have been made available to the auditor
- Failure to file tax returns or pay government duties or similar fees that are common to the entity's industry or the nature of its business

### *Obtaining an Understanding of an Act of Identified or Suspected Non-compliance*

.30 Procedures an auditor may perform to address the requirements of paragraph .17 of AU-C section 250 include the following:

- Examining supporting documents, such as invoices, cancelled checks, and agreements, and comparing with accounting records
- Confirming significant information concerning the matter with the other party to the transaction or intermediaries, such as banks or lawyers
- Determining whether the transaction has been properly authorized
- Considering whether other similar transactions or events may have occurred and applying procedures to identify them

### *Matters Relevant to the Auditor's Evaluation*

.31 Matters relevant to the auditor's evaluation of the possible effect on the financial statements include the following:

- The quantitative effect of non-compliance. The potential financial consequences of non-compliance with laws and regulations on the financial statements may include the imposition of fines, penalties, or damages; the threat of expropriation of assets; enforced discontinuation of operations; and litigation.
- The qualitative materiality of the effect of non-compliance. For example, an illegal payment of an otherwise immaterial amount could be material if a reasonable possibility exists that it could lead to a material contingent liability or a material loss of revenue.
- Whether the potential financial consequences require accrual or disclosure under the applicable financial reporting framework. For example, if material revenue or earnings are derived from transactions involving non-compliance, or if non-compliance creates significant risks associated with material revenue or earnings, such as loss of a significant business relationship, that information may require disclosure. Loss contingencies resulting from non-compliance that may require disclosure may be evaluated in the same manner as other loss contingencies under the applicable financial reporting framework.
- Whether the potential financial consequences are so serious as to call into question the fair presentation of the financial statements or otherwise make the financial statements misleading.

### *Discussion With Those Charged With Governance or Legal Counsel*

.32 If the auditor suspects non-compliance may exist, the auditor should discuss the matter with management (at a level above those involved with the suspected non-compliance, if possible) and, when appropriate, those charged with governance. If management or, as appropriate, those charged with governance do not provide sufficient information that supports that the entity is in compliance with laws and regulations and, in the auditor's professional judgment, the effect of the suspected non-compliance may be material to the financial statements, the auditor should consider the need to obtain legal advice.

.33 The auditor may discuss the findings with those charged with governance, in which case they may be able to provide additional audit evidence. For example, the auditor may confirm that those charged with governance have the same understanding of the facts and circumstances relevant to transactions or events that have led to the possibility of non-compliance with laws and regulations.

.34 If management or, as appropriate, those charged with governance do not provide sufficient information to the auditor that the entity is in fact in compliance with laws and regulations, the auditor may consider it appropriate to consult with the entity's in-house legal counsel or external legal counsel about the application of the laws and regulations to the circumstances, including the possibility of fraud, and the possible effects on the financial statements. The auditor may request management to arrange for such consultation with the entity's legal counsel. If it is not considered appropriate to consult with the entity's legal counsel or if the auditor is not satisfied with the legal counsel's opinion, the auditor may consider it appropriate to consult the auditor's own legal counsel about whether a violation of a law or regulation is involved; the possible legal consequences, including the possibility of fraud; and what further action, if any, the auditor may take.

### *Implications of Non-compliance on Other Aspects of the Audit*

.35 If sufficient information about suspected non-compliance cannot be obtained, the auditor should evaluate the effect of the lack of sufficient appropriate audit evidence on the auditor's opinion.

.36 The auditor should evaluate the implications of non-compliance in relation to other aspects of the audit, including the auditor's risk assessment and the reliability of written representations, and take appropriate action.

.37 As required by paragraph .20 of AU-C section 250, the auditor evaluates the implications of non-compliance with regard to other aspects of the audit, including the auditor's risk assessment and the reliability of written representations. The implications of particular instances of non-compliance identified by the auditor will depend on the relationship of the perpetration and concealment, if any, of the act to specific control activities and the level of management or employees involved, especially implications arising from the involvement of the highest authority within the entity.

.38 The auditor may consider whether withdrawal from the engagement, when withdrawal is possible under applicable law or regulation, is necessary when management or those charged with governance do not take the remedial action that the auditor considers appropriate in the circumstances, even when the non-compliance is not material to the financial statements. Factors that may affect the auditor's decision may include the implications of the failure to take remedial action, which may affect the auditor's ability to rely on management representations, and the effects of continuing association with the entity. When deciding whether withdrawal from the engagement is necessary, the auditor may consider seeking legal advice. If withdrawal from the engagement is not possible under applicable law or regulation, the auditor may consider alternative actions, including describing the non-compliance in an other-matter(s) paragraph in the auditor's report.

## Reporting Identified or Suspected Non-compliance

.39 Unless all of those charged with governance are involved in management of the entity and aware of matters involving identified or suspected non-compliance already communicated by the auditor, the auditor should communicate with those charged with governance matters involving non-compliance with laws and regulations that come to the auditor's attention during the course of the audit, other than when the matters are clearly inconsequential.

.40 If, in the auditor's professional judgment, the non-compliance referred to in paragraph .21 of AU-C section 250 is believed to be intentional and material, the auditor should communicate the matter to those charged with governance as soon as practicable.

.41 If the auditor suspects that management or those charged with governance are involved in non-compliance, the auditor should communicate the matter to the next higher level of authority at the entity, if it exists. When no higher authority exists, or if the auditor believes that the communication may not be acted upon or is unsure about the person to whom to report, the auditor should consider the need to obtain legal advice.

### *Reporting Non-compliance in the Auditor's Report on the Financial Statements*

.42 If the auditor concludes that the non-compliance has a material effect on the financial statements, and it has not been adequately reflected in the financial statements, the auditor should, in accordance with AU-C section 705, express a qualified or adverse opinion on the financial statements.

.43 If the auditor is precluded by management or those charged with governance from obtaining sufficient appropriate audit evidence to evaluate whether non-compliance that may be material to the financial statements has, or is likely to have, occurred, the auditor should express a qualified opinion or disclaim an opinion on the financial statements on the basis of a limitation on the scope of the audit, in accordance with AU-C section 705.

.44 If the auditor is unable to determine whether non-compliance has occurred because of limitations imposed by the circumstances rather than by management or those charged with governance, the auditor should evaluate the effect on the auditor's opinion, in accordance with AU-C section 705.

.45 If management or those charged with governance refuse to accept a modified opinion on the financial statements for the circumstances described in paragraphs .24–.25 of AU-C section 250, the auditor may withdraw from the engagement, when withdrawal is possible under applicable law or regulation, and indicate the reasons for withdrawal in writing to those charged with governance.



### *Reporting Non-compliance to Regulatory and Enforcement Authorities*

.46 If the auditor has identified or suspects non-compliance with laws and regulations, the auditor should determine whether the auditor has a responsibility to report the identified or suspected non-compliance to parties outside the entity.

.47 The auditor's professional duty to maintain the confidentiality of client information may preclude reporting identified or suspected non-compliance with laws and regulations to a party outside the entity. However, the auditor's legal responsibilities vary by jurisdiction, and in certain circumstances, the duty of confidentiality may be overridden by statute, the law, or courts of law. In the following circumstances, a duty to notify parties outside the entity may exist:

- In response to inquiries from an auditor to a predecessor auditor, in accordance with the requirements of AU-C section 210
- In response to a court order
- In compliance with requirements for the audits of entities that receive financial assistance from a government agency

Because potential conflicts with the auditor's ethical and legal obligations for confidentiality may be complex, the auditor may consult with legal counsel before discussing non-compliance with parties outside the entity.

### **Documentation**

.48 The auditor should include in the audit documentation a description of the identified or suspected non-compliance with laws and regulations and the results of discussion with management and, when applicable, those charged with governance and other parties inside or outside the entity.

.49 The auditor's documentation of findings regarding identified or suspected non-compliance with laws and regulations may include, for example,

- copies of records or documents.
- minutes of discussions held with management, those charged with governance, or other parties inside or outside the entity.



# AAM Section 3155

## *Analytical Procedures*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 230, *Audit Documentation*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 500, *Audit Evidence*
- AU-C section 520, *Analytical Procedures*

.01 Analytical procedures are a natural extension of the auditor's understanding of the client's business and add to his or her understanding because the key factors that influence the client's business may be expected to affect the client's financial information. In the planning stage, the purpose of analytical procedures is to assist in planning the nature, timing, and extent of auditing procedures that will be used to obtain audit evidence for specific account balances or classes of transactions. In accordance with paragraphs .A14-.A17 of AU-C section 315, analytical procedures should be performed as risk assessment procedures to obtain an understanding of the entity and its environment, including its internal control. When performing audit procedures in response to assessed risks, the purpose of analytical procedures is to obtain evidence, sometimes in combination with other substantive procedures, to identify misstatements in account balances and, thus, to reduce the risk that misstatements will remain undetected. The auditor's reliance on substantive tests to achieve an audit objective related to a particular assertion may be derived from tests of details, from substantive analytical procedures, or from a combination of both. The decision about which procedure or procedures to use to achieve a particular audit objective is based on the auditor's judgment about the expected effectiveness and efficiency of the available procedures. In the overall review stage, the objective of analytical procedures is to assist the auditor in forming an overall conclusion about whether the financial statements are consistent with the auditor's understanding of the entity. In all cases, the effectiveness of analytical procedures lies in developing expectations that can reasonably be expected to identify unexpected relationships.

### **Analytical Procedures**

.02 *Analytical procedures* are defined in paragraph .04 of AU-C section 520 as "evaluations of financial information through analysis of plausible relationships among both financial and nonfinancial data. Analytical procedures also encompass such investigation, as is necessary, of identified fluctuations or relationships that are inconsistent with other relevant information or that differ from expected values by a significant amount." The definition implies several key concepts:

- The "evaluations of financial information" suggests that analytical procedures will be used to understand or test financial statement relationships or balances.
- The "investigation ... of identified fluctuations or relationships that are inconsistent with other relevant information or that differ from expected values by a significant amount" implies an understanding of what can reasonably be expected and involves a comparison of the recorded book values with an auditor's expectations and an understanding of those differences.

- "Relationships among both financial and nonfinancial data" suggests that both types of data can be useful in understanding the relationships of the financial information and, therefore, in forming an expectation.

.03 A basic premise underlying the application of analytical procedures is that plausible relationships among data may reasonably be expected to exist and continue in the absence of known conditions to the contrary. The reasons that make relationships plausible are an important consideration because data sometimes appears to be related when it is not, which may lead the auditor to erroneous conclusions. In addition, the presence of an unexpected relationship may provide important evidence when appropriately scrutinized.

.04 Analytical procedures include the consideration of comparisons of the entity's financial information with, for example,

- comparable information for prior periods.
- anticipated results of the entity, such as budgets or forecasts, or expectations of the auditor, such as an estimation of depreciation.
- similar industry information, such as a comparison of the entity's ratio of sales to accounts receivable and gross margin percentages with industry averages or other entities of comparable size in the same industry.

.05 Analytical procedures also include consideration of relationships, for example,

- among elements of financial information, such as gross margin percentages, that would be expected to conform to a predictable pattern based on recent history of the entity and industry.
- between financial information and relevant nonfinancial information, such as payroll costs to number of employees.

.06 Various methods may be used to perform analytical procedures. These methods range from performing simple comparisons to performing complex analyses using advanced statistical techniques. Analytical procedures may be applied to consolidated financial statements, components, and individual elements of information.

.07 *Scanning* is a type of analytical procedure involving the auditor's exercise of professional judgment to review accounting data to identify significant or unusual items to test. This type of analytical procedure is described further in AU-C section 500.

.08 According to paragraph .06 of AU-C section 315, risk assessment procedures should include analytical procedures. Section 3120, "Obtaining an Understanding of the Entity and Its Environment," of this manual discusses the requirements and guidance included in AU-C section 315, including the use of analytical procedures when performing risk assessment procedures.

.09 AU-C section 330 establishes requirements and provides guidance on the use of analytical procedures as substantive procedures.

## Auditor Requirements

### Substantive Analytical Procedures

.10 When designing and performing analytical procedures, either alone or in combination with tests of details, as substantive procedures in accordance with AU-C section 330, the auditor should

- a. determine the suitability of particular substantive analytical procedures for given assertions, taking into account the assessed risks of material misstatement and tests of details, if any, for these assertions;

- b. evaluate the reliability of data from which the auditor's expectation of recorded amounts or ratios is developed, taking into account the source, comparability, and nature and relevance of information available and controls over preparation;
- c. develop an expectation of recorded amounts or ratios and evaluate whether the expectation is sufficiently precise (taking into account whether substantive analytical procedures are to be performed alone or in combination with tests of details) to identify a misstatement that, individually or when aggregated with other misstatements, may cause the financial statements to be materially misstated; and
- d. determine the amount of any difference of recorded amounts from expected values that is acceptable without further investigation as required by paragraph .07 of AU-C section 520 and compare the recorded amounts, or ratios developed from recorded amounts, with the expectations.

.11 The auditor's substantive procedures to address the assessed risk of material misstatement for relevant assertions may be tests of details, substantive analytical procedures, or a combination of both. The decision about which audit procedures to perform, including whether to use substantive analytical procedures, is based on the auditor's professional judgment about the expected effectiveness and efficiency of the available audit procedures to reduce the assessed risk of material misstatement to an acceptably low level.

.12 The expected effectiveness and efficiency of a substantive analytical procedure in addressing risks of material misstatement depends on, among other things, (a) the nature of the assertion, (b) the plausibility and predictability of the relationship, (c) the availability and reliability of the data used to develop the expectation, and (d) the precision of the expectation.

.13 The auditor may inquire of management about the availability and reliability of information needed to apply substantive analytical procedures and the results of any such analytical procedures performed by the entity. It may be effective to use analytical data prepared by management, provided that the auditor is satisfied that such data is properly prepared.

### *Suitability of Particular Substantive Analytical Procedures for Given Assertions*

.14 When more persuasive audit evidence is desired from substantive analytical procedures, more predictable relationships are necessary to develop the expectation. Relationships in a stable environment are usually more predictable than relationships in a dynamic or unstable environment. Relationships involving income statement accounts tend to be more predictable than relationships involving only balance sheet accounts because income statement accounts represent transactions over a period of time, whereas balance sheet accounts represent amounts as of a point in time. Relationships involving transactions subject to management discretion may be less predictable. For example, management may elect to incur maintenance expense rather than replace plant and equipment, or they may delay advertising expenditures.

.15 Substantive analytical procedures are generally more effective for large volumes of transactions that tend to be predictable over time. The application of planned analytical procedures is based on the expectation that relationships among data exist and continue in the absence of known conditions to the contrary. Particular conditions that can cause variations in these relationships include, for example, specific unusual transactions or events, accounting changes, business changes, random fluctuations, or misstatements. The suitability of a particular analytical procedure will depend upon the auditor's assessment of how effective it will be in detecting a misstatement that, individually or when aggregated with other misstatements, may cause the financial statements to be materially misstated.

.16 In some cases, even an unsophisticated predictive model may be effective as an analytical procedure. For example, when an entity has a known number of employees at fixed rates of pay throughout the period, it may be possible for the auditor to use this data to estimate the total payroll costs for the period with a high degree of accuracy, thereby providing audit evidence for a significant item in the financial statements and reducing the need to perform tests of details on the payroll. The use of widely recognized trade ratios (such as profit margins for different types of retail entities) can often be used effectively in substantive analytical procedures to provide evidence to support the reasonableness of recorded amounts.

.17 Different types of analytical procedures provide different levels of assurance. Analytical procedures involving, for example, the prediction of total rental income on a building divided into apartments, taking the rental rates, the number of apartments, and vacancy rates into consideration, can provide persuasive evidence and may eliminate the need for further verification by means of tests of details, provided that the elements are appropriately verified. In contrast, calculation and comparison of gross margin percentages as a means of confirming a revenue figure may provide less persuasive evidence but may provide useful corroboration if used in combination with other audit procedures.

.18 The determination of the suitability of particular substantive analytical procedures is influenced by the nature of the assertion and the auditor's assessment of the risk of material misstatement. For example, if controls over payroll processing are deficient, the auditor may need to perform more extensive tests of details for assertions related to compensation.

.19 Particular substantive analytical procedures may also be considered suitable when tests of details are performed on the same assertion. For example, when obtaining audit evidence regarding the valuation assertion for accounts receivable balances, the auditor may apply analytical procedures to an aging of customers' accounts, in addition to performing tests of details on subsequent cash receipts, to determine the collectability of the receivables.

### *The Reliability of the Data*

.20 The reliability of data is influenced by its source and nature and is dependent on the circumstances under which it is obtained. Accordingly, the following are relevant when determining whether data is reliable for purposes of designing substantive analytical procedures:

- a. The source of the information available. For example, information may be more reliable when it is obtained from independent sources outside the entity.
- b. The comparability of the information available. For example, broad industry data may need to be supplemented to be comparable to that of an entity that produces and sells specialized products.
- c. The nature and relevance of the information available. For example, whether budgets have been established as results to be expected rather than as goals to be achieved.
- d. Controls over the preparation of the information that are designed to ensure its completeness, accuracy, and validity. For example, controls over the preparation, review, and maintenance of budgets.

.21 Data may be readily available to develop expectations for some assertions. For example, the auditor may consider whether financial information, such as budgets or forecasts, and nonfinancial information, such as the number of units produced or sold, is available to design substantive analytical procedures.

.22 The auditor may consider testing the operating effectiveness of controls, if any, over the entity's preparation of information used by the auditor in performing substantive analytical procedures in response to assessed risks. When such controls are effective, the auditor may have greater confidence in the reliability of the information and, therefore, in the results of analytical procedures. The operating effectiveness of controls over nonfinancial information may often be tested in conjunction with other tests of controls. For example, in establishing controls over the processing of sales invoices, an entity may include controls over the recording of unit sales. In these circumstances, the auditor may test the operating effectiveness of controls over the recording of unit sales in conjunction with tests of the operating effectiveness of controls over the processing of sales invoices. Alternatively, the auditor may consider whether the information was subjected to audit testing. AU-C section 330 addresses determining the audit procedures to be performed on the information to be used for substantive analytical procedures.

.23 The matters discussed in paragraph .A17a-d of AU-C section 520 are relevant irrespective of whether the auditor performs substantive analytical procedures on the entity's period-end financial statements or at an interim date and plans to perform substantive analytical procedures for the remaining period. AU-C section 330 addresses performing substantive procedures at an interim date.

### *Evaluation of Whether the Expectation Is Sufficiently Precise*

.24 In evaluating whether the expectation is sufficiently precise when performing a substantive analytical procedure, it is appropriate for the auditor to take into account whether substantive analytical procedures are the only substantive procedures planned to address a particular risk of misstatement at the relevant assertion level or whether the risk will be addressed through a combination of substantive analytical procedures and tests of details. A less precise expectation may be appropriate when evidence obtained from performing the substantive analytical procedure will be combined with audit evidence from performing tests of details. A more precise expectation, however, is necessary when the substantive analytical procedure is the only procedure planned to address a particular risk of misstatement for a relevant assertion.

.25 As expectations become more precise, the range of expected differences becomes narrower, and accordingly, the likelihood increases that significant differences from the expectations are due to misstatements. Matters relevant to the auditor's evaluation of whether the expectation can be developed with sufficient precision to identify a misstatement that, when aggregated with other misstatements, may cause the financial statements to be materially misstated, include the following:

- The accuracy with which the expected results of substantive analytical procedures can be predicted. For example, the auditor may expect greater consistency in comparing gross profit margins from one period to another than in comparing discretionary expenses, such as research or advertising.
- The degree to which information can be disaggregated. For example, substantive analytical procedures may be more effective when applied to financial information on individual sections of an operation or to financial statements of components of a diversified entity than when applied to the financial statements of the entity as a whole.

.26 When expectations are developed at a more detailed level, it is more likely that the analytical procedure will more effectively address the assessed risk of misstatement to which it is directed. Monthly amounts may be more effective than annual amounts, and comparisons by location or line of business usually are more effective than company-wide comparisons. The appropriate level of detail may be influenced by the nature of the entity, its size, and its complexity. The risk that material misstatements may be obscured by offsetting factors increases as an entity's operations become more complex and diversified. Disaggregation of the information helps reduce this risk.

### *Amount of Acceptable Difference of Recorded Amounts From Expected Values*

.27 The auditor's determination of the amount of difference from the expectation that can be accepted without further investigation is influenced by materiality and the desired level of assurance, while taking into account the possibility that a misstatement, individually or when aggregated with other misstatements, may cause the financial statements to be materially misstated. AU-C section 330 requires the auditor to obtain more persuasive audit evidence the higher the auditor's assessment of risk. Accordingly, as the assessed risk increases, the amount of difference considered acceptable without further investigation decreases in order to achieve the desired level of persuasive evidence.

## **Analytical Procedures That Assist When Forming an Overall Conclusion**

.28 The auditor should design and perform analytical procedures near the end of the audit that assist the auditor when forming an overall conclusion about whether the financial statements are consistent with the auditor's understanding of the entity.

.29 A wide variety of analytical procedures may be used when forming an overall conclusion. These procedures may include reading the financial statements and considering (a) the adequacy of the evidence gathered in response to unusual or unexpected balances identified during the course of the audit and (b) unusual or unexpected balances or relationships that were not previously identified. Results of these analytical procedures may indicate that additional evidence is needed.

.30 The results of analytical procedures designed and performed in accordance with paragraph .06 may identify a previously unrecognized risk of material misstatement. In such circumstances, AU-C section 315 requires the auditor to revise the auditor's assessment of the risks of material misstatement and modify the further planned audit procedures accordingly.

.31 The analytical procedures performed in accordance with paragraph .06 of AU-C section 520 may be similar to those that would be used as risk assessment procedures.

## Investigating Results of Analytical Procedures

.32 If analytical procedures performed in accordance with this section identify fluctuations or relationships that are inconsistent with other relevant information or that differ from expected values by a significant amount, the auditor should investigate such differences by

- a. inquiring of management and obtaining appropriate audit evidence relevant to management's responses and
- b. performing other audit procedures as necessary in the circumstances.

.33 Audit evidence relevant to management's responses may be obtained by evaluating those responses, taking into account the auditor's understanding of the entity and its environment and other audit evidence obtained during the course of the audit.

.34 The need to perform other audit procedures may arise when, for example, management is unable to provide an explanation, or the explanation, together with the audit evidence obtained relevant to management's response, is not considered adequate.

## Audit Documentation

.35 When substantive analytical procedures have been performed, the auditor should include in the audit documentation the following:

- a. The expectation referred to in paragraph .05c of AU-C section 520 and the factors considered in its development when that expectation or those factors are not otherwise readily determinable from the audit documentation
- b. Results of the comparison referred to in paragraph .05d of AU-C section 520 of the recorded amounts, or ratios developed from recorded amounts, with the expectations
- c. Any additional auditing procedures performed in accordance with paragraph .07 of AU-C section 520 relating to the investigation of fluctuations or relationships that are inconsistent with other relevant information or that differ from expected values by a significant amount and the results of such additional procedures

.36 AU-C section 230 addresses the auditor's responsibilities for preparing audit documentation and applies to substantive analytical procedures and analytical procedures performed near the end of the audit. Although paragraph .08 of AU-C section 520 addresses specific requirements that apply to substantive analytical procedures, it is not intended to provide a complete list of items that are required to be documented by AU-C section 230.

## Analytical Procedures Performed as Risk Assessment Procedures

.37 Analytical procedures performed as risk assessment procedures may identify aspects of the entity of which the auditor was unaware and may assist in assessing the risks of material misstatement in order to provide a basis for designing and implementing responses to the assessed risks. Analytical procedures performed as risk assessment procedures may include both financial and nonfinancial information (for example, the relationship between sales and square footage of selling space or volume of goods sold).



.38 Analytical procedures may enhance the auditor's understanding of the client's business and the significant transactions and events that have occurred since the prior audit and also may help to identify the existence of unusual transactions or events and amounts, ratios, and trends that might indicate matters that have audit implications. Unusual or unexpected relationships that are identified may assist the auditor in identifying risks of material misstatement, especially risks of material misstatement due to fraud.

.39 However, when such analytical procedures use data aggregated at a high level (which may be the situation with analytical procedures performed as risk assessment procedures), the results of those analytical procedures provide only a broad initial indication about whether a material misstatement may exist. Accordingly, in such cases, consideration of other information that has been gathered when identifying the risks of material misstatement together with the results of such analytical procedures may assist the auditor in understanding and evaluating the results of the analytical procedures.

.40 *Considerations specific to smaller, less complex entities.* Some smaller entities may not have interim or monthly financial information that can be used for purposes of analytical procedures. In these circumstances, although the auditor may be able to perform limited analytical procedures for purposes of planning the audit or obtain some information through inquiry, the auditor may need to plan to perform analytical procedures to identify and assess the risks of material misstatement when an early draft of the entity's financial statements is available.

## **Audit Guide *Analytical Procedures***

.41 For additional guidance, practitioners may refer to the AICPA Audit Guide *Analytical Procedures*. The guide provides practical guidance for auditors on the effective use of analytical procedures. Specifically, the guide includes a discussion of AU-C section 520; concepts and definitions; a series of questions and answers, grouped in the following five categories: precision of the expectation, relationship of analytical procedures to the audit risk model, evaluation and investigation, purpose of analytical procedures, and fraud; and a case study illustrating the four types of expectation methods discussed in chapter 1, "The Use of Analytical Procedures," of the guide: trend analysis, ratio analysis, reasonableness testing, and regression analysis.

.42 The AICPA Audit Guide *Analytical Procedures* also includes illustrations that demonstrate the importance of forming expectations and considering the precision of the expectation, two of the most misunderstood concepts from AU-C section 520. However, the guide focuses principally on how the concepts are applied to substantive testing because in designing substantive analytical procedures, a specified level of assurance is ordinarily desired. The guide is available at [www.aicpastore.com](http://www.aicpastore.com) (enter product code no. AUDANP17HI) or by calling the AICPA order department at 888.777.7077.



# AAM Section 3160

## *Audit Budget Samples*

### .01 Audit Time Budget—Sample A

Client:		
Audit date:		
Prepared by:		
Preliminary work:	Approved:	
Start:	Supervisor:	
End:	Date:	
Final work:	Approved:	
Start:	Partner:	
End:	Date:	
	<b>Budget (in hours)</b>	
	May to Nov.	Dec. to April
Cash		
Receivables:		
Confirmation of balances		
Review ledgers, etc.		
Inventories:		
Observation of physical counts		
Price tests, etc.		
Securities and investments		
Property, plant, and equipment		
Accumulated depreciation and amortization		
Other assets		
Notes and accounts payable		
Tax accruals		
Other liabilities		
Capital stock		
Retained earnings		
Other equity accounts		
Income accounts		
Costs and expense accounts		
Current provision for taxes		
Other income and expense accounts		

*(continued)*

Minutes, agreements, etc.	_____	_____
Conferences with client	_____	_____
General supervision and planning	_____	_____
Review computers programs and auditability	_____	_____
Review of internal control	_____	_____
Review and update permanent files	_____	_____
Travel	_____	_____
Report and statement review	_____	_____
Other matters (describe)	_____	_____
	_____	_____
	_____	_____
	_____	_____
	_____	_____
	_____	_____
	_____	_____
	_____	_____
Total budgeted hours	_____	_____
<i>(Excludes tax and report departments' time)</i>		

.02 Audit Time Budget—Sample B

Client: Audit date:		General											Cash					
		Audit program	Prior period reports, working papers, etc.	Trial balance and adjusting entries	Permanent file	Financial statement comparison	Transaction since balance sheet date	Preparation of reports	Internal control questionnaire and mgmt. letter	Time summary	Supervision	Correspondence and conferences	Review inhouse computer programs	Audit of/with computer	General ledger and journal entries	In banks and on hand	Receipts and disbursements	Notes/ accts. rec. and allowance for losses
Budget																		
Partner or lead																		
Supervisor or manager																		
Senior or in-charge																		
Audit staff or assistant																		
Total																		
Actual																		
Partner or lead																		
Supervisor or manager																		
Senior or in-charge																		
Audit staff or assistant																		
Total																		
Variance—over/(under)																		

(continued)

Client: Audit date:			<b>Other (describe)</b>			
Budget Partner or lead Supervisor or manager Senior or in-charge Audit staff or assistant Total	Actual Partner or lead Supervisor or manager Senior or in-charge Audit staff or assistant Total	Variance—over/(under)	Observations	Inventories		
			Comparison of quantities	Valuation	Clerical accuracy and analytical review	
			Prepaid expenses	Other current assets	Fixed assets and depreciation	Investments
			Other assets	Other assets	Notes payable and longterm debt	Accounts payable
			Other current liabilities	Other long-term liabilities and deferred income	Stockholders' equity	Contingent liabilities
			Sales and revenue	Payroll	Other expense and income tests and analysis	Preparation of tax returns

.03 Weekly Progress Report

Client:					
Date:					
In-charge auditor:					
Supervisor:					
	Original hours estimate	Hours used to date	Unused hours	Est. hours to complete	Variance— (over)/ under
In-charge auditor					
Assistants (list):					
_____					
_____					
Total assistants					
Grand total					

**.04 Audit Status Analysis**

Client: _____ Audit Date: _____		Budgeted Hours	Partner or Lead	Manager or Supervisor	Senior or In-Charge	Audit Staff or Assistant	Total Hours Incurred	Variance—Over/(Under)	Explanation for Variances
Administration									
Client conferences									
Planning and scheduling									
Staff supervision									
Accounting systems review									
Internal control									
General ledger									
Cash									
Sales									
Voucher register									
Payroll									
Journal entries									
Confirmations									
Permanent file									
Client advisory comments									
Report preparation									
Financial statements									
Footnotes									
Tax return preparation									



Client: \_\_\_\_\_  
 Audit Date: \_\_\_\_\_

	Budgeted Hours	Partner or Lead	Manager or Supervisor	Senior or In-Charge	Audit Staff or Assistant	Total Hours Incurred	Variance—Over/(Under)	Explanation for Variances
Review								
Initial review								
Overall review								
Detailed review								
Tax accrual review								
Year end verification								
Trial balance								
Assets:								
Cash								
Notes receivable								
Accounts receivable								
Inventories								
Prepaid expenses								
Intercompany accounts								
Securities and investments								
Fixed assets								
Other assets								
Liabilities:								
Notes payable								
Accounts payable								
Tax grouping and accrual								
Accrued liabilities								
Deferred credits								

(continued)

Client: \_\_\_\_\_  
 Audit Date: \_\_\_\_\_

	Budgeted Hours	Partner or Lead	Manager or Supervisor	Senior or In-Charge	Audit Staff or Assistant	Total Hours Incurred	Variance—Over/(Under)	Explanation for Variances
Contingencies and commitments								
Equity								
Revenues								
Expenses								
Other ( <i>describe</i> ):								
<b>Total</b>								

# AAM Section 3165

## Sample Engagement Letters

This section contains the following reference from AICPA *Professional Standards*:

- AU-C section 210, *Terms of Engagement*

.01 The following is an illustrative example of an engagement letter; it may not include all representations necessary for a particular engagement. It may be used as a starting point in the design of specific letters and then tailored to satisfy the terms of a particular engagement. This illustrative engagement letter is intended to be used in connection with engagements of nonpublic entities and is not intended to be used in connection with audits of public entities that are required to be audited under standards set by the PCAOB. The auditor may seek legal advice about whether a proposed letter is suitable. AU-C section 210 establishes standards and provides guidance regarding the auditor's responsibility to agree upon the terms of the audit engagement with management and, when appropriate, those charged with governance. AU-C section 210 is discussed further in section 3105, "Planning the Engagement," of this manual.

### Additional Resources for Practitioners

The AICPA offers an online tool, *The Engagement Letter: Best Practices and Examples*, to provide practitioners with additional illustrative engagement letters. This tool provides guidance on developing engagement letters in accordance with applicable AICPA professional standards, and subscribers to this tool can download the sample engagement letters for easy mark up and customization. The tool is available at [www.aicpastore.com](http://www.aicpastore.com) (enter product code no. APAEGLO) or by calling the AICPA at 888.777.7077.

### .02 Sample Engagement Letter for Audits

[Date]

[Name of individual signing on behalf of management]<sup>1</sup>

[Title of individual signing on behalf of management]

[Entity's name]

[Street address]

[City, State Zip]

Dear [Mr./Ms. \_\_\_\_\_]:

This engagement letter confirms our acceptance and understanding of the terms and objectives of our engagement and the nature and limitations of the services that [Firm name] will provide to [Entity name] ("you," "your," and the "Company").

#### Scope and Objective of the Audit

You have requested that we audit the financial statements of the Company, which comprise the balance sheet as of [period- or year-end(s)], and the related statements of income, stockholders' equity, and cash flows for the [period, year, or years] then ended,<sup>2</sup> and the related notes to the financial statements.

The objective of our audit is the expression of an opinion about whether the Company's financial statements are fairly presented, in all material respects, in accordance with [describe the applicable financial reporting framework, such as accounting principles generally accepted in the United States of America].

### Responsibilities of the Auditor

We will conduct our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by the Company's management, as well as evaluating the overall presentation of the financial statements.

OPTIONAL: SEE ENDNOTE<sup>3</sup>

[*Engagement partner name*] is responsible for supervising the engagement and authorizing the signing of our report. We expect the audit engagement will require \_\_\_\_ days [*or weeks*] of on-site procedures. Our scheduling is contingent on the completion of the year-end closing and adjusting process prior to our arrival to begin the fieldwork. We may experience delays in completing our audit procedures as a result of your staff's availability or delays in your financial closing process.

OPTIONAL: SEE ENDNOTE<sup>4</sup>

### Limitations of the Audit

Because of the inherent limitations of an audit, together with the inherent limitations of internal control, an unavoidable risk that some material misstatements may not be detected exists, even though the audit is properly planned and performed in accordance with GAAS.

In making our risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. However, we will communicate to you in writing concerning any significant deficiencies or material weaknesses in internal control relevant to the audit of the financial statements that we have identified during the audit.

OPTIONAL: SEE ENDNOTE<sup>5</sup>

### Management's Responsibilities

Our audit will be conducted on the basis that the Company's management [*and those charged with governance*] acknowledge and understand that they have the following responsibilities:<sup>6</sup>

- a. The preparation and fair presentation of the financial statements in accordance with [*describe the applicable financial reporting framework, such as accounting principles generally accepted in the United States of America*];<sup>7, 8, 9</sup>
- b. The design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; and
- c. To provide us with:
  - i. Access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters;<sup>10</sup>
  - ii. Additional information that we may request from management for the purpose of the audit; and
  - iii. Unrestricted access to persons within the Company from whom we determine it necessary to obtain audit evidence.

As part of our audit process, we will request from management [*and those charged with governance*] written confirmation concerning representations made to us in connection with the audit. Management's [*and those charged with governance*] failure to provide representations to our satisfaction will preclude us from issuing our audit report.<sup>11</sup>

OPTIONAL: SEE ENDNOTES<sup>12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26</sup>

### Reporting

We will issue a written report upon the completion of our audit of the Company's financial statements. Our report will be addressed to the [*description of those charged with governance, such as board of directors*] of the Company. We cannot provide assurance that an unmodified opinion will be expressed. Circumstances may arise in which it is necessary for us to modify our opinion, add an emphasis-of-matter or other-matter paragraph(s), or withdraw from the audit engagement. If our opinion is modified, then we will discuss the reasons with you in advance.<sup>27</sup>

OPTIONAL: SEE ENDNOTES<sup>28, 29, 30, 31, 32</sup>

We will also issue a written report on [*describe other reports expected to be issued*] upon completion of our audit.

If the above terms are acceptable to the Company and the services outlined are in accordance with your understanding, then please sign the enclosed copy of this letter in the space provided and return it to us.

Sincerely yours,

[*Engagement partner's signature*]

ACCEPTED AND AGREED:

This engagement letter sets forth the entire understanding of [*Entity Name*] with respect to the services to be provided by [*Auditor/Firm*]:

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

<sup>1</sup> As noted in paragraph .09 of AU-C section 260, The Auditor's Communication With Those Charged With Governance (AICPA, Professional Standards), in some cases, all of those charged with governance are involved in managing the entity. In these cases, if matters required by this section are communicated with a person(s) with management responsibilities and that person(s) also has governance responsibilities, then the matters need not be communicated twice with the same person. If the auditor wants to include those charged with governance in the engagement letter (recommended), then the following heading may be used:

[*Name of individual signing on behalf of the body or individuals charged with governance*]

[*Title of individual signing on behalf of the body or individuals charged with governance*]

[*Identify governance body*] of [*Entity name*]

[*Street address*]

[*City, State Zip*]

[Name of individual signing on behalf of management]  
 [Title of individual signing on behalf of management]  
 [Entity name]  
 [Street address]  
 [City, State Zip]

*NOTE: When the auditor of a parent entity is also the auditor of a component entity, the auditor may decide to obtain a separate audit engagement letter from the component entity. Accordingly, this heading may be changed for the subsidiary management.*

<sup>2</sup> *The description of the financial statements in this paragraph should be the same as the description to be used in the independent auditor's report. In the case of comparative financial statements, this description includes only the current period unless the auditor is engaged to audit the current and prior period(s).*

<sup>3</sup> *To include a description of the audit procedures, the following paragraphs may be added:*

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. Our audit procedures may include tests of documentary evidence supporting the transactions recorded in the accounts, test of the physical existence of inventories, and direct confirmation of certain assets and liabilities by correspondence with selected customers, creditors, and financial institutions. We may also request written representations from your attorneys as part of the engagement, and they may bill you for responding to this inquiry.

An audit includes obtaining an understanding of the entity and its environment, including its internal control sufficient to assess the risks of material misstatement of the financial statements whether due to error or fraud and to design the nature, timing, and extent of further audit procedures. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. However, we are responsible for communicating to you and those charged with governance internal control related matters that are required to be communicated under Statements on Auditing Standards.

<sup>4</sup> *If the auditor is engaged to perform **nonattest services**, is it important that the auditor consider the provisions of the "Nonattest Services" interpretations under the "Independence Rule" (AICPA, Professional Standards, ET sec. 1.295). Accordingly, the following paragraphs may be added to describe, as applicable, all nonattest services to be covered by this engagement letter:*

In addition, we will provide the Company with the following nonattest services:

1. Prepare the financial statements based on information in the trial balance and other relevant information that is provided by, and is the responsibility of, management.
2. Assist you in preparing the income tax provision with respect to income taxes in the Company's [combined/consolidated] financial statements.

Our professional standards require that we remain independent with respect to our audit clients, including those situations when we also provide nonattest services, such as those identified above. As a result, you accept the responsibilities set forth below related to our performance of nonattest service as a part of this engagement:

- Assume all management responsibilities.
- Oversee the services by designating an individual, preferably within senior management, who possesses suitable skill, knowledge, and/or experience.
- Evaluate the adequacy and results of the services performed.
- Accept responsibility for the results of the services.

It is our understanding that [name and title], who understands the services to be performed sufficiently to satisfy management's responsibilities for oversight related to the nonattest service(s), has been designated by the Company to oversee the nonattest services. If any issues or concerns in this

area arise during the course of our engagement, we will discuss them with you prior to continuing with the engagement.

- 5 To mitigate the exposure for errors, fraud, or noncompliance with laws and regulations, the following paragraph may be added:

Our audit cannot be relied upon to disclose all errors, fraud, or noncompliance with laws and regulations that may exist. However, we will inform the Company of any material errors, fraud, or noncompliance with laws and regulations that come to our attention, unless they are clearly inconsequential.

**NOTE:** Consideration may be given to documenting the auditor and management's understanding of "clearly inconsequential" at the end of this bullet point. Clearly inconsequential may be defined in terms of a specific dollar amount. For example, "such as errors, fraud, or noncompliance with laws and regulations of less than \$\_\_\_\_,000" may be added to the end of this bullet point.

- 6 If the auditor expects there will be **material adjustments** to the entity's accounting records as a result of the audit engagement, the following bullet point may be added under management's responsibilities:

- For adjusting the financial statements to correct material misstatements that are identified during our audit procedures and that we bring to management's attention

- 7 If the auditor provides **accounting advice** in connection with the audit engagement, the following paragraph may be added:

We may advise you about appropriate accounting principles and their application, but you are responsible for the financial statements.

- 8 The auditor may expand on **management's responsibility for the financial statements** by adding the following to the end of this bullet point:

This responsibility includes the establishment and maintenance of adequate records and effective internal controls over financial reporting, the selection and application of accounting principles, and the safeguarding of assets.

- 9 If the financial statements are prepared using a financial reporting framework other than accounting principles generally accepted in the United States of America (GAAP) (that is, **OCBOA or special purpose framework**), the following should be added as a bullet point for management's responsibilities:

- To include all informative disclosures that are appropriate for the special purpose framework used to prepare the entity's financial statements, including
  - a description of the special purpose framework, including a summary of significant accounting policies, and how the framework differs from GAAP
  - informative disclosures similar to those required by GAAP, in the case of special purpose financial statements that contain items that are the same as, or similar to, those in financial statements prepared in accordance with GAAP
  - additional disclosures beyond those specifically required by the framework that may be necessary for the special purpose financial statements to achieve fair presentation

In the case of special purpose financial statements prepared in accordance with a **contractual basis of accounting**, the following bullet point should be included with the above:

- a description of any significant interpretations of the contract on which the special purpose financial statements are based

- 10 The auditor may expand on **management's responsibility for the accuracy and completeness of the financial information provided to the accountant** by adding the following to the end of this bullet point:

You will provide us with information that significantly affects any material transactions, and that information will be accurate to the best of your knowledge and belief.

- 11 If the auditor expects there will be **proposed adjusting journal entries** resulting from the audit procedures, the following may be added to the end of this bullet point:

This management representation letter will confirm to us that the effects of any uncorrected misstatements aggregated by us during the audit engagement are immaterial, both individually and in the aggregate, to the financial statements as a whole.

- 12 To include a section covering fees, the following may be added:

**Fees**

We estimate that our fees for the audit will be \$\_\_\_\_\_ [and our fees for the preparation of the Company's income tax return(s) will be \$\_\_\_\_\_]. You will also be billed for out-of-pocket costs such as postage, travel, etc.

This fee estimate is based on anticipated cooperation from, and availability of, your personnel, the expectation that the Company's records will be in good condition, and the assumption that unexpected circumstances will not be encountered during the audit. If we believe that significant additional time is likely to be necessary in order to complete our audit procedures, we will attempt to discuss it with you and arrive at a new fee estimate before we incur significant additional fees or costs.

**OR**

Our fees will be based on the experience of the individuals involved (using standard billing rates) and the amount of work performed. You will also be billed for out-of-pocket costs such as postage, travel, etc.

- 13 To include a ***billing schedule*** to aid with collections, the following may be added after the paragraph(s) on fees:

Our invoices for these fees will be rendered monthly as work progresses and are payable on presentation. Work may be terminated or suspended if your account becomes \_\_\_ days or more overdue.

**OR**

Based on the anticipated timing of our work, our fees will be billed approximately as follows:

Invoice Date	Amount
_____	_____
MM/DD/YYYY	\$XX,000
MM/DD/YYYY	\$XX,000
MM/DD/YYYY	\$XX,000

- 14 If the auditor charges a ***retainer*** for engagement fees, the following section may be added:

**Retainer**

We require a retainer of \$\_\_\_\_\_ prior to starting work. This retainer is applied to the final billing. Any retainer in excess of the final billing will be refunded to you, and any amount on the billing in excess of the retainer will be due from you. This retainer is not an estimate of the total cost of our engagement. The retainer will be deposited into our general account and commingled with our other funds. No interest shall accrue or be paid on these funds.

- 15 If the auditor believes that ***additional services*** may be provided to the entity and those services are not currently described in this engagement letter, the following paragraph may be inserted (also, see appendix B, "Additional Services Letter," of The Engagement Letter: Best Practices and Examples for a sample additional services letter):

**Additional Services**

If you request us to perform additional services not contemplated or described in this engagement letter, we will provide you with a separate agreement describing those additional services and related fees. However, unless otherwise stated in that separate agreement, the terms of the engagement letter shall also apply to the additional services and fees described in that separate agreement.



- 16 To address **preparation of the entity's income tax returns**, the following paragraph may be added (and modify the fees paragraph, as appropriate):

**Income Taxes**

We will prepare the Company's federal [state, local, and foreign] income tax return(s) for the [period, year, or years] ended [date]. The income tax return(s) will be prepared in accordance with professional standards [and may be processed by a third-party service that has agreed to maintain the confidentiality of all information furnished]. Our tax return preparation services do not include any procedures designed to identify errors or fraud, should any exist. Tax law states that you have the final responsibility for the tax return(s) and, therefore, you should review it carefully before you sign and file the tax return(s).

- 17 If the auditor believes the entity may distribute the audited financial statements to third parties, the following section may be added:

**Distribution of the Auditor's Report**

Our report on the financial statements must be associated only with the financial statements that were the subject of our audit engagement. You may make copies of our report but only if the entire financial statements are reproduced and distributed with our report. You may not use our report with any other financial statements that are not the subject of this audit engagement.

- 18 If the auditor is aware of pending changes to professional standards that may affect the audit engagement, the following section may be added:

**Changes in Accounting or Professional Standards**

If future professional or accounting standards require modification of our audit procedures or related scope of work, we will advise you of such changes and the impact on our fee estimate. If we are unable to agree on the additional fees that may be required to implement such new standards that are required to be adopted and applied as part of our engagement, we may terminate this agreement as provided herein, regardless of the stage of completion.

- 19 To include terms regarding the collection of fees and expenses, the following section may be added:

**Collection of Fees and Expenses**

Any unpaid balance that is past due under this agreement shall bear interest at [ \_\_\_% or the highest rate allowed by law]. If we terminate our services for nonpayment, or as otherwise provided in this agreement, our engagement will be deemed to have been completed upon written notification of termination, even if we have not completed our audit. You will be obligated to compensate us for fees earned for services rendered and to reimburse us for all out-of-pocket expenses made through the date of termination. You understand and accept that in the event we stop work or terminate this agreement as a result of your failure to pay on a timely basis as described in this agreement, we shall not be liable to you for any damages that occur as a result of our termination of services.

- 20 To include terms regarding the release of engagement documentation, the following section may be added:

**Release of Documents**

As a result of our audit engagement, we may be required or requested to provide information or documents to you or a third party in connection with governmental regulations or a legal proceeding. If it is ultimately determined that we must comply with such requirements or requests, our efforts in complying with such requests or demands will be deemed a part of this audit engagement, and we shall be entitled to additional compensation for our time and reimbursement for our out-of-pocket expenditures (including legal fees) in complying with such request or demand.

- 21 To disclose the auditor's record retention policy for the audit files, the following section may be added:

**Document Retention Policy**

At the conclusion of our audit engagement, we will return all original documents you supplied to us. The Company's records are the source documents for your operations and financial statements and comprise the support for the results of this audit engagement. Our audit engagement files,

including our working papers and documents obtained directly from third parties, are our property and are not a substitute for your own records. It is your responsibility to retain and protect your records for possible future use, including potential examination by any government or regulatory agencies. [Our/Firm] policy calls for us to retain all pertinent information for \_\_\_\_ years (or longer, if required by law or regulation).

- <sup>22</sup> *If the auditor plans to use e-mails or facsimiles in the performance of this engagement, the following section may be added:*

#### **Electronic Communications**

In the performance of services described in this engagement letter, we may communicate to you and third parties by facsimile or send electronic mail (“e-mail”) over the Internet. Such communications may include information that is confidential to the Company. Although we will use our best efforts to keep such communications secure in accordance with our obligations under applicable laws and professional standards, you understand and accept that we have no control over the unauthorized interception of these communications once they have been sent. Unless you issue specific instructions to do otherwise, you are consenting to our use of electronic communications during this engagement as we deem appropriate.

- <sup>23</sup> *If the auditor has discussed significant issues with the entity or that were the subject of correspondence with management prior to the engagement as the Company’s auditor, the following section may be added:*

#### **Entire Agreement**

This engagement letter comprises the entire agreement and understanding between [Firm name] and the Company. The Company agrees that in signing this engagement letter it is not relying, and has not relied upon, any representations, promise, or statement that is not in this engagement letter.

- <sup>24</sup> *To include mediation terms for resolving disputes related to this audit engagement, the following section may be added:*

#### **Dispute Resolution**

This agreement shall be governed by the laws of the state of \_\_\_\_\_. If a dispute arises out of the audit [and tax] engagement described herein and if the dispute cannot be settled through negotiations, the parties agree first to try in good faith to settle the dispute by mediation using an agreed upon mediator. If the parties are unable to agree on a mediator, the parties shall petition the state court that would have jurisdiction over this matter and request the appointment of a mediator, and such appointment shall be binding on the parties. Each party shall be responsible for its own mediation expenses and shall share equally in the mediator’s fees and expenses.

- <sup>25</sup> *To include terms for the termination of this audit engagement, the following section may be added:*

#### **Termination**

This agreement may be terminated by either party upon \_\_\_\_ days’ written notice. In the event of termination: (a) you shall pay us for services rendered and expenses incurred through the effective date of termination, (b) neither party shall be liable to the other for any damages that occur as a result of our ceasing to render services, and (c) we will require any new accounting firm that you may retain to execute access letters satisfactory to us prior to reviewing our files.

- <sup>26</sup> *If the auditor plans to use a third-party service provider in connection with this engagement, the following paragraph may be added:*

Depending on the nature of the engagement, we may use third-party service providers in connection with the services described in this engagement letter, and that involvement may include sharing confidential information about the Company. We will obtain confidentiality agreements with all third-party service providers to maintain the confidentiality of your information, and we will perform reasonable procedures to determine if they have implemented appropriate procedures to prevent the unauthorized release of your confidential information to others. In the event that we are unable to obtain an appropriate confidentiality agreement with the third-party service provider, you will be asked to provide your consent prior to the sharing of your confidential information with

the third-party service provider. Furthermore, we will remain responsible for the work provided by any such third-party service providers.

- 27 *To mitigate the risk of claim for breach of contract, the following sentence may be added to the end of this paragraph:*

If, for any reason, we are unable to complete the audit of your financial statements, we will not issue a report on such statements as a result of this engagement.

- 28 *If it is known at the time of drafting the engagement letter that the audited financial statements will include a **departure from the applicable financial reporting framework**, the auditor should describe the explanatory paragraph that will be included in the independent auditor's report. The following are examples, which may be added:*

[VARIABLE INTEREST ENTITIES] Accounting principles generally accepted in the United States of America require the primary beneficiary of a variable interest entity to consolidate the variable interest entity in its financial statements. Management has informed us that the Company's financial statements will not include the accounts of [VIE name] that the Company has determined is a variable interest entity and in which the Company holds a variable interest and is the primary beneficiary. The effect of this departure on the financial statements will not be determined.

[UNCERTAIN TAX POSITIONS] Accounting principles generally accepted in the United States of America require the recognition of tax positions where the likelihood is more likely than not that a tax benefit will not be sustained upon examination by tax authorities. Management has elected that the Company's financial statements will not include the recognition for uncertain tax positions. The effect of this departure on the financial statements will not be determined.

- 29 *If the financial statements will be accompanied by **supplementary information**, and the auditor has been engaged to audit the supplementary information, the following paragraph should be added (alternatively, the engagement letter may refer to the supplementary information in those areas where it refers to the financial statements):*

Our audit will be conducted for the purpose of forming an opinion on the financial statements as a whole. The [*description/title of supplementary information*] will be presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and will be derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information will be subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures in accordance with auditing standards generally accepted in the United States of America. We will express an opinion about whether the supplementary information is fairly stated in all material respects to the financial statements as a whole.

- 30 *If the financial statements will be accompanied by **required supplementary information** and the auditor has been engaged to audit the required supplementary information, the following paragraph should be added (alternatively, the engagement letter may refer to the required supplementary information in those areas where it refers to the financial statements):*

[*Identify the applicable financial reporting framework*] require that the [*description/title of required supplementary information*] be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by [*identify the designated accounting standard setter*], who considers it to be an essential part of financial reporting and for placing the basic financial statements in an appropriate operational, economic, or historical context. We will apply certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consists of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we will obtain during our audit of the basic financial statements. We will not express an opinion or provide any assurance on the information because the limited procedures will not provide us with sufficient evidence to express an opinion or provide any assurance.

- <sup>31</sup> *If the auditor's report is expected to be restricted, the restriction may be included in the engagement letter (and should be consistent with the description of the restriction in the CPA's report). The following are examples of restrictions to include in the engagement letter:*

Our report is intended solely for the information and use of [*list the specified parties*] and is not intended to be, and should not be, used by anyone other than these specified parties.

- <sup>32</sup> *The auditor often communicates with the client during the engagement about the draft financial statements. If the auditor wishes to expand on the limitations associated with the client's permission to rely on the financial statements prior to the release date of the auditor's report, the following paragraph may be added:*

Regardless of the level of any assistance we provide in connection with the preparation of the financial statements, whether in the normal course of the engagement or as part of a nonattest service, any preliminary draft financial statements (including supplementary information) available prior to the release date of the auditor's report should not be relied upon without our written consent.

# AAM Section 4000

## *Internal Control*

The material included in these sections on internal control is presented for illustrative purposes only. The comments and illustrations are neither all inclusive nor are they prescribed minimums. They are intended as conveniences for users of this manual who may want assistance when developing materials to meet their individual needs.

This manual is a nonauthoritative kit of practice aids and, accordingly, these sections on internal control do not include extensive explanation or discussion of authoritative pronouncements. Users of this manual are urged to refer directly to applicable authoritative pronouncements when appropriate.

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# AAM Section 4100

## *Introduction*

This section contains the following reference from AICPA *Professional Standards*:

- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*

.01 *Internal control* is broadly defined by Committee of Sponsoring Organizations of the Treadway Commission (COSO) as a process, effected by an entity's board of directors, management, and other personnel, designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting, and compliance.

.02 COSO acknowledges that the previous definition reflects certain fundamental concepts that follow:

**A process.** Internal control is a process. It is not one event or circumstance but a series of ongoing tasks and activities.

**People.** Internal control is effected by people. It is not accomplished by policy manuals and forms but by the people of an organization and the actions that they take. People need to know their responsibilities and limits of authority.

**Reasonable assurance.** Internal control, no matter how well designed and operated, can provide only reasonable assurance to management and the board of directors regarding achievement of an entity's objectives.

**Achievement of objectives.** Internal control is geared to the achievement of entity objectives. The definitions of these objectives provide auditors with a useful framework for understanding and analyzing internal control.

**Adaptable to the entity structure.** Internal control should be flexible in its application. This pertains to how it's applied to the entity as a whole, or for a particular subsidiary, division, operating unit, or business process.

.03 As discussed in section 3125, "Obtaining an Understanding of Internal Control," AU-C section 315 requires the auditor to obtain an understanding of internal control relevant to the audit and provides guidance to help the auditor obtain an understanding of internal control.

.04 An understanding of internal control assists the auditor in identifying types of potential misstatements and factors that affect the risks of material misstatement and in designing the nature, timing, and extent of further audit procedures.

.05 The internal control framework developed by COSO breaks internal control into five components as identified and discussed in section 4200, "Internal Control Framework." The division of internal control into the five components provides a useful framework for auditors when obtaining an understanding of internal control relevant to the audit.

.06 Section 4200 provides more detail on the COSO internal control framework described in AU-C section 315 and controls relevant to the audit. Refer to section 5100, "Audit Evidence and Designing Further Audit Procedures," for guidance pertaining to the design of further audit procedures (tests of controls or substantive procedures, or both) and section 5200, "Performing Tests of Controls," for specific guidance on the performance of tests of controls.





# AAM Section 4200

## *Internal Control Framework*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 260, *The Auditor's Communication With Those Charged With Governance*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 402, *Audit Considerations Relating to an Entity Using a Service Organization*
- AU-C section 610, *Using the Work of Internal Auditors*
- AU-C section 935, *Compliance Audits*

### General Nature and Characteristics of Internal Control

#### Internal Control Framework

.01 Internal control is designed, implemented, and maintained to address identified business risks that threaten the achievement of any of the entity's objectives that concern the following:

**Financial reporting.** These objectives pertain to the preparation of reports for use by organizations and stakeholders. Reporting objectives may relate to internal and external financial and nonfinancial reporting and may encompass reliability, timeliness, transparency, or other terms as set forth by regulators, standard setters, or the entity's policies.

**Operations.** These objectives relate to the achievement of an entity's basic mission and vision, including improving operational and financial performance goals, and safeguarding assets against loss.

**Compliance.** These objectives pertain to adherence to laws and regulations to which the entity is subject.

The way in which internal control is designed, implemented, and maintained varies with an entity's size and complexity.

***Practical example:** The bank reconciliation performed by the Jones Grocery controller is an example of a control that relates primarily to the **financial reporting** objective. Jones also has an inventory tracking and management system that allows each store manager to track inventory levels and order new items before they stock-out. This control activity is part of the **operations** objective. Each store also has a small deli that prepares sandwiches and hot entrees. These food preparation activities must comply with state health laws and regulations, and Jones has policies in place to help ensure that those laws and regulations are met. Those policies are directed at the entity's **compliance** objective.*

.02 The Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework sets forth the five following integrated internal control components:

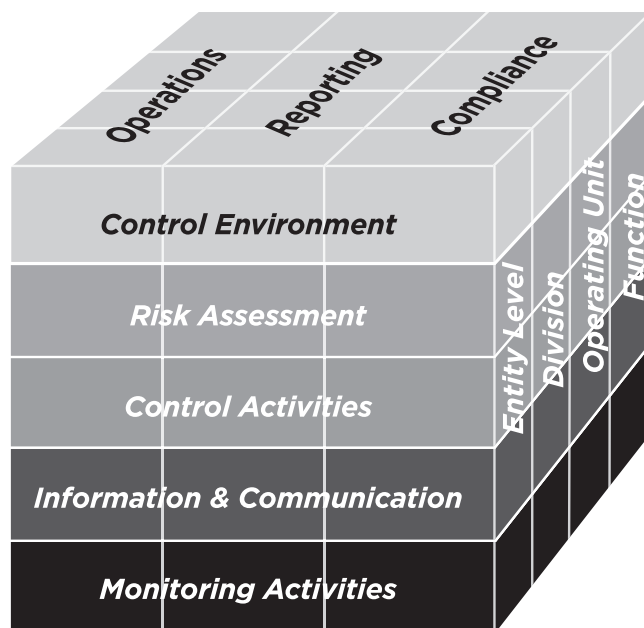
- **Control environment.** The control environment is the set of standards, processes, and structures that provide the basis for carrying out internal control across the organization. The board of directors and senior management establish the tone at the top regarding the importance of internal control including expected standards of conduct. Management reinforces expectations at the various levels of the organization. The control environment comprises the integrity and ethical values of the organization;

the parameters enabling the board of directors to carry out its governance oversight responsibilities; the organizational structure and assignment of authority and responsibility; the process for attracting, developing, and retaining competent individuals; and the rigor around performance measures, incentives, and rewards to drive accountability for performance. The resulting control environment has a pervasive impact on the overall system of internal control.

- **Risk assessment.** Every entity faces a variety of risks from external and internal sources. Risk is defined as the possibility that an event will occur and adversely affect the achievement of objectives. Risk assessment involves a dynamic and iterative process for identifying and assessing risks to the achievement of objectives. Risks to the achievement of these objectives from across the entity are considered relative to established risk tolerances. Thus, risk assessment forms the basis for determining how risks will be managed. A precondition to risk assessment is the establishment of objectives, linked at different levels of the entity. Management specifies objectives within categories relating to operations, reporting, and compliance with sufficient clarity to be able to identify and analyze risks to those objectives. Management also considers the suitability of the objectives for the entity. Risk assessment also requires management to consider the impact of possible changes in the external environment and within its own business model that may render internal control ineffective.
- **Information and communication systems.** Information is necessary for the entity to carry out internal control responsibilities to support the achievement of its objectives. Management obtains or generates and uses relevant and quality information from both internal and external sources to support the functioning of other components of internal control. Communication is the continual, iterative process of providing, sharing, and obtaining necessary information. Internal communication is the means by which information is disseminated throughout the organization, flowing up, down, and across the entity. It enables personnel to receive a clear message from senior management that control responsibilities must be taken seriously. External communication is twofold: it enables inbound communication of relevant external information, and it provides information to external parties in response to requirements and expectations.
- **Control activities.** Control activities are the actions established through policies and procedures that help ensure that management's directives to mitigate risks to the achievement of objectives are carried out. Control activities are performed at all levels of the entity, at various stages within business processes, and over the technology environment. They may be preventive or detective in nature and may encompass a range of manual and automated activities such as authorizations and approvals, verifications, reconciliations, and business performance reviews. Segregation of duties is typically built into the selection and development of control activities. Where segregation of duties is not practical, management selects and develops alternative control activities.
- **Monitoring.** Ongoing evaluations, separate evaluations, or some combination of the two are used to ascertain whether each of the five components of internal control, including controls to effect the principles within each component, is present and functioning. Ongoing evaluations, built into business processes at different levels of the entity, provide timely information. Separate evaluations, conducted periodically, will vary in scope and frequency depending on assessment of risks, effectiveness of ongoing evaluations, and other management considerations. Findings are evaluated against criteria established by regulators, recognized standard-setting bodies or management and the board of directors, and deficiencies are communicated to management and the board of directors as appropriate.

Essential to the understanding of how these concepts work together is the direct relationship between objectives, components, and the entity's structure. The relationship is often depicted in the form of a cube (see the following diagram) with the following characteristics:

- *Objectives.* The three objectives are represented by the X axis.
- *Components.* The five components are represented by the Y axis.
- *Structure.* The entity's structure, which includes the divisions, subsidiaries, operating units, and functions or business processes (that is, sales, purchasing, operations, payroll, and accounting) are represented by the Z axis.



As shown in the preceding diagram, these components are relevant to an entire entity as well as its internal departments or other subsets of the entity (including outsourced service providers). Each component cuts across and applies to all three categories of objectives (for example, operations objectives relate to the efficiency and effectiveness of operations, not specific operating units or functions such as sales, marketing, purchasing, or human resources). The framework provides principles representing the fundamental concepts associated with the components. The components of internal control are suitable for all entities. The principles are presumed to be implemented for all entities unless the entity determines that a specific principle is not relevant.

**.03 Considerations specific to smaller, less complex entities.** Smaller entities may use less structured means and simpler processes and procedures to achieve their objectives. For example, smaller entities with active management involvement in the financial reporting process may not have extensive descriptions of accounting procedures or detailed written policies. For some entities, in particular very small entities, the owner-manager (the proprietor of an entity who is involved in running the entity on a day-to-day basis) may perform functions that in a larger entity would be regarded as belonging to several of the components of internal control. Therefore, the components of internal control may not be clearly distinguished within smaller entities, but their underlying purposes are equally valid.

**Practical example:** Suppose you are the auditor of Jones Grocery. As on all audits, you should obtain an understanding of internal control sufficient to assess the risks of material misstatement and to design the nature, timing, and extent of further audit procedures. To achieve this, you organize your inquiries and other procedures to understand each of the five components of internal control that relate to the financial reporting objectives. As a result of performing your procedures, you discover the client's bank reconciliation procedures. Should a bank reconciliation be considered a "control procedure"? What about the fact that someone follows up and investigates old or unusual reconciling items? Is that considered a "monitoring" activity?

These questions are rhetorical because the issue of how to classify a particular control is irrelevant for your purposes. As an auditor, your primary consideration is to understand how the bank reconciliations, whether individually or in combination with other controls, affect financial statement assertions relating to cash.

### **Limitations of Internal Control**

**.04** Internal control, no matter how effective, can provide an entity with only reasonable assurance about achieving the entity's financial reporting objectives. The likelihood of their achievement is affected by the inherent limitations of internal control. These limitations are supported by two concepts: (1) internal control

operates at different levels for different objectives and (2) no system of internal control will always perform as it is designed. These limitations include the realities that human judgment in decision making can be faulty and that breakdowns in internal control can occur because of human error. For example, an error in the design of, or in the change to, a control may exist. Equally, the operation of a control may not be effective, such as when information produced for the purposes of internal control (for example, an exception report) is not effectively used because the individual responsible for reviewing the information does not understand its purpose or fails to take appropriate action. Internal controls can also be subject to failure due to external events beyond the entity's control.

.05 Additionally, controls can be circumvented by the collusion of two or more people or inappropriate management override of internal control. For example, management may enter into undisclosed agreements with customers that alter the terms and conditions of the entity's standard sales contracts, which may result in improper revenue recognition. Also, edit checks in a software program that are designed to identify and report transactions that exceed specified credit limits may be overridden or disabled.

.06 Further, in designing and implementing controls, management may make judgments on the nature and extent of the controls it chooses to implement and the nature and extent of the risks it chooses to assume.

.07 *Considerations specific to smaller, less complex entities.* Smaller entities often have fewer employees, which may limit the extent to which segregation of duties is practicable. However, in a small owner-managed entity, the owner-manager may be able to exercise more effective oversight than in a larger entity. This oversight may compensate for the generally more limited opportunities for segregation of duties.

.08 The division of internal control into the five components, for purposes of generally accepted auditing standards, provides a useful framework for auditors when considering how different aspects of an entity's internal control may affect the audit. However, the division does not necessarily reflect how an entity designs, implements, and maintains internal control or how it may classify any particular component. This section provides additional discussion of internal control, including the five components of internal control.

.09 An entity's system of internal control contains manual elements and often contains automated elements. The characteristics of manual or automated elements are relevant to the auditor's risk assessment and further audit procedures based thereon.

## Controls Relevant to the Audit

.10 A direct relationship exists between an entity's objectives and the controls it implements to provide reasonable assurance about their achievement. The entity's objectives and, therefore, controls relate to financial reporting, operations, and compliance; however, not all of these objectives and controls are relevant to the auditor's risk assessment. Although internal control applies to the entire entity or any of its operating units or business functions, an understanding of internal control relating to each of the entity's operating units and business functions may not be necessary to the performance of the audit.

.11 Factors relevant to the auditor's professional judgment about whether a control, individually or in combination with others, is relevant to the audit may include such matters as the following:

- Materiality
- The significance of the related risk
- The size of the entity
- The nature of the entity's business, including its organization and ownership characteristics
- The diversity and complexity of the entity's operations
- Applicable legal and regulatory requirements
- The circumstances and the applicable component of internal control

- The nature and complexity of the systems that are part of the entity's internal control, including the use of service organizations
- Whether and how a specific control, individually or in combination with other controls, prevents, or detects and corrects, material misstatements

.12 Controls over the completeness and accuracy of information produced by the entity may be relevant to the audit if the auditor intends to make use of the information in designing and performing further audit procedures.

.13 Controls relating to operations and compliance objectives also may be relevant to an audit if they relate to data the auditor evaluates or uses in applying audit procedures. For example, controls pertaining to nonfinancial data that the auditor may use in analytical procedures, such as production statistics, or controls pertaining to detecting noncompliance with laws and regulations that may have a direct effect on the determination of material amounts and disclosures in the financial statements, such as controls over compliance with income tax laws and regulations used to determine the income tax provision, may be relevant to an audit. An auditor may consider controls relevant to compliance objectives when performing an audit in accordance with AU-C section 935.

.14 Internal control over safeguarding of assets against unauthorized acquisition, use, or disposition may include controls relating to both financial reporting and operations objectives. The auditor's consideration of such controls is generally limited to those relevant to the reliability of financial reporting. For example, use of access controls, such as passwords, that limit access to the data and programs that process cash disbursements may be relevant to a financial statement audit. Conversely, safeguarding controls relating to operations objectives, such as controls to prevent the excessive use of materials in production, generally are not relevant to a financial statement audit.

.15 Ordinarily, relevant controls for an audit relate to the financial reporting objective. Controls relating to operations and compliance objectives that are not relevant to an effective audit need not be considered. For example, an entity may rely on a sophisticated system of automated controls to provide efficient and effective operations (such as an airline's system of automated controls to maintain flight schedules), but these controls ordinarily would not be relevant to the audit. However, as stated in paragraph .30 of AU-C section 315, if the auditor has determined that a significant risk exists, the auditor should obtain an understanding of the entity's controls, including control activities, relevant to that risk and, based on that understanding, evaluate whether such controls have been suitably designed and implemented to mitigate such risks.

*Practical example: As previously discussed, the Jones family owns and operates several neighborhood grocery stores in Anytown. The bank reconciliation performed by the Jones Grocery controller is an example of a control that relates primarily to the financial reporting objective. Jones also has an inventory tracking and management system that allows each store manager to track inventory levels and order new items before they run out of stock. This control activity is part of the operations objective. Each store has a small deli that prepares sandwiches and some hot foods. These food preparation activities must comply with state health laws and regulations, and Jones has policies in place to help ensure that those laws and regulations are met. Those policies are directed at the compliance objective of the entity.*

*The controls having to do with the ordering of inventory or compliance with state health laws and regulations are important to Jones Grocery but ordinarily will not relate to the audit of the company's financial statements. The auditor of Jones Grocery may wish to inquire and document these controls for client service or other purposes, but because these controls are not relevant to the audit, he or she is not required to do so.*

.16 However, if controls relating to operations and compliance objectives pertain to data the auditor evaluates or uses in applying auditing procedures, then they may be relevant to the audit.

.17 For example, the financial reporting system may produce a sales report by inventory stock number for each sales region. If the auditor decided to use information from this report when auditing the proper valuation of inventory, he or she may consider obtaining an understanding of the following:

- Which transactions or classes of transactions are included in the report
- How significant accounting information about those transactions are entered into and flow through the financial reporting system
- The files that are processed
- The nature of processing involved in producing the report

.18 Controls designed to prevent or detect misappropriations of assets may include controls relating to financial reporting and operations objectives. For example, use of a lockbox system for collecting cash or access controls, such as passwords that limit access to the data and programs that process cash disbursements may be relevant to a financial statement audit. Conversely, controls to prevent the excess use of materials in production generally are not relevant to a financial statement audit. An auditor's responsibility to understand internal control is generally limited to those controls relevant to the reliability of financial reporting.

### Effect of IT on Internal Control

.19 An entity's use of IT may affect any of the five components of internal control relevant to the achievement of the entity's financial reporting, operations, or compliance objectives and its operating units or business functions. For example, an entity may use IT as part of discrete systems that support only particular business units, functions, or activities, such as a unique accounts receivable system for a particular business unit or a system that controls the operation of factory equipment. Alternatively, an entity may have complex, highly integrated systems that share data and that are used to support all aspects of the entity's financial reporting, operations, and compliance objectives.

.20 The following use of manual or automated elements in internal control also affects the manner in which transactions are initiated, authorized, recorded, processed, and reported:

- Controls in a manual system may include such procedures as approvals and reviews of transactions and reconciliations and follow-up of reconciling items. Alternatively, an entity may use automated procedures to initiate, authorize, record, process, and report transactions, in which case records in electronic format replace paper documents.
- Controls in IT systems consist of a combination of automated controls (for example, controls embedded in computer programs) and manual controls. Further, manual controls may be independent of IT or may use information produced by IT. They also may be limited to monitoring the effective functioning of IT and automated controls and to handling exceptions. When IT is used to initiate, authorize, record, process, or report transactions or other financial data for inclusion in financial statements, the systems and programs may include controls related to the corresponding assertions for material accounts or may be critical to the effective functioning of manual controls that depend on IT.

An entity's mix of manual and automated elements in internal control varies with the nature and complexity of the entity's use of IT.

.21 Generally, IT benefits an entity's internal control by enabling an entity to do all of the following:

- Consistently apply predefined business rules and perform complex calculations in processing large volumes of transactions or data
- Enhance the timeliness, availability, and accuracy of information
- Facilitate the additional analysis of information
- Enhance the ability to monitor the performance of the entity's activities and its policies and procedures
- Reduce the risk that controls will be circumvented
- Enhance the ability to achieve effective segregation of duties by implementing security controls in applications, databases, and operating systems

.22 IT also poses specific risks to an entity's internal control, including, for example, the following:

- Reliance on systems or programs that are inaccurately processing data, processing inaccurate data, or both
- Unauthorized access to data that may result in destruction of data or improper changes to data, including the recording of unauthorized or nonexistent transactions or inaccurate recording of transactions. Particular risks may arise when multiple users access a common database
- The possibility of IT personnel gaining access privileges beyond those necessary to perform their assigned duties, thereby breaking down segregation of duties
- Unauthorized changes to data in master files
- Unauthorized changes to systems or programs
- Failure to make necessary changes to systems or programs
- Inappropriate manual intervention
- Potential loss of data or inability to access data as required

.23 Manual elements in internal control may be more suitable when judgment and discretion are required, such as for the following circumstances:

- Large, unusual, or nonrecurring transactions
- Circumstances where misstatements are difficult to define, anticipate, or predict
- Changing circumstances that require a control response outside the scope of an existing automated control
- Monitoring the effectiveness of automated controls

.24 Manual elements in internal control may be less reliable than automated elements because they can be more easily bypassed, ignored, or overridden, and they are also more prone to simple errors and mistakes. Consistency of application of a manual control element cannot, therefore, be assumed. Manual control elements may be less suitable for the following circumstances:

- High volume or recurring transactions, or in situations in which errors that can be anticipated or predicted can be prevented, or detected and corrected, by control parameters that are automated
- Control activities in which the specific ways to perform the control can be adequately designed and automated

.25 The extent and nature of these risks to internal control vary depending on the nature and characteristics of the entity's information system. For example, multiple users, either external or internal, may access a common database of information that affects financial reporting. In such circumstances, a lack of control at a single user entry point might compromise the security of the entire database, potentially resulting in improper changes to or destruction of data. When IT personnel or users are given, or can gain, access privileges beyond those necessary to perform their assigned duties, a breakdown in segregation of duties can occur. This could result in unauthorized transactions or changes to programs or data that affect the financial statements. Therefore, the nature and characteristics of an entity's use of IT in its information system affect the entity's internal control.

.26 The purpose of this section is to provide guidance on each of the five components that comprise the internal control framework. This guidance may help the auditor when performing procedures to obtain an understanding of internal control. Section 3125, "Obtaining an Understanding of Internal Control," provides additional discussion on the requirements for the auditor to obtain an understanding of internal control.

## Focus on the Small Business Entity

.27 This section emphasizes the audit of a small business entity. Small business entities are typically characterized by the following:

- A single owner or a small group of owners who manage the business on a day to day basis
- A small number of employees involved in the accounting function
- No outside board of directors or internal audit function
- The use of off-the-shelf, unmodified computer software or the use of an outside computer service organization to process significant accounting information

.28 This section also provides discussion of guidance applicable to audits of medium to large businesses.

## Internal Control Components

### Understanding the Control Environment

.29 The control environment includes the governance and management functions and the attitudes, awareness, and actions of those charged with governance and management concerning the entity's internal control and its importance in the entity. The control environment sets the tone of an organization, influencing the control consciousness of its people. It is the foundation upon which all other components of internal control are based, providing discipline and structure. The control environment extends beyond the idea of culture and comprises the following:

- The organization's integrity and ethical values
- The board of directors' oversight responsibilities
- The assignment of authority and responsibility
- The process for attracting, developing, and retaining employees
- The measures, incentives, and rewards to drive accountability for performance

The auditor's assessment of the control environment should ordinarily include consideration of the entity's

- communication and enforcement of integrity and ethical values,
- commitment to competence,
- management philosophy and operating style,
- organizational structure,
- assignment of authority and responsibility, and
- human resource policies and practices.

.30 *Communication and enforcement of integrity and ethical values:* The effectiveness of internal control cannot rise above the integrity and ethical values of the owner-manager who creates, administers, and monitors them. Integrity and ethical values are essential elements of the control environment that influence the design, administration, and monitoring of other components of internal control. Integrity and ethical behavior are the product of the entity's ethical and behavioral standards, how they are communicated, and how they are reinforced in practice. The following points of focus underscore the important characteristics of this principle and assist management in determining whether the principle is present and functioning effectively:

- Setting the tone at the top
- Establishing standards of conduct
- Evaluating adherence to standards of conduct
- Addressing deviations in a timely manner

.31 Management may *tell you* a great deal about their integrity and ethical values. They may even commit their *words* to a *written document*. Responses to inquiries and written policies are good, but compliance with



ethical standards is best ensured by focusing on management's *actions* and how these actions affect the entity on a day to day basis.

.32 For management's integrity and ethical values to have a positive effect on the entity, the following ordinarily should exist:

- The business owner and management personally have high ethical and behavioral standards.
- These standards are communicated to company personnel. In a small business, this communication is often informal.
- The standards are reinforced.

.33 When observing and evaluating management's *actions*, be alert for the following:

- *Segregation of personal from business funds and activities.* Many small business owners mix their personal and business activities, for example, the company may pay the owner's credit card bills even if they contain nonbusiness expenditures. The auditor might consider the owner's attitude and the care with which he or she separates the personal from the business activities. It's not unusual for a business to pay the owner's credit card bills, but the more important question is "does the owner reimburse the company?" Owners who treat company assets as if they were personal assets set a bad example for employees who may be encouraged to do the same.
- *Dealing with signs of problems.* Consider how management deals with signs that problems exist, particularly when the cost of identifying and solving the problem could be high. For example, suppose a client became aware of a possible environmental contamination on their premises. How would they react? Would they try to hide it, deny its existence, or act evasively if asked about it, or would they actively seek out their auditor's advice or the advice of their attorney?
- *Removal or reduction of incentives and temptations.* Individuals may engage in dishonest, illegal, or unethical acts simply because the owner-manager gives them strong incentives or temptations to do so. Removing or reducing these incentives and temptations can go a long way toward diminishing undesirable behavior.

The emphasis on results, particularly in the short term, fosters an environment in which the price of failure becomes very high. *Incentives* for engaging in fraudulent or questionable financial reporting practices include the following:

- Pressure to meet unrealistic performance targets, particularly for short term results
  - High performance-dependent rewards
  - Upper and lower cutoffs on bonus plans
- *Temptations* for employees to engage in improper practices include the following:
  - Nonexistent or ineffective controls, such as poor segregation of duties in sensitive areas that offer temptations to steal or conceal questionable financial reporting practices
  - Owner-managers who are unaware of actions taken by employees
  - Penalties for improper behavior that are insignificant or unpublicized and thus lose their value as deterrents
- *Management intervention.* There are certain situations where it is appropriate for management to intervene and overrule prescribed policies or procedures for legitimate purposes. For example, management intervention is usually necessary to deal with nonrecurring and nonstandard transactions or events that otherwise might be handled by the financial reporting information system. The auditor might consider whether management has provided guidance on the situations and frequency with which intervention of established controls is appropriate. It is a best practice for management interventions to be documented and explained.

**.34 Commitment to competence.** Competence is the knowledge and skills necessary to accomplish tasks that define an individual's job. Commitment to competence includes management's consideration of the competence levels for particular jobs and how those levels translate into requisite skills and knowledge.

**Practical example:** Mrs. Jones has always kept the books for Jones Grocery. She is self-taught, with no formal training in accounting or bookkeeping. There are no plans to replace Mrs. Jones with someone more "qualified." As the auditor of Jones Grocery, you recognized the risk of having an untrained bookkeeper and design your audit approach to address such concerns by

- a. training Mr. and Mrs. Jones to call you whenever they have a transaction out of the ordinary;
- b. strongly encouraging Mrs. Jones to take training classes on the accounting software package used by the entity;
- c. explaining to Mrs. Jones the importance of key accounting records such as the accounts payable subledger and inventory reports; and
- d. teaching Mrs. Jones important basic control functions such as bank reconciliations.

**.35 Management's philosophy and operating style.** Management's philosophy and operating style encompass a broad range of characteristics. For example, management's attitudes and actions toward financial reporting may manifest themselves through conservative or aggressive selection from available alternative accounting principles or conscientiousness and conservatism with which accounting estimates are developed.

**.36** Management's philosophy and operating style have a significant influence on the control environment, particularly in a small business where the owner-manager dominates the organization, regardless of the consideration given to the other control environment factors. For example, the auditor may be concerned about the client's unduly aggressive attitude toward financial reporting. Not only might this cause the auditor to assess control risk as high for some or all assertions, but it may heighten concerns about irregularities affecting certain assertions.

**.37** However, a dominant owner-manager does not necessarily cause the auditor to assess control risk as high.

**Practical example:** Mr. Jones dominates the management of Jones Grocery. He demonstrates a positive attitude toward the control environment and a moderate to conservative attitude toward accepting business risk such as expansion. He is more concerned about taxes than financial reporting. Mr. Jones uses information generated by the financial reporting information system to monitor the financial results of the company and compare it to prior periods. His review of the accounting reports encourages Mrs. Jones and others who help with the accounting to work with greater care. Mr. Jones also performs many control activities himself, such as the review and supervision of the physical inventory counts. Although Mr. Jones is concerned about his income tax liability, you might not view the possible bias to misstate income as a significant risk because of the otherwise positive control environment.

**.38 Organizational structure.** A client's organizational structure provides the framework within which its activities for achieving entity-wide objectives are planned, executed, controlled, and reviewed.

**.39** Significant aspects of establishing a relevant organizational structure include considering key areas of authority and responsibility and appropriate lines of reporting. An entity develops an organizational structure suited to its needs. The appropriateness of an entity's organizational structure depends in part on its size and the nature of its activities. For example, small business entities usually have fairly simple organizational structures. A highly structured organization with formal reporting lines and responsibilities may be appropriate for large entities, but for a small business, this type of structure may impede the necessary flow of information.

**.40 Assignment of authority and responsibility.** The assignment of authority and responsibility may include policies relating to appropriate business practices, knowledge and experience of key personnel, and resources provided for carrying out duties. In addition, it may include policies and communications directed at

ensuring that all personnel understand the entity's objectives, know how their individual actions interrelate and contribute to those objectives, and recognize how and for what they will be held accountable.

.41 Alignment of authority and accountability often is designed to encourage individual initiatives, within limits. Delegation of authority means surrendering central control of certain business decisions to lower echelons to the people who are closest to everyday business transactions.

.42 A critical challenge is to delegate only to the extent required to achieve objectives. This requires ensuring that risk acceptance is based on sound practices for identifying and minimizing risk, including sizing risks and weighing potential losses versus gains in arriving at good business decisions.

.43 Another challenge is ensuring that all personnel understand the entity's objectives. It is essential that each individual knows how his or her actions interrelate and contribute to achievement of the objectives.

***Practical example:** Mr. Jones had to decide how to delegate authority and responsibility when he expanded Jones Grocery from the one original store to its present eight store chain spread out over greater Anytown and the surrounding suburbs. One area that proved problematic was setting prices. Mr. Jones assumed that he would be able to set the prices at all of the stores, just like he did for his original store. He felt this was a good procedure because it allowed him some control over profit margins. Problems arose because the competitive pressures were different in different areas of the city. A competitor in the north suburb ran specials or lowered prices on certain items, and a competitor in the west suburb ran specials on different items. It became too difficult for Mr. Jones to keep up with the constantly changing price battles at eight different stores. He eventually delegated this responsibility to the individual store managers. He set a limit on how much a store manager could discount prices without his prior approval, but other than that, the store managers had the freedom to set prices to respond to the changing competitive environment.*

*The responsibility for accounting information was also affected by Jones Grocery's expansion. Mr. Jones' original thought was that each store would be run as a separate business, with separate financial reporting information systems that would be consolidated together at the main store. Problems soon developed in several areas, most notably accounts payable. The store managers were responsible for entering vendor invoices into the computer system. But it seemed that no matter how much Mr. Jones threatened, cajoled, and begged his store managers to enter the invoices on a timely basis, they just couldn't do it consistently. The procedure had to be changed. Now, the store managers only have the responsibility to check incoming goods for quantity and condition. Vendor invoices are sent directly to Mrs. Jones at the main store, and she is responsible for maintaining the accounts payable for all the stores.*

.44 The control environment is greatly influenced by the extent to which individuals recognize that they will be held accountable. This holds true all the way to the owner-manager, who has the ultimate responsibility for all activities within the organization, including internal control.

.45 *Human resource policies and practices.* Human resource policies and practices often demonstrate important matters regarding the entity's control consciousness and affect an entity's ability to hire employees possessing suitable skill, knowledge, or experience to accomplish its goals and objectives. Human resource policies and practices include an entity's policies and procedures for hiring, orienting, training, evaluating, counseling, promoting, compensating, and taking remedial action. In many small businesses, these policies may not be formalized but they can nevertheless exist and be communicated. The owner-manager can orally make explicit his or her expectations about the type of person to be hired to fill a particular job and may even be active in the hiring process. Formal documentation is not always necessary for a policy to be in place and operating effectively.

***Practical example:** When Mr. and Mrs. Jones added a second store, the hiring of a store manager was easy—they hired their daughter. Adding a third store proved to be more problematic, because the other Jones children had no interest in the family business. Mr. and Mrs. Jones talked at length about the type of person they would hire as a store manager. They finally decided it was more important to hire someone they could trust, someone they felt comfortable with on a personal level rather than someone with an extensive background in the grocery business. They felt they could teach someone the grocery business but not how to be trustworthy. That hiring policy worked, and they've been following it ever since.*

.46 Standards for hiring the most qualified individuals, with emphasis on educational background, prior work experience, past accomplishments, and evidence of integrity and ethical behavior, demonstrate an entity's commitment to competent and trustworthy people. Hiring practices that include formal in-depth employment interviews and informative and insightful presentations on the company's history, culture, and operating style send a message that the company is committed to its people.

.47 Personnel policies that communicate prospective roles and responsibilities and that provide training opportunities indicate expected levels of performance and behavior. Rotation of personnel and promotions driven by periodic performance appraisals demonstrate the entity's commitment to advancement of qualified personnel to higher levels of responsibility. Competitive compensation programs that include bonus incentives serve to motivate and reinforce outstanding performance. Disciplinary actions send a message that violations of expected behavior will not be tolerated.

.48 *Participation of those charged with governance.* An entity's control consciousness is significantly influenced by those charged with governance. Attributes include those charged with governance's independence from management, the experience and stature of its members, the extent of its involvement and scrutiny of activities, the appropriateness of its actions, the information it receives, the degree to which difficult questions are raised and pursued with management, and its interaction with internal and external auditors. The importance of responsibilities of those charged with governance is recognized in codes of practice and other regulations or guidance produced for the benefit of those charged with governance. Other responsibilities of those charged with governance include oversight of the design and effective operation of whistle-blower procedures and of the process for reviewing the effectiveness of the entity's internal control.

.49 As defined in paragraph .06 of AU-C section 260, *those charged with governance* means the person(s) or organization(s) 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. In some cases, those charged with governance are responsible for approving the entity's financial statements (in other cases management has this responsibility). For entities with a board of directors, this term encompasses the terms *board of directors* or *audit committee*.

.50 *Considerations specific to smaller, less complex entities.* The control environment within smaller entities is likely to differ from larger entities. For example, those charged with governance in smaller entities may not include an independent or outside member, and the role of governance may be undertaken directly by the owner-manager when no other owners exist. The nature of the control environment also may influence the significance of other controls or their absence. For example, the active involvement of an owner-manager may mitigate certain risks arising from a lack of segregation of duties in a small entity; however, it may increase other risks (for example, the risk of override of controls). Please refer to paragraphs .82–.84 for additional discussion of how the participation of those charged with governance applies to medium and large businesses.

.51 A small business can have unique advantages in establishing a strong control environment. Employees in many smaller businesses interact more closely with top management and are directly influenced by management actions. Through day-to-day practices and actions, management can effectively reinforce the company's fundamental values and directives. The close working relationship also enables senior management to quickly recognize when employees' actions need modification.

## The Client's Risk Assessment Process

.52 Risk is defined in the framework as "the possibility that an event will occur and adversely affect the achievement of objectives." Risk assessment, as it relates to the objective of reliable financial reporting, involves identification and analysis of the risks of material misstatement. Although risk assessment may seem to be a complex process, it can be summarized into the following steps:

1. Identify potential causes of failing to achieve objectives
2. Assess the likelihood that such causes will occur

3. Evaluate the effect of risk on achievement of the objectives
4. Consider the degree to which the risk can be managed

Establishment of financial reporting objectives articulated by a set of financial statement assertions for significant accounts is a precondition to the risk assessment process. Risk assessment in small businesses can be relatively efficient, often because in-depth knowledge of the company's operations enables the owner and management to have firsthand information of where risks exist. In carrying out their normal responsibilities, including obtaining information gained from employees, customers, suppliers, and others, these managers identify risks inherent in business processes. In addition to focusing on operations and compliance risks, they are positioned to consider the following risks to reliable financial reporting:

- Failing to capture and record all transactions
- Recording assets that do not exist or transactions that did not occur
- Recording transactions in the wrong period or wrong amount or misclassifying transactions
- Losing or altering transactions once recorded
- Failing to gather pertinent information to make reliable estimates
- Recording inappropriate journal entries
- Improperly accounting for transactions or estimates
- Inappropriately applying formulas or calculations

.53 Risks relevant to financial reporting include events and circumstances that may adversely affect the company's ability to initiate, authorize, record, process, and report financial data consistent with the assertions of management in the financial statements. Risks can arise or change due to circumstances such as the following:

- *Changes in the operating environment.* Changes in the regulatory or operating environment can result in changes in competitive pressures and significantly different risks.
- *New personnel.* New personnel may have a different focus on or understanding of internal control. When people change jobs or leave the company, management generally should consider the control activities they performed and who will perform them going forward. Steps ordinarily should be taken to ensure new personnel understand their tasks.
- *New or revamped information systems.* Significant and rapid changes in information systems can change the risk relating to internal control. When these systems are changed, management generally should assess how the changes will impact control activities. Are the existing activities appropriate or even possible with the new systems? Personnel should be adequately trained when information systems are changed or replaced.
- *Rapid growth.* Significant and rapid expansion of operations can strain internal control and increase the risk of a breakdown in internal control. Management generally should consider whether accounting and information systems are adequate to handle increases in volume.
- *New technology.* Incorporating new technologies into production processes or information systems may change the risk associated with internal control.
- *New business models, products, or activities.* Entering into business areas or transactions with which an entity has little experience may introduce new risks associated with internal control.
- *Corporate restructurings.* Restructurings may be accompanied by staff reductions and changes in supervision and segregation of duties that may change the risk associated with internal control.
- *Expanded foreign operations.* The expansion or acquisition of foreign operations carries new and often unique risks that may affect internal control (for example, additional or changed risks from foreign currency transactions).
- *New accounting pronouncements.* Adoption of new accounting principles or changing accounting principles may affect risks in preparing financial statements.

.54 Once risks are identified, management generally considers their significance, the likelihood of their occurrence, and how they should generally be managed. Management may initiate plans, programs, or actions to address specific risks or it may decide to accept a risk because of cost or other considerations.

.55 The auditor's procedures to assess whether a client's risk assessment process is placed in operation may consist of inquiry. For example, you may ask accounting personnel what accounts they believe are the most difficult to become satisfied with as they prepare the financial statements. You may also consider asking the same questions of personnel outside the accounting department. However, inquiry alone is not sufficient to determine whether the client has implemented a risk assessment process. When inquiry is used to obtain information about the client's risk assessment process, the auditor should corroborate the responses to his or her inquiries by performing at least one other risk assessment procedure to determine that the client is using the risk assessment process as intended. That additional procedure may be further observations of the risk assessment process operating or inspecting documents and reports.

## Control Activities

.56 Control activities are the tools used by an entity to mitigate risks and consist of policies and procedures established by management. Control activities, whether within IT or manual systems, have various objectives and are applied at various organizational and functional levels. They include a range of activities as diverse as approvals, authorizations, verifications, reconciliations, reviews of operating performance, security of assets, and segregation of duties. There is no "one size fits all" solution to control activities. Because entities operate in a myriad of different circumstances, the control activities needed to mitigate risks to operating, reporting, and compliance objectives will vary tremendously. Smaller entities may employ a different set of control activities as compared to larger entities. For example, when resource constraints compromise the ability to segregate duties, in smaller companies they may use certain compensating controls to achieve the objectives.

.57 At the entity-wide level, control activities may be categorized as policies and procedures that pertain to the following:

- *Performance reviews.* These control activities include reviews of actual performance versus budgets, forecasts, and prior period performance. They may also involve relating different sets of data (for example, operating or financial) to one another, together with analyses of the relationships, investigating unusual relationships and taking corrective action. Performance reviews may also include a review of functional or activity performance.
- *Information processing.* The two broad groupings of information systems control activities are application controls, which apply to the processing of individual applications, and general IT controls, which are policies and procedures that relate to many applications and support the effective functioning of application controls by helping to ensure the continued proper operation of information systems. Examples of application controls include checking the arithmetical accuracy of records; maintaining and reviewing accounts and trial balances; automated controls, such as edit checks of input data and numerical sequence checks; and manual follow-up of exception reports. Examples of general IT controls are program change controls; controls that restrict access to programs or data; controls over the implementation of new releases of packaged software applications; and controls over system software that restrict access to, or monitor the use of, system utilities that could change financial data or records without leaving an audit trail. These controls are discussed in more detail in paragraphs .89–.93.
- *Physical controls.* This includes controls that encompass the
  - physical security of assets, including adequate safeguards, such as secured facilities over access to assets and records.
  - authorization for access to computer programs and data files.
  - periodic counting and comparison with amounts shown on control records (for example comparing the results of cash, security, and inventory counts with accounting records).

The extent to which physical controls intended to prevent theft of assets are relevant to the reliability of financial statement preparation and, therefore, the audit, depends on circumstances such as when assets are highly susceptible to misappropriation.

- *Segregation of duties.* Assigning different people the responsibilities of authorizing transactions, recording transactions, and maintaining custody of assets. Segregation of duties is intended to reduce the opportunities to allow any person to be in a position to both perpetrate and conceal errors or fraud in the normal course of the person's duties. See paragraphs .110–.117 for further discussion and guidance.

Certain control activities may depend on the existence of appropriate higher level policies established by management or those charged with governance. For example, authorization controls may be delegated under established guidelines, such as investment criteria set by those charged with governance; alternatively, nonroutine transactions, such as major acquisitions or divestments, may require specific high level approval, including, in some cases, that of shareholders.

.58 The auditor's knowledge about the presence or absence of control activities obtained from the understanding of the other components of internal control assists the auditor in determining whether it is necessary to devote additional attention to obtaining an understanding of control activities.

.59 *Considerations specific to smaller, less complex entities.* The concepts underlying control activities in smaller entities are likely to be similar to those in larger entities, but the formality with which they operate may vary. Further, smaller entities may find that certain types of control activities are not relevant because of controls applied by management. For example, management's sole authority for granting credit to customers and approving significant purchases can provide strong control over important account balances and transactions, lessening or removing the need for more detailed control activities.

### **General IT Controls**

.60 General IT controls are policies and procedures that relate to many applications and support the effective functioning of application controls. They apply to mainframe, miniframe, and end-user environments. General IT controls that maintain the integrity of information and security of data commonly include controls over the following:

- Data center and network operations
- System software acquisition, change, and maintenance
- Program change
- Access security
- Application system acquisition, development, and maintenance

General IT controls are generally implemented to deal with the risks referred to in paragraph .A64 of AU-C section 315.

.61 Although ineffective general IT controls do not by themselves cause misstatements, they may permit application controls to operate improperly and allow misstatements to occur and not be detected. For example, if deficiencies in the general IT controls over access security exist and applications are relying on these general controls to prevent unauthorized transactions from being processed, such general IT control deficiencies may have a more severe effect on the effective design and operation of the application control. General IT controls are assessed with regard to their effect on applications and data that become part of the financial statements. For example, if no new systems are implemented during the period of the financial statements, deficiencies in the general IT controls over application system acquisition and development may not be relevant to the financial statements being audited.

### **Application Controls**

.62 Application controls are manual or automated procedures that typically operate at a business process level and apply to the processing of transactions by individual applications. Application controls can be

preventive or detective and are designed to ensure the integrity of the accounting records. Accordingly, application controls relate to procedures used to initiate, authorize, record, process, and report transactions or other financial data. These controls help ensure that transactions occurred, are authorized, and are completely and accurately recorded and processed. Examples include edit checks of input data and numerical sequence checks with manual follow-up of exception reports or correction at the point of data entry.

.63 The use of IT affects the way that control activities are implemented. From the auditor's perspective, controls over IT systems are effective when they maintain the integrity of information and the security of the data such systems process and when they include effective general IT controls and application controls.

## Information and Communication Systems

.64 The information system relevant to financial reporting objectives, which includes the accounting system, consists of the procedures and records designed and established to do the following:

- Initiate, authorize, record, process, and report entity transactions (as well as events and conditions) and maintain accountability for the related assets, liabilities, and equity
- Resolve incorrect processing of transactions (for example, automated suspense files and procedures followed to clear suspense items out on a timely basis)
- Process and account for system overrides or bypasses to controls
- Transfer information from transaction processing systems to the general ledger
- Capture information relevant to financial reporting for events and conditions other than transactions, such as the depreciation and amortization of assets and changes in the recoverability of accounts receivables
- Ensure information required to be disclosed by the applicable financial reporting framework is accumulated, recorded, processed, summarized, and appropriately reported in the financial statements

.65 An entity's information system typically includes the use of standard journal entries that are required on a recurring basis to record transactions. Examples might be journal entries to record sales, purchases, and cash disbursements in the general ledger or to record accounting estimates that are periodically made by management, such as changes in the estimate of uncollectible accounts receivable.

.66 An entity's financial reporting process also includes the use of nonstandard journal entries to record nonrecurring, unusual transactions or adjustments. Examples of such entries include consolidating adjustments and entries for a business combination or disposal or nonrecurring estimates, such as the impairment of an asset. In manual general ledger systems, nonstandard journal entries may be identified through inspection of ledgers, journals, and supporting documentation. When automated procedures are used to maintain the general ledger and prepare financial statements, such entries may exist only in electronic form and may, therefore, be more easily identified through the use of computer assisted audit techniques.

.67 An entity's business processes are the activities designed to

- develop, purchase, produce, sell, and distribute an entity's products and services;
- ensure compliance with laws and regulations; and
- record information, including accounting and financial reporting information.

Business processes result in the transactions that are recorded, processed, and reported by the information system. Obtaining an understanding of the entity's business processes, which includes how transactions are originated, assists the auditor to obtain an understanding of the entity's information system relevant to financial reporting in a manner that is appropriate to the entity's circumstances.

.68 *Considerations specific to smaller, less complex entities.* Information systems and related business processes relevant to financial reporting in smaller entities are likely to be less sophisticated than in larger entities, but



their role is just as significant. Smaller entities with active management involvement may not need extensive descriptions of accounting procedures, sophisticated accounting records, or written policies. Understanding the entity's systems and processes may, therefore, be easier in an audit of smaller entities, and it may be more dependent on inquiry than on review of documentation. The need to obtain an understanding, however, remains important.

.69 An information system consists of infrastructure (physical and hardware components), software, people, procedures (manual and automated), and data. Many information systems make extensive use of IT. The information system relevant to financial reporting objectives, which includes the accounting system, encompasses methods and records that

- identify and record all valid transactions.
- describe on a timely basis the transactions in sufficient detail to permit proper classification of transactions for financial reporting.
- measure the value of transactions in a manner that permits recording their proper monetary value in the financial statements.
- determine the time period in which transactions occurred to permit recording of transactions in the proper accounting period.
- present properly the transactions and related disclosures in the financial statements.

.70 The quality of system generated information affects management's ability to make appropriate decisions in managing and controlling the entity's activities and to prepare reliable financial reports. Thus, it is important that management receives the information they need to carry out their responsibilities and that the information is provided at the right level of detail.

.71 The financial reporting information system is an integral part of an entity's information and communication system. The auditor's consideration of the system may often be made at the individual account and classes of transaction level.

.72 The communication component of an entity's internal control involves providing an understanding of individual roles and responsibilities pertaining to internal control over financial reporting. It includes the extent to which personnel understand how their activities in the financial reporting information system relate to the work of others and the means of reporting exceptions to an appropriate higher level within the entity. Communication may take such forms as policy manuals, accounting and financial reporting manuals, and memoranda. Communication also can be made electronically, orally, and through the actions of management. Open communication channels help ensure that exceptions are reported and acted on.

.73 *Considerations specific to smaller, less complex entities.* Effective internal communication between top management and employees in smaller companies may be less structured and facilitated due to fewer levels of responsibility, fewer personnel, and greater visibility and availability of the owner. Internal communication can take place through frequent meetings and day-to-day activities in which the owner and other managers participate.

.74 When obtaining an understanding of how the incorrect processing of transactions is resolved, such understanding might include, among other considerations, whether there is an automated suspense file, how it is used by the entity to ensure that suspense items are cleared out on a timely basis, and how system overrides or bypasses to controls are processed and accounted for.

## Monitoring

.75 Monitoring of controls is a process to assess the effectiveness of controls on a timely basis and taking necessary remedial actions. Management accomplishes monitoring of controls through ongoing activities, separate evaluations, or a combination of the two. Ongoing monitoring activities often are built into the normal recurring activities of an entity and include regular management and supervisory activities

.76 An important management responsibility is to establish and maintain internal control on an ongoing basis. Management's monitoring of controls includes considering whether they are operating as intended and that they are modified as appropriate for changes in conditions. Monitoring of controls may include activities such as management's review of whether bank reconciliations are being prepared on a timely basis, internal auditors' evaluation of sales personnel's compliance with the entity's policies on terms of sales contracts, and a legal department's oversight of compliance with the entity's ethical or business practice policies. Monitoring also is done to ensure that controls continue to operate effectively over time. For example, if the timeliness and accuracy of bank reconciliations are not monitored, personnel are likely to stop preparing them.

.77 Internal auditors or personnel performing similar functions may contribute to the monitoring of an entity's controls through separate evaluations. Ordinarily, they regularly provide information about the functioning of internal control, focusing considerable attention on evaluating the effectiveness of internal control; communicate information about strengths and deficiencies in internal control; and provide recommendations for improving internal control.

.78 Monitoring activities may include using information from communications from external parties that may indicate problems or highlight areas in need of improvement. Customers implicitly corroborate billing data by paying their invoices or complaining about their charges. In addition, regulators may communicate with the entity concerning matters that affect the functioning of internal control (for example, communications concerning examinations by bank regulatory agencies). Also, management may consider communications relating to internal control from external auditors in performing monitoring activities.

.79 Examples of ongoing monitoring activities include the following:

- Management reviews of data produced by the entity's information system. Managers are in touch with operations and may question reports that differ significantly from their knowledge of operations. However, management generally should have a basis for believing the data is accurate. If errors exist in the information, management may make incorrect conclusions from its monitoring activities.
- Communications from external parties corroborate internally generated information or indicate problems. Customers implicitly corroborate billing data by paying their invoices. Conversely, customer complaints about billings could indicate system deficiencies in the processing of sales transactions. Similarly, bankers, regulators, or other outside parties may communicate with the company on matters of accounting significance.
- External auditors regularly provide recommendations on the way internal control can be strengthened. Auditors may identify potential weaknesses and make recommendations to management for corrective action.
- Employees may be required to sign off to evidence the performance of critical control functions. The sign-off allows management to monitor the performance of these control functions.

.80 *Considerations specific to smaller, less complex entities.* Management's monitoring of controls often is accomplished by management's or the owner-manager's close involvement in operations. This involvement often will identify significant variances from expectations and inaccuracies in financial data leading to remedial action to the control.

## Application to Medium and Large Businesses

.81 The control environments of medium to large businesses may differ from those of small business entities in the following ways:

- The presence of a board of directors or audit committee
- The presence of an internal audit function
- More formalized policies and procedures

### *Board of Directors or Audit Committee*

.82 The control consciousness of a medium or large business is influenced significantly by those charged with governance. As defined previously, those charged with governance means the person(s) with responsibility for overseeing the strategic direction of the entity and obligations related to the accountability of the entity. Those charged with governance encompasses the term *board of directors* and *audit committee* used elsewhere in this section. Because of its importance, an active and involved board of directors—possessing an appropriate degree of management, technical, and other expertise coupled with the necessary stature and mind-set so that it can adequately perform the necessary governance, guidance, and oversight responsibilities—is critical to effective internal control.

.83 Factors that influence the effectiveness of those charged with governance include the following:

- Its independence from management
- The experience and stature of its members
- The extent of its involvement and scrutiny of activities
- The appropriateness of its actions
- The degree to which difficult questions are raised and pursued with management
- Its interaction with internal and external auditors

.84 The board of directors must be prepared to question and scrutinize management's activities, present alternative views and have the courage to act in the face of obvious wrongdoing. Because of this, it is necessary that the board contain at least a critical mass of outside directors. The number should suit the entity's circumstances, but more than one outside director normally would be needed for a board to have the requisite balance.

### *Internal Audit Function*

.85 The internal audit function is established within an entity to monitor and evaluate the adequacy and effectiveness of internal control. For entities with an internal audit function, the auditor ordinarily should make inquiries of appropriate management and internal audit personnel about the internal auditors'

- organizational status within the entity;
- application of professional standards;
- audit plan, including the nature, timing, and extent of audit work; and
- access to records and any limitations on the scope of their activities.

In addition, the auditor might inquire about the internal audit function's charter, mission statement, or similar directive from management or those charged with governance. This inquiry will normally provide information about the goals and objectives established for the internal audit function.

.86 After obtaining an understanding of the internal audit function, the auditor may determine that the internal audit function is relevant to the audit and the auditor may expect to use the work of the internal auditors to modify the nature or timing or reduce the extent of audit procedures to be performed. In this case, AU-C section 610 applies.

.87 In order to use the work of the internal audit function, the external auditor should evaluate the application by the internal audit function using a *systematic and disciplined approach*, including quality control. Factors that may affect the external auditor's determination of whether the internal audit function applies a systematic and disciplined approach include

- the existence, adequacy, and use of documented internal audit procedures or guidance covering such areas as risk assessments, work programs, documentation, and reporting, the nature and extent of

which is commensurate with the nature and size of the internal audit function relative to the complexity of the entity.

- whether the internal audit function has appropriate quality control policies and procedures or quality control requirements in standards set by relevant professional bodies for internal auditors. Such bodies may also establish other appropriate requirements, such as conducting periodic external quality assessments.

.88 As a basis for determining the areas and the extent to which the work of the internal audit function can be used, the external auditor should consider the nature, timing, and extent of the work that has been performed, or is planned to be performed, by the internal audit function and its relevance to the external auditor's overall audit strategy and audit plan. AU-C section 610 requires the external auditor to make all significant judgments in the audit engagement. Significant judgments include the following:

- Assessing when using the work of the internal audit function in obtaining audit evidence is appropriate
- Assessing the risks of material misstatement
- Evaluating the sufficiency of tests performed
- Evaluating the appropriateness of management's use of the going concern assumption and whether substantial doubt exists about the entity's ability to continue as a going concern for a reasonable period of time
- Evaluating significant accounting estimates
- Evaluating the adequacy of disclosures in the financial statements and other matters affecting the external auditor's report

.89 AU-C section 610 provides further examples of matters the external auditor may consider when determining when and how to use internal auditors.

### *Formal Policies*

.90 Medium and large businesses may communicate their policies in formal, written documents. For example, they may have a written code of conduct or human resource policies. The existence of formal policy documents is good, but as an auditor, your primary consideration is how the policies are implemented.

## Computer Applications

.91 Small business entities are typically characterized by the use of off-the-shelf, unmodified computer software or the use of an outside computer service organization to process significant accounting information.

*Practical example:* Jones Grocery has a stand-alone, state-of-the-art PC at its main store. One other store has a computer—an Apple Macintosh that Mr. and Mrs. Jones' daughter used at college. The PC at the main store is used to run the accounting software, which is an off-the-shelf product developed specifically for independent grocers. The payroll is processed by an outside payroll service.

.92 In gaining an understanding of how computers are used in the business, the auditor may consider the following:

- The acquisition of hardware and software
- Physical access
- Logical access
- User controls over outsider service bureau applications

## Acquisition of Hardware and Software

.93 Companies ordinarily should take steps to ensure they have compatible hardware and software. The use of compatible software reduces the risk of error, because there will be no need to transfer data from one format into another. Even small businesses generally should have a coherent plan for the purchase of computer hardware and software. If the business is growing, management will typically plan for the upgrade of the processor, random access memory (RAM), or hard disk storage.

***Practical example:** Mr. and Mrs. Jones did not plan for the purchase of their computers. For several years, Mrs. Jones processed the accounting applications on an old PC with limited RAM and hard-disk storage. When the Jones' daughter opened the second store, she brought with her the Apple Macintosh she had in college. At first, she tried to transfer data from her store to the main store, but the software had problems converting from the Apple format, so the procedure was abandoned. At a trade show, Mr. Jones discovered a computer software program specifically designed for independent grocers. He was impressed with the program and decided that it fit his needs perfectly. However, his hardware was out of date, and so in order to run the software, he upgraded his hardware. The new software supposedly is able to handle Apple-formatted data, and the company has plans to transfer data from the second store electronically. There are no plans to install computers at the other stores.*

*As the auditor of Jones Grocery, you should use this understanding of the company computer system to help plan the audit. For example, they plan to transfer data from the Apple to the PC. What other sorts of errors might occur in the transfer? What steps has the client taken to prevent or detect those errors? You also know that stores three through eight are on a manual system. What types of errors might occur in a manual system? What is the risk that those errors will occur?*

.94 Entities ordinarily should also establish policies and procedures to mitigate the risk of computer viruses being introduced into their systems. Viruses can cause the loss of data and programs. A virus has the ability to attach itself to a program and infect other programs and systems. Although some viruses merely write messages across the screen, others can cause serious damage to disk files or shut down a network by replicating themselves millions of times and filling all available memory or disk storage.

.95 Methods to prevent the introduction of viruses and to recover from a virus attack include the following:

- Obtaining recognized software from reputable sources and only accepting delivery of the software in the manufacturer's sealed package
- Making multiple generations of backups. A virus that is not detected initially may be copied onto more recent backup copies, and the older versions may not be infected
- Prohibiting the use of unauthorized programs introduced by employees
- Prohibiting the downloading of untested software from sources such as dial-up bulletin boards
- Using virus protection software to screen for virus infections

### *Physical Security*

.96 Physical security—primarily backup and contingency planning—often is ignored by small businesses in a microcomputer environment. Poor backup procedures can result in the loss of important data that are very difficult, time consuming, and costly to recreate, if they can be recreated at all.

.97 Clients generally should have established procedures for the periodic backup of data files and applications. Critical applications and files ordinarily should be stored off-site with corresponding documentation in the event that on-site files become unavailable.

### Logical Access

.98 Logical access to computer applications and data files may not be formally or rigorously controlled in a small business. This leaves the company exposed to the risk that files could be inappropriately manipulated or unauthorized transactions entered into the system. For example, without logical access controls a user may be able to enter any or all sections of a general ledger or other financial module and perform file maintenance such as changing the address of an accounts receivable customer or data used to calculate payroll.

.99 Management ordinarily should identify confidential and sensitive data for which access should be restricted. Mechanisms such as password control or the use of menus can be used to limit the access to that data.

.100 In a microcomputer environment, password control may be installed over the operating system using a shell program to prevent the user from accessing menu options of a program. Even if such a restriction exists, a sophisticated user can often bypass the shell by using a utility. Therefore, the use of utility programs generally should be controlled or monitored carefully.

### User Controls Over Computer Service Organization Applications

.101 Entities may use an outside computer service organization to process significant accounting information. AU-C section 402 establishes requirements and provides guidance for auditors auditing entities that use computer service organizations.

.102 When using an outside computer service organization, most small businesses typically retain the responsibility for authorizing transactions and maintaining the related accountability. The computer service organization merely records user transactions and processes the related data. In these circumstances, the user (the small business) typically maintains controls over the input and output to prevent or detect material misstatement. When the service organization initiates, executes, and does the accounting processing of the user organization's transactions, it may not be practicable for the user organization to implement effective controls for those transactions.

.103 It is important that the entity have strong controls over communication with outsourced service providers because the interdependence of business processes between the entity and outsourced service providers can blur the lines of responsibility. Communicating with outsourced service providers responsible for activities supporting the entity's objectives may facilitate the risk assessment process, the oversight of business activities, decision making, and the identification of responsibility for internal control throughout the process regardless of where activities occur. For example, it is necessary that management communicate a requirement to the outsourced service provider to provide SOC 1<sup>®</sup> reports as soon as they are available to assist the entity in evaluating the effectiveness of relevant internal controls at the outsourced service providers.

**Practical example:** Jones Grocery uses an outside computer service to process payroll. Time cards are gathered for each store and reviewed by the store manager before being sent to the main store. Mrs. Jones reviews the time cards for the store managers and checks to make sure all personnel have submitted time cards for the pay period. All other payroll transactions such as pay rates, withholdings, and benefits, among others, are sent directly to Mrs. Jones. She forwards all information to the payroll service, which prepares the checks and produces a payroll register. Mrs. Jones reviews the register and checks for any obvious misstatements before she distributes the checks.

## Application to Medium or Large Businesses

.104 Medium and large businesses typically have more complicated computer processing systems than small businesses. They also tend to use the computer for a greater amount of processing. For example, a small business may prepare customer invoices manually by looking up prices on a master price list. A medium size business may maintain master price information on a computer file and use the computer to generate packing slips, sales invoices, and reports of unmatched documents.

.105 Medium and large businesses are also typically characterized by a separate management information services department with formally defined job descriptions and responsibilities.

.106 Instead of using off the shelf, unmodified software, the medium or large business will modify standard software or develop its own applications. Its software may be more complicated than that used by the small business; for example, the medium or large business may use a database management system or telecommunications software.

.107 Medium and large businesses often use a mainframe computer in conjunction with microcomputers or a local area microcomputer network. Information is frequently transferred between the mainframe and microcomputers that may be located on-site or at a remote location.

.108 Control activities in a computerized environment generally comprise a combination of the following:

- User control activities
- Programmed control activities and manual follow-up
- Computer general control activities

.109 *User controls.* User control activities are manual checks of the completeness and accuracy of computer output against source documents or other input. For example, an entity may have programmed procedures in a billing system that calculates sales invoice amounts from shipping data and master price files. The entity may also have a procedure to manually check the completeness and accuracy of the invoices. In many systems, user controls relate only to the completeness of records and not to the accuracy of processing.

.110 *Programmed control activities and manual follow-up activities.* Programmed control activities are those that are built into the computer processing program; for example, the generation of an exception report. However, an exception report is useless unless the client follows up on the items listed. Thus, in addition to understanding the nature of the programmed control activities, the auditor may also obtain an understanding of the related manual follow-up procedures.

.111 *Computer general control activities.* If computer general control activities operate effectively, there is greater assurance that programmed control activities are properly designed and function consistently throughout the period. The auditor may plan to understand computer general control activities to provide evidence of the following:

- Programs are properly designed and tested in development.
- Changes to programs are properly made.
- Computer operations ensure the proper use of application programs and data files.
- Adequate access controls reduce the risk of unauthorized changes to the program and data files.

.112 The following table summarizes computer general control activities.

<i>Area</i>	<i>Control Objectives</i>	<i>Example Controls</i>
Program development	<ul style="list-style-type: none"> <li>Controls ensure that new applications systems are suitably authorized, designed, and tested.</li> </ul>	<ul style="list-style-type: none"> <li>Users are involved in the design and approval of systems</li> <li>Checkpoints where users review the completion of various phases of the application</li> <li>Development of test data and testing of the program</li> <li>User involvement in the review of tests of the program</li> <li>Adequate procedures to transfer programs from development to production libraries</li> </ul>
Program changes	<ul style="list-style-type: none"> <li>Controls over changes to existing programs and systems ensure that modifications to application programs are suitably approved, designed, tested, and implemented.</li> </ul>	<ul style="list-style-type: none"> <li>Same as program development</li> <li>User involvement</li> <li>Adequate testing</li> <li>Adequate transfer activities</li> <li>Segregation of duties between programmers and production libraries</li> </ul>
Computer operations	<ul style="list-style-type: none"> <li>Controls ensure that application programs are used properly and that proper data files are used during processing.</li> </ul>	<ul style="list-style-type: none"> <li>Review of lists of regular and unscheduled batch jobs by operations management</li> <li>Use of menu-driven job control instruction sets</li> <li>Jobs executed only from the operator's terminal</li> <li>Adequate procedures for managing and backing up data and program files</li> </ul>
Access	<ul style="list-style-type: none"> <li>Controls should prevent or detect unauthorized changes to programs and to data files supporting the financial statements.</li> </ul>	<ul style="list-style-type: none"> <li>Programmers have limited access to production programs, live data files, and job control language</li> <li>Operators have limited access to source code and individual elements of data files</li> <li>Users have access only to defined programs and data files</li> </ul>

## Segregation of Duties and Management Override

.113 Small businesses are typically characterized by the following:

- A dominant owner-manager
- A lack of segregation of duties

.114 These characteristics may pose unique risks to the entity.



.115 Duties generally should be divided among different people to reduce the risks of error or inappropriate actions. For instance, responsibilities for authorizing transactions, recording them, and handling the related assets could be divided.

.116 Even small businesses with only a few employees can usually parcel out responsibilities to achieve the necessary checks and balances. If that is not possible—which may be the case on occasion—direct oversight of the incompatible activities by the owner-manager can provide the necessary control. Thus, a dominant owner-manager may be a positive element in the design of internal control.

.117 A dominant owner-manager may be a negative element in the design of internal control when he or she is able to override established policies and procedures.

.118 Management *override* is different from management *intervention*. *Management intervention* is discussed in paragraph .33 and is described as the overrule of internal control for legitimate purposes. For example, management intervention is usually necessary to deal with nonrecurring and nonstandard transactions or events that otherwise might be handled by the system.

.119 In contrast, *management override* is the overrule of internal control for illegitimate purposes with the intent of personal gain or enhanced presentation of an entity's financial condition or compliance status.

.120 An owner-manager might override internal control for many reasons:

- To increase or decrease reported revenue
- To boost fair value of the entity prior to sale
- To meet sales or earnings projections
- To bolster bonus pay-outs tied to performance
- To appear to cover violations of debt covenant agreements
- To hide lack of compliance with legal requirements

Override practices include deliberate misrepresentations to bankers, lawyers, accountants, and vendors, as well as intentionally issuing false documents such as sales invoices.

## Evaluation and Communication of Deficiencies

### Assess Results

.121 After completing the ongoing or separate evaluation, management may identify matters requiring attention, including an internal control deficiency (a potential or real shortcoming, in some aspect of the system of internal control that has the potential to adversely affect the ability of the entity to achieve its objectives). Additionally, management may identify opportunities to improve the entity's internal control system.

### Communicating Internal Control Deficiencies

.122 For remediation purposes, internal control deficiencies should be communicated on a timely basis to the proper parties. The nature of matters to be communicated varies depending on how the deficiency is evaluated against appropriate criteria, individuals' authority to deal with circumstances that arise, and the oversight activities of superiors. After deficiencies are identified and evaluated, management is responsible for tracking whether remediation efforts are conducted on a timely basis.

.123 Deficiencies should be reported at a sufficiently high level to drive appropriate action. For example, if the board of directors has no independent directors, the deficiencies would be reported to the full board (typical in smaller entities).

.124 Finally, the entity is responsible for considering whether a deficiency affects a compliance objective and the entity may need to report the deficiency externally depending on the type of entity and the regulatory, industry, or other compliance requirements. For example, a significant internal control deficiency at a not-for-profit entity may need to be reported to government agencies if the entity receives government funds.

# AAM Section 5000

## Designing and Performing Further Audit Procedures

The material included in these sections on designing and performing further audit procedures is presented for illustrative purposes only. The nature, extent, and timing of the auditing procedures to be applied on a particular engagement are a matter of professional judgment to be determined by the auditor based on the assessed risks of material misstatement.

This manual is a nonauthoritative practice aid. Users of this manual are urged to refer directly to applicable authoritative pronouncements when appropriate. Please also note that this manual does not deal with specialized industry issues; refer to applicable AICPA Audit and Accounting Guides for industry guidance.

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## AAM Section 5100

# *Audit Evidence and Designing Further Audit Procedures*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 200, *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance With Generally Accepted Auditing Standards*
- AU-C section 230, *Audit Documentation*
- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 450, *Evaluation of Misstatements Identified During the Audit*
- AU-C section 500, *Audit Evidence*
- AU-C section 501, *Audit Evidence—Specific Considerations for Selected Items*
- AU-C section 505, *External Confirmations*
- AU-C section 520, *Analytical Procedures*
- AU-C section 580, *Written Representations*

### Sufficient Appropriate Audit Evidence

.01 The auditor should design and perform audit procedures that are appropriate in the circumstances for the purpose of obtaining sufficient appropriate audit evidence.

.02 Audit evidence is necessary to support the auditor's opinion and report. It is cumulative in nature and is primarily obtained from audit procedures performed during the course of the audit. It may, however, also include information obtained from other sources, such as previous audits (provided that the auditor has determined whether changes have occurred since the previous audits that may affect its relevance to the current audit, or a firm's quality control procedures for client acceptance and continuance. In addition to other sources inside and outside the entity, the entity's accounting records are an important source of audit evidence. Also, information that may be used as audit evidence may have been prepared using the work of management's specialist. Audit evidence comprises both information that supports and corroborates management's assertions and any information that contradicts such assertions. In addition, in some cases, the absence of information (for example, management's refusal to provide a requested representation) is used by the auditor and, therefore, also constitutes audit evidence.

.03 Most of the auditor's work in forming the auditor's opinion consists of obtaining and evaluating audit evidence. Audit procedures to obtain audit evidence can include inspection, observation, confirmation, recalculation, reperformance, and analytical procedures, often in some combination, in addition to inquiry. Although inquiry may provide important audit evidence and may even produce evidence of a misstatement, inquiry alone ordinarily does not provide sufficient audit evidence of the absence of a material misstatement at the assertion level, nor is inquiry alone sufficient to test the operating effectiveness of controls.

.04 As explained in AU-C section 200, reasonable assurance is obtained when the auditor has obtained sufficient appropriate audit evidence to reduce audit risk (that is, the risk that the auditor expresses an inappropriate opinion when the financial statements are materially misstated) to an acceptably low level.

.05 The sufficiency and appropriateness of audit evidence are interrelated. *Sufficiency* is the measure of the quantity of audit evidence. The quantity of audit evidence needed is affected by the auditor's assessment of the risks of misstatement (the higher the assessed risks, the more audit evidence is likely to be required) and also by the quality of such audit evidence (the higher the quality, the less may be required). However, obtaining more audit evidence may not compensate for its poor quality.

.06 *Appropriateness* is the measure of the quality of audit evidence (that is, its relevance and reliability in providing support for the conclusions on which the auditor's opinion is based). The reliability of evidence is influenced by its source and nature and is dependent on the individual circumstances under which it is obtained.

.07 AU-C section 330 requires the auditor to conclude whether sufficient appropriate audit evidence has been obtained. Whether sufficient appropriate audit evidence has been obtained to reduce audit risk to an acceptably low level and, thereby, enable the auditor to draw reasonable conclusions on which to base the auditor's opinion, is a matter of professional judgment. AU-C section 200 contains discussion of relevant factors when the auditor exercises professional judgment regarding whether sufficient appropriate audit evidence has been obtained.

## Sources of Audit Evidence

.08 Some audit evidence is obtained by performing audit procedures to test the accounting records (for example, through analysis and review, by reperforming procedures followed in the financial reporting process, and by reconciling related types and applications of the same information). Through the performance of such audit procedures, the auditor may determine that the accounting records are internally consistent and agree to the financial statements. However, accounting records alone do not provide sufficient appropriate audit evidence on which to base an audit opinion on the financial statements.

.09 More assurance is ordinarily obtained from consistent audit evidence obtained from different sources or of a different nature than from items of audit evidence considered individually. For example, corroborating information obtained from a source independent of the entity may increase the assurance that the auditor obtains from audit evidence that is generated internally, such as evidence existing within the accounting records, minutes of meetings, or a management representation.

.10 Information from sources independent of the entity that the auditor may use as audit evidence include confirmations from third parties, analysts' reports, and comparable data about competitors (benchmarking data).

## Audit Procedures for Obtaining Audit Evidence

.11 As required by and explained further in AU-C section 315 and AU-C section 330, audit evidence to draw reasonable conclusions on which to base the auditor's opinion is obtained by performing the following:

- a. Risk assessment procedures
- b. Further audit procedures, which comprise
  - i. tests of controls, when required by the AU-C sections or when the auditor has chosen to do so, and
  - ii. substantive procedures, which include tests of details and substantive analytical procedures.

.12 The audit procedures described in paragraphs .A14–.A26 of AU-C section 500 (discussed in the following paragraphs) may be used as risk assessment procedures, tests of controls, or substantive procedures,

depending on the context in which they are applied by the auditor. As explained in AU-C section 330, audit evidence obtained from previous audits may, in certain circumstances, provide appropriate audit evidence, provided that the auditor has determined whether changes have occurred since the previous audit that may affect its relevance to the current audit.

.13 The nature and timing of the audit procedures to be used may be affected by the fact that some of the accounting data and other information may be available only in electronic form or only at certain points or periods in time. For example, source documents, such as purchase orders and invoices, may exist only in electronic form when an entity uses electronic commerce or may be discarded after scanning when an entity uses image processing systems to facilitate storage and reference.

.14 Certain electronic information may not be retrievable after a specified period of time (for example, if files are changed and if backup files do not exist). Accordingly, the auditor may find it necessary, as a result of an entity's data retention policies, to request retention of some information for the performance of audit procedures at a later point in time or to perform audit procedures at a time when the information is available.

### *Inspection*

.15 Inspection involves examining records or documents, whether internal or external, in paper form, electronic form, or other media or a physical examination of an asset. Inspection of records and documents provides audit evidence of varying degrees of reliability, depending on their nature and source and, in the case of internal records and documents, the effectiveness of the controls over their production. An example of inspection used as a test of controls is inspection of records for evidence of authorization.

.16 Some documents represent direct audit evidence of the existence of an asset (for example, a document constituting a financial instrument such as a stock or bond). Inspection of such documents may not necessarily provide audit evidence about ownership or value. In addition, inspecting an executed contract may provide audit evidence relevant to the entity's application of accounting policies, such as revenue recognition.

.17 Inspection of tangible assets may provide reliable audit evidence with respect to their existence but not necessarily about the entity's rights and obligations or the valuation of the assets. Inspection of individual inventory items may accompany the observation of inventory counting. For example, when observing an inventory count, the auditor may inspect individual inventory items (such as opening containers included in the inventory count to determine whether they are full or empty) to verify their existence.

### *Observation*

.18 Observation consists of looking at a process or procedure being performed by others (for example, the auditor's observation of inventory counting by the entity's personnel or the performance of control activities). Observation provides audit evidence about the performance of a process or procedure but is limited to the point in time at which the observation takes place and by the fact that the act of being observed may affect how the process or procedure is performed. AU-C section 501 addresses observation of the counting of inventory.

### *External Confirmation*

.19 An external confirmation represents audit evidence obtained by the auditor as a direct written response to the auditor from a third party (the confirming party) in paper form or by electronic or other medium. External confirmation procedures frequently are relevant when addressing assertions associated with certain account balances and their elements. However, external confirmations need not be restricted to account balances only. For example, the auditor may request confirmation of the terms of agreements or transactions an entity has with third parties; the confirmation request may be designed to ask if any modifications have been made to the agreement and, if so, their relevant details. External confirmation procedures also are used to obtain audit evidence about the absence of certain conditions (for example, the absence of a side agreement that may influence revenue recognition). AU-C section 505 establishes requirements and provides guidance

regarding the auditor's use of external confirmation procedures to obtain audit evidence, in accordance with the requirements of AU-C section 330 and AU-C section 500.

### *Recalculation*

.20 Recalculation consists of checking the mathematical accuracy of documents or records. Recalculation may be performed manually or electronically.

### *Reperformance*

.21 Reperformance involves the independent execution of procedures or controls that were originally performed as part of the entity's internal control.

### *Analytical Procedures*

.22 Analytical procedures consist of evaluations of financial information through analysis of plausible relationships among both financial and nonfinancial data. Analytical procedures also encompass such investigation as is necessary of identified fluctuations and relationships that are inconsistent with other relevant information or that differ from expected values by a significant amount. AU-C section 520 establishes requirements and provides guidance regarding the auditor's use of analytical procedures as substantive procedures. It also addresses the auditor's responsibility to perform analytical procedures near the end of the audit that assist the auditor when forming an overall conclusion on the financial statements.

.23 *Scanning* is a type of analytical procedure involving the auditor's exercise of professional judgment to review accounting data to identify significant or unusual items to test. This may include the identification of unusual individual items within account balances or other data through the reading or analysis of, for example, entries in transaction listings, subsidiary ledgers, general ledger control accounts, adjusting entries, suspense accounts, reconciliations, and other detailed reports. Scanning may include searching for large or unusual items in the accounting records (for example, nonstandard journal entries), as well as in transaction data (for example, suspense accounts and adjusting journal entries) for indications of misstatements that have occurred. Electronic audit procedures may assist the auditor in identifying unusual items. When the auditor selects items for testing by scanning and those items are tested, the auditor obtains audit evidence about those items. The auditor's scanning also may provide some audit evidence about the items not selected for testing because the auditor has exercised professional judgment to determine that the items not selected are less likely to be misstated.

.24 Additional discussion on analytical procedures is provided in section 3155, "Analytical Procedures." Also, paragraphs .A14-.A17 of AU-C section 315 (discussed in section 3155) provides guidance on analytical procedures performed as risk assessment procedures. Section 5300, "Performing Substantive Procedures," provides additional discussion on substantive analytical procedures.

### *Inquiry*

.25 Inquiry consists of seeking information of knowledgeable persons, both financial and nonfinancial, within the entity or outside the entity. Inquiry is used extensively throughout the audit, in addition to other audit procedures. Inquiries may range from formal written inquiries to informal oral inquiries. Evaluating responses to inquiries is an integral part of the inquiry process.

.26 Inquiry normally involves such actions as the following:

- Considering the knowledge, objectivity, experience, responsibility, and qualifications of the individual to be questioned
- Asking clear, concise, and relevant questions
- Using open or closed questions appropriately



- Listening actively and effectively
- Considering the reactions and responses and asking follow-up questions
- Evaluating the response

See appendix K, "Suggestions for Conducting Inquiries," of the AICPA Audit Guide *Assessing and Responding to Audit Risk in a Financial Statement Audit* for further guidance on performing inquiries.

.27 Responses to inquiries may provide the auditor with information not previously possessed or with corroborative audit evidence. Alternatively, responses might provide information that differs significantly from other information that the auditor has obtained (for example, information regarding the possibility of management override of controls). In some cases, responses to inquiries provide a basis for the auditor to modify or perform additional audit procedures.

.28 Although corroboration of evidence obtained through inquiry is often of particular importance, in the case of inquiries about management intent, the information available to support management's intent may be limited. In these cases, understanding management's past history of carrying out its stated intentions, management's stated reasons for choosing a particular course of action, and management's ability to pursue a specific course of action may provide relevant information to corroborate the evidence obtained through inquiry.

.29 In some instances, the auditor may need to obtain evidence about management's intended actions, for example, when obtaining evidence to support management's classification of investments as either trading, available for sale, or hold to maturity. To corroborate management's responses to questions regarding their intended future action, the following may provide relevant information:

- Management's past history of carrying out its stated intentions with respect to assets and liabilities
- Management's stated reasons for choosing a particular course of action
- Management's ability to pursue a specific course of action

.30 Regarding some matters, the auditor may consider it necessary to obtain written representations from management and, when appropriate, those charged with governance to confirm responses to oral inquiries. AU-C section 580 establishes requirements and provides guidance regarding the auditor's responsibility to obtain written representations from management and, when appropriate, those charged with governance in an audit of financial statements.

## Information to Be Used as Audit Evidence

.31 When designing and performing audit procedures, the auditor should consider the relevance and reliability of the information to be used as audit evidence.

### Relevance and Reliability

.32 As noted in paragraph .A1 of AU-C section 500, although audit evidence is primarily obtained from audit procedures performed during the course of the audit, it also may include information obtained from other sources (for example, previous audits, in certain circumstances, and a firm's quality control procedures for client acceptance and continuance). The quality of all audit evidence is affected by the relevance and reliability of the information upon which it is based.

#### *Relevance*

.33 Relevance relates to the logical connection with, or bearing upon, the purpose of the audit procedure and, when appropriate, the assertion under consideration. The relevance of information to be used as audit evidence may be affected by the direction of testing. For example, if the purpose of an audit procedure is to test for overstatement in the existence or valuation of accounts payable, testing the recorded accounts payable

may be a relevant audit procedure. On the other hand, when testing for understatement in the existence or valuation of accounts payable, testing the recorded accounts payable would not be relevant, but testing such information as subsequent disbursements, unpaid invoices, suppliers' statements, and unmatched receiving reports may be relevant.

.34 A given set of audit procedures may provide audit evidence that is relevant to certain assertions but not others. For example, inspection of documents related to the collection of receivables after the period-end may provide audit evidence regarding existence and valuation but not necessarily cutoff. Similarly, obtaining audit evidence regarding a particular assertion (for example, the existence of inventory) is not a substitute for obtaining audit evidence regarding another assertion (for example, the valuation of that inventory). On the other hand, audit evidence from different sources or of a different nature may often be relevant to the same assertion.

.35 Tests of controls are designed to evaluate the operating effectiveness of controls in preventing, or detecting and correcting, material misstatements at the assertion level. Designing tests of controls to obtain relevant audit evidence includes identifying conditions (characteristics or attributes) that indicate performance of a control and identifying deviation conditions that indicate departures from adequate performance. The presence or absence of those conditions can then be tested by the auditor.

.36 Substantive procedures are designed to detect material misstatements at the assertion level. They comprise tests of details and substantive analytical procedures. Designing substantive procedures includes identifying conditions relevant to the purpose of the test that constitute a misstatement in the relevant assertion.

### *Reliability*

.37 The reliability of information to be used as audit evidence and, therefore, of the audit evidence itself is influenced by its source and nature and the circumstances under which it is obtained, including the controls over its preparation and maintenance, when relevant. Therefore, generalizations about the reliability of various kinds of audit evidence are subject to important exceptions. Even when information to be used as audit evidence is obtained from sources external to the entity, circumstances may exist that could affect its reliability. Information obtained from an independent external source may not be reliable, for example, if the source is not knowledgeable or a management specialist lacks objectivity. While recognizing that exceptions may exist, the following generalizations about the reliability of audit evidence may be useful:

- The reliability of audit evidence is increased when it is obtained from independent sources outside the entity.
- The reliability of audit evidence that is generated internally is increased when the related controls, including those over its preparation and maintenance, imposed by the entity are effective.
- Audit evidence obtained directly by the auditor (for example, observation of the application of a control) is more reliable than audit evidence obtained indirectly or by inference (for example, inquiry about the application of a control).
- Audit evidence in documentary form, whether paper, electronic, or other medium, is more reliable than evidence obtained orally (for example, a contemporaneously written record of a meeting is more reliable than a subsequent oral representation of the matters discussed).
- Audit evidence provided by original documents is more reliable than audit evidence provided by photocopies, facsimiles, or documents that have been filmed, digitized, or otherwise transformed into electronic form, the reliability of which may depend on the controls over their preparation and maintenance.

.38 Section 5300 provides additional discussion on substantive analytical procedures.

.39 AU-C section 240 addresses circumstances in which the auditor has reason to believe that a document may not be authentic or may have been modified without that modification having been disclosed to the auditor.

.40 If information to be used as audit evidence has been prepared using the work of a management's specialist, the auditor should, to the extent necessary, taking into account the significance of that specialist's work for the auditor's purposes

- a. evaluate the competence, capabilities, and objectivity of that specialist;
- b. obtain an understanding of the work of that specialist; and
- c. evaluate the appropriateness of that specialist's work as audit evidence for the relevant assertion.

## Reliability of Information Produced by a Management's Specialist

.41 The preparation of an entity's financial statements may require expertise in a field other than accounting or auditing, such as actuarial calculations, valuations, or engineering data. The entity uses a management's specialist in these fields to obtain the needed expertise to prepare the financial statements. Failure to do so when such expertise is necessary increases the risks of material misstatement and may be a significant deficiency or material weakness.

.42 When information to be used as audit evidence has been prepared using the work of a management's specialist, the requirement in paragraph .08 of AU-C section 500 applies. For example, an individual or organization may possess expertise in the application of models to estimate the fair value of securities for which no observable market exists. If the individual or organization applies that expertise in making an estimate which the entity uses in preparing its financial statements, the individual or organization is a management's specialist and paragraph .08 of AU-C section 500 applies. If, on the other hand, that individual or organization merely provides price data regarding private transactions not otherwise available to the entity which the entity uses in its own estimation methods, such information, if used as audit evidence, is subject to paragraph .07 of AU-C section 500, but it is not the use of a management's specialist by the entity.

.43 The nature, timing, and extent of audit procedures with regard to the requirement in paragraph .08 of AU-C section 500 may be affected by such matters as the following:

- The nature and complexity of the matter to which the management's specialist relates
- The risks of material misstatement of the matter
- The availability of alternative sources of audit evidence
- The nature, scope, and objectives of the work of the management's specialist
- Whether the management's specialist is employed by the entity or is a party engaged by it to provide relevant services
- The extent to which management can exercise control or influence over the work of the management's specialist
- Whether the management's specialist is subject to technical performance standards or other professional or industry requirements
- The nature and extent of any controls within the entity over the work of the management's specialist
- The auditor's knowledge and experience of the field of expertise management's specialist
- The auditor's previous experience of the work of that specialist

### *The Competence, Capabilities, and Objectivity of a Management's Specialist*

.44 Competence relates to the nature and level of expertise of the management's specialist. Capability relates to the ability of the management's specialist to exercise that competence in the circumstances. Factors that influence capability may include, for example, geographic location and the availability of time and resources. Objectivity relates to the possible effects that bias, conflict of interest, or the influence of others may have on the professional or business judgment of the management's specialist. The competence, capabilities, and

objectivity of a management's specialist, and any controls within the entity over that specialist's work, are important factors with regard to the reliability of any information produced by a management's specialist.

.45 Information regarding the competence, capabilities, and objectivity of a management's specialist may come from a variety of sources, such as the following:

- Personal experience with previous work of that specialist
- Discussions with that specialist
- Discussions with others who are familiar with that specialist's work
- Knowledge of that specialist's qualifications, membership in a professional body or industry association, license to practice, or other forms of external recognition
- Published papers or books written by that specialist
- An auditor's specialist, if any, that assists the auditor in obtaining sufficient appropriate audit evidence with respect to information produced by the management's specialist

.46 Matters relevant to evaluating the competence, capabilities, and objectivity of a management's specialist include whether that specialist's work is subject to technical performance standards or other professional or industry requirements, for example, ethical standards and other membership requirements of a professional body or industry association, accreditation standards of a licensing body, or requirements imposed by law or regulation.

.47 Other matters that may be relevant include

- the relevance of the capabilities and competence of the management's specialist to the matter for which that specialist's work will be used, including any areas of specialty within that specialist's field. For example, a particular actuary may specialize in property and casualty insurance but have limited expertise regarding pension calculations.
- the competence of the management's specialist with respect to relevant accounting requirements, for example, knowledge of assumptions and methods, including models, when applicable, that are consistent with the applicable financial reporting framework.
- whether unexpected events, changes in conditions, or the audit evidence obtained from the results of audit procedures indicate that it may be necessary to reconsider the initial evaluation of the competence, capabilities, and objectivity of the management's specialist as the audit progresses.

.48 A broad range of circumstances may threaten objectivity, for example, self-interest threats, advocacy threats, familiarity threats, self-review threats, and intimidation threats. Safeguards may reduce such threats and may be created either by external structures (for example, the profession, legislation, or regulation of the management's specialist) or by the work of the management's specialist environment (for example, quality control policies and procedures).

.49 Although safeguards cannot eliminate all threats to the objectivity of a management's specialist, threats such as intimidation threats may be of less significance to a specialist engaged by the entity than to a specialist employed by the entity, and the effectiveness of safeguards such as quality control policies and procedures may be greater. Because the threat to objectivity created by being an employee of the entity will always be present, a specialist employed by the entity cannot ordinarily be regarded as being more likely to be objective than other employees of the entity.

.50 When evaluating the objectivity of a specialist engaged by the entity, it may be relevant to discuss with management and that specialist any interests and relationships that may create threats to the specialist's objectivity and any applicable safeguards, including any professional requirements that apply to the specialist, and to evaluate whether the safeguards are adequate. Interests and relationships creating threats may include the following:

- Financial interests
- Business and personal relationships
- Provision of other services

### *Obtaining an Understanding of the Work of the Management's Specialist*

.51 An understanding of the work of the management's specialist includes an understanding of the relevant field of expertise. An understanding of the relevant field of expertise may be obtained in conjunction with the auditor's determination of whether the auditor has the expertise to evaluate the work of the management's specialist, or whether the auditor needs an auditor's specialist for this purpose.

.52 Aspects of the field of the management's specialist relevant to the auditor's understanding may include

- whether that specialist's field has areas of specialty within it that are relevant to the audit.
- whether any professional or other standards and regulatory or legal requirements apply.
- what assumptions and methods are used by the management's specialist and whether they are generally accepted within that specialist's field and appropriate for financial reporting purposes.
- the nature of internal and external data or information the management's specialist uses.

.53 In the case of a management's specialist engaged by the entity, there will ordinarily be an engagement letter or other written form of agreement between the entity and that specialist. Evaluating that agreement when obtaining an understanding of the work of the management's specialist may assist the auditor in determining for the auditor's purposes the appropriateness of

- the nature, scope, and objectives of that specialist's work;
- the respective roles and responsibilities of management and that specialist; and
- the nature, timing, and extent of communication between management and that specialist, including the form of any report to be provided by that specialist.

.54 In the case of a management's specialist employed by the entity, it is less likely that there will be a written agreement of this kind. Inquiry of the specialist and other members of management may be the most appropriate way for the auditor to obtain the necessary understanding.

### *Evaluating the Appropriateness of the Work of the Management's Specialist*

.55 Considerations when evaluating the appropriateness of the work of the management's specialist as audit evidence for the relevant assertion may include

- the relevance and reasonableness of that specialist's findings or conclusions, their consistency with other audit evidence, and whether they have been appropriately reflected in the financial statements;
- if that specialist's work involves use of significant assumptions and methods, the relevance and reasonableness of those assumptions and methods; and
- if that specialist's work involves significant use of source data, the relevance, completeness, and accuracy of that source data.

.56 When using information produced by the entity, the auditor should evaluate whether the information is sufficiently reliable for the auditor's purposes, including, as necessary, in the following circumstances:

- a. Obtaining audit evidence about the accuracy and completeness of the information
- b. Evaluating whether the information is sufficiently precise and detailed for the auditor's purposes

.57 In order for the auditor to obtain reliable audit evidence, information produced by the entity, including any management's specialist, that is used for performing audit procedures needs to be sufficiently complete

and accurate. For example, the effectiveness of an audit procedure, such as applying standard prices to records of sales volume to develop an expectation of sales revenue, is affected by the accuracy of the price information and the completeness and accuracy of the sales volume data. Similarly, if the auditor intends to test a population (for example, payments) for a certain characteristic (for example, authorization), the results of the test will be less reliable if the population from which items are selected for testing is not complete.

.58 Obtaining audit evidence about the accuracy and completeness of such information may be accomplished concurrently with the actual audit procedure applied to the information when obtaining such audit evidence is an integral part of the audit procedure itself. In other situations, the auditor may have obtained audit evidence of the accuracy and completeness of such information by testing controls over the preparation and maintenance of the information. In some situations, however, the auditor may determine that additional audit procedures are needed.

.59 In some cases, the auditor may intend to use information produced by the entity for other audit purposes. For example, the auditor may intend to use the entity's performance measures for the purpose of analytical procedures or use the entity's information produced for monitoring activities such as internal auditor's reports. In such cases, the appropriateness of the audit evidence obtained is affected by whether the information is sufficiently precise or detailed for the auditor's purposes. For example, performance measures used by management may not be precise enough to detect material misstatements.

## Inconsistency in, or Doubts Over Reliability of, Audit Evidence

.60 If (a) audit evidence obtained from one source is inconsistent with that obtained from another or (b) the auditor has doubts about the reliability of information to be used as audit evidence, the auditor should determine what modifications or additions to audit procedures are necessary to resolve the matter and should consider the effect of the matter, if any, on other aspects of the audit.

.61 Obtaining audit evidence from different sources or of a different nature may indicate that an individual item of audit evidence is not reliable, such as when audit evidence obtained from one source is inconsistent with that obtained from another. This may be the case when, for example, responses to inquiries of management, internal audit, and others are inconsistent or when responses to inquiries of those charged with governance made to corroborate the responses to inquiries of management are inconsistent with the response by management. AU-C section 230 includes a specific documentation requirement if the auditor identified information that is inconsistent with the auditor's final conclusion regarding a significant finding or issue.

## Linking the Assessed Risks to the Design of Further Audit Procedures

.62 As discussed in section 3130, "Assessing the Risks of Material Misstatement," the auditor's risk assessment process culminates with the articulation of the account balances, classes of transactions, or disclosures where material misstatements are most likely to occur and—even more specifically—how the misstatements may occur and the assertions that are likely to be misstated. This assessment of the risks of misstatement, which relates identified financial reporting risks to what can go wrong at the assertion level, provides a basis for the design of further audit procedures.

## Overall Responses to Risks at the Financial Statement Level

.63 The auditor should design and implement overall responses to address the assessed risks of material misstatement at the financial statement level.

.64 The auditor's audit response to financial statement level risks should be responsive to the assessed risk. The same is true for responses to risk at the account or assertion level. It is critical that the auditor's further audit procedures are linked clearly and responsively to the assessment. Similarly, the auditor's risk assessment at the financial statement level should be clearly aligned to his or her overall audit strategy. Both the auditor's risk assessment and response should be documented. The following paragraph describes some

important characteristics of financial statement level risks. The purpose of these descriptions is to help the auditor bridge between the assessment of financial statement level risks and the subsequent response.

.65 Characteristics of financial statement level risks that are relevant for audit purposes include the following:

- *Financial statement level risks can affect many assertions.* By definition, financial statement level risks may result in material misstatements of several accounts or assertions. For example, a lack of controls over journal entries increases the risk that an inappropriate journal entry could be posted to the general ledger as part of the period-end financial reporting process. The posting of an inappropriate journal entry may not be isolated to one general ledger account but potentially could affect any account. In general, overall audit risk increases when the magnitude or scope of an identified risk of misstatement is not known.
- *Assessing financial statement-level risks requires significant judgment.* Ultimately, the auditor should relate identified risks of misstatement to what can go wrong. For example, suppose that while performing risk assessment procedures to gather information about the control environment, the auditor discovered weaknesses relating to the hiring, training, and supervision of entity personnel. These weaknesses result in an increased risk of a misstatement of the financial statements, but it will be a matter of the auditor's professional judgment to determine the following:
  - The accounts and relevant assertions that could be affected.
  - The likelihood that a financial statement misstatement will result from the increased risks.
  - The significance of any misstatement.
- *Risks at the Financial Statement Level May Not be Identifiable With Specific Assertions.* Control weaknesses at the financial statement level can render well-designed activity-level controls ineffective. For example, a significant risk of management override can potentially negate existing controls and procedures at the activity level in many accounts and for many assertions. Linking such a risk to specific accounts and assertions may be very difficult and may not even be possible. As another example, a client may have excellent data input controls at the application level. But if poorly designed IT general controls allow many unauthorized personnel the opportunity to access and inappropriately change the data, the well-designed input controls have been rendered ineffective. Also, strengths in financial statement-level controls such as an overall culture of ethical behavior may increase the reliability of controls that operate at the activity level. Determining the extent to which financial statement level controls affect the reliability of specific activity level controls (and, therefore, the assessment of the risks of material misstatement) is subjective and may vary from client to client.

.66 Due to the unique characteristics of financial statement level risks, it may not be possible to correlate all of these risks to a finite set of assertions. For example, a weakness in control environment may affect all or mostly all of the accounts, classes of transactions, or disclosures and the relevant assertions. To respond appropriately to these types of financial statement level risks, the auditor may need to reconsider the overall approach to the engagement. The following paragraph provides examples of overall responses to risks at the financial statement level that have a pervasive effect on the financial statements and cannot necessarily be mapped to individual assertions.

.67 The auditor's overall responses to address the assessed risks of material misstatement at the financial statement level may include the following:

- Emphasizing to the audit team the need to maintain professional skepticism in gathering and evaluating audit evidence.
- Assigning more experienced staff or those with specialized skills or using specialists.
- Providing more supervision.
- Incorporating additional elements of unpredictability in the selection of further audit procedures to be performed and in selecting individual items for testing.

- Making general changes to the nature, timing, or extent of further audit procedures as an overall response, for example, performing substantive procedures at period end instead of at an interim date. One could also focus more time and attention on audit areas more closely associated with the risks.

.68 The assessment of the risks of material misstatement at the financial statement level and, thereby, the auditor's overall responses are affected by the auditor's understanding of the control environment. An effective control environment may allow the auditor to have more confidence in internal control and the reliability of audit evidence generated internally within the entity and, thus, for example, allow the auditor to conduct some audit procedures at an interim date rather than at the period-end. Deficiencies in the control environment, however, have the opposite effect (for example, the auditor may respond to an ineffective control environment by

- conducting more audit procedures as of the period-end rather than at an interim date,
- obtaining more extensive audit evidence from substantive procedures, and
- increasing the number of locations to be included in the audit scope).

.69 Such considerations, therefore, have a significant bearing on the auditor's general approach, for example, an emphasis on substantive procedures (substantive approach) or an approach that uses tests of controls as well as substantive procedures (combined approach).

.70 Paragraphs .A38–.A42 of AU-C section 240 describe the overall responses the auditor may take in response to his or her assessment of the risk of material misstatement due to fraud. When determining an overall audit response, the auditor may consider the assessment of fraud risk concurrently with the assessment of the risks of material misstatement due to error. The auditor can develop one overall response that is appropriate for both kinds of risks.

## **Audit Procedures Responsive to Risks of Material Misstatement at the Relevant Assertion Level**

### **The Nature, Timing, and Extent of Further Audit Procedures**

.71 Further audit procedures provide important audit evidence to support the auditor's audit opinion. These procedures consist of tests of controls and substantive procedures.

.72 The auditor should design and perform further audit procedures whose nature, timing, and extent are based on, and are responsive to, the assessed risks of material misstatement at the relevant assertion level. Designing and performing further audit procedures whose nature, timing, and extent are based on, and are responsive to, the assessed risks of material misstatement at the relevant assertion level provides a clear linkage between the auditor's further audit procedures and the risk assessment.

.73 The auditor's assessment of the identified risks at the relevant assertion level provides a basis for considering the appropriate audit approach for designing and performing further audit procedures. For example, the auditor may determine that

- a. in addition to the substantive procedures that are required for all relevant assertions, in accordance with paragraph .18 of AU-C section 330, an effective response to the assessed risk of material misstatement for a particular assertion can be achieved only by also performing tests of controls.
- b. performing only substantive procedures is appropriate for particular assertions, and therefore, the auditor excludes the effect of controls from the relevant risk assessment. This may be because the auditor's risk assessment procedures have not identified any effective controls relevant to the assertion or because testing controls would be inefficient, and therefore, the auditor does not intend to rely on the operating effectiveness of controls in determining the nature, timing, and extent of substantive procedures.
- c. a combined approach using both tests of controls and substantive procedures is an effective approach.



*Responding to the Assessed Risks at the Assertion Level*

.74 In designing the further audit procedures to be performed, the auditor should

- a. consider the reasons for the assessed risk of material misstatement at the relevant assertion level for each class of transactions, account balance, and disclosure, including
  - i. the likelihood of material misstatement due to the particular characteristics of the relevant class of transactions, account balance, or disclosure (the inherent risk) and
  - ii. whether the risk assessment takes account of relevant controls (the control risk), thereby requiring the auditor to obtain audit evidence to determine whether the controls are operating effectively (that is, the auditor intends to rely on the operating effectiveness of controls in determining the nature, timing, and extent of substantive procedures), and
- b. obtain more persuasive audit evidence the higher the auditor’s assessment of risk.

.75 When obtaining more persuasive audit evidence because of a higher assessment of risk, the auditor may increase the quantity of the evidence or obtain evidence that is more relevant or reliable (for example by placing more emphasis on obtaining third party evidence or by obtaining corroborating evidence from a number of independent sources).

.76 *Nature of the response.* The nature of further audit procedures refers to the following:

- Their purpose, that is, tests of controls or substantive procedures (or dual purpose tests) and whether they are designed to test for overstatement, understatement, or both
- Their type, such as the following:
  - Inspection
  - Observation
  - Inquiry
  - Confirmation
  - Recalculation
  - Reperformance
  - Analytical procedures (including scanning)

Table 1 provides additional guidance on each of these procedures.

**Table 1**

**Types of Audit Procedures**

<i>Type of Procedure</i>	<i>Definition</i>	<i>Additional Guidance</i>
Inspection of documents	Inspection of documents involves examining records or documents, whether internal or external, in paper form, electronic form, or other media.	<ul style="list-style-type: none"> <li>• This procedure provides audit evidence of varying degrees of reliability, depending on their nature and source and, in the case of internal documents, on the effectiveness of the controls over their production.</li> <li>• Some documents represent direct audit evidence of the existence of an asset but not necessarily about ownership or value.</li> </ul>

*(continued)*

<i>Type of Procedure</i>	<i>Definition</i>	<i>Additional Guidance</i>
		<ul style="list-style-type: none"> <li>Inspecting an executed contract may provide audit evidence relevant to the entity's application of accounting principles, such as revenue recognition.</li> <li>Some forms of documents are less persuasive than others. For example, faxes and copies may be less reliable than original documents.</li> </ul>
Inspection of tangible assets	Inspection of tangible assets consists of physical examination of the assets.	<ul style="list-style-type: none"> <li>This procedure may provide audit evidence relating to existence, but not necessarily about the entity's rights and obligations or the valuation of the assets.</li> <li>Inspection of individual inventory items ordinarily accompanies the observation of inventory counting.</li> </ul>
Observation	Observation consists of looking at a process or procedure being performed by others.	<ul style="list-style-type: none"> <li>This procedure provides audit evidence about the performance of a process or procedure but is limited to the point in time at which the observation takes place and by the fact that the act of being observed may affect how the process or procedure is performed.</li> </ul>
Confirmation	Confirmation is the process of obtaining a representation of information or of an existing condition directly from a knowledgeable third party.	<ul style="list-style-type: none"> <li>This procedure <ul style="list-style-type: none"> <li>frequently is used in relation to account balances and their components but need not be restricted to these items;</li> <li>can be designed to ask if any modifications have been made to an agreement, and if so, what the relevant details are; and</li> <li>also is used to obtain audit evidence about the absence of certain conditions (for example, the absence of an undisclosed agreement that may influence revenue recognition).</li> </ul> </li> <li>See AU-C section 505 for further guidance on confirmations.</li> </ul>
Recalculation	Recalculation consists of checking the mathematical accuracy of documents or records.	<ul style="list-style-type: none"> <li>This procedure can be performed through the use of information technology, for example, by applying a data extraction application or other computer assisted audit techniques (CAATs).</li> </ul>
Reperformance	Reperformance is the auditors independent execution of procedures or controls that were originally performed as part of the entity's internal control	<ul style="list-style-type: none"> <li>This procedure may be performed either manually or through the use of CAATs, for example, reperforming the aging of accounts receivable.</li> </ul>

.77 The auditor's assessed risks may affect both the types of audit procedures to be performed and their combination. For example, when an assessed risk is high, the auditor may confirm the completeness of the terms of a contract with the counterparty, in addition to inspecting the document. Further, certain audit procedures may be more appropriate for some assertions than others. For example, regarding revenue,

tests of controls may be most responsive to the assessed risk of misstatement of the completeness assertion, whereas substantive procedures may be most responsive to the assessed risk of misstatement of the occurrence assertion.

.78 The reasons for the assessment given to a risk are relevant in determining the nature of audit procedures. For example, if an assessed risk is lower because of the particular characteristics of a class of transactions without consideration of the related controls, then the auditor may determine that substantive analytical procedures alone provide sufficient appropriate audit evidence. On the other hand, if the assessed risk is lower because of internal controls and the auditor intends to base the substantive procedures on that low assessment, then the auditor performs tests of those controls, as required by paragraph .08a of AU-C section 330. This may be the case, for example, for a class of transactions of reasonably uniform, noncomplex characteristics that are routinely processed and controlled by the entity's information system.

.79 The nature of further audit procedures is of most importance in responding to the assessed risks.

.80 *Timing of the response.* Timing refers to when further audit procedures are performed or the period or date to which the audit evidence applies. The auditor may perform tests of controls or substantive procedures

- at an interim date.
- at period end.
- after period end, in those instances where the procedure cannot be performed prior to or at year end (for example, agreeing the financial statements to the accounting records).

.81 The auditor may perform tests of controls or substantive procedures at an interim date or at the period-end. The higher the risk of material misstatement, the more likely it is that the auditor may decide it is more effective to perform substantive procedures nearer to or at the period-end rather than at an earlier date or to perform audit procedures unannounced or at unpredictable times (for example, performing audit procedures at selected locations on an unannounced basis). This is particularly relevant when considering the response to the risks of fraud. For example, the auditor may conclude that, when the risks of intentional misstatement or manipulation have been identified, audit procedures to extend audit conclusions from the interim date to the period-end would not be effective.

.82 On the other hand, performing audit procedures before the period-end may assist the auditor in identifying significant issues at an early stage of the audit and consequently resolving them with the assistance of management or developing an effective audit approach to address such issues.

.83 In addition, certain audit procedures can be performed only at or after the period-end. For example

- agreeing the financial statements to the accounting records,
- examining adjustments made during the course of preparing the financial statements, and
- procedures to respond to a risk that at the period-end the entity may have entered into improper sales contracts or transactions may not have been finalized.

.84 Further relevant factors that influence the auditor's consideration of when to perform audit procedures include

- the effectiveness of the control environment.
- when relevant information is available (for example, electronic files may subsequently be overwritten, or procedures to be observed may occur only at certain times).
- the nature of the risk (for example, if there is a risk of inflated revenues to meet earnings expectations by subsequent creation of false sales agreements, the auditor may examine contracts available on the date of the period-end).
- the period or date to which the audit evidence relates.

.85 *Extent of the response.* Extent refers to the quantity of a specific audit procedure to be performed, for example, a sample size or the number of observations of a control activity. The extent of an audit procedure may be determined by the judgment of the auditor after considering all of the following:

- Performance materiality
- Assessed risks of material misstatement
- Degree of assurance the auditor plans to obtain

.86 In particular, the auditor may increase the extent of audit procedures as the risks of material misstatement increase. However, increasing the extent of audit procedures is effective only if the audit procedures themselves are both relevant to the specific risks and reliable; therefore, the nature of the audit procedure is the most important consideration.

.87 The extent of an audit procedure judged necessary is determined after considering the materiality, assessed risk, and degree of assurance the auditor plans to obtain. When a single purpose is met by a combination of procedures, the extent of each procedure may be considered separately. In general, the extent of audit procedures increases as the risks of material misstatement increase. For example, in response to the assessed risks of material misstatement due to fraud, increasing sample sizes or performing substantive analytical procedures at a more detailed level may be appropriate. However, increasing the extent of an audit procedure is effective only if the audit procedure itself is relevant to the specific risk.

.88 The use of computer assisted audit techniques may enable more extensive testing of electronic transactions and account files, which may be useful when the auditor decides to modify the extent of testing (for example, in responding to the risks of material misstatement due to fraud). Such techniques can be used to select sample transactions from key electronic files, sort transactions with specific characteristics, or test an entire population instead of a sample.

.89 *Considerations specific to smaller, less complex entities.* In the case of smaller entities, the auditor may not identify control activities, or the extent to which their existence or operation have been documented by the entity may be limited. In such cases, it may be more efficient for the auditor to perform further audit procedures that are primarily substantive procedures. In some rare cases, however, the absence of control activities or other components of control may make it impossible to obtain sufficient appropriate audit evidence.

.90 The AICPA Audit Guide *Audit Sampling* provides additional guidance on sampling for substantive testing. Also, section 5400, "Audit Sampling Considerations," provides discussion on the use of sampling during an audit.

## Adequacy of Presentation and Disclosure

.91 The auditor should perform audit procedures to evaluate whether the overall presentation of the financial statements, including the related disclosures, is in accordance with the applicable financial reporting framework. Evaluating the overall presentation of the financial statements, including the related disclosures, relates to whether the individual financial statements are presented in a manner that reflects the appropriate classification and description of financial information and the form, arrangement, and content of the financial statements, including the related notes. This includes, for example, the terminology used, the amount of detail given, the classification of items in the financial statements, and the basis of amounts set forth.

## Evaluating the Sufficiency and Appropriateness of Audit Evidence

.92 Based on the audit procedures performed and the audit evidence obtained, the auditor should evaluate, before the conclusion of the audit, whether the assessments of the risks of material misstatement at the relevant assertion level remain appropriate.

.93 An audit of financial statements is a cumulative and iterative process. As the auditor performs planned audit procedures, the audit evidence obtained may cause the auditor to modify the nature, timing, or extent

of other planned audit procedures. Information may come to the auditor's attention that differs significantly from the information on which the risk assessments were based. For example

- the extent of misstatements that the auditor detects by performing substantive procedures may alter the auditor's professional judgment about the risk assessments and indicate a significant deficiency or material weakness in internal control.
- the auditor may become aware of discrepancies in accounting records or conflicting or missing evidence.
- analytical procedures performed at the overall review stage of the audit may indicate a previously unrecognized risk of material misstatement.

In such circumstances, the auditor may need to reevaluate the planned audit procedures, based on the revised consideration of assessed risks for all or some of the classes of transactions, account balances, or disclosures and related assertions. AU-C section 315 contains further guidance on revising the auditor's risk assessment.

.94 The auditor cannot assume that an instance of fraud or error is an isolated occurrence. Therefore, the consideration of how the detection of a misstatement affects the assessed risks of material misstatement is important in determining whether the assessment remains appropriate.

.95 The auditor should conclude whether sufficient appropriate audit evidence has been obtained. In forming a conclusion, the auditor should consider all relevant audit evidence, regardless of whether it appears to corroborate or contradict the assertions in the financial statements.

.96 The auditor's professional judgment about what constitutes sufficient appropriate audit evidence is influenced by such factors as the

- significance of the potential misstatement in the relevant assertion and the likelihood of its having a material effect, individually or aggregated with other potential misstatements, on the financial statements (see AU-C section 450).
- effectiveness of management's responses and controls to address the risks.
- experience gained during previous audits with respect to similar potential misstatements.
- results of audit procedures performed, including whether such audit procedures identified specific instances of fraud or error.
- source and reliability of the available information.
- persuasiveness of the audit evidence.
- understanding of the entity and its environment, including its internal control.

.97 If the auditor has not obtained sufficient appropriate audit evidence about a relevant assertion, the auditor should attempt to obtain further audit evidence. If the auditor is unable to obtain sufficient appropriate audit evidence, the auditor should express a qualified opinion or disclaim an opinion on the financial statements.

## Documentation

.98 The auditor should include in the audit documentation

- a. the overall responses to address the assessed risks of material misstatement at the financial statement level and the nature, timing, and extent of the further audit procedures performed;
- b. the linkage of those procedures with the assessed risks at the relevant assertion level; and
- c. the results of the audit procedures, including the conclusions when such conclusions are not otherwise clear.

.99 If the auditor plans to use audit evidence about the operating effectiveness of controls obtained in previous audits, the auditor should include in the audit documentation the conclusions reached about relying on such controls that were tested in a previous audit.

.100 The auditor should include in the audit documentation the basis for any determination not to use external confirmation procedures for accounts receivable when the account balance is material.

.101 The auditor's documentation should demonstrate that the financial statements agree or reconcile with the underlying accounting records.

.102 The form and extent of audit documentation is a matter of professional judgment and is influenced by the nature, size, and complexity of the entity; internal control of the entity; availability of information from the entity; and the audit methodology and technology used in the audit.

.103 AU-C section 230 establishes standards and provides guidance regarding documentation in the context of the audit of financial statements.

# AAM Section 5200

## *Performing Tests of Controls*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 230, *Audit Documentation*
- AU-C section 265, *Communicating Internal Control Related Matters Identified in an Audit*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 402, *Audit Considerations Relating to an Entity Using a Service Organization*
- AU-C section 500, *Audit Evidence*
- AU-C section 520, *Analytical Procedures*
- AU-C section 530, *Audit Sampling*

### General Considerations When Testing Controls

#### Obtaining Sufficient Appropriate Audit Evidence About the Operating Effectiveness of Relevant Controls

.01 The auditor should design and perform tests of controls to obtain sufficient appropriate audit evidence about the operating effectiveness of relevant controls if

- the auditor's assessment of risks of material misstatement at the relevant assertion level includes an expectation that the controls are operating effectively (that is, the auditor intends to rely on the operating effectiveness of controls in determining the nature, timing, and extent of substantive procedures) or
- substantive procedures alone cannot provide sufficient appropriate audit evidence at the relevant assertion level.

.02 Tests of controls are performed only on those controls that the auditor has determined are suitably designed to prevent, or detect and correct, a material misstatement in a relevant assertion. If substantially different controls were used at different times during the period under audit, each is considered separately.

.03 Testing the operating effectiveness of controls is different from obtaining an understanding of and evaluating the design and implementation of controls. However, the same types of audit procedures are used. The auditor may, therefore, decide it is efficient to test the operating effectiveness of controls at the same time the auditor is evaluating their design and determining that they have been implemented.

.04 The auditor may design a test of controls to be performed concurrently with a test of details on the same transaction. Although the purpose of a test of controls is different from the purpose of a test of details, both may be accomplished concurrently by performing a test of controls and a test of details on the same transaction, which also is known as a *dual purpose test*. A dual purpose test is designed and evaluated by considering each purpose of the test separately. Additional discussion on dual purpose tests follows in this section.

.05 In some cases, the auditor may find it impossible to design effective substantive procedures that, by themselves, provide sufficient appropriate audit evidence at the relevant assertion level. This may occur when an entity conducts its business using IT and no documentation of transactions is produced or maintained, other

than through the IT system. In such cases, paragraph .08*b* of AU-C section 330 requires the auditor to perform tests of relevant controls.

.06 The auditor may consider testing the operating effectiveness of controls, if any, over the entity's preparation of information used by the auditor in performing substantive analytical procedures in response to assessed risks. See AU-C section 520 for further guidance.

## Sources of Audit Evidence About Internal Control Effectiveness

.07 The audit evidence used to provide support for the auditor's conclusion about the operating effectiveness of controls during the audit period may come from a variety of sources, including the following:

- Tests of controls performed during the current period.
- Risk assessment procedures performed during the current period.
- Evidence provided in a type 2 SOC 1 report under AU-C section 402.
- Evidence obtained from the performance of procedures in previous audits.
- The information gathered and conclusions reached as part of the auditor's quality control procedures for client acceptance and continuance. For example, client acceptance procedures may include inquiries of attorneys, bankers, or others in the business community about client management that provide insight into their
  - competence,
  - integrity,
  - operating philosophy, and
  - ethical values.

.08 AU-C section 500 establishes requirements and provides guidance regarding audit evidence in an audit of financial statements. Section 5100, "Audit Evidence and Designing Further Audit Procedures," provides additional discussion on audit evidence and AU-C section 500.

## Risk Assessment Procedures Versus Tests of Controls

.09 Risk assessment procedures allow the auditor to evaluate the design effectiveness of internal control for the purpose of assessing risks of material misstatement. Tests of controls build on the auditor's evaluation of design effectiveness and allow the auditor to assess the operating effectiveness of controls during the operating period. The results of the auditor's tests of controls are used to design substantive procedures.

.10 Further, although some risk assessment procedures may not have been specifically designed as tests of controls, they may nevertheless provide audit evidence about the operating effectiveness of the controls and, consequently, serve as tests of controls. For example, the auditor's risk assessment procedures may have included the following:

- Inquiring about management's use of budgets
- Observing management's comparison of monthly budgeted and actual expenses
- Inspecting reports pertaining to the investigation of variances between budgeted and actual amounts

These audit procedures provide knowledge about the design of the entity's budgeting policies and whether they have been implemented but also may provide audit evidence about the effectiveness of the operation of budgeting policies in preventing, or detecting and correcting, material misstatements in the classification of expenses.



## Evidence of Operating Effectiveness of Controls at a Service Organization

.11 A type 2 SOC 1 service auditor's report may provide evidence about the operating effectiveness of controls at a service organization. However, controls over the information provided to the service organization may still need to be assessed. Chapter 6, "Performing Further Audit Procedures," of the AICPA Audit Guide *Assessing and Responding to Audit Risk in a Financial Statement Audit* provides additional guidance on evaluating the operating effectiveness of controls at a service organization.

## Evaluating the Effectiveness of Indirect Controls

.12 The auditor should determine whether the controls to be tested depend upon other controls (indirect controls) and, if so, whether it is necessary to obtain audit evidence supporting the operating effectiveness of those indirect controls.

.13 When designing tests of controls, the auditor may focus first on testing control activities, because the control activities component of internal control is the one most directly related to the assertion. For example, physically counting goods that have been received and comparing the quantity and description to the vendor's packing slip is directly related to both the existence and valuation of inventory.

### *Tests of IT Controls*

.14 In some circumstances, in addition to testing the controls that relate directly to assertions, it may be necessary for the auditor to obtain audit evidence supporting the effective operation of indirect controls upon which the effectiveness of the direct control depends. For example, assume the auditor decides to test the effectiveness of a user review of exception reports detailing sales in excess of authorized credit limits. The user review combined with the related follow up is the control that is of direct relevance to the auditor. The controls over the accuracy of the information in the reports (for example, the general IT controls) are described as indirect controls.

.15 Because of the inherent consistency of IT processing, audit evidence about the implementation of an automated application control, when considered in combination with audit evidence about the operating effectiveness of the entity's general IT controls (in particular, change controls), also may provide substantial audit evidence about its operating effectiveness. That is, once the auditor has determined that an IT application control has been implemented (placed in operation), the auditor may draw a conclusion about the operating effectiveness of the IT portion of the control activity, so long as the auditor has determined that relevant IT general controls are operating effectively.

.16 When considering the need to test indirect controls, the auditor may consider the following:

- *The significance of the indirect control to the effective functioning of the direct control.* As the effectiveness of the direct control becomes more dependent on the indirect control, the auditor's need to test the indirect control generally increases.
- *The relative significance of the audit evidence of the indirect control to the auditor's conclusion on the effectiveness of the direct control.* The auditor's conclusion about the operating effectiveness of a control activity is supported by a combination of evidence about (a) the operating effectiveness of the direct control activity itself and (b) the operating effectiveness of other, indirect controls upon which the effectiveness of the direct control depends. In some instances, the auditor may be able to support a conclusion based primarily on tests of the direct control, with little evidence about the operating effectiveness of the related indirect controls. In other instances (for example, IT application controls), the auditor's conclusion may be based primarily on tests of the indirect controls and little on tests of the direct control. In those situations where you rely significantly on the operating effectiveness of the indirect control, the auditor should obtain more sufficient and adequate audit evidence to support the conclusion on the operating effectiveness of the indirect control, for example, the monitoring of the performance of the reconciliation.

- *The degree of reliability required of the audit evidence obtained about internal control operating effectiveness.* Testing the indirect control increases the reliability of the audit evidence obtained about the operating effectiveness of the direct control. For example, the auditor may test 4 month-end reconciliations and draw a conclusion about the effectiveness of those reconciliations for an entire 12-month period. If the auditor has tested the operating effectiveness of the indirect controls related to the reconciliation, the conclusion about the effectiveness of the reconciliation during the period the auditor did not test will be more reliable than if the auditor did not test the indirect controls.
- *Evidence of operating effectiveness that may have been obtained as part of obtaining an understanding of the design and implementation of the indirect controls.* When performing risk assessment procedures to obtain an understanding of internal control, the auditor may obtain some information about the operating effectiveness of the indirect controls as they relate to an assertion. For example, risk assessment procedures may provide the auditor with some evidence about the operating effectiveness of portions of the control environment. This information about operating effectiveness may be limited, but nevertheless, it may be sufficient for the purpose of drawing a conclusion about the operating effectiveness of the direct control.

.17 When testing indirect controls, the auditor may choose not to test the operating effectiveness of the entire component to which the indirect control pertains, but may limit the tests to those elements of the component that have an immediate bearing on the effectiveness of the direct control. For example, when testing controls over purchasing to place moderate reliance on them, the auditor may consider the need to test the control environment or IT general controls relating to the entire entity beyond the design and implementation assessment procedures the auditor already has performed. If practical, the auditor may limit the tests to those aspects of the control environment or IT general controls that have a direct bearing on the financial statement assertions related to purchasing. To place high reliance on the controls, the auditor may often need to gather additional evidence concerning the IT general controls and overall control environment to support high reliance on the purchasing controls.

## The Relationship Between Tests of Controls and Substantive Procedures

.18 Generally, there is an inverse relationship between the persuasiveness of the audit evidence to be obtained from substantive procedures and that obtained from tests of controls. As the persuasiveness of the audit evidence obtained from tests of controls increases, the persuasiveness of the audit evidence required from substantive procedures likely decreases. For example, in circumstances when the auditor adopts a strategy at the assertion level that consists primarily of tests of controls, a higher level of assurance may be sought about the operating effectiveness of controls, in particular when it is not possible or practicable to obtain sufficient appropriate audit evidence only from substantive procedures.

.19 On the other hand, the more audit evidence that can be obtained from substantive procedures, the less audit evidence would be necessary from tests of controls. In many instances, the nature and extent of substantive procedures alone may provide sufficient, appropriate evidence at the assertion level, which would make the testing of control effectiveness (beyond assessing their design and implementation) unnecessary. The risk model discussion in the AICPA Audit Guide *Audit Sampling* provides a framework for assessing how controls testing can influence other substantive procedures.

## A Financial Statement Audit Versus An Examination of Internal Control

.20 Testing the operating effectiveness of internal control to support an opinion on the financial statements is different from testing controls to support an opinion on the effectiveness of the internal control system.

.21 In an attestation engagement to examine the effectiveness of internal control, the audit evidence obtained from the tests of internal control is the only evidence the auditor has to support an opinion. In contrast, when performing an audit of the financial statements, the auditor ordinarily performs both tests of controls and substantive procedures. The objective of the tests of controls in a financial statement audit is to assess the operating effectiveness of controls and incorporate this assessment into the design of the nature, timing, and extent of substantive procedures. Thus, when testing controls in a financial statement audit, the auditor has flexibility in determining not only whether to test controls, and if so which controls to test, but also the level

of effectiveness of those controls that is necessary to provide the desired level of support for an opinion on the financial statements.

## Determining the Nature of the Tests of Controls

.22 The nature of the procedures the auditor performs to test controls has a direct bearing on the relevance and reliability of audit evidence. When responding to assessed risks of material misstatement, the nature of the audit procedures is of most importance. Performing more tests or conducting the tests closer to the period end will not compensate for a poorly designed test that produces information that lacks relevance or reliability about the effectiveness of a control.

.23 In designing and performing tests of controls, the auditor should perform other audit procedures in combination with inquiry to obtain audit evidence about the operating effectiveness of the controls, including

- a. how the controls were applied at relevant times during the period under audit;
- b. the consistency with which they were applied; and
- c. by whom or by what means they were applied, including, when applicable, whether the person performing the control possesses the necessary authority and competence to perform the control effectively.

.24 The types of audit procedures available for obtaining audit evidence about the effectiveness of controls can include the following:

- Inquiries of appropriate entity personnel
- Inspection of documents, reports, or electronic files indicating performance of the control
- Observation of the application of the control
- Reperformance of the application of the control by the auditor

.25 The nature of the particular control influences the type of audit procedure necessary to obtain audit evidence about operating effectiveness. Documentation may provide evidence about the performance of some controls; in these situations, the auditor may inspect this documentation to obtain evidence about the operating effectiveness of the control.

.26 For other controls, documentation may not be available or relevant. For example, documentation of the operation may not exist for some factors in the control environment, such as assignment of authority and responsibility, or for some types of control activities, such as control activities performed automatically by the client's IT system. In these circumstances, audit evidence about operating effectiveness may be obtained through inquiry in combination with other audit procedures such as observation of the performance of the control or the use of computer assisted audit techniques. Under AU-C section 265, entities should be encouraged to improve weak documentation.

.27 Inquiry alone is not sufficient to test the operating effectiveness of controls. Accordingly, other audit procedures are performed in combination with inquiry. In this regard, inquiry combined with inspection, recalculation, or reperformance may provide more assurance than inquiry and observation because an observation is pertinent only at the point in time at which it is made.

.28 Because of the limits of inquiry and observation, inquiry combined with inspection or reperformance ordinarily provide more relevant and reliable audit evidence than a combination of only inquiry and observation. For example, the auditor may inquire about and observe the entity's procedures for opening the mail and processing cash receipts to test the operating effectiveness of controls over cash receipts. Because an observation is pertinent only at the point in time at which it is made, the auditor might find it necessary to supplement the observation with other observations or inquiries of entity personnel, and the auditor may also inspect documentation about the operation of such controls at other times during the audit period.

.29 *Considerations specific to smaller, less complex entities.* In some situations an entity might use a third party to provide assistance with certain financial reporting functions. When assessing the competence of personnel responsible for an entity's financial reporting and associated controls, the auditor may take into account

the combined competence of entity personnel and other parties that assist with functions related to financial reporting.

### *Tests of Spreadsheets*

.30 The development and use of spreadsheets typically lack the controls that usually are present for formal, purchased software. Absent audit evidence indicating that appropriate general controls over spreadsheets have been implemented, the auditor may continue to test spreadsheet controls even after their implementation.

### *Dual Purpose Tests*

.31 Some audit procedures may simultaneously provide audit evidence that both

- support the relevant assertion or detects material misstatement and
- support a conclusion about the operating effectiveness of related controls.

Tests that achieve both of these objectives concurrently on the same transaction typically are referred to as dual purpose tests. For example, the auditor may design and evaluate the results of a test to examine an invoice to determine whether it has been approved and also to provide substantive audit evidence of the transaction.

.32 When performing a dual purpose test, the auditor may consider whether the design and evaluation of such tests can accomplish both objectives. For example, to meet both objectives the population of controls and the population of substantive procedures would have to be the same. If tests on components of a balance such as receivables are designed as dual purpose tests, only evidence of the controls operating over period-end balance items will be obtained.

.33 Furthermore, when performing such tests, the auditor may consider how the outcome of the tests of controls affect the auditor's determination about the extent of substantive procedures to be performed. For example, if controls are found to be ineffective, the auditor would consider whether the sample size that was designed for the dual purpose test was adequate or whether the sample size for substantive procedures should be increased from that originally planned.

.34 Additional guidance on the use of dual purpose tests is found in chapter 2 of the AICPA Audit Guide *Audit Sampling*.

## **Determining the Timing of Tests of Controls**

.35 The timing of tests of controls affects the relevance and reliability of the resulting audit evidence. In general, the relevance and reliability of the audit evidence obtained diminishes as time passes between the testing of the controls and the end of the period under audit. For this reason, when tests of controls are performed during an interim period or carried forward from a previous audit, the auditor should determine what additional audit evidence should be obtained to support a conclusion on the current operating effectiveness of those controls.

.36 The auditor should test controls for the particular time or throughout the period for which the auditor intends to rely on those controls in order to provide an appropriate basis for the auditor's intended reliance. The timing of tests of controls depends on the auditor's objective:

- When controls are tested as of a point in time, the auditor may obtain audit evidence that the controls operated effectively only at that time.
- When controls are tested throughout a period, the auditor may obtain audit evidence of the effectiveness of the operation of the control during that period.

.37 Audit evidence pertaining only to a point in time may be sufficient for the auditor's purpose, for example, when testing controls over the client's physical inventory counting at the period end. If, on the other

hand, the auditor intends to rely on a control over a period, test that are capable of providing audit evidence that the control operated effectively at relevant times during the period under audit are appropriate. For example, for an automated control, the auditor may test the operation of the control at a particular point in time. The auditor then may perform tests of controls to determine whether the control operated consistently during the audit period, or the auditor may test with the intention of relying on general controls pertaining to the modification and use of that computer program during the audit period.

.38 The tests the auditor performs to supplement tests of controls at a point of time may be part of the tests of controls over the client's monitoring of controls.

### Updating Tests of Controls Performed During an Interim Period

.39 The auditor may test controls as of or for a period that ends prior to the balance sheet date. This date often is referred to as the *interim date* or *interim period*. The period of time between the interim date or period and the balance sheet date often is referred to as the *remaining period*.

.40 When the auditor tests controls during an interim period or as of an interim date, the auditor should

- obtain audit evidence about the nature and extent of any significant changes in internal control that occurred subsequent to the interim period or interim date and
- determine what additional audit evidence should be obtained for the remaining period.

.41 Relevant factors in determining what additional audit evidence to obtain about controls that were operating during the period remaining after the interim period or interim date, include the following:

- The significance of the assessed risks of material misstatement at the relevant assertion level
- The specific controls that were tested during the interim period
- The degree to which audit evidence about the operating effectiveness of those controls was obtained
- The length of the remaining period
- The extent to which the auditor intends to reduce further substantive procedures based on the reliance of controls
- The effectiveness control environment
- The volume or value of transactions processed in the remaining period

.42 The auditor may obtain additional audit evidence about the operating effectiveness of controls during the remaining period by performing procedures such as

- extending the testing of the operating effectiveness of controls over the remaining period or
- testing the client's monitoring of controls.

.43 Procedures the auditor may perform during the remaining period include:

- inquiries and observations related to the performance of the control, the monitoring of the control, or any changes to the control during the remaining period;
- a walk-through covering the period between the interim date and the period end; and
- the same procedures performed at interim, but directed to the period from interim to period end.

### Use of Audit Evidence Obtained in Prior Audits

.44 In determining whether it is appropriate to use audit evidence about the operating effectiveness of controls obtained in previous audits and, if so, the length of the time period that may elapse before retesting a control, the auditor should consider

- the effectiveness of other elements of internal control, including the control environment, the entity's monitoring of controls, and the entity's risk assessment process;
- the risks arising from the characteristics of the control, including whether the control is manual or automated;
- the effectiveness of general IT controls;
- the effectiveness of the control and its application by the entity, including the nature and extent of deviations in the application of the control noted in previous audits and whether there have been personnel changes that significantly affect the application of the control;
- whether the lack of a change in a particular control poses a risk due to changing circumstances; and
- the risks of material misstatement and the extent of reliance on the control.

.45 In certain circumstances, audit evidence obtained from previous audits may provide audit evidence, provided that the auditor has determined whether changes have occurred since the previous audit that may affect its relevance to the current audit. For example, in performing a previous audit, the auditor may have determined that an automated control was functioning as intended. The auditor may obtain audit evidence to determine whether changes to the automated control have been made that affect its continued effective functioning through, for example, inquiries of management and the inspection of logs to indicate what controls have been changed. Consideration of audit evidence about these changes may support either increasing or decreasing the expected audit evidence to be obtained in the current period about the operating effectiveness of the controls.

.46 The following table summarizes the factors the auditor should consider when determining whether to use audit evidence about the operating effectiveness obtained in a prior audit.

	<i>Appropriateness of Using Evidence From Prior Audit</i>		<i>Length of Time Before Retesting Control</i>	
	<i>May be appropriate</i>	<i>May not be appropriate</i>	<i>Longer</i>	<i>Shorter</i>
Effectiveness of control environment, the client's risk assessment, monitoring, and IT general controls	Effective design and operation	Evidence of poor design or operation	Effective design and operation	Evidence of poor design or operation
Risks arising from characteristics of the control	Largely automated control	Significant manual or judgmental component to control	Largely automated control	Significant manual or judgmental component to control
Changes in circumstances at the client that may require changes in controls, including personnel changes that affect application of the control	Minor changes in client circumstances, including personnel	Significant changes in client circumstances, including personnel	Minor changes in client circumstances, including personnel	Significant changes in client circumstances, including personnel
Operating effectiveness of the control	Control operated effectively in prior audit	Control did not operate effectively in prior audit	Control operated effectively in prior audit	Control did not operate effectively in prior audit
Risks of material misstatement	Low risk of material misstatement for relevant assertion	High risk of material misstatement for relevant assertion	Low risk of material misstatement for relevant assertion	High risk of material misstatement for relevant assertion
Extent of reliance on the control to design substantive procedures	Low reliance on the control	High reliance on the control	Low reliance on the control	High reliance on the control

.47 If the auditor plans to use audit evidence from a previous audit about the operating effectiveness of specific controls, the auditor should perform audit procedures to establish the continuing relevance of that

information to the current audit. The auditor should obtain this evidence by performing inquiry, combined with observation or inspection, to confirm the understanding of those specific controls, and

- if there have been changes that affect the continuing relevance of the audit evidence from the previous audit, the auditor should test the controls in the current audit.
- if there have not been such changes, the auditor should test the controls at least once in every third audit and should test some controls during each audit to avoid the possibility of testing all the controls on which the auditor intends to rely in a single audit period with no testing of controls in the subsequent two audit periods.

.48 The procedures performed as described in the preceding paragraph may help the auditor fulfill his or her responsibility described in the previous paragraph; however, the auditor may have to supplement these procedures with others. For example, if the controls have not changed from the previous period but the client's business process has, the auditor will need to determine whether the design of controls remains effective in light of the changed business processes.

.49 The auditor may not rely on audit evidence about the operating effectiveness of controls obtained in prior audits for controls that

- have changed significantly since the prior audit,
- pertain to business processes that have changed significantly since the prior audit, and
- mitigate significant risks.

For any control that meets one of the preceding criteria, the auditor should test operating effectiveness in the current audit.

### *Controls That Have Changed From the Previous Audit*

.50 Changes may affect the relevance of the audit evidence obtained in previous audits such that there may no longer be a basis for continued reliance. For example, changes in a system that enable an entity to receive a new report from the system probably is not a significant change and, therefore, is unlikely to affect the relevance of prior period audit evidence. On the other hand, a change that causes data to be accumulated or calculated differently probably is significant and, therefore, does affect the relevance of audit evidence obtained in the prior period, in which case the operating effectiveness of the control should be tested in the current period.

### *Controls That Have Not Changed From the Previous Audit*

.51 The auditor's decision on whether to rely on audit evidence obtained in previous audits for controls that

- have not changed since they were last tested and
- are not controls that mitigate a significant risk

is a matter of professional judgment. In addition, the length of time between retesting such controls is also a matter of professional judgment but is required by paragraph .14b of AU-C section 330 to be at least once in every third audit. (*Note:* This guidance may not be appropriate for audits not performed at least on an annual basis.)

### *Rotating Emphasis on Tests of Controls*

.52 When the auditor plans to rely on controls that have not changed since they were last tested, the auditor should test the operating effectiveness of these controls at least once in every third year in an annual audit. There also may be some controls, such as over revenue recognition or inventories that, due to their importance

to the client financial statements, might be subject to testing every two years or every year, depending on the risks, even when there are purported to be no changes in controls.

.53 In general, the higher the risk of material misstatement or the greater the reliance on controls, the shorter the time period elapsed, if any, is likely to be. Factors that may decrease the period for retesting a control or result in not relying on audit evidence obtained in previous audits at all include the following:

- A deficient control environment
- Deficient monitoring of controls
- A significant manual element to the relevant controls
- Personnel changes that significantly affect the application of the control
- Changing circumstances that indicate the need for changes in the control
- Deficient general IT controls

.54 When there are a number of controls for which the auditor plans to use audit evidence obtained in prior audits, the auditor may wish to test the operating effectiveness of some controls each audit. However, when the auditor is testing controls for only one or two key classes of transactions in an entity, rotating the testing of these controls may not be warranted.

## Controls Over Significant Risks

.55 If the auditor plans to rely on controls over a risk the auditor has determined to be a significant risk, the auditor should test the operating effectiveness of those controls in the current period.

## Determining the Extent of Tests of Controls

.56 The extent of the auditor's tests of controls affects the sufficiency of the audit evidence obtained to support the auditor's assessment of the operating effectiveness of controls. In designing and performing tests of controls, the auditor should obtain more persuasive audit evidence the greater the reliance the auditor places on the effectiveness of a control. As such, the auditor may increase the extent of testing the controls to obtain the desired level of assurance that the controls are operating effectively

- at the relevant assertion level and
- either throughout the period, or as of the point in time when the auditor plans to rely on the control.

.57 Factors the auditor may consider in determining the extent of tests of controls include the following:

- The frequency of the performance of the control by the entity during the period.
- The length of time during the audit period that the auditor is relying on the operating effectiveness of the control.
- The relevance and reliability of the audit evidence to be obtained in supporting that the control prevents, or detects and corrects, material misstatements at the relevant assertion level.
- The extent to which audit evidence is obtained from tests of other controls that meet the same audit objective.
- The extent to which the auditor plans to rely on the operating effectiveness of the control in the assessment of risk (and thereby reduce substantive procedures based on the reliance of such control). The more the auditor relies on the operating effectiveness of controls in the assessment of risk, the greater is the extent of the auditor's tests of controls.
- The expected deviation from the control.



.58 The rate of expected deviation may indicate that obtaining audit evidence from the performance of tests of controls will not be sufficient to reduce the control risk at the relevant assertion level. If the rate of expected deviation is expected to be high, tests of controls for a particular assertion may not provide sufficient appropriate audit evidence. AU-C section 530 contains further guidance on the extent of testing. AU-C section 530 is also discussed in section 5400, "Audit Sampling Considerations."

## Tests of IT Controls

.59 Because of the inherent consistency of IT processing, it may not be necessary to increase the extent of testing of an automated control. An automated control can be expected to function consistently unless the program (including the tables, files, or other permanent data used by the program) is changed. Once the auditor determines that an automated control is functioning as intended (which could be done at the time the control is initially implemented or at some other date), the auditor may consider performing tests to determine that the control continues to function effectively. Such tests might include determining that

- changes to the program are not made without being subject to the appropriate program change controls,
- the authorized version of the program is used for processing transactions, and
- other relevant general controls are effective.

Such tests also might include determining that changes to the programs have not been made, which may be the case when the entity uses packaged software applications without modifying or maintaining them. For example, the auditor may inspect the record of the administration of IT security to obtain audit evidence that unauthorized access has not occurred during the period.

## Sampling Considerations

.60 The auditor may consider using an audit sampling technique to determine the extent of tests whenever the control is applied on a transaction basis (for example, matching approved purchase orders to supplier invoices) and that it is applied frequently. When a control is applied periodically (for example, monthly reconciliations of accounts receivable subsidiary ledger to the general ledger), the auditor might consider guidance appropriate for testing smaller populations (for example, testing the control application for two months and reviewing evidence the control operated in other months or reviewing other months for unusual items). AU-C section 530 and the AICPA Audit Guide *Audit Sampling* provide further guidance on the application of sampling techniques to determine the extent of testing of controls. The AICPA Audit Guide *Audit Sampling* also provides guidance for testing in smaller populations. Additional discussion on audit sampling is also included in section 5400, "Audit Sampling Considerations."

.61 As indicated in paragraph .A31 of AU-C section 330 (discussed in paragraph .57), the auditor may consider the expected deviation from the control when determining the extent of tests. As the rate of expected deviation from a control increases, the auditor may increase the extent of testing of the control. However, if the rate of expected deviation is expected to be too high, the auditor may determine that tests of controls for a particular assertion may not be effective. In this case, the auditor may conclude that a deficiency in internal control exists and the auditor should consider its severity and whether it should be communicated to those charged with governance, management, or both. A control deficiency exists when the observed rate of deviation exceeds the expected rate of deviation used in designing the controls test.

## Assessing the Operating Effectiveness of Controls

.62 When evaluating the operating effectiveness of relevant controls, the auditor should evaluate whether misstatements that have been detected by substantive procedures indicate that controls are not operating effectively. The absence of misstatements detected by substantive procedures, however, does not provide audit evidence that controls related to the relevant assertion being tested are effective.

.63 In accordance with AU-C section 265, the identification by the auditor of a material misstatement of the financial statements under audit in circumstances that indicate that the misstatement would not have been detected by the entity's internal control is an indicator of a material weakness.

## Evidence About Operating Effectiveness

.64 The concept of effectiveness of the operation of controls recognizes that some deviations in the way a client applies the controls may occur. Deviations from prescribed controls may be caused by factors such as changes in key personnel, significant seasonal fluctuations in volume of transactions, and human error.

.65 When the auditor encounters deviations in the operation of controls, those deviations will have an effect on the auditor's assessment of operating effectiveness. A control with an observed nonnegligible deviation rate is not an effective control. For example, if a test is designed in which the auditor selects a sample of, say, 25 items and expects no deviations, the finding of 1 deviation would be considered a nonnegligible deviation because, based on the results of the test of the sample, the desired level of confidence has not been obtained.

.66 There are sources of audit evidence beyond the auditor's tests of controls that contribute to the auditor's assessment of the operating effectiveness of controls. The extent of misstatements detected by performing substantive procedures also may alter the auditor's judgment about the effectiveness of controls in a negative direction. However, misstatement-free results of substantive procedures do not indicate that a lower assessment of control risk may be substituted for the one supported by the procedures the auditor used to assess control risk.

## Investigating Additional Implications of Identified Deviations

.67 When the auditor detects control deviations during the performance of tests of controls, the auditor should make specific inquiries to understand these matters and their potential consequences (for example, inquiring about the timing of personnel changes in key internal control functions) and should determine whether

- a. the tests of controls that have been performed provide an appropriate basis for reliance on the controls,
- b. additional tests of controls are necessary, or
- c. the potential risks of misstatement need to be addressed using substantive procedures.

.68 The concept of effectiveness of the operation of controls recognizes that some deviations in the way controls are applied by the entity may occur. Deviations in the application of control activities may be caused by the ineffective operation of indirect controls such as IT general controls, the control environment, or other components of internal control (for example, changes in key personnel, significant seasonal fluctuations in volume of transactions, and human error.) To gain an understanding of the deviations in control, the auditor may wish to make inquiries and perform other tests to identify possible weaknesses in the control environment or other indirect controls. The detected rate of deviation, in particular, in comparison with the expected rate, may indicate that the control cannot be relied on to reduce risk at the relevant assertion level to that assessed by the auditor.

.69 For example, suppose that one of the client's primary controls related to the existence of inventory—periodic test counts—had several instances where the number of items counted by the count teams did not agree to the actual physical count of the items on hand. When gaining a further understanding of the nature of these deviations, the auditor determines that the underlying cause is poor training of the test count teams and a lack of written instructions. Training and written instructions are indirect controls that may affect the operating effectiveness of controls other than those related to existence. For example, the lack of training and instruction could result in the count teams reporting the wrong product number or description, which also could affect the valuation of inventory. This finding could cause the company and auditor to conclude that a recount is necessary once the teams are properly trained.

## Assessing Effectiveness

.70 After considering the results of tests of controls and any misstatements detected from the performance of substantive procedures, the auditor should determine whether the audit evidence obtained provides an appropriate basis for reliance on the controls. If the reliance on the controls is not warranted, the auditor should determine whether

- additional tests of controls are necessary or
- if the potential risks of misstatement will be addressed using substantive procedures.

Once the auditor has concluded that reliance on certain controls is not warranted, it is unnecessary to perform further tests of those controls.

## Deficiencies in the Operation of Controls

.71 The auditor may consider whether deviations in the operation of controls have been caused by an underlying deficiency in internal control. When evaluating the reason for a control deviation, the auditor may consider the following:

- Whether the control is automated (in the presence of effective information technology general controls, an automated application control is expected to perform as designed)
- The degree of intervention by entity personnel contributing to the deviation (for example, was the deviation evidence of a possible override)
- Management's actions in response to the matter (if management was aware of the deviation)

If the auditor identifies one or more deficiencies in internal control, the auditor should evaluate each deficiency to determine whether, individually or in combination, they constitute significant deficiencies or material weaknesses.

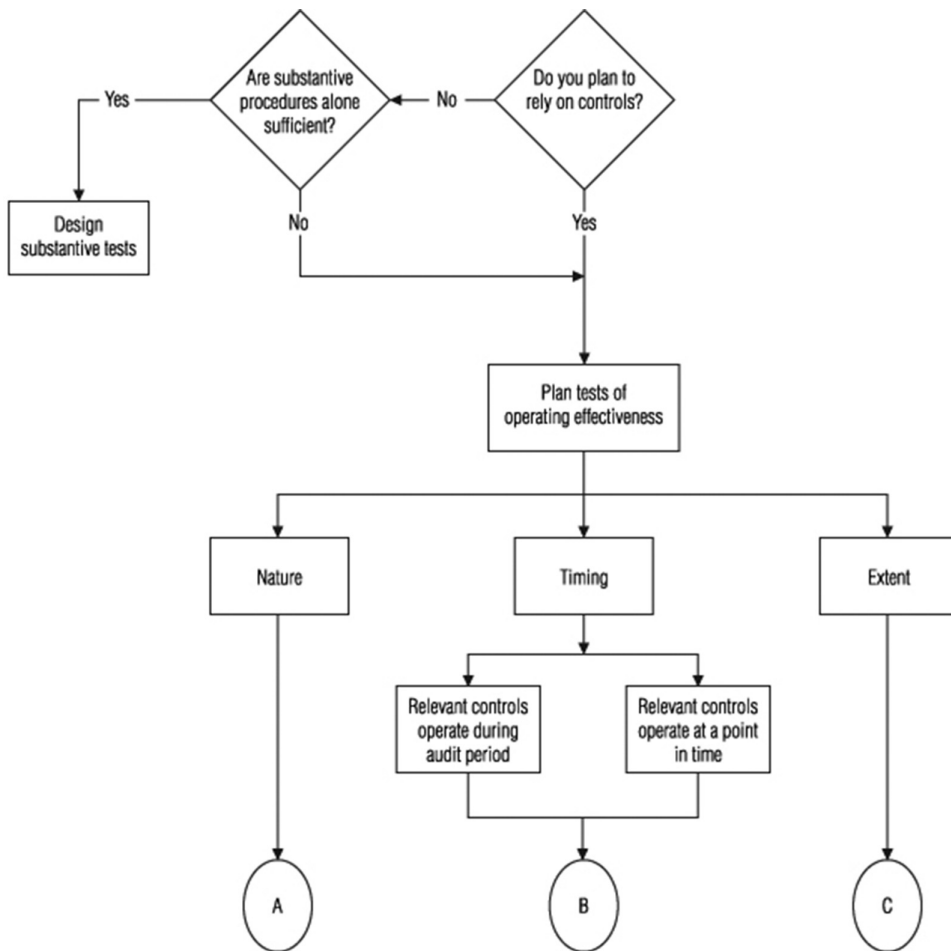
.72 Regardless of the reason for the deviation, numerous or repeated instances of the deviation may constitute a significant deficiency or material weakness.

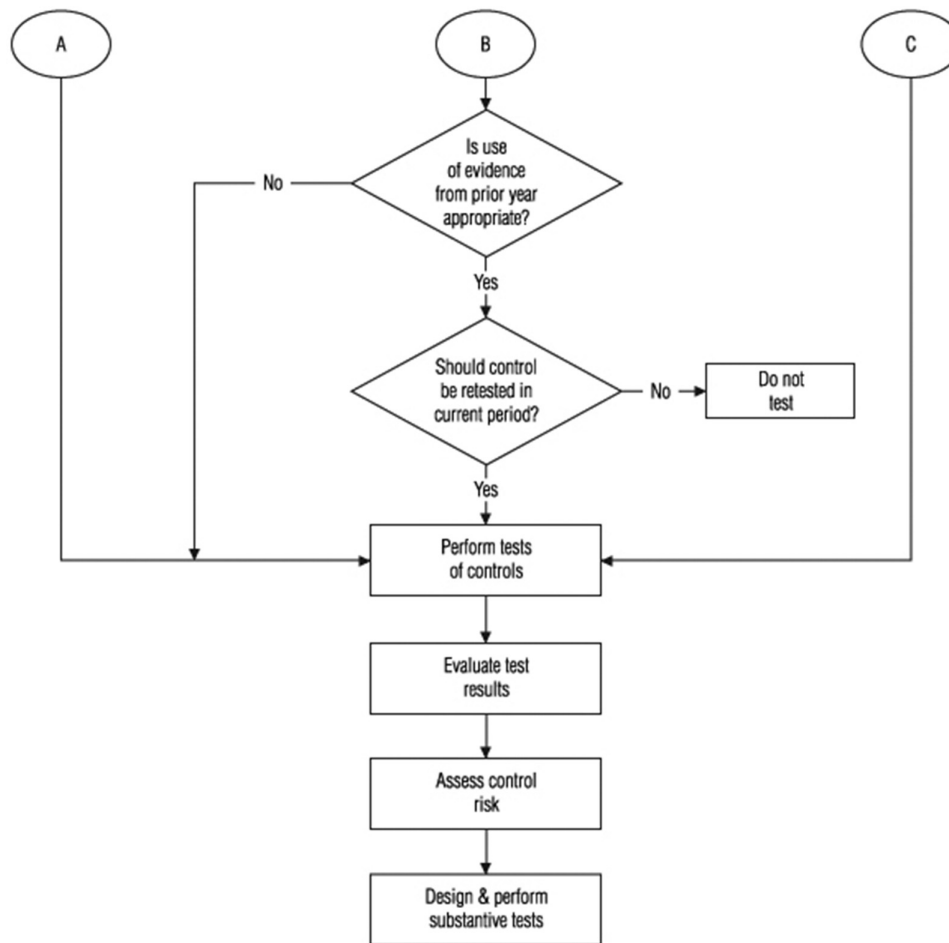
.73 The following are examples of circumstances that may be deficiencies in internal control of some magnitude:

- Failure in the operation of properly designed controls within a significant account or process, for example, the failure of a control such as dual authorization for significant disbursements within the purchasing process.
- Failure of the information and communication component of internal control to provide complete and accurate output because of deficiencies in timeliness, completeness, or accuracy (for example, the failure to obtain timely and accurate consolidating information from remote locations that is needed to prepare the financial statements).
- Failure of controls designed to safeguard assets from loss, damage, or misappropriation. For example, a company uses security devices to safeguard its inventory (preventive controls) and also performs periodic physical inventory counts (detective control) timely in relation to its financial reporting. However, a preventive control failure may be mitigated by an effective detective control that prevents the misstatement of the financial statements. Suppose the inventory security control fails. Although the physical inventory count does not safeguard the inventory from theft or loss, it prevents a material misstatement to the financial statements if performed effectively and timely (near or at the reporting date). In the absence of a timely count, a deficient preventive control may be a deficiency in internal control of some magnitude.
- Failure to perform reconciliations of significant accounts, for example, accounts receivable subsidiary ledgers are not reconciled to the general ledger account in a timely or accurate manner.

- Undue bias or lack of objectivity by those responsible for accounting decisions, for example, consistent under accruals of expenses or overstatement of allowances at the direction of management.
- Misrepresentation by client personnel to the auditor (an indicator of fraud).
- Management override of controls that would enable the entity to prepare financial statements in accordance with generally accepted accounting principles.
- Failure of an application control caused by a deficiency in the design or operation of an IT general control.
- An observed deviation rate that exceeds the number of deviations that the auditor expected in a test of the operating effectiveness of a control. For example, if the auditor designed a test in which he or she selected a sample and expected no deviations, the finding of one deviation is a nonnegligible deviation rate because, based on the results of the auditor’s test of the sample, the desired level of confidence was not obtained.

.74 The following diagram summarizes the auditor’s considerations related to tests of controls:





## Adequacy of Presentation and Disclosure

.75 Section 5100, "Audit Evidence and Designing Further Audit Procedures," provides additional discussion regarding the auditor's evaluation of the overall presentation of the financial statements, including the related disclosures.

## Evaluating the Sufficiency and Appropriateness of Audit Evidence

.76 Section 5100 provides additional discussion regarding the auditor's evaluation of the sufficiency and appropriateness of audit evidence obtained.

## Documentation

.77 Section 5100 provides additional discussion regarding audit documentation requirements. AU-C section 230 establishes standards and provides guidance regarding documentation in the context of the audit of financial statements.



# AAM Section 5300

## *Performing Substantive Procedures*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 520, *Analytical Procedures*
- AU-C section 530, *Audit Sampling*

.01 The objective of substantive procedures is to detect individual misstatements that alone or in the aggregate cause material misstatements at the assertion level. Substantive procedures include the following:

- Tests of details of transactions, account balances, and disclosures.
- Analytical procedures. AU-C section 520 establishes standards and provides guidance on the application of analytical procedures as substantive procedures.

.02 The auditor should design and perform substantive procedures to be responsive to the related assessed risks of material misstatement. However, the auditor should design perform substantive procedures for all relevant assertions related to each material class of transactions, account balances, or disclosures regardless of the risk assessment because the risk assessment may not identify all risks. This requirement reflects the facts that (a) the auditor's assessment of risk is judgmental and may not identify all risks of material misstatement and (b) inherent limitations to internal control exist, including management override.

- *Substantive procedures of material items.* The auditor should perform substantive procedures for all relevant assertions for each material class of transactions, account balance, and disclosure. For example, if the auditor determines that long term debt is a material account, the auditor should perform substantive procedures for all assertions that are relevant to long term debt, even if the auditor has determined that it is unlikely that the assertion could contain a material misstatement. The auditor may determine that the risk of the entity not having the obligation to repay the debt (the obligation assertion) is low, but nevertheless, the auditor should perform a substantive procedure (for example, confirming the terms of the debt with the lender) to address the risk. Because the account is material, the auditor is precluded from relying solely on risk assessment procedures or tests of controls to support the conclusion.
- *Substantive procedures related to the financial statement closing process.* On all engagements the auditor should include audit procedures related to the financial statement closing process, such as
  - agreeing the financial statements, including their accompanying notes, to the underlying accounting records and
  - examining material journal entries and other adjustments made during the course of preparing the financial statements. The nature and extent of the auditor's examination of journal entries and other adjustments depend on the nature and complexity of the client's financial reporting system and the associated risks of material misstatement.

### External Confirmation Procedures

.03 The auditor should consider whether external confirmation procedures are to be performed as substantive audit procedures.

.04 External confirmation procedures frequently may be relevant when addressing assertions associated with account balances and their elements but need not be restricted to these items. For example, the auditor may request external confirmation of the terms of agreements, contracts, or transactions between an entity and other parties. External confirmation procedures also may be performed to obtain audit evidence about the absence of certain conditions. For example, a request may specifically seek confirmation that no “side agreement” exists that may be relevant to an entity’s revenue cut-off assertion. Other situations in which external confirmation procedures may provide relevant audit evidence in responding to assessed risks of material misstatement include the following:

- Bank balances and other information relevant to banking relationships
- Inventories held by third parties at bonded warehouses for processing or on consignment
- Property title deeds held by lawyers or financiers for safe custody or as security
- Investments held for safekeeping by third parties or purchased from stockbrokers but not delivered at the balance sheet date
- Amounts due to lenders, including relevant terms of repayment and restrictive covenants
- Accounts payable balances and terms

.05 Although external confirmations may provide relevant audit evidence relating to certain assertions, some assertions exist for which external confirmations provide less relevant audit evidence. For example, external confirmations provide less relevant audit evidence relating to the recoverability of accounts receivable balances than they do of their existence.

.06 The auditor may determine that external confirmation procedures performed for one purpose provide an opportunity to obtain audit evidence about other matters. For example, confirmation requests for bank balances often include requests for information relevant to other financial statement assertions. Such considerations may influence the auditor’s decision about whether to perform external confirmation procedures.

.07 Factors that may assist the auditor in determining whether external confirmation procedures are to be performed as substantive audit procedures include the following:

- The confirming party’s knowledge of the subject matter. Responses may be more reliable if provided by a person at the confirming party who has the requisite knowledge about the information being confirmed.
- The ability or willingness of the intended confirming party to respond. For example, the confirming party
  - may not accept responsibility for responding to a confirmation request,
  - may consider responding too costly or time consuming,
  - may have concerns about the potential legal liability resulting from responding,
  - may account for transactions in different currencies, or
  - may operate in an environment in which responding to confirmation requests is not a significant aspect of day-to-day operations.

In such situations, confirming parties may not respond, may respond in a casual manner, or may attempt to restrict the reliance placed on the response.

- The objectivity of the intended confirming party. If the confirming party is a related party of the entity, responses to confirmation requests may be less reliable.

.08 For purposes of this section, *accounts receivable* means

- the entity’s claims against customers that have arisen from the sale of goods or services in the normal course of business; and
- a financial institution’s loans.



.09 External confirmation procedures may be ineffective when, based on prior years' audit experience or experience with similar entities

- response rates to properly designed confirmation requests will be inadequate; or
- responses are known or expected to be unreliable.

If the auditor has experienced poor response rates to properly designed confirmation requests in prior audits, the auditor may instead consider changing the manner in which the confirmation process is performed, with the objective of increasing the response rates, or may consider obtaining audit evidence from other sources.

.10 The auditor should use external confirmation procedures for accounts receivable, except when one or more of the following is applicable:

- The overall account balance is immaterial.
- External confirmation procedures for accounts receivable would be ineffective.
- The auditor's assessed level of risk of material misstatement at the relevant assertion level is low, and the other planned substantive procedures address the assessed risk. In many situations, the use of external confirmation procedures for accounts receivable and the performance of other substantive procedures are necessary to reduce the assessed risk of material misstatement to an acceptably low level.

## Substantive Procedures Responsive to Significant Risks

.11 If the auditor has determined that an assessed risk of material misstatement at the relevant assertion level is a significant risk, the auditor should perform substantive procedures that are specifically responsive to that risk. When the approach to a significant risk consists only of substantive procedures, those procedures should include tests of details.

.12 Audit evidence in the form of external confirmations received directly by the auditor from appropriate confirming parties may assist the auditor in obtaining audit evidence with the high level of reliability that the auditor requires to respond to significant risks of material misstatement, whether due to fraud or error. For example, if the auditor identifies that management is under pressure to meet earnings expectations, a risk may exist that management is inflating sales by improperly recognizing revenue related to sales agreements with terms that preclude revenue recognition or by invoicing sales before shipment. In these circumstances, the auditor may, for example, design external confirmation procedures not only to confirm outstanding amounts but also to confirm the details of the sales agreements, including date, any rights of return, and delivery terms. In addition, the auditor may find it effective to supplement such external confirmation procedures with inquiries of nonfinancial personnel in the entity regarding any changes in sales agreements and delivery terms.

## Nature of Substantive Procedures

.13 Depending on the circumstances, the auditor may determine the following:

- Performing only substantive analytical procedures will be sufficient to reduce audit risk to an acceptably low level, such as, for example, when the auditor's assessment of risk is supported by audit evidence from tests of controls.
- Only tests of details are appropriate.
- A combination of substantive analytical procedures and tests of details are most responsive to the assessed risks.

.14 Substantive analytical procedures are generally more applicable to large volumes of transactions that tend to be predictable over time. AU-C section 520 addresses the application of analytical procedures during an audit.

.15 The nature of the risk and assertion is relevant to the design of tests of details. For example, tests of details related to the existence or occurrence assertion may involve selecting from items contained in a financial statement amount and obtaining the relevant audit evidence. On the other hand, tests of details related to the completeness assertion may involve selecting from items that are expected to be included in the relevant financial statement amount and investigating whether they are included. For example, the auditor might inspect subsequent cash disbursements and compare them with the recorded accounts payable to determine whether any purchases had been omitted from accounts payable.

.16 Because the assessment of the risks of material misstatement takes account of internal control, the extent of substantive procedures may need to be increased when the results from tests of controls are unsatisfactory. However, increasing the extent of an audit procedure is appropriate only if the audit procedure itself is relevant to the specific risk.

## Substantive Analytical Procedures

.17 Analytical procedures can be effective

- for certain types of assertions (for example, the completeness assertion, which cannot be tested directly using a test of balances on recorded amounts).
- when the relationships between amounts are very predictable.
- when the data used to develop expectations based on the relationship are reliable.
- when relatively precise expectations can be developed.

.18 Analytical procedures can provide evidence supporting financial statement assertions and, thus, can be used as substantive tests. Because analytical procedures are often the least expensive tests, they may be used whenever practical.

.19 Whenever analytical procedures are applied as substantive tests, the auditor may apply the following procedures:

- Consider whether the relationship is plausible and predictable.
- Consider whether the data used for the comparison is reliable.
- Consider whether the account balance tested is consistent with the auditor's expectations. If it is not consistent, obtain the client's explanation for the variance and get evidence to corroborate the client's explanation.

.20 AU-C section 520 establishes standards and provides guidance on the design of substantive analytical procedures. A more in depth discussion of AU-C section 520 is provided in section 3155, "Analytical Procedures."

## Timing of Substantive Procedures

### Substantive Procedures Performed at an Interim Date

.21 If substantive procedures are performed at an interim date, the auditor should cover the remaining period by performing

- a. substantive procedures, combined with tests of controls for the intervening period, or
- b. if the auditor determines that it is sufficient, further substantive procedures only,

that provide a reasonable basis for extending the audit conclusions from the interim date to the period-end. The following table summarizes factors that may be considered when determining whether to perform substantive procedures at an interim date.

## Matters to Consider in Determining Whether to Perform Substantive Procedures at an Interim Date

<i>Factor to consider</i>	<i>Likelihood of Performing Substantive Procedures at an Interim Date</i>	
	<i>More likely</i>	<i>Less likely</i>
Control environment and other relevant controls	Effectively designed or operating controls, including the control environment	Ineffectively designed or operating controls, including the control environment
The availability of information for the remaining period	Information is available that will allow the auditor to perform procedures related to the remaining period	Lack of information necessary to perform procedures related to the remaining period
Assessed risk	Lower risk of material misstatement for the relevant assertion	Higher risk of material misstatement for the relevant assertion
Nature of transactions or account balances and relevant assertions	Year-end balances are reasonably predictable with respect to amount, relative significance, and composition	Year-end balances can fluctuate significantly from interim balances, for example, due to rapidly changing business conditions, seasonality of business, or transactions that are subject to management's discretion
Ability to perform audit procedures to cover remaining period	The auditor will be able to perform all necessary procedures to cover the remaining period	The auditor's ability to perform procedures relating to the remaining period is limited, for example, by a lack of available information

.22 The objective of some of the tests may make the results of the tests irrelevant if performed at an interim date. For example, tests related to the preparation of the financial statements or the client's compliance with debt covenants typically provide relevant audit evidence only if performed at the period end.

.23 In addition to those items described in the preceding table, the circumstances of the engagement may result in the performance of certain tests at an interim date. For example, a client may request that the auditor identify all material misstatements a short period of time after year end (which is common for companies that plan to issue a press release of their earnings for the period). In that situation, the auditor may decide to confirm receivables prior to year end because the time period between the end of the period and the release of earnings is too short to allow the auditor to send and receive confirmations of customers and to complete the test work.

.24 In some circumstances, the auditor may determine that it is effective to perform substantive procedures at an interim date and compare and reconcile information concerning the balance at the period-end with the comparable information at the interim date to

- identify amounts that appear unusual,
- investigate any such amounts, and
- perform substantive analytical procedures or tests of details to test the intervening period.

.25 Performing substantive procedures at an interim date without undertaking additional procedures at a later date increases the risk that the auditor will not detect misstatements that may exist at the period-end. This risk increases as the remaining period is lengthened. Factors such as the following may influence whether to perform substantive procedures at an interim date:

- The effectiveness of the control environment and other relevant controls
- The availability at a later date of information necessary for the auditor's procedures

- The purpose of the substantive procedure
- The assessed risk of material misstatement
- The nature of the class of transactions or account balance and relevant assertions
- The ability of the auditor to perform appropriate substantive procedures or substantive procedures combined with tests of controls to cover the remaining period in order to reduce the risk that misstatements that may exist at the period-end will not be detected

.26 In circumstances in which the auditor has identified risks of material misstatement due to fraud, the auditor's responses to address those risks may include changing the timing of audit procedures. For example, the auditor might conclude that, given the risks of intentional misstatement or manipulation, audit procedures to extend audit conclusions from an interim date to the period-end reporting date would not be effective. In such circumstances, the auditor might conclude that substantive procedures performed at or near the end of the reporting period best address an identified risk of material misstatement due to fraud.

.27 Factors such as the following may influence whether to perform substantive analytical procedures with respect to the period between the interim date and the period-end:

- Whether the period-end balances of the particular classes of transactions or account balances are reasonably predictable with respect to amount, relative significance, and composition
- Whether the entity's procedures for analyzing and adjusting such classes of transactions or account balances at interim dates and establishing proper accounting cutoffs are appropriate
- Whether the information system relevant to financial reporting will provide information concerning the balances at the period-end and the transactions in the remaining period that is sufficient to permit investigation of the following:
  - Significant unusual transactions or entries (including those at or near the period-end)
  - Other causes of significant fluctuations or expected fluctuations that did not occur
  - Changes in the composition of the classes of transactions or account balances

.28 If misstatements that the auditor did not expect when assessing the risks of material misstatement are detected at an interim date, the auditor should evaluate whether the related assessment of risk and the planned nature, timing, or extent of substantive procedures covering the remaining period need to be modified. Also, see paragraphs .35–.36 of AU-C section 240.

.29 When the auditor concludes that the planned nature, timing, or extent of substantive procedures covering the remaining period need to be modified as a result of unexpected misstatements detected at an interim date, such modification may include extending or repeating, at the period-end, the procedures performed at the interim date.

## Substantive Procedures Performed in Previous Audits

.30 In most cases, audit evidence from substantive procedures performed in a prior audit provides little or no audit evidence for the current period. However, exceptions exist (for example, a legal opinion obtained in a previous audit related to the structure of a securitization to which no changes have occurred may be relevant in the current period). In such cases, it may be appropriate to use audit evidence from a previous audit's substantive procedures if that evidence and the related subject matter have not fundamentally changed and audit procedures have been performed during the current period to establish its continuing relevance.

## Extent of the Performance of Substantive Procedures

.31 The greater the risks of material misstatement, the greater the extent of the auditor's substantive procedures. However, the nature of the audit procedures is of most importance in responding to assessed risks.

Increasing the extent of an audit procedure is appropriate only if the procedure itself is relevant to the specified risk.

.32 *Considerations for designing tests of details.* When determining the extent of the tests of details, the auditor ordinarily thinks in terms of sample size. However, the auditor also may consider other matters, including whether it is more effective to use other methods of selecting items for testing, such as selecting large or unusual items from a population, rather than performing sampling or stratifying the population into homogeneous subpopulations for sampling. AU-C section 530 and the AICPA Audit Guide *Audit Sampling* establish requirements and provide guidance on the use of sampling and other means of selecting items for testing. AU-C section 530 and the use of sampling in an audit is discussed in section 5400, "Audit Sampling Considerations."

## **Adequacy of Presentation and Disclosure**

.33 Section 5100, "Audit Evidence and Designing Further Audit Procedures," provides additional discussion regarding the auditor's evaluation of the overall presentation of the financial statements, including the related disclosures.

## **Evaluating the Sufficiency and Appropriateness of Audit Evidence**

.34 Section 5100 provides additional discussion regarding the auditor's evaluation of the sufficiency and appropriateness of audit evidence obtained.

## **Documentation**

.35 Section 5100 provides additional discussion regarding audit documentation requirements.



# AAM Section 5400

## *Audit Sampling Considerations*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 230, *Audit Documentation*
- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 300, *Planning an Audit*
- AU-C section 320, *Materiality in Planning and Performing an Audit*
- AU-C section 450, *Evaluation of Misstatements Identified During the Audit*
- AU-C section 500, *Audit Evidence*
- AU-C section 530, *Audit Sampling*

### Selecting Items for Testing to Obtain Audit Evidence

.01 Once an auditor decides what audit procedures to apply (the nature of the tests) and when to apply them (the timing of the tests), the next decision to be made is to determine how many items to apply which procedures to—that is, the extent of testing. The greater the risks of material misstatement, the less detection risk that can be accepted, and, consequently, the greater the extent of substantive procedures. Because the risks of material misstatement include consideration of the effectiveness of internal control, the extent of substantive procedures may be reduced by satisfactory results from tests of the operating effectiveness of controls. However, the extent of an audit procedure is relevant only if the audit procedure itself is relevant to addressing the specific risk.

.02 In designing tests of details, the extent of testing is ordinarily thought of in terms of the sample size. However, other matters are relevant, including whether it is more effective to use other selective means of testing. In addition, some auditing procedures may not involve sampling such as assessing the competency of the entity's accounting staff.

.03 An effective test provides appropriate audit evidence to the extent that it will be sufficient for the auditor's purpose when taken with other audit evidence obtained or to be obtained. In selecting items for testing, the auditor is required by AU-C section 500 to determine the relevance and reliability of information to be used as audit evidence; the other aspect of effectiveness (sufficiency) is an important consideration in selecting the number of items to test. The means available to the auditor for selecting items for testing are

- selecting all items (100 percent examination),
- selecting specific items, and
- audit sampling.

.04 The application of any one or combination of these means may be appropriate depending on the particular circumstances (for example, the risks of material misstatement related to the assertion being tested and the practicality and efficiency of the different means).

## Selecting All Items

.05 The auditor may decide that it will be most appropriate to examine the entire population of items that make up a class of transactions or account balance (or a stratum within that population). A 100 percent examination is unlikely in the case of tests of controls; however, it may be more common for tests of details. A 100 percent examination may be appropriate when, for example

- the population constitutes a small number of large value items,
- a significant risk exists and other means do not provide sufficient appropriate audit evidence, or
- the repetitive nature of a calculation or other process performed automatically by an information system makes a 100 percent examination cost effective.

## Selecting Specific Items

.06 The auditor may decide to select specific items from a population. In making this decision, factors that may be relevant include the auditor's understanding of the entity, the assessed risks of material misstatement, and the characteristics of the population being tested. The judgmental selection of specific items is subject to nonsampling risk. Specific items selected may include

- high value or key items. The auditor may decide to select specific items within a population because they are of high value (for example, sampling risk is not acceptable) or exhibit some other characteristic (for example, items that are suspicious, unusual, particularly risk prone, or have a history of error).
- all items over a certain amount. The auditor may decide to examine items whose recorded values exceed a certain amount in order to verify a large proportion of the total amount of a class of transactions or account balance (and applying other procedures to the remaining items if they are not significant).
- items to obtain information. The auditor may examine items to obtain information about matters such as the nature of the entity or the nature of transactions.

.07 Although selective examination of specific items from a class of transactions or account balance often will be an efficient means of obtaining audit evidence, it does not constitute audit sampling. Consequently, the results of audit procedures applied to items selected in this way cannot be projected to the entire population; furthermore, selective examination of specific items does not, by itself, provide sufficient appropriate audit evidence concerning the remainder of the population.

## Audit Sampling

.08 Audit sampling is the selection and evaluation of less than 100 percent of the population of audit relevance such that the auditor expects the items selected (the sample) to be representative of the population and, thus, likely to provide a reasonable basis for conclusions about the population. It is often used to evaluate some characteristic of a balance or class of transactions and to obtain audit evidence. Auditors may use either nonstatistical or statistical sampling. Audit sampling is discussed in AU-C section 530.

.09 Valid conclusions ordinarily may be drawn using sampling approaches. However, if the sample size is too small, the sampling approach or the method of selection is not appropriate to achieve the specific audit objective or exceptions are not appropriately followed up, an unacceptable risk will exist that the auditor's conclusion based on a sample may be different from the conclusion reached if the entire population was subjected to the same audit procedure. AU-C section 530 addresses planning, performing, and evaluating audit samples.



## Authoritative Standards

.10 AU-C section 530 addresses a variety of issues relating to the auditor's use of sampling in an audit engagement. However, AU-C section 530 does not always apply when the auditor is examining less than 100 percent of a population. The AICPA Audit Guide *Audit Sampling* presents recommendations on the application of generally accepted auditing standards (GAAS) to audits involving the use of audit sampling methods, and provides guidance to help auditors apply audit sampling in accordance with AU-C section 530.

### When AU-C Section 530 Applies

.11 Audit sampling is only one of many tools used by auditors to obtain sufficient, appropriate audit evidence to support an opinion on financial statements. AU-C section 530 discusses design, selection, and evaluation considerations to be applied by the auditor when using audit sampling. As a general rule, audit sampling can be used

- in tests of controls to evaluate the operating effectiveness of prescribed controls,
- in substantive tests of details of account balances and classes of transactions, and
- in dual purpose tests that assess control risk and test whether the monetary amount of a recorded balance or class of transactions is correct.

.12 The portion of AU-C section 530 pertaining to tests of controls applies when sampling techniques are used to assess the effectiveness of controls (that is, control risk). The portion pertaining to substantive tests apply when sampling techniques are used to test details of transactions or balances.

.13 According to AU-C section 530, sampling occurs when the auditor tests less than 100 percent of a population for the purpose of evaluating some characteristic of an account balance or class of transactions. AU-C section 530 applies to tests of controls when such tests are performed and to tests of balances when sampling populations are material. The extent to which sampling is used in an audit depends on the size of the client and the nature of the client's internal control. Also, if the sampling populations are small, it could be more efficient to audit individually significant items and obtain audit assurance about the remaining balance through analytical procedures than to perform audit sampling. As the size and sophistication of the client's internal control increases, the auditor may determine to use audit sampling to perform tests of controls and tests of balances.

.14 In determining whether AU-C section 530 is applicable to circumstances in which an auditor examines less than 100 percent of the items making up an account balance or class of transactions, the auditor should consider the purpose of the test. AU-C section 530 establishes standards and provides guidance regarding the auditor's use of statistical and nonstatistical sampling when designing and selecting the audit sample, performing tests of controls and tests of details, and evaluating the results from the sample. For example, if the auditor intends to examine selected sales invoices to draw a conclusion about whether sales are overstated, audit sampling as described in AU-C section 530 is applied because the auditor intends to draw a conclusion about all sales. On the other hand, if the auditor selects several large sales invoices for certain audit tests and then applies analytical procedures to assess the accuracy and valuation of the remaining invoices, the auditor is not sampling according to AU-C section 530—the examination of the large items is not intended to lead the auditor to a conclusion about the other items. In that case, any conclusion about whether sales are overstated is based on the results of the test of large sales invoices, inquiry and observations, analytical procedures, and other auditing procedures performed on the smaller items related to overstatement of sales. However, in practice, it is difficult to attain a high level of audit evidence regarding a significant aggregate amount of smaller items in the population from procedures other than sampling, such as analytical tests.

.15 The way in which the population is defined can determine whether the requirements of AU-C section 530 apply. The auditor might choose to divide a single reporting line on the financial statements into several populations. For example, accounts receivable might be divided into wholesale receivables, retail receivables, and employee receivables. Each of these populations can be tested using a different audit strategy—some using audit sampling and others not. The sampling concepts in AU-C section 530 apply only to populations for

which audit sampling is used. Use of audit sampling on one population does not mandate its use on remaining populations. In addition, the auditor usually considers the assertions being addressed by the procedures because different procedures may provide different levels of audit evidence concerning different assertions.

## Authoritative Guidance About the Application of Audit Sampling to Substantive Tests Provided by AU-C Section 530

.16 AU-C section 530 contains the following provisions regarding sampling in connection with substantive testing:

- The concept that some items exist which, in the auditor's judgment, acceptance of some sampling risk is not justified, and therefore should be examined 100 percent (see paragraph .A15 of AU-C section 530). This simply reminds the auditor that some of the items encountered in an examination of financial statements may be so significant individually or may have such a high likelihood of being in error or misstated that *all* such items should be examined.
- The suggestion that the efficiency of a sample may be improved by separating items subject to sampling into relatively homogeneous groups based on some characteristic (see paragraph .A11 of AU-C section 530). This indicates that audit efficiency can sometimes be improved by, for example, stratifying or segregating the items constituting a balance or class of transactions into groups based on individual dollar value or some other characteristic.
- Paragraph .07 of AU-C section 530 establishes a requirement that the auditor determine a sample size sufficient to reduce sampling risk to an acceptably low level. The level of sampling risk that the auditor can accept in the context of the audit strategy affects the sample size required. The lower the risk the auditor is able to accept, the greater the sample size necessary. Various factors typically influence determination of sample size, as follows:
  - For substantive tests of details:
    - The auditor's desired level of assurance (complement of risk of incorrect acceptance) that tolerable misstatement is not exceeded by actual misstatement in the population; the auditor may decide the desired level of assurance based on the following:
      - The auditor's assessment of the risk of material misstatement
      - The assurance obtained from other substantive procedures directed at the same assertion
      - Tolerable misstatement
      - Expected misstatement for the population
      - Stratification of the population when performed
      - For some sampling methods, the number of sampling units in each stratum
- Paragraph .08 of AU-C section 530 establishes a requirement that the auditor selects a sample that can reasonably be expected to be representative of the relevant population. Simply put, this means that each item in the population being sampled should have a *chance* of being selected, not necessarily an *equal chance* of being selected. This does not mean that the auditor should use a random or probability sample, but that he or she should use a method that avoids bias (for example, selecting only simple transactions for testing). The AICPA Audit Guide *Audit Sampling* defines the term *representative*, in the context of sampling, as an evaluation of the sample that will result in conclusions that, subject to the limitations of sampling risk, are similar to those that would be drawn if the same procedures were applied to the entire population.
- Paragraph .09 of AU-C section 530 establishes a requirement that the auditor should perform audit procedures, appropriate to the purpose, on each item selected.

- Paragraph .10 of AU-C section 530 establishes a requirement that if the audit procedure is not applicable to the selected item, the auditor should perform the procedure on a replacement item. For example, when a voided check is selected while testing for evidence of payment authorization, if the auditor is satisfied that the check has been properly voided such that it does not constitute a deviation, an appropriately chosen replacement is examined.
- Paragraph .11 of AU-C section 530 establishes a requirement that if the auditor is unable to apply planned audit procedures, or suitable alternative procedures, to a selected item, the auditor should treat that item as a deviation from the prescribed control (in the case of tests of controls) or a misstatement (in the case of tests of details). For example, sometimes the auditor may not be able to apply planned audit procedures to selected sample items because the entity may not be able to locate supporting documentation. The auditor's treatment of unexamined items will depend on their effect on the auditor's evaluation of the sample. If the auditor's evaluation of the sample results would not be altered by considering those unexamined items to be misstated, it may not be necessary to examine the items (that is, if the aggregate amount of the unexamined items, if treated as misstatements or deviations, would not cause the auditor's assessment of the amount of the misstatement or deviation in the population to exceed tolerable misstatement or tolerable deviation, respectively). However, when this is not the case, the auditor is required to perform alternative procedures that provide sufficient appropriate audit evidence to form a conclusion about the sample item and use the results of these procedures in assessing the sample results. If alternative procedures cannot be satisfactorily performed in these cases, the auditor is required to treat the items as misstatements or deviations, as appropriate, in evaluating the results of the sample. AU-C section 240 also requires the auditor to consider whether the reasons for the auditor's inability to examine the items have implications with regard to assessing risks of material misstatement due to fraud, the assessed level of control risk that the auditor expects to be supported, or the degree of reliance on management representations.
- Paragraph .12 of AU-C section 530 establishes a requirement that the auditor should investigate the nature and cause of any deviations or misstatements identified and evaluate their possible effect on the purpose of the audit procedure and on other areas of the audit. In analyzing the deviations and misstatements identified, the auditor may observe that many have a common feature (for example, type of transaction, location, product line, or period of time). In such circumstances, the auditor may decide to identify all items in the population that possess the common feature and extend audit procedures to those items. In addition, such deviations or misstatements may be intentional and may indicate the possibility of fraud. In addition to the evaluation of the frequency and amounts of monetary misstatements, AU-C section 450 requires the auditor to consider the qualitative aspects of the misstatements. These include (a) the nature and cause of misstatements, such as whether they are differences in principle or application, are errors, or are caused by fraud or are due to misunderstanding of instructions or carelessness, and (b) the possible relationship of the misstatements to other phases of the audit. The discovery of fraud requires a broader consideration of possible implications than does the discovery of an error.
- Paragraph .13 of AU-C section 530 establishes a requirement that the auditor should project the misstatement results of audit sampling to the population. Because the sample is expected to be representative of the population from which it was selected, misstatements found are also expected to be representative of the population. In this context, the term *representative* relates to the frequency and magnitude of the misstatements, and not necessarily to their nature. Tracing a misstatement to a specific cause (for example, the bookkeeper was on vacation) is not sufficient to exclude the misstatement from the projection of a sample. The AICPA Audit Guide *Audit Sampling* provides discussion of when a misstatement might be treated differently from other misstatements identified in the population. For tests of details, the auditor is required to project misstatements observed in an audit sample to the population in order to obtain a likely misstatement. Due to sampling risk caused by the small size of some samples, this projection may not be sufficient to determine an amount to be recorded. For tests of controls, the sample deviation rate is also the projected deviation rate for the population as a whole.
- Paragraph .14 of AU-C section 530 establishes a requirement that the auditor should evaluate (a) the results of the sample, including sampling risk, and (b) whether the use of audit sampling has provided a reasonable basis for conclusions about the population that has been tested.

## Documentation Requirements

.17 AU-C section 530 itself contains no documentation requirements specific to audit sampling, but there are some documentation requirements established by paragraph .12 of AU-C section 450. However, the documentation standards set forth in the *AICPA Professional Standards* regarding documentation apply to audit sampling applications just as they apply to other auditing procedures. AU-C section 300 states that the auditor should establish an overall audit strategy that sets the scope, timing, and direction of the audit and that guides the development of the audit plan, and AU-C section 230 states that the auditor should prepare audit documentation that is sufficient to enable an experienced auditor, having no previous connection with the audit, to understand (a) the nature, timing, and extent of the audit procedures performed to comply with GAAS and applicable legal and regulatory requirements; (b) the results of the audit procedures performed, and the audit evidence obtained; and (c) significant findings or issues arising during the audit, the conclusions reached thereon, and significant professional judgments made in reaching those conclusions.

.18 The identification of the items tested may be satisfied by indicating the source from which the items were selected and the specific selection criteria. For example,

- when a haphazard or random sample is selected, the documentation should include identifying characteristics (for example, the specific invoice numbers of the items included in the sample);
- when all items over a specified dollar amount are selected from a listing, the documentation need describe only the scope and the identification of the listing (for example, all invoices over \$25,000 from the December sales journal); and
- when a systematic sample is selected from a population of documents, the documentation need only provide an identification of the source of the documents and an indication of the starting point and the sampling interval (for example, a systematic sample of shipping reports was selected from the shipping log for the period from X to Y, starting with report number 14564 and selecting every 250th report from that point).

With regard to audit sampling applications, the audit program might document such items as the objectives of the sampling application and the audit procedures related to those objectives. Examples of items that the auditor may document for tests of controls are discussed in paragraph .34 of this section. Examples of items that the auditor typically documents for substantive tests are discussed in paragraph .68 of this section.

## Determining Extent of Testing Without Sampling in a Small Business Audit<sup>1</sup>

.19 Small businesses have certain characteristics that may influence the auditor's decision to use audit sampling.

.20 For substantive testing, small businesses frequently have small populations of accounting data in both account balances and classes of transactions. Consequently, sampling may not be necessary when the necessary audit assurance is attained by examining a significant portion or aggregate value of all the transactions. When sampling is still appropriate, very small populations may allow for reduced sample sizes when compared to the sample sizes indicated in tables or formulas designed for large populations.

.21 The definition of audit sampling in paragraph .05 of AU-C section 530 allows some alternative approaches to sampling to determine the extent of testing in a small business engagement. These alternatives, by not using audit sampling and thus eliminating the requirements of AU-C section 530, may provide a more effective and efficient audit approach for a small business engagement.

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<sup>1</sup> The concepts discussed in this section can also be applied to certain less complex account balances and classes of transactions in more complex entities.

.22 These alternative approaches include the following:

- Procedures applied to 100 percent of a certain group (strata) of transactions or balances
- Testing unusual items/specific items without applying procedures to the remainder of the population (for example, when the remaining population is not material)
- Other tests that involve application of procedures to less than 100 percent of the items in the population without drawing a conclusion about the entire account or class of transactions

.23 The auditor should decide what audit procedures to perform to meet the established audit objectives. Once this decision is made, the auditor should determine the extent of testing.

.24 An effective and efficient approach to determining the extent of testing in a small business engagement is shown in flowchart 1. This approach involves four important steps.

### Identification of Individual Items to Be Examined

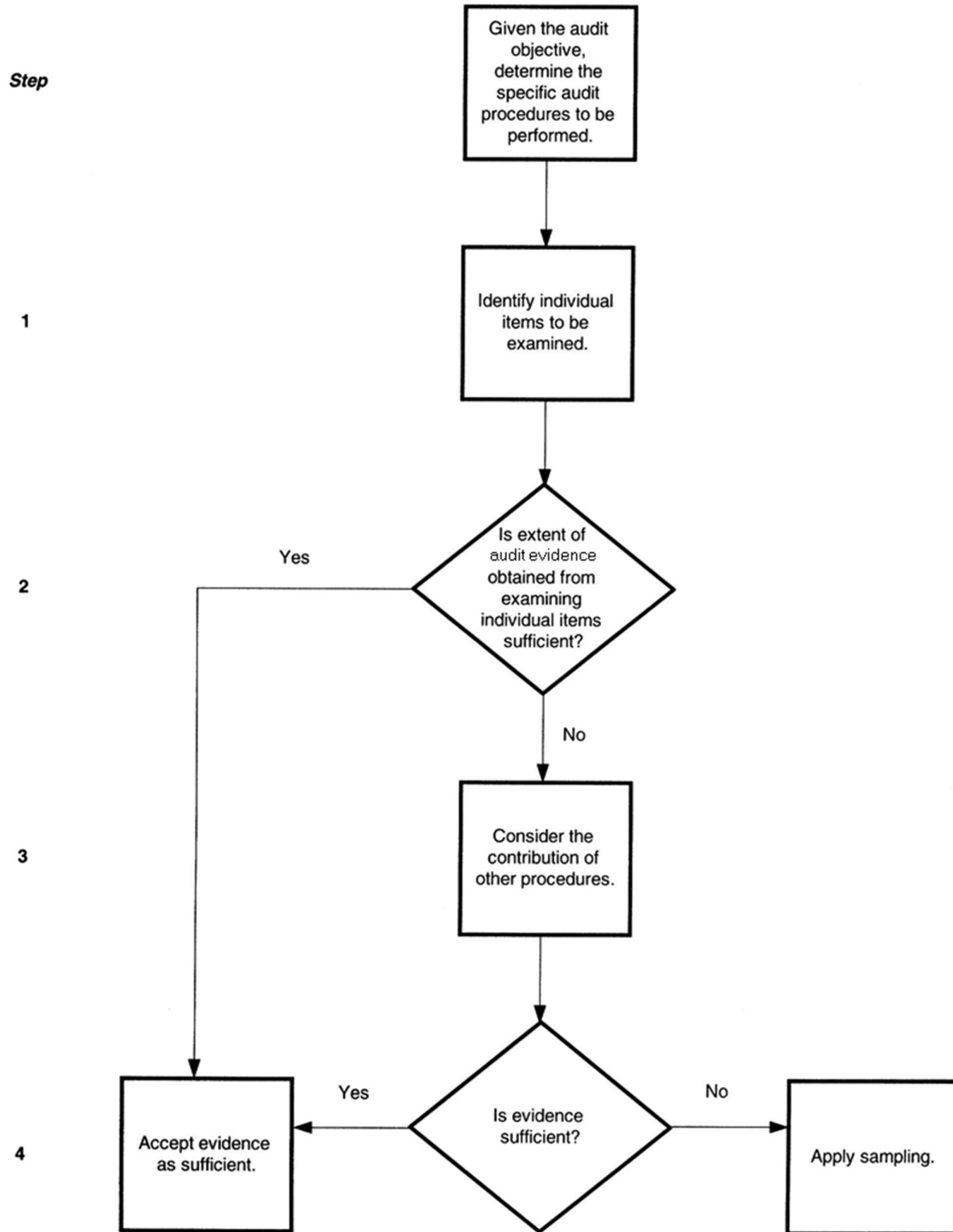
.25 The auditor is required to apply professional judgment in determining which individual items in an account balance or class of transactions need to be examined. In evaluating individual items, the auditor may consider factors such as the size of the item, whether the item is unusual, prior experience with the client, and whether the item involves a related party.

.26 For example, consider the following information for accounts receivable of a small business.

<i>Number of Accounts</i>	<i>Balances</i>	<i>Total Accounts</i>
4	\$100,000 or more	\$ 625,000
7	\$25,000–99,999	375,000
62	\$1–24,999	300,000
73		\$1,300,000

In this case, if the 11 largest accounts are confirmed by the auditor, most of the accounts receivable balance is supported (\$1,000,000 out of \$1,300,000, or 77 percent). Provided the remaining \$300,000 is not greater than tolerable misstatement or can be tested through other audit procedures (for example, subsequent receipts or analytical procedures), it may not be necessary to design a sample of the remaining items. Also, the auditor may decide to confirm the receivables that have unusual characteristics (for example, receivables with either large credit balances or those that are very delinquent).

*Flowchart 1*  
A Small Business Audit Sampling Approach



## Is Extent of Audit Evidence Obtained Sufficient?

.27 The following are some factors in evaluating the sufficiency of audit evidence obtained in tests of details for a particular account balance or class of transactions:

- The individual importance of the items examined. If the items examined, account for a high percentage of the total population, then the auditor may be reasonably assured that there is an acceptably low risk of an undetected misstatement.
- The nature and cause of misstatements. If during the course of the audit, misstatements are discovered, those misstatements should be evaluated to determine if they are due to differences in principle or in application, are errors or fraud or are due to misunderstanding of instructions or carelessness.
- Possible relationship of the misstatement to other phases of the audit. If it is determined that the misstatement is due to fraud, this would ordinarily require a broader consideration of the possible implications than would the discovery of an error. If the misstatement indicates a control deficiency, does that deficiency indicate a need to alter the planned audit strategy (for example, reduce reliance on controls)?
- The characteristics of the sample to the population. The auditor may obtain some knowledge of the types of items in the population if the characteristics in the sample are similar in nature and the same controls are followed for processing the transactions.

## Consider Contribution of Other Procedures

.28 The auditor may also consider whether other evidence obtained contributes to conclusions regarding the account balance or class of transactions. The auditor often considers the contribution of other procedures at the same time the extent of audit evidence obtained from examining individual items is considered.

.29 The auditor may use a combination of analytical procedures and substantive tests of details to support an opinion on the financial statements. In deciding whether other audit procedures make a contribution, the auditor may consider whether they support the audit objectives in the area, whether they indicate potential problems, and whether the evidence is consistent with the previous evidence obtained. In addition, the procedures performed by others (for example, internal auditors or regulators) may also contribute to the evidence supporting the relevant assertions.

.30 In considering the contribution of other procedures, the auditor should use professional judgment in determining whether an unmodified opinion can be given without performing additional tests in the form of audit sampling.

## Evaluation of Sufficiency of Evidence

.31 There are four factors that the auditor may consider in evaluating the sufficiency of audit evidence obtained from examining individual items and contributed by other procedures, and in determining whether the remaining items in the population should be tested.

.32 First, the auditor may consider whether the dollar amount of the remaining population is equal to or greater than an amount that would individually or in combination with other untested amounts be material to the financial statements. If the remaining population is less than material, the auditor may decide that no additional sampling is necessary, but may consider whether other procedures can provide sufficient assurance that any misstatement of the remaining population is not significant. Second, the auditor may consider the degree of risk involved (that is, how susceptible the account is to misstatement, and whether there have been problems with this area in prior audits). Third, the auditor may consider the sufficiency of all the audit evidence obtained so far (the extent of audit evidence obtained by testing individual items along with the contribution of other procedures). The final factor is the qualitative aspects of the misstatement. These include (a) the nature and cause of misstatements, such as whether there are differences in principle or in application, are errors or are caused by fraud, or are due to misunderstanding of instructions or to carelessness, and (b) the possible

relationship of the misstatements to other phases of the audit. The discovery of fraud ordinarily requires a broader consideration of possible implications than does the discovery of an error.

.33 Section 5100, "Audit Evidence and Designing Further Audit Procedures," provides additional discussion regarding the auditor's evaluation of the sufficiency and appropriateness of audit evidence obtained.

## Audit Sampling for Tests of Controls

.34 AU-C section 530 indicates that an auditor may use nonstatistical or statistical sampling in performing tests of controls. This section provides guidance for both approaches. Regardless of whether nonstatistical or statistical sampling is being used, audit sampling for tests of controls involves the following steps:

- *Determine the objective of the test.* The objective of tests of controls is to provide evidence about the operating effectiveness of controls. Audit sampling for tests of controls is generally appropriate when application of the control leaves documentary evidence of performance. Normally, audit sampling for tests of controls will involve selecting a sample of documents and examining them for evidence that the relevant controls were applied. Tests of controls involving observation of performance of procedures, inquiries of the client, or evaluations of some control environment objectives (for example, accounting competence) are not normally subject to audit sampling. As with any test, it should be related to a relevant assertion.
- *Define the deviation conditions.* A deviation condition is a situation that indicates that a control or controls were not performed as expected by the auditor. For example, if the auditor is examining purchase invoices for evidence of approval of an expenditure (for example, the initials of the approving individual), a deviation condition would be an invoice that is not initialed by the appropriate individual. Performance of a control consists of all the steps the auditor believes are necessary to support the assessed level of control risk. For example, assume that a prescribed control requires that support for every disbursement should include an invoice, a voucher, a receiving report, and a purchase order, all stamped "Paid." The auditor believes that the existence of an invoice and a receiving report, both stamped "Paid," is necessary to indicate adequate performance of the control for purposes of supporting the assessed level of control risk. Therefore, a deviation may be defined as "a disbursement not supported by an invoice and a receiving report that have been stamped 'Paid.'"
- *Define the population.* The population consists of the items constituting the account balance or class of transactions of interest. The auditor should determine that the population from which the sample is selected is appropriate for the specific audit objective being tested because sample results can be projected only to the population from which the sample was selected. For example, if the auditor is testing the operating effectiveness of a prescribed control designed to ensure that all shipments were billed, the auditor would not detect deviations by sampling from billed items. An appropriate population for detecting such deviations usually includes the record of all items shipped.
- *Define the period covered by the test.* For samples to be representative of the period under audit, the population generally includes all transactions processed during the period under audit. Often, auditors perform tests of controls during interim work. The auditor should determine what additional evidence needs to be obtained for the remaining period. Often, the auditor obtains the additional evidence by extending the test to the transactions occurring in the remaining period. However, it is not always efficient to include all transactions executed throughout the period under audit in the population to be sampled. In some cases, it might be more efficient to use alternative approaches to test the performance of the control during the remaining period. In these cases the auditor would define the population to include transactions for the period from the beginning of the year to an interim date and consider the following factors in determining what, if any, additional evidence needs to be obtained for the remaining period:
  - The significance of the assessed risks of material misstatement at the relevant assertion level
  - The specific controls that were tested during the interim period and the results of those tests



- Significant changes to the controls since they were tested, including changes in the information system, processes, and personnel
  - The degree to which audit evidence about the operating effectiveness of those controls was obtained
  - The length of the remaining period
  - The extent to which the auditor intends to reduce further substantive procedures based on the reliance of controls
  - The effectiveness of the control environment
- The auditor selects sampling units from a physical representation of the population. For example, if the auditor defines the population as all customer receivable balances as of a specific date, the physical representation might be a printout of the customer accounts receivable trial balance as of that date or an electronic file purportedly containing the customer balances. Making selections from a controlled source minimizes differences between the physical representation and the population. The auditor should consider whether the physical representation includes the entire population. If the auditor reconciles the selected physical representation and the population and determines that the physical representation has omitted items in the population that should be included in the overall evaluation, the auditor should select a new physical representation or perform alternative procedures on the items excluded from the physical representation.
  - *Define the sampling unit.* The sampling unit may be defined in light of the control being tested. A sampling unit may be, for example, a document, an entry, or a line item, where examination of the sampling unit provides evidence of the operation of the control. An important efficiency consideration in selecting a sampling unit is the manner in which documents are filed and cross-referenced.
  - *Determine the method of selecting the sample.* Any sample that is selected should be representative of the population (selected in an unbiased manner) and all items should have an opportunity to be selected. For statistical sampling, it is necessary to use an appropriate random sampling method such as simple random sampling or systematic random sampling. When nonstatistical sampling is applied, random number sampling, systematic sampling, haphazard sampling, and block sampling are methods that might be used to obtain a representative sample. When block sampling is used a representative sample of blocks are often necessary for effective conclusions.
  - *Determine the sample size.* Sample sizes for tests of controls are affected by (a) the desired level of assurance (complement of risk of overreliance) that the tolerable rate of deviation is not exceeded by the actual rate of deviation in the population, (b) the tolerable rate of deviation, (c) the expected rate of deviation of the population to be tested, and (d) any effects of small population sizes.
  - Guidance for determining sample size when performing nonstatistical sampling begins with paragraph .37 of this section. A description of statistical sampling begins with paragraph .40 of this section.
  - *Perform the sampling plan.* Once the sample has been selected, the auditor should examine the selected items to determine whether they contain deviations from the prescribed control. If the auditor selects a voided item, and the auditor obtains evidence that the item has been properly voided and does not represent a deviation from the prescribed control, he or she should replace the voided item. If the auditor selects an unused item, he or she would typically obtain evidence that the item actually represents an unused item, not a deviation from the prescribed control, and then replace the unused item. If the auditor is unable to examine a selected item because it cannot be located or for any other reason, and the auditor is unable to apply the planned audit procedures or appropriate alternative procedures to selected items, he or she should consider the selected items to be deviations from the controls for purposes of evaluating the sample. In addition, the auditor should consider the reasons for this limitation and the effect that such a limitation might have on his or her understanding of internal control and assessment of control risk.
  - *Evaluate the sample results.* Guidance for evaluating nonstatistical sampling results begins with paragraph .39 of this section and guidance for evaluating statistical sampling results begins with paragraph .41 of this section.

- *Document the sampling procedure.* Examples of items that the auditor may document for tests of controls that involve audit sampling include the following:
  - A description of the control being tested.
  - The control objectives related to the sampling application, including the relevant assertions.
  - The definition of the population (the source from which the items were selected) and the sampling unit, including how the auditor considered the completeness of the population.
  - The definition of the deviation condition.
  - The acceptable risk that controls are more effective than they actually are (that is, the risk of overreliance on controls [or desired confidence or assurance level]), the tolerable rate of deviation, and the expected population deviation rate used in the application.<sup>2</sup>
  - The method of sample-size determination.
  - The method of sample selection.
  - The selected sample items.
  - A description of how the sampling procedure was performed.
  - The evaluation of the sample and the overall conclusion.

**.35** *Factors affecting sample sizes for tests of controls.* Sample sizes for tests of controls are affected by the following factors:

- *Acceptable risk of overreliance.* The risk of overreliance is the risk that the assessed level of control risk based on the sample is less than the true operating effectiveness of the control. Decreasing the risk of overreliance will increase the sample size.
- *Expected population rate of deviation.* The expected population deviation rate is an anticipation of the deviation rate in the entire population. As the expected population deviation rate increases, the sample size will increase.
- *Tolerable rate of deviation.* Tolerable rate is the maximum rate (percentage) of deviation from a prescribed control that the auditor is willing to accept without altering the planned assessed level of control risk. Higher tolerable rates will permit smaller sample sizes.
- *Population size.* The size of the population has little or no effect on the determination of sample size except for very small populations. For example, it is generally appropriate to treat any population of more than 2,000 sampling units as if it were infinite. If the population size is under 2,000 sampling units, the population size may have a small effect on the calculation of the sample size.

**.36** The effects of these factors on the appropriate nonstatistical sample size may be summarized as follows:

<i>Factor</i>	<i>General Effect on Sample Size</i>
Risk of overreliance—increase (decrease)	Smaller (larger)
Tolerable rate—increase (decrease)	Smaller (larger)
Expected population deviation rate—increase (decrease)	Larger (smaller)
Population size	Virtually no effect

**.37** *Sample sizes using nonstatistical sampling.* The auditor using nonstatistical sampling for tests of controls uses his or her professional judgment to consider the factors described in paragraph .35 of this section in determining sample sizes.

<sup>2</sup> In some instances, sample size inputs such as acceptable risk of overreliance, tolerable rate of deviation, and expected deviation rate are built into firm-wide sample size tables. In these instances, reference to firm sample size guidance is sufficient (that is, each team does not need to document inputs that are implicit in the firm's sample size tables).

.38 Paragraph .07 of AU-C section 530 states that the auditor should determine a sample size sufficient to reduce sampling risk to an acceptably low level. The level of sampling risk that the auditor is willing to accept (and is congruent with the audit strategy and the evidence obtained or expected to be obtained from other sources) affects the sample size required. The lower the risk the auditor is willing to accept, the greater the sample size necessary. The sample size can be determined by the application of a statistically based formula or tables or professional judgment that relates the various component factors to sample sizes. An adequate sample size is usually comparable to a well-designed statistical sample size considering these same factors. Various factors typically influence determination of sample size for test of controls, as follows:

- The tolerable rate of deviation of the population to be tested
  - The expected rate of deviation of the population to be tested
  - The desired level of assurance (complement of risk of overreliance) that the tolerable rate of deviation is not exceeded by the actual rate of deviation in the population; the auditor may decide the desired level of assurance based on the extent to which the auditor's risk assessment takes into account relevant controls
  - The number of sampling units in the population (if the population is very small)

It is important to note, however, that auditors are not required to specifically compute a statistical sample size. Nevertheless, auditors might find it helpful to be familiar with the tables in paragraphs .42–.45 of this section. Auditors using these tables as an aid in understanding relative sample sizes for tests of controls will need to apply professional judgment in reviewing the risk levels and expected population deviation rates in relation to sample sizes. Also, an auditor may decide to establish guidelines for sample sizes for tests of controls based on attribute sampling tables or formulae.

.39 After completing the examination of the sampling units and summarizing deviations from prescribed controls, the auditor evaluates the results.

- *Calculate the deviation rate.* Calculating the deviation rate in the sample involves dividing the number of observed deviations by the sample size.
- *Consider sampling risk.* When evaluating a sample for a test of controls, consideration may be given to sampling risk. If the deviation rate exceeds the rate considered in planning the sample, then the sample may not have met the desired risk and precision.
- *Consider the qualitative aspects of deviations.* In addition to evaluating the frequency of deviations from pertinent controls, the auditor should consider the qualitative aspects of the deviations.
- *Reach an overall conclusion.* The auditor uses professional judgment to reach an overall conclusion about the effect that the evaluation of the results will have on the assessed level of control risk and on the nature, timing and extent of planned substantive tests.

.40 *Sample sizes using statistical sampling.* An appropriate statistical method for tests of controls is *attributes sampling*, which is a technique designed to estimate qualitative characteristics of a population. Attributes sampling is most commonly used in auditing to test the rate of deviation from a prescribed control to support the auditor's assessed level of control risk.

.41 Applying attributes sampling involves performing the following steps:

- a. *Decide on the attributes to test.* The tests of controls may include the testing of one or more attributes. Proper evaluation of the results may require testing and evaluating each attribute separately.
- b. *Define the population from which the sample items should be selected.* The auditor should make sure that the population is appropriate for the audit objective as described in paragraph .34 of this section.
- c. Specify the following factors:
  - *Risk of overreliance.* There is an inverse relationship between the risk of overreliance on the control and sample size. If the auditor is willing to accept only a low control risk, the

sample size would ordinarily be larger than if a higher risk were acceptable. When auditors seek significant evidence from important controls, the risk is often set at 10 percent or less.

- *Tolerable rate of deviation.* Higher assessments of control risk may permit higher tolerable rates of deviation. When auditors seek significant evidence (that is, high assurance) from important controls, the tolerable deviation rates are generally set at 10 percent or less.
  - *Expected population deviation rate.* The auditor's expectations may be based on prior year's tests and the control environment. The prior year's results may be considered in light of changes in the entity's internal control and changes in personnel. Sample sizes will increase significantly as the expected population deviation rate increases from zero. If the deviation rate in the sample turns out to be higher than the rate specified by the auditor in determining the sample size, the sample results will not support the auditor's planned assessed level of control risk.
- d. *Determine the appropriate sample size.* Example sample sizes are found in the tables in paragraphs .42–.43 of this section. The table in paragraph .42 is designed for a risk of assessing control risk too low of 5 percent, and the table in paragraph .43 is designed for a 10 percent risk of assessing control risk too low. With the tolerable rate and the expected population deviation rate, the auditor may find the sample size from the table. The numbers in parentheses are the number of deviations that may be found in the sample and still support the auditor's planned assessed level of control risk.
- e. *Randomly select the sample from the population.* For statistical sampling, it is necessary to use an appropriate random sampling method such as simple random sampling or systematic random sampling.
- f. *Perform the audit procedures to identify deviations in the sample.*
- g. *Calculate the statistical results.* Using the tables in paragraphs .44–.45 of this section and the acceptable risk of overreliance, determine the actual tolerable deviation rate from the sample size and the actual number of deviations found in the sample.
- h. *Reassess the level of control risk.* If the sample results, along with other relevant evidential matter, support the planned assessed level of control risk, the auditor generally does not need to modify planned substantive tests. If the planned assessed level of control risk is not supported, the auditor would ordinarily either perform tests of other controls that could support the planned assessed level of control risk or increase the assessed level of control risk and may need to modify the audit strategy for that audit area.
- i. *Document the sampling procedures.* AU-C section 530 and the AICPA Audit Guide *Audit Sampling* do not require specific documentation of audit sampling applications, but there are some documentation requirements established by paragraph .12 of AU-C section 450. See paragraph .17 of this section for certain documentation requirements of AU-C section 230. Examples of items that the auditor typically documents for tests of controls are discussed in paragraph .34 of this section. Auditors may also refer to the AICPA Audit Guide *Audit Sampling* for more information.

**Statistical Sample Sizes for Test of Controls—5 Percent Risk of Overreliance  
(With Number of Expected Errors in Parentheses)**

<i>Tolerable Deviation Rate</i>											
<i>Expected Deviation Rate</i>	2%	3%	4%	5%	6%	7%	8%	9%	10%	15%	20%
0.00%	149 (0)	99 (0)	74 (0)	59 (0)	49 (0)	42 (0)	36 (0)	32 (0)	29 (0)	19 (0)	14 (0)
0.25%	236 (1)	157 (1)	117 (1)	93 (1)	78 (1)	66 (1)	58 (1)	51 (1)	46 (1)	30 (1)	22 (1)
0.50%	313 (2)	157 (1)	117 (1)	93 (1)	78 (1)	66 (1)	58 (1)	51 (1)	46 (1)	30 (1)	22 (1)
0.75%	386 (3)	208 (2)	117 (1)	93 (1)	78 (1)	66 (1)	58 (1)	51 (1)	46 (1)	30 (1)	22 (1)
1.00%	590 (6)	257 (3)	156 (2)	93 (1)	78 (1)	66 (1)	58 (1)	51 (1)	46 (1)	30 (1)	22 (1)
1.25%	1,030 (13)	303 (4)	156 (2)	124 (2)	78 (1)	66 (1)	58 (1)	51 (1)	46 (1)	30 (1)	22 (1)
1.50%		392 (6)	192 (3)	124 (2)	103 (2)	66 (1)	58 (1)	51 (1)	46 (1)	30 (1)	22 (1)
1.75%		562 (10)	227 (4)	153 (3)	103 (2)	88 (2)	77 (2)	51 (1)	46 (1)	30 (1)	22 (1)
2.00%		846 (17)	294 (6)	181 (4)	127 (3)	88 (2)	77 (2)	68 (2)	46 (1)	30 (1)	22 (1)
2.25%		1,466 (33)	390 (9)	208 (5)	127 (3)	88 (2)	77 (2)	68 (2)	61 (2)	30 (1)	22 (1)
2.50%			513 (13)	234 (6)	150 (4)	109 (3)	77 (2)	68 (2)	61 (2)	30 (1)	22 (1)
2.75%			722 (20)	286 (8)	173 (5)	109 (3)	95 (3)	68 (2)	61 (2)	30 (1)	22 (1)
3.00%			1,098 (33)	361 (11)	195 (6)	129 (4)	95 (3)	84 (3)	61 (2)	30 (1)	22 (1)
3.25%			1,936 (63)	458 (15)	238 (8)	148 (5)	112 (4)	84 (3)	61 (2)	30 (1)	22 (1)
3.50%				624 (22)	280 (10)	167 (6)	112 (4)	84 (3)	76 (3)	40 (2)	22 (1)
3.75%				877 (33)	341 (13)	185 (7)	129 (5)	100 (4)	76 (3)	40 (2)	22 (1)
4.00%				1,348 (54)	421 (17)	221 (9)	146 (6)	100 (4)	89 (4)	40 (2)	22 (1)
5.00%					1,580 (79)	478 (24)	240 (12)	158 (8)	116 (6)	40 (2)	30 (2)
6.00%						1,832 (110)	532 (32)	266 (16)	179 (11)	50 (3)	30 (2)
7.00%								585 (41)	298 (21)	68 (5)	37 (3)
8.00%									649 (52)	85 (7)	37 (3)
9.00%										110 (10)	44 (4)
10.00%										150 (15)	50 (5)
12.50%										576 (72)	88 (11)
15.00%											193 (29)
17.50%											720 (126)

*Note:* Sample sizes over 2,000 items not shown. This table assumes a large population.

.43

**Statistical Sample Sizes for Test of Controls—10 Percent Risk of Overreliance  
(With Number of Expected Errors in Parentheses)**

<i>Tolerable Deviation Rate</i>											
<i>Expected Deviation Rate</i>	2%	3%	4%	5%	6%	7%	8%	9%	10%	15%	20%
0.00%	114 (0)	76 (0)	57 (0)	45 (0)	38 (0)	32 (0)	28 (0)	25 (0)	22 (0)	15 (0)	11 (0)
0.25%	194 (1)	129 (1)	96 (1)	77 (1)	64 (1)	55 (1)	48 (1)	42 (1)	38 (1)	25 (1)	18 (1)
0.50%	194 (1)	129 (1)	96 (1)	77 (1)	64 (1)	55 (1)	48 (1)	42 (1)	38 (1)	25 (1)	18 (1)
0.75%	265 (2)	129 (1)	96 (1)	77 (1)	64 (1)	55 (1)	48 (1)	42 (1)	38 (1)	25 (1)	18 (1)
1.00%	398 (4)	176 (2)	96 (1)	77 (1)	64 (1)	55 (1)	48 (1)	42 (1)	38 (1)	25 (1)	18 (1)
1.25%	708 (9)	221 (3)	132 (2)	77 (1)	64 (1)	55 (1)	48 (1)	42 (1)	38 (1)	25 (1)	18 (1)
1.50%	1,463 (22)	265 (4)	132 (2)	105 (2)	64 (1)	55 (1)	48 (1)	42 (1)	38 (1)	25 (1)	18 (1)
1.75%		390 (7)	166 (3)	105 (2)	88 (2)	55 (1)	48 (1)	42 (1)	38 (1)	25 (1)	18 (1)
2.00%		590 (12)	198 (4)	132 (3)	88 (2)	75 (2)	48 (1)	42 (1)	38 (1)	25 (1)	18 (1)
2.25%		974 (22)	262 (6)	132 (3)	88 (2)	75 (2)	65 (2)	42 (1)	38 (1)	25 (1)	18 (1)
2.50%			353 (9)	158 (4)	110 (3)	75 (2)	65 (2)	58 (2)	38 (1)	25 (1)	18 (1)
2.75%			471 (13)	209 (6)	132 (4)	94 (3)	65 (2)	58 (2)	52 (2)	25 (1)	18 (1)
3.00%			730 (22)	258 (8)	132 (4)	94 (3)	65 (2)	58 (2)	52 (2)	25 (1)	18 (1)
3.25%			1,258 (41)	306 (10)	153 (5)	113 (4)	82 (3)	58 (2)	52 (2)	25 (1)	18 (1)
3.50%				400 (14)	194 (7)	113 (4)	82 (3)	73 (3)	52 (2)	25 (1)	18 (1)
3.75%				583 (22)	235 (9)	131 (5)	98 (4)	73 (3)	52 (2)	25 (1)	18 (1)
4.00%				873 (35)	274 (11)	149 (6)	98 (4)	73 (3)	65 (3)	25 (1)	18 (1)
5.00%					1,019 (51)	318 (16)	160 (8)	115 (6)	78 (4)	34 (2)	18 (1)
6.00%						1,150 (69)	349 (21)	182 (11)	116 (7)	43 (3)	25 (2)
7.00%							1,300 (91)	385 (27)	199 (14)	52 (4)	25 (2)
8.00%								1,437 (115)	424 (34)	60 (5)	25 (2)
9.00%									1,577 (142)	77 (7)	32 (3)
10.00%										100 (10)	38 (4)
12.50%										368 (46)	63 (8)
15.00%											126 (19)
17.50%											457 (80)

*Note:* Sample sizes over 2,000 items not shown. This table assumes a large population.

.44

**Statistical Sampling Results Evaluation Table for Tests of Controls—  
Upper Limits at 5 Percent Risk of Overreliance**

<i>Sample Size</i>	<i>Actual Number of Deviations Found</i>										
	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>
20	14.0	21.7	28.3	34.4	40.2	45.6	50.8	55.9	60.7	65.4	69.9
25	11.3	17.7	23.2	28.2	33.0	37.6	42.0	46.3	50.4	54.4	58.4
30	9.6	14.9	19.6	23.9	28.0	31.9	35.8	39.4	43.0	46.6	50.0
35	8.3	12.9	17.0	20.7	24.3	27.8	31.1	34.4	37.5	40.6	43.7
40	7.3	11.4	15.0	18.3	21.5	24.6	27.5	30.4	33.3	36.0	38.8
45	6.5	10.2	13.4	16.4	19.2	22.0	24.7	27.3	29.8	32.4	34.8
50	5.9	9.2	12.1	14.8	17.4	19.9	22.4	24.7	27.1	29.4	31.6
55	5.4	8.4	11.1	13.5	15.9	18.2	20.5	22.6	24.8	26.9	28.9
60	4.9	7.7	10.2	12.5	14.7	16.8	18.8	20.8	22.8	24.8	26.7
65	4.6	7.1	9.4	11.5	13.6	15.5	17.5	19.3	21.2	23.0	24.7
70	4.2	6.6	8.8	10.8	12.7	14.5	16.3	18.0	19.7	21.4	23.1
75	4.0	6.2	8.2	10.1	11.8	13.6	15.2	16.9	18.5	20.1	21.6
80	3.7	5.8	7.7	9.5	11.1	12.7	14.3	15.9	17.4	18.9	20.3
90	3.3	5.2	6.9	8.4	9.9	11.4	12.8	14.2	15.5	16.9	18.2
100	3.0	4.7	6.2	7.6	9.0	10.3	11.5	12.8	14.0	15.2	16.4
125	2.4	3.8	5.0	6.1	7.2	8.3	9.3	10.3	11.3	12.3	13.2
150	2.0	3.2	4.2	5.1	6.0	6.9	7.8	8.6	9.5	10.3	11.1
200	1.5	2.4	3.2	3.9	4.6	5.2	5.9	6.5	7.2	7.8	8.4
300	1.0	1.6	2.1	2.6	3.1	3.5	4.0	4.4	4.8	5.2	5.6
400	0.8	1.2	1.6	2.0	2.3	2.7	3.0	3.3	3.6	3.9	4.3
500	0.6	1.0	1.3	1.6	1.9	2.1	2.4	2.7	2.9	3.2	3.4

*Note:* This table presents upper limits (body of table) as percentages. This table assumes a large population.

.45

**Statistical Sampling Results Evaluation Table for Tests of Controls—  
Upper Limits at 10 Percent Risk of Overreliance**

Sample Size	Actual Number of Deviations Found										
	0	1	2	3	4	5	6	7	8	9	10
20	10.9	18.1	24.5	30.5	36.1	41.5	46.8	51.9	56.8	61.6	66.2
25	8.8	14.7	20.0	24.9	29.5	34.0	38.4	42.6	46.8	50.8	54.8
30	7.4	12.4	16.8	21.0	24.9	28.8	32.5	36.2	39.7	43.2	46.7
35	6.4	10.7	14.5	18.2	21.6	24.9	28.2	31.4	34.5	37.6	40.6
40	5.6	9.4	12.8	16.0	19.0	22.0	24.9	27.7	30.5	33.2	35.9
45	5.0	8.4	11.4	14.3	17.0	19.7	22.3	24.8	27.3	29.8	32.2
50	4.6	7.6	10.3	12.9	15.4	17.8	20.2	22.5	24.7	27.0	29.2
55	4.2	6.9	9.4	11.8	14.1	16.3	18.4	20.5	22.6	24.6	26.7
60	3.8	6.4	8.7	10.8	12.9	15.0	16.9	18.9	20.8	22.7	24.6
65	3.5	5.9	8.0	10.0	12.0	13.9	15.7	17.5	19.3	21.0	22.8
70	3.3	5.5	7.5	9.3	11.1	12.9	14.6	16.3	18.0	19.6	21.2
75	3.1	5.1	7.0	8.7	10.4	12.1	13.7	15.2	16.8	18.3	19.8
80	2.9	4.8	6.6	8.2	9.8	11.3	12.8	14.3	15.8	17.2	18.7
90	2.6	4.3	5.9	7.3	8.7	10.1	11.5	12.8	14.1	15.4	16.7
100	2.3	3.9	5.3	6.6	7.9	9.1	10.3	11.5	12.7	13.9	15.0
125	1.9	3.1	4.3	5.3	6.3	7.3	8.3	9.3	10.2	11.2	12.1
150	1.6	2.6	3.6	4.4	5.3	6.1	7.0	7.8	8.6	9.4	10.1
200	1.2	2.0	2.7	3.4	4.0	4.6	5.3	5.9	6.5	7.1	7.6
300	0.8	1.3	1.8	2.3	2.7	3.1	3.5	3.9	4.3	4.7	5.1
400	0.6	1.0	1.4	1.7	2.0	2.4	2.7	3.0	3.3	3.6	3.9
500	0.5	0.8	1.1	1.4	1.6	1.9	2.1	2.4	2.6	2.9	3.1

*Note:* This table presents upper limits (body of table) as percentages. This table assumes a large population.



## Audit Sampling for Substantive Tests of Details

.46 The purpose of substantive tests of details of transactions and balances is to detect material misstatements in the account balance, transaction class, and disclosure components of the financial statements. An auditor assesses the risks of material misstatement and uses a combination of further audit procedures to provide a basis for the opinion about whether the financial statements are materially misstated. When testing the details of an account balance or class of transactions, the auditor might use audit sampling to obtain evidence about the reasonableness of monetary amounts.

.47 Paragraphs .06–.08 and .13 of AU-C section 530 establish requirements and provide guidance regarding sample design, size, and selection of items for testing and projecting the results of audit sampling, respectively. The definition of *audit sampling* is provided in paragraph .05 of AU-C section 530.

.48 The auditor should exercise professional judgment to determine whether audit sampling is appropriate. Sampling may not always be appropriate. For example, the auditor may decide that it is more efficient to test an account balance or class of transactions by applying analytical procedures.

.49 When an auditor plans any audit sampling application, the first consideration is the specific account balance or class of transactions and the circumstances in which the procedure is to be applied. The auditor will usually first identify items or groups of items that are of individual significance to an audit objective and relevant assertion. For example, an auditor planning to use audit sampling as part of the tests of an inventory balance, as well as observing the physical inventory, may identify items that have significantly large balances or that might have other special (risk) characteristics.

.50 The auditor should consider special knowledge about the items constituting the balance or class before designing audit sampling procedures. For example, the auditor might identify 20 items that make up 25 percent of the account balance, and decide that those items should be examined 100 percent and excluded from inventory subject to audit sampling. Any items that the auditor has decided to test 100 percent are not part of the population subject to sampling. This pre-segregation of significant items may also reduce the overall testing effort associated with the account balance or class of transactions.

.51 A population for audit sampling purposes does not necessarily need to be an entire account balance or class of transactions. In some circumstances, an auditor might examine all the items that constitute an account balance or class of transactions that exceed a given amount or that have an unusual characteristic; the auditor might either (a) apply other auditing procedures (for example, analytical procedures) to items that do not exceed a given amount or possess an unusual characteristic or (b) apply no auditing procedures to them because there are acceptably low risks of material misstatement existing in the remaining items.

.52 Once a decision has been made to use audit sampling, the auditor may choose between statistical and nonstatistical sampling. The choice is primarily a cost-benefit consideration. Statistical sampling uses the laws of probability to measure sampling risk. Any sampling procedure that does not measure the sampling risk is a nonstatistical sampling procedure.

.53 *Determining the test objectives.* A sampling plan for substantive tests of details might be designed to (a) test the reasonableness of one or more assertions about a financial statement amount (for example, the existence of accounts receivable) or (b) make an independent estimate of some amount (for example, the last in, first out [LIFO] index for a LIFO inventory). It is important that the auditor carefully identifies the characteristic of interest (for example, the misstatement) for the sampling application that is consistent with the audit objective.

.54 *Defining the population.* The population consists of the items constituting the account balance or class of transactions of interest subject to audit sampling. It is best practice for the auditor to determine at the beginning of the sampling application that the population from which he or she selects the sample is appropriate for the specific audit objective because sample results can be projected only to the population from which the sample was selected.

.55 *Defining the sampling unit.* A sampling unit is any of the individual elements that constitute the population, and depends on the audit objective and the nature of the audit procedures to be applied. A sampling unit

might be a customer account balance, an individual transaction or an individual entry within a transaction. The auditor might consider which sampling unit leads to a more effective and efficient sampling application in the circumstances.

**.56** *Choosing an audit sampling technique.* Either statistical or nonstatistical sampling is appropriate for substantive tests of details. The most common statistical approaches are classical variables sampling and monetary unit sampling.

**.57** *Determining the method of selecting the sample.* The auditor should select the sample in such a way that the sample can be expected to be representative of the population or the stratum from which it is selected.

**.58** *Determining the sample size.* Accounting populations tend to include few very large amounts, a number of moderately large amounts, and a large number of small amounts. Auditors frequently consider the variation in a characteristic when they determine an appropriate sample size for a substantive test of details, and, generally, the variation of the items' recorded amounts as a means of estimating the variation of the audited amounts of the items in the population. A measure of this variation, or scatter, is called the *standard deviation*. Sample sizes decrease as the variation of the sampling characteristic of interest becomes smaller. Sample sizes from unstratified populations with high variation in the sampling characteristic of interest are usually large. To be efficient, stratification is typically based on some characteristic of the items in the population that is expected to reduce variation.

**.59** In performing substantive tests of details, auditors are also concerned with two aspects of sampling risk:

- a. *Risk of incorrect acceptance*—the risk that the sample will lead the auditor to conclude that material misstatement does not exist in the population, when it does.
- b. *Risk of incorrect rejection*—the risk that the sample will lead the auditor to conclude that material misstatement exists in the population, when it does not. This risk is generally controlled by setting an adequate or conservative estimate of expected misstatement and increasing the sample size accordingly.

**.60** When planning a sample for a substantive test of details, the auditor typically considers how much monetary misstatement in the tested assertion may exist, when combined with misstatements that may be found in other tests in this and other accounts without causing the financial statements to be materially misstated. The auditor usually then designs the test to provide sufficient assurance that the population does not contain misstatements greater than this amount. The maximum monetary misstatement for the tested assertion is called tolerable misstatement for the sample. For a particular assertion, the sample size required to achieve the auditor's objective at a given risk of incorrect acceptance increases as the auditor's assessment of tolerable misstatement for that assertion decreases.

**.61** The auditor is required by AU-C section 320 to determine performance materiality. Performance materiality is determined to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole. *Tolerable misstatement* is the application of performance materiality to a particular sampling procedure. Tolerable misstatement may be the same amount or an amount smaller than performance materiality (for example, when the population from which the sample is selected is smaller than the account balance). The factors that affect the relationship of performance materiality and tolerable misstatement to materiality are enumerated in the AICPA Audit Guide *Assessing and Responding to Audit Risk in a Financial Statement Audit* and discussed more extensively in chapter 4 of the AICPA Audit Guide *Audit Sampling*.

**.62** The auditor also may assess the expected amount of misstatement on the basis of his or her professional judgment after considering such factors as the entity's business, the results of prior year's tests of account balances or class of transactions, the results of any pilot sample, the results of any related substantive procedures, and the results of any tests of the related controls.

**.63** The effect of population size on the appropriate sample size varies according to the audit sampling method used.

.64 *Performing the sampling plan.* The auditor should perform auditing procedures that are appropriate for the particular audit objectives to each sample item.

.65 *Evaluating the sample results.* The following auditor actions are applicable when evaluating sample results:

- The auditor should project the results of audit sampling to the population and add that amount to the misstatements discovered in any items examined 100 percent.
- The auditor should propose factual misstatements to management for correction, unless the amounts are trivial.
- The auditor may compare the tolerable misstatement for the account balance or class of transactions with the total factual and projected misstatement, adjusted for any corrected misstatements. If the total factual and projected misstatement is less than tolerable misstatement for the account balance or class of transactions, the auditor should consider the risk that such a result might be obtained even though the true monetary misstatement for the population exceeds the tolerable misstatement. The factual and projected misstatement results for all audit sampling applications and all factual misstatements from nonsampling applications should be aggregated along with other relevant audit evidence when the auditor evaluates whether the financial statements as a whole may be materially misstated. AU-C section 450 establishes requirements and provides guidance for the auditor when evaluating the effect of uncorrected misstatements.
- The auditor should consider the qualitative aspects of misstatements. If the sample results suggest that the auditor's planning assumptions were in error, the auditor may consider revising the planning assumptions.

.66 *Documenting the sampling procedure.* AU-C section 530 and the AICPA Audit Guide *Audit Sampling* do not require specific documentation of audit sampling applications. See paragraph .17 of this section for certain documentation requirements of AU-C section 230.

.67 According to paragraph .12 of AU-C section 450, the auditor should include in the audit documentation

- a. the amount below which misstatements would be regarded as clearly trivial;
- b. all misstatements accumulated during the audit and whether they have been corrected; and
- c. the auditor's conclusion about whether uncorrected misstatements are material, individually or in the aggregate, and the basis for that conclusion.

.68 Examples of items that the auditor may document for substantive tests include the following:

- The objectives of the test the accounts and assertions affected
- The definition of the population and the sampling unit, including how the auditor determined the completeness of the population
- The definition of a misstatement
- The risk of incorrect acceptance or level of desired assurance (confidence)
- The risk of incorrect rejection, if used
- Estimated and tolerable misstatement
- The audit sampling technique used
- The method used to determine sample size
- The method of sample selection
- Identification of the items selected
- A description of the performance of the sampling procedures and a list of misstatements identified in the sample

- The evaluation of the sample (for example, projection and consideration of sampling risk)
- A summary of the overall sample conclusion (if not evident from the results)
- Any qualitative factors considered significant in making the sampling assessments and judgments

.69 Additional discussion on audit documentation is provided in section 5100, "Audit Evidence and Designing Further Audit Procedures."

.70 *Nonstatistical sampling for substantive tests of details.* The decision whether to use a statistical or nonstatistical sampling approach is a matter for the auditor's professional judgment; however, sample size is not a valid criterion to use in deciding between statistical and nonstatistical approaches. An auditor who applies nonstatistical sampling exercises professional judgment to relate the same factors used in statistical sampling in determining the appropriate sample size. Ordinarily, this would result in a sample size comparable with the sample size resulting from an efficient and effectively designed statistical sample, considering the same sampling parameters. This guidance does not suggest that the auditor using nonstatistical sampling also compute a corresponding sample size using an appropriate statistical technique.

.71 The following table, "Factors Influencing Sample Sizes for a Substantive Test of Details in Sample Planning," summarizes the effects of various factors on sample sizes for substantive tests of details. (The table is provided only to illustrate the relative effect of different planning considerations on sample size and is not intended as a substitute for professional judgment).

**Factors Influencing Sample Sizes for a Substantive Test of Details in Sample Planning**

Factor	Conditions Leading to:		Related Factor for Substantive Sample Planning
	Smaller Sample Size	Larger Sample Size	
a. Assessment of inherent risk	Low assessed level of inherent risk	High assessed level of inherent risk	Allowable risk of incorrect acceptance
b. Assessment of control risk	Low assessed level of control risk	High assessed level of control risk	Allowable risk of incorrect acceptance
c. Assessment of risk related to other substantive procedures directed at the same assertion (including substantive analytical procedures and other relevant substantive procedures)	Low assessment of risk associated with other relevant substantive procedures	High assessment of risk associated with other relevant substantive procedures	Allowable risk of incorrect acceptance
d. Measure of tolerable misstatement for a specific account	Larger measure of tolerable misstatement	Smaller measure of tolerable misstatement	Tolerable misstatement
e. Expected size and frequency of misstatements, or the estimated variance of the population	Smaller misstatements or lower frequency, or smaller population variance	Larger misstatements, higher frequency, or larger population variance	Assessment of population characteristics
f. Number of items in the population	Virtually no effect on sample size unless population is very small		

.72 For additional details on audit sampling, including detailed tables, auditors may refer to AICPA Audit Guide *Audit Sampling*.

.73 Stratification is particularly important to increasing the efficiency of the sample. If the nonstatistical sample design is planned without stratification, the auditor increases the sample size. The extent of increase is a function of the variability of the population or the characteristic of interest. Before selecting the sample, the auditor generally identifies individually significant items and may then select the sample from the remaining items using a proportional to size selection technique (for example, a systematic selection based on every  $n^{\text{th}}$  dollar, which automatically stratifies the sample), or stratify the remaining items into groups and allocate the sample size accordingly.

.74 *Evaluating the sample results.* The results of the audit sampling should be projected to the population. One method of projecting the amount of misstatement found in a sample is to divide the amount of misstatement in the sample by the fraction of total dollars in the population included in the sample. For example, if a \$100 misstatement is found in a sample of 10 percent of the population, the projected misstatement would be \$1,000 ( $\$100 \div .10$ ).

.75 A second method for projecting the misstatement uses the average difference between the audited and the recorded amounts of each item included in the sample. For example, if \$200 of misstatement is found in a sample of 100 items, the average difference between audited and recorded amounts for items in the sample is \$2 ( $\$200 \div 100$ ). An estimate of the amount of misstatement in the population may be calculated by multiplying the total number of items in the population (in this case 5,000 items) by the average difference of \$2 for each sample item. The estimate of misstatement in the population is \$10,000 ( $5,000 \times 2$ ). An auditor nonstatistically emulating a monetary unit sampling application may use a projection method consistent with that technique.



## AAM Section 5500

### *Suggested Supplemental Reference Materials*

.01 The following publications are useful in helping to determine the nature, timing, and extent of audit procedures. To order AICPA products, call 888.777.7077 or go to [www.aicpastore.com](http://www.aicpastore.com) to order products online.

- **Guides (AICPA)**

*Each guide describes relevant matters, conditions, and procedures unique to a particular industry, and illustrates treatments of financial statements and reports to caution auditors and accountants about unusual problems.*

- **Audit Risk Alerts (AICPA)**

*Audit Risk Alerts complement the guidance provided in many of the Audit and Accounting Guides by describing current economic, regulatory, and professional developments that can have a significant impact on engagements.*

- **Professional Standards (AICPA)**

*The publication features the outstanding pronouncements on professional standards issued by the AICPA, including standards for audits, compilations, and reviews.*

- **Disclosure Checklist Series (AICPA)**

*The practice aids are invaluable to anyone who prepares financial statements and reports. The material has been updated to reflect AICPA, FASB, and GASB pronouncements and interpretations as well as SEC regulations.*

- **The Engagement Letter: Best Practices and Examples (AICPA)**

*This online tool provides guidance on developing engagement letters in accordance with applicable AICPA Professional Standards, supplemented with best practice recommendations to ensure the engagement letter is as effective as possible in clearly documenting the terms of the engagement. Illustrative examples are provided throughout all chapters so practitioners can easily apply the requirements and recommendations for auditing, compilation, review, and certain attestation engagements. Offered in a convenient and efficient online format, subscribers to this online tool can download the sample engagement letters for easy mark up and customization.*

- **The Auditor's Report: Comprehensive Guidance and Examples (AICPA)**

*This online tool provides expert guidance on developing the auditor's report in accordance with applicable AICPA Professional Standards, including the new clarified auditing standards. Offered in a convenient and efficient online format, subscribers to this online tool can download the sample auditor's reports for easy mark up and customization.*

- **Audit Risk Assessment Tool and Guide (AICPA)**

*This tool walks an experienced auditor through risk assessment procedures and documents those decisions necessary to prepare an effective, efficient audit program. Designed to be used in lieu of cumbersome checklists, it provides a top down risk-based approach to the identification of high risk areas, allowing appropriate tailoring of audit programs and audit efficiencies. Includes the AICPA Audit Guide Assessing and Responding to Audit Risk in a Financial Statement Audit.*

- **U.S. GAAP Financial Statements: Best Practices in Presentation and Disclosure (AICPA)**

*This publication contains reporting methods based on a cumulative survey, as well as significant accounting presentations and discussions, of accounting principles generally accepted in the United States. By following the lead of*

*these industry front-runners, practitioners can apply the latest techniques and improve their own reporting performance. Additional versions of this publication are also available for preparers of financial statements for not-for-profit entities, international companies that are using International Financial Reporting Standards, and employee benefit plans.*

- **Technical Questions and Answers (AICPA)**

*This publication contains all outstanding Technical Questions and Answers issued by the AICPA on a variety of accounting, auditing, and industry topics.*

- **Standard Form to Confirm Account Balance Information with Financial Institutions (AICPA)**

*This form may be used to request a full report on credit balance, liabilities, and contingent liabilities. It may also be used for a confirmation of bank balance only.*



# AAM Section 6000

## Audit Documentation

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# AAM Section 6100

## *Audit Documentation—General*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*
- AU-C section 230, *Audit Documentation*
- AU-C section 610, *Using the Work of Internal Auditors*
- QC section 10, *A Firm's System of Quality Control*

### Nature and Purpose of Audit Documentation

.01 *Audit documentation* is defined as the record of audit procedures performed, relevant audit evidence obtained, and conclusions reached by the auditor in the engagement. Audit documentation may also be referred to as *working papers* or *workpapers*. Audit documentation that meets the requirements of AU-C section 230 and the specific documentation requirements of other relevant AU-C sections provides

- evidence of the auditor's basis for a conclusion about the achievement of the overall objectives of the auditor; and
- evidence that the audit was planned and performed in accordance with generally accepted auditing standards (GAAS) and applicable legal and regulatory requirements.

.02 Audit documentation serves a number of additional purposes, including the following:

- Assisting the engagement team to plan and perform the audit
- Assisting members of the engagement team responsible for supervision to direct and supervise the audit work and to discharge their review responsibilities in accordance with AU-C section 220
- Enabling the engagement team to demonstrate that it is accountable for its work by documenting the procedures performed, the audit evidence examined, and the conclusions reached
- Retaining a record of matters of continuing significance to future audits of the same entity
- Enabling the conduct of quality control reviews and inspections in accordance with QC section 10
- Enabling the conduct of external inspections or peer reviews in accordance with applicable legal, regulatory, or other requirements
- Assisting an auditor who reviews a predecessor auditor's audit documentation
- Assisting auditors to understand the work performed in the prior year as an aid in planning and performing the current engagement

.03 AU-C section 230 establishes standards and provides guidance on the form, general content, and ownership and confidentiality of audit documentation.

.04 Other AU-C sections that contain specific documentation requirements and can be found in the exhibit at the end of AU-C section 230. Additionally, specific documentation or document retention requirements may be included in other standards (for example, government auditing standards), laws, and regulations applicable to the engagement.

## Timely Preparation of Audit Documentation

.05 The auditor should prepare audit documentation on a timely basis. Preparing sufficient and appropriate audit documentation on a timely basis throughout the audit helps to enhance the quality of the audit and facilitates the effective review and evaluation of the audit evidence obtained and conclusions reached before the auditor's report is finalized. Documentation prepared at the time such work is performed or shortly thereafter is likely to be more accurate than documentation prepared at a much later time.

## Assembly and Retention of the Final Audit Engagement File

.06 The auditor should document the report release date in the audit documentation.

.07 The auditor should assemble the audit documentation in an audit engagement file and complete the administrative process of assembling the final audit engagement file on a timely basis, no later than 60 days following the report release date (also known as the *documentation completion date*). The auditor may need to consider that statutes, regulations, or the audit firm's quality control policies could specify a period of time shorter than 60 days following the report release date in which this assembly process is to be completed. Certain matters, such as auditor independence and staff training, which are not engagement specific, may be documented either centrally within a firm or in the audit documentation for an audit engagement.

.08 The completion of the assembly of the final audit file after the date of the auditor's report is an administrative process that does not involve the performance of new audit procedures or the drawing of new conclusions. Changes may, however, be made to the audit documentation during the final assembly process if they are administrative in nature. Examples of such changes include

- deleting or discarding superseded documentation.
- sorting, collating, and cross-referencing working papers.
- signing off on completion checklists relating to the file assembly process.
- documenting audit evidence that the auditor has obtained, discussed, and agreed with the relevant members of the engagement team before the date of the auditor's report.
- adding information received after the date of the auditor's report; for example, an original confirmation that was previously faxed.

.09 After the documentation completion date, the auditor should not delete or discard audit documentation of any nature before the end of the specified retention period. Such retention period, however, should not be shorter than five years from the report release date.

.10 Firms are required by paragraph .50 of QC section 10 to establish policies and procedures for the retention of engagement documentation. Statutes, regulations, or the audit firm's quality control policies may specify a retention period longer than five years.

.11 In circumstances other than those addressed in paragraph .14 of AU-C section 230 in which the auditor finds it necessary to modify existing audit documentation or add new audit documentation after the documentation completion date, the auditor should, regardless of the nature of the modifications or additions, document

- a. the specific reasons for making the changes; and
- b. when and by whom they were made and reviewed.

.12 An example of a circumstance in which the auditor may find it necessary to modify existing audit documentation or add new audit documentation after the documentation completion date is the need to clarify existing audit documentation arising from comments received during monitoring inspections performed by internal or external parties.

.13 Determining the proper periods for retaining records is a major decision for practitioners. Records may be preserved for only as long as they serve a useful purpose or until all legal requirements are met. Record retention periods vary among firms; however, retention periods generally correspond with the longest statute of limitations prevailing in each state for breach of contract, breach of fiduciary duty, and professional liability claims.

.14 Audit documentation may be retained permanently or for periods corresponding with the longest state statute of limitations, as noted in the previous paragraph. Generally, certain audited financial statement working paper data, such as accounts receivable confirmations, are destroyed after 10 years. Examples of audit documentation that the auditor may wish to retain permanently include auditor's reports, reports filed with the Securities and Exchange Commission, tax returns for current clients, and audit documentation for current clients. Some firms divide the retention period into 2 parts, records are first filed in the office and later placed in storage (for example, 3 years in the office and then permanently in storage). Other records, such as audit documentation files for former clients, may be retained for 3 years in the office, 7 years in storage, and then destroyed after the retention period has ended. The auditor may obtain specific approval of the engagement partner before destroying any audit documentation. An annual schedule may be established for reviewing and purging firm data. Because there is substantial variation in the retention periods used by firms, each firm may carefully consider its requirements and consult with legal counsel before adopting a retention period.

.15 For further guidance on record retention, see the *AICPA Management of an Accounting Practice Handbook* (online subscription product no. MAP-XX) at [www.aicpastore.com](http://www.aicpastore.com). This product can also be obtained by calling the AICPA order department at 888.777.7077 and asking for product no. MAP-XX (online).

## Departure From a Relevant Requirement

.16 If, in rare circumstances, the auditor judges it necessary to depart from a relevant presumptively mandatory requirement, the auditor must document the justification for the departure and how the alternative audit procedures performed in the circumstances were sufficient to achieve the intent of that requirement.

.17 The requirements of GAAS are designed to enable the auditor to achieve the objectives specified in GAAS, and thereby the overall objectives of the auditor. Accordingly, other than in rare circumstances, GAAS call for compliance with each requirement that is relevant in the circumstances of the audit.

.18 The documentation requirement applies only to requirements that are relevant in the circumstances. A requirement is not relevant only in the cases in which

- the AU-C section is not relevant (for example, if an entity does not have an internal audit function, nothing in AU-C section 610 is relevant); or
- the requirement is conditional and the condition does not exist (for example, the requirement to modify the auditor's opinion when there is an inability to obtain sufficient appropriate audit evidence, and there is no such inability).

## Matters Arising After the Date of the Auditor's Report

.19 If, in rare circumstances, the auditor performs new or additional audit procedures or draws new conclusions after the date of the auditor's report, the auditor should document

- a. the circumstances encountered;
- b. the new or additional audit procedures performed, audit evidence obtained, and conclusions reached, and their effect on the auditor's report; and
- c. when and by whom the resulting changes to audit documentation were made and reviewed.

.20 Examples of rare circumstances in which the auditor performs new or additional audit procedures or draws new conclusions after the date of the auditor's report include

- when, after the date of the auditor's report, the auditor becomes aware of facts that existed at that date and which, if known at that date, might have caused the financial statements to be revised or the auditor to modify the opinion in the auditor's report.
- when the auditor concludes that procedures necessary at the time of the audit, in the circumstances then existing, were omitted from the audit of the financial information.

The resulting changes to the audit documentation are reviewed in accordance with the firm's quality control procedures as required by QC section 10.

## Ownership and Confidentiality of Audit Documentation

.21 Audit documentation is the property of the auditor, and some states recognize this right of ownership in their statutes. The auditor may make available to the entity at the auditor's discretion copies of the audit documentation, provided such disclosure does not undermine the effectiveness and integrity of the audit process.

.22 The auditor has an ethical, and in some situations a legal, obligation to maintain the confidentiality of client information. Because audit documentation contains confidential client information, the auditor should adopt reasonable procedures to maintain the confidentiality of that information.

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

.24 Whether engagement documentation is in paper, electronic, or other media, the integrity, accessibility, or retrievability of the underlying data may be compromised if the documentation could be altered, added to, or deleted without the auditor's knowledge or if it could be permanently lost or damaged. Accordingly, controls that the firm designs and implements to avoid unauthorized alteration or loss of engagement documentation may include those that

- enable the determination of when and by whom engagement documentation was prepared or reviewed;
- protect the integrity of the information at all stages of the audit, especially when the information is shared within the engagement team or transmitted to other parties via electronic means;
- prevent unauthorized changes to the engagement documentation; and
- allow access to the engagement documentation by the engagement team and other authorized parties as necessary to properly discharge their responsibilities.

## General Discussion

.25 These sections present points of view on the organization and preparation of audit documentation.

.26 Proper planning is important in the design of specific audit documentation if the documentation is to serve the objective of aiding the auditor in the conduct of his or her work. For example, a well-planned working paper may be designed to provide information that will be needed later in the preparation of tax returns and other required reports, such as those to regulatory bodies, and may therefore eliminate the need for examining the same documents twice to obtain necessary information. The form, content, and extent of audit documentation are matters of the auditor's professional judgment and depend on the circumstances of the engagement and the audit methodology and tools used. The individual preferences of auditors and firms may be informal common practices or expressed as part of a firm's formal policies and procedures. A firm may consider the nature of its practice and the services commonly provided to its clients, in addition to professional

standards, in developing its procedures and policies on audit documentation. Those procedures and policies may permit the flexibility necessary to meet the needs of individual engagements.

.27 The AICPA has extensive audit documentation resources at [www.aicpa.org/interestareas/private-companiespracticesection/qualityservicesdelivery/keepingup/pages/peer-review-documentation-resources.aspx?](http://www.aicpa.org/interestareas/private-companiespracticesection/qualityservicesdelivery/keepingup/pages/peer-review-documentation-resources.aspx?), which provides working paper template, FAQs, internal inspection aid and staff training.





## AAM Section 6200

### *Form, Content, and Extent of Audit Documentation*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*
- AU-C section 230, *Audit Documentation*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- QC section 10, *A Firm's System of Quality Control*

.01 The form, content, and extent of audit documentation vary with the circumstances and needs of the auditors on individual engagements. Some firms, however, include various general and specific instructions on audit documentation content in their policies concerning the working papers.

.02 Examples of audit documentation are audit programs, analyses, issues, memoranda, summaries of significant findings or issues, letters of confirmation and representation, checklists, abstracts or copies of important documents, correspondence (including email), and schedules or commentaries prepared or obtained by the auditor. Abstracts or copies of the entity's records should be included as part of the audit documentation if they are needed to enable an experienced auditor to understand the work performed and conclusions reached. Audit documentation may be in paper form, electronic form, or other media.

### **Documentation of the Audit Procedures Performed and Audit Evidence Obtained**

#### **Form, Content, and Extent of Audit Documentation**

.03 The auditor should prepare audit documentation that is sufficient to enable an experienced auditor, having no previous connection to the audit, to understand

- a. the nature, timing, and extent of the auditing procedures performed to comply with generally accepted auditing standards (GAAS) and applicable legal and regulatory requirements, including
  - i. the identifying characteristics of the specific items or matters tested (for example, tests of operating effectiveness of controls and substantive tests of details that involve inspection of documents or confirmation);
  - ii. who performed the audit work and the date such work was completed; and
  - iii. who reviewed the audit work performed and the date of such review.
- b. the results of the audit procedures performed and the audit evidence obtained.
- c. significant findings or issues arising during the audit, the conclusions reached thereon, and significant professional judgments made in reaching those conclusions.

.04 For audit procedures related to the inspection of significant contracts or agreements, the auditor should include abstracts or copies of those contracts or agreements in the audit documentation.

.05 The auditor should document discussions of significant findings or issues with management, those charged with governance, and others, including the nature of the significant findings or issues discussed, and when and with whom the discussions took place.

.06 If the auditor identified information that is inconsistent with the auditor's final conclusion regarding a significant finding or issue, the auditor should document how the auditor addressed the inconsistency.

### *Documentation of Compliance With GAAS*

.07 In principle, compliance with the requirements of this section will result in the audit documentation being sufficient and appropriate in the circumstances. Other AU-C sections contain specific documentation requirements that are intended to clarify the application of this section in the particular circumstances of those other AU-C sections. The specific documentation requirements of other AU-C sections do not limit the application of this section. Furthermore, the absence of a documentation requirement in any particular AU-C section is not intended to suggest that there is no documentation that will be prepared as a result of complying with that AU-C section.

.08 Audit documentation provides evidence that the audit complies with GAAS. However, it is neither necessary nor practicable for the auditor to document every matter considered, or professional judgment made, in an audit. Further, it is unnecessary for the auditor to document separately (as in a checklist, for example) compliance with matters for which compliance is demonstrated by documents included within the audit file. See the following examples:

- The existence of an adequately documented audit plan demonstrates that the auditor has planned the audit.
- The existence of a signed engagement letter in the audit file demonstrates that the auditor has agreed to the terms of the audit engagement with management or, when appropriate, those charged with governance.
- An auditor's report containing an appropriately qualified opinion on the financial statements demonstrates that the auditor has complied with the requirement to express a qualified opinion under the circumstances in accordance with GAAS.
- Regarding requirements that apply generally throughout the audit, there may be a number of ways in which compliance with them may be demonstrated within the audit file:
  - For example, there may be no single way in which the auditor's professional skepticism is documented. But the audit documentation may nevertheless provide evidence of the auditor's exercise of professional skepticism in accordance with GAAS. Such evidence may include specific procedures performed to corroborate management's responses to the auditor's inquiries.
  - Similarly, that the engagement partner has taken responsibility for the direction, supervision, and performance of the audit in compliance with GAAS may be evidenced in a number of ways within the audit documentation. This may include documentation of the engagement partner's timely involvement in aspects of the audit, such as participation in the team discussions required by AU-C section 315.

### *Factors Affecting the Form, Content, and Extent of Audit Documentation*

.09 The form, content, and extent of audit documentation depend on factors such as

- the size and complexity of the entity.
- the nature of the auditing procedures to be performed.
- the identified risks of material misstatement.

- the significance of the audit evidence obtained.
- the nature and extent of exceptions identified.
- the need to document a conclusion or the basis for a conclusion not readily determinable from the documentation of the work performed or evidence obtained.
- the audit methodology and tools used.
- the extent of judgment involved in performing the work and evaluating the results.

.10 Audit documentation may be recorded on paper or on electronic or other media. QC section 10 addresses a firm's responsibility to establish procedures designed to maintain the integrity, accessibility, and retrievability of documentation; for example, when original paper documentation is electronically scanned or otherwise copied to another media for inclusion in the audit file. Examples of audit documentation include the following:

- Audit plans
- Analyses
- Issues memorandums
- Summaries of significant findings or issues
- Letters of confirmation and representation
- Checklists
- Correspondence (including email) concerning significant findings or issues

.11 The auditor need not include in audit documentation superseded drafts of working papers and financial statements, notes that reflect incomplete or preliminary thinking, previous copies of documents corrected for typographical or other errors, and duplicates of documents.

.12 On their own, oral explanations by the auditor do not represent adequate support for the work the auditor performed or conclusions the auditor reached, but may be used to explain or clarify information contained in the audit documentation.

### *Documentation of Significant Findings or Issues and Related Significant Professional Judgments*

.13 Judging the significance of a finding or issue requires an objective analysis of the facts and circumstances. Examples of significant findings or issues include

- matters involving the selection, application, and consistency of significant accounting practices, including related disclosures. Such matters include, but are not limited to (a) accounting for complex or unusual transactions or (b) accounting estimates and uncertainties and, if applicable, the related management assumptions.
- matters that give rise to significant risks (as defined in AU-C section 315).
- results of audit procedures (including identification of corrected and uncorrected misstatements) indicating (a) that the financial statements could be materially misstated or (b) a need to revise the auditor's previous assessment of the risks of material misstatement and the auditor's responses to those risks.
- circumstances that cause the auditor significant difficulty in applying necessary audit procedures.
- findings that could result in a modification to the audit opinion or the inclusion of an emphasis-of-matter paragraph in the auditor's report.

.14 An important factor in determining the form, content, and extent of audit documentation of significant findings or issues is the extent of professional judgment exercised in performing the work and evaluating the results. Documentation of the professional judgments made, when significant, serves to explain the auditor's

conclusions and to reinforce the quality of the judgment. Such findings or issues are of particular interest to those responsible for reviewing audit documentation, including those carrying out subsequent audits when reviewing items of continuing significance (for example, when performing a retrospective review of accounting estimates).

.15 Some examples of circumstances in which, in accordance with paragraph .08, it is appropriate to prepare audit documentation relating to the exercise of professional judgment include, when the findings, issues, and judgments are significant,

- the rationale for the auditor's conclusion when a requirement provides that the auditor *should consider* certain information or factors, and that consideration is significant in the context of the particular engagement.
- the basis for the auditor's conclusion on the reasonableness of areas of subjective judgments (for example, the reasonableness of significant accounting estimates).
- the basis for the auditor's conclusions about the authenticity of a document when further investigation (such as making appropriate use of a specialist or of confirmation procedures) is undertaken in response to conditions identified during the audit that caused the auditor to believe that the document may not be authentic.

.16 The auditor may consider it helpful to prepare and retain as part of the audit documentation a summary (sometimes known as a completion memorandum) that describes the significant findings or issues identified during the audit and how they were addressed, or that includes cross-references to other relevant supporting audit documentation that provides such information. Such a summary may facilitate effective and efficient reviews and inspections of the audit documentation, particularly for large and complex audits. Further, the preparation of such a summary may assist the auditor's consideration of the significant findings or issues. It may also help the auditor to consider whether, in light of the audit procedures performed and conclusions reached, there is any individual relevant AU-C section objective that the auditor cannot achieve that would prevent the auditor from achieving the overall objectives of the auditor.

### *Identification of Specific Items or Matters Tested and of the Preparer and the Reviewer*

.17 Recording the identifying characteristics serves a number of purposes. For example, it improves the ability of the auditor to supervise and review the work performed and thus demonstrates the accountability of the engagement team for its work and facilitates the investigation of exceptions or inconsistencies. Identifying characteristics will vary with the nature of the audit procedure and the item or matter tested. For example:

- For a detailed test of entity-generated purchase orders, the auditor may identify the documents selected for testing by their dates and unique purchase order numbers.
- For a procedure requiring selection or review of all items over a specific amount from a given population, the auditor may record the scope of the procedure and identify the population (for example, all journal entries over a specified amount from the journal register for the period being audited).
- For a procedure requiring systematic sampling from a population of documents, the auditor may identify the documents selected by recording their source, the starting point, and the sampling interval (for example, a systematic sample of shipping reports selected from the shipping log for the period from April 1 to September 30, starting with report number 12345 and selecting every 125th report).
- For a procedure requiring inquiries of specific entity personnel, the auditor may record the inquiries made, the dates of the inquiries, and the names and job designations of the entity personnel.
- For an observation procedure, the auditor may record the process or matter being observed, the relevant individuals, their respective responsibilities, and where and when the observation was carried out.

.18 AU-C section 220 requires the auditor to review the audit work performed through review of the audit documentation. The requirement to document who reviewed the audit work performed and the extent of

the review, in accordance with the firm's policies and procedures addressing review responsibilities, does not imply a need for each specific working paper to include evidence of review. The requirement, however, means documenting what audit work was reviewed, who reviewed such work, and when it was reviewed.

### ***Documentation of Discussions of Significant Findings or Issues With Management, Those Charged With Governance, and Others***

.19 The audit documentation is not limited to documents prepared by the auditor but may include other appropriate documents such as minutes of meetings prepared by the entity's personnel and recognized by the auditor as an appropriate summary of the meeting. Others with whom the auditor may discuss significant findings or issues may include other personnel within the entity, and external parties, such as persons providing professional advice to the entity.

### ***Documentation of How Inconsistencies Have Been Addressed***

.20 The requirement to document how the auditor addressed inconsistencies in information does not imply that the auditor needs to retain documentation that is incorrect or superseded.

.21 The documentation of the inconsistency may include, but is not limited to, procedures performed in response to the information, and documentation of consultations on, or resolutions of, differences in professional judgment among members of the engagement team or between the engagement team and others consulted.

### ***Considerations Specific to Smaller, Less Complex Entities***

.22 The audit documentation for the audit of a smaller, less complex entity is generally less extensive than that for the audit of a larger, more complex entity. Further, in the case of an audit in which the engagement partner performs all the audit work, the documentation will not include matters that might have to be documented solely to inform or instruct members of an engagement team, or to provide evidence of review by other members of the team (for example, there will be no matters to document relating to team discussions or supervision). Nevertheless, the engagement partner complies with the overriding requirement in paragraph .08 of AU-C section 230 to prepare audit documentation that can be understood by an experienced auditor, as the audit documentation may be subject to review by external parties for regulatory or other purposes.

.23 When preparing audit documentation, the auditor of a smaller, less complex entity may also find it helpful and efficient to record various aspects of the audit together in a single document, with cross-references to supporting working papers as appropriate. Examples of matters that may be documented together in the audit of a smaller, less complex entity include the understanding of the entity and its internal control; the overall audit strategy and audit plan; materiality; assessed risks, significant findings or issues noted during the audit; and conclusions reached.

## **Basic Elements of Format**

.24 Audit documentation formats generally include at least the following for identification purposes:

- A title or heading including (a) the name of the client, (b) a caption that briefly describes the paper's contents, (c) the nature of the engagement, and (d) the applicable period or closing date covered by the engagement
- The initials or names of the auditors who performed and reviewed the work presented in the paper and the date the paper was completed

.25 In instances when audit documentation extends beyond 1 page, some auditors present the heading on only the lead page and fasten or staple all the applicable pages together as a unit and number each page (for example, 1 of 5, 2 of 5, and so forth). Many auditors index each working paper in some organized pre-established manner. This provides for ease in cross-referencing to other relevant papers, for more organized

indexing and filing, and for a form of control over the audit documentation. (See section 6300, "Organization and Filing (Indexing).")

.26 Some auditors purchase standard analysis paper that includes preprinted blocks for the initials or signature of the preparer and reviewer and the dates on which the paper was prepared and reviewed. Others design their own signature and reference blocks and have them imprinted on all of their analysis paper and lined pads. These signature blocks may include captions such as the following:

• Prepared by client and tested by: (or Source:)	• Audit documentation reference:
• Prepared by:	• Reviewed by:
• Date prepared:	• Date reviewed:
• Footed by:	• Extensions checked by:

.27 Some auditors prefer to identify client preparation of schedules and analysis by notations or codes, such as PBC (prepared by client), rather than use a detailed signature and reference block.

## General Considerations

.28 The following are some general considerations on audit documentation content that may be helpful:

- The auditor may include identification of the (a) source of the information presented (for example, fixed assets ledger or cash disbursements journal), (b) the nature and extent of the work done and conclusions reached (by symbols and legend, narrative, or a combination of both), and (c) appropriate cross-references to other working papers in the content of an individual working paper or group of related papers.
- The auditor should document significant findings or issues, actions taken to address them, and the basis for the final conclusions reached. If for some reason the auditor leaves the assignment before resolving all items, he or she may provide an open items listing on a separate temporary paper for the in-charge auditor's attention. An unresolved exception or incomplete explanation in the working papers may be construed by some as indication of an inadequate audit.
- Information and comments in the audit documentation generally represent statements of fact and professional conclusions. Accordingly, the auditor may wish to refrain from using vague judgmental adjectives such as *good* or *bad*. Conclusions should be supported by documented facts, especially if they concern the adequacy of the client's records.
- Working papers are an integrated presentation of information. The auditor may find it useful to cross-reference working papers to call attention to inter-account relationships and to reference a paper to other working papers summarizing or detailing related information.
- All inferences and conclusions should be supported in the working papers, and due care taken not to make misleading or irrelevant statements.
- It is preferable to have negative figures in audit documentation indicated by parentheses instead of red figures to preserve their identity if the papers are photocopied or scanned.

## Timesaving Considerations

.29 There are a number of ways to save time and avoid unnecessary detail in audit documentation preparation. For example, the auditor may consider the following examples:

- Whenever possible, have the client's employees prepare schedules and analyses. This, of course, presupposes that the client has the necessary personnel to prepare the materials.
- Use a detailed audit program that may eliminate the need for lengthy comments in the audit documentation on the scope of audit procedures. However, some believe that such comments are still necessary when a detailed program is used; this is a matter of individual firm judgment.

- Analyze asset (or liability) accounts and their related expense or income accounts on the same working paper. Examples include property, plant, and equipment, accumulated depreciation, and related depreciation expense; notes receivable, accrued or prepaid interest receivable, and interest income; notes payable, accrued or prepaid interest, and interest expense; and accrued taxes and related provisions for tax expense.
- Avoid unnecessary computations. For example, if only the totals are meaningful and can be tested by a single independent computation, check the total and avoid other unnecessary details.
- Consider using carryforward analyses for accounts that tend to remain constant each year or vary only in accordance with a constant predetermined formula. Examples may include long term assets and related depreciation or amortization such as plant, equipment, and intangibles; long term debt with predetermined payment schedules; and capital stock.
- Use symbols (tick marks) whenever possible, especially when the same symbol applies to several working papers.

## Symbols (Tick Marks)

.30 When using symbols, it may be helpful to consider the following basic concepts:

- Symbols are merely a shorthand means of explaining a work step performed on a particular item of data. Symbols serve as means of conserving time and space and, if properly used, may ease review of the audit documentation.
- For a working paper to be clear to a reviewer or other reader, it is important that each symbol be clearly explained. The explanation may be located on the same page as the items subjected to the work step or on a separate legend that is clearly cross-referenced to and from the page that presents the applicable items.
- Simple, distinctive, and clear symbols can be quickly written by the preparer and easily identified by a reviewer.

.31 Applying these basic concepts is not that simple. Various auditors have conflicting notions about symbols. For example, some believe a set of standardized symbols can expedite preparation and review. Others believe that a set of standardized symbols is impractical because it lacks flexibility. Because it is generally agreed that symbols are an effective timesaver, it is desirable for firms to establish and communicate a policy on their use to maximize their potential effectiveness.

.32 The most commonly used symbols are variations on a simple checkmark—for example, a checkmark with a slash, a checkmark with a circle at the end, a double checkmark, and any one of these within a circle. These combinations alone provide eight distinctive tick marks. Symbols may also include circled letters or numbers.





# AAM Section 6300

## *Organization and Filing (Indexing)*

This section contains the following reference from AICPA *Professional Standards*:

- AU-C section 230, *Audit Documentation*

.01 Some auditors organize their audit documentation during the course of an engagement into general categories such as the following:

- Planning and administration
- Internal control understanding and assessment of control risk
- Substantive test audit documentation arranged in order of the balance sheet and income statement classifications
- Trial balances, consolidating working papers, journal entries (adjustments, reclassifications, eliminations for consolidation), and potential entries
- Draft reports, financial statements, and notes
- Programs, checklists, and questionnaires (some keep these as separate units, and others interfile them among working papers by statement classifications)
- General matters such as current minutes, contracts, and articles of incorporation that may apply to future engagements as well as current work

Under this approach, actual indexing and filing may be deferred until the conclusion of the engagement.

### Predetermined Indexing

.02 Other practitioners and firms may use a predetermined indexing approach so that working papers can be indexed while the field work is still in progress. This offers the following advantages:

- Better control over audit documentation during the performance of field work
- Constant arrangement of audit documentation in logical order to aid in review
- Less time required in assembling and filing them into indexed files
- Quicker access to specific audit documentation after it is filed

.03 Predetermined indexing involves establishing a standard code for each section of the audit documentation using letters and numbers or numbers only. See the following table for an example.

	<i>Two Possible Alternatives</i>	
Working trial balance—assets	B/S-A	T/B-1
Working trial balance—liabilities	B/S-L	T/B-2
Working trial balance—income and expense	P/L	T/B-3
Cash summary schedule	A	10
Receivables summary schedule	B	20
Inventory summary schedule	C	30

.04 Predetermined indexing requires recognition of the need for flexibility to meet unanticipated audit documentation needs or specialized industry requirements, and it requires care to avoid undue complexity. Excessively complex references may obstruct rather than ease audit documentation preparation, cross-referencing, and filing. Accordingly, it is helpful to develop an organizational plan adaptable to each section of the audit documentation. For example, some accountants classify working papers as lead schedules, primary detail, and secondary detail that might result in the following classification scheme for the preceding examples for cash.

	<i>Using Letters and Numbers</i>	<i>Using Only Numbers</i>
Lead schedule	(A)	(10)
Primary detail schedules	(A-1) (A-2) and so forth	(10-1) (10-2) and so forth
Secondary detail schedules	(A-1-1) (A-1-2) (A-1-3) (A-2-1) (A-2-2) (A-2-3)	(10-1-1) (10-1-2) (10-2-1) (10-2-2)

.05 Predetermined (standardized) indexing systems may be printed on separate pages for reference during the performance of field work and insertion in the front of audit documentation binders or files when the work is completed. Some firms have their uniform indexing systems printed directly on their file or binder covers.

.06 A well-organized indexing system need not be too complex. On a fairly small engagement, the indexing system may be a lead schedule divider tab between each major group of accounts with the name of the account on it (for example, cash or accounts receivable) with the related working papers filed behind the lead schedule without being individually indexed. At the completion of the engagement, the pages can be consecutively numbered within each account group (for example, 1 of 10, 2 of 10, and so forth). Because there typically are not numerous or complex layers of supporting schedules, extensive cross-referencing can be avoided.

.07 On large engagements, particularly those with detailed charts of accounts, firms may consider it necessary to develop more complex indexing systems. In one such system, standard index number series are assigned as follows:

Current audit documentation	1000–7000
Permanent file	7100–9999

.08 In this system, each index number has 4 digits, with the addition of decimals if necessary. Numbers ending with double zero are reserved for lead schedules whose total agrees with a line item on the working trial balance (index 1400). Single zeros are used for specific types of accounts (such as 2010, petty cash funds).

.09 Certain index numbers can be permanently assigned to each major financial statement classification. For instance, index 2000 may be assigned to cash. If various bank accounts exist, the cash schedules are assigned index numbers 2002, 2003, and so forth. Documentation, such as supporting confirmations and lists of outstanding checks, would be assigned index numbers commencing with 2001.1, 2001.2, and so forth. As for the permanent audit documentation file, index 9300, for example, may be assigned to internal control. Accordingly, flowcharts and related questionnaires would be assigned index numbers in that series.

## Current and Permanent Files

.10 Audit documentation files are generally classified as current files and permanent (continuing) files. Current files contain information that is pertinent to a single engagement. Permanent files include information relevant to several recurring engagements. Some firms have their binder or file covers preprinted as current or permanent accompanied by pertinent portions of their uniform audit documentation indexes.

.11 A common challenge to many auditors is to keep the permanent file complete, current, and free from outdated or irrelevant materials that belong in an inactive file of superseded materials.

.12 Some auditors who have confronted many unwieldy permanent files believe that it is better to classify all audit documentation as current with certain materials designated as matters of continuing interest to be carried forward each year until they become outdated. Under this approach, a firm may preprint its complete index on one type of file or binder cover and provide space to indicate whether specific contents are continuing or carry forward in nature. Regardless of the approach used, it is important to recognize that the provisions of AU-C section 230 apply to current year audit documentation maintained in *any* type of file (this includes permanent files) if such documentation serves as support for the current year's audit report.

.13 The requirements and guidance in AU-C section 230 also apply to permanent files. Accordingly, permanent files should be reviewed and updated, as needed, in conjunction with the annual audit. Examples of documents that may be found in permanent files are listed in paragraph .14 of section 6100, "Audit Documentation—General."

### Observations and Suggestions

The audit documentation files should contain copies of final executed documents when needed to enable an experienced auditor to understand the work performed and conclusions reached. Any drafts or unsigned versions of documents should be replaced with final versions.

## Index Topics

.14 The following is a list of topics to consider in developing a standard index for audit documentation. This list is detailed, but it is by no means all inclusive. For example, specialized industries such as life insurance and banking need other specialized topics. Several of the topics may be eliminated, condensed, or expanded depending on the auditor's needs and preferences:

### Planning and administration

- Time and budget data
- General correspondence and memos
- Memos—current
- Notes and copies for use in next engagement
- Engagement letters
- Schedules and analyses to be prepared by client
- Minutes
- Checklist of an administrative nature if required by firm policy

### Audit or work program<sup>1</sup>

#### Matters of continuing concern

- Client's industry—background
- Description and brief history of client
- Data and ratio analysis of client's operations
- Client's facilities

<sup>1</sup> Alternate practices of filing audit programs include

- putting the program in a binder that is separate and distinct from current and permanent files;
- putting the signed-off program in the current file; and
- keeping a master copy of the program in the permanent file with the signed off copies dispersed among the related audit documentation segments in the current file.

- Articles of incorporation
- Bylaws
- Current contracts and agreements
  - Debt agreements
  - Leases
  - Labor contracts
  - Agreements with officers and key people
  - Pension plans
  - Profit-sharing plans
  - Stock warrants
  - Stock options
  - Other agreements
  - Client's accounting policies and procedures
  - Carryforward analyses<sup>2</sup>

#### Internal control

- Internal control questionnaire, narrative, flowcharts, and so forth<sup>3</sup>
- Initial assessment of control risk memos
- Tests of controls

#### Reports, financial statements and footnotes, trial balances, and assembly sheets

- Reports and financial statements (including letters, if any, on reportable conditions in internal control)
- Consolidating working papers
- Consolidation eliminating entries
- Trial balance
- Adjusting journal entries
- Reclassification journal entries
- Recap of possible adjusting entries
- Assembly sheets supporting footnote disclosures (if the information is not included elsewhere in the audit documentation)
- Disclosure checklists (if required by firm policy)
- Supporting schedules (if required for reports to regulatory bodies or other reports)
- Tax return information and work sheets<sup>4</sup>

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<sup>2</sup> Certain classifications may lend themselves to carry-forward audit documentation. Examples include allowances for doubtful accounts, brief summaries of confirmation response statistics, accumulated depreciation and amortization, deferred income taxes and open tax positions, long term debt, and capital accounts. Carry-forward audit documentation depends on the auditor's professional judgment and the nature of the specific account.

<sup>3</sup> Internal control questionnaires may be filed as separate binders or as part of current or permanent files.

<sup>4</sup> Some firms and practitioners keep tax return preparation working papers in files that are completely separate from other types of engagement working papers.

## Assets

- Cash
- Marketable securities (and related income)
- Notes receivable (and related interest)
- Accounts receivable
  - Summary and analyses
  - Confirmation procedures<sup>5, 6</sup>
- Allowance for doubtful accounts and notes<sup>7</sup>
- Inventories
  - Summary and analysis
  - Price tests, cost, and market
  - Obsolescence review
  - Observation, test counts, and cutoff data
  - Last in, first out determinations
- Prepaid expenses
- Other current assets
- Investments
- Property, plant and accumulated depreciation, and depletion and amortization<sup>8</sup>
- Intangible deferred charges and amortization<sup>9</sup>
- Other assets
- Intercompany accounts

## Liabilities

- Notes payable (and related interest)
- Accounts payable
- Accrued liabilities other than income taxes
- Accrued income taxes (both current and deferred), related provisions, and credits<sup>10</sup>
  - Federal
  - State and local
- Other current liabilities

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<sup>5</sup> See footnote 2.

<sup>6</sup> For situations involving voluminous responses or bulk inventory listings, the bulk materials may be filed in separate binders that are cross referenced to the pertinent audit documentation (for example, accounts receivable, accounts payable, and inventory).

<sup>7</sup> See footnote 2.

<sup>8</sup> See footnote 2.

<sup>9</sup> See footnote 2.

<sup>10</sup> See footnote 2.

- Long-term debt (including current maturities and capitalized leases)<sup>11</sup>
- Other long-term liabilities
- Deferred income<sup>12</sup>

#### Commitments and contingencies

- Attorney's letters
- Abstractors of commitments and contingencies noted during review of minutes, contracts and agreements, confirmation responses, and so forth
- Subsequent events review
- Management representation letter

#### Equity (capital accounts)<sup>13</sup>

- Capital stock
- Additional paid-in capital
- Treasury stock
- Retained earnings
- Partnership capital

#### Revenue and expenses

- Operating revenues
- Cost of sales
- Selling, general and administrative
- Other operating expenses
- Other income
- Other expense
- Extraordinary and unusual items
- Secondary schedules
  - Maintenance and repairs
  - Taxes other than income taxes
  - Rents
  - Royalties
  - Advertising costs
  - Legal fees
  - Interest expense recap

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<sup>11</sup> See footnote 2.

<sup>12</sup> See footnote 2.

<sup>13</sup> See footnote 2.

# AAM Section 7000

## Correspondence, External Confirmations, and Written Representations

These samples are presented for illustrative purposes only. They are intended as mere conveniences for users of this manual who may want points of departure when designing their own formats to meet their individual needs. These illustrations are neither all inclusive nor are they prescribed minimums. Auditors and accountants are to rely on professional standards and their individual professional judgment in determining what may be needed in the circumstances.

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# AAM Section 7100

## *External Confirmations and Correspondence*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 260, *The Auditor's Communication With Those Charged With Governance*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*
- AU-C section 500, *Audit Evidence*
- AU-C section 505, *External Confirmations*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*

### External Confirmation Procedures

.01 *External confirmation* is defined by paragraph .06 of AU-C section 505 as audit evidence obtained as a direct written response to the auditor from a third party (the confirming party), either in paper form or by electronic or other medium (for example, through the auditor's direct access to information held by a third party).

.02 The auditor's direct access to information held by a third party (the confirming party) may meet the definition of an *external confirmation* when, for example, the auditor is provided by the confirming party with the electronic access codes or information necessary to access a secure website where data that addresses the subject matter of the confirmation is held. The auditor's access to information held by the confirming party may also be facilitated by a third-party service provider. When access codes or information necessary to access the confirming party's data is provided to the auditor by management, evidence obtained by the auditor from access to such information does not meet the definition of an *external confirmation*.

.03 When using external confirmation procedures, the auditor should maintain control over external confirmation requests, including

- a. determining the information to be confirmed or requested;
- b. selecting the appropriate confirming party;
- c. designing the confirmation requests, including determining that requests are properly directed to the appropriate confirming party and provide for being responded to directly to the auditor; and
- d. sending the requests, including follow-up requests, when applicable, to the confirming party.

### Determining the Information to Be Confirmed or Requested

.04 External confirmation procedures frequently are performed to confirm or request information regarding account balances, elements thereof, and disclosures. They also may be used to confirm the terms of agreements, contracts, or transactions between an entity and other parties or to confirm the absence of certain conditions, such as a "side agreement."

## Selecting the Appropriate Confirming Party

.05 Responses to confirmation requests provide more relevant and reliable audit evidence when confirmation requests are sent to a confirming party who the auditor believes is knowledgeable about the information to be confirmed. For example, a financial institution official who is knowledgeable about the transactions or arrangements for which confirmation is requested may be the most appropriate person at the financial institution from whom to request confirmation.

## Designing Confirmation Requests

.06 The design of a confirmation request may directly affect the confirmation response rate and the reliability and nature of the audit evidence obtained from responses.

.07 Factors to consider when designing confirmation requests include the following:

- The assertions being addressed.
- Specific identified risks of material misstatement, including fraud risks.
- The layout and presentation of the confirmation request.
- Prior experience on the audit or similar engagements.
- The method of communication (for example, in paper form or by electronic or other medium).
- Management's authorization or encouragement to the confirming parties to respond to the auditor. Confirming parties may only be willing to respond to a confirmation request containing management's authorization.
- The ability of the intended confirming party to confirm or provide the requested information (for example, individual invoice amount versus total balance).

.08 Determining that requests are properly addressed includes verifying the accuracy of the addresses, including testing the validity of some or all of the addresses on the confirmation requests before they are sent out, regardless of the confirmation method used. When a confirmation request is sent by email, the auditor's determination that the request is being properly directed to the appropriate confirming party may include performing procedures to test the validity of some or all of the email addresses supplied by management. The nature and extent of the necessary procedures is dependent on the risks associated with the particular type of confirmation or address. For example, a confirmation addressing a higher risk assertion or a confirmation address that appears to be potentially less reliable (for example, an electronic confirmation addressed in a manner that appears easier to falsify) may necessitate different or more extensive procedures to determine that the request is directed to the intended recipient. See further guidance in paragraphs .A14–.A15 of AU-C section 505 (discussed in paragraphs .30–.31 of this section).

## Follow-Up on Confirmation Requests

.09 The auditor may send an additional confirmation request when a reply to a previous request has not been received within a reasonable time. For example, the auditor may, having re-verified the accuracy of the original address, send an additional or follow-up request.

## Types of Confirmation Requests

.10 Clients may prepare correspondence and confirmation requests on their own letterhead and submit to the auditor the signed originals and copies. The auditor may obtain one or more copies to serve as file copies for the current audit documentation, second requests, and manuscript copies for the next engagement.

.11 There are two types of external confirmation requests: the positive confirmation request and the negative confirmation request. A positive external confirmation request requests that the confirming party respond directly to the auditor by providing the requested information or indicating whether the confirming party agrees

or disagrees with the information in the request. The negative confirmation request requests the confirming party respond directly to the auditor only if the confirming party disagrees with the information provided in the request.

.12 A positive external confirmation request asks the confirming party to reply to the auditor in all cases, either by indicating the confirming party's agreement with the given information or asking the confirming party to provide information. A response to a properly designed positive confirmation request ordinarily is expected to provide reliable audit evidence. A risk exists, however, that a confirming party may reply to the confirmation request without verifying that the information is correct. The auditor may reduce this risk by using positive confirmation requests that do not state the amount (or other information) on the confirmation request and that ask the confirming party to fill in the amount or furnish other information. On the other hand, use of this type of "blank" confirmation request may result in lower response rates because additional effort is required from the confirming parties to provide the requested information.

### Using of Negative Confirmation Requests

.13 Negative confirmations provide less persuasive audit evidence than positive confirmations. Accordingly, the auditor should not use negative confirmation requests as the sole substantive audit procedure to address an assessed risk of material misstatement at the assertion level, unless all of the following are present:

- The auditor has assessed the risk of material misstatement as low and has obtained sufficient appropriate audit evidence regarding the operating effectiveness of controls relevant to the assertion.
- The population of items subject to negative confirmation procedures comprises a large number of small, homogeneous account balances, transactions, or conditions.
- A very low exception rate is expected.
- The auditor is not aware of circumstances or conditions that would cause recipients of negative confirmation requests to disregard such requests.

.14 The failure to receive a response to a negative confirmation request does not indicate receipt by the intended confirming party of the confirmation request or verification of the accuracy of the information contained in the request. Accordingly, a failure of a confirming party to respond to a negative confirmation request provides significantly less persuasive audit evidence than does a response to a positive confirmation request. Confirming parties also may be more likely to respond indicating their disagreement with a confirmation request when the information in the request is not in their favor but less likely to respond otherwise. For example, holders of bank deposit accounts may be more likely to respond if they believe that the balance in their account is understated in the confirmation request but less likely to respond when they believe the balance is overstated. Therefore, sending negative confirmation requests to holders of bank deposit accounts may be a useful procedure in considering whether such balances may be understated but is unlikely to be effective if the auditor is seeking evidence regarding overstatement.

### Accounts Receivable Confirmation Requests

.15 The auditor may perform the following for accounts receivable confirmation requests before they are mailed:

- Compare the names and addresses to the client's records
- Compare balances per confirmation requests to the subsidiary ledger

.16 The requests may then be sealed in envelopes and submitted to the post office under the auditor's control.

.17 In accordance with paragraph .07 of AU-C section 505 (discussed in paragraph .03 of this section), when using external confirmation procedures, the auditor should maintain control over external confirmation requests including sending the requests, including follow-up requests, when applicable, to the confirming party.

.18 In order to maintain control of the external confirmation process, the auditor may consider including the firm's office or post office box number as the return address on mailing envelopes so that undeliverable letters are returned to the auditor and not to the client. For mailings, the auditor may provide the envelopes or affix a label on the client's envelope that covers the client's return address and replaces it with the auditor's address.

.19 Reply envelopes addressed to the auditor may be enclosed with the request letter. Reply envelopes generally have prepaid postage to encourage responses. Some auditors also use codes on the reply envelopes so that responses may be sorted by engagement before the mail is opened. This feature may be particularly useful when there are several engagements that involve voluminous mailings.

.20 If the client objects to use of the auditor's name and address, some auditors suggest that a post office box in the client's name be used, with the returns to be opened under the auditor's control for the confirmation process, and that the post office be instructed that after the box is closed subsequent mail be forwarded to the auditor.

## Management's Refusal to Allow the Auditor to Perform External Confirmation Procedures

.21 If management refuses to allow the auditor to perform external confirmation procedures, the auditor should

- a. inquire about management's reasons for the refusal and seek audit evidence about their validity and reasonableness;
- b. evaluate the implications of management's refusal on the auditor's assessment of the relevant risks of material misstatement, including the risk of fraud, and on the nature, timing, and extent of other audit procedures; and
- c. perform alternative audit procedures designed to obtain relevant and reliable audit evidence.

.22 A refusal by management to allow the auditor to perform external confirmation procedures is a limitation on the audit evidence the auditor seeks to obtain; therefore, the auditor is required to inquire about the reasons for the limitation. A common reason offered by management is the existence of a legal dispute or ongoing negotiation with the intended confirming party, the resolution of which may be affected by an untimely confirmation request. The auditor is required to seek audit evidence about the validity and reasonableness of the reasons for management's refusal because of the risk that management may be attempting to deny the auditor access to audit evidence that may reveal fraud or error.

.23 The auditor may conclude from the evaluation in paragraph .08b of AU-C section 505 (discussed in paragraph .21b of this section) that it would be appropriate to revise the assessment of the risks of material misstatement at the assertion level and modify planned audit procedures, in accordance with paragraph .32 of AU-C section 315. For example, if management's request to not confirm is unreasonable, this may indicate a fraud risk factor that requires evaluation, in accordance with paragraph .24 of AU-C section 240.

.24 The alternative audit procedures that the auditor performs in accordance with paragraph .08c of AU-C section 505 (discussed in paragraph .21c of this section) may be similar to those appropriate for a nonresponse, as set out in paragraphs .A24-.A27 of AU-C section 505 (discussed in paragraphs .41-.44 of this section). Such procedures also would take into account the results of the auditor's evaluation in paragraph .08b of AU-C section 505 (see paragraph .21b in this section.)

.25 If the auditor concludes that management's refusal to allow the auditor to perform external confirmation procedures is unreasonable or the auditor is unable to obtain relevant and reliable audit evidence from alternative audit procedures, the auditor should communicate with those charged with governance, in accordance with paragraph .12 of AU-C section 260. The auditor also should determine the implications for the audit and the auditor's opinion, in accordance with AU-C section 705.

## Results of the External Confirmation Procedures

### Reliability of Responses to Confirmation Requests

.26 If the auditor identifies factors that give rise to doubts about the reliability of the response to a confirmation request, the auditor should obtain further audit evidence to resolve those doubts.

.27 If the auditor determines that a response to a confirmation request is not reliable, the auditor should evaluate the implications on the assessment of the relevant risks of material misstatement, including the risk of fraud, and on the related nature, timing, and extent of other audit procedures.

.28 Paragraph .A32 of AU-C section 500 indicates that even when audit evidence is obtained from sources external to the entity, circumstances may exist that affect its reliability. All responses carry some risk of interception, alteration, or fraud. Such risk exists regardless of whether a response is obtained in paper form or by electronic or other medium. Factors that may indicate doubts about the reliability of a response include whether it

- was received by the auditor indirectly or
- appeared not to come from the originally intended confirming party.

.29 The auditor's consideration of the reliability of the information obtained through the confirmation process to be used as audit evidence includes consideration of the risks that

- the information obtained may not be from an authentic source,
- a respondent may not be knowledgeable about the information to be confirmed, and
- the integrity of the information may have been compromised.

When an electronic confirmation process or system is used, the auditor's consideration of the risks described in the preceding list includes the consideration of risks that the electronic confirmation process is not secure or is improperly controlled.

.30 Responses received electronically (for example, by fax or email) involve risks relating to reliability because proof of origin or identity of the confirming party may be difficult to establish, and alterations may be difficult to detect. The auditor may determine that it is appropriate to address such risks by utilizing a system or process that validates the respondent or by directly contacting the purported sender (for example, by telephone) to validate the identity of the sender of the response and to validate that the information received by the auditor corresponds to what was transmitted by the sender.

.31 An electronic confirmation system or process that creates a secure confirmation environment may mitigate the risks of interception or alteration. Creating a secure confirmation environment depends on the process or mechanism used by the auditor and the respondent to minimize the possibility that the results will be compromised because of interception or alteration of the confirmation. If the auditor is satisfied that such a system or process is secure and properly controlled, evidence provided by responses received using the system or process may be considered reliable. Various means might be used to validate the source of the electronic information. For example, the use of encryption, electronic digital signatures, and procedures to verify website authenticity may improve the security of the electronic confirmation system or process. If a system or process that facilitates electronic confirmation between the auditor and the respondent is in place and the auditor plans to rely on the controls over such a system or process, an assurance trust services report (for example, Systrust) or another assurance report on that system or process may assist the auditor in assessing the design and operating effectiveness of the electronic and manual controls with respect to that system or process. Such an assurance report may address the risks described in paragraph .A13 of AU-C section 505 (discussed in paragraph .29 of this section). If these risks are not adequately addressed in such a report, the auditor may perform additional procedures to address those risks.

.32 The auditor is required by paragraph .10 of AU-C section 500 to determine whether to modify or add procedures to resolve doubts over the reliability of information to be used as audit evidence. The auditor may choose to verify the source and contents of a response to a confirmation request by contacting the confirming party (for example, as described in paragraph .A14 of AU-C section 505 [discussed in paragraph .30 of this section]). When a response has been returned to the auditor indirectly (for example, because the confirming party incorrectly addressed it to the entity rather than the auditor), the auditor may request the confirming party to respond in writing directly to the auditor.

### *Disclaimers and Other Restrictions in Confirmation Responses*

.33 A response to a confirmation request may contain restrictive language regarding its use. Such restrictions do not necessarily invalidate the reliability of the response as audit evidence. Whether the auditor may rely on the information confirmed and the degree of such reliance will depend on the nature and substance of the restrictive language.

.34 Restrictions that appear to be boilerplate disclaimers of liability may not affect the reliability of the information being confirmed. Examples of such disclaimers may include the following:

- Information is furnished as a matter of courtesy without a duty to do so and without responsibility, liability, or warranty, express or implied.
- The reply is given solely for the purpose of the audit without any responsibility on the part of the respondent, its employees, or its agents, and it does not relieve the auditor from any other inquiry or the performance of any other duty.

.35 Other restrictive language also may not affect the reliability of a response if it does not relate to the assertion being tested. For example, in a confirmation of investments, a disclaimer regarding the valuation of the investments may not affect the reliability of the response if the auditor's objective in using the confirmation request is to obtain audit evidence regarding whether the investments exist.

.36 Certain restrictive language may, however, cast doubt about the completeness or accuracy of the information contained in the response or on the auditor's ability to rely on such information. Examples of such restrictions may include the following:

- Information is obtained from electronic data sources, which may not contain all information in the respondent's possession.
- Information is not guaranteed to be accurate nor current and may be a matter of opinion.
- The recipient may not rely upon the information in the confirmation.

.37 When the auditor has doubts about the reliability of the response as a result of restrictive language, then, in accordance with paragraph .10 of AU-C section 505 (discussed in paragraph .26 of this section), the auditor is required to obtain further audit evidence to resolve those doubts. When the practical effect of the restrictive language is difficult to ascertain in the particular circumstances, the auditor may consider it appropriate to seek clarification from the respondent or seek legal advice.

.38 If the auditor is unable to resolve the doubts about the reliability of a response as a result of restrictive language, then, in accordance with paragraph .11 of AU-C section 505 (discussed in paragraph .27 of this section), the auditor is required to evaluate the implications on the assessment of the relevant risks of misstatement, including the risk of fraud, and on the related nature, timing, and extent of other audit procedures. The nature, timing, and extent of such procedures will depend on factors such as the nature of the financial statement item, the assertion being tested, the nature and substance of the restrictive language, and relevant information obtained through other audit procedures.

### *Unreliable Responses*

.39 When the auditor concludes that a response is unreliable, the auditor may need to revise the assessment of the risks of material misstatement at the assertion level and modify planned audit procedures accordingly, in accordance with paragraph .32 of AU-C section 315. For example, an unreliable response may indicate a fraud risk factor that requires evaluation, in accordance with paragraph .24 of AU-C section 240.

### **Nonresponses and Oral Responses**

.40 In the case of each nonresponse, the auditor should perform alternative audit procedures to obtain relevant and reliable audit evidence.

.41 The nature and extent of alternative procedures are affected by the account and assertion in question. Examples of alternative audit procedures the auditor may perform include the following:

- For accounts receivable balances, examining specific subsequent cash receipts (including matching such receipts with the actual items being paid), shipping documentation, or other client documentation providing evidence for the existence assertion
- For accounts payable balances, examining subsequent cash disbursements or correspondence from third parties and other records, such as receiving reports and statements that the client receives from vendors providing evidence for the completeness assertion

.42 A nonresponse to a confirmation request may indicate a previously unidentified risk of material misstatement. In such situations, the auditor may need to revise the assessed risk of material misstatement at the assertion level and modify planned audit procedures, in accordance with paragraph .32 of AU-C section 315. For example, a fewer or greater number of responses to confirmation requests than anticipated may indicate a previously unidentified fraud risk factor that requires evaluation, in accordance with paragraph .24 of AU-C section 240.

.43 The auditor may determine that it is not necessary to perform additional alternative audit procedures beyond the evaluation of the confirmation results if such evaluation indicates that relevant and reliable audit evidence has already been obtained. This may be the case when testing for overstatement of amounts and (a) the nonresponses in the aggregate, projected as 100 percent misstatements to the population and added to the sum of all other unadjusted differences, would not affect the auditor's decision about whether the financial statements are materially misstated and (b) the auditor has not identified unusual qualitative factors or systematic characteristics related to the nonresponses, such as that all nonresponses pertain to year-end transactions.

.44 An oral response to a confirmation request does not meet the definition of an *external confirmation* because it is not a direct written response to the auditor. Provided that the auditor has not concluded that a direct written response to a positive confirmation is necessary to obtain sufficient appropriate audit evidence, the auditor may take the receipt of an oral response to a confirmation request into consideration when determining the nature and extent of alternative audit procedures required to be performed for nonresponses, in accordance with paragraph .12 of AU-C section 505 (discussed in paragraph .40 of this section). The auditor may perform additional procedures to address the reliability of the evidence provided by the oral response, such as initiating a call to the respondent using a telephone number that the auditor has independently verified as being associated with the entity. For example, the auditor might call the main telephone number obtained from a reliable source and ask to be directed to the named respondent instead of calling a direct extension provided by the client or included in the statement or other correspondence received by the entity. The auditor may determine that the additional evidence provided by contacting the respondent directly, together with the evidence upon which the original confirmation request is based (for example, a statement or other correspondence received by the entity), is sufficient appropriate audit evidence. In appropriately documenting the oral response, the auditor may include specific details, such as the identity of the person from whom the response was received, his or her position, and the date and time of the conversation.

## When a Written Response to a Positive Confirmation Request Is Necessary to Obtain Sufficient Appropriate Audit Evidence

.45 If the auditor has determined that a written response to a positive confirmation request is necessary to obtain sufficient appropriate audit evidence, alternative audit procedures will not provide the audit evidence the auditor requires. If the auditor does not obtain such confirmation, the auditor should determine the implications for the audit and the auditor's opinion, in accordance with AU-C section 705.

.46 In certain circumstances, the auditor may identify an assessed risk of material misstatement at the assertion level for which a response to a positive confirmation request is necessary to obtain sufficient appropriate audit evidence. Such circumstances may include the following:

- The information available to corroborate management's assertion(s) is only available outside the entity.
- Specific fraud risk factors, such as the risk of management override of controls or the risk of collusion, which can involve employee(s) or management, or both, prevent the auditor from relying on evidence from the entity.

.47 When the auditor has determined that a written response is necessary to obtain sufficient appropriate audit evidence and the auditor has obtained only an oral response to a confirmation request, the auditor may request the confirming party to respond in writing directly to the auditor. If no such response is received, in accordance with paragraph .13 of AU-C section 505 (discussed in paragraph .45 of this section), alternative audit procedures will not provide the audit evidence the auditor requires, and the auditor is required to determine the implications for the audit and the auditor's opinion, in accordance with AU-C section 705.

### Exceptions

.48 The auditor should investigate exceptions to determine whether they are indicative of misstatements.

.49 Exceptions noted in responses to confirmation requests may indicate misstatements or potential misstatements in the financial statements. When a misstatement is identified, the auditor is required by paragraph .35 of AU-C section 240 to evaluate whether such misstatement is indicative of fraud. Exceptions may provide a guide to the quality of responses from similar confirming parties or for similar accounts. Exceptions also may indicate a deficiency, or deficiencies, in the entity's internal control over financial reporting.

.50 Some exceptions do not represent misstatements. For example, the auditor may conclude that differences in responses to confirmation requests are due to timing, measurement, or clerical errors in the external confirmation procedures.

### Evaluating the Evidence Obtained

.51 The auditor should evaluate whether the results of the external confirmation procedures provide relevant and reliable audit evidence or whether further audit evidence is necessary.

.52 When evaluating the results of individual external confirmation requests, the auditor may categorize such results as follows:

- A response by the appropriate confirming party indicating agreement with the information provided in the confirmation request or providing requested information without exception
- A response deemed unreliable
- A nonresponse
- A response indicating an exception



.53 The auditor's evaluation, when taken into account with other audit procedures the auditor may have performed, may assist the auditor in concluding whether sufficient appropriate audit evidence has been obtained or whether further audit evidence is necessary, as required by paragraphs .28-.29 of AU-C section 330.

.54 Further discussion about AU-C section 330, specifically evaluating audit evidence obtained, is provided in section 5100, "Audit Evidence and Designing Further Audit Procedures."



## AAM Section 7200

### *Requests for External Confirmations and Related Materials*

This section contains the following reference from AICPA *Professional Standards*:

- AU-C section 505, *External Confirmations*

This section contains the following reference from other authoritative guidance:

- FASB *Accounting Standards Codification (ASC) 715, Compensation—Retirement Benefits*

#### **Wording of External Confirmation Request Forms**

.01 Forms and correspondence used for external confirmation requests should state clearly that the client is requesting that a reply be sent to the CPA.

.02 The samples of printed correspondence in this section include language that refers to auditors and an audit of the client's financial statements on the assumption that an audit is being performed. The language may be modified if services other than an audit are being performed.

.03 Request for Bank Cutoff Statement

*Notes:*

- a. In accordance with paragraph .07c of AU-C section 505, the auditor should determine that the confirmation request is properly directed to the appropriate confirming party. Such appropriate confirming party may be the financial institution official who is responsible for the financial institution’s relationship with the client or who is knowledgeable about the transactions or arrangements. Some financial institutions centralize this function by assigning responsibility for responding to confirmation requests to a separate function.
- b. Many banks now respond to electronic audit confirmation requests through [www.confirmation.com](http://www.confirmation.com). The auditor can submit the electronic request via the website, then a client contact will validate the request for the bank, and finally the bank will complete the form electronically and submit it directly back to the auditor.
- c. The letter may also include requests for the following:
  - i. Confirmation of all securities or other items held for the clients account as of the closing date for collection or safekeeping, or as agent or trustee (a listing should be provided including titles and account numbers)
  - ii. Confirmation of the list of authorized signers for the listed accounts (This may have been previously requested at a preliminary date in connection with assessment of control risk.)

[Prepared on Client’s Letterhead]

[Date]

Financial Institution Official

First United Bank

Anytown, USA 00000

In connection with an audit of the financial statements of [name of client] as of [balance sheet date] and for the [period] then ended, we request that you send the following information directly to our auditors [name and address of auditors] as of close of business [balance sheet date]:

1. The information requested on the enclosed standard form(s) to confirm account balance information with your financial institution.
2. For the following account numbers, statement(s) of our account(s) and the related paid checks for the period from [balance sheet date] to [two weeks subsequent to the balance sheet date] inclusive.

*Account Number*

*Account Name*

---



---



---

Sincerely,

[Name of Customer]

\_\_\_\_\_

By: \_\_\_\_\_

**.04 Standard Form to Confirm Account Balance Information With Financial Institutions**

**Note:**

- a. Many banks now respond to electronic audit confirmation requests through [www.confirmation.com](http://www.confirmation.com). The auditor can submit the electronic request via the website, then a client contact will validate the request for the bank, and finally the bank will complete the form electronically and submit it directly back to the auditor.

**STANDARD FORM TO CONFIRM ACCOUNT  
BALANCE INFORMATION WITH FINANCIAL INSTITUTIONS**

\_\_\_\_\_  
CUSTOMER NAME

Financial Institution's Name and Address [

] We have provided to our accountants the following information as of the close of business on \_\_\_\_\_, 20\_\_\_\_, regarding our deposit and loan balances. Please confirm the accuracy of the information, noting any exceptions to the information provided. If the balances have been left blank, please complete this form by furnishing the balance in the appropriate space below.\* Although we do not request nor expect you to conduct a comprehensive, detailed search of your records, if during the process of completing this confirmation additional information about other deposit and loan accounts we may have with you comes to your attention, please include such information below. Please use the enclosed envelope to return the form directly to our accountants.

1. At the close of business on the date listed above, our records indicated the following deposit balance(s):

ACCOUNT NAME	ACCOUNT NO.	INTEREST RATE	BALANCE*

2. We were directly liable to the financial institution for loans at the close of business on the date listed above as follows:

ACCOUNT NO./DESCRIPTION	BALANCE*	DATE DUE	INTEREST RATE	DATE THROUGH WHICH INTEREST IS PAID	DESCRIPTION OF COLLATERAL

\_\_\_\_\_  
(Customer's Authorized Signature)

\_\_\_\_\_  
(Date)

The information presented above by the customer is in agreement with our records. Although we have not conducted a comprehensive, detailed search of our records, no other deposit or loan accounts have come to our attention except as noted below.

\_\_\_\_\_  
(Financial Institution Authorized Signature)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Title)

EXCEPTIONS AND/OR COMMENTS

--

Please return this form directly to our accountants:

[ ]

\* Ordinarily, balances are intentionally left blank if they are not available at the time the form is prepared.

[ ]

.05 Request for Confirmation of Petty Cash Fund and Advances to Employees

[Prepared on Client's Letterhead]

[Date]

[Name]

[Address]

Our auditors [name and address of auditors] are conducting an audit of our financial statements. Accordingly, please confirm directly to our auditors the balance of the petty cash fund (or amount of advances) in your possession as of December 31, 20XX which was shown by our records as \$\_\_\_\_\_.

Please indicate in the following space provided whether the amount above agrees with your records. If not, please send the auditors any information you have that will help them reconcile the difference.

After signing and dating your reply, please return it directly to the auditors. A stamped, addressed envelope is enclosed for your convenience.

Sincerely,

[Client's Authorized Signature]

\_\_\_\_\_

The foregoing information is in agreement with my records as of December 31, 20XX, with the following exceptions (if any):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

**.06 Securities and Cash in Custodian or Trust Accounts**

**Notes:**

- a. This letter may be expanded, if necessary, to request cutoff statements of activity (principal and interest) in the accounts.
- b. Sometimes this request is combined with a request for cutoff bank statements and the standard form to confirm account balance information with financial institutions. However, it may be more practical to send separate letters because a bank’s commercial banking and trust departments are usually separate operations.
- c. The *Account No.* referenced should be the entity’s custodian or trustee’s account number.

[Prepared on Client’s Letterhead]

[Date]

[Name of Custodian or Trustee]

[Address]

Our auditors, [name and address of auditors] are conducting an audit of our financial statements. Accordingly, please confirm directly to our auditors the enclosed list of securities owned at [date] and the amount of principal and income of cash held by you at that date for each of the following accounts:

*[If a list is not obtained from the client, the auditor may complete the following for each account:*

<i>Name of Account</i>	<i>Account No.</i>	<i>Amount Held</i>
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

Please also indicate to the auditors whether or not to your knowledge any of the securities are pledged or otherwise encumbered.

Please mail your reply directly to the auditors. A stamped, addressed envelope is enclosed for your convenience.

Sincerely,

[Client’s Authorized Signature]

**.07 Securities Held by Brokers****Notes:**

- a. The request may be sent so it reaches the broker sufficiently in advance of the listing date for the broker to respond in a practical manner.
- b. It may be helpful to include the account number(s) used by the broker for the client's account(s).

[Prepared on Client's Letterhead]

[Date]

[Broker's Name]

[Address]

In connection with the audit of our financial statements, please send directly to our auditors [*name and address of auditors*], a statement of our account(s) with you as of [*date*], indicating the following information:

1. Securities held by you for our account
2. Securities out for transfer to our name
3. Any amounts payable to or due from us

Please mail your reply directly to the auditors. A stamped, addressed envelope is enclosed for your convenience.

Sincerely,

[Client's Authorized Signature]



**.08 Sample Receipts for Return of Cash or Securities Counted by Auditor's Representative and Cutoff Bank Statements Received Directly by the Auditors****Notes:**

- a. The auditor may request that receipt(s) be written and signed in *ink*.
- b. For counts of petty cash funds, the receipt may be written directly on the bottom of the petty cash-count working paper. For security counts and returns of cutoff bank statements, the receipt may be prepared as a separate working paper.

**Cash Count**

The above detailed items were counted in my presence and returned to me intact by [*individual's name*], representative of [*auditor's firm name*].

[*Date and Time*]

Custodian: \_\_\_\_\_  
[*Custodian's Signature*]

**Securities Count**

Received intact from [*individual's name*], representative of [*auditor's firm name*], the securities listed above contained in [Box \_\_\_\_\_] of the [*name of bank or custodian*] which were counted by him or her in my presence (or presented to him or her for count).

Date and Time: \_\_\_\_\_

Signed: \_\_\_\_\_  
Title: \_\_\_\_\_

**Cutoff Bank Statement(s)**

Received intact from [*individual's name*], representative of [*auditor's firm name*], the cutoff bank statements and related paid checks for the [*period date range*] for the accounts listed in the following space provided:

Date and Time: \_\_\_\_\_

Signed: \_\_\_\_\_  
Title: \_\_\_\_\_

.09 Accounts Receivable—Positive

[Prepared on Client's Letterhead]

[Date]

[Customer Name]

[Address]

In connection with the audit of our financial statements, please confirm directly to our auditors [name and address of auditors] the amount of your indebtedness to us which according to our records as of [date] amounted to \$\_\_\_\_\_.

If the amount shown is in agreement with your records, please check "A."

If the amount is not in agreement with your records, please check and complete "B."

After checking the appropriate response, please sign and date your reply and mail it directly to our auditors in the enclosed envelope. DO NOT SEND ANY PAYMENTS to our auditors.

Sincerely,

[Client's Authorized Signature]

A\_\_\_\_\_ The balance above agrees with my records.

B\_\_\_\_\_ My records show a balance of \$\_\_\_\_\_.

The difference may be due to the following:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
[Signed by]

\_\_\_\_\_  
[Date]

**.10 Accounts Receivable—Negative****Notes:**

- a. A negative confirmation request may also be requested in letter form, using similar wording.
- b. The auditor may consider sending confirmation requests at the time of the client's regular monthly billings. Coordination of confirmation procedures with the client's routine preparation and mailing of statements may offer efficiency to both the auditor and client.
- c. The auditor should not use negative confirmation requests as the sole substantive audit procedure to address an assessed risk of material misstatement at the assertion level, unless all of the following are present:
  - i. The auditor has assessed the risk of material misstatement as low and has obtained sufficient appropriate audit evidence regarding the operating effectiveness of controls relevant to the assertion.
  - ii. The population of items subject to negative confirmation procedures comprises a large number of small, homogeneous account balances, transactions, or conditions.
  - iii. A very low exception rate is expected.
  - iv. The auditor is not aware of circumstances or conditions that would cause recipients of negative confirmation requests to disregard such requests.

[May be a sticker or stamp used on client's statements to customers]

## PLEASE CHECK THIS STATEMENT

If this statement is *not correct* please write promptly (using the enclosed envelope), giving details of any differences, directly to our auditors, who are now conducting an audit of our financial statements.

[Name of auditors]

\_\_\_\_\_

[Address of auditors]

\_\_\_\_\_

\_\_\_\_\_

If you do not write to our auditors, they will consider this statement to be correct.

Remittances should NOT be sent to the auditors.

.11 Notes Receivable

[Prepared on Client's Letterhead]

[Date]

[Name]

[Address]

Our auditors [name and address of auditors] are performing an audit of our financial statements. Accordingly, please confirm directly to our auditors the amount of your indebtedness due us as of [date], which our records show as follows:

Type of indebtedness	_____
Initial date of indebtedness	_____
Original amount of indebtedness	_____
Unpaid principal	_____
Interest rate	_____
Interest paid to	_____
Periodic payments required	_____
Description of collateral	_____

If the above information is in agreement with your records, please so indicate by signing in the following space provided and then return the copy of this letter directly to our auditors in the enclosed envelope.

If the above is not in agreement with your records, please so note in the following space provided the particulars shown in your records along with any information that may help reconcile the difference from our records. Payments should not be sent to the auditors.

Sincerely,

[Client's Authorized Signature]

The above information is correct as of [date] with the following exceptions (if any):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

**.12 Inventories Held by Warehouses or Others When Listing Is Not Provided by Client**

[Prepared on Client's Letterhead]

[Date]

[Name of Warehouse]

[Address]

Our auditors [*name and address of auditors*] are conducting an audit of our financial statements. Accordingly, please send directly to our auditors the following information about merchandise held in your custody for our account as of [*date*]:

1. Quantities on hand. For each lot, please indicate the following:
  - a. Lot number (list each lot separately)
  - b. Date received
  - c. Kind of merchandise
  - d. Unit of measure or package
    - i. Number of units
    - ii. Kind of units (box, can, crate, quart, pound, dozen, or other unit)
2. A statement about how you determined the above requested quantities; specify whether they were determined by physical count, weight, or measure or if they represent your book record
3. A list of negotiable or nonnegotiable warehouse receipts issued (if any) and whether or not such receipts have, to your knowledge, been assigned or pledged
4. A statement of any known liens against this merchandise
5. The amount of unpaid charges, if any, as of [*date*]

Please mail your reply directly to the auditors. A stamped, addressed envelope is enclosed for your convenience

Sincerely,

[Client's Authorized Signature]

**.13 Inventories Held by Warehouses or Others When Listing Is Provided by Client**

[Prepared on Client's Letterhead]

[Date]

[Name of Warehouse]

[Address]

Our auditors [*name and address of auditors*] are conducting an audit of our financial statements. Accordingly, please confirm directly to our auditors the following information about the merchandise held by you for our account as of [*date*]:

1. The correctness of the quantities shown on the enclosed listing of such merchandise prepared from our records (a second copy is enclosed for your files). If the enclosed listing differs from the quantities you held for us as of [*date*], please include details of the specific differences in your response to our auditors.
2. Your statement on how you determined the correctness of the quantities you are confirming; please specify whether it was determined by physical count, weight or measure, or whether the quantities are from your records.
3. A list of negotiable or nonnegotiable warehouse receipts issued, if any, and whether or not such receipts have, to your knowledge, been assigned or pledged.
4. A statement of any known liens against these goods.
5. The amount of any unpaid charges as of [*date*].

Please mail your reply directly to [*name and address of auditors*]. A stamped, addressed envelope is enclosed for your convenience.

Sincerely,

[Client's Authorized Signature]

.14 Standard Confirmation Inquiry for Life Insurance Policies

STANDARD CONFIRMATION INQUIRY  
FOR LIFE INSURANCE POLICIES

LIFE INSURANCE STANDARD CONFIRMATION INQUIRY

Developed by American Institute of  
Certified Public Accountants  
Life Office Management Association  
and Million Dollar Round Table

RETURN [ ]  
TO:

Date:

Your completion of the following report will be sincerely appreciated. IF THE ANSWER TO ANY ITEM IS "NONE," PLEASE SO STATE. Use the enclosed envelope to return the original directly to our accountant (see name to left).

[ ]

Yours truly,

REPORT [ ]  
FROM

(Name of owner as shown on policy contract)

INSURANCE [ ]  
COMPANY

By \_\_\_\_\_  
Authorized Signature

Information requested as of: \_\_\_\_\_  
(Date)

	Policy #1	Policy #2	Policy #3
Additional forms available from AICPA-ORDER PO BOX 0946 NYC, NY 10108-0946	A. Policy Number		
	B. Insured-Name(s)		
	C. Beneficiaries as Shown on Policies (If Verification Requested in Item 11)		
1	Face Amount of Basic Policy		
2	Values Shown as of (Insert Date If Other Than Date Requested)		
3	Premiums, Including Prepaid Premiums, Are Paid to (Insert Date)		
4	Policy Surrender Value (Excluding Dividends, Additions & Indebtedness Adjustments)		
5	Surrender Value of All Dividend Credits, Including Accumulations & Additions		
6	Termination Dividend Currently Available on Surrender		
7	Other Surrender Values Available to Policy Owner	a. Prepaid Premium Value	
		b. Premium Deposit Funds	
		c. Other	
8	Outstanding Policy Loans, Excluding Accrued Interest		
9	If Any Policy Loans Exist, Complete Either "a" or "b"	a. Interest Accrued on Loans	
		b1. Loan Interest is Paid to (Enter Date)	
		b2. Interest Rate is (Enter Rate)	

NOTE: PLEASE ANSWER ANY ITEM(S) 10-12 INDICATED BY A (✓).

<input type="checkbox"/> 10	Is There an Assignee of Record? (Enter Yes or No)			
<input type="checkbox"/> 11	Is Beneficiary of Record as Shown in Item C. Above? (Enter Yes or No*)	*	*	*
<input type="checkbox"/> 12	Is the Name of Policy Owner (Subject to Any Assignment) as Shown on Top of Form: <input type="checkbox"/> Yes <input type="checkbox"/> No If No, Enter Name of Policy Owner of Record:			

\* If Answer to Item 11 is "No." Please Give Name of Beneficiary or Date of Last Beneficiary Change:

Yours truly, (Insurance Company)

ORIGINAL  
To be mailed to accountant

\_\_\_\_\_ Date

\_\_\_\_\_ Authorized Signature - Title

**.15 Pension Plan Actuarial Information**

*Note:* FASB ASC 715 provides reduced disclosure requirements for nonissuers. Part C of this letter assumes companies have elected the reduced disclosures allowed by that statement. FASB ASC 715-20-50-5 describes the reduced disclosure requirements. For companies not electing the reduced disclosures, information required for disclosure can be obtained from parts B and D of the letter.

[Prepared on Client's Letterhead]

[Date]

[Name of Actuary]

[Address]

In connection with the audit of our financial statements for the period ending [balance sheet date] by our independent auditors [name and address of auditors], please furnish them the information described as follows as it pertains to the XYZ Pension Plan, which is a defined benefit plan. For your convenience and in response to those requests, you may supply pertinent sections, properly signed and dated, of your actuarial or pension expense report if they are available and if they contain the requested information.

A. Please provide a brief description of the following:

1. The employee group covered.
2. The benefit provisions of the plan used in the calculation of the net periodic pension cost for the period and of the accumulated benefit obligation and the projected benefit obligation at the end of the period. Please identify any such benefit provisions that had not taken effect in the year. Please also provide the date of the most recent plan amendment included in your calculation. Please identify any participants or benefits excluded from the calculations, such as benefits guaranteed under an insurance or annuity contract.
3. The percentages of the plan's assets that are invested in debt securities, equity securities, real estate, and any additional classifications of investment. Please identify the target compositions, if any, for the aforementioned classifications of investment groups.
4. A narrative description of the plan's investment policies and strategies, and the basis used to determine the expected long term rate of return on plan assets.
5. The method and the amortization period, if any, used for the following:
  - a. Calculation of a market related value of plan assets, if different from the fair value
  - b. Amortization of any transition asset or obligation
  - c. Amortization of unrecognized prior service cost
  - d. Amortization of unrecognized net gain or loss
6. Any substantive commitments for benefits that exceed the benefits defined by the written plan that are included in the calculations.
7. Determination of the value of any insurance or annuity contracts included in the assets.
8. Nature and effect of significant plan amendments and other significant matters affecting comparability of net periodic pension cost, funded status, and other information for the current period with that for the prior period.



9. The following information relating to the employee census data used in calculating the benefit obligations and pension cost:

a. The source and nature of the data is \_\_\_\_\_ and the date as of which the census data was collected is \_\_\_\_\_.

b. The following information concerning participants:

<i>Participants</i>	<i>Number of Persons</i>	<i>Compensation (if applicable)</i>
Currently receiving payments	_____	_____
Active with vested benefits	_____	_____
Terminated with deferred vested benefits	_____	_____
Active without vested benefits	_____	_____
Other (describe)	_____	_____

*Note: If information is not available for all the above categories, please indicate the categories that have been grouped and describe any group or groups of participants excluded from the above information.*

c. Information for the following individuals contained in the census:

Participant's Name or Number	Age or Birth Date	Sex	Salary	Date Hired or Years of Service

*Note to Auditor: The auditor may select information from employer records to compare with the census data used by the actuary. In addition, the auditor may wish to have the actuary select certain census data from his or her files to compare with the employer's records.*

B. Please provide the following information on the net periodic pension cost for the period ending on \_\_\_\_\_:

1. Service cost	\$	_____
2. Interest cost		_____
3. Expected return on assets		_____
4. Other components		_____
a. Amortization of unrecognized net loss or (gain) from earlier periods		_____
b. Amortization of unrecognized prior service cost		_____
c. Amortization of the remaining unrecognized net obligation or (asset) existing at the date of the initial application of Financial Accounting Standards Board Accounting Standards Codification 715, Compensation—Retirement Benefits—transition obligation or (asset)		_____
d. Amount of loss (or gain) recognized due to a settlement or curtailment		_____
e. Net total of components (a+b+c+d)	\$	_____
5. Net periodic pension cost: (1+2-3+4e)	\$	_____

(continued)

6. The above measurement of the net periodic pension cost is based on the following assumptions:
- |   |       |   |
|---|-------|---|
| Weighted average discount rate                                    | _____ | % |
| Weighted average rate of compensation increase                    | _____ | % |
| Weighted average expected long term rate of return on plan assets | _____ | % |
- Please describe the basis on which the above rates were selected and whether the basis is consistent with the prior period.
- Please briefly describe the other assumptions used in the above measurement.
7. The calculations of the items shown in B1 and B5 are based on the following:
- |  |       |
|--|-------|
| Asset information  | _____ |
| Census data  | _____ |
| Measurement date (must not be more than three months before the end of the last fiscal year) | _____ |
- Please describe any adjustments made to project the census data forward to the measurement date or to project the results calculated at an earlier date to those shown in B1–B5.

C. Please provide the following information for disclosure in the financial statements for the period ending \_\_\_\_\_:

- |  | <i>Estimated</i> |
|--|------------------|
| 1. Projected benefit obligation  | \$ _____         |
| 2. Fair value of plan assets   | _____            |
| 3. Funded status of the plan (2-1)   | _____            |
| 4. Employer contributions to the plan  | _____            |
| 5. Participant contributions to the plan   | _____            |
| 6. Benefits paid   | _____            |
| 7. (Accrued) or prepaid pension cost in the company financial statements   | _____            |
| 8. The amount of any intangible asset or liability that is recognized may result in a temporary difference, as defined by Financial Accounting Standards Board (FASB) <i>Accounting Standards Codification</i> (ASC) 740, <i>Accounting for Income Taxes</i> . The deferred tax effects of any temporary differences shall be recognized in income tax expense or benefit for the year and shall be allocated to various financial statement components, including other comprehensive income, pursuant to FASB ASC 740. | _____            |
| 9. The amount of any accumulated other comprehensive income or liability that is recognized may result in a temporary difference, as defined by FASB ASC 740. The deferred tax effects of any temporary differences shall be recognized in income tax expense or benefit for the year and shall be allocated to various financial statement components, including other comprehensive income, pursuant to FASB ASC 740.  | _____            |
| 10. The amount included in other comprehensive income for the period arising from a change in the minimum pension liability recognized in accordance with FASB ASC 715, <i>Compensation—Retirement Benefits</i> .  | _____            |
| 11. The above amount of the projected benefit obligation is measured based on the following assumptions:   |                  |
| Weighted average discount rate   | _____ %          |
| Weighted average rate of compensation increase   | _____ %          |
- Please provide a brief description of the other assumptions used in the measurement.

*Estimated*

12. The calculation of the items shown in C1–C10 is based on the following:
- |  |       |
|--|-------|
| Asset information  | _____ |
| Census data  | _____ |
| Measurement date (must be not more than three months before the current fiscal year end) | _____ |
- Please describe any adjustments made to project the census data forward to the measurement date or to project the results calculated at an earlier date to those shown in C1–C10.
13. Please describe any significant events noted subsequent to the current year's measurement date and as of the date of your reply to this request and the effects of those events, such as a large plant closing, which could materially affect the amounts shown in C1–C10.
14. Please describe any significant transactions between the employer or related parties and the plan during the period, including, if applicable, the amounts and types of securities of the employer and related parties included in plan assets and the amount of future annual benefits covered by insurance contracts issued by the employer or related parties.
- D. Please provide an analysis for the period showing beginning amounts, additions, reductions, and ending amounts of the
1. projected benefit obligation,
  2. fair value of plan assets,
  3. unrecognized prior service cost,
  4. unrecognized net loss (gain),
  5. net transition obligation (asset), and
  6. accumulated benefit obligation (ending amount only).
- E. Please provide our independent auditors with descriptions and the amounts of gains or losses from combinations, divestitures, settlements, curtailments, or termination benefits during the year, such as
1. purchases of annuity contracts,
  2. lump sum cash payments to plan participants,
  3. other irrevocable actions that relieved the company or the plan of primary responsibility for a pension obligation and eliminated significant risks related to the obligation and assets,
  4. any events that significantly reduced the expected years of future service of employees,
  5. any events that eliminated for a significant number of employees the accrual of defined benefits for some or all of their future service, or
  6. any special or contractual termination benefits offered to employees.
- F. Please provide the amounts of anticipated cash payments for benefits for each of the next 5 years, as well as the expected aggregate amount of benefit payments for the subsequent 5 year period (years 6–10).
- G. Was all of the information above determined in accordance with Financial Accounting Standards Board *Accounting Standards Codification* 715 and the American Academy of Actuaries', *An Actuary's Guide to Compliance with Statement of Financial Accounting Standards No. 87* to the best of your knowledge? If not, please describe any differences.
- H. Describe the nature of your relationship, if any, with the plan or the plan sponsor that may impair or appear to impair the objectivity of your work.

Please mail your response directly to *[audit firm's name and address]* in the enclosed return envelope as soon as possible, but no later than *[date]*.

Sincerely,

*[Client's Authorized Signature]*

**.16 Pension Plan Assets Held by Trustee**

*Note:* A listing of the assets might not be requested if one had already been received by the client. In that case, the auditor might want the trustee to confirm the total fair value per the listing.

[Prepared on Client's Letterhead]

[Date]

[Name of Trustee or Custodian]

[Address]

Our auditors [*name and address of auditor*] are conducting an audit of our financial statements. Accordingly, please provide our auditors directly with a listing of the assets including fair values as of [*date*] for our employees' pension trust [*title and trustee's account number*].

Please also provide the auditors with the following information about our employees' pension trust for the period from [*beginning of period*] to [*end of period*]:

1. Contributions by the Company during the above period
2. Contributions by employees during the above period
3. Payments to beneficiaries during the above period
4. Any unpaid fees due for services rendered to [*balance sheet date*]

Please send your reply directly to our auditors. A stamped, addressed envelope is enclosed for your convenience.

Sincerely,

[Client's Authorized Signature]

.17 Notes Payable

[Prepared on Client's Letterhead]

[Date]

[Name]

[Address]

Our auditors [name and address of auditors] are conducting an audit of our financial statements.

Accordingly, please confirm directly to them the following information relating to our note(s) payable to you, as of [date]:

Date of note	_____	
Original amount	\$ _____	
Unpaid principal		
Balance	\$ _____	
Periodic payments required	\$ _____	
Payment periods	_____	
Maturity date	_____	
Interest rate	_____	%
Date to which interest has been paid	_____	
Amount and description of collateral	_____	
Description of terms (for example, demand provisions and prepayment penalties)	_____	
Any other direct or contingent liabilities to you (please write "None" or provide description)	_____	

If the above information is in agreement with your records at that date, please so indicate by signing in the following space provided and return the copy of this letter directly to our auditors in the enclosed envelope.

If the above is not in agreement with your records, please note in the following space provided the particulars shown in your records and any information that may help reconcile the difference from our records.

Sincerely,

[Client's Authorized Signature]

\_\_\_\_\_

The above information is correct as of [date] with the following exceptions (if any):

\_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

**.18 Mortgage Debt**

*Note:* Many of the items requested will vary with the circumstance of the particular mortgage or other debt involved. This sample assumes the indenture involves an escrow arrangement for insurance and real estate taxes and a deposit account for repairs.

[Prepared on Client's Letterhead]

[Date]

[Name of Creditor or Trustee]

[Address]

Our auditors [*name and address of auditors*] are conducting an audit of our financial statements. Accordingly, please confirm directly to our auditors the following information about our mortgage indebtedness to you as of [*date*]:

- |     |  |    |       |   |
|-----|--|----|-------|---|
| 1.  | Original amount  | \$ | _____ |   |
| 2.  | Date of note   |    | _____ |   |
| 3.  | Unpaid principal balance   | \$ | _____ |   |
| 4.  | Interest rate  |    | _____ | % |
| 5.  | Terms for payment of principal   |    | _____ |   |
| 6.  | Date to which interest has been paid   |    | _____ |   |
| 7.  | Nature of mortgage and description or address of property mortgaged            |    | _____ |   |
| 8.  | Amounts on deposit with you in escrow for                                      |    |       |   |
|     | a. insurance   | \$ | _____ |   |
|     | b. real estate taxes   | \$ | _____ |   |
| 9.  | Amounts paid during the period [ <i>dates from and to</i> ] for                |    |       |   |
|     | a. insurance   | \$ | _____ |   |
|     | b. taxes   | \$ | _____ |   |
| 10. | Amounts on deposit with you for the reserve for repairs                        | \$ | _____ |   |
| 11. | The nature of defaults, if any   |    | _____ |   |
| 12. | Description of terms (for example, prepayment penalties and demand provisions) |    | _____ |   |

A return envelope is enclosed for your reply.

Sincerely,

[Client's Authorized Signature]

.19 Accounts Payable

[Prepared on Client's Letterhead]

[Date]

[Name]

[Address]

In connection with the audit of our financial statements, please confirm directly to our auditors [name and address of auditors], the amount of our liability to you as of [date]. Please attach a statement of our account due. If no balance is due, please attach a statement of our account showing payments made.

Please mail your reply directly to [name of auditors]. A stamped, addressed envelope is enclosed for your convenience.

Sincerely,

[Client's Authorized Signature]

---

Our records indicate that a balance of \$\_\_\_\_\_ was from [name of client] at [date].

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_



**.20 Obligation to Lessor**

[Prepared on Client's Letterhead]

[Date]

[Name of Lessor]

[Address]

Our auditors [*name and address of auditors*] are conducting an audit of our financial statements as of [*balance sheet date*] and for the [*time period*] then ended. In connection with this audit, please provide directly to our auditors the following information as of [*balance sheet date*] regarding the lease dated [*date lease was executed*] of [*brief identification of property under lease*] that we are leasing from you:

1. Inception and expiration dates for the lease period, from \_\_\_\_\_ to \_\_\_\_\_
2. Amount of monthly rent \_\_\_\_\_
3. Renewal options (if any):
  - a. Dates of renewal period, from \_\_\_\_\_ to \_\_\_\_\_
  - b. Amount of monthly rent for renewal \_\_\_\_\_
4. Purchase options (if any):
  - a. Amount of purchase price \_\_\_\_\_
  - b. Inception and expiration dates of option, from \_\_\_\_\_ to \_\_\_\_\_
  - c. Percent of monthly rent (if any) applicable towards purchase price \_\_\_\_\_
5. Dates and descriptions of amendments or supplementary understandings, if any, to the lease mentioned above.
6. The amount of outstanding delinquent payments, if any
7. A statement that there are no defaults or a statement of the nature of defaults, if any

A return envelope is enclosed for your reply.

Sincerely,

[Client's Authorized Signature]

**.21 Property Out on Lease****Notes:**

- a. If the leased property is of a mobile or portable nature such as a bulldozer or television camera, the confirmation may also include a request for specific serial numbers of significant equipment.
- b. In certain circumstances, the auditor may wish to consider confirming additional information such as renewal options, purchase options, and amendments or supplementary understandings.

[Prepared on Client's Letterhead]

[Date]

[Name of Lessee]

[Address]

Our auditors [*name and address of auditors*] are conducting an audit of our financial statements as of [*balance sheet date*] and for the [*time period*] then ended. In connection with this audit, please confirm directly to our auditors the following information regarding the lease dated [*execution date of lease*] of [*brief identification of property under lease*] that you are leasing from us:

1. Inception and expiration dates of lease period from \_\_\_\_\_ to \_\_\_\_\_
2. Amount of monthly rent \_\_\_\_\_
3. Total rent payments made \_\_\_\_\_
4. Date of last payment \_\_\_\_\_

A return envelope is enclosed for your reply.

Sincerely,

[Client's Authorized Signature]

**.22 Register—Capital Stock**

**Notes:**

- a. It may be helpful to include the registrar’s account number for the client’s account to receive a timely response.
- b. Some auditors prefer that the confirmation request include identification of each class of stock.
- c. This illustration assumes the client has a separate transfer agent (see paragraph .23).

[Prepared on Client’s Letterhead]

[Date]

[Name of Registrar]

[Address]

Our auditors [*name and address of auditors*] are conducting an audit of our financial statements. Accordingly, please confirm directly to our auditors the following information as of the close of business [*balance sheet date*] about each class of our preferred and common stock:

1. Authorized number of shares \_\_\_\_\_
2. Issued number of shares \_\_\_\_\_
3. Outstanding number of shares \_\_\_\_\_

Please also indicate the amount of any unpaid registrar fees due you as of [*balance sheet date*].

A return envelope is enclosed for your convenience.

Sincerely,

[Client’s Authorized Signature]

The above information agrees with our records at [*balance sheet date*] with the following exceptions:

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Signed: \_\_\_\_\_

[Name and Title]

Date: \_\_\_\_\_

**.23 Transfer Agent—Capital Stock****Notes:**

- a. It may be helpful to include the transfer agent's account number for the client's account to receive a timely response.
- b. Some auditors prefer that the confirmation request include identification of each class of stock.
- c. Depending on the auditor's judgment in the circumstances, the confirmation request may also include inquiries about such matters as
  - i. the number of shares issued to each of specifically mentioned officers and directors,
  - ii. specified information about shareholders owning more than a stated percent of the total outstanding shares, and
  - iii. amounts deposited during the year for the payment of dividends.

[Prepared on Client's Letterhead]

[Date]

[Name of Transfer Agent]

[Address]

Our auditors [*name and address of auditors*] are conducting an audit of our financial statements. Accordingly, please confirm directly to our auditors the following information as of [*balance sheet date*] about each class of our preferred and common stock:

1. Authorized number of shares \_\_\_\_\_
2. Number of shares issued and outstanding \_\_\_\_\_
3. Number of outstanding shares registered in the name of our Company \_\_\_\_\_

Please also indicate the amount of any unpaid transfer agent fees due you as of [*balance sheet date*].

A return envelope is enclosed for your convenience.

Sincerely,

[Client's Authorized Signature]

The above information agrees with our records at [*balance sheet date*] with the following exceptions:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Signed: \_\_\_\_\_

[Name and Title]

Date: \_\_\_\_\_

**.24 Request for Confirmation of Money Market Fund**

[Prepared on Client's Letterhead]

[Date]

[Name]

[Address]

Our auditors [*name and address of auditors*] are conducting an audit of our financial statements. Accordingly, please confirm directly to our auditors the balance of our money market fund account(s) as of [*date*].

Please indicate in the following space provided the account number(s) and balance(s) of our account(s) per your records.

Please sign and date your reply and return it directly to the auditors. A stamped, self-addressed envelope is enclosed for your convenience.

Sincerely,

[Client's Authorized Signature]

<i>Account No.</i>	<i>Date</i>	<i>Balance</i>

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

**.25 Confirmation of Contingent Liabilities**

*Note:* In accordance with paragraph .07c of AU-C section 505, the auditor should determine that the request is properly addressed to the appropriate confirming party. The appropriate confirming party may be a financial institution official who is responsible for the financial institution’s relationship with the client or is knowledgeable about the transactions or arrangements. Some official institutions centralize this function by assigning responsibility for responding to confirmation requests to a separate function.

[Date]

Financial Institution Official

First United Bank

Anytown, USA 00000

In connection with an audit of the financial statements of [name of customer] as of [balance sheet date] and for the [period] then ended, we have advised our independent auditors of the following listed information, which we believe is a complete and accurate description of our contingent liabilities, including oral and written guarantees, with your financial institution. Although we do not request nor expect you to conduct a comprehensive, detailed search of your records, if during the process of completing this confirmation additional information about other contingent liabilities, including oral and written guarantees, from your financial institution comes to your attention, please include such information in the following space provided.

Name of Maker	Date of Note	Due Date	Current Balance
Interest Rate	Date Through Which Interest is Paid	Description of Collateral	Description of Purpose of Note

Information related to oral and written guarantees is as follows:

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Please confirm whether the information about contingent liabilities presented above is correct by providing a signature below and returning this directly to our independent auditors [name and address of CPA firm].

Sincerely,

[Name of Customer]

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By: \_\_\_\_\_

[Authorized Signature]

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Dear CPA Firm:

The above information listing contingent liabilities, including oral and written guarantees, agrees with the records of this financial institution. Although we have not conducted a comprehensive, detailed search of our records, no information about other contingent liabilities, including oral and written guarantees, came to our attention. (Note exceptions below or in an attached letter.)

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[Name of Financial Institution]

By:

\_\_\_\_\_

[Officer]

\_\_\_\_\_

[Date]

\_\_\_\_\_

[Title]

**.26 Confirmation of Compensating Balances**

**Note:** In accordance with paragraph .07c of AU-C section 505, the auditor should determine that the request is properly addressed to the appropriate confirming party. The appropriate confirming party may be a financial institution official who is responsible for the financial institution's relationship with the client or is knowledgeable about the transactions or arrangements. Some official institutions centralize this function by assigning responsibility for responding to confirmation requests to a separate function.

[Date]

Financial Institution Official

First United Bank

Anytown, USA 00000

Dear Financial Institution Official:

In connection with an audit of the financial statements of [name of customer] as of [balance sheet date] and for the [period] then ended, we have advised our independent auditors that as of the close of business on [balance sheet date] there (were) (were not) compensating balance arrangements as described in our agreement dated [date]. Although we do not request nor expect you to conduct a comprehensive, detailed search of your records, if during the process of completing this confirmation additional information about other compensating balance arrangements between [name of customer] and your financial institution comes to your attention, please include such information below. Withdrawal by [name of customer] of the compensating balance (was) (was not) legally restricted at [date]. The terms of the compensating arrangements at [date] were:

**EXAMPLES:**

1. The Company has been expected to maintain an average compensating balance of 20 percent of its average loan understanding, as determined from the financial institution's ledger records adjusted for estimated average uncollected funds.
2. The Company has been expected to maintain an average compensating balance of \$100,000 during the year, as determined from the financial institution's ledger records without adjustment for uncollected funds.
3. The Company has been expected to maintain a compensating balance, as determined from the financial institution's ledger records without adjustment for uncollected funds, of 15 percent of its outstanding loans plus 10 percent of its unused line of credit.
4. The Company has been expected to maintain as a compensating balance noninterest bearing time deposits of 10 percent of its outstanding loans.

In determining compliance with compensating balance arrangements, the Company uses a factor for uncollected funds of \_\_\_\_ [business calendar] days.<sup>1</sup>

There (were the following) (were no) changes in the compensating balance arrangements during the [period] and subsequently through the date of this letter.

---

<sup>1</sup> This is not applicable if compensating balances are based on the financial institution's ledger records without adjustment for uncollected funds. If some other method is used by the financial institution for determining collected funds for compensating balance purposes, the method used may be described.



The Company (was) (was not) in compliance with the compensating balance arrangements during the [period] and subsequently through the date of this letter.

There (were the following) (were no) sanctions (applied or imminent) by the financial institution because of noncompliance with compensating balance arrangements.<sup>2</sup>

During the [period], and subsequently through the date of this letter, (no) (the following) compensating balances were maintained by the Company at the financial institution on behalf of an affiliate, director, officer, or any other third party, and (no) (the following) third party maintained compensating balances at the bank on behalf of the Company. (Withdrawal of such compensating balances (was) (was not) legally restricted.)

Please confirm whether the information about compensating balances presented above is correct by signing in the following space provided and returning this letter directly to our independent auditors [name and address of CPA Firm].

Sincerely,

[Name of Customer]

\_\_\_\_\_

By: \_\_\_\_\_

[Authorized Signature]

\_\_\_\_\_

Dear CPA Firm:

The above information regarding the compensating balance arrangements with this financial institution agrees with the records of this financial institution. Although we have not conducted a comprehensive, detailed search of our records, no information about other compensating balance arrangements, came to our attention. (Note exceptions in the following space provided or in an attached letter.)

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
 [Name of Financial Institution]

By: \_\_\_\_\_

[Officer]

\_\_\_\_\_  
 [Date]

\_\_\_\_\_  
 [Title]

<sup>2</sup> This is applicable only if the financial institution has applied sanctions during the [period] or notified the Company that sanctions may be applied. The confirmation request may indicate details of the sanctions.

**.27 Confirmation of Lines of Credit**

**Note:** In accordance with paragraph .07c of AU-C section 505, the auditor should determine that the request is properly addressed to the appropriate confirming party. The appropriate confirming party may be a financial institution official who is responsible for the financial institution's relationship with the client or is knowledgeable about the transactions or arrangements. Some official institutions centralize this function by assigning responsibility for responding to confirmation requests to a separate function.

[Date]

Financial Institution Official

First United Bank

Anytown, USA 00000

Dear Financial Institution Official:

In connection with an audit of the financial statements of [name of client] as of [balance sheet date] and for the [period] then ended, we have advised our independent auditors of the following information that we believe is a complete and accurate description of our line of credit from your financial institution as of the close of business on [balance sheet date]. Although we do not request nor expect you to conduct a comprehensive, detailed search of your records, if during the process of completing this confirmation additional information about other lines of credit from your financial institution comes to your attention, please include such information in the following space provided.

The Company has available at the financial institution a line of credit totaling \$[amount]. The current terms of the line of credit are contained in the letter dated [date]. The related debt outstanding at the close of business on [date] was \$[amount].

The amount of unused line of credit, subject to the terms of the related letter, at [date] was \$[amount].

Interest rate at the close of business on [date] was \_\_\_\_\_ percent.

Compensating balance arrangements are:

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This line of credit supports commercial paper (or other borrowing arrangements) as described in the following space provided:

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Please confirm whether the information about lines of credit presented above is correct by signing in the following space provided and returning this letter directly to our independent auditors [*name and address of CPA Firm*].

Sincerely,

[*Name of Client*]

\_\_\_\_\_

By: \_\_\_\_\_

[*Authorized Signature*]

\_\_\_\_\_

Dear CPA Firm:

The above information regarding the line of credit arrangements agrees with the records of this financial institution. Although we have not conducted a comprehensive, detailed search of our records, no information about other lines of credit came to our attention. (Note exceptions in the following space provided or in an attached letter.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
[*Name of Financial Institution*]

By: \_\_\_\_\_

[*Officer*]

\_\_\_\_\_

[*Date*]

\_\_\_\_\_  
[*Title*]

**.28 Related Party Confirmation**

In certain situations, the auditor may want to confirm the existence of related parties with directors, principal officers, major shareholders, or others. The following is an illustrative related party confirmation letter that an auditor may use when the auditor determines to obtain additional audit evidence regarding the existence of related parties or related party transactions.

[Date]

[Name of Director, Principal Officer, or Major Stockholder]

[Address]

Dear [Name]:

In connection with an audit of our financial statements, please furnish answers to the attached questionnaire, sign your name, and return the questionnaire in the enclosed stamped, addressed envelope directly to our auditors [name and address of auditors]. The questionnaire is designed to provide the auditors with information about the interests of officers, directors, and other related parties in transactions with the Company.

Please answer all questions. If the answer to any question is "yes," please explain why it is so. Certain terms used in the questions are defined at the end of the questionnaire. Please read the definitions carefully before answering the questions. Thank you for your cooperation.

Sincerely,

---

[Client's Authorized Signature]

---

[Title]

[Client Name]

**Related Party Questionnaire**

Please answer all questions. If the answer to any question is "yes," please explain why it is so. Certain terms used in the questions are defined at the end of the questionnaire. Please read the definitions carefully before answering the questions.

1. Have you or any related party of yours had any interest, direct or indirect, in any sales, purchases, transfers, leasing arrangements, guarantees, or other transactions since [beginning of period of audit] to which the Company (or specify any pension, retirement, savings, or similar plan provided by the client) was, or is to be, a party?
2. Do you or any related party of yours have any interest, direct or indirect, in any pending or incomplete sales, purchases, transfers, leasing arrangements, guarantees or other transactions to which the Company (or specify any pension, retirement, savings, or similar plan provided by the client) is, or is to be, a party?
3. Have you or any related party of yours been indebted to the Company (or specify any pension, retirement, savings, or similar plan provided by the client) at any time since [beginning of period of audit]? Please exclude amounts due for purchases on usual trade terms and for ordinary travel and expense advances.

The answers to the foregoing questions are correct to the best of my knowledge and belief.

---

[Signature]

---

[Date]

**.29 Safe Deposit Box Access Confirmation**

[Date]

[Name]

[Address]

Our auditors [*name and address of auditors*], are conducting an audit of our financial statements. Accordingly, please confirm there has been no access to our safe deposit box number \_\_\_\_\_ between \_\_\_\_\_ and \_\_\_\_\_ o'clock.

Please indicate in the following space provided if the previous statement is in agreement with your records. If it is not, please furnish the auditors any details concerning access to our safe deposit box during the period indicated.

After signing and dating your reply, please mail it directly to our auditors in the enclosed envelope.

Sincerely,

[Client's Authorized Signature]

According to our records, there has been no access to the above described safe deposit box during the period specified, except as follows:

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Signed: \_\_\_\_\_

Date: \_\_\_\_\_

[Name and Title]

.30 Insurance In Force Confirmation Request

[Date]

[Name]

[Address]

Our auditors, [name and address of auditors], are conducting an audit of our financial statements. In that connection, please confirm the details of our insurance coverage in force at \_\_\_\_\_ [balance sheet date] as described in the following space provided:

Policy number	_____	_____
Insurance company	_____	_____
Type of coverage	_____	_____
Amount of coverage	_____	_____
Co-insurance, if any	_____	_____
Term of policy	_____	_____
Gross premium	_____	_____
Amount of unpaid premiums	_____	_____
Loss payees, if other than us	_____	_____
Claims pending at _____ [date]	_____	_____

Please compare this information with your records and inform our auditors, in the following space, if it is or is not in agreement with your records. After signing and dating your reply, please mail it directly to our auditors in the enclosed envelope.

Sincerely,

\_\_\_\_\_

[Client's Authorized Signature]

The above information agrees with our records at \_\_\_\_\_ [balance sheet date] with the following exceptions:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

[Name and Title]

## AAM Section 7300

# *Litigation, Claims, and Assessments and Inquiries to Legal Counsel*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 501, *Audit Evidence—Specific Considerations for Selected Items*
- AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor’s Report*

Other authoritative guidance referenced in this section:

- FASB *Accounting Standards Codification (ASC) 450, Contingencies*

### Litigation, Claims, and Assessments

.01 The auditor should design and perform audit procedures to identify litigation, claims, and assessments involving the entity that may give rise to a risk of material misstatement, including

- inquiring of management and, when applicable, others within the entity, including in-house legal counsel;
- obtaining from management a description and evaluation of litigation, claims, and assessments that existed at the date of the financial statements being reported on and during the period from the date of the financial statements to the date the information is furnished, including an identification of those matters referred to legal counsel; and
- reviewing minutes of meetings of those charged with governance; documents obtained from management concerning litigation, claims, and assessments; and correspondence between the entity and its external legal counsel; and
- reviewing legal expense accounts and invoices from external legal counsel.

.02 For actual or potential litigation, claims, and assessments identified based on the audit procedures required in paragraph .16 of AU-C section 501, the auditor should obtain audit evidence relevant to the following factors:

- The period in which the underlying cause for legal action occurred
- The degree of probability of an unfavorable outcome
- The amount or range of potential loss

.03 Additional guidance regarding the completeness of litigation, claims, and assessments involving the entity is provided in paragraphs .A39–.A45 of AU-C section 501.

.04 Direct communication with the entity’s legal counsel assists the auditor in obtaining sufficient appropriate audit evidence about whether potentially material litigation, claims, and assessments are known and management’s estimates of the financial implications, including costs, are reasonable.

.05 If a client has not needed to retain legal counsel, the auditor may express an unqualified opinion on the financial statements even though he or she has not obtained a letter from legal counsel of the company.

In these circumstances, the auditor may consider obtaining written representation from the company that legal counsel has not been retained for matters concerning business operations that may involve current or prospective litigation. Paragraphs .16 and .A45 of AU-C section 501 provide requirements and guidance for auditors when the client has not retained legal counsel during the period under audit.

## Communication With the Entity's Legal Counsel

.06 Unless the audit procedures required by paragraph .16 of AU-C section 501 (discussed in paragraph .01 of this section) indicate that no actual or potential litigation, claims, or assessments that may give rise to a risk of material misstatement exist, the auditor should, in addition to the procedures required by other AU-C sections, seek direct communication with the entity's external legal counsel. The auditor should do so through a letter of inquiry prepared by management and sent by the auditor requesting the entity's external legal counsel to communicate directly with the auditor.

.07 In certain circumstances, the auditor also may judge it necessary to meet with the entity's legal counsel to discuss the likely outcome of the litigation or claims. This may be the case, for example, when

- the auditor determines that the matter is a significant risk.
- the matter is complex.
- a disagreement exists between management and the entity's external legal counsel.

Ordinarily, such meetings require management's permission and are held with a representative of management in attendance.

.08 In addition to the direct communications with the entity's external legal counsel referred to in paragraph .18 of AU-C section 501 (discussed in paragraph .06 of this section), the auditor should, in cases when the entity's in-house legal counsel has the responsibility for the entity's litigation, claims, and assessments, seek direct communication with the entity's in-house legal counsel through a letter of inquiry similar to the letter referred to in paragraph .18 of AU-C section 501. Audit evidence obtained from in-house legal counsel in this manner is not, however, a substitute for the auditor seeking direct communication with the entity's external legal counsel, as described in paragraph .18 of AU-C section 501.

.09 The auditor should document the basis for any determination not to seek direct communication with the entity's legal counsel, as required by paragraphs .18–.19 of AU-C section 501 (see preceding paragraphs .06 and .08, respectively).

.10 The auditor should request management to authorize the entity's legal counsel to discuss applicable matters with the auditor.

.11 A letter of inquiry to the entity's legal counsel is the auditor's primary means of obtaining corroboration of the information provided by management concerning material litigation, claims, and assessments. Audit evidence obtained from the entity's in-house general counsel or legal department may provide the auditor with the necessary corroboration.

.12 As described in paragraphs .18–.19 of AU-C section 501 (see preceding paragraphs .06 and .08, respectively), the auditor should request, through letter(s) of inquiry, the entity's legal counsel to inform the auditor of any litigation, claims, assessments, and unasserted claims that the counsel is aware of, together with an assessment of the outcome of the litigation, claims, and assessments, and an estimate of the financial implications, including costs involved. Each letter of inquiry should include, but not be limited to, the following matters:

- a. Identification of the entity, including subsidiaries, and the date of the audit
- b. A list prepared by management (or a request by management that the legal counsel prepare a list) that describes and evaluates pending or threatened litigation, claims, and assessments with respect



to which the legal counsel has been engaged and to which the legal counsel has devoted substantive attention on behalf of the company in the form of legal consultation or representation

- c. A list prepared by management that describes and evaluates unasserted claims and assessments that management considers to be probable of assertion and that, if asserted, would have at least a reasonable possibility of an unfavorable outcome with respect to which the legal counsel has been engaged and to which the legal counsel has devoted substantive attention on behalf of the entity in the form of legal consultation or representation
- d. Regarding each matter listed in item *b*, a request that the legal counsel either provide the following information or comment on those matters on which the legal counsel's views may differ from those stated by management, as appropriate:
  - i. A description of the nature of the matter, the progress of the case to date, and the action that the entity intends to take (for example, to contest the matter vigorously or to seek an out-of-court settlement)
  - ii. An evaluation of the likelihood of an unfavorable outcome and an estimate, if one can be made, of the amount or range of potential loss
  - iii. With respect to a list prepared by management (or by the legal counsel at management's request), an identification of the omission of any pending or threatened litigation, claims, and assessments or a statement that the list of such matters is complete
- e. Regarding each matter listed in item *c*, a request that the legal counsel comment on those matters on which the legal counsel's views concerning the description or evaluation of the matter may differ from those stated by management
- f. A statement that management understands that whenever, in the course of performing legal services for the entity with respect to a matter recognized to involve an unasserted possible claim or assessment that may call for financial statement disclosure, the legal counsel has formed a professional conclusion that the entity should disclose or consider disclosure concerning such possible claim or assessment, the legal counsel, as a matter of professional responsibility to the entity, will so advise the entity and will consult with the entity concerning the question of such disclosure and the requirements of the applicable financial reporting framework (for example, the requirements of FASB ASC 450)
- g. A request that the legal counsel confirm whether the understanding described in item *f* is correct
- h. A request that the legal counsel specifically identify the nature of, and reasons for, any limitation on the response
- i. A request that the legal counsel specify the effective date of the response

.13 When the auditor is aware that an entity has changed legal counsel or that the legal counsel previously engaged by the entity has resigned, the auditor should consider making inquiries of management or others about the reasons such legal counsel is no longer associated with the entity.

.14 The auditor should modify the opinion in the auditor's report, in accordance with AU-C section 705, if

- the entity's legal counsel refuses to respond appropriately to the letter of inquiry and the auditor is unable to obtain sufficient appropriate audit evidence by performing alternative audit procedures or
- management refuses to give the auditor permission to communicate or meet with the entity's external legal counsel.

.15 Additional guidance regarding communication with the entity's legal counsel is provided in paragraphs .A46-.A65 of AU-C section 501. Illustrative audit inquiry letters to legal counsel are provided in the following paragraphs.

**.16 Illustrative Audit Inquiry Letter to Legal Counsel****Notes:**

- a. The "Illustrative Audit Inquiry Letter to Legal Counsel" was extracted from the appendix, "Illustrative Audit Inquiry Letter to Legal Counsel," to AU-C section 501.
- b. Paragraph .22 of AU-C section 501 discusses the matters that should be covered in a letter of audit inquiry.
- c. Although it may be beneficial to send the audit inquiry letter to legal counsel so that the lawyer's response is dated as close to the auditor's report date as practical, the auditor and client may consider early mailing of a draft inquiry as a convenience for the lawyer in preparing a timely response.

[Prepared on Client's Letterhead]

[Date]

[Name of Lawyer]

[Address of Lawyer]

Dear [Name]:

In connection with an audit of our financial statements at (*balance sheet date*) and for the (*period*) then ended, management of the Company has prepared, and furnished to our auditors (*name and address of auditors*), a description and evaluation of certain contingencies, including those set forth below involving matters with respect to which you have been engaged and to which you have devoted substantive attention on behalf of the Company in the form of legal consultation or representation. These contingencies are regarded by management of the Company as material for this purpose (management may indicate a materiality limit if an understanding has been reached with the auditor). Your response should include matters that existed at (*balance sheet date*) and during the period from that date to the date of your response.

**Pending or Threatened Litigation (Excluding Unasserted Claims)**

[Ordinarily the information would include the following: (1) the nature of the litigation, (2) the progress of the case to date, (3) how management is responding or intends to respond to the litigation (for example, to contest the case vigorously or to seek an out-of-court settlement), and (4) an evaluation of the likelihood of an unfavorable outcome and an estimate, if one can be made, of the amount or range of potential loss.] This letter will serve as our consent for you to furnish to our auditor all the information requested herein. Accordingly, please furnish to our auditors such explanation, if any, that you consider necessary to supplement the foregoing information, including an explanation of those matters as to which your views may differ from those stated and an identification of the omission of any pending or threatened litigation, claims, and assessments or a statement that the list of such matters is complete.

**Unasserted Claims and Assessments (Considered by Management to be Probable of Assertion, and That, if Asserted, Would Have at Least a Reasonable Possibility of an Unfavorable Outcome)**

[Ordinarily management's information would include the following: (1) the nature of the matter, (2) how management intends to respond if the claim is asserted, and (3) an evaluation of the likelihood of an unfavorable outcome and an estimate, if one can be made, of the amount or range of potential loss.] Please furnish to our auditors such explanation, if any, that you consider necessary to supplement the foregoing information, including an explanation of those matters as to which your views may differ from those stated.

We understand that whenever, in the course of performing legal services for us with respect to a matter recognized to involve an unasserted possible claim or assessment that may call for financial statement disclosure, if you have formed a professional conclusion that we should disclose or consider disclosure concerning such possible claim or assessment, as a matter of professional responsibility to us, you will so advise us and will

consult with us concerning the question of such disclosure and the applicable requirements of Financial Accounting Standards Board *Accounting Standards Codification* 450, *Contingencies*. Please specifically confirm to our auditors that our understanding is correct.

Please specifically identify the nature of and reasons for any limitation on your response.

*[The auditor may request the client to inquire about additional matters, for example, unpaid or unbilled charges or specified information on certain contractually assumed obligations of the company, such as guarantees of indebtedness of others.]*

Sincerely,

*[Authorized Signature for Client]*

**.17 Illustrative Inquiry Letter to Legal Counsel If Management Has Not Provided Details About Pending or Threatened Litigation****Notes:**

- a. Paragraph .22 of AU-C section 501 discusses the matters that should be covered in a letter of audit inquiry.
- b. If a client has not needed to retain legal counsel, an unqualified opinion may be expressed on the financial statements even though a letter from legal counsel has not been obtained provided that the requirements in AU-C section 700 have been met. In these circumstances, the auditor may consider obtaining a written representation from the company that legal counsel has not been retained for matters concerning its operations that involve current or prospective litigation. Paragraph .A45 of AU-C section 501 provides guidance for auditors when the client has not retained legal counsel during the period under audit.
- c. Although it may be beneficial to send the audit inquiry letter to legal counsel so that the lawyer's response is dated as close to the auditor's report date as practical, the auditor and client may consider early mailing of a draft inquiry as a convenience for the lawyer in preparing a timely response.

[Prepared on Client's Letterhead]

[Date]

[Name of Lawyer]

[Address of Lawyer]

Dear [Name]:

In connection with an audit of our financial statements at [balance sheet date] and for the [period] then ended, please furnish our auditors [name and address of auditors], with the information requested below concerning certain contingencies involving matters with respect to which you have devoted substantive attention on behalf of the Company in the form of legal consultation or representation. [When a materiality limit has been established based on an understanding between management and the auditor, the following sentence should be added: This request is limited to contingencies amounting to (amount) individually or items involving lesser amounts that exceed (amount) in the aggregate.]

**Pending or Threatened Litigation, Claims and Assessments (Excluding Unasserted Claims)**

Regarding pending or threatened litigation, claims, and assessments, please include in your response:

1. The nature of each matter
2. The progress of each matter to date
3. How the Company is responding or intends to respond (for example, to contest the case vigorously or seek an out-of-court settlement), and
4. An evaluation of the likelihood of an unfavorable outcome and an estimate, if one can be made, of the amount or range of potential loss

**Unasserted Claims and Assessments**

We have represented to our auditors that there are no unasserted possible claims or assessments that you have advised us are probable of assertion and must be disclosed in accordance with Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 450, *Contingencies*. We understand that whenever, in the course of performing legal services for us with respect to a matter recognized to involve an unasserted possible

claim or assessment that may call for financial statement disclosure, you have formed a professional conclusion that we should disclose or consider disclosing concerning such possible claim or assessment, as a matter of professional responsibility to us, you will so advise us and will consult with us concerning the question of such disclosure and the applicable requirements of FASB ASC 450. Please specifically confirm to our auditors that our understanding is correct. Please specifically identify the nature of and reasons for any limitation on your response.

[The auditor may request the client to inquire about additional matters, for example, unpaid or unbilled charges or specified information on certain contractually assumed obligations of the organization, such as guarantees of indebtedness of others.]

Your response should include matters that existed at (*balance-sheet date*) and during the period from that date to the effective date of your response. Please specifically identify the nature of and reasons for any limitations on your response. Our auditors expect to have the audit completed about (*expected completion date*). They would appreciate receiving your reply by that date with a specified effective date no earlier than (*ordinarily two weeks before expected completion date*).

Sincerely,

[*Authorized Signature for Client*]

**.18 Illustrative Inquiry Letter to Legal Counsel If Management Believes That There Are No Unasserted Claims or Assessments That Are Probable of Assertion and That, If Asserted, Would Have a Reasonable Possibility of An Unfavorable Outcome as Specified by FASB ASC 450**

[Prepared on Client's Letterhead]

[Date]

[Name of Lawyer]

[Address of Lawyer]

Dear [Name]:

In connection with an audit of our financial statements at (*balance sheet date*) and for the (*period*) then ended, management of the Company has prepared, and furnished to our auditors (*name and address of auditors*), a description and evaluation of certain contingencies, including those set forth below involving matters with respect to which you have been engaged and to which you have devoted substantive attention on behalf of the Company in the form of legal consultation or representation. These contingencies are regarded by management of the Company as material for this purpose (management may indicate a materiality limit if an understanding has been reached with the auditor). Your response should include matters that existed at (*balance sheet date*) and during the period from that date to the date of your response.

**Pending or Threatened Litigation (Excluding Unasserted Claims)**

[Ordinarily the information would include the following: (1) the nature of the litigation, (2) the progress of the case to date, (3) how management is responding or intends to respond to the litigation (for example, to contest the case vigorously or to seek an out-of-court settlement), and (4) an evaluation of the likelihood of an unfavorable outcome and an estimate, if one can be made, of the amount or range of potential loss.] This letter will serve as our consent for you to furnish to our auditor all the information requested herein. Accordingly, please furnish to our auditors such explanation, if any, that you consider necessary to supplement the foregoing information, including an explanation of those matters as to which your views may differ from those stated and an identification of the omission of any pending or threatened litigation, claims, and assessments or a statement that the list of such matters is complete.

We have represented to our auditors that there are no unasserted possible claims that you have advised us are probable of assertion and must be disclosed, in accordance with Financial Accounting Standards Board *Accounting Standards Codification 450, Contingencies*.

We understand that whenever, in the course of performing legal services for us with respect to a matter recognized to involve an unasserted possible claim or assessment that may call for financial statement disclosure, if you have formed a professional conclusion that we should disclose or consider disclosure concerning such possible claim or assessment, as a matter of professional responsibility to us, you will so advise us and will consult with us concerning the question of such disclosure and the applicable requirements of FASB ASC 450. Please specifically confirm to our auditors that our understanding is correct.

Please specifically identify the nature of and reasons for any limitation on your response.

[The auditor may request the client to inquire about additional matters, for example, unpaid or unbilled charges or specified information on certain contractually assumed obligations of the company, such as guarantees of indebtedness of others.]

Sincerely,

[Authorized Signature for Client]

### .19 Improving Inquiry Techniques

If inquiries to legal counsel are not sufficiently detailed or specific, deficiencies in attorneys' responses may result. A meeting between the auditor and the attorney may be necessary to clarify the attorney's written response, and paragraph .A50 of AU-C section 501 provides for such a meeting. However, to improve the auditor's ability to receive all of the information necessary to complete his or her audit, he or she may consider the following matters in an inquiry to legal counsel:

- A request that the attorney specify the effective date of his or her response, if it is other than the date of the reply.
- A request that the attorney mail the response so that it will be received by a certain date.
- A request that the nature of any litigation specifically identify
  - the proceedings,
  - the claim(s) asserted,
  - the amount of monetary damages sought, or if no amounts are indicated in preliminary case filings, a statement to that effect, and
  - the objectives sought by the plaintiff, if any, other than monetary or other damages (such as performance or discontinued performance of certain actions).
- A request that the attorney avoid such vague phrases as *meritorious defenses*, *without substantial merit*, and *reasonable chance* in expressing an opinion on the outcome of litigation.
- A request that the attorney specify to what extent potential damages are covered by insurance. (It may be possible to obtain the opinion of the insurer's counsel regarding the applicability of insurance coverage.)
- A request that the attorney provide a summary of material litigation, claims, and assessments settled during the period.
- A statement that confirmation of the understanding regarding disclosure of unasserted claims and assessments is an integral part of the audit inquiry and that failure to so confirm will require a follow-up contact.
- A statement that the attorney's response will not be quoted or referred to in the financial statements without first consulting with him or her.





## AAM Section 7400

# *Written Representations and Representation Letters*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 260, *The Auditor's Communication With Those Charged With Governance*
- AU-C section 450, *Evaluation of Misstatements Identified During the Audit*
- AU-C section 560, *Subsequent Events and Subsequently Discovered Facts*
- AU-C section 570, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern*
- AU-C section 580, *Written Representations*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*
- AU-C section 930, *Interim Financial Information*
- The "Independence Rule" (ET sec. 1.200.001)

.01 Paragraph .03 of AU-C section 580 states that written representations are necessary information that the auditor requires in connection with the audit of the entity's financial statements. Accordingly, similar to responses to inquiries, written representations are audit evidence. Written representations are an important source of audit evidence. If management modifies or does not provide the requested written representations, it may alert the auditor to the possibility that one or more significant issues may exist. Further, a request for written rather than oral representations, in many cases, may prompt management to consider such matters more rigorously, thereby enhancing the quality of the representations. AU-C section 580 establishes requirements and provides guidance regarding the auditor's responsibility to obtain written representations from management and, when appropriate, those charged with governance in an audit of financial statements.<sup>1</sup>

.02 Although written representations provide necessary audit evidence, they complement other auditing procedures and do not provide sufficient appropriate audit evidence on their own about any of the matters with which they deal. Furthermore, obtaining reliable written representations does not affect the nature or extent of other audit procedures that the auditor applies to obtain audit evidence about the fulfillment of management's responsibilities or about specific assertions.

.03 Accordingly, the auditor should request written representations from management with appropriate responsibilities for the financial statements and knowledge of the matters concerned.

.04 Written representations are requested from those with overall responsibility for financial and operating matters whom the auditor believes are responsible for, and knowledgeable about, directly or through others in the organization, the matters covered by the representations, including the preparation and fair presentation of the financial statements. Those individuals may vary depending on the governance structure of the entity; however, management (rather than those charged with governance) is often the responsible party. Written

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<sup>1</sup> AICPA Technical Questions and Answers (Q&A) section 9100.06, "The Effect of Obtaining the Management Representation Letter on Dating the Auditor's Report" (AICPA, *Technical Questions and Answers*), provides nonauthoritative guidance for auditors when conducting audits in accordance with generally accepted auditing standards. Q&A section 9100.06 discusses whether the auditor is required to have the signed management representation letter in hand as of the date of the auditor's report. Q&A section 9100.06 indicates that although the auditor need not be in physical receipt of the representation letter on the date of the auditor's report, management will need to have reviewed the final representation letter and, at a minimum, have orally confirmed that they will sign the representation letter, without exception, on or before the date of the representations.

representations may therefore be requested from the entity's chief executive officer and chief financial officer or other equivalent persons in entities that do not use such titles. In some circumstances, however, other parties, such as those charged with governance, also are responsible for the preparation and fair presentation of the financial statements.

.05 Due to its responsibility for the preparation and fair presentation of the financial statements and its responsibility for the conduct of the entity's business, management would be expected to have sufficient knowledge of the process followed by the entity in preparing the financial statements and the assertions therein on which to base the written representations.

.06 In some cases, however, management may decide to make inquiries of others who participate in preparing the financial statements and assertions therein, including individuals who have specialized knowledge relating to the matters about which written representations are requested. Such individuals may include the following:

- An actuary responsible for actuarially determined accounting measurements
- Staff engineers who may have responsibility for environmental liability measurements
- Internal counsel who may provide information essential to provisions for legal claims

.07 To reinforce the need for management to make informed representations, the auditor may request that management include in the written representations confirmation that it has made such inquiries as it considered appropriate to place it in the position to be able to make the requested written representations. It is not expected that such inquiries would usually require a formal internal process beyond those already established by the entity.

.08 In some cases, management may include in the written representations qualifying language to the effect that representations are made to the best of its knowledge and belief. It is reasonable for the auditor to accept such wording if, in the auditor's professional judgment, the representations are being made by those with appropriate responsibilities and knowledge of the matters included in the representations.

.09 For purposes of AU-C section 580, references to *management* are to be read as "management and, when appropriate, those charged with governance" unless the context suggests otherwise.

## Written Representations About Management's Responsibilities

### Preparation and Fair Presentation of the Financial Statements

.10 The auditor should request management to provide written representation that it has fulfilled its responsibility, as set out in the terms of the audit engagement,

- for the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework; and
- for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Information Provided and Completeness of Transactions

.11 The auditor should request management to provide written representations that

- it has provided the auditor with all relevant information and access, as agreed upon in the terms of the audit engagement, and
- all transactions have been recorded and are reflected in the financial statements.

## Other Written Representations

### Fraud

- .12 The auditor should request management to provide written representations that it
- acknowledges its responsibility for the design, implementation, and maintenance of internal controls to prevent and detect fraud;
  - 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;
  - has disclosed to the auditor its knowledge of fraud or suspected fraud affecting the entity involving
    - management,
    - employees who have significant roles in internal control, or
    - others when the fraud could have a material effect on the financial statements; and
  - 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, regulators, or others.

The written representations relating to fraud are important for the auditor to obtain, regardless of the size of the entity, because of the nature of fraud and the difficulties encountered by auditors in detecting material misstatements in the financial statements resulting from fraud.

### Laws and Regulations

.13 The auditor should request management to provide written representations that all instances of identified or suspected noncompliance with laws and regulations whose effects should be considered by management when preparing financial statements have been disclosed to the auditor.

### Uncorrected Misstatements

.14 The auditor should request management to provide written representations about whether it believes the effects of uncorrected misstatements are immaterial, individually and in the aggregate, to the financial statements as a whole. A summary of such items should be included in, or attached to, the written representation.

.15 Because the preparation of the financial statements requires management to adjust the financial statements to correct material misstatements, the auditor is required to request management to provide a written representation about uncorrected misstatements. In some circumstances, management may not believe that certain uncorrected misstatements are misstatements. For that reason, management may want to add to their written representation words such as "We do not agree that items ... and ... constitute misstatements because [*description of reasons*]." Obtaining this representation does not, however, relieve the auditor of the need to form a conclusion on the effect of uncorrected misstatements in accordance with AU-C section 450.

### Litigations and Claims

.16 The auditor should request management to provide written representations that all known actual or possible litigation and claims whose effects should be considered by management when preparing the financial statements have been disclosed to the auditor and accounted for and disclosed in accordance with the applicable financial reporting framework.

## Estimates

.17 The auditor should request management to provide written representations about whether it believes significant assumptions used by it in making accounting estimates are reasonable.

.18 Depending on the nature, materiality, and extent of estimation uncertainty, written representations about accounting estimates recognized or disclosed in the financial statements may include representations

- about the appropriateness of the measurement processes, including related assumptions and models, used by management in determining accounting estimates in the context of the applicable financial reporting framework and the consistency in the application of the processes.
- that the assumptions appropriately reflect management's intent and ability to carry out specific courses of action on behalf of the entity when relevant to the accounting estimates and disclosures.
- that disclosures related to accounting estimates are complete and appropriate under the applicable financial reporting framework.
- that no subsequent event has occurred that would require adjustment to the accounting estimates and disclosures included in the financial statements.

.19 For those accounting estimates not recognized or disclosed in the financial statements, written representations also may include representations about the following:

- The appropriateness of the basis used by management for determining that the criteria of the applicable financial reporting framework for recognition or disclosure have not been met
- The appropriateness of the basis used by management to overcome a presumption relating to the use of fair value set forth under the entity's applicable financial reporting framework for those accounting estimates not measured or disclosed at fair value

## Related Party Transactions

.20 The auditor should request management to provide written representations that

- a. it has disclosed to the auditor the identity of the entity's related parties and all the related party relationships and transactions of which it is aware and
- b. it has appropriately accounted for and disclosed such relationships and transactions.

.21 Circumstances in which it may be appropriate to obtain written representations about related parties from those charged with governance in addition to management include the following:

- When they have approved specific related party transactions that (a) materially affect the financial statements or (b) involve management
- When they have made specific oral representations to the auditor on details of certain related party transactions
- When they have financial or other interests in the related parties or the related party transactions

.22 The auditor also may decide to obtain written representations regarding specific assertions that management may have made, such as a representation that specific related party transactions do not involve undisclosed side agreements.

## Subsequent Events

.23 The auditor should request management to provide written representations that all events occurring subsequent to the date of the financial statements and for which the applicable financial reporting framework requires adjustment or disclosure have been adjusted or disclosed.

.24 Paragraph .13 of AU-C section 560 addresses circumstances when the auditor includes an additional date in the auditor's report on the revised financial statements that is limited to the revision (that is, dual-date the auditor's report for that revision), thereby indicating that the auditor's procedures subsequent to the original date of the auditor's report are limited solely to the revision of the financial statements described in the relevant note to the financial statements. In such circumstances, the auditor should request written representations from management as of the additional date in the auditor's report relating to the subsequent event.

## **Additional Written Representations About the Financial Statements**

.25 In addition to the requirements in AU-C section 580, other AU-C sections require the auditor to request written representations. If, in addition to such required representations, the auditor determines that it is necessary to obtain one or more written representations to support other audit evidence relevant to the financial statements or one or more specific assertions in the financial statements, the auditor should request such other written representations.

.26 In addition to the required written representations previously discussed, the auditor may consider it necessary to request other written representations about the financial statements. Such written representations may supplement, but do not form part of, the written representations required by paragraphs .10–.18 of AU-C section 580, which are discussed in the preceding paragraphs. They may include representations about the following:

- Whether the selection and application of accounting policies are appropriate
- Whether matters such as the following, when relevant under the applicable financial reporting framework, have been recognized, measured, presented, or disclosed in accordance with that framework:
  - Plans or intentions that may affect the carrying value or classification of assets and liabilities
  - Liabilities, both actual and contingent
  - Title to, or control over, assets and the liens or encumbrances on assets and assets pledged as collateral
- Aspects of laws, regulations, and contractual agreements that may affect the financial statements, including noncompliance

Exhibit B, "Illustrative Specific Written Representations," of AU-C section 580 contains illustrations of additional representations that may be appropriate in certain situations; it is reproduced in paragraph .53 of this section.

### ***Additional Written Representations About Information Provided to the Auditor***

.27 The auditor may consider it necessary to request management to provide a written representation that it has communicated to the auditor all deficiencies in internal control of which management is aware.

### ***Written Representations About Specific Assertions***

.28 When obtaining evidence about or evaluating judgments and intentions, the auditor may consider one or more of the following:

- The entity's past history in carrying out its stated intentions
- The entity's reasons for choosing a particular course of action
- The entity's ability to pursue a specific course of action
- The existence, or lack thereof, of any other information obtained during the course of the audit that may be inconsistent with management's judgment or intent

.29 In addition, the auditor may consider it necessary to request management to provide written representations about specific assertions in the financial statements; in particular, to support an understanding that the auditor has obtained from other audit evidence of management's judgment or intent regarding, or the completeness of, a specific assertion. For example, if the intent of management is important to the valuation basis for investments, it may not be possible to obtain sufficient appropriate audit evidence without a written representation from management about its intentions. Although such written representations provide necessary audit evidence, they do not provide sufficient appropriate audit evidence on their own for that assertion.

## Materiality Considerations

.30 Management's representations may be limited to matters that are considered either individually or collectively material to the financial statements, provided management and the auditor have reached an understanding on materiality for this purpose. Materiality may be different for different representations. A discussion of materiality may be included explicitly in the representation letter in either qualitative or quantitative terms. Materiality considerations do not apply to those representations that are not directly related to amounts included in the financial statements (for example, management's representations about the premise underlying the audit). In addition, because of the possible effects of fraud on other aspects of the audit, materiality would not apply to management's acknowledgment regarding its responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.

## Form of, Date of, and Period(s) Covered by Written Representations

.31 The written representations should be in the form of a representation letter addressed to the auditor. Occasionally, circumstances may prevent management from signing the representation letter and returning it to the auditor on the date of the auditor's report. In those circumstances, the auditor may accept management's oral confirmation, on or before the date of the auditor's report, that management has reviewed the final representation letter and will sign the representation letter, without exception, as of the date of the auditor's report thereby providing sufficient appropriate audit evidence for the auditor to date the report. However, possession of the signed management representation letter prior to releasing the auditor's report is necessary because the representations are required to be in the form of a written letter from management (see paragraph .21 of AU-C section 580). Furthermore, when there are delays in releasing the report, a fact may become known to the auditor that, had it been known to the auditor at the date of the auditor's report, might affect the auditor's report and result in the need for updated representations. AU-C section 560 addresses the auditor's responsibilities in such circumstances.

.32 The date of the written representations should be as of the date of the auditor's report on the financial statements. The written representations should be for all financial statements and period(s) referred to in the auditor's report. Because written representations are necessary audit evidence, the auditor's opinion cannot be expressed, and the auditor's report cannot be dated, before the date of the written representations. Furthermore, because the auditor is concerned with events occurring up to the date of the auditor's report that may require adjustment to, or disclosure in, the financial statements, the written representations are dated as of the date of the auditor's report on the financial statements.

.33 In some circumstances, it may be appropriate for the auditor to obtain a written representation about a specific assertion in the financial statements during the course of the audit. When this is the case, it may be necessary to request an updated written representation.

.34 The written representations cover all periods referred to in the auditor's report because management needs to reaffirm that the written representations it previously made with respect to the prior periods remain appropriate. The auditor and management may agree to a form of written representation that updates written representations relating to the prior periods by addressing whether there are any changes to such written representations and, if so, what they are.

.35 Situations may arise in which current management was not present during all periods referred to in the auditor's report. Such persons may assert that they are not in a position to provide some or all of the written

representations because they were not in place during the period. This fact, however, does not diminish such persons' responsibilities for the financial statements as a whole. Accordingly, the requirement for the auditor to request from them written representations that cover the whole of the relevant period(s) still applies.

## Doubt About the Reliability of Written Representations

.36 If the auditor has concerns about the competence, integrity, ethical values, or diligence of management or about management's commitment to, or enforcement of, these, the auditor should determine the effect that such concerns may have on the reliability of representations (oral or written) and audit evidence in general.

.37 Concerns about the competence, integrity, ethical values, or diligence of management or about its commitment to, or enforcement of, these may cause the auditor to conclude that the risk of management misrepresentation in the financial statements is such that an audit cannot be conducted. In such a case, the auditor may consider withdrawing from the engagement, when withdrawal is possible under applicable law or regulation, unless those charged with governance put in place appropriate corrective measures. Such measures, however, may not be sufficient to enable the auditor to issue an unmodified audit opinion.

.38 If written representations are inconsistent with other audit evidence, the auditor should perform audit procedures to attempt to resolve the matter. If the matter remains unresolved, the auditor should reconsider the assessment of the competence, integrity, ethical values, or diligence of management or of management's commitment to, or enforcement of, these and should determine the effect that this may have on the reliability of representations (oral or written) and audit evidence in general.

.39 In the case of identified inconsistencies between one or more written representations and audit evidence obtained from another source, the auditor may consider whether the risk assessment remains appropriate and, if not, may revise the risk assessment and determine the nature, timing, and extent of further audit procedures to respond to the assessed risks.

.40 If the auditor concludes that the written representations are not reliable, the auditor should take appropriate action, including determining the possible effect on the opinion in the auditor's report in accordance with AU-C section 705, considering the requirement in paragraph .25 of AU-C section 580, which is discussed in the following paragraph.

.41 The auditor should disclaim an opinion on the financial statements in accordance with AU-C section 705 or withdraw from the engagement if

- the auditor concludes that sufficient doubt exists about the integrity of management such that the written representations required by paragraphs .10–.11 of AU-C section 580 (discussed in paragraphs .10–.11 of this section) are not reliable or
- management does not provide the written representations required by paragraphs .10–.11 of AU-C section 580.

## Scope Limitations

.42 If management does not provide one or more of the requested written representations, the auditor should

- a. discuss the matter with management;
- b. reevaluate the integrity of management and evaluate the effect that this may have on the reliability of representations (oral or written) and audit evidence in general; and
- c. take appropriate actions, including determining the possible effect on the opinion in the auditor's report in accordance with AU-C section 705, considering the requirement in paragraph .25 of AU-C section 580 (discussed in paragraph .41 of this section.)

.43 Management's refusal to furnish written representations constitutes a limitation on the scope of the audit sufficient to preclude an unmodified opinion and, in particular with respect to the representations in paragraphs .12–.18 of AU-C section 580 (discussed in paragraphs .12–.14, .16–.17, .20, and .23 of this section), may cause an auditor to disclaim an opinion or withdraw from the engagement when withdrawal is possible under applicable law or regulation. However, based on the nature of the representations not obtained or the circumstances of the refusal, the auditor may conclude that a qualified opinion is appropriate.

## Communication With Those Charged With Governance

.44 Paragraph .14*d* of AU-C section 260 requires the auditor to communicate with those charged with governance the written representations that the auditor has requested from management. Additional discussion on AU-C section 260 is provided in section 7500, "Communication With Management and Those Charged With Governance."

## Illustrative Representation Letter—Audit of Financial Statements

.45 The following illustrative letter includes written representation that are required by AU-C section 580 and other AU-C sections in effect for audits of financial statements for periods ending on or after December 31, 2012. It is assumed in this illustration that the applicable financial reporting framework is accounting principles generally accepted in the United States of America, that the requirement in AU-C section 570 to obtain a written representation is not relevant, and that no exceptions exist to the requested written representations. If there were exceptions, the representations would need to be modified to reflect the exceptions.



**.46 Illustrative Representation Letter**

[Prepared on Client's Letterhead]

[Date]

To [Independent Auditor]

This representation letter is provided in connection with your audit of the financial statements of ABC Company, which comprise the balance sheet as of December 31, 20X1, and the related statements of income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements, for the purpose of expressing an opinion on whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

Except where otherwise stated below, immaterial matters less than \$[insert amount] collectively are not considered to be exceptions that require disclosure for the purpose of the following representations. This amount is not necessarily indicative of amounts that would require adjustment to or disclosure in the financial statements.

We confirm that [, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves] [as of (date of auditor's report),]:

*Financial Statements*

- We have fulfilled our responsibilities, as set out in the terms of the audit engagement dated [insert date], for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP.
- We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
- We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
- Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.
- Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
- All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.
- The effects of uncorrected misstatements are immaterial, both individually and in the aggregate, to the financial statements as a whole. A list of the uncorrected misstatements is attached to the representation letter.
- The effects of all known actual or possible litigation and claims have been accounted for and disclosed in accordance with U.S. GAAP.

[Any other matters that the auditor may consider appropriate pursuant to paragraph .A21 of AU-C section 580 (see paragraph .29).]

*Information Provided*

- We have provided you with:
  - Access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
  - Additional information that you have requested from us for the purpose of the audit; and
  - Unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.
- All transactions have been recorded in the accounting records and are reflected in the financial statements.
- We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- We have *[no knowledge of any]* *[disclosed to you all information that we are aware of regarding]* fraud or suspected fraud that affects the entity and involves:
  - Management;
  - Employees who have significant roles in internal control; or
  - Others when the fraud could have a material effect on the financial statements.
- We have *[no knowledge of any]* *[disclosed to you all information that we are aware of regarding]* allegations of fraud, or suspected fraud, affecting the entity's financial statements communicated by employees, former employees, analysts, regulators, or others.
- We have disclosed to you all known instances of noncompliance or suspected noncompliance with laws and regulations whose effects should be considered when preparing financial statements.
- We *[have disclosed to you all known actual or possible]* *[are not aware of any pending or threatened]* litigation, claims, and assessments whose effects should be considered when preparing the financial statements *[and we have not consulted legal counsel concerning litigation, claims, or assessments]*.
- We have disclosed to you the identity of the entity's related parties and all the related party relationships and transactions of which we are aware.

*[Any other matters that the auditor may consider appropriate pursuant to paragraph .A21 of AU-C section 580 (see paragraph .29).]*

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*[Name of Chief Executive Officer and Title]*

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*[Name of Chief Financial Officer and Title]*

**.47 Short Form Representation Letter for a Review of Interim Financial Information**

**Note:** This representation letter is to be used in conjunction with the representation letter for the audit of the financial statements of the prior year. Management confirms the representations made in the representation letter for the audit of the financial statements of the prior year end, as they apply to the interim financial information, and makes additional representations that may be needed for the interim financial information. Paragraphs .21–.22 and .A29–.A32 of AU-C section 930 establish requirements and provide guidance, respectively, regarding obtaining written representations from management when engaged to review interim financial information under the conditions specified in AU-C section 930.

[Prepared on Client's Letterhead]

[Date]

To [Independent Auditor]:

This representation letter is provided in connection with your review of the [consolidated] balance sheet as of June 30, 20X1 and the related [consolidated] statements of income, changes in equity, and cash flows for the six-month period then ended of ABC Company for the purpose of reporting whether any material modifications should be made to the [consolidated] interim financial information for it to be in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) [including, if appropriate, an indication as to the appropriate form and content of interim financial information (for example, Article 10 of SEC Regulation S-X)].

We confirm that [, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves] [as of (date of auditor's review report),]:

**Interim Financial Information**

1. We have fulfilled our responsibilities, as set out in the terms of the engagement letter dated [insert date] for the preparation and fair presentation of interim financial information in accordance with U.S. GAAP; in particular the interim financial information is presented in accordance therewith.
2. We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of interim financial information that is free from material misstatement, whether due to fraud or error.
3. The interim financial information has been adjusted or includes disclosures for all events subsequent to the date of the interim financial information for which U.S. GAAP requires adjustment or disclosure.
4. The effects of uncorrected misstatements are immaterial, both individually and in the aggregate, to the interim financial information as a whole. A list of the uncorrected misstatements is attached to the representation letter.

[Any other matters that the auditor may consider appropriate]

**Information Provided**

5. We have provided you with:
  - Access to all information of which we are aware that is relevant to the preparation and fair presentation of the interim financial information such as records, documentation, and other matters;
  - Minutes of the meetings of stockholders, directors, and committees of directors, or summaries of actions of recent meetings for which minutes have not yet been prepared;
  - Additional information that you have requested from us for the purpose of the review; and

- Unrestricted access to persons within the entity of whom you determined it necessary to make inquiries.
6. We have disclosed to you all significant deficiencies or material weaknesses in the design or operation of internal control of which we are aware, as it relates to the preparation and fair presentation of both annual and interim financial information.
  7. We have disclosed to you the results of our assessment of the risk that the interim financial information may be materially misstated as a result of fraud.
  8. We have *[no knowledge of any]* *[disclosed to you all information of which we are aware in relation to]* fraud or suspected fraud that affects the entity and involves:
    - Management;
    - Employees who have significant roles in internal control; or
    - Others when the fraud could have a material effect on the interim financial information.
  9. We have *[no knowledge of any]* *[disclosed to you all information in relation to]* allegations of fraud, or suspected fraud, affecting the entity's interim financial information communicated by employees, former employees, analysts, regulators, or others.
  10. We have disclosed to you the identity of the entity's related parties and all the related party relationships and transactions of which we are aware.  
*[Any other matters that the auditor may consider necessary]*
  11. We have reviewed our representation letter to you dated *[date of representation letter relating to most recent audit]* with respect to the audited *[consolidated]* financial statements as of and for the year ended *[prior year-end date]*. We believe that representations *[references to applicable representations]* within that representation letter do not apply to the interim financial information referred to above. We now confirm those representations *[references to applicable representations]*, as they apply to the interim financial information referred to above, and incorporate them herein, with the following changes:  
*[Indicate any changes.]*
  12. *[Add any representations related to new accounting or auditing standards that are being implemented for the first time.]*

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*[Name of Chief Executive Officer and Title]*

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*[Name of Chief Financial Officer and Title]*

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*[Name of Chief Accounting Officer and Title]*

**.48 Detailed Representation Letter for a Review of Interim Financial Information**

**Note:** This representation letter is similar in detail to the management representation letter used for the audit of the financial statements of the prior year and, thus, need not refer to the written management representations received in the most recent audit. Paragraphs .21–.22 and .A29–.A32 of AU-C section 930 establish requirements and provide guidance, respectively, regarding obtaining written representations from management when engaged to review interim financial information under the conditions specified in AU-C section 930.

[Prepared on Client's Letterhead]

[Date]

To [Independent Auditor]:

This representation letter is provided in connection with your review of the [consolidated] balance sheet as of June 30, 20X1 and the related [consolidated] statements of income, changes in equity, and cash flows for the six-month period then ended of ABC Company for the purpose of reporting whether any material modifications should be made to the [consolidated] interim financial information for it to be in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) [including, if appropriate, an indication as to the appropriate form and content of interim financial information (for example, Article 10 of SEC Regulation S-X)].

We confirm that [, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves] [as of (date of auditor's review report)]:

**Interim Financial Information**

1. We have fulfilled our responsibilities, as set out in the terms of the engagement letter dated [insert date] for the preparation and fair presentation of the interim financial information in accordance with U.S. GAAP; in particular the interim financial information is presented in accordance therewith.
2. We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of interim financial information that is free from material misstatement, whether due to fraud or error.
3. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.
4. Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
5. The interim financial information has been adjusted or includes disclosures for all events subsequent to the date of the interim financial information for which U.S. GAAP requires adjustment or disclosure.
6. The effects of uncorrected misstatements are immaterial, both individually and in the aggregate, to the interim financial information as a whole. A list of the uncorrected misstatements is attached to the representation letter.

[Any other matters that the auditor may consider appropriate]

**Information Provided**

7. We have provided you with:
  - Access to all information of which we are aware that is relevant to the preparation and fair presentation of the interim financial information such as records, documentation, and other matters;
  - Minutes of the meetings of stockholders, directors, and committees of directors, or summaries of actions of recent meetings for which minutes have not yet been prepared;

- Additional information that you have requested from us for the purpose of the review; and
  - Unrestricted access to persons within the entity of whom you determined it necessary to make inquiries.
8. All transactions have been recorded in the accounting records and are reflected in the interim financial information.
  9. We have disclosed to you all significant deficiencies or material weaknesses in the design or operation of internal control of which we are aware, as it relates to the preparation and fair presentation of both annual and interim financial information.
  10. We have disclosed to you the results of our assessment of the risk that the interim financial information may be materially misstated as a result of fraud.
  11. We have [*no knowledge of any*][*disclosed to you all information of which we are aware in relation to*] fraud or suspected fraud that affects the entity and involves:
    - Management;
    - Employees who have significant roles in internal control; or
    - Others when the fraud could have a material effect on the interim financial information.
  12. We have [*no knowledge of any*][*disclosed to you all information in relation to*] allegations of fraud, or suspected fraud, affecting the entity's interim financial information communicated by employees, former employees, analysts, regulators, or others.
  13. We have disclosed to you all known instances of noncompliance or suspected noncompliance with laws and regulations whose effects should be considered when preparing interim financial information.
  14. There have been no communications from regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices.
  15. We have disclosed to you the identity of the entity's related parties and all the related party relationships and transactions of which we are aware.

[*Any other matters that the auditor may consider necessary*]

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[*Name of Chief Executive Officer and Title*]

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[*Name of Chief Financial Officer and Title*]

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[*Name of Chief Accounting Officer and Title*]

**.49 Illustrative Representation Letter—Audit of Personal Financial Statements**

[Date]

[To the Independent Auditor]

This letter is provided in connection with your audit of the personal financial statements of James and Jane Person, which comprise the statement of financial condition as of December 31, 20X1, and the related statement of changes in net worth for the year then ended, and the related notes to the financial statements, for the purpose of expressing an opinion on whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

Except where otherwise stated below, immaterial matters less than \$[insert amount] collectively are not considered to be exceptions that require disclosure for the purpose of the following representations. This amount is not necessarily indicative of amounts that would require adjustment to or disclosure in the financial statements.

We confirm that [, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves] [as of (date of auditor's report),]:

**Financial Statements**

- We have fulfilled our responsibilities, as set out in the terms of the audit engagement dated [insert date], for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP.
- We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.<sup>2</sup>
- We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
- Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.
- Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
- All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.
- The effects of uncorrected misstatements are immaterial, both individually and in the aggregate, to the financial statements as a whole. A list of the uncorrected misstatements is attached to the representation letter.

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<sup>2</sup> Internal control over financial reporting includes the design and implementation of those policies and procedures deemed necessary to provide reasonable assurance that financial statements are fairly presented in accordance with the applicable financial reporting framework.

Although an individual typically does not have a formal system of internal control over financial reporting, an individual usually has some controls that provide for the preparation of his or her financial statements. For example, an individual usually has controls sufficient for him or her to identify amounts of assets owned and liabilities owed. Regardless of the formality of controls, an individual is still responsible for having those controls in place that allow for the preparation of his or her personal financial statements in accordance with the applicable financial reporting framework.

Auditor's may be engaged to perform certain nonattest services whereby the auditor designs, implements, or maintains certain aspects of an individual's internal control. The auditor should be aware that the performance of these services may impair the auditor's independence. An auditor is required to be independent to perform an audit engagement. In making a judgment about whether he or she is independent, the auditor should be guided by the AICPA Code of Professional Conduct.

The auditor is required to disclose in the auditor's report management's acknowledgment of its responsibility for internal control over financial reporting and the auditor's requirement to disclose such responsibility.

- The effects of all known actual or possible litigation, claims, and assessments have been accounted for and disclosed in accordance with U.S. GAAP.

*[Any other matters that the auditor may consider appropriate pursuant to paragraph .A21 of AU-C section 580 (see paragraph .29).]*

#### Information Provided

- We have provided you with:
  - Access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
  - Additional information that you have requested from us for the purpose of the audit; and
- All transactions have been recorded in the accounting records and are reflected in the financial statements.
- We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- We have *[no knowledge of any]* *[disclosed to you all information that we are aware of regarding]* fraud or suspected fraud that affects us and involves:
  - Us; or
  - Others when the fraud could have a material effect on the financial statements
- We have *[no knowledge of any]* *[disclosed to you all information that we are aware of regarding]* allegations of fraud, or suspected fraud, affecting us communicated by analysts, regulators, short sellers, or others.
- We have disclosed to you all known instances of noncompliance or suspected noncompliance with laws and regulations whose effects should be considered when preparing financial statements.
- We *[have disclosed to you all known actual or possible]* *[are not aware of any pending or threatened]* litigation, claims, and assessments whose effects should be considered when preparing the financial statements *[and we have not consulted legal counsel concerning litigation, claims, or assessments]*.
- We have disclosed to you the identity of related parties and all the related party relationships and transactions of which we are aware.

*[Any other matters that the auditor may consider appropriate pursuant to paragraph .A21 of AU-C section 580 (see paragraph .29).]*

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(James Person)

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(Jane Person)



**.50 Illustrative Representation Letter to Other Accountants**

*Note:* If any matters come to the firm's attention that may require revision of the previous financial statements, they could be included in a separate paragraph after approval by the engagement partner.

[Firm's Letterhead]

[Date]

[Name]

[Address]

In connection with the report you have been requested to reissue on the financial statements of [client's name] for the year ended [date], which statements are to be included comparatively with similar statements for the year ended [date], we make the following representations.

We have audited (or reviewed or compiled) the balance sheet of [client's name] as of [balance sheet date] and the related statements of earnings, retained earnings, and cash flows for the year then ended. Our procedures in connection with the engagement did not disclose any events or transactions subsequent to [predecessor's balance sheet date] which, in our opinion, would have a material effect upon the financial statements, or which would require mention in the notes to the financial statements of [client's name] for the year then ended.

Should anything come to our attention prior to the date our report is issued that, in our judgment, would have a material effect upon the financial statements covered by your report, we shall notify you promptly.

Sincerely,

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[Engagement Partner's Signature]

**.51 Letter to Other Accountants Upon Whose Work We Plan to Rely**

[Firm's Letterhead]

[Date]

[Name]

[Address]

We are auditing the financial statements of [client's name], [parent company]. The financial statements of [other accountants' client's name] that you are auditing are to be included in the financial statements of [client's name]. We will rely on your report on the financial statements in expressing an opinion on the [consolidated] financial statements of [client's name] (and subsidiaries). In that connection, we will refer to your report.

Please confirm to us that your firm is independent with respect to [client's name] and [other accountant's client's name] within the meaning of the "Independence Rule" of the Code of Professional Conduct.

Please provide us promptly, in writing, with the following information in connection with your current examination of the financial statements of [other accountant's client's name] with respect to the following:

1. Related party transactions or other matters that have come to your attention. We are aware of the following related parties: [names of known related parties].
2. Any limitation on the scope of your examination that is related to the financial statements of [client's name], or that limits your ability to respond to this inquiry.

Please update your letter to indicate any additional matters of the type designated above that have come to your attention through the date of your report on the financial statements of [other accountants' client's name].

We have identified the following significant risks of material misstatement of the financial statements of [client's name], [parent company] due to error or fraud that are relevant to your audit of the financial statements of [other accountants' client's name]:

[Describe the identified significant risks of material misstatement of the group financial statements, due to error or fraud that are relevant to the work of the component auditor]

Sincerely,

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[Engagement Partner's Signature]

**.52 Illustrative Updating Management Representation Letter**

The following letter is presented for illustrative purposes only. It may be used in the circumstances described in paragraph .A17 of AU-C section 580. Management need not repeat all of the representations made in the previous representation letter.

If matters to be disclosed to the auditor exist, they may be listed following the representation. For example, if an event subsequent to the date of the balance sheet has been disclosed in the financial statements, the final paragraph could be modified as follows: "To the best of our knowledge and belief, except as discussed in Note X to the financial statements, no events have occurred . . ."

[Firm's Letterhead]

[Date]

To [Auditor],

In connection with your audit(s) of the [identification of financial statements] of [name of entity] as of [dates] and for the [periods] for the purpose of expressing an opinion as to whether the [consolidated] financial statements present fairly, in all material respects, the financial position, results of operations, and cash flows of [name of entity] in conformity with accounting principles generally accepted in the United States of America, you were previously provided with a representation letter under date of [date of previous representation letter]. No information has come to our attention that would cause us to believe that any of those previous representations should be modified.

To the best of our knowledge and belief, no events have occurred subsequent to [date of latest balance sheet reported on by the auditor] and through the date of this letter that would require adjustment to or disclosure in the aforementioned financial statements.

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[Name of Chief Executive Officer and Title]

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[Name of Chief Financial Officer and Title]

## Illustrative Specific Written Representations

.53 The auditor may determine that a specific written representation is necessary to corroborate other audit evidence. Certain AICPA Audit and Accounting Guides recommend that the auditor obtain written representations concerning matters that are unique to a particular industry. The following is a list of additional representations that may be appropriate in certain situations. This list is not intended to be all-inclusive. The existence of a condition listed subsequently does not mean that the representation is required; professional judgment is necessary to determine whether corroborative audit evidence in the form of a specific written representation is necessary.

<i>Condition</i>	<i>Illustrative Specific Written Representation</i>
<i>General</i>	
Unaudited interim information accompanies the financial statements.	The unaudited interim financial information accompanying [presented in Note X to] the financial statements for the [identify all related periods] has been prepared and fairly presented in conformity with generally accepted accounting principles applicable to interim financial information. The accounting principles used to prepare the unaudited interim financial information are consistent with those used to prepare the audited financial statements.
The effect of a new accounting principle is not known.	We have not completed the process of evaluating the effect that will result from adopting the guidance in Financial Accounting Standards Board (FASB) Accounting Standards Update 20YY-XX, as discussed in Note [X]. The company is therefore unable to disclose the effect that adopting the guidance in FASB Accounting Standards Update 20YY-XX will have on its financial position and the results of operations when such guidance is adopted.
Financial circumstances are strained, with disclosure of management's intentions and the entity's ability to continue as a going concern.	Note [X] to the financial statements discloses all of the matters of which we are aware that are relevant to the company's ability to continue as a going concern, including significant conditions and events, and management's plans.
The possibility exists that the value of specific significant long-lived assets or certain identifiable intangibles may be impaired.	We have reviewed long-lived assets and certain identifiable intangibles to be held and used for impairment whenever events or changes in circumstances have indicated that the carrying amount of the assets might not be recoverable and have appropriately recorded the adjustment.

<i>Condition</i>	<i>Illustrative Specific Written Representation</i>
The entity has a variable interest in another entity.	<p>Variable interest entities (VIEs) and potential VIEs and transactions with VIEs and potential VIEs have been properly recorded and disclosed in the financial statements in accordance with generally accepted accounting principles.</p> <p>We have considered both implicit and explicit variable interests in (a) determining whether potential VIEs should be considered VIEs, (b) calculating expected losses and residual returns, and (c) determining which party, if any, is the primary beneficiary.</p> <p>We have provided you with lists of all identified variable interests in (i) VIEs, (ii) potential VIEs that we considered but judged not to be VIEs, and (iii) entities that were afforded the scope exceptions of Financial Accounting Standards Board (FASB) <i>Accounting Standards Codification</i><sup>®</sup> (ASC) 810, <i>Consolidation</i>.</p> <p>We have advised you of all transactions with identified VIEs, potential VIEs, or entities afforded the scope exceptions of FASB ASC 810.</p> <p>We have made available all relevant information about financial interests and contractual arrangements with related parties, de facto agents and other entities, including but not limited to, their governing documents, equity and debt instruments, contracts, leases, guarantee arrangements, and other financial contracts and arrangements.</p> <p>The information we provided about financial interests and contractual arrangements with related parties, de facto agents and other entities includes information about all transactions, unwritten understandings, agreement modifications, and written and oral side agreements.</p> <p>Our computations of expected losses and expected residual returns of entities that are VIEs and potential VIEs are based on the best information available and include all reasonably possible outcomes.</p> <p>Regarding entities in which the company has variable interests (implicit and explicit), we have provided all information about events and changes in circumstances that could potentially cause reconsideration about whether the entities are VIEs or whether the company is the primary beneficiary or has a significant variable interest in the entity.</p> <p>We have made and continue to make exhaustive efforts to obtain information about entities in which the company has an implicit or explicit interest but that were excluded from complete analysis under FASB ASC 810 due to lack of essential information to determine one or more of the following: whether the entity is a VIE, whether the company is the primary beneficiary, or the accounting required to consolidate the entity.</p>
The work of a specialist has been used by the entity.	We agree with the findings of specialists in evaluating the [ <i>describe assertion</i> ] and have adequately considered the qualifications of the specialist in determining the amounts and disclosures used in the financial statements and underlying accounting records. We did not give or cause any instructions to be given to specialists with respect to the values or amounts derived in an attempt to bias their work, and we are not otherwise aware of any matters that have had an effect on the independence or objectivity of the specialists.

(continued)

<i>Condition</i>	<i>Illustrative Specific Written Representation</i>
<i>Assets</i>	
<i>Cash</i> Disclosure is required of compensating balances or other arrangements involving restrictions on cash balances, lines of credit, or similar arrangements.	Arrangements with financial institutions involving compensating balances or other arrangements involving restrictions on cash balances, line of credit, or similar arrangements have been properly disclosed.
<i>Financial Instruments</i> Management intends to and has the ability to hold to maturity debt securities classified as held-to-maturity.	Debt securities that have been classified as held-to-maturity have been so classified due to the company's intent to hold such securities, to maturity and the company's ability to do so. All other debt securities have been classified as available-for-sale or trading.
Management considers the decline in value of debt or equity securities to be temporary.	We consider the decline in value of debt or equity securities classified as either available-for-sale or held-to-maturity to be temporary.
Management has determined the fair value of significant financial instruments that do not have readily determinable fair values.	The methods and significant assumptions used to determine fair values of financial instruments are as follows: <i>[describe methods and significant assumptions used to determine fair values of financial instruments]</i> . The methods and significant assumptions used result in a measure of fair value appropriate for financial statement measurement and disclosure purposes.
Financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk exist.	The following information about financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk has been properly disclosed in the financial statements: <ol style="list-style-type: none"> <li>1. The extent, nature, and terms of financial instruments with off-balance-sheet risk</li> <li>2. The amount of credit risk of financial instruments with off-balance-sheet risk and information about the collateral supporting such financial instruments</li> <li>3. Significant concentrations of credit risk arising from all financial instruments and information about the collateral supporting such financial instruments</li> </ol>
<i>Investments</i> Unusual considerations are involved in determining the application of equity accounting.	<i>[For investments in common stock that are either nonmarketable or of which the entity has a 20 percent or greater ownership interest, select the appropriate representation from the following:]</i> <ul style="list-style-type: none"> <li>• The equity method is used to account for the company's investment in the common stock of <i>[investee]</i> because the company has the ability to exercise significant influence over the investee's operating and financial policies.</li> <li>• The cost method is used to account for the company's investment in the common stock of <i>[investee]</i> because the company does not have the ability to exercise significant influence over the investee's operating and financial policies.</li> </ul>
The entity had loans to executive officers, nonaccrued loans or zero interest rate loans.	Loans to executive officers have been properly accounted for and disclosed.

<i>Condition</i>	<i>Illustrative Specific Written Representation</i>
<b>Liabilities</b>	
<p><i>Debt</i></p> <p>Short-term debt could be refinanced on a long-term basis and management intends to do so.</p>	<p>The company has excluded short-term obligations totaling \$[amount] from current liabilities because it intends to refinance the obligations on a long-term basis. [Complete with appropriate wording detailing how amounts will be refinanced as follows:]</p> <ul style="list-style-type: none"> <li>The company has issued a long-term obligation [debt security] after the date of the balance sheet but prior to the issuance of the financial statements for the purpose of refinancing the short-term obligations on a long-term basis.</li> <li>The company has the ability to consummate the refinancing, by using the financing agreement referred to in Note [X] to the financial statements.</li> </ul>
Tax-exempt bonds have been issued.	Tax-exempt bonds issued have retained their tax-exempt status.
<p><i>Taxes</i></p> <p>Management intends to reinvest undistributed earnings of a foreign subsidiary.</p>	We intend to reinvest the undistributed earnings of [name of foreign subsidiary].
<p><i>Pension and Postretirement Benefits</i></p> <p>An actuary has been used to measure pension liabilities and costs.</p>	We believe that the actuarial assumptions and methods used to measure pension liabilities and costs for financial accounting purposes are appropriate in the circumstances.
Involvement with a multiemployer plan exists.	<p>We are unable to determine the possibility of a withdrawal liability in a multiemployer benefit plan.</p> <p style="text-align: center;">or</p> <p>We have determined that there is the possibility of a withdrawal liability in a multiemployer plan in the amount of \$[XX].</p>
Postretirement benefits have been eliminated.	<p>We do not intend to compensate for the elimination of postretirement benefits by granting an increase in pension benefits.</p> <p style="text-align: center;">or</p> <p>We plan to compensate for the elimination of postretirement benefits by granting an increase in pension benefits in the amount of \$[XX].</p>
Employee layoffs that would otherwise lead to a curtailment of a benefit plan are intended to be temporary.	Current employee layoffs are intended to be temporary.
Management intends to either continue to make or not make frequent amendments to its pension or other postretirement benefit plans, which may affect the amortization period of prior service cost, or has expressed a substantive commitment to increase benefit obligations.	<p>We plan to continue to make frequent amendments to the pension or other postretirement benefit plans, which may affect the amortization period of prior service cost.</p> <p style="text-align: center;">or</p> <p>We do not plan to make frequent amendments to the pension or other postretirement benefit plans.</p>

(continued)

<i>Condition</i>	<i>Illustrative Specific Written Representation</i>
<i>Equity</i>	
Capital stock repurchase options or agreements or capital stock reserved for options, warrants, conversions, or other requirements exist.	Capital stock repurchase options or agreements or capital stock reserved for options, warrants, conversions, or other requirements have been properly disclosed.



## AAM Section 7500

# *Communication With Management and Those Charged With Governance*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 210, *Terms of Engagement*
- AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*
- AU-C section 250, *Consideration of Laws and Regulations in an Audit of Financial Statements*
- AU-C section 260, *The Auditor's Communication With Those Charged With Governance*
- AU-C section 265, *Communicating Internal Control Related Matters Identified in an Audit*
- AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*
- AU-C section 320, *Materiality in Planning and Performing an Audit*
- AU-C section 540, *Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures*
- AU-C section 550, *Related Parties*
- AU-C section 560, *Subsequent Events and Subsequently Discovered Facts*
- AU-C section 600, *Special Considerations—Audits of Group Financial Statements (Including the Work of Component Auditors)*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*
- AU-C section 706, *Emphasis-of-Matter Paragraphs and Other-Matter Paragraphs in the Independent Auditor's Report*
- AU-C section 720, *Other Information in Documents Containing Audited Financial Statements*
- AU-C section 730, *Required Supplementary Information*
- AU-C section 905, *Alert That Restricts the Use of the Auditor's Written Communication*
- AU-C section 930, *Interim Financial Information*
- AU-C section 935, *Compliance Audits*

.01 AU-C section 260 establishes standards and provides guidance regarding the auditor's responsibility to communicate with those charged with governance in an audit of financial statements. Although AU-C section 260 applies regardless of an entity's governance structure or size, particular considerations apply when all of those charged with governance are involved in managing an entity. AU-C section 260 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.

.02 The term *those charged with governance* means the person(s) or organization(s) (for example, a corporate trustee) 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. Those charged with governance may include management personnel; for example, executive members of a governance board or an owner-manager.

.03 Recognizing the importance of effective two-way communication to the audit, AU-C section 260 provides an overarching framework for the auditor's communication with those charged with governance and identifies some specific matters to be communicated. Additional matters to be communicated are identified in other AU-C sections. In addition, AU-C section 265 establishes specific requirements regarding the communication of significant deficiencies and material weaknesses in internal control the auditor has identified during the audit to those charged with governance. Further matters not required by generally accepted auditing standards (GAAS) may be required to be communicated by agreement with those charged with governance or management or in accordance with external requirements. Nothing in this section precludes the auditor from communicating any other matters to those charged with governance.

## Those Charged With Governance

.04 The auditor should determine the appropriate person(s) within the entity's governance structure with whom to communicate.

.05 Governance structures vary by entity, reflecting influences such as size and ownership characteristics. For example,

- in some entities, those charged with governance hold positions (for example, company directors) that are integral parts of the entity's legal structure. For other entities, a body that is not part of the entity is charged with governance, as with some government agencies.
- in some cases, some or all of those charged with governance also have management responsibilities. In others, those charged with governance and management are different people.
- parties charged with governance of governmental entities may include members or staff of a legislative oversight committee, oversight bodies, or other parties contracting for the audit.

.06 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; trustees; or equivalent persons. In some smaller entities, however, one person may be charged with governance, such as the owner-manager, when 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.

.07 Such diversity means that it is not possible for this section to specify for all audits the person(s) with whom the auditor is to communicate particular matters. Also, in some cases, the appropriate person(s) with whom to communicate may not be clearly identifiable from the engagement circumstances. An example of this is entities in which the governance structures are not formally defined, such as some family-owned entities, some not-for-profit organizations, and some government entities. When the appropriate person(s) with whom to communicate is not clearly identifiable, the auditor and the engaging party may need to discuss and agree on the relevant person(s) within the entity's governance structure with whom the auditor will communicate. In deciding with whom to communicate, the auditor's understanding of an entity's governance structure and processes obtained in accordance with AU-C section 315 is relevant. The appropriate person(s) with whom to communicate may vary depending on the matter to be communicated.

.08 Paragraphs .46–.49 of AU-C section 600 include specific matters to be communicated by group auditors with those charged with governance. When the entity being audited is a component of a group, the appropriate person(s) with whom to communicate is dependent on the nature of the matter to be communicated and the terms of the engagement.

## Communication With the Audit Committee or Other Subgroup of Those Charged With Governance

.09 If the auditor communicates with a subgroup of those charged with governance, such as the audit committee or an individual, the auditor should determine whether the auditor also needs to communicate with the governing body.

.10 When considering communicating with a subgroup of those charged with governance, the auditor may take into account matters such as

- the respective responsibilities of the subgroup and the governing body.
- the nature of the matter to be communicated.
- relevant legal or regulatory requirements.
- whether the subgroup (a) has the authority to take action regarding the information communicated and (b) can provide further information and explanations the auditor may need.
- whether the auditor is aware of potential conflicts of interest between the subgroup and other members of the governing body.

.11 When deciding whether there is also a need to communicate information, in full or in summary form, with the governing body, the auditor may be influenced by the auditor's assessment of how effectively and appropriately the subgroup communicates relevant information with the governing body. The auditor may make explicit in the terms of the engagement that the auditor retains the right to communicate directly with the governing body.

.12 Audit committees (or similar subgroups with different names) exist in many entities. Although the specific authority and functions of audit committees may differ, communication with the audit committee, when one exists, is a key element in the auditor's communication with those charged with governance. Good governance principles suggest that

- the auditor has access to the audit committee as necessary.
- the chair of the audit committee and, when relevant, the other members of the audit committee meet with the auditor periodically.
- the audit committee meets with the auditor without management present at least annually, unless prohibited by law or regulation.

## When All of Those Charged With Governance Are Involved in Managing the Entity

.13 In some cases, all of those charged with governance are involved in managing the entity; for example, a small business in which a single owner manages the entity and no one else has a governance role. In these cases, if matters required by AU-C section 260 are communicated with a person(s) with management responsibilities and that person(s) also has governance responsibilities, the matters need not be communicated again with the same person(s) in that person's governance role. These matters are noted in paragraph .14 of AU-C section 260 (discussed in paragraph .19 of this section). The auditor should, nonetheless, be satisfied that communication with person(s) with management responsibilities adequately informs all of those with whom the auditor would otherwise communicate in their governance capacity.

## Matters to Be Communicated

### The Auditor's Responsibilities With Regard to the Financial Statement Audit

.14 The auditor should communicate with those charged with governance the auditor's responsibilities with regard to the financial statement audit, including that:

- the auditor is responsible for forming and expressing an opinion about whether the financial statements that have been prepared by management with the oversight of those charged with governance are prepared, in all material respects, in conformity with the applicable financial reporting framework.
- the audit of the financial statements does not relieve management or those charged with governance of their responsibilities.

These responsibilities may be communicated through the engagement letter, or other suitable form of written agreement that documents the terms of the engagement, if the engagement letter or other written agreement is provided to those charged with governance. Paragraphs .A13–.A17 of AU-C section 260 provide additional guidance regarding communicating with those charged with governance about the planned scope and timing of the audit.

## Planned Scope and Timing of the Audit

.15 The auditor should communicate with those charged with governance an overview of the planned scope and timing of the audit.

.16 Care is required when communicating with those charged with governance about the planned scope and timing of the audit so as not to compromise the effectiveness of the audit, particularly when 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 may reduce the effectiveness of those procedures by making them too predictable. Certain factors described in paragraph .A39 of AU-C section 260 may be relevant in determining the nature and extent of this communication.

.17 Communication regarding the planned scope and timing of the audit may assist

- those charged with governance to discuss issues of risk and materiality with the auditor;
- those charged with governance to understand better the consequences of the auditor’s work and to identify any areas in which they may request the auditor to undertake additional procedures; and
- the auditor to understand better the entity and its environment.

.18 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 including, when applicable, whether the auditor will express an opinion on the effectiveness of internal control over financial reporting
- The application of materiality in the context of an audit, as discussed in AU-C section 320
- If 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

.19 Other planning matters that may be appropriate to discuss with those charged with governance include

- the views of those charged with governance about the following matters:
  - 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 as warranting particular attention during the audit and any areas for which they request additional procedures to be undertaken
  - Significant communications with regulators
  - Other matters those charged with governance believe are relevant to 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 the possibility of fraud.

- the actions of those charged with governance in response to developments in law, accounting standards, corporate governance practices, and other related matters.
- the actions of those charged with governance in response to previous communications with the auditor.

.20 Although 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 establish 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 or Issues From the Audit

.21 The auditor should communicate with those charged with governance

- the auditor's views about qualitative aspects of the entity's significant accounting practices, including accounting policies, accounting estimates, and financial statement disclosures. When applicable, the auditor should
  - explain to those charged with governance why the auditor considers a significant accounting practice that is acceptable under the applicable financial reporting framework not to be most appropriate to the particular circumstances of the entity and
  - determine that those charged with governance are informed about the process used by management in formulating particularly sensitive accounting estimates, including fair value estimates, and about the basis for the auditor's conclusions regarding the reasonableness of those estimates.
    - Paragraphs .A24–.A25 and the appendix, "Qualitative Aspects of Accounting Practices," of AU-C section 260 provide additional guidance regarding communicating with those charged with governance about the auditor's the qualitative aspects of the entity's significant accounting practices.
- significant difficulties, if any, encountered during the audit (see paragraph .A26 of AU-C section 260 for additional discussion of this topic);
- disagreements with management, if any (see paragraph .A28 of AU-C section 260 for additional discussion of this topic); and
- other findings or issues, if any, arising from the audit that are, in the auditor's professional judgment, significant and relevant to those charged with governance regarding their responsibility to oversee the financial reporting process (see paragraph .A27 of AU-C section 260 for additional discussion of this topic).

.22 The communication of significant findings from the audit may include requesting further information from those charged with governance in order to complete the audit evidence obtained. 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 the Entity's Significant Accounting Practices*

.23 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 qualitative aspects of the entity's significant accounting practices may include comment on the acceptability of significant accounting practices.

.24 Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments. In communicating with those charged with governance about the process used by

management in formulating particularly sensitive accounting estimates, including fair value estimates, and about the basis for the auditor's conclusions regarding the reasonableness of those estimates, the auditor may consider communicating

- the nature of significant assumptions,
- the degree of subjectivity involved in the development of the assumptions, and
- the relative materiality of the items being measured to the financial statements as a whole.

.25 The auditor's communication to those charged with governance may include such matters as the following:

#### Accounting Policies

- The appropriateness of the accounting policies to the particular circumstances of the entity, considering the need to balance the cost of providing information with the likely benefit to users of the entity's financial statements (when acceptable alternative accounting policies exist, the communication may 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 may 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 with regard 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 material 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 AU-C section 540, including the following examples:
  - 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 (for example, disclosures related to revenue recognition, 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 and 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 nonrecurring 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 may explain how factors affecting carrying values were selected and how alternative selections would have affected the financial statements)
- The selective correction of misstatements (for example, correcting misstatements with the effect of increasing reported earnings, but not those that have the effect of decreasing reported earnings)

### *Significant Difficulties Encountered During the Audit*

.26 Significant difficulties encountered during the audit may include matters such 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 information.
- restrictions imposed on the auditor by management.
- management's unwillingness to provide information about management's plans for dealing with the adverse effects of the conditions or events that lead the auditor to believe there is substantial doubt about the entity's ability to continue as a going concern.

In some circumstances, such difficulties may constitute a scope limitation that leads to a modification of the auditor's opinion.

### *Other Findings or Issues*

.27 The auditor may become aware that the entity is subject to an audit requirement that is not encompassed in the terms of the engagement. The communication to those charged with governance that an audit conducted in accordance with GAAS may not satisfy the relevant legal, regulatory, or contractual requirements may be necessary if, for example, an entity engages an auditor to perform an audit of its financial statements in accordance with GAAS and the auditor becomes aware that by law, regulation, or contractual agreement the entity also is required to have an audit performed in accordance with one or more of the following:

- *Government Auditing Standards*
- OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations* or Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*
- Other compliance audit requirements, such as state or local laws or program-specific audits under federal audit guides

### *Disagreements With Management*

.28 Discussions with those charged with governance include any disagreements with management that arose during the audit, regardless of whether they were satisfactorily resolved, about matters that, individually or in the aggregate, could be significant to the entity's financial statements or the auditor's report. Disagreements with management may occasionally arise over, among other things, the application of accounting principles to the entity's specific transactions and events and the basis for management's judgments about accounting estimates. Disagreements may also arise regarding the scope of the audit, disclosures to be included in the entity's financial statements, and the wording of the auditor's report. For purposes of this section, disagreements do not include differences of opinion based on incomplete facts or preliminary information that are later resolved.

## Uncorrected Misstatements

.29 The auditor should communicate with those charged with governance

- uncorrected misstatements accumulated by the auditor and the effect that they, individually or in the aggregate, may have on the opinion in the auditor's report. The auditor's communication should identify material uncorrected misstatements individually. The auditor should request that uncorrected misstatements be corrected.
- the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances or disclosures, and the financial statements as a whole.

.30 The auditor is not required to accumulate misstatements that the auditor believes are trivial. When there are a large number of individually immaterial 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.

.31 The auditor may discuss with those charged with governance the reasons for, and the implications of, a failure to correct misstatements, taking into account the size and nature of the misstatement judged in the surrounding circumstances, and possible implications with regard to future financial statements.

## When Not All of Those Charged With Governance Are Involved in Management

.32 Unless all of those charged with governance are involved in managing the entity, the auditor also should communicate the following:

- Material, corrected misstatements that were brought to the attention of management as a result of audit procedures. The auditor also may communicate other corrected immaterial misstatements, such as frequently recurring immaterial misstatements that may indicate a particular bias in the preparation of the financial statements.
- Significant findings or issues, if any, arising from the audit that were discussed, or the subject of correspondence, with management. Significant findings or issues discussed, or the subject of correspondence, with management may include matters such as
  - business conditions affecting the entity and business plans and strategies that may affect the risks of material misstatement.
  - discussions or correspondence in connection with the initial or recurring engagement of the auditor including, among other matters, any discussions or correspondence regarding accounting practices or the application of auditing standards.
- The auditor's views about significant matters that were the subject of management's consultations with other accountants on accounting or auditing matters when the auditor is aware that such consultation has occurred.
- Written representations the auditor is requesting. The auditor may provide those charged with governance with a copy of management's written representations.

## Establishing the Communication Process

.33 The auditor should communicate with those charged with governance the form, timing, and expected general content of communications. Clear communication of the following helps establish the basis for effective two-way communication:

- The auditor's responsibilities
- An overview of the planned scope and timing of the audit
- The expected general content of communications



.34 Matters that may also contribute to effective two-way communication include discussion of the following:

- The purpose of communications. When the purpose is clear, the auditor and those charged with governance are in a better position 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) on the audit team and among 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. Such matters might include strategic decisions that may significantly affect the nature, timing, and extent of audit procedures; the suspicion or the detection of fraud; or concerns about 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.

.35 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. Difficulty in establishing effective two-way communication may indicate that the communication between the auditor and those charged with governance is not adequate for the purpose of the audit.

## Forms of Communication

.36 The auditor should communicate in writing with those charged with governance significant findings or issues from the audit (see paragraphs .12–.14 of AU-C section 260 [discussed in paragraphs .21, .29, and .32 of this section]) if, in the auditor's professional judgment, oral communication would not be adequate. This communication need not include matters that arose during the course of the audit that were communicated with those charged with governance and satisfactorily resolved.

.37 Effective communication may involve formal presentations and written reports as well as less formal communications, including discussions. The auditor may communicate matters other than those identified in paragraph .16 of AU-C section 260 (discussed in the preceding paragraph) either orally or in writing. Written communications may include an engagement letter that is provided to those charged with governance.

.38 In addition to the significance of a particular matter, the form of communication (for example, whether to communicate orally or in writing, the extent of detail or summarization in the communication, and whether to communicate in a formal or informal manner) may be affected by factors such 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 being audited.
- legal or regulatory requirements that may require a written communication with those charged with governance.
- 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.
- in the case of an audit of special purpose financial statements, whether the auditor also audits the entity's general purpose financial statements.

.39 When a significant matter is discussed with an individual member of those charged with governance, such as 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.

## Restricted Use

.40 When the auditor communicates matters in accordance with AU-C section 260 in writing, the communication is considered a by-product report. Accordingly, the auditor should indicate in the communication that it is intended solely for the information and use of those charged with governance and, if appropriate, management; and is not intended to be and should not be used by anyone other than these specified parties.

## Timing of Communications

.41 The auditor should communicate with those charged with governance on a timely basis. The appropriate timing for communications will vary with the circumstances of the engagement. Considerations include the significance and nature of the matter and the action expected to be taken by those charged with governance. The auditor may consider communicating

- planning matters early in the audit engagement and, for an initial engagement, as part of the terms of the engagement.
- significant difficulties encountered during the audit as soon as practicable if those charged with governance are able to assist the auditor in overcoming the difficulties or if the difficulties are likely to lead to a modified opinion.

.42 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 (for example, timely communication of a material weakness to enable appropriate remedial action to be taken).
- whether the auditor is auditing both general purpose and special purpose financial statements.

## Adequacy of the Communication Process

.43 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 evaluate the effect, if any, on the auditor's assessment of the risks of material misstatement and ability to obtain sufficient appropriate audit evidence and should take appropriate action.

.44 The auditor need not design specific procedures to support the evaluation of the two-way communication between the auditor and those charged with governance. 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 communicated by the auditor. When significant findings or issues raised in previous communications have not been dealt with effectively, it may be appropriate for the auditor to inquire about

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, such as 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.
- when 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.

.45 As discussed in paragraph .A1 of AU-C section 260, effective two-way communication assists both the auditor and those charged with governance. Further, AU-C section 315 identifies participation by those charged with governance, including their interaction with internal auditors (if any) and external auditors, as an element of the entity's control environment. Inadequate two-way communication may indicate an unsatisfactory control environment, which will influence the auditor's assessment of the risks of material misstatements. There is also a risk that the auditor may not have obtained sufficient appropriate audit evidence to form an opinion on the financial statements.

.46 If the two-way communication between the auditor and those charged with governance is not adequate and the situation cannot be resolved, the auditor may take actions such as the following:

- 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 (for example, a regulator) or a higher authority in the governance structure that is outside the entity, such as the owners of a business (for example, shareholders in a general meeting), or the responsible government agency for certain governmental entities
- Withdrawing from the engagement when withdrawal is possible under applicable law or regulation

## Documentation

.47 When matters required to be communicated by this section have been communicated orally, the auditor should include them in the audit documentation, including when and to whom they were communicated. When matters have been communicated in writing, the auditor should retain a copy of the communication as part of the audit documentation.

.48 Documentation of oral communication may include a copy of minutes prepared by the entity as part of the audit documentation if those minutes are an appropriate record of the communication.

## Additional Communication Requirements

.49 Requirements for the auditor to communicate with those charged with governance are included in other AU-C sections. AU-C section 260 does not change the AICPA professional standards requirements in the following:

- a. paragraph .17 of AU-C section 210
- b. paragraphs .21, .38c(i), and .39–.41 of AU-C section 240

- c. paragraphs .14, .18, and .21–.23 of AU-C section 250
- d. paragraph .11 of AU-C section 265 (discussed in paragraph .54 of this section.)
- e. paragraph .27 of AU-C section 550
- f. paragraphs .10b–c, .12a, .15a, .17a, and .18 of AU-C section 560
- g. paragraphs .45–.48 of AU-C section 600
- h. paragraphs .12, .14, .20, and .29 of AU-C section 705
- i. paragraph .09 of AU-C section 706
- j. paragraphs .08, .12, .15, and .18 of AU-C section 720
- k. paragraph .06 of AU-C section 730
- l. paragraphs .23–.28 of AU-C section 930
- m. paragraphs .36–.37 of AU-C section 935

## Communicating Internal Control Related Matters Identified in an Audit

.50 AU-C section 265 establishes requirements and provides guidance regarding the auditor’s responsibility to appropriately communicate to those charged with governance and management deficiencies in internal control that the auditor has identified in an audit of financial statements.

## Determination of Whether Deficiencies in Internal Control Have Been Identified

.51 The auditor should determine whether, on the basis of the audit work performed, the auditor has identified one or more deficiencies in internal control.

.52 In determining whether the auditor has identified one or more deficiencies in internal control, the auditor may discuss the relevant facts and circumstances of the auditor’s findings with the appropriate level of management. This discussion provides an opportunity for the auditor to alert management on a timely basis to the existence of deficiencies of which management may not have been previously aware. The level of management with whom it is appropriate to discuss the findings is one that is familiar with the internal control area concerned and that has the authority to take remedial action on any identified deficiencies in internal control. In some circumstances, it may not be appropriate for the auditor to discuss the auditor’s findings directly with management (for example, if the findings appear to call management’s integrity or competence into question [see paragraph .A22 of AU-C section 265]).

.53 In discussing the facts and circumstances of the auditor’s findings with management, the auditor may obtain other relevant information for further consideration, such as

- management’s understanding of the actual or suspected causes of the deficiencies.
- exceptions arising from the deficiencies that management may have noted (for example, misstatements that were not prevented by the relevant IT controls).
- a preliminary indication from management of its response to the findings.

### *Considerations Specific to Smaller, Less Complex Entities*

.54 Although the concepts underlying control activities in smaller entities are likely to be similar to those in larger entities, the formality with which controls operate will vary. Further, smaller entities may find that

certain types of control activities are not necessary because of controls applied by management. For example, management's sole authority for granting credit to customers and approving significant purchases can provide effective control over important account balances and transactions, lessening or removing the need for more detailed control activities.

.55 Also, smaller entities often have fewer employees, which may limit the extent to which segregation of duties is practicable. However, in a small owner-managed entity, the owner-manager may be able to exercise more effective oversight than in a larger entity. On the other hand, such increased management oversight also may increase the risk of management override of controls.

## Evaluating Identified Deficiencies in Internal Control

.56 If the auditor has identified one or more deficiencies in internal control, the auditor should evaluate each deficiency to determine, on the basis of the audit work performed, whether, individually or in combination, they constitute significant deficiencies or material weaknesses.

.57 If the auditor determines that a deficiency, or a combination of deficiencies, in internal control is not a material weakness, the auditor should consider whether prudent officials, having knowledge of the same facts and circumstances, would likely reach the same conclusion.

.58 The severity of a deficiency, or a combination of deficiencies, in internal control depends not only on whether a misstatement has actually occurred but also on

- the magnitude of the potential misstatement resulting from the deficiency or deficiencies and
- whether there is a reasonable possibility that the entity's controls will fail to prevent, or detect and correct, a misstatement of an account balance or disclosure. A reasonable possibility exists when the chance of the future event or events occurring is more than remote.

Significant deficiencies and material weaknesses may exist even though the auditor has not identified misstatements during the audit.

.59 Factors that affect the magnitude of a misstatement that might result from a deficiency, or deficiencies, in internal control include, but are not limited to, the following:

- The financial statement amounts or total of transactions exposed to the deficiency
- The volume of activity (in the current period or expected in future periods) in the account or class of transactions exposed to the deficiency

.60 In evaluating the magnitude of the potential misstatement, the maximum amount by which an account balance or total of transactions can be overstated generally is the recorded amount, whereas understatements could be larger.

.61 Risk factors affect whether there is a reasonable possibility that a deficiency, or a combination of deficiencies, in internal control will result in a misstatement of an account balance or disclosure. The factors include, but are not limited to, the following:

- The nature of the financial statement accounts, classes of transactions, disclosures, and assertions involved
- The cause and frequency of the exceptions detected as a result of the deficiency, or deficiencies, in internal control
- The susceptibility of the related asset or liability to loss or fraud
- The subjectivity, complexity, or extent of judgment required to determine the amount involved
- The interaction or relationship of the control(s) with other controls

- The interaction with other deficiencies in internal control
- The possible future consequences of the deficiency, or deficiencies, in internal control
- The importance of the controls to the financial reporting process, including the following:
  - General monitoring controls (such as oversight of management)
  - Controls over the prevention and detection of fraud
  - Controls over the selection and application of significant accounting policies
  - Controls over significant transactions with related parties
  - Controls over significant transactions outside the entity's normal course of business
  - Controls over the period-end financial reporting process (such as controls over nonrecurring journal entries)

.62 The evaluation of whether a deficiency in internal control presents a reasonable possibility of misstatement may be made without quantifying the probability of occurrence as a specific percentage or range. Also, in many cases, the probability of a small misstatement will be greater than the probability of a large misstatement.

.63 Controls may be designed to operate individually, or in combination, to effectively prevent, or detect and correct, misstatements. For example, controls over accounts receivable may consist of both automated and manual controls designed to operate together to prevent, or detect and correct, misstatements in the account balance. A deficiency in internal control on its own may not be sufficiently important to constitute a significant deficiency or a material weakness. However, a combination of deficiencies affecting the same significant account or disclosure, relevant assertion, or component of internal control may increase the risks of misstatement to such an extent to give rise to a significant deficiency or material weakness.

.64 Indicators of material weaknesses in internal control include

- identification of fraud, whether or not material, on the part of senior management;
- restatement of previously issued financial statements to reflect the correction of a material misstatement due to fraud or error;
- identification by the auditor of a material misstatement of the financial statements under audit in circumstances that indicate that the misstatement would not have been detected by the entity's internal control; and
- ineffective oversight of the entity's financial reporting and internal control by those charged with governance.

## Communication of Deficiencies in Internal Control

### *Communication of Significant Deficiencies and Material Weaknesses to Those Charged With Governance*

.65 The auditor should communicate in writing to those charged with governance on a timely basis significant deficiencies and material weaknesses identified during the audit, including those that were remediated during the audit.

.66 Communicating significant deficiencies and material weaknesses in writing to those charged with governance reflects the importance of these matters and assists those charged with governance in fulfilling their oversight responsibilities.

.67 The level of detail at which to communicate significant deficiencies and material weaknesses is a matter of the auditor's professional judgment in the circumstances. Factors that the auditor may consider in determining an appropriate level of detail for the communication include, for example, the following:

- The nature of the entity. For example, the communication required for a governmental entity may be different from that for a nongovernmental entity.
- The size and complexity of the entity. For example, the communication required for a complex entity may be different from that for an entity operating a simple business.
- The nature of significant deficiencies and material weaknesses that the auditor has identified.
- The entity's governance composition. For example, more detail may be needed if those charged with governance include members who do not have significant experience in the entity's industry or in the affected areas.
- Legal or regulatory requirements regarding the communication of specific types of deficiencies in internal control.

.68 Management and those charged with governance may already be aware of significant deficiencies and material weaknesses that the auditor has identified during the audit and may have chosen not to remedy them because of cost or other considerations. The responsibility for evaluating the costs and benefits of implementing remedial action rests with management and those charged with governance. Accordingly, the requirements to communicate significant deficiencies and material weaknesses in paragraphs .11–.12 of AU-C section 265 (discussed in paragraphs .58 and .63, respectively) apply, regardless of cost or other considerations that management and those charged with governance may consider relevant in determining whether to remedy such deficiencies.

.69 The fact that the auditor communicated a significant deficiency or material weakness to those charged with governance and management in a previous audit does not eliminate the need for the auditor to repeat the communication if remedial action has not yet been taken. If a previously communicated significant deficiency or material weakness remains, the current year's communication may repeat the description from the previous communication or simply reference the previous communication and the date of that communication. The auditor may ask management or, when appropriate, those charged with governance why the significant deficiency or material weakness has not yet been remedied. A failure to act, in the absence of a rational explanation, may in itself represent a significant deficiency or material weakness.

### *Communication of Significant Deficiencies and Material Weaknesses in Internal Control to Management*

.70 The auditor also should communicate to management at an appropriate level of responsibility, on a timely basis

- a. in writing, significant deficiencies and material weaknesses that the auditor has communicated or intends to communicate to those charged with governance, unless it would be inappropriate to communicate directly to management in the circumstances.
- b. in writing or orally, other deficiencies in internal control identified during the audit that have not been communicated to management by other parties and that, in the auditor's professional judgment, are of sufficient importance to merit management's attention. If other deficiencies in internal control are communicated orally, the auditor should document the communication.

.71 Ordinarily, the appropriate level of management is the one that has responsibility and authority to evaluate the deficiencies in internal control and to take the necessary remedial action. For significant deficiencies and material weaknesses, the appropriate level is likely to be the CEO or CFO (or equivalent) because these

matters also are required to be communicated to those charged with governance. For other deficiencies in internal control, the appropriate level may be operational management with more direct involvement in the control areas affected and with the authority to take appropriate remedial action.

.72 Certain identified significant deficiencies or material weaknesses in internal control may call into question the integrity or competence of management. For example, there may be evidence of fraud or intentional noncompliance with laws and regulations by management or management may exhibit an inability to oversee the preparation of adequate financial statements, which may raise doubt about management's competence. Accordingly, it may not be appropriate to communicate such deficiencies directly to management.

.73 Paragraphs .21–.27 of AU-C section 250 establish requirements and provides guidance on the reporting of identified or suspected noncompliance with laws and regulations, including when those charged with governance are themselves involved in such noncompliance. Paragraph .40 of AU-C section 240 establishes requirements and provides guidance regarding communication to those charged with governance when the auditor has identified fraud or suspected fraud involving management.

.74 *Communication of other deficiencies in internal control to management.* During the audit, the auditor may identify other deficiencies in internal control that are not significant deficiencies or material weaknesses but that may be of sufficient importance to merit management's attention. The determination regarding which other deficiencies in internal control merit management's attention is a matter of the auditor's professional judgment in the circumstances, taking into account the likelihood and potential magnitude of misstatements that may arise in the financial statements as a result of those deficiencies.

.75 The communication of other deficiencies in internal control that merit management's attention need not be in writing. When the auditor has discussed the facts and circumstances of the auditor's findings with management, the auditor may consider an oral communication of the other deficiencies to have been made to management at the time of these discussions. Accordingly, a formal communication need not be made subsequently.

.76 If the auditor has communicated deficiencies in internal control, other than significant deficiencies or material weaknesses, to management in a prior period and management has chosen not to remedy them for cost or other reasons, the auditor need not repeat the communication in the current period. The auditor also is not required to repeat information about such deficiencies if the information has been previously communicated to management by other parties, such as internal auditors or regulators. However, the auditor may consider it appropriate to recommunicate these other deficiencies if there has been a change of management or if new information has come to the auditor's attention that alters the prior understanding of the auditor and management regarding the deficiencies. Nevertheless, the failure of management to remedy other deficiencies in internal control that were previously communicated may become a significant deficiency requiring communication with those charged with governance. Whether this is the case depends on the auditor's professional judgment in the circumstances.

.77 In some circumstances, those charged with governance may wish to be made aware of the details of other deficiencies in internal control that the auditor has communicated to management or be briefly informed of the nature of the other deficiencies. Alternatively, the auditor may inform those charged with governance when a communication of other deficiencies has been made to management. In either case, the auditor may communicate orally or in writing to those charged with governance, as appropriate.

#### *Timing of Communications to Management and Those Charged With Governance*

.78 The communications referred to in paragraphs .11–.12 of AU-C section 265 (discussed in paragraphs .58 and .63, respectively) should be made no later than 60 days following the report release date.



.79 Although the auditor is required to make the communications referred to in paragraphs .11–.12 of AU-C section 265 (discussed in paragraphs .58 and .63, respectively) no later than 60 days following the report release date, the communication is best made by the report release date because receipt of such communication may be an important factor in enabling those charged with governance to discharge their oversight responsibilities. Nevertheless, because the auditor's written communication of significant deficiencies and material weaknesses forms part of the final audit file, the written communication is subject to the overriding requirement for the auditor to complete the assembly of the final audit file on a timely basis, no later than 60 days following the report release date.

.80 Early communication to those charged with governance or management may be important for some matters because of their relative significance and the urgency for corrective follow-up action. Regardless of the timing of the written communication of significant deficiencies and material weaknesses, the auditor may communicate these orally in the first instance to management and, when appropriate, those charged with governance to assist them in taking timely remedial action to minimize the risks of material misstatement. However, oral communication does not relieve the auditor of the responsibility to communicate the significant deficiencies and material weaknesses in writing, as required by AU-C section 265.

### ***Content of Written Communication of Significant Deficiencies and Material Weaknesses in Internal Control***

.81 The auditor should include in the auditor's written communication of significant deficiencies and material weaknesses

- the definition of the term *material weakness* and, when relevant, the definition of the term *significant deficiency*.
- a description of the significant deficiencies and material weaknesses and an explanation of their potential effects.
- sufficient information to enable those charged with governance and management to understand the context of the communication. In particular, the auditor should include in the communication the following elements that explain that
  - the purpose of the audit was for the auditor to express an opinion on the financial statements.
  - the audit included consideration of internal control over financial reporting in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of internal control.
  - the auditor is not expressing an opinion on the effectiveness of internal control.
  - the auditor's consideration of internal control was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies, and therefore, material weaknesses or significant deficiencies may exist that were not identified.
- an appropriate alert, in accordance with AU-C section 905.

.82 In explaining the potential effects of the significant deficiencies and material weaknesses, the auditor need not quantify those effects. The potential effects may be described in terms of the control objectives and types of errors the control was designed to prevent, or detect and correct, or in terms of the risk(s) of misstatement that the control was designed to address. The potential effects may be evident from the description of the significant deficiencies or material weaknesses.

.83 The significant deficiencies or material weaknesses may be grouped together for reporting purposes when it is appropriate to do so. The auditor also may include in the written communication suggestions for remedial action on the deficiencies, management's actual or proposed responses, and a statement about whether the auditor has undertaken any steps to verify whether management's responses have been implemented (see paragraph .A33 of AU-C section 265 [discussed in paragraph .87 of this section]).

.84 The auditor may consider it appropriate to include the following information as additional context for the communication:

- The general inherent limitations of internal control, including the possibility of management override of controls
- The specific nature and extent of the auditor's consideration of internal control during the audit

.85 *Restriction on use.* In certain cases not involving *Government Auditing Standards*, law or regulation may require the auditor or management to furnish a copy of the auditor's written communication on significant deficiencies and material weaknesses to governmental authorities. When this is the case, the auditor's written communication may identify such governmental authorities in the paragraph containing the alert that restricts the use of the auditor's written communication. AU-C section 905 does not permit the auditor to add parties, other than those identified in paragraph .07b of AU-C section 905.

.86 *Management's written response.* Management may wish to or may be required by a regulator to prepare a written response to the auditor's communication regarding significant deficiencies or material weaknesses identified during the audit. Such management communications may include a description of corrective actions taken by the entity, the entity's plans to implement new controls, or a statement indicating that management believes the cost of correcting a significant deficiency or material weakness would exceed the benefits to be derived from doing so. If such a written response is included in a document containing the auditor's written communication to management and those charged with governance concerning identified significant deficiencies or material weaknesses, the auditor may add a paragraph to the written communication disclaiming an opinion on such information. The following is an example of such a paragraph:

ABC Company's written response to the significant deficiencies [*and material weaknesses*] identified in our audit was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

.87 *No material weakness communications.* When the auditor issues a written communication stating that no material weaknesses were identified during the audit, the communication should include the matters in paragraph .14a and c-d of AU-C section 265 (discussed in the paragraph .73 of this section).

.88 The auditor should not issue a written communication stating that no significant deficiencies were identified during the audit.

.89 Management or those charged with governance may request a written communication indicating that no material weaknesses were identified during the audit. A written communication indicating that no material weaknesses were identified during the audit does not provide any assurance about the effectiveness of an entity's internal control over financial reporting. However, an auditor is not precluded from issuing such a communication, provided that the communication includes the matters required by paragraph .15 of AU-C section 265 (discussed in paragraph .87 of this section). However, a written communication indicating that no significant deficiencies were identified during the audit is precluded because such a communication has the potential to be misunderstood or misused.

## Examples of Circumstances That May Be Deficiencies, Significant Deficiencies, or Material Weaknesses

.90 The following are examples of circumstances that may be deficiencies, significant deficiencies, or material weaknesses.

### Deficiencies in the Design of Controls

The following are examples of circumstances that may be deficiencies, significant deficiencies, or material weaknesses related to the design of controls:

- Inadequate design of controls over the preparation of the financial statements being audited.
- Inadequate design of controls over a significant account or process.
- Inadequate documentation of the components of internal control.
- Insufficient control consciousness within the organization (for example, the tone at the top and the control environment).
- Evidence of ineffective aspects of the control environment, such as indications that significant transactions in which management is financially interested are not being appropriately scrutinized by those charged with governance.
- Evidence of an ineffective entity risk assessment process, such as management's failure to identify a risk of material misstatement that the auditor would expect the entity's risk assessment process to have identified.
- Evidence of an ineffective response to identified significant risks (for example, absence of controls over such a risk).
- Absent or inadequate segregation of duties within a significant account or process.
- Absent or inadequate controls over the safeguarding of assets (this applies to controls that the auditor determines would be necessary for effective internal control over financial reporting).
- Inadequate design of IT general and application controls that prevents the information system from providing complete and accurate information consistent with financial reporting objectives and current needs.
- Employees or management who lack the qualifications and training to fulfill their assigned functions. For example, in an entity that prepares financial statements in accordance with generally accepted accounting principles (GAAP), the person responsible for the accounting and reporting function lacks the skills and knowledge to apply GAAP in recording the entity's financial transactions or preparing its financial statements.
- Inadequate design of monitoring controls used to assess the design and operating effectiveness of the entity's internal control over time.
- Absence of an internal process to report deficiencies in internal control to management on a timely basis.
- Absence of a risk assessment process within the entity when such a process would ordinarily be expected to have been established.

### Failures in the Operation of Controls

The following are examples of circumstances that may be deficiencies, significant deficiencies, or material weaknesses related to the operation of controls:

- Failure in the operation of effectively designed controls over a significant account or process (for example, the failure of a control such as dual authorization for significant disbursements within the purchasing process).

- Failure of the information and communication component of internal control to provide complete and accurate output because of deficiencies in timeliness, completeness, or accuracy (for example, the failure to obtain timely and accurate consolidating information from remote locations that is needed to prepare the financial statements).
- Failure of controls designed to safeguard assets from loss, damage, or misappropriation. This circumstance may need careful consideration before it is evaluated as a significant deficiency or material weakness. For example, assume that a company uses security devices to safeguard its inventory (preventive controls) and also performs timely periodic physical inventory counts (detective control) with regard to its financial reporting. Although the physical inventory count does not safeguard the inventory from theft or loss, it prevents a material misstatement of the financial statements if performed effectively and timely. Therefore, given that the definitions of *material weakness* and *significant deficiency* relate to the likelihood of misstatement of the financial statements, the failure of a preventive control, such as inventory tags, will not result in a significant deficiency or material weakness if the detective control (physical inventory counts) prevents a misstatement of the financial statements. Material weaknesses relating to controls over the safeguarding of assets would only exist if the company does not have effective controls (considering both safeguarding and other controls) to prevent, or detect and correct, a material misstatement of the financial statements.
- Failure to perform reconciliations of significant accounts. For example, accounts receivable subsidiary ledgers are not reconciled to the general ledger account in a timely or accurate manner.
- Undue bias or lack of objectivity by those responsible for accounting decisions (for example, consistent understatement of expenses or overstatement of allowances at the direction of management).
- Misrepresentation by entity personnel to the auditor (an indicator of fraud).
- Management override of controls.
- Failure of an application control caused by a deficiency in the design or operation of an IT general control.
- An observed deviation rate that exceeds the number of deviations expected by the auditor in a test of the operating effectiveness of a control. For example, if the auditor designs a test in which he or she selects a sample and expects no deviations, the finding of one deviation is a nonnegligible deviation rate because based on the results of the auditor's test of the sample, the desired level of confidence was not obtained.

## Illustrative Letters Communicating Internal Control Related Matters Identified in an Audit

### .91 Written Communication Regarding Significant Deficiencies and Material Weaknesses Identified During an Audit of Financial Statements

*Note:* When the engagement is also performed in accordance with *Government Auditing Standards*, the alert required by paragraph .14d of AU-C section 265 may read as follows: "The purpose of this communication is solely to describe the scope of our testing of internal control over financial reporting and the results of that testing. This communication is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Company's internal control over financial reporting. Accordingly, this communication is not suitable for any other purpose." The AICPA Audit Guide *Government Auditing Standards and Single Audits* provides additional interpretative guidance, including illustrative reports.

[Date of Auditor's Report on the Financial Statements]

To Management and [identify the body or individuals charged with governance, such as the entity's Board of Directors] of ABC Company

In planning and performing our audit of the financial statements of [client's name] (the Company) as of and for the year ended [financial statement date], in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be [material weaknesses or material weaknesses or significant deficiencies] and therefore, [material weaknesses or material weaknesses or significant deficiencies] may exist that were not identified. However, as discussed below, we identified certain deficiencies in internal control that we consider to be [material weaknesses or material weaknesses and significant deficiencies].

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented or detected and corrected on a timely basis. We consider the following deficiencies in the Company's internal control to be material weaknesses:

#### Blank Checks

Blank checks are maintained in an unlocked cabinet along with the check signing machine.

Blank checks and the check signing machine should be locked in separate locations so as to prevent the embezzlement of funds.

A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We consider the following deficiencies in the Company's internal control to be significant deficiencies:

#### Accrued Vacation

Although accrued vacation has not been recorded on the financial statements, the amount of accrued vacation must be considered in determining the fair presentation of the financial statements. The year-end analysis of accrued vacation had a balance significantly lower than the prior year's balance. The details of the analysis

were traced to the attendance control cards. We found (1) the number of days earned on the listing did not agree to that recorded in the cards, (2) individuals were reported in the cards with earned vacation but were not on the listing, and (3) some of the cards appeared to not have been maintained.

Detailed records of vacation days earned and used by employees should be recorded in a timely manner and accurately maintained. At least annually, these days should be converted to dollar amounts. Management should review the conversion and consider reporting this liability on the financial statements for complete recognition of liabilities.

Discussions with the office manager revealed that not all employees are required to notify him or her when they use vacation days. All employees should be required to inform the office manager of all vacation days taken. Employees should also be asked to periodically review their vacation records with the office manager and to indicate their agreement by signing the records.

### **Bad Debts**

During 20XX, the board approved the write-off of accounts receivable of about \$ [amount] The write-off was charged to revenue rather than to bad debt expense.

Procedures for recording bad debt write-offs should be reviewed for adequacy. All adjusting entries should be reviewed by the treasurer or a member of management other than the person preparing the journal entry.

This communication is intended solely for the information and use of management, [identify the body or individuals charged with governance, for example, the board of directors], and others within the organization, and is not intended to be, and should not be, used by anyone other than these specified parties.

[Auditor's signature]

[Auditor's city and state]

[Date]

**.92 Communicating Internal Control Related Matters Identified in an Audit When the Auditor Has Not Identified Any Material Weaknesses and Wishes to Communicate That to Management and Those Charged With Governance**

*Note:* When the engagement is also performed in accordance with *Government Auditing Standards*, the alert required by paragraph .14d of AU-C section 265 may read as follows: "The purpose of this communication is solely to describe the scope of our testing of internal control over financial reporting and the results of that testing. This communication is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Company's internal control over financial reporting. Accordingly, this communication is not suitable for any other purpose." The AICPA Audit Guide *Government Auditing Standards and Single Audits* provides additional interpretative guidance, including illustrative reports.

To Management and [*identify the body or individuals charged with governance, such as the entity's Board of Directors*] of NPO Organization

In planning and performing our audit of the financial statements of NPO Organization (the Organization) as of and for the year ended December 31, 20XX, in accordance with auditing standards generally accepted in the United States of America, we considered the Organization's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

*[If one or more significant deficiencies have been identified, the auditor may add the following: Our audit was also not designed to identify deficiencies in internal control that might be significant deficiencies. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We communicated the significant deficiencies identified during our audit in a separate communication dated [date].]*

This communication is intended solely for the information and use of management, [*identify the body or individuals charged with governance*], others within the organization, and [*identify any governmental authorities to which the auditor is required to report*] and is not intended to be, and should not be, used by anyone other than these specified parties.

[Auditor's signature]

[Auditor's city and state]

[Date]

**The auditor should not issue a written communication stating that no significant deficiencies were identified during the audit.**





# AAM Section 7600

## *Reliance Letter*

### General

.01 CPA firms may receive a request from a third-party seeking reliance on a client's audited financial statements. The firm may respond with a reliance letter. These letters generally include a description of the services performed, the auditor's responsibilities, and an explanation of the inherent limitations of the audit process.

#### .02 Illustrative Reliance Letter

[Addressee]:

The following is in response to your letter to our firm dated \_\_\_\_\_.

We performed an audit of the financial statements of ABC Company, which comprise the balance sheet as of December 31, 20X1, and the related statements of income, changes in stockholders' equity, and cash flow for the year then ended, and the related notes to the financial statements. The financial statements were audited as of the financial statement date and the audit procedures performed were completed on March 28, 20X2 [*date of the auditor's report*]. No additional audit procedures were performed subsequent to March 28, 20X2.

The audit was conducted in accordance with generally accepted auditing standards (GAAS). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. However, a properly designed and executed audit may not detect a material misstatement. For example, GAAS does not require that an auditor authenticate documents, nor is an auditor trained to do so. Also, audit procedures that are effective for detecting a misstatement that is unintentional may not be effective for a misstatement that is intentional and is concealed through collusion between client personnel and third parties or among management or employees of the client.

We understand that you intend to rely on the report and associated statements in connection with [*describe as precisely as possible the transaction in connection with which the third party intends to rely on the report and statements*]. It should be noted that the audit procedures performed in order to render an opinion on the financial statements of ABC Company may not be adequate or appropriate for this purpose. Because of the limitations inherent in the audit process, we may not have detected all material misstatements. Accordingly, our audit was not intended for your benefit and should not be taken to supplant the inquiries and procedures that you should take to satisfy yourself as to ABC Company's credit-worthiness. We recommend that you perform your own due diligence investing, which should include but not be limited to the following steps [*itemize*]. We emphasize that this list of procedures may not be all inclusive and that we cannot provide any assurance that the procedures we have mentioned will be sufficient for your purposes.

[Signature]

[Date]



# AAM Section 7700

## *Proposal Letter*

### General

.01 When a prospective client is considering engaging a CPA firm to provide services, the prospective client typically presents the firm with a request for proposal letter. In response to this request the CPA firm will provide a proposal letter to the prospective client. This letter will generally include the firm's background, objectives, experience, services, and an estimation of fees to perform the services requested.

### .02 Illustrative Proposal Letter

[Date]

[Name]

[Address]

Dear [Name]:

We appreciate this opportunity to present a proposal for [nature of services] and a brief description of our firm and services.

Our firm was formed in 20X1. We have [number of] partners and [number of] staff and support personnel working with clients in accounting and auditing, taxation, and various consulting services. Although we serve all size clients, our clientele consists primarily of small and medium size businesses such as yours.

Our professional objectives are to provide the highest quality services on a timely basis. As a member of the AICPA Division for Firm's Private Companies Practice Section, our accounting and auditing practice has been subjected to a review by another firm of CPAs. We received an unqualified opinion as a result of that review. We extend our client relationships to include ongoing contact and services to achieve our services objectives.

We have extensive experience in the [type of] industry. This experience and related understanding of your industry's operations permit us to design, perform, and complete engagements for your company effectively and at a reasonable cost.

Our services include the following:

- **Accounting, Auditing, and Attestation Services**  
Our accounting, auditing, and attestation services include annual or special audits, compilations and reviews of financial statements, and the examination and review of financial and other information under the attestation standards. We accompany our report on audited financial statements with a letter communicating deficiencies in internal control and a management letter communicating recommendations for operational efficiencies. Our purpose in making these suggestions is to help you accomplish your operational objectives. These suggestions often result in cost savings.
- **Tax Services**  
We offer diversified tax services, including assistance in all phases of federal, state, and local income taxes; estate, inheritance, and gift taxes; and payroll and other taxes. These services include tax return preparation, tax research, and representation of clients at administrative proceedings before the various taxing authorities. The objectives of our tax services are to minimize taxes and potential problems.
- **Consulting Services**  
Our consulting services are designed to assist clients in improving efficiency and profitability. Our approach offers assistance in such areas as developing plans for problem identification or implementing

more effective operating controls, evaluating information systems and installing or upgrading data processing systems.

[Name], an audit partner, will be primarily responsible for your engagement.

As you requested, our proposal is for [state nature of services].

We estimate that our fees for the proposed services will be approximately \$[amount], plus out-of-pocket expenses, billable as the work progresses. Our fees are based on time spent on the engagement. Should we encounter any unforeseen circumstances requiring additional time, you will be notified promptly of the situation.

Our fee estimate is based on the assumption that your personnel will prepare certain schedules and analyses for us. We also anticipate their assistance in locating invoices and other documents for our examination.

Our firm is organized and staffed to help you satisfy our business needs. Please call [number] with questions about this proposal.

Sincerely,

---

[Firm Signature]

# AAM Section 8000

## Alerts

The material included in this section is intended to provide CPAs with an overview of recent economic, industry, regulatory, and professional developments that may affect audits and other engagements they perform. The material in this section has not been approved, disapproved, or otherwise acted on by a senior technical committee of the AICPA.

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# AAM Section 8012

## *General Accounting and Auditing Developments—2017/18*

STRENGTHENING AUDIT INTEGRITY  
SAFEGUARDING FINANCIAL REPORTING

### Notice to Readers

This Audit Risk Alert (alert) replaces *General Accounting and Auditing Developments—2016/17*.

This alert provides auditors of financial statements with an overview of recent economic, industry, technical, regulatory, and professional developments that may affect the audits and other engagements they perform. Also, an entity's internal management can use this alert to address areas of audit concern.

This publication is an other auditing publication, as defined in AU-C section 200, *Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance With Generally Accepted Auditing Standards* (AICPA, *Professional Standards*). Other auditing publications have no authoritative status; however, they may help the auditor understand and apply generally accepted auditing standards.

In applying the auditing guidance included in an other auditing publication, the auditor should, using professional judgment, assess the relevance and appropriateness of such guidance to the circumstances of the audit. The auditing guidance in this document has been reviewed by the AICPA Audit and Attest Standards staff and published by the AICPA and is presumed to be appropriate. This document has not been approved, disapproved, or otherwise acted on by a senior technical committee of the AICPA.

### Recognition

The AICPA gratefully acknowledges those members of the Auditing Standards Board and the AICPA Technical Issues Committee who helped identify the interest areas for inclusion in this alert. The AICPA also gratefully acknowledges Jeremy Dillard, David Finkelstein, and Patrick Ballweg for their review of this publication.

#### AICPA Staff

Liese Faircloth  
*Manager*

Product Management and Development

### Feedback

The Audit Risk Alert *General Accounting and Auditing Developments* is published annually. As you encounter audit or industry issues that you believe warrant discussion in next year's alert, please feel free to share them with us. Any other comments you have about the alert would also be appreciated. You may email these comments to [A&APublications@aicpa.org](mailto:A&APublications@aicpa.org).

### How This Alert Helps You

.01 This alert helps you plan and perform your audits and can be used by an entity's internal management to identify issues significant to the industry. It also provides information to assist you in achieving a more robust understanding of the business, economic, and regulatory environments in which your clients operate. This alert is an important tool to help you identify the risks that may result in the material misstatement of financial statements, including significant risks requiring special audit consideration. For developing issues

that may have a significant impact in the near future, the "On the Horizon" section provides information on these topics. Refer to the full text of accounting and auditing pronouncements as well as the full text of any rules or publications that are discussed in this alert.

.02 It is essential that the auditor understand the meaning of audit risk and the interaction of audit risk with the objective of obtaining sufficient appropriate audit evidence. Auditors obtain audit evidence to draw reasonable conclusions on which to base their opinion by performing the following:

- Risk assessment procedures
- Further audit procedures that comprise the following:
  - Tests of controls, when required by generally accepted auditing standards (GAAS) or when the auditor has chosen to do so
  - Substantive procedures that include tests of details and substantive analytical procedures

.03 The auditor should develop an audit plan that includes the nature and extent of planned risk assessment procedures, as determined under AU-C section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*.<sup>1</sup> AU-C section 315 defines *risk assessment procedures* as "the audit procedures performed to obtain an understanding of the entity and its environment, including the entity's internal control, to identify and assess the risks of material misstatement, whether due to fraud or error, at the financial statement and relevant assertion levels." A *relevant assertion* "has a reasonable possibility of containing a misstatement or misstatements that would cause the financial statements to be materially misstated. The determination of whether an assertion is a relevant assertion is made without regard to the effect of internal controls." As part of obtaining the required understanding of the entity and its environment, paragraph .12 of AU-C section 315 states that the auditor should obtain an understanding of the "industry, regulatory, and other external factors, including the applicable financial reporting framework," relevant to the entity. This alert assists the auditor with this aspect of the risk assessment procedures and further expands the auditor's understanding of other important considerations relevant to the audit.

## Economic and Industry Developments

### The Current Economy

.04 When planning an audit or review engagement, auditors need to understand the economic conditions facing the industry and marketplace in which an entity operates, as well as the effects of these conditions on the entity itself. These external factors, such as interest rates, availability of credit, consumer confidence, overall economic expansion or contraction, inflation, and labor market conditions, are likely to have an effect on an entity's business and, therefore, its financial statements. Considering the effects of external forces on an entity is part of obtaining an understanding of the entity and its environment. Recognizing that economic conditions and other external factors relevant to an entity and its environment constantly change, auditors should evaluate whether changes have occurred since the previous audit that may affect their reliance on any information obtained from their previous experience with the entity. These changes may affect the risks and risk assessment procedures applicable to the current year's engagement.

.05 During 2016 and into 2017, the U.S. economy continued to recover. The S&P 500 and the Dow Jones Industrial Average both reached all-time highs during 2017. The Chicago Board Options Exchange Volatility Index (VIX) is a key measure of market expectations of near-term volatility conveyed by S&P 500 stock option prices and is considered by many to be a reliable indicator of investor sentiment and market volatility and the best gauge of fear in the market. The VIX continued to show an overall decline during 2016 and into 2017. During that time, prices ranged from 14.40 to 9.36. The volatility shows that there is still some uncertainty; however, the continued downward trend shows that investors believe the economy and market are improving.

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<sup>1</sup> All AU-C sections can be found in AICPA *Professional Standards*.

## Key Economic Indicators

.06 The following key economic indicators reaffirm the recovery of the economy during 2016 and into 2017: gross domestic product (GDP), unemployment, and the federal fund rate. The GDP measures output of goods and services by labor and property within the United States. GDP increases as the economy grows and decreases as it slows. According to the Bureau of Economic Analysis, real GDP increased at an annual rate of 2.6 percent in the second quarter of 2017, based on the advance estimate (first estimate). The increase in real GDP in the second quarter has been attributed to positive contributions from personal consumption expenditures, nonresidential fixed investment, exports, and federal government spending that were partially offset by negative contributions from private residential fixed investments, private inventory investment, and state and local government spending.

.07 According to the Bureau of Labor Statistics (BLS) from July 2016 to July 2017, the unemployment rate fluctuated between 4.9 percent and 4.3 percent. A rate of 4.9 percent represents approximately 87.4 million people who are unemployed. During that same time period, the number of long-term unemployed (those jobless for 27 weeks or more) was steady. According to the BLS, the number of people employed part-time for economic reasons decreased to 5.3 million during the second quarter of 2017. Together, these statistics illustrate the continued improvement in the economy.

.08 The Board of Governors of the Federal Reserve System (Federal Reserve) increased the target for the federal funds rate in June of 2017 to 1.0 percent. This was the second raise of the rate during 2017 after keeping the rate at 0.5 percent for over a year.

## Legislative and Regulatory Developments

### Inspections of Broker-Dealer

.09 On August 18, 2017, the PCAOB released its annual inspection report, *Annual Report on the Interim Inspection Program Related to Audits of Brokers and Dealers*. During 2016, the PCAOB inspected 75 firms covering portions of 115 audits related to attestation engagements. The attestation engagements comprised 20 related to compliance reports and 95 related to exemption reports. This was the second annual cycle in which all audits and related attestation engagements were required to be performed in accordance with PCAOB standards and amended SEC Rule 17a-5 and the second annual cycle in which the new attestation engagements were included in the inspections.

.10 The report notes that independence findings were identified in 11 audits representing 10 percent of the audits covered by the inspections in 2016 compared to 7 percent of the audits covered by the inspections in this area in 2015. All audits with independence findings in 2016 were conducted by firms that did not audit issuers.

.11 In response to the report findings, PCAOB Director of Registration and Inspections, Helen Munter stated, "PCAOB inspectors continued to find high levels of deficiencies in the work of auditors of broker-dealers, I hope auditors will use the information in this report to help plan and perform their audit and attestation engagements."

.12 To give some context to the numbers, note that 3,933 broker-dealers filed audited annual financial statements with the SEC for fiscal years ended during the period from July 1, 2015 through June 30, 2016, and 531 registered public accounting firms audited broker-dealer filings for these periods. Of those, 207 of the firms auditing broker-dealers also audited issuers, and 324 firms performed audits of broker-dealers and are registered with the PCAOB only because they audit nonissuer broker-dealers.

.13 A summary of the deficiencies follows—for detailed report findings, see PCAOB Release No. 2017-004, *Annual Report on the Interim Inspection Program Related to Audits of Brokers and Dealers*, available at <https://pcaobus.org/inspections/documents/bda-interim-inspection-program-2017.pdf>.

### *Findings Related to Failures to Satisfy Independence Requirements*

.14 *Failure to satisfy auditor independence requirements.* The PCAOB identified independence findings in 11 of the 115 audits selected for inspection. The following further describes the identified findings:

- These firms performed bookkeeping or other services related to broker-dealer accounting records, or prepared, or assisted in the preparation of, the broker-dealer's financial statements, supplemental information, or exemption reports.
- One firm's independence also appeared to be impaired because the terms of the engagement letter for the audit stated that the broker-dealer would indemnify the firm from all claims, liabilities, losses, and all expenses arising in connection with the audit engagement when there was a knowing misrepresentation by the broker-dealer's management.

### *Deficiencies Related to the Financial Statement Audit*

.15 *Deficiencies related to auditing revenue.* The PCAOB identified one or more deficiencies in 76 of the 115 audits selected for inspection. The following list further describes the identified deficiencies:

- In 24 of the audits inspected, firms did not perform or sufficiently perform risk assessment procedures for revenue, which contributed to deficiencies in these firms' revenue testing procedures.
- In 43 of the audits inspected, the extent of testing was insufficient for material classes of revenue transactions.
- In 9 of the audits inspected, firms performed substantive analytical procedures that did not provide the necessary level of assurance because the firms failed to do one or more of the following:
  - Develop any expectation when performing analytical procedures intended to be substantive in nature.
  - Develop expectations that were sufficiently precise to identify misstatements.
  - Establish that there was a plausible and predictable relationship between the current year and prior year revenue balances.
  - Evaluate the reliability of the data from which the auditors' expectations were developed.
  - Determine an amount of difference from the expectation that could be accepted without further investigation.
  - Obtain corroboration of management's explanations for significant unexpected differences.
- In 25 of the audits inspected, firms did not perform sufficient procedures on information produced by service organizations used in the performance of audit procedures.
  - In 14 of the 25 audits, the firms obtained a service auditor's report, but did not sufficiently evaluate the service auditor's report or consider whether the service auditor's report provided evidence about the design and operating effectiveness of the controls being relied upon.
  - In 11 of the 25 audits, for which firms used as audit evidence statements or other information the broker-dealers obtained from their service organizations, the firms did not obtain and evaluate the service auditor's report or perform procedures to test the accuracy and completeness of the information the firms used in their audits.
- In 16 of the audits inspected, when auditing revenue, firms did not test the accuracy and completeness of the information produced by the broker-dealer that was used as audit evidence.
- In 55 of the audits inspected, firms did not perform sufficient procedures to test the relevant assertions for revenue. For example, firms did not do one or more of the following:

- Evaluate whether the terms of the underlying contractual arrangements were appropriately considered in revenue recognition.
- Evaluate whether the revenue recognition criteria under FASB *Accounting Standards Codification* (ASC) 605, *Revenue Recognition*, were satisfied.
- Determine whether the commission rates used to calculate commission revenue were consistent with the underlying agreements, or test the accuracy and completeness of the quantities and prices of security purchases or sales used to calculate commission revenue.
- Test whether the values used to calculate fees were accurate or complete.
- Perform procedures to test the completeness of revenue.
- Evaluate whether revenue recognition policies were in conformity with generally accepted accounting principles (GAAP).
- Evaluate the effect on the financial statements of recognizing commission revenue based on settlement date rather than trade date, as required under FASB ASC 940, *Financial Services—Brokers and Dealers*.

**.16** *Deficiencies related to auditing risks of material misstatement due to fraud.* The PCAOB identified one or more deficiencies in 30 of 53 audits selected for inspection. The following list further describes the identified deficiencies:

- In 12 of 13 audits, firms did not identify improper revenue recognition as a fraud risk, and there was no documentation or other persuasive evidence indicating how the firms overcame the presumption that improper revenue recognition is a fraud risk. In 1 audit, the firm did not perform inquiries of management, or others, within the broker-dealer about potential fraud risks.
- In 15 of the audits inspected, firms did not perform sufficient procedures to test journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements because the firms did not perform 1 or more of the required procedures. In 2 audits, the firms did not test journal entries made at the end of the reporting period. In 4 audits, the firms did not test journal entries to address management override of controls. In 6 audits, the firms did not test the completeness of the population of journal entries from which they selected a sample for testing.
- In 13 of the audits inspected, firms did not perform sufficient audit procedures to specifically address assessed fraud risks related to improper revenue recognition.

**.17** *Deficiencies related to auditing financial statement presentation and disclosures.* The PCAOB identified one or more presentation and disclosure deficiencies in 45 of the 115 audits selected for inspection. The following further describes the identified deficiencies:

- In 29 of the audits inspected, firms did not identify the omission of required disclosures pertaining to areas such as the policy for revenue recognition, related parties, related party transactions, the correction of an accounting error related to revenue, or contingent liabilities.
- In 12 of the audits inspected, disclosures in the financial statements appeared to be incomplete or inaccurate, but the firms either did not identify that these disclosures were incomplete or inaccurate, or perform sufficient procedures to test the disclosures included in the financial statements.
- In 6 of the audits inspected, firms did not evaluate, or sufficiently evaluate, whether the broker-dealer's fair value disclosures were in accordance with FASB ASC 820, *Fair Value Measurement*.
- In 16 of the audits inspected, firms did not perform sufficient procedures regarding whether the broker-dealer's financial statements were presented fairly in conformity with GAAP.
  - In 9 audits, for example, the firms did not do one or more of the following:
    - Evaluate whether the accounting for office space provided by a related party at no cost was properly accounted for and disclosed.

- Identify that the statement of cash flows did not separately present, or incorrectly presented, the cash flows of operating, financing, and investing activities.
  - Identify discrepancies in amounts presented on different statements comprising the broker-dealer's financial statements.
  - Evaluate whether a related party receivable should have been presented separately from other assets in accordance with FASB ASC 850, *Related Party Disclosures*.
  - Sufficiently evaluate the accuracy of individual revenue amounts presented as individual line items on the statement of income because the firm's procedures were limited to comparing total revenue presented to total revenue shown on the trial balance. In addition, SEC Rule 17a-5(d)(2)(i) requires the financial statements to be presented in a format that is consistent with the statements contained in Form X-17A-5 Part II or Part IIA.
- In 7 audits, firms did not identify and appropriately address instances in which the broker-dealer's financial statements were inconsistent with the requirements of Form X-17A-5. Specifically, in all 7 audits, the broker-dealer presented multiple significant categories of revenue as a single line item on the statement of income.

**.18** *Deficiencies related to auditing related party relationships and transactions.* The PCAOB identified deficiencies in 30 of the 92 audits in which the auditor's procedures to test related parties and related party transactions were selected for inspection. The following further describes the identified deficiencies:

- In 9 of the audits inspected, firms failed to perform sufficient risk assessment procedures.
- In 28 of the audits inspected, firms did not perform procedures, or did not design and perform procedures, in a manner that addressed the risks of material misstatement associated with related parties and relationships and transactions with related parties.
- In 4 of the audits inspected, there was a deficiency identified in evaluating the broker-dealer's identification of related party relationships and transactions. In one of these audits, the firm obtained a listing of related parties from the broker-dealer that identified a specific foreign bank as being under common control with the broker-dealer as well as a schedule of notes payable from the broker-dealer that identified material liabilities owed to entities similarly named as the foreign bank. However, the firm did not perform procedures to corroborate management's representation that the notes payable related to entities that were not related parties.

**.19** *Deficiencies related to auditing fair value measurement.* The PCAOB identified one or more deficiencies related to fair value measurement in 8 of the 33 audits selected for inspection. The following list further describes the identified deficiencies:

- In 5 of the audits inspected, firms did not obtain a sufficient understanding of the methods and assumptions, either internally developed by the broker-dealer or its specialists or obtained from an external pricing source, that were used by the broker-dealer to determine the fair value of securities.

For example, in one of these audits in which the broker-dealer's securities were valued based on unobservable inputs, the firm's understanding of the methods and assumptions was limited to obtaining the broker-dealer's own estimate of fair value, as well as an external party's valuation report on which the broker-dealer based its estimate, and the firm did not perform procedures to evaluate important inputs used by the external party to estimate fair value, such as testing adjustments in the valuation report for marketability or limitations of shareholder rights.

- In 7 of the audits inspected, firms did not perform or sufficiently perform procedures to test the fair value of securities when firms decided either to test management's process or develop an independent estimate for corroborative purposes. For example, some firms did one or more of the following:
  - Selected an insufficient sample or sampled in a manner that would not provide a sample that was representative of the population being tested

- Did not determine whether prices obtained from external pricing sources used to develop its own estimate of fair value were independent of the external pricing source used by the broker-dealer to value its securities
- Used a valuation report prepared by an external party as of a date other than the balance sheet date to test the fair value of securities at the balance sheet date without assessing whether the valuation report provided sufficient appropriate audit evidence for the securities as of the balance sheet date
- For securities that did not appear to be valued using quoted prices for identical securities in active markets, limited their procedures to comparing the broker-dealer's recorded fair value to prices on the statements from a clearing broker-dealer.

.20 *Deficiencies related to auditing receivables and payables.* In 16 of the 65 audits selected for inspection, the PCAOB identified one or more deficiencies related to receivables and payables. The following list further describes the identified deficiencies:

- In 9 of the audits inspected, the extent of testing was insufficient for a receivable or payable account balance, including commission receivables and payables to broker-dealers and clearing organizations.
- In one of the audits inspected, there was a deficiency related to the external confirmation procedures in which the firm did not perform procedures to determine whether the individual to whom the confirmation was directed was knowledgeable about the information to be confirmed.
- In 6 of the audits inspected, deficiencies were identified related to the testing of receivables and payables that were the result of auditors not obtaining sufficient appropriate audit evidence about the accuracy and completeness of information the auditor used in its audit that was produced by the broker-dealer or the broker-dealer's service organization.
- In 4 of the audits inspected, other deficiencies were identified related to the testing of receivables and payables.
  - For example, in 1 audit, the firm did not evaluate whether the broker-dealer's practice of only reporting receivables (and the related revenues) at year end when cash had been collected after year end and prior to the issuance of the financial statements, resulted in a complete and accurate receivables balance reported at year end.
  - In another audit, the firm did not sufficiently test the broker-dealer's estimate of commissions receivable at year end because its testing of the estimate was limited to recalculation without testing the process used by management to develop the estimate, developing its own independent estimate to corroborate the broker-dealer's estimate, or reviewing subsequent events after year end that could have been important to evaluating the reasonableness of the estimate.

### *Deficiencies Related to Supporting Schedules*

.21 *Deficiencies related to the net capital rule.* In 35 of the 115 audits selected for inspection, the PCAOB identified one or more deficiencies related to the net capital rule. The following further describes the identified deficiencies:

- In 9 of the audits inspected, firms did not test whether the broker-dealer's required minimum net capital reported in the supporting schedule was determined by the broker-dealer in accordance with SEC Rule 15c3-1(a)(2).
- In 6 of the audits inspected, firms did not evaluate, or sufficiently evaluate, the completeness and accuracy of the adjustments to net worth that the broker-dealer reported in the supporting schedule.
- In 19 of the audits inspected, firms did not perform sufficient procedures to test the broker-dealer's classification of allowable and non-allowable assets as reported in its supporting schedule.

- In 4 of the audits inspected, firms did not perform sufficient procedures to evaluate whether the appropriate haircuts were applied by the broker-dealer to reported securities, including evaluating the relevant characteristics of the securities in accordance with SEC Rule 15c3-1(c)(2)(vi).
- In 13 of the audits inspected, firms did not evaluate, or sufficiently evaluate, the completeness and accuracy of the amounts of operational charges and other deductions reported by the broker-dealer on its supporting schedule.
- In 6 of the audits inspected, other deficiencies related to net capital were observed:
  - In 4 of these audits, the firms did not obtain written representations from management required by AS 2701, *Auditing Supplemental Information Accompanying Audited Financial Statements* (AICPA, *PCAOB Standards and Related Rules*) and in 2 audits, the firms did not perform procedures to determine whether the supporting schedule reconciled to the underlying accounting and other records or to the broker-dealer's financial statements.
  - In one of these audits, the firm did not obtain an understanding of the methods of preparing the supplemental information and evaluate the appropriateness of those methods.

**.22 Deficiencies related to the customer protection rule.** In 13 of the 25 audits selected for inspection, the PCAOB identified one or more deficiencies related to the customer protection rule. The following list further describes the identified deficiencies:

- In 12 of the audits inspected, firms did not test, or sufficiently test, the completeness and accuracy of debits or credits included in the customer and PAB account reserve computations reported on the supporting schedules.
- In 5 of the audits inspected, firms did not perform sufficient procedures to test the information related to the broker-dealer's possession or control requirements as reported on the supporting schedule.
- In 2 of the audits inspected, deficiencies were identified regarding other procedures performed on the supporting schedules related to compliance with SEC Rule 15c3-3.
  - In one of these audits, the firm appeared to be aware that the balance in the broker-dealer's special reserve bank account was less than the balance the broker-dealer reported in its customer reserve schedule and less than the required deposit reported by the broker-dealer. The misstatement appeared to be material, due to the effect of the misstatement in light of its relationship to the broker-dealer's reporting concerning its compliance with the reserve requirement, and the firm appeared to have failed to identify and address that fact.
  - In another audit, the firm failed to obtain any of the required written representations from management.

### ***Other Deficiencies Related to the Audit***

**.23 Deficiencies related to auditor's reporting on the financial statements and supporting schedules.** In 15 of the 115 audits selected for inspection, the PCAOB identified one or more deficiencies related to financial statements and supporting schedules. The following further describes the identified deficiencies:

- In 12 of the audits inspected, it was observed that the auditor's report on the supplemental information did not include, or include properly, one or more of the elements required by PCAOB AS 2701. Following are examples:
  - Firms did not identify a supporting schedule that the firm had audited and that the broker-dealer filed with its financial statements
  - Firms incorrectly identified the broker-dealer's exemption report as supplemental information
  - Firms identified supporting schedules that the broker-dealer did not file with its financial statements



- Firms did not include a required statement that the audit procedures performed included performing procedures to test the completeness and accuracy of the information presented in the supplemental information
  - Firms did not include a required statement that in forming its opinion, the firm evaluated whether the supplemental information, including its form and content, complied, in all material respects, with the specified regulatory requirements
  - Firms stated that the firm conducted its audit in accordance with GAAS rather than in accordance with PCAOB standards, as required by SEC Rule 17a-5(g)(1)
  - Firms referenced the incorrect regulatory requirement with which the supplemental information was to comply.
- In 2 of the audits inspected, the auditor’s report on the financial statements did not include the word independent in the title of the report or did not identify statements that the firm had audited and that the broker-dealer filed with its financial statements.
  - In 5 of the audits inspected, the auditor’s report was dated prior to the date on which the auditor concluded that it had obtained sufficient, appropriate evidence.

**.24** *Deficiencies related to audit documentation.* In 32 of the 115 audits selected for inspection, the PCAOB identified one or more deficiencies related to audit documentation. The following list further describes the identified deficiencies:

- In 9 of the audits inspected, firms did not complete an engagement completion document. In these audits, the firms also did not complete an engagement completion document in the related review engagements.
- In 21 of the audits inspected, firms prepared an engagement completion document, but did not include one or more relevant required items, such as significant findings or issues, including the results of auditing procedures performed in response to significant risks or the identification and evaluation of uncorrected misstatements.
- In 3 of the audits inspected, deficiencies related to other audit documentation matters.
  - In 2 of the 3 audits, the firms did not assemble a complete and final set of audit documentation by the documentation completion date.
  - In 2 of the 3 audits, the firms added documentation to the audit file after the documentation completion date but did not document the date the information was added, the name of the person who prepared the additional documentation, or the reasons for adding it.

**.25** *Deficiencies related to engagement quality review.* In 66 of the 115 audits selected for inspection, the PCAOB identified one or more deficiencies related to engagement quality review. The following list further describes the identified deficiencies:

- In 8 of the audits inspected, firms did not have an engagement quality review performed for the audit prior to issuance of the engagement report, which compares to 7 audits identified in 2015. These firms also did not have an engagement quality review performed for the related review attestation engagement.
- In 57 of the audits inspected, the engagement quality review performed was not sufficient. For example, through inspection of the documentation relating to the engagement quality review performed, the engagement quality reviewer did not or did not sufficiently do one or more of the following:
  - Evaluate the engagement team’s assessment of, and audit responses to, significant risks identified by the engagement team, including fraud risks
  - Review the engagement team’s evaluation of the firm’s independence in relation to the engagement

- Review the engagement completion document and confirm with the engagement partner that there were no significant unresolved matters
- Review the financial statements and the related engagement report.
- In 4 of the audits inspected, the engagement quality reviewer did not meet the required qualifications.

### *Deficiencies Related to Independence Communications*

.26 *Deficiencies related to independence communications to the audit committee.* In 22 of the audits selected for inspection, the PCAOB identified one or more deficiencies related to independence communications. The following list further describes the identified deficiencies:

- In 11 of the 22 audits, the firm failed to make any written communication to the broker-dealer's audit committee, including failing to affirm in writing that the firm was independent of the broker-dealer in compliance with PCAOB Rule 3520, *Auditor Independence* (AICPA, *PCAOB Standards and Related Rules*).
- In the other 11 audits, the firm's independence was impaired because of certain non-audit service relationships (including bookkeeping services and preparation of financial statements), but the firm failed to describe those relationships in writing to the audit committee (or equivalent) as relationships that may reasonably be thought to bear on independence.

### *Deficiencies Related to Attestation Engagements*

.27 *Deficiencies related to examination procedures.* In 14 of the 20 attestation engagements selected for inspection, the PCAOB identified one or more deficiencies related to examination procedures. The following list further describes the identified deficiencies:

- In 5 of the examinations inspected, firms did not sufficiently plan the examination procedures over certain of the financial responsibility rules, because the firms failed to do one or more of the following:
  - Obtain an understanding, or a sufficient understanding, of the broker-dealer's processes, including relevant controls, regarding compliance with the financial responsibility rules
  - Assess the risk of fraud, including the risk of misappropriation of customer assets, relevant to compliance with the net capital rule and the reserve requirements rule and the effectiveness of internal controls over compliance (ICOC)
  - Assess the risks associated with related parties that were relevant to compliance and controls over compliance
  - Inquire of management or other individuals at the broker-dealer who have relevant knowledge regarding regulatory examinations and correspondence between the broker-dealer and regulatory agencies that are relevant to the broker-dealer's assertions
  - Obtain an understanding of the nature and frequency of customer complaints that were relevant to compliance with the financial responsibility rules
- In 12 of the examinations inspected, firms did not test or sufficiently test controls over compliance with the financial responsibility rules.
- In 9 of the examinations inspected, the firms' performance of compliance tests to support their conclusions regarding whether the broker-dealer was in compliance with the net capital rule or the reserve requirements rule as of the end of its fiscal year.
- In one of the examinations inspected, firm appeared to be aware that the broker-dealer's amount on deposit in the broker-dealer's special reserve bank account at year end was less than the required deposit as reported in its customer reserve schedule, but that the broker-dealer's compliance report included an assertion that the broker-dealer was in compliance with the reserve requirements rule at year end. The firm did not modify its examination report to indicate that the broker-dealer was not in compliance with the reserve requirements rule as of the end of its fiscal year. In addition, the firm

appeared to not have evaluated whether a material weakness in ICOC with the reserve requirements rule existed related to this matter.

- In one of the examinations inspected, the firm did not obtain written representations from management of the broker-dealer required by Attestation Standard No. 1, *Examination Engagements Regarding Compliance Reports of Brokers and Dealers* (AICPA, PCAOB Standards and Related Rules).

.28 *Deficiencies related to review procedures.* The PCAOB identified one or more deficiencies in 27 of the 95 attestation engagements selected for inspection related to review procedures. The following further describes the identified deficiencies:

- In 6 of the reviews inspected, firms did not gain an understanding of the broker-dealer's exemption conditions and did not consider certain risk factors in performing necessary inquiries and other review procedures.
- In 25 of the reviews inspected, the firms' inquiries and other review procedures were insufficient.
  - In 19 of these reviews, the firms did not perform all required inquiries, including those which involve obtaining an understanding of management's controls and monitoring activities in place to comply with the claimed exemption provisions.
  - In 14 of these reviews, the firms did not perform other procedures necessary to assess whether a material modification was necessary for the broker-dealer's assertions to be fairly stated.
- In one of the reviews inspected, the auditor's evaluation of the results of its review procedures was insufficient. Although information came to the auditor's attention indicating that one or more exceptions to the exemption provisions occurred during the year or might have existed at year-end, that were not disclosed in the exemption report and that might have caused one or more of the broker-dealer's assertions not to be fairly stated in all material respects, the auditor failed to perform additional procedures to address the matter.
- In 7 of the reviews inspected, firms did not obtain written representations from management of the broker-dealer required by Attestation Standard No. 2, *Review Engagements Regarding Exemption Reports of Brokers and Dealers* (AICPA, PCAOB Standards and Related Rules).

### *Other Deficiencies Related to Examination Engagements*

.29 *Deficiencies related to the examination report.* The PCAOB identified deficiencies in 2 of the 20 examinations selected for inspection. The following list further describes the identified deficiencies:

- In one of the examinations inspected, the firm stated in its examination report that the broker-dealer's responsibility for maintaining ICOC with respect to SEC Rule 15c3-3 was limited to SEC Rule 15c3-3(e), which is inconsistent with the definition of ICOC in Attestation Standard No. 1.
- In one of the examinations inspected, the firm did not express an adverse opinion in its examination report, even though it identified a material weakness in ICOC in its examination, and also did not include a statement in its examination report that 1 or more material weaknesses in ICOC had been identified during and as of the end of the fiscal year.

.30 *Deficiencies related to examination documentation.* The PCAOB identified deficiencies in one of the examinations selected for inspection.

In this one examination inspected, the firm did not complete an engagement completion document for the examination or include required documentation related to the examination in an engagement completion document prepared in connection with the corresponding audit. In addition, the firm did not assemble a complete and final set of audit documentation by the documentation completion date.

**.31** *Deficiencies related to engagement quality review in an examination engagement.* The PCAOB identified one or more deficiencies in 4 of the 20 examinations selected for inspection. The following list further describes the identified deficiencies:

- In 4 of the examinations inspected, the engagement quality reviewer did not perform a sufficient review, including instances in which the engagement quality reviewer did not review the engagement report, failed to detect one or more errors in the engagement report, or failed to identify the absence of an engagement completion document.
- In one of the 4 examinations inspected, it appeared that the engagement quality reviewer's concurring approval of issuance of the examination report was provided despite the engagement quality reviewer being aware of the following:
  - The broker-dealer's amount on deposit in the broker-dealer's special reserve bank account at year end was less than the required deposit as reported in its customer reserve schedule.
  - The broker-dealer's compliance report included an assertion that the broker-dealer was in compliance with the reserve requirements rule at year end.
  - The engagement team had not evaluated whether a material weakness in ICOC with the reserve requirements rule existed related to this matter.
- In one of the 4 examinations inspected, the reviewer also did not appear to possess the level of knowledge and competence related to attestation procedures required in order to serve as the engagement partner on the engagement under review, given that the engagement quality reviewer had no experience with broker-dealer engagements.

### ***Deficiencies Related to Review Engagements***

**.32** *Deficiencies related to the review report.* The PCAOB identified one or more deficiencies in 13 of the 95 attestation engagements selected for inspection related to review procedures. The following list further describes the identified deficiencies:

- In 13 of the reviews inspected, the auditor's review report did not comply with the requirements of Attestation Standard No. 2. For example, in these review reports, one or more of the following were true:
  - Report omitted the independent reference in the report title.
  - Report identified a different exemption than the exemption the broker-dealer operated under and specified in its exemption report.
  - Report omitted any reference to the provisions of SEC Rule 15c3-3 under which the broker-dealer claimed an exemption in its exemption report.
  - Report inaccurately stated that the broker-dealer met the identified exemption provision without exception when the broker-dealer's exemption report either indicated there were exceptions or the exemption report contained no such statement.
  - Report incorrectly made reference to the broker-dealer's assertions included within a supporting schedule of the broker-dealer, which was not an exemption report.
  - Report covered a different period than the period covered by the broker-dealer's exemption report.
- In 4 of the reviews inspected, the firm's review report was dated prior to the date of the broker-dealer's exemption report.

**.33** *Deficiencies related to the review documentation.* The PCAOB identified one or more deficiencies in 20 of the 95 attestation engagements selected for inspection related to review procedures. The following further describes the identified deficiencies:

- In 9 of the reviews inspected, firms did not complete an engagement completion document for the review or include required documentation related to the review in an engagement completion document prepared in connection with the corresponding audit.

In one of these 9 reviews inspected, the firm did not assemble a complete and final set of audit documentation by the documentation completion date and did not document the date and explain the reasons for adding documentation after the documentation completion date.

- In 11 of the reviews inspected, firms prepared an engagement completion document, but did not include in it one or more required items related to the review, such as actions taken to address significant findings or issues, including risks requiring special consideration.

.34 *Deficiencies related to engagement quality review in a review engagement.* The PCAOB identified one or more deficiencies in 25 of the 95 attestation engagements selected for inspection related to review procedures. The following list further describes the identified deficiencies:

- In 8 of the reviews inspected, firms did not have an engagement quality review performed for the review engagement.
- In 15 of the reviews inspected, the engagement quality reviewer did not perform a sufficient review, including instances in which the engagement quality reviewer did not review the engagement report, failed to detect one or more errors in the engagement report, failed to identify the absence of an engagement completion document, or failed to review the engagement team's evaluation of the firm's independence.
- In 3 of the reviews inspected, the engagement quality reviewer did not meet the required qualifications.

.35 The PCAOB stated that it plans to perform inspections of 75 firms covering portions of approximately 115 audit and attestation engagements of brokers and dealers during 2017. The PCAOB will continue to focus on areas with deficiencies noted from past inspections.

.36 The interim inspection program was designed to cover a cross-section of audits of SEC-registered broker-dealers. The inspection program will continue until new rules for a permanent program are adopted and become effective. In accordance with the temporary rule regarding the interim inspection program, a report containing results of the inspections performed must be issued annually. As directed by the rule, the report does not name audit firms inspected, unlike the individual inspection reports of public company auditors. However, during an inspection, deficiencies were discussed with the firm. Any deficiencies that were considered to be significant were communicated to the firm in writing.

.37 The report states that the PCAOB is continuing to take a careful and informed approach in establishing a permanent inspection program recognizing the complexity and diversity of the broker-dealers. The PCAOB staff continue to work to further develop the contours of a potential rule proposal for a permanent inspection program. Until a permanent inspection program is in place, audits of issuer and nonissuer broker-dealers will remain subject to inspection under the PCAOB interim inspection program. Additionally, audits of nonissuer broker-dealers will remain subject to peer review under the AICPA peer review standards until such time that the AICPA Peer Review Board votes to exclude them from the scope of the standards.

## Audit and Attestation Issues and Developments

### The AICPA Enhancing Audit Quality Initiative

.38 The AICPA supports audit quality by attracting highly qualified individuals to enter the profession; developing a comprehensive examination for licensure; establishing auditing standards for private entities; supporting firms with educational guidance, tools, resources and implementation materials; monitoring the quality of performance while requiring appropriate remedial action where needed; and establishing and enforcing the AICPA Code of Professional Conduct.

.39 In 2014, in light of the increasingly complex business environment, the AICPA initiated a comprehensive effort to consider auditing of private entities through multiple touch points, particularly where quality issues have emerged. The goal was to align the objectives of all AICPA audit-related efforts to enhance audit performance.

.40 In 2015, the AICPA issued *Enhancing Audit Quality—A 6-Point Plan to Improve Audits* ([aicpa.org/auditquality](http://aicpa.org/auditquality)).

.41 This six-point plan (see figure 1) is a road map of current and future activities designed to enhance audit quality profession-wide at every step by doing the following:

- Attracting the best and brightest to the profession and preparing them for a career in auditing
- Developing and maintaining a robust CPA exam that reflects the realities of real-world practice and assesses the knowledge and skills needed by newly licensed CPAs
- Developing, updating, and communicating comprehensive standards to support quality performance
- Providing guidance and training to support competency
- Evolving the Peer Review Program to more effectively monitor practice, including detecting deficiencies and remediating firms, when necessary
- Conducting an enforcement program that is robust and meaningful when quality issues persist

.42 Following are some of the key accomplishments under each component of the six-point plan.

.43 *Point 1: Pre-licensure.* To encourage students to pursue CPA licensure, the pipeline is a coordinated and continuous process with established touch points along the way so that students have regular and consistent interaction as they move from high school to accounting major to exam candidate. The AICPA recognizes that evolving the CPA Exam provides another opportunity to enhance audit quality in the pre-licensure phase. The newest version of the CPA Exam, launched in April 2017, increases focus on higher-order skills, such as critical thinking, problem-solving, and analytical ability. Specifically, the audit and attestation (AUD) section of the exam expands testing to the analysis and evaluation levels, using more simulations that allow a candidate to demonstrate competence in recognizing issues, identifying errors, challenging assumptions and applying both professional judgment and skepticism.

.44 *Point 2: Standards and Ethics.* The Auditing Standards Board (ASB) continues to monitor the implementation of the clarified Statements on Auditing Standards and is working to improve the communicative value and relevance of the auditor's report through proposed revisions to generally accepted auditing standards. The Assurance Research Advisory Group was formed to drive practice-oriented assurance research to inform the standard-setting process.

.45 *Point 3: CPA Learning and Support.* The AICPA | CIMA Competency and Learning website provides a means for auditors to assess and improve their knowledge and competencies in various subject matter areas, including employee benefit plan (EBP) audits, governmental audits, information technology assurance, not-for-profit, financial accounting and reporting, and other assurance. Competency-based learning programs specific to EBP and single audit engagements include intermediate and advanced offerings that allow proficient practitioners to distinguish themselves in the marketplace through a certificate provided as a digital badge. These efforts underscore the AICPA's commitment to professional competency development by transitioning CPAs from a compliance- to a competency-based professional development model. New tools, resources and courses have been developed to support practitioners as they implement Statements on Quality Control Standards. AICPA Governmental and Employee Benefit Plan Audit Quality Centers and the Center for Plain English Accounting have continued to make major contributions driving quality improvements.

.46 *Point 4: Peer Review.* The AICPA has instituted reforms directed at enhancing the accountability of enrolled firms and their peer reviewers.

- The Enhanced Oversight Program, piloted in 2014 and expanded through 2016, has identified where peer review can be strengthened and has informed the Peer Review Program of changes that are needed, particularly regarding issue detection and remediation. In 2016, the number of engagements subject to enhanced oversight doubled and root cause analysis was added to the process.
- Reviewers are looking more deeply at certain industries and high-risk areas identified by the Peer Review Board (PRB), including EBP audits and single audits.
- New procedures instituted in January 2015 expedite removal from the Peer Review Program of poor performing firms that fail to remediate.
- New peer reviewer training requirements now in place facilitate detection and remediation of deficiencies by reviewers.
- A new data-matching program instituted in 2016 to increase the likelihood that all firms that should be enrolled in peer review are enrolled and that all engagements that should be subject to review are included in the scope of peer review.
- The Office of Management and Budget (OMB), *Uniform Guidance for Federal Awards*, requires a study of audit quality be performed every six years, and the results must be made public. The first study will occur in 2019 or 2020, as determined by OMB (on single audits reports submitted to the Federal Audit Clearinghouse no earlier than 2018). The AICPA is helping firms prepare for these quality reviews through outreach to raise awareness of the Uniform Guidance and educating firms on identifying and addressing quality issues.

.47 *Point 5: Practice Monitoring of the Future.* Response to the purposely provocative concept paper on transforming peer review into a near real-time practice monitoring process was robust, with more than 70 responses received before the end of the comment period. Responses recognized that peer review needs to evolve while expressing concern about what that evolution may entail. Those responses, together with the pilot of a self-monitoring tool for firms' internal use, will help inform next steps for the initiative.

.48 *Point 6: Enforcement.* The AICPA Professional Ethics Division is collaborating with the National Association of State Boards of Accountancy and the U.S. DOL on an initiative that allows the AICPA Ethics Division and U.S. Department of Labor to share investigative files with state boards of accountancy. Additionally, the Ethics Division is mining publicly available databases to identify potential issues for outreach to firms.

.49 You can find more information and additional EAQ resources at [www.aicpa.org/interestareas/peerreview/pages/eaq.aspx](http://www.aicpa.org/interestareas/peerreview/pages/eaq.aspx).

## Cybersecurity

.50 Malicious cyberattacks against public and private companies and various agencies of the federal government have highlighted the growing cybersecurity risk to organizations of all sizes, in all sectors. As trusted advisors, CPAs play a multifaceted role in cybersecurity risk management:

- They protect client and customer data. With cybersecurity attacks on the rise and CPA firms of all sizes having additional risk due to centralizing information for many clients in a single location, CPA firms must increase their awareness of potential internal risks and take proactive steps to safeguard valuable client and customer information.
- They advise clients. CPAs, especially those with a specialization in information technology, can share their expertise and best practices with clients, helping them address risks associated with cybersecurity.
- They provide assurance. As trusted business advisors, CPAs are uniquely positioned to provide an examination on an entity's cybersecurity risk management program to help instill confidence in an entity's efforts to address cybersecurity risks.

.51 The AICPA has developed a new guide to help practitioners. AICPA Attestation Guide *Reporting on an Entity's Cybersecurity Risk Management Program and Controls* is available at [www.aicpastore.com](http://www.aicpastore.com). Additional resources are also available at the AICPA Cybersecurity Resource Center at [www.aicpa.org/interestareas/frc/assuranceadvisoryservices/pages/cyber-security-resource-center.aspx](http://www.aicpa.org/interestareas/frc/assuranceadvisoryservices/pages/cyber-security-resource-center.aspx).

## Auditing Standards Board

### *Auditor's Involvement With Exempt Offering Documents*

.52 In July 2017, the AICPA's ASB issued Statement on Auditing Standards (SAS) No. 133, *Auditor Involvement With Exempt Offering Documents* (AICPA, *Professional Standards*, AU-C sec. 945).

.53 SAS No. 133 does not amend or supersede any previous SAS, and will be effective for exempt offering documents with which the auditor is involved that are initially distributed, circulated, or submitted on or after June 15, 2018.

.54 The primary objective in the development of SAS No. 133 was to establish when an auditor is involved with an exempt offering document and the procedures required when involved.

### *Background*

.55 Prior to the issuance of SAS No. 133, the AICPA provided best practices regarding the auditor's responsibilities with respect to exempt offerings through industry-specific auditing guidance appearing in AICPA Audit and Accounting Guides *State and Local Governments* and *Health Care Entities*. Given both the size of the exempt market and the added complexities and risk in the market since the original best practice guidance was developed, the ASB decided to establish standards-level responsibilities for auditor involvement in exempt offerings. Professional standards already address other offerings through AU-C section 925, *Filings With the U.S. Securities and Exchange Commission Under the Securities Act of 1933*. The best practices addressed in AICPA guides were specific to issuances of municipal securities; the ASB broadened the scope of the project to address auditor involvement with offerings of securities exempt from registration under the Securities Act of 1933, as amended, and to franchise offerings.

### *The Role of the SEC and Current SEC Requirements*

.56 Certain securities, whether the transaction or the securities themselves, are exempt from the provisions of the Securities Act of 1933 (1933 act) and the Securities Exchange Act of 1934 (1934 act) except for the antifraud provisions of those acts, which prohibit any person from misrepresenting or omitting material facts in an offering or sale of securities.

.57 Given the exemption from the provisions of the 1933 and 1934 acts, the SEC cannot directly regulate those offering exempt securities and there are no laws or regulations requiring auditors to participate in or undertake any procedures with respect to an exempt offering document. Instead, there is an indirect system of regulation in which the SEC imposes certain regulatory requirements on the underwriters of exempt offerings related to the entity's disclosure at the time of issuance as well as post-issuance. In the case of municipal securities, offerings are subject to primary market disclosures at the time of sale which are made by issuing an official statement.

### *The Role of the FTC and Current FTC Requirements*

.58 Franchise offerings are regulated at the federal level via the Federal Trade Commission (FTC). A franchise disclosure document (FDD) serves as the exempt offering document for franchise offerings. The FDD is updated at least annually for use in selling franchises. The FTC rule requires annual audited financial statements (with a phase-in period) within 120 days of the close fiscal year. Certain states require an auditor's consent to use the auditor's report in the FDD.



### *Unique Considerations With Exempt Offerings*

.59 Several areas of SAS No. 133 contrast an auditor's professional liability under exempt offerings to an auditor's statutory liability under registered offerings. Among other consequences, exemption from the regulatory scheme of the 1933 act means that no rules exist for delineating responsibility (and liability) among the parties involved in preparation of an offering document or providing the basis for a statutory due diligence defense.

.60 Section 11 of the 1933 act imposes civil liability on, among others, the underwriters and "experts" involved in the preparation of a registration statement (such as, auditors, engineers, appraisers, or other professionals who have consented to be named as having certified the portion of the registration statement covered by their reports). If the registration statement contains inaccurate or misleading statements or omissions that are material, investors can bring legal action against those parties.

#### *Experts*

.61 Section 11 of the 1933 act delineates "expertized" information in a registration statement from "non-expertized" information. The expertized sections contain statements made on the authority of experts who have prepared or certified certain information in the registration statement. (The term *expert* has a specific statutory meaning under the 1933 act.) Most registration statements related to underwritten offerings will contain a section titled "Experts" identifying those parties. Experts have civil liability for the portions of the registration they have prepared or certified; accordingly, their consent to be named in the registration statement must be obtained. An auditor's report on audited financial statements in a registration statement is an example of an expert's opinion. Standardized language used in the experts section to describe the auditor's role typically indicates that the auditor's report has been given "on the auditor's authority as an expert in accounting and auditing."

#### *Underwriter Due Diligence*

.62 The underwriter (or lead underwriter) in a registered offering must conduct an in-depth due diligence investigation of the entity issuing the offering and the information contained in the registration statement before offering the securities to potential investors. For the expertized sections of the registration statement, underwriters place extensive reliance on the experts' reports certifying those sections. For non-expertized portions of the registration statement, an underwriter will often seek outside professional assistance if appropriate. For example, an underwriter might request a comfort letter from the entity's auditor in connection with unaudited financial information included in the offering, or might request that an attestation engagement be performed to support due diligence on matters such as historic compliance with revenue or debt covenants.

#### *Scope and Requirements of the Standard*

.63 SAS No. 133 includes performance requirements when the auditor is involved with an exempt offering document. Exempt offerings are defined as securities exempt from registration under the 1933 act, as amended, or franchise offerings regulated by the FTC (as discussed in exhibit A of SAS No. 133). Examples include the following:

- Municipal bonds
- Securities issued by non-profit religious, education or charitable organizations
- Crowdfunding
- Small issues of securities (for example, Regulation A offerings)
- Franchise offerings

.64 Involvement is determined by a two-benchmark model:

- The auditor's report on financial statements or the auditor's review report on interim financial information is included or incorporated by reference in an exempt offering document.
- The auditor performs one or more specified activities with respect to the exempt offering document. Specified activities which trigger involvement are as follows:
  - Assisting the entity in preparing information included in the exempt offering document
  - Reading a draft of the exempt offering document at the entity's request
  - Issuing a comfort or similar letter in accordance with AU-C section 920, *Letters for Underwriters and Certain Other Requesting Parties*, or an agreed-upon procedures report in accordance with AT-C section 215, *Agreed-Upon Procedures Engagements* (AICPA, *Professional Standards*), in lieu of a comfort or similar letter on information included in the exempt offering document
  - Participating in due diligence discussions with underwriters, placement agents, broker-dealers, or other financial intermediaries in connection with the exempt offering
  - Issuing a practitioner's attestation report on information relating to the exempt offering
  - Providing written agreement for the use of the auditor's report in the exempt offering document
  - Updating an auditor's report for inclusion in the exempt offering document

.65 When the auditor is involved with an exempt offering document, SAS No. 133 requires the auditor to perform the following:

- Procedures described in paragraphs .06–.18 of AU-C section 720, *Other Information in Documents Containing Audited Financial Statements*, on the exempt offering document
- Procedures designed to identify events occurring between the date of the auditor's report and the date of the distribution, circulation, or submission of the exempt offering document that, had they been known to the auditor as of the date of the auditor's report, may have caused the auditor to revise the auditor's report

.66 The SAS discusses requirements and considerations when the auditor identifies subsequent events or subsequently discovered facts.

.67 Although an auditor is not required to become involved in an exempt offering document unless the benchmarks defining involvement are met, auditors are not precluded from becoming voluntarily involved with an offering document in other circumstances.

### ***Auditor's Consideration of an Entity's Ability to Continue as a Going Concern***

.68 In February 2017, the ASB issued SAS No. 132, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern* (AICPA, *Professional Standards*, AU-C sec. 570).

.69 SAS No. 132 supersedes SAS No. 126 of the same title and will be effective for (a) audits of financial statements for periods ending on or after December 15, 2017, and (b) reviews of interim financial information (as defined in AU-C section 930, *Interim Financial Information*) for interim periods beginning after fiscal years ending on or after December 15, 2017.

.70 The primary objective in the development of SAS No. 132 was to consider the accounting provisions of FASB Accounting Standards Update (ASU) No. 2014-15, *Presentation of Financial Statements—Going Concern* (Subtopic 205-40): *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, and GASB Statement No. 56, *Codification of Accounting and Financial Reporting Guidance Contained in the AICPA Statements on Auditing Standards* (GASB Statement No. 56).

### Background

.71 SAS No. 126, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern (Redrafted)* was issued by the ASB in June 2012 to apply the clarity drafting conventions to, and to supersede, SAS No. 59 of the same title, as amended.

.72 At the time SAS No. 126 was issued, FASB standards did not address management's responsibilities for evaluation of substantial doubt about an entity's ability to continue as a going concern. As a result, SAS No. 126 clarified SAS No. 59, as amended, but did not converge with the International Auditing and Assurance Standards Board's (IAASB) International Standard on Auditing (ISA) 570 (Revised), *Going Concern* (ISA 570 Revised), which was subsequently issued in January 2015. In August 2014, FASB issued ASU No. 2014-15, which is effective for annual periods ending after December 15, 2016, and for interim periods thereafter.

.73 Additionally, GASB Statement No. 56 establishes guidance related to management's responsibilities for assessing going concern for governmental entities.

.74 In January 2015, the IAASB issued its revised auditor reporting standards which, among other things, included revisions to ISA 570 (Revised). The IAASB's auditor reporting standards, including ISA 570 (Revised), are effective for audits of financial statements for periods ending on or after December 15, 2016.

.75 Also in January 2015, the ASB issued four new auditing interpretations to SAS No. 126, which were withdrawn with the issuance of SAS No. 132.

.76 In July 2016, the ASB released Proposed SAS, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern*, to supersede SAS No. 126, in light of the impending effective date of FASB ASU No. 2014-15. The ASB used ISA 570 (Revised) as the base and wrote the proposed SAS in a neutral accounting framework manner.

.77 The ASB's strategy is to converge its standards with those of the IAASB. Accordingly, in developing SAS No. 132, the ASB used ISA 570 (Revised) as the base. However, SAS No. 132 does not reflect any revisions to ISA 570 (Revised) related to the convergence with the IAASB's other auditor reporting standards.

.78 SAS No. 132 is intended to be applicable to audits of financial statements prepared under different financial accounting frameworks and, accordingly, was written in a neutral accounting framework manner. However, in discussing certain concepts, reference to certain accounting terms is necessary. To better explain and illustrate those concepts, the ASB used terminology that is more common in the United States, such as terminology from the FASB standards and GASB statements.

### Changes From Existing Standards

.79 The following paragraphs discuss what the ASB believes are the most significant changes to the existing auditing standards resulting from the issuance SAS No. 132.

.80 *Auditor's objectives and related conclusions.* SAS No. 132 clarifies that the auditor's objectives include separate determinations and conclusions with respect to (1) the use of the going concern basis of accounting, when relevant, in the preparation of the financial statements, and (2) the audit evidence obtained whether substantial doubt about an entity's ability to continue as a going concern for a reasonable period of time exists.

.81 *Financial support by third parties or the entity's owner-manager.* SAS No. 132 includes a new requirement with respect to financial support by third-parties or the entities' owner-manager. In circumstances in which management's plans include financial support by third parties or the entity's owner-manager and such evidence is necessary in supporting management's assertions about the entity's ability to continue as a going concern for a reasonable period of time, the auditor is required to obtain sufficient appropriate audit evidence about the intent and ability of such parties to provide the necessary financial support.

.82 The application material of SAS No. 132 explains that the intent to provide the necessary financial support may be evidenced by either (a) obtaining from management written evidence about the third party commitment or (b) confirming directly with the supporting party. The application material further explains that when the financial support is provided by an owner-manager, the evidence regarding intent may be in the form of a support letter or a written representation. Finally, the application material provides illustrative wording of a third party support letter.

.83 *Period beyond management's assessment.* SAS No. 132 includes a requirement for the auditor to inquire of management regarding its knowledge of conditions or events beyond the period of management's evaluation that may have an effect on the entity's ability to continue as a going concern. The inquiries are not intended to require management to extend its evaluation period but may affect other disclosure requirements or consideration of whether the financial statements are fairly presented.

.84 *Use of emphasis paragraphs when substantial doubt is alleviated.* The application material of SAS No. 132 includes an example of an emphasis of matter paragraph that an auditor may choose to include to highlight the liquidity issues related to management disclosures when the auditor concludes that substantial doubt has been alleviated by management's plans.

.85 *Interim financial information.* In issuing SAS No. 132, the ASB also amends AU-C section 930. Under extant AU-C section 930, the auditor is required to perform inquiries and consider the adequacy of disclosures to address the issue of substantial doubt about the entity's ability to continue as a going concern if (a) conditions or events that may indicate substantial doubt about an entity's ability to continue as a going concern existed at the date of the prior period financial statements, regardless of whether the substantial doubt was alleviated by the auditor's consideration of management's plans or (b) in the course of performing review procedures on the current period interim financial information, the auditor becomes aware of conditions or events that might be indicative of the entity's inability to continue as a going concern. AU-C section 930 provides the auditor an option to include an emphasis-of-matter paragraph in the review report when management's disclosures are adequate.

.86 The ASB decided to require the performance of review procedures to address the situations in which the applicable financial reporting framework includes requirements for management to evaluate the entity's ability to continue as a going concern for a reasonable period of time in preparing interim financial information. The amendments to AU-C section 930 reflect a new requirement for the auditor to include an emphasis-of-matter paragraph in the review report when certain conditions or events exist related to substantial doubt about an entity's ability to continue as a going concern. This decision was based on the ASB's desire to achieve consistency in auditor reporting in both the annual audit and interim financial information.

.87 *Financial statements prepared in accordance with a special purpose framework.* In the scope section, SAS No. 132 makes it clearer that the issues of going concern basis of accounting and whether substantial doubt exists are separate issues. As a result, when the going concern basis of accounting is not relevant, the requirement of SAS No. 132 to obtain sufficient appropriate audit evidence regarding, and to conclude on, the appropriateness of management's use of the going concern basis of accounting does not apply. However, irrespective of whether the going concern basis of accounting is relevant in the preparation of special purpose financial statements, the requirements of SAS No. 132 apply regarding the auditor's responsibilities to conclude, based on the audit evidence obtained, whether substantial doubt exists and to evaluate the possible financial statement effects.

## Accounting and Review Services Committee

### *Preparation and Compilation of Prospective Financial Information*

.88 In October, 2016 the AICPA's Accounting and Review Services Committee (ARSC) issued Statement on Standards for Accounting and Review Services (SSARS) No. 23, *Omnibus Statement on Standards for Accounting and Review Services—2016*, to amend AR-C section 60, *General Principles for Engagements Performed in Accordance With Statements on Accounting and Review Services*; AR-C section 70, *Preparation of Financial Statements*; AR-C

section 80, *Compilation Engagements*; and AR-C section 90, *Review of Financial Statements* (AICPA, *Professional Standards*).

.89 This standard amends AR-C section 60 as follows:

- Revises the applicability so that SSARs apply to engagements performed on subject matter other than financial statements
- Includes definitions of *financial statements* and *prospective financial information*, harmonizes the definitions of *engagement team* and *professional judgment* to those included in the clarified auditing standards, and clarifies the definitions of *other preparation*, *compilation*, and *review publications*
- Includes a mandatory requirement for the accountant to document the justification for a departure from a relevant presumptively mandatory requirement and how the alternative procedures performed in the circumstances were sufficient to achieve the intent of the requirement
- Revises the requirement for the accountant to obtain the agreement of management that it acknowledges and understands its responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error, so that the requirement does not apply if the accountant decides to accept responsibility for such internal control

.90 This standard amends AR-C section 70 as follows:

- Expands the subject matter to which the section should be applied to include prospective financial information and to clarify when the section applies, when the section may be applied, and when the section does not apply
- Clarifies that AICPA Guide *Prospective Financial Information* provides comprehensive guidance regarding prospective financial information including suitable criteria for the preparation and presentation of prospective financial information and clarifies that the accountant is not prohibited from preparing prospective financial information prepared and presented in accordance with other suitable criteria
- Clarifies the nature of an engagement letter and makes clear that an oral understanding of the terms of the engagement is insufficient
- Clarifies that when the accountant is unable to include a statement on each page of the financial statements indicating, at a minimum, that “no assurance is provided” on the financial statements that the accountant may withdraw from the engagement
- Includes a requirement that because the summary of significant assumptions is essential to the user’s understanding of prospective financial information, the accountant should not prepare prospective financial information that excludes disclosure of the summary of significant assumptions or a financial projection that excludes either an identification of the hypothetical assumptions or a description of the limitations on the usefulness of the presentation

.91 This standard amends AR-C section 80 as follows:

- Expands the subject matter to which the section should be applied to include prospective financial information, pro forma financial information, and other historical financial information
- Clarifies that AICPA Guide *Prospective Financial Information* provides comprehensive guidance regarding prospective financial information including suitable criteria for the preparation and presentation of prospective financial information; and clarifies that the accountant is not prohibited from performing a compilation engagement on prospective financial information prepared and presented in accordance with other suitable criteria
- Clarifies the nature of an engagement letter and makes clear that an oral understanding of the terms of the engagement is insufficient

- Harmonizes guidance with respect to the requirement that the accountant's compilation report include the signature of the accountant or the accountant's firm with that included in AR-C section 90 for an accountant's review report
- Includes requirements when the accountant is issuing a compilation report on prospective financial information
- Clarifies that the accountant is required to disclose known departures from the applicable financial reporting framework in the accountant's compilation report and that when the accountant becomes aware of a departure from the applicable financial reporting framework that is material to the financial statements and the financial statements are not revised, the accountant is required to consider whether modification of the standard report is adequate to disclose the departure

.92 This standard amends AR-C section 90 as follows:

- Clarifies that AR-C section 90 applies to reviews of all historical financial information, excluding pro forma financial information
- Clarifies the definition of *supplementary information*
- Clarifies the nature of an engagement letter and makes clear that an oral understanding of the terms of the engagement is insufficient
- Revises the requirement that the engagement letter or other suitable form of written agreement be signed by
  - the accountant or the accountant's firm and
  - management or those charged with governance as appropriate to use language consistent with that used in corresponding paragraphs in AR-C section 70 and AR-C section 80
- Harmonizes the requirement that the accountant's review report include the signature of the accountant or the accountant's firm with that included in AR-C section 80 for an accountant's compilation report
- Revises the accountant's reporting responsibilities when supplementary information accompanies reviewed financial statements and the accountant's review report thereon

.93 The revisions to AR-C section 60 and AR-C section 90 became effective upon issuance in October, 2016.

.94 The revisions to AR-C section 70 became effective upon issuance with the exception of the revisions to paragraphs .01 and .A1 and new paragraphs .19 and .A1-.A2, which became effective for prospective financial information prepared on or after May 1, 2017.

.95 The revisions to AR-C section 80 became effective upon issuance with the exception of the revisions to paragraphs .01 and .A1 and new paragraphs .24-.25, .A1-.A2, and .A5 which became effective for compilation reports on prospective financial information dated on or after May 1, 2017.

### ***Compilation of Pro Forma Financial Information***

.96 As part of its clarity project, in September 2016, the ARSC issued SSARS No. 22, *Compilation of Pro Forma Financial Information* (AICPA, *Professional Standards*, AR-C section 120), which superseded SSARS No. 14, of the same title, as amended. SSARS No. 22 became effective for compilation reports on pro forma financial information dated on or after May 1, 2017.

## The Public Company Accounting Oversight Board

### *Auditor's Report*

.97 In June 2017, the PCAOB adopted a new auditor reporting standard, AS 3101, *The Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion* (AICPA, *PCAOB Standards and Related Rules*), and related amendments to its auditing standards that will require the auditor to provide new information about the audit.

.98 The final standard retains the pass or fail opinion of the existing auditor's report but makes significant changes to the existing auditor's report, including the following:

- Communication of critical audit matters. These are matters communicated or required to be communicated to the audit committee and that
  - relate to accounts or disclosures that are material to the financial statements and
  - involved especially challenging, subjective, or complex auditor judgment.
- Disclosure of auditor tenure. This is the year in which the auditor began serving consecutively as the company's auditor.
- Other improvements to the auditor's report. A number of other improvements to the auditor's report were added to clarify the auditor's role and responsibilities, and make the auditor's report easier to read.

.99 Investors are the beneficiaries of the audit and the auditor's report is the primary means by which the auditor communicates with them. Currently, however, the auditor's report conveys little of the information obtained and evaluated by the auditor as part of the audit. Also, though the auditor's report has generally remained unchanged since the 1940s, companies' operations have become more complex and global and the financial reporting frameworks have evolved toward an increasing use of estimates, including fair value measurements. As part of the audit, auditors often perform procedures involving challenging, subjective, or complex judgments, but the auditor's report does not communicate this information to investors. The PCAOB believes that reducing the information asymmetry between investors and auditors should, in turn, reduce the information asymmetry between investors and management. Outside the United States, other regulators and standard setters have already adopted expanded auditor reporting.

.100 The communication of critical audit matters will inform investors and other financial statement users of matters arising from the audit that involved especially challenging, subjective, or complex auditor judgment and how the auditor addressed these matters. The PCAOB believes that these matters will likely be identified in areas that investors have indicated would be of particular interest to them, such as these:

- Significant management estimates and judgments made in preparing the financial statements
- Areas of high financial statement and audit risk
- Significant unusual transactions
- Other significant changes in the financial statements

.101 The final standard is designed to elicit more information about the audit directly from the auditor. The PCAOB believes that the critical audit matter requirements will respond to requests from investors for more information from the auditor while appropriately addressing concerns raised by other commenters.

.102 AS 3101 also includes a new required statement in the auditor's report disclosing the year in which the auditor began serving consecutively as the company's auditor, as well as a number of other improvements to the auditor's report, such as a statement regarding the requirement for the auditor to be independent. Requiring disclosure of auditor tenure in the auditor's report will make this information readily accessible in a timely way for investors who find it useful. The other improvements to the auditor's report are intended to

enhance the user's understanding of the auditor's role and responsibilities related to the audit of the financial statements, make the auditor's report easier to read, and provide a consistent format.

.103 AS 3101 will generally apply to audits conducted under PCAOB standards. However, communication of critical audit matters is not required for audits of brokers and dealers reporting under Rule 17a-5 of the 1934 act, investment companies other than business development companies, employee stock purchase, savings, and similar plans, and emerging growth companies, as defined in Section 3(a)(80) of the 1934 act. Auditors of these entities may choose to include critical audit matters in the auditor's report voluntarily. The other requirements of the final standard will apply to these audits.

.104 Critical audit matters are determined using a principles-based framework and the PCAOB anticipates that the level of auditor effort will depend on the nature and complexity of the audit.

.105 Subject to approval by the SEC, the final standard and amendments will take effect as follows:

- All provisions other than those related to critical audit matters will take effect for audits of fiscal years ending on or after December 15, 2017.
- Provisions related to critical audit matters will take effect for audits of fiscal years ending on or after June 30, 2019, for large accelerated filers, and for fiscal years ending on or after December 15, 2020, for all other companies to which the requirements apply.

.106 Auditors may elect to comply before the effective date at any point after SEC approval of the final standard.

## Developments in Peer Review

.107 The Peer Review Information System Manager has been replaced with an all-electric, interactive system called the Peer Review Integrated Management Application. This new platform will allow for faster updates for the needs of practice monitoring and other users, such as state boards and Peer Review Administrators. It will bring new and improved features and more opportunities for firm self-service. Updated functionality for the public file, reviewer search and facilitated state board access will be integrated into this new website, with continued access at [www.aicpa.org](http://www.aicpa.org). Additional information related to the new system can be found at [www.aicpa.org/interestareas/peerreview/pages/prima.aspx](http://www.aicpa.org/interestareas/peerreview/pages/prima.aspx).

## Common Peer Review Findings

.108 In order to be admitted to or retain their membership in the AICPA, members who are engaged in the practice of public accounting in the United States or its territories are required to be practicing as partners or employees of firms enrolled in an approved practice-monitoring program. If practicing in firms that are not eligible to enroll, members must enroll in an approved practice-monitoring program if the services performed by such a firm or individual are within the scope of the AICPA's practice-monitoring standards, and the firm or individual issues reports purporting to be in accordance with AICPA professional standards.

.109 Firms have peer reviews because of the public interest in the quality of the accounting, auditing, and attestation services provided by public accounting firms. In addition, firms indicate that peer review contributes to the quality and effectiveness of their practices. Furthermore, most state boards of accountancy require their licensees to undergo peer review, or compliance assurance, to practice in their state. Other regulators require peer review in order to perform engagements and issue reports under their standards.

.110 Firms are required to perform engagements in accordance with professional standards, and accordingly the standards are the basis for peer reviews. You can find training and frequently asked questions about the AICPA Peer Review Program at [www.aicpa.org/interestareas/peerreview/pages/peerreviewhome.aspx](http://www.aicpa.org/interestareas/peerreview/pages/peerreviewhome.aspx).



.111 The most common findings in recent peer reviews, as released by the peer review division of the AICPA follow.

.112 *Failure to date the auditor's report appropriately, such as dating the report significantly earlier than the date of the review of the working papers and the release date.* Paragraph .41 of AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*, states that the auditor's report should be dated no earlier than the date on which the auditor has obtained sufficient appropriate audit evidence on which to base the auditor's opinion on the financial statements, including evidence that

- the audit documentation has been reviewed;
- all statements that the financial statements comprise, including the related notes, have been prepared; and
- management has asserted that they have taken responsibility for those financial statements.

.113 *Failure to adequately document sampling methodology.* AU-C section 530, *Audit Sampling*, provides guidance about how to perform sampling during an audit engagement. However, if the sampling methodology is not documented, then the reviewer may not be able to evaluate whether the procedure provided appropriate audit evidence.

.114 *Failure to include audit documentation that contains sufficient competent evidence to support the firm's opinion on the financial statements.* AU-C section 230, *Audit Documentation*, addresses the auditor's responsibility to prepare audit documentation for an audit of financial statements. The specific documentation requirements of other AU-C sections do not limit the application of this section. Law, regulation, or other standards may establish additional documentation requirements.

.115 *Failure to update the auditor's report for the clarified auditing standards.* The clarified auditing standards became effective for audits of financial statements for periods ending on or after December 15, 2012. The exhibit "Illustrations of Auditor's Reports on Financial Statements" in AU-C section 700 provides examples of clarified auditor's reports.

.116 *Failure to appropriately address fraud considerations.* AU-C section 240, *Consideration of Fraud in a Financial Statement Audit*, addresses the auditor's responsibilities relating to fraud in an audit of financial statements. It expands on how AU-C section 315 and AU-C section 330, *Performing Audit Procedures in Response to Assessed Risks and Evaluating the Audit Evidence Obtained*, are to be applied regarding risks of material misstatement due to fraud.

.117 *Failure to appropriately document planning procedures relating to risk assessment and the linkage of risks to the procedures performed.* AU-C section 315 addresses the auditor's responsibilities relating to risk assessment and the linkage of the identified risks to the planned audit procedures. AU-C section 330 addresses the auditor's responsibility to design and implement responses to the risks of material misstatements identified and assessed by the auditor during the planning of the audit.

.118 *Failure to communicate or document required communications with those charged with governance.* AU-C section 260, *The Auditor's Communication With Those Charged With Governance*, establishes guidance regarding the auditor's requirements and provides guidance regarding the auditor's responsibility to communicate with those charged with governance regarding the audit. AU-C section 265, *Communicating Internal Control Related Matters Identified in an Audit*, addresses the auditor's responsibility to appropriately communicate to those charged with governance any significant deficiencies or material weaknesses in internal control that the auditor has identified in an audit of financial statements.

.119 *Failure to obtain appropriate management representation letters including failure to update the letter in conformity with the clarified auditing standard's requirements, date the letter appropriately, include the appropriate financial statement periods, and include required representations.* AU-C section 580, *Written Representations*, addresses the auditor's responsibility to obtain written representations from management and, where appropriate, those

charged with governance in and audit of financial statements. Examples and required representations are included in the AU-C section 580 to help the auditor in drafting the letter for management.

## Attestation Clarity Project

.120 The ASB has completed clarifying Statements on Standards for Attestation Engagements (SSAEs or attestation standards) and has issued its clarified attestation standards as SSAE No. 18, *Attestation Standards: Clarification and Recodification* (AICPA, *Professional Standards*). SSAE No. 18 was issued in April 2016 and became effective for practitioners' reports dated on or after May 1, 2017.

.121 The attestation standards establish requirements for performing and reporting on examination, review, and agreed-upon procedures engagements that enable practitioners to report on subject matter ordinarily other than historical financial statements, for example, an entity's compliance with laws or regulations, the effectiveness of an entity's controls over the security of a system, or the fairness of the presentation of a statement of greenhouse gas emissions.

.122 The attestation standards are developed and issued in the form of SSAEs and are codified into sections. The identifier "AT-C" is used to differentiate the sections of the clarified attestation standards (AT-C sections) in AICPA *Professional Standards* from the sections of the attestation standards that are superseded by SSAE No. 18 (AT sections).

.123 In clarifying the attestation standards, the ASB used the same drafting conventions as those used to clarify the auditing standards to make the standards easier to read, understand, and apply.

## Restructuring the Attestation Standards

.124 The attestation standards provide for three types of services—examination, review, and agreed-upon procedures. SSAE No. 18 restructures the attestation standards so that the applicability of any AT-C section of the attestation standards to a particular engagement depends on the type of service provided and the subject matter of the engagement.

.125 AT-C section 105, *Concepts Common to All Attestation Engagements* (AICPA, *Professional Standards*), contains requirements and application guidance applicable to all attestation engagements. AT-C sections 205, *Examination Engagements*; 210, *Review Engagements*; and 215 (AICPA, *Professional Standards*), each contain additional requirements and application guidance specific to the type of service performed. The applicable requirements and application guidance for any attestation engagement are contained in at least two AT-C sections: AT-C section 105 and either AT-C sections 205, 210, or 215, depending on the type of service provided.

.126 Incremental performance and reporting requirements and application guidance unique to five subject matters are included in the subject matter-specific AT-C sections. Those sections address prospective financial information, pro forma financial information, compliance attestation, controls at a service organization relevant to user entities' internal control over financial reporting, and management's discussion and analysis. The applicable requirements and application guidance for a subject matter-specific engagement are contained in three AT-C sections: AT-C section 105; AT-C section 205, 210, or 215, depending on the type of service provided; and the applicable subject matter section.

### AT-C Sections

.127 SSAE No. 18 contains the following AT-C sections:

- AT-C Preface
- AT-C section 105
- AT-C section 205
- AT-C section 210

- AT-C section 215
- AT-C section 305, *Prospective Financial Information* (AICPA, *Professional Standards*) (formerly AT 301)
- AT-C section 310, *Reporting on Pro Forma Financial Information* (AICPA, *Professional Standards*) (formerly AT 401)
- AT-C section 315, *Compliance Attestation* (AICPA, *Professional Standards*) (formerly AT 601)
- AT-C section 320, *Reporting on an Examination of Controls at a Service Organization Relevant to User Entities' Internal Control Over Financial Reporting* (AICPA, *Professional Standards*) (formerly AT 801)
- AT-C section 395, *Management's Discussion and Analysis* (AICPA, *Professional Standards*) (formerly AT 701)

## Revenue Recognition

### Overview

.128 On May 28, 2014, the International Accounting Standards Board (IASB) and FASB issued a joint accounting standard on revenue recognition to address a number of concerns regarding the complexity and lack of consistency surrounding the accounting for revenue transactions. Consistent with each board's policy, FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, and the IASB issued International Financial Reporting Standard (IFRS) 15, *Revenue from Contracts with Customers*. FASB ASU No. 2014-09 will amend the FASB ASC by creating topic 606, *Revenue from Contracts with Customers*, and subtopic 340-40, *Other Assets and Deferred Costs—Contracts with Customers*. The guidance in ASU No. 2014-09 provides what FASB describes as a framework for revenue recognition and supersedes or amends several of the revenue recognition requirements in FASB ASC 605, as well as guidance within the 900 series of industry-specific topics.

.129 As part of the boards' efforts to converge U.S. GAAP and IFRSs, the standard eliminates the transaction- and industry-specific revenue recognition guidance under current U.S. GAAP and replaces it with a principles-based approach for revenue recognition. The intent is to avoid inconsistencies of accounting treatment across different geographies and industries. In addition to improving comparability of revenue recognition practices, the new guidance provides more useful information to financial statement users through enhanced disclosure requirements. FASB and the IASB have essentially achieved convergence with these standards, with some minor differences related to the collectibility threshold, interim disclosure requirements, early application and effective date, impairment loss reversal, and nonpublic entity requirements.

.130 The standard applies to any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets, unless those contracts are within the scope of other standards (for example, insurance or lease contracts).

### Effective or Applicability Date

.131 On August 12, 2015, FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, to allow entities additional time to implement systems, gather data, and resolve implementation questions. This update allows for public business entities, certain not-for-profit entities, and certain employee benefit plans to apply the new requirements to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period.

.132 All other entities will now apply the guidance in ASU No. 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. Application is permitted earlier only as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period, or an annual reporting period beginning after December 15, 2016, and interim reporting periods within annual reporting periods

beginning one year after the annual reporting period in which an entity first applies the guidance in ASU No. 2014-09. It is not expected that any additional deferrals of ASU No. 2014-09 will be issued.

## Overview of the New Guidance

**.133** The core principle of the revised revenue recognition standard is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those good or services.

**.134** To apply the proposed revenue recognition standard, ASU No. 2014-09 states that an entity should follow these five steps:

1. Identify the contract(s) with a customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract.
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

**.135** Under the new standard, revenue is recognized when a company satisfies a performance obligation by transferring a promised good or service to a customer (which is when the customer obtains control of that good or service). See the following discussion of the five steps involved when recognizing revenue under the new guidance.

## Understanding the Five-Step Process

### *Step 1: Identify the Contract(s) With a Customer*

**.136** ASU No. 2014-09 defines a contract as "an agreement between two or more parties that creates enforceable rights and obligations." The new standard affects contracts with a customer that meet the following criteria:

- It has the approval (in writing, orally, or in accordance with other customary business practices) and commitment of the parties.
- The rights of the parties are identified.
- The payment terms are identified.
- The contract has commercial substance.
- It is probable that the entity will collect substantially all the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

**.137** A contract does not exist if each party to the contract has the unilateral enforceable right to terminate a wholly unperformed contract without compensating the other party (parties).

### *Step 2: Identify the Performance Obligations in the Contract*

**.138** A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

**.139** At contract inception, an entity should assess the goods or services promised in a contract with a customer and identify as a performance obligation (possibly multiple performance obligations) each promise to transfer to the customer either

- a good or service (or bundle of goods or services) that is distinct or
- a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

.140 A good or service that is not distinct should be combined with other promised goods or services until the entity identifies a bundle of goods or services that is distinct. In some cases, that would result in the entity accounting for all the goods or services promised in a contract as a single performance obligation.

### ***Step 3: Determine the Transaction Price***

.141 The transaction price is the amount of consideration (fixed or variable) the entity expects to receive in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. To determine the transaction price, an entity should consider the effects of

- variable consideration,
- constraining estimates of variable consideration,
- the existence of a significant financing component,
- noncash considerations, and
- consideration payable to the customer.

.142 If the consideration promised in a contract includes a variable amount, then an entity should estimate the amount of consideration to which the entity will be entitled in exchange for transferring the promised goods or services to a customer. An entity would then include in the transaction price some or all of an amount of variable consideration only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

.143 An entity should consider the terms of the contract and its customary business practices to determine the transaction price.

### ***Step 4: Allocate the Transaction Price to the Performance Obligations in the Contract***

.144 The transaction price is allocated to separate performance obligations in proportion to the standalone selling price of the promised goods or services. If a standalone selling price is not directly observable, then an entity should estimate it. Reallocation of the transaction price for changes in the standalone selling price is not permitted. When estimating the standalone selling price, entities can use various methods, including the adjusted market assessment approach, expected cost plus a margin approach, and residual approach (only if the selling price is highly variable and uncertain).

.145 Sometimes, the transaction price includes a discount or a variable amount of consideration that relates entirely to one of the performance obligations in a contract. Guidance under the new standard specifies when an entity should allocate the discount or variable consideration to one (or some) performance obligation(s), rather than to all the performance obligations in the contract.

### ***Step 5: Recognize Revenue When (or as) the Entity Satisfies a Performance Obligation***

.146 The amount of revenue recognized when transferring the promised good or service to a customer is equal to the amount allocated to the satisfied performance obligation, which may be satisfied at a point in time or over time. Control of an asset refers to the ability to direct the use of, and obtain substantially all the remaining benefits from, the asset. Control also includes the ability to prevent other entities from directing the use of, and obtaining the benefits from, an asset.

.147 When a performance obligation is satisfied over time, the entity should select an appropriate method for measuring its progress toward complete satisfaction of that performance obligation. The standard discusses methods of measuring progress, including input and output methods, and how to determine which method is appropriate.

## Additional Guidance Under the New Standard

.148 In addition to the five-step process for recognizing revenue, ASU No. 2014-09 also addresses the following areas:

- Accounting for incremental costs of obtaining a contract, as well as costs incurred to fulfill a contract
- Licenses
- Warranties

.149 Lastly, the new guidance enhances disclosure requirements by requiring entities to include more information about specific revenue contracts entered into, including performance obligations and the transaction price.

## Transition Resource Group

.150 Due to the potential for significant changes that may result from the issuance of the new standard, FASB and the IASB have received an abundance of implementation questions from interested parties. To address these questions, the boards have formed a joint Transition Resource Group (TRG) for revenue recognition to promote effective implementation and transition to the converged standard.

.151 Since the issuance of the standard, the TRG has met several times to discuss implementation issues raised by concerned parties and actions to take to address these issues. Refer to FASB's TRG website ([www.fasb.org/jsp/fasb/page/landingpage&cid=1176164065747](http://www.fasb.org/jsp/fasb/page/landingpage&cid=1176164065747)) for more information on this group and the status of their efforts, including meeting materials and meeting summaries.

## Latest Developments

.152 Based on discussions held thus far on individual areas affected by the new standard, the TRG informed the boards that technical corrections are needed to further articulate the guidance in the standard. As a result, FASB has issued updates to clarify guidance on performance obligations, licensing, principal versus agent considerations, and other narrow-scope improvements and practical expedients.

.153 ASU No. 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, was issued in March 2016 to clarify the guidance in FASB ASC 606 with respect to principal versus agent. There is little disagreement that an entity who is a principal recognizes revenue in the gross amount of consideration when a performance obligation is satisfied. An entity who is an agent (collecting revenue on behalf of the principal) recognizes revenue only to the extent of the commission or fee that the agent collects. With this ASU, FASB hopes to eliminate the potential diversity in practice when determining whether an entity is a principal or an agent by clarifying the following:

- An entity determines whether it is a principal or an agent for each distinct good or service.
- An entity determines the nature of each specified good or service (including whether it is a right to a good or service).
- When an entity is a principal, it obtains control of the following:
  - A good or another asset from another party that it then transfers to the customer

- A right to a service that will be performed by another party, which gives the entity the ability to direct that party to provide the service to the customer on the entity's behalf
  - A good or service from another party that the entity combines with other goods or services to provide the specified good or service to the customer
- Indicators in the assessment of control may be more or less relevant or persuasive, or both, to the control assessment, depending on the facts and circumstances.

.154 Additional illustrative examples are provided in ASU No. 2016-08 to further assist practitioners in applying this guidance. The effective date of this update is with the same as the guidance in ASU No. 2014-09, as amended by ASU No. 2015-14.

.155 ASU No. 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, was issued in April 2016 to reduce potential for diversity in practice at initial application of FASB ASC 606, as well as to reduce the cost and complexity of applying FASB ASC 606 at transition and on an ongoing basis. When identifying promised goods and services in a contract, this ASU states that entities

- are not required to assess whether promised goods or services are performance obligations if they are immaterial to the contract.
- can elect to account for shipping and handling activities as an activity to fulfill promises within the contract rather than as an additional promised service.

.156 When assessing whether promised goods or services are distinct, this ASU emphasizes the need to determine whether the nature of the promise is to transfer

- each of the goods or services or
- a combined item (or items) to which the promised goods or services are inputs.

.157 With regard to licensing, ASU No. 2016-10 clarifies, as follows, whether revenue should be recognized at a point in time or over time based on whether the license provides a right to use an entity's intellectual property or a right to access the entity's intellectual property:

- If the intellectual property has significant standalone functionality, the license does not include supporting or maintaining that intellectual property during the license period. Therefore, the performance obligation would be considered satisfied at a point in time. Examples of this type of intellectual property include software, biological compounds or drug formulas, and media.
- Licenses for symbolic intellectual property include supporting or maintaining that intellectual property during the license period and, therefore, are considered to be performance obligations satisfied over time. Examples of symbolic intellectual property include brands, team or trade names, logos, and franchise rights.

.158 Lastly, ASU No. 2016-10 provides clarification on implementation guidance on recognizing revenue for a sales-based or usage-based royalty promised in exchange for a license of intellectual property. The effective date of this ASU is with the same as the guidance in ASU No. 2014-09, as amended by ASU No. 2015-14.

.159 In addition to ASU Nos. 2016-08 and 2016-10, ASU No. 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*, was issued in May 2016. Topics covered in this ASU include the following:

- Clarification on contract modifications. This amendment permits an entity to determine and allocate the transaction price on the basis of all satisfied and unsatisfied performance obligations in a modified contract as of the beginning of the earliest period presented in accordance with the guidance in FASB ASC 606. An entity would not be required to separately evaluate the effects of each contract modification. An entity that chooses to apply this practical expedient would apply the expedient consistently to similar types of contracts.

- How to assess the collectibility criterion. The amendment introduces new criteria to meet the collectibility requirement. An entity should assess the collectibility of the consideration promised in a contract for the goods or services that will be transferred to the customer, rather than assessing the collectibility of the consideration promised in the contract for all the promised goods or services.
- How to report sales taxes and similar taxes. This amendment states that an entity may make an accounting policy election to exclude from the measurement of the transaction price all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by the entity from a customer (for example, sales, use, value added, and some excise taxes). Taxes assessed on an entity's total gross receipts or imposed during the inventory procurement process should be excluded from the scope of the election. An entity that makes this election should exclude from the transaction price all taxes in the scope of the election and should comply with the applicable accounting policy guidance, including disclosure requirements.
- When to measure noncash consideration. This amendment clarifies that the measurement date for noncash consideration is contract inception. If the fair value of the noncash consideration varies because of the form of the consideration and for reasons other than the form of the consideration, an entity should apply the guidance on variable consideration only to the variability resulting from reasons other than the form of the consideration.
- How to apply transition guidance. This amendment clarifies that, for purposes of transition, a completed contract is a contract for which all (or substantially all) the revenue was recognized under legacy GAAP before the date of initial application. Accounting for elements of a contract that do not affect revenue under legacy GAAP is irrelevant to the assessment of whether a contract is complete. In addition, the amendment permits an entity to apply the modified retrospective transition method either to all contracts or only to contracts that are not completed contracts.

**.160** The effective date of this ASU is the same as the revised effective date of the guidance in ASU No. 2014-09, as amended by ASU No. 2015-14.

**.161** In December 2016, FASB issued ASU No. 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*. The proposed amendments affect narrow aspects of guidance in ASU No. 2014-09, including guidance on the following:

- Impairment testing. When performing impairment testing, an entity should consider expected contract renewals and extensions. In addition, the assessment should include both the amount of consideration it already has received but has not yet recognized as revenue and the amount it expects to receive in the future.
- Additional scope exceptions. The term "insurance" is removed from the scope exceptions of FASB ASC 606 to clarify that all contracts within the scope of FASB ASC 944, *Financial Services—Insurance*, are excluded.
- Provisions for losses on construction-type and production-type contracts. Such provisions should be determined at least at the contract level; however, an entity can make an accounting policy election to determine the provision for losses at the performance obligation level.
- Disclosure of remaining performance obligations. Optional exemptions from the disclosure requirement are provided for remaining performance obligations when an entity is not required to estimate variable consideration to recognize revenue.

**.162** Consistent with the other ASUs, the effective date of ASU No. 2016-20 is with the same as the guidance in ASU No. 2014-09, as amended by ASU No. 2015-14.



## Conclusion

.163 Upon implementation of the new standard, consistency of revenue recognition principles across geography and industries will be enhanced, and financial statement users will be provided better insight through improved disclosure requirements. To provide CPAs with guidance during this time of transition, the AICPA's Financial Reporting Center (FRC) offers resources on the topic, including a roadmap to ensure that companies take the necessary steps to prepare themselves for the new standard. In addition, the FRC includes a list of conferences, webcasts, and other products to keep you informed on upcoming changes in revenue recognition. To stay updated on the latest information available on revenue recognition, refer to [www.aicpa.org/interestareas/frc/accountingfinancialreporting/revenuerecognition/pages/revenuerecognition.aspx](http://www.aicpa.org/interestareas/frc/accountingfinancialreporting/revenuerecognition/pages/revenuerecognition.aspx).

## New Leases Standard Will Change Financial Statement Presentation

### Issuance and Objective

.164 On February 25, 2016, FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The objective of the ASU is to increase transparency and comparability in financial reporting by requiring balance sheet recognition of leases and note disclosure of certain information about lease arrangements. This ASU codifies FASB ASC 842, *Leases*, which replaces FASB ASC 840, *Leases*, and makes conforming amendments to other FASB ASC topics.

.165 FASB ASC 842 consists of these subtopics:

- Overall
- Lessee
- Lessor
- Sale and Leaseback Transactions
- Leveraged Lease Arrangements

### Applicability and Effective Date

.166 ASU No. 2016-02 is applicable to any entity that enters into a lease and is effective as follows:

	<i>Fiscal Years Beginning After</i>	<i>Interim Periods Within Fiscal Years Beginning After</i>
Public companies, which include public business entities, certain not-for-profit entities with conduit financing arrangements, and employee benefit plans	December 15, 2018	December 15, 2018
All other entities	December 15, 2019	December 15, 2020

.167 FASB ASC 842 applies to all leases and subleases of property, plant, and equipment; it specifically does not apply to the following nondepreciable assets accounted for under other FASB ASC topics:

- Leases of intangible assets
- Leases to explore for or use nonregenerative resources such as minerals, oil, and natural gas
- Leases of biological assets, such as timber
- Leases of inventory
- Leases of assets under construction

## Main Provisions

### Identifying a Lease

.168 Key changes in the guidance are illustrated by comparing the definition of a *lease* in FASB ASC 840, (extant GAAP) and FASB ASC 842.

<i>FASB ASC 840</i>	<i>FASB ASC 842</i>
An agreement conveying the right to use property, plant, or equipment (land and/or depreciable assets) usually for a stated period of time.	A contract, or part of a contract, that conveys the right to control the use of identified property, plant, or equipment (an identified asset) for a period of time in exchange for consideration.

.169 The identification of a lease under FASB ASC 842 should be based on the presence of key elements in the definition.

### Separating Components of a Lease Contract

.170 Under FASB ASC 842, a contract that contains a lease should be separated into lease and nonlease components. Separation should be based on the right to use; each underlying asset should be considered to be separate from other lease components when both of the following criteria are met:

- The lessee can benefit from the right-of-use of the asset (either alone or with other readily available resources).
- The right-of-use is neither highly dependent on nor highly interrelated with other underlying assets in the contract.

.171 The consideration in the contract should be allocated to the separate lease and nonlease components in accordance with provisions of FASB ASC 842.

.172 Lessees can make an accounting policy election to treat both lease and nonlease elements as a single lease component.

### Lease Classification

.173 When a lease meets any of the following specified criteria at commencement, the lease should be classified as a finance lease by the lessee and as a sales-type lease by the lessor. These criteria can be summarized as follows:

- The lease transfers ownership to the lessee.
- The purchase option is reasonably certain to be exercised.
- The lease term is for the major portion of asset's remaining economic life.
- The present value of lease payments and the residual value exceeds substantially all of the fair value of the underlying asset.
- The specialized nature of the underlying asset results in no expectation of alternative use after the lease term.

.174 If none of the preceding criteria are met, the lease should be classified as follows:

*Lessee*—classify as an operating lease

*Lessor*—classify as an operating lease unless (1) the present value of the lease payments and any residual value guarantee equals or exceeds substantially all of the fair value of the underlying asset and (2) it is

probable that the lessor will collect the lease payments plus any residual value guarantee. If both of these summarized criteria from FASB ASC 842-10-25-3 are met, the lessor should classify the lease as a direct financing lease.

### *Lease Term and Measurement*

.175 The lease term is the noncancellable period of the lease together with all of the following:

- The period covered by the option for the lessee to extend the lease if the option is reasonably certain to be exercised
- The period covered by the option for the lessee to terminate the lease if reasonably certain not to be exercised
- The period covered by the option for the lessor to extend or not terminate the lease if the option is controlled by the lessor

.176 Lease payments relating to use of the underlying asset during the lease term include the following at the commencement date:

- Fixed payments less incentives payable to lessee
- Variable lease payments based on an index or other rate
- The exercise price of an option to purchase the underlying asset if the option is reasonably certain to be exercised
- Payments for penalties for terminating a lease if the lease term reflects exercise of the lessee option
- Fees paid by the lessee to the owners of a special purpose entity for structuring the lease
- For the lessee only, the amounts probable of being owed under residual value guarantees

.177 Lease payments specifically exclude the following:

- Certain other variable lease payments
- Any guarantee by the lessee of the lessor's debt
- Certain amounts allocated to nonlease components

.178 Reassessment of the lease term and purchase options and subsequent remeasurement by either the lessee or lessor are limited to certain specified circumstances.

## **Lessee Accounting**

### *Recognition and Measurement*

#### *Commencement Date*

.179 At the commencement date of the lease, a lessee should recognize a right-of-use asset and a lease liability; for short-term leases, an alternative accounting policy election is available.

.180 The lease liability should be measured at the present value of the unpaid lease payments. The right-of-use asset should consist of the following: the amount of the initial lease liability; any lease payments made to the lessor at or before the commencement date minus any incentives received; and initial direct costs.

.181 A *short-term lease* is defined by the FASB ASC master glossary as "a lease that, at the commencement date, has a lease term of 12 months or less and does not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise." The accounting policy election for short-term leases should be

made by class of underlying asset. The election provides for recognition of the lease payments in profit or loss on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred.

#### *After the Commencement Date*

.182 After the commencement date, the lessee should recognize in profit or loss (unless costs are included in the carrying amount of another asset) the following:

- Finance leases
  - Amortization of the right-of-use asset and interest on the lease liability
  - Variable lease payments not included in the lease liability in the period obligation is incurred
  - Any impairment
- Operating leases
  - A single lease cost calculated such that the remaining cost is allocated on a straight-line basis over the remaining lease term (unless another allocation is more representative of the benefit from use of the asset)
  - Variable lease payments not included in the lease liability in the period in which the obligation is incurred
  - Any impairment

#### *Subsequent Measurement*

.183 FASB ASC 842-20-35 provides guidance for subsequent measurement. Topics addressed in this ASC section include the following:

- Remeasuring the lease liability
- Amortizing the right-of-use asset
- Assessing impairment of the right-of-use asset
- Amortizing leasehold improvements
- Subleases

#### *Presentation and Disclosure*

.184 Key presentation matters include the following:

- Statement of financial position
  - Separate presentation of right-of-use assets and lease liabilities from finance leases and operating leases
- Statement of comprehensive income
  - For finance leases, the interest expense on the lease liability and amortization of right-of-use assets in a manner consistent with how the entity presents other interest expense and depreciation or amortization of similar assets
  - For operating leases, the expense to be included in the lessee's income from continuing operations
- Statement of cash flows
  - For presentation within financing activities, the repayment of the principal portion of the lease liability arising from finance leases

- For presentation within operating activities, the payments arising from operating leases; interest payments on the lease liability; variable lease payments and short-term lease payments not included in lease liability

.185 Disclosure requirements include qualitative and quantitative information for leases, significant judgments (such as significant components of a lease), and amounts recognized in the financial statements, including certain specified information and amounts.

## Lessor Accounting

### *Recognition and Measurement*

.186 FASB ASC 842 provides recognition guidance for sales-type leases, direct financing leases, and operating leases. The following table summarizes the guidance:

<i>Sales-Type Leases</i>	
<i>At the Commencement Date</i>	<i>After the Commencement Date</i>
Lessor should derecognize the underlying asset and recognize the following: <ul style="list-style-type: none"> <li>a. Net investment in the lease (lease receivable and unguaranteed residual asset)</li> <li>b. Selling profit or loss arising from the lease</li> <li>c. Initial direct costs as an expense</li> </ul>	Lessor should recognize all of the following: <ul style="list-style-type: none"> <li>a. Interest income on the net investment in the lease</li> <li>b. Certain variable lease payments</li> <li>c. Impairment</li> </ul>
<i>Direct Financing Leases</i>	
<i>At the Commencement Date</i>	<i>After the Commencement Date</i>
Lessor should derecognize the underlying asset and recognize the following: <ul style="list-style-type: none"> <li>a. Net investment in the lease (lease receivable and unguaranteed residual asset reduced by selling profit)</li> <li>b. Selling loss arising from the lease, if applicable</li> </ul>	Lessor should recognize all of the following: <ul style="list-style-type: none"> <li>a. Interest income on the net investment in the lease</li> <li>b. Certain variable lease payments</li> <li>c. Impairment</li> </ul>
<i>Operating Leases</i>	
<i>At the Commencement Date</i>	<i>After the Commencement Date</i>
Lessor should defer initial direct costs.	Lessor should recognize all of the following: <ul style="list-style-type: none"> <li>a. The lease payments as income in profit or loss over the lease term on a straight-line basis (unless another method is more representative of the benefit received)</li> <li>b. Certain variable lease payments as income in profit or loss</li> <li>c. Initial direct costs as an expense over the lease term on the same basis as lease income</li> </ul>

.187 FASB ASC 842-30-35 provides guidance for subsequent measurement. Topics addressed in this ASC section include the following:

- Impairment of the net investment in the lease
- Sale of the lease receivable

- Accounting for the underlying asset at the end of the lease term
- Subleases

### *Presentation and Disclosure*

.188 Key presentation matters for sales-type and direct financing leases include the following:

- Statement of financial position
  - Separate presentation of lease assets (that is, aggregate of lessor's net investment in sales-type leases and direct financing leases) from other assets
  - Classified as current or noncurrent based on the same considerations as other assets
- Statement of comprehensive income
  - Presentation of income from leases in the statement of comprehensive income or disclosure of income from leases in the notes with a reference to the corresponding line in the statement of comprehensive income
  - Presentation of profit or loss recognized at commencement date in a manner appropriate to lessor's business model
- Statement of cash flows
  - For presentation within operating activities, cash receipts from leases

.189 Key presentation matters for operating leases include the following:

- Statement of financial position
  - Presentation of an underlying asset subject to an operating lease, in accordance with other FASB ASC topics
- Statement of cash flows
  - For presentation within operating activities, cash receipts from leases

.190 Disclosure requirements include qualitative and quantitative information for leases, significant judgments, and amounts recognized in the financial statements, including certain specified information and amounts.

## **Sale and Leaseback Transactions**

.191 FASB ASC 842 provides guidance for both the transfer contract and the lease in a sale and leaseback transaction (a transaction in which a seller-lessee transfers an asset to a buyer-lessor and leases that asset back). Determination of whether the transfer is a sale should be based on provisions of FASB ASC 606. FASB ASC 842-40-25 provides measurement guidance for a transfer that is either determined to be a sale or determined not to be a sale.

.192 FASB ASC 842-40 provides guidance for subsequent measurement, financial statement presentation, and disclosures.

## **Leveraged Lease Arrangements**

.193 The legacy accounting model for leveraged leases continues to apply to those leveraged leases that commenced before the effective date of FASB ASC 842. There is no separate accounting model for leveraged leases that commence after the effective date of FASB ASC 842.

## Accounting for Financial Instruments

### Overview

.194 On January 5, 2016, FASB issued ASU No. 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, to enhance the reporting model for financial instruments and to provide users of financial statements with more decision-useful information. The amendments in the ASU are intended to improve certain aspects of recognition, measurement, presentation, and disclosure of financial instruments.

.195 The new guidance will accomplish the following:

- Require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income.
- Replace the impairment model for equity investments without readily determinable fair values with a qualitative impairment assessment.
- Eliminate the requirement to disclose the fair values of financial assets and financial liabilities measured at amortized cost for entities that are not public business entities.
- Eliminate the requirement for public business entities to disclose the methods and significant assumptions used to estimate fair value that is required to be disclosed for financial assets and financial liabilities measured at amortized cost on the balance sheet.
- Require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes.
- Require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments.
- Require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements.
- Clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale debt securities in combination with an entity's other deferred tax assets.
- Eliminate an entity's ability to estimate the disclosed fair values of financial assets and financial liabilities on the basis of entry prices.

### Applicability and Effective Date

.196 ASU No. 2016-01 affects all entities that hold financial assets or have financial liabilities and is effective as follows:

	<i>Fiscal Years Beginning After</i>	<i>Interim Periods Within Fiscal Years Beginning After</i>
Public business entities	December 15, 2017	December 15, 2017
All other entities, including not-for-profit entities and employee benefit plans within the scope of FASB ASC 960–965 on plan accounting	December 15, 2018	December 15, 2019

.197 All entities that are not public business entities may adopt the amendments in this ASU earlier as of the fiscal years beginning after December 15, 2017, including interim periods within those fiscal years.

.198 Early application by public business entities to financial statements of fiscal years or interim periods that have not yet been issued or, by all other entities, that have not yet been made available for issuance of the following amendments in this ASU are permitted as of the beginning of the fiscal year of adoption:

- An entity should present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk if the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments.
- Entities that are not public business entities are not required to apply the fair value of financial instruments disclosure guidance in the "General" subsection of FASB ASC 825-10-50.

.199 With the exception of this early application guidance, early adoption of the amendments in this ASU is not permitted.

## Impairment

### Overview

.200 On June 16, 2016, FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. Upon the effective date of this ASU, the incurred loss impairment methodology in current GAAP is replaced with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates.

### *Assets Measured at Amortized Cost*

.201 ASU No. 2016-13 eliminates the probable initial recognition threshold under current GAAP and requires entities that measure financial assets (or a group of financial assets) at amortized cost basis to present such assets at the net amount expected to be collected. The amendments in this ASU broaden the information that an entity must consider in developing its expected credit loss estimate for assets measured either collectively or individually. In addition to past events and current conditions, entities should also consider reasonable and supportable forecasts that affect the collectibility of the reported amount. However, an entity may revert to historical loss information that is reflective of the contractual term (considering the effect of prepayments) for periods that are beyond the time frame for which the entity is able to develop reasonable and supportable forecasts.

.202 An entity may apply any method for measuring expected credit losses as long as the method reasonably reflects its expectations of the credit loss estimate.

.203 *Purchased Financial Assets With Credit Deterioration.* ASU No. 2016-13 defines purchased financial assets with credit deterioration (PCD assets) as acquired individual financial assets (or acquired groups of financial assets with similar risk characteristics) that as of the date of acquisition have experienced a more-than-insignificant deterioration in credit quality since origination, as determined by the acquirer's assessment. The allowance for credit losses for PCD assets that are measured at amortized cost basis is determined in a similar manner to other financial assets measured at amortized cost basis. The initial allowance for credit losses is added to the purchase price, rather than being reported as a credit loss expense. Entities record only subsequent changes in the allowance for credit losses as a credit loss expense for PCD assets. Furthermore, an entity should recognize interest income for PCD assets based on the effective interest rate, excluding the discount embedded in the purchase price that is attributable to the acquirer's assessment of credit losses at acquisition.



**.204 Disclosures.** In an effort to increase users' understanding of underwriting standards and credit quality trends, ASU No. 2016-13 requires the current disclosure on credit quality indicators in relation to the amortized cost of financing receivables to be further disaggregated by year of origination (or vintage). Entities that are not public business entities are not required to disclose the disaggregation by year of origination.

#### *Available for Sale Debt Securities*

**.205** Entities will now be required to present credit losses on available-for-sale debt securities as an allowance rather than as a permanent write-down.

**.206** An entity will now be able to record reversals of credit losses on debt securities (in situations in which the estimate of credit declines) in current period net income. Thus, aligning the income statement recognition of credit losses with the reporting period in which changes occur. However, an entity may not record an allowance for credit losses exceeding the amount by which fair value is below amortized cost.

**.207 Purchased Debt Securities With Credit Deterioration.** The allowance for credit losses for purchased available-for-sale debt securities with a more-than-insignificant amount of credit deterioration since origination is also determined in a similar manner to other available-for-sale debt securities. However, ASU No. 2016-13 requires an entity to add the initial allowance for credit losses to the purchase price, rather than reporting it as a credit loss expense. Entities record only subsequent changes in the allowance for credit losses as a credit loss expense. Furthermore, an entity should recognize interest income based on the effective interest rate, excluding the discount embedded in the purchase price that is attributable to the acquirer's assessment of credit losses at acquisition.

#### *Troubled Debt Restructurings*

**.208** The ASU does not change the definition or derecognition guidelines for troubled debt restructurings (TDRs), but, rather, changes the impairment recognized on restructuring. Credit losses for TDRs now will be measured using the current expected credit loss model. The ASU eliminates the current GAAP requirement to use a discounted cash flow technique. Credit losses, including concessions given to a borrower under a TDR, will be recognized through an allowance account.

#### *Applicability and Effective Date*

**.209** ASU No. 2016-13 affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. It also affects loans, debt securities, trade receivables, net investments in leases, off-balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash.

**.210** Because there is diversity in practice in applying the incurred loss methodology, ASU No. 2016-13 will affect entities to varying degrees depending on the credit quality of the assets held by the entities, their duration, and how the entity applies current GAAP.

**.211** ASU No. 2016-13 is effective as follows:

	<i>Fiscal Years Beginning After</i>	<i>Interim Periods Within Fiscal Years Beginning After</i>
Public business entities that are SEC filers	December 15, 2019	December 15, 2019
All other public entities	December 15, 2020	December 15, 2020
All other entities, including not-for-profit entities and employee benefit plans within the scope of FASB ASC 960-965 on plan accounting	December 15, 2020	December 15, 2021

.212 All entities may adopt the amendments in this ASU earlier as of the fiscal years beginning after December 15, 2018, including interim periods within those fiscal years.

### *Transition Resource Group*

.213 Due to the potential for significant changes that may result from the issuance of FASB ASU No. 2016-13, FASB has formed the TRG for Credit Losses with the following goals:

- To solicit, analyze, and discuss stakeholder issues arising from implementation of the new guidance
- To inform FASB about those implementation issues, which will help FASB determine what, if any, action will be needed to address those issues
- To provide a forum for stakeholders to learn about the new guidance from others involved with implementation

.214 The TRG will meet to discuss and share its views on potential implementation issues raised by concerned parties and, subsequent to each meeting, FASB will determine what actions, if any, will be taken on each issue. Refer to the page "Transition Resource Group for Credit Losses" on FASB's website for more information on this group and the status of their efforts, including meeting materials and meeting summaries.

## Hedge Accounting

### *Overview*

.215 Hedge accounting is the third phase in FASB's overall project on accounting for financial instruments. The objective of this project is to make targeted improvements to the hedge accounting model based on the feedback received from preparers, auditors, users, and other stakeholders. FASB has also noted it will consider opportunities to align with IFRS 9, *Financial Instruments*.

### *Latest Developments*

.216 In September 2016, FASB issued a proposed ASU, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*. FASB staff are currently in process of drafting a final ASU, which is expected to be issued during the second half of 2017. Readers are encouraged to visit the "Technical Agenda" page under "Projects" at [www.fasb.org](http://www.fasb.org) for the latest developments regarding the hedge accounting phase.

## Conclusion

.217 The extent of the effect of the new financial instruments standards will depend upon the relative significance of financial instruments to an entity's operations and financial position as well as the entity's business strategy. To provide CPAs with guidance during this time of transition, the AICPA's FRC offers invaluable resources on the topic. In addition, the FRC includes a list of conferences, webcasts, and products to keep you informed on the latest developments in accounting for financial instruments. Refer to [www.aicpa.org/interestareas/frc/accountingfinancialreporting/financialinstruments/pages/default.aspx](http://www.aicpa.org/interestareas/frc/accountingfinancialreporting/financialinstruments/pages/default.aspx) to stay updated on the latest information available on accounting for financial instruments.

## Other Accounting Issues and Developments

.218 Because the financial reporting standards are in a constant state of change, it may be challenging to keep up with all the new standards as they are issued. In the following sections, we provide an overview of recently issued and soon effective FASB ASUs that auditors and preparers need to be aware of.

## Income Taxes

.219 In October 2016, FASB issued ASU No. 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory* as part of its simplification initiative. Current GAAP prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. In addition, interpretations of this guidance have developed in practice over the years for transfers of certain intangible and tangible assets. This prohibition on recognition is an exception to the principle of comprehensive recognition of current and deferred income taxes in GAAP. Stakeholders informed FASB that the limited amount of authoritative guidance about the exception has led to diversity in practice and is a source of complexity in financial reporting, particularly for an intra-entity transfer of intellectual property. The board also learned from stakeholders that this exception results in an unfaithful representation of the economics of an intra-entity asset transfer because the exception requires deferral of the income tax consequences of the transfer, including income taxes payable or paid.

.220 FASB decided that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the amendments in this ASU eliminate the exception for an intra-entity transfer of an asset other than inventory. Two common examples of assets included in the scope of this ASU are intellectual property and property, plant, and equipment. On the basis of stakeholders' feedback about the anticipated benefits and costs, FASB decided not to change GAAP for an intra-entity transfer of inventory.

.221 The amendments in this ASU do not include new disclosure requirements; however, existing disclosure requirements might be applicable when accounting for the current and deferred income taxes for an intra-entity transfer of an asset other than inventory. For example, GAAP requires an entity to disclose a comparison of income tax expense (benefit) with statutory expectations (a rate reconciliation for public entities or a description of the nature of each significant reconciling item for nonpublic entities) and also requires an entity to disclose the types of temporary differences and carryforwards that give rise to a significant portion of deferred income taxes.

.222 For public business entities, the amendments in this ASU are effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods. For all other entities, the amendments are effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual periods beginning after December 15, 2019. Early adoption is permitted for all entities as of the beginning of an annual reporting period for which financial statements (interim or annual) have not been issued or made available for issuance. That is, earlier adoption should be in the first interim period if an entity issues interim financial statements.

.223 The amendments in this ASU should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption.

## Consolidation

.224 In October 2016, FASB issued ASU No. 2016-17, *Consolidation (Topic 810): Interests Held Through Related Parties That Are Under Common Control*. FASB issued this ASU to amend the consolidation guidance on how a reporting entity that is the single decision maker of a variable interest entity (VIE) should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. The primary beneficiary of a VIE is the reporting entity that has a controlling financial interest in a VIE and, therefore, consolidates the VIE. A reporting entity has an indirect interest in a VIE if it has a direct interest in a related party that, in turn, has a direct interest in the VIE.

.225 The amendments in this ASU affect reporting entities that are required to evaluate whether they should consolidate a VIE within the Variable Interest Entities Subsections of FASB ASC 810-10, *Consolidation—Overall*, in certain situations involving entities under common control. Specifically, the amendments change the evaluation of whether a reporting entity is the primary beneficiary of a VIE by changing how a reporting entity

that is a single decision maker of a VIE treats indirect interests in the entity held through related parties that are under common control with the reporting entity.

.226 The amendments in this ASU do not change the characteristics of a primary beneficiary in current GAAP. Therefore, a primary beneficiary of a VIE has both of the following characteristics: (1) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

.227 If a reporting entity satisfies the first characteristic of a primary beneficiary (such that it is the single decision maker of a VIE), the amendments in this ASU require that reporting entity, in determining whether it satisfies the second characteristic of a primary beneficiary, to include all of its direct variable interests in a VIE and, on a proportionate basis, its indirect variable interests in a VIE held through related parties, including related parties that are under common control with the reporting entity. That is, under the amendments, a single decision maker is not required to consider indirect interests held through related parties that are under common control with the single decision maker to be the equivalent of direct interests in their entirety. Instead, a single decision maker is required to include those interests on a proportionate basis consistent with indirect interests held through other related parties.

.228 If, after performing that assessment, a reporting entity that is the single decision maker of a VIE concludes that it does not have the characteristics of a primary beneficiary, the amendments continue to require that reporting entity to evaluate whether it and one or more of its related parties under common control, as a group, have the characteristics of a primary beneficiary. If the single decision maker and its related parties that are under common control, as a group, have the characteristics of a primary beneficiary, then the party within the related party group that is most closely associated with the VIE is the primary beneficiary.

.229 The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. For all other entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period. If an entity opts for early adoption of the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period.

.230 Entities that have not yet adopted the amendments in FASB ASU No. 2015-02 are required to adopt the amendments in this ASU at the same time they adopt the amendments in FASB ASU No. 2015-02 and should apply the same transition method elected for the application of FASB ASU No. 2015-02.

.231 Entities that already have adopted the amendments in FASB ASU No. 2015-02 are required to apply the amendments in this ASU retrospectively to all relevant prior periods beginning with the fiscal year in which the amendments in FASB ASU No. 2015-02 initially were applied.

## Restricted Cash

.232 In November 2016, FASB issued ASU No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash, a consensus of the FASB Emerging Issues Task Force*, because stakeholders indicated that diversity exists in the classification and presentation of changes in restricted cash on the statement of cash flows under FASB ASC 230, *Statement of Cash Flows*. Entities classify transfers between cash and restricted cash as operating, investing, or financing activities, or as a combination of those activities, in the statement of cash flows. Also, some entities present direct cash receipts into, and direct cash payments made from, a bank account that holds restricted cash as cash inflows and cash outflows, but others disclose those cash flows as noncash investing or financing activities. This ASU addresses that diversity.

.233 GAAP currently does not include specific guidance on the cash flow classification and presentation of changes in restricted cash or restricted cash equivalents other than limited guidance for not-for-profit entities. Specifically, there is no guidance to address how to classify and present changes in restricted cash or restricted

cash equivalents that occur when there are transfers between cash, cash equivalents, and restricted cash or restricted cash equivalents and when there are direct cash receipts into restricted cash or restricted cash equivalents or direct cash payments made from restricted cash or restricted cash equivalents. The amendments in this ASU are an improvement to GAAP because they provide guidance on the presentation of restricted cash or restricted cash equivalents in the statement of cash flows, thereby reducing the diversity in practice.

.234 The amendments in this ASU require a statement of cash flows to explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents as well as a reconciliation of total cash, cash equivalents, and restricted cash from the cash flow statements to the amounts reported on the balance sheet. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this ASU do not provide a definition of *restricted cash* or *restricted cash equivalents*.

.235 The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. If an entity opts for early adoption of the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period.

.236 The amendments in this ASU should be applied using a retrospective transition method to each period presented.

## Business Combinations

.237 In January 2017, FASB issued ASU No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*, to clarify the definition of a *business* with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a *business* affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. Concerns about the definition of a *business* were the primary issues raised in connection with the Post Implementation Review Report on FASB Statement No. 141 (revised 2007), *Business Combinations* (Statement 141(R)), now codified in FASB ASC 805, *Business Combinations*. The guidance in this ASU addresses those concerns.

.238 In addition to concerns about the broad application of the definition of a *business*, the scope of FASB ASC 610-20, *Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets* (created as part of the amendments in FASB ASU No. 2014-09, raised questions about the interaction of the definition of a *business* and the term in substance nonfinancial asset as it is used in FASB ASC 610-20.

.239 Until the amendments in FASB ASU No. 2014-09 are effective, the derecognition of real estate should be accounted for consistently, regardless of whether the real estate is an asset or a business. The amendments in FASB ASU No. 2014-09 remove existing industry- or transaction-specific real estate guidance so that, for purposes of determining what derecognition model to apply in sales transactions with noncustomers, an entity must determine whether a real estate transaction is a sale of a business or a sale of a nonfinancial asset (or an in-substance nonfinancial asset). The amendments in FASB ASU No. 2014-09 refer to a business that is an in-substance nonfinancial asset.

.240 Under the current implementation guidance in FASB ASC 805, there are three elements of a business—inputs, processes, and outputs. An integrated set of assets and activities (collectively referred to as a “set”) that is a business usually has outputs; however, outputs are not required to be present. In addition, all the inputs and processes that a seller uses in operating a set are not required if market participants can acquire the set and continue to produce outputs, for example, by integrating the acquired set with their own inputs and processes.

.241 The amendments in this ASU provide a screen to determine when a set is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated

in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated.

.242 If the screen is not met, the amendments in this ASU (1) require that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) remove the evaluation of whether a market participant could replace missing elements. The amendments provide a framework to assist entities in evaluating whether both an input and a substantive process are present. The framework includes two sets of criteria to consider that depend on whether a set has outputs. Although outputs are not required for a set to be a business, outputs generally are a key element of a business; therefore, FASB has developed more stringent criteria for sets without outputs.

.243 Lastly, the amendments in this ASU narrow the definition of the term *output* so that the term is consistent with how outputs are described in FASB ASC 606.

.244 Public business entities should apply the amendments in this ASU to annual periods beginning after December 15, 2017, including interim periods within those periods. All other entities should apply the amendments to annual periods beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019.

.245 The amendments in this ASU should be applied prospectively on or after the effective date. No disclosures are required at transition.

.246 Early application of the amendments in this ASU is allowed as follows:

- For transactions for which the acquisition date occurs before the issuance date or effective date of the amendments, only when the transaction has not been reported in financial statements that have been issued or made available for issuance
- For transactions in which a subsidiary is deconsolidated or a group of assets is derecognized that occur before the issuance date or effective date of the amendments, only when the transaction has not been reported in financial statements that have been issued or made available for issuance

## Simplifying the Test for Goodwill Impairment

.247 In January 2017, FASB issued ASU No. 2017-04, *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, to simplify how an entity is required to test goodwill for impairment by eliminating step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. In computing the implied fair value of goodwill under step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination.

.248 Instead, under the amendments in this ASU, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. Additionally, an entity should consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable.

.249 FASB also eliminated the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform step 2 of the goodwill impairment test. Therefore, the same impairment assessment applies to all reporting units. An entity is required to disclose the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets.

.250 An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary.

.251 The amendments in this ASU are required for public business entities and other entities that have goodwill reported in their financial statements and have not elected the private company alternative for the subsequent measurement of goodwill. Private companies that have adopted the private company alternative for goodwill but not the private company alternative to subsume certain intangible assets into goodwill are permitted, but not required, to adopt the amendments in this ASU without having to justify preferability of the accounting change if it is adopted on or before the effective date. Private companies that have adopted the private company alternative to subsume certain intangible assets into goodwill, and, thus, also adopted the goodwill alternative, are not permitted to adopt this guidance upon issuance without following the guidance in FASB ASC 250, *Accounting Changes and Error Corrections*, including justifying why it is preferable to change their accounting policies.

.252 An entity should apply the amendments in this ASU on a prospective basis. An entity is required to disclose the nature of and reason for the change in accounting principle upon transition. That disclosure should be provided in the first annual period and in the interim period within the first annual period when the entity initially adopts the amendments in this ASU.

.253 A public business entity that is an SEC filer should adopt the amendments in this ASU for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019.

.254 A public business entity that is not an SEC filer should adopt the amendments in this ASU for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2020.

.255 All other entities, including not-for-profit entities, that are adopting the amendments in this ASU should do so for their annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2021.

.256 Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017.

## Other Income

.257 In February 2017, FASB issued ASU No. 2017-05, *Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets*, to clarify the scope of FASB ASC 610-20 and to add guidance for partial sales of nonfinancial assets.

.258 A contract may involve the transfer of both nonfinancial assets and financial assets (for example, cash and receivables). The amendments in this ASU clarify that a financial asset is within the scope of FASB ASC 610-20 if it meets the definition of an *in-substance nonfinancial asset*. The amendments define the term *in-substance nonfinancial asset*, in part, as a financial asset promised to a counterparty in a contract if substantially all of the fair value of the assets (recognized and unrecognized) that are promised to the counterparty in the contract is concentrated in nonfinancial assets. If substantially all of the fair value of the assets that are promised to the counterparty in a contract is concentrated in nonfinancial assets, then all of the financial assets promised to the counterparty are in-substance nonfinancial assets within the scope of FASB ASC 610-20.

.259 The amendments in this ASU also clarify that nonfinancial assets within the scope of FASB ASC 610-20 may include nonfinancial assets transferred within a legal entity to a counterparty. For example, a parent may transfer control of nonfinancial assets by transferring ownership interests in a consolidated subsidiary. A contract that includes the transfer of ownership interests in one or more consolidated subsidiaries is within the scope of FASB ASC 610-20 if substantially all of the fair value of the assets that are promised to the counterparty in a contract is concentrated in nonfinancial assets. For purposes of that evaluation, the amendments require an entity to evaluate the underlying assets in consolidated subsidiaries to determine whether those assets are within the scope of FASB ASC 610-20.

.260 In some cases, substantially all of the fair value of the assets that are promised to the counterparty in a contract is not concentrated in nonfinancial assets; however, substantially all of the fair value of the assets promised to a counterparty in an individual consolidated subsidiary within a contract is concentrated in nonfinancial assets. To address those situations, the amendments in this ASU also define an *in-substance nonfinancial asset* as a financial asset that is held in an individual consolidated subsidiary within a contract if substantially all the fair value of the assets (recognized and unrecognized) that are promised to the counterparty in that subsidiary is concentrated in nonfinancial assets.

.261 The amendments in this ASU exclude all businesses and nonprofit activities from the scope of FASB ASC 610-20. Therefore, the derecognition of all businesses and nonprofit activities (except those related to conveyances of oil and gas mineral rights or contracts with customers) should be accounted for in accordance with FASB ASC 810-10, *Consolidation—Overall*.

.262 The amendments in this ASU clarify that an entity should identify each distinct nonfinancial asset or in-substance nonfinancial asset promised to a counterparty and derecognize each asset when a counterparty obtains control of it. The amendments also clarify that an entity should allocate consideration to each distinct asset by applying the guidance in FASB ASC 606 on allocating the transaction price to performance obligations.

.263 A partial sale of a nonfinancial asset (or in-substance nonfinancial asset) may be structured in different ways. For example, an entity may transfer a nonfinancial asset to a counterparty and, in exchange, receive a noncontrolling interest in the legal entity to which the asset was transferred. Alternatively, a parent may transfer ownership interests in a consolidated subsidiary that includes a nonfinancial asset but retain a noncontrolling interest in its former subsidiary. The amendments in this ASU require an entity to derecognize a distinct nonfinancial asset or distinct in substance nonfinancial asset in a partial sale transaction when it (1) does not have (or ceases to have) a controlling financial interest in the legal entity that holds the asset in accordance with FASB ASC 810, *Consolidation* and (2) transfers control of the asset in accordance with FASB ASC 606. Once an entity transfers control of a distinct nonfinancial asset or distinct in substance nonfinancial asset, it is required to measure any noncontrolling interest it receives (or retains) at fair value.

.264 If an entity transfers ownership interests in a consolidated subsidiary and continues to have a controlling financial interest in that subsidiary, it does not derecognize the assets and liabilities of the subsidiary and accounts for the transaction as an equity transaction. Therefore, no gain or loss is recognized.

.265 The amendments in this ASU supersede the guidance in “Exchanges of a Nonfinancial Asset for a Noncontrolling Ownership Interest” in FASB ASC 845-10-15 because that guidance is similar to the guidance for partial sales of nonfinancial assets within the scope of FASB ASC 610-20. The amendments also clarify that partial sales transactions within the scope of FASB ASC 610-20 include contributions of nonfinancial assets to a joint venture or other noncontrolled investee. In addition, the amendments require an entity to recognize a full gain or loss on transfers of nonfinancial assets within the scope of FASB ASC 610-20 to equity method investees.

.266 The amendments in this ASU are effective at the same time as the amendments in FASB ASU No. 2014-09. Therefore, for public entities, the amendments are effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Public entities may apply the guidance earlier but only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period.

.267 A public entity is an entity that is any one of the following:

1. A public business entity
2. A not-for-profit entity that has issued, or is a conduit bond obligor for, securities that are traded, listed, or quoted on an exchange or an over-the-counter market
3. An employee benefit plan that files or furnishes financial statements with or to the SEC

.268 For all other entities, the amendments in this ASU are effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after



December 15, 2019. All other entities may apply the guidance earlier as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities also may apply the guidance earlier as of annual reporting periods beginning after December 15, 2016, and interim reporting periods within annual reporting periods beginning one year after the annual reporting period in which the entity first applies the guidance.

**.269** An entity is required to apply the amendments in this ASU at the same time that it applies the amendments in ASU No. 2014-09.

**.270** An entity may elect to apply the amendments in this ASU in either of the following ways:

1. Retrospectively to each period presented in the financial statements in accordance with the guidance on accounting changes in paragraphs 5–10 of FASB ASC 250-10-45 (retrospective approach)
2. Retrospectively with a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption (modified retrospective approach)

**.271** An entity may elect to apply all of the amendments in this ASU and FASB ASU No. 2014-09 using the same transition method. Alternatively, an entity may elect to apply a different transition method to transactions with customers (for example, transactions within the scope of FASB ASC 606) than to transactions with noncustomers (for example, transactions within the scope of FASB ASC 610-20). For example, an entity may elect to apply the retrospective approach to transactions within the scope of FASB ASC 606 and the modified retrospective approach to transactions within the scope of FASB ASC 610-20. Regardless of which transition method an entity applies to contracts with noncustomers, the entity is required to apply the amended definition of a *business* in FASB ASU No. 2017-01, to those contracts. If an entity concludes that a transaction previously recorded as the disposal of a business is no longer a business, the entity should not reinstate amounts previously allocated to goodwill associated with that disposal.

## Retirement Benefits

**.272** In March 2017, FASB issued ASU No. 2017-07, *Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost.

**.273** The amendments in this ASU require an employer to report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost as defined in paragraphs 4 and 9 of FASB ASC 715-30-35 are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. If a separate line item or items are used to present the other components of net benefit cost, that line item or items must be appropriately described. If a separate line item or items are not used, the line item or items used in the income statement to present the other components of net benefit cost must be disclosed.

**.274** The amendments in this ASU also allow only the service cost component to be eligible for capitalization when applicable (for example, as a cost of internally manufactured inventory or a self-constructed asset).

**.275** The amendments in this ASU apply to all employers, including not-for-profit entities, that offer to their employees defined benefit pension plans, other postretirement benefit plans, or other types of benefits accounted for under FASB ASC 715.

**.276** The amendments in this ASU are effective for public business entities for annual periods beginning after December 15, 2017, including interim periods within those annual periods. For other entities, the amendments in this ASU are effective for annual periods beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. Early adoption is permitted as of the beginning of an annual period for which financial statements (interim or annual) have not been issued or made available for issuance. That is, early adoption should be within the first interim period if an employer issues interim

financial statements. Disclosures of the nature of and reason for the change in accounting principle are required in the first interim and annual periods of adoption.

.277 The amendments in this ASU should be applied retrospectively for the presentation of the service cost component and the other components of net periodic pension cost and net periodic postretirement benefit cost in the income statement and prospectively, on and after the effective date, for the capitalization of the service cost component of net periodic pension cost and net periodic postretirement benefit in assets. The amendments allow a practical expedient that permits an employer to use the amounts disclosed in its pension and other postretirement benefit plan note for the prior comparative periods as the estimation basis for applying the retrospective presentation requirements. Disclosure that the practical expedient was used is required.

## Nonrefundable Fees and Other Costs

.278 In March 2017, FASB issued ASU No. 2017-08, *Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities*, to amend the amortization period for certain purchased callable debt securities held at a premium.

.279 The amendments in this ASU shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity.

.280 Under current GAAP, premiums and discounts on callable debt securities generally are amortized to the maturity date. An entity must have a large number of similar loans to consider estimates of future principal prepayments when applying the interest method. However, an entity that holds an individual callable debt security at a premium may not amortize that premium to the earliest call date. If that callable debt security is subsequently called, the entity records a loss equal to the unamortized premium.

.281 The amendments in this ASU more closely align the amortization period of premiums and discounts to expectations incorporated in market pricing on the underlying securities. In most cases, market participants price securities to the call date that produces the worst yield when the coupon is above current market rates (that is, the security is trading at a premium) and price securities to maturity when the coupon is below market rates (that is, the security is trading at a discount) in anticipation that the borrower will act in its economic best interest. As a result, the amendments more closely align interest income recorded on bonds held at a premium or a discount with the economics of the underlying instrument.

.282 The amendments in this ASU affect all entities that hold investments in callable debt securities that have an amortized cost basis in excess of the amount that is repayable by the issuer at the earliest call date (that is, at a premium).

.283 For public business entities, the amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Early adoption is permitted, including adoption in an interim period. If an entity opts for early adoption of the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period.

.284 An entity should apply the amendments in this ASU on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. Additionally, in the period of adoption, an entity should provide disclosures about a change in accounting principle.

## Stock Compensation

.285 In May 2017, FASB issued ASU No. 2017-09, *Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting*, to provide clarity and reduce both (1) diversity in practice and (2) cost and complexity when applying the guidance in FASB ASC 718, *Compensation—Stock Compensation*, to a change to the terms or conditions of a share-based payment award.

.286 Stakeholders observed that the definition of the term *modification* is broad and that its interpretation results in diversity in practice. Some entities evaluate whether a change to the terms or conditions of an award is substantive. When those entities conclude that a change is substantive, they apply modification accounting in FASB ASC 718. When those entities conclude that a change is not substantive, they do not apply modification accounting. FASB ASC 718 does not contain guidance about what changes are substantive.

.287 Some entities apply modification accounting for any change to an award, except for a change they deem to be purely administrative in nature. However, FASB ASC 718 does not provide guidance about what changes are purely administrative. Still, other entities apply modification accounting when a change to an award changes the fair value, the vesting, or the classification of the award. In those cases, an evaluation of a change in fair value, vesting, or classification may be used in practice to evaluate whether a change is substantive.

.288 The amendments in this ASU provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in FASB ASC 718.

.289 An entity should account for the effects of a modification unless all the following are met:

1. The fair value (or calculated value or intrinsic value, if such an alternative measurement method is used) of the modified award is the same as the fair value (or calculated value or intrinsic value, if such an alternative measurement method is used) of the original award immediately before the original award is modified. If the modification does not affect any of the inputs to the valuation technique that the entity uses to value the award, the entity is not required to estimate the value immediately before and after the modification.
2. The vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified.
3. The classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified.

.290 The current disclosure requirements in FASB ASC 718 apply regardless of whether an entity is required to apply modification accounting under the amendments in this ASU.

.291 The amendments in this ASU are effective for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim period, for (1) public business entities for reporting periods for which financial statements have not yet been issued and (2) all other entities for reporting periods for which financial statements have not yet been made available for issuance.

.292 The amendments in this ASU should be applied prospectively to an award modified on or after the adoption date.

## Service Concession Arrangements

.293 In May 2017, FASB issued ASU No. 2017-10, *Service Concession Arrangements (Topic 853): Determining the Customer of the Operation Services (a consensus of the FASB Emerging Issues Task Force)*, due to diversity in practice in how an operating entity determines the customer of the operation services for transactions within the scope of FASB ASC 853, *Service Concession Arrangements*.

.294 A service concession arrangement is an arrangement between a grantor and an operating entity whereby the operating entity will operate the grantor's infrastructure (for example, airports, roads, bridges, tunnels, prisons, and hospitals) for a specified period of time. The operating entity also may maintain the infrastructure, and it also may be required to provide periodic capital-intensive maintenance (major maintenance) to enhance or extend the life of the infrastructure. The infrastructure already may exist or may be constructed by the operating entity during the period of the service concession arrangement.

.295 FASB ASC 853 provides guidance for operating entities when they enter into a service concession arrangement with a public-sector grantor who does the following:

- a. Controls or has the ability to modify or approve the services that the operating entity must provide with the infrastructure, to whom it must provide them, and at what price
- b. Controls, through ownership, beneficial entitlement, or otherwise, any residual interest in the infrastructure at the end of the term of the arrangement

.296 In a service concession arrangement within the scope of FASB ASC 853, the operating entity should not account for the infrastructure as a lease or as property, plant, and equipment. An operating entity should refer to other topics to account for various aspects of a service concession arrangement. For example, an operating entity should account for revenue relating to construction, upgrade, or operation services in accordance with FASB ASC 605 or FASB ASC 606. In applying the revenue guidance under FASB ASC 605, stakeholders noted that it is not clear whether the customer of the operation services is the grantor or the third-party users for certain service concession arrangements. In turn, this uncertainty resulted in diversity in practice when applying certain aspects of FASB ASC 605. Similar issues could also arise under FASB ASC 606.

.297 The main provisions of this ASU are illustrated by the following example: A public-sector entity grantor (government) enters into an arrangement with an operating entity under which the operating entity will provide services (which include operation and general maintenance of the infrastructure) for a toll road that will be used by third-party users (drivers). The amendments in this ASU clarify that the grantor (government), rather than the third-party drivers, is the customer of the operation services in all cases for service concession arrangements within the scope of FASB ASC 853.

.298 For an entity that has not adopted FASB ASC 606 before the issuance of this ASU, the effective date and transition requirements for the amendments in this ASU generally are the same as the effective date and transition requirements for FASB ASC 606 (and any other topic amended by ASU No. 2014-09). ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, deferred the effective date of ASU No. 2014-09 by one year.

.299 Specifically, an entity that adopts FASB ASC 606 after the issuance of this ASU (whether the adoption of FASB ASC 606 is at the required effective date or earlier) should adopt the amendments in this ASU at the same time that the entity adopts FASB ASC 606 and should apply the amendments in this ASU using the same transition method elected for the application of FASB ASC 606 (including applying the same practical expedients, to the extent applicable), unless the entity elects early adoption of the amendments in this ASU before adopting FASB ASC 606.

.300 An entity may apply the amendments in this ASU earlier, including within an interim period, even though the entity has not yet adopted FASB ASC 606. An entity that adopts this ASU early is required to apply the amendments in this ASU using either (1) a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption or (2) a retrospective approach. The transition disclosures depend on the transition method that the entity elects for the amendments in this ASU. If an entity opts for early adoption of the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that applies the amendments in this ASU early, prior to adopting FASB ASC 606, is not permitted to use any of the practical expedients provided in FASB ASC 606-10-65-1f.

.301 For an entity that has adopted FASB ASC 606 before the issuance of this ASU, the effective date of the amendments in this ASU is as follows:

1. For a public business entity, a not-for-profit entity that has issued, or is a conduit bond obligor for, securities that are traded, listed, or quoted on an exchange or an over-the-counter market, and an employee benefit plan that files or furnishes financial statements with or to the SEC, the amendments in this ASU are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years.
2. For all other entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019.

.302 An entity that already has adopted FASB ASC 606 is required to apply the amendments in this ASU using either (1) a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption or (2) a retrospective approach. The transition method that the entity uses for the amendments in this ASU is not required to be the same as the transition method that the entity used when adopting FASB ASC 606. However, when applying the amendments in this ASU, an entity is required to use the same practical expedients that the entity elected to use in FASB ASC 606-10-65-1f when initially applying FASB ASC 606, to the extent applicable. The transition disclosures depend on the transition method that the entity uses for the amendments in this ASU.

.303 An entity that already has adopted FASB ASC 606 may apply the amendments in this ASU earlier, including within an interim period. If an entity opts for early adoption of the amendments in this ASU in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period.

## Financial Instruments With Characteristics of Liabilities and Equity

.304 In July 2017, FASB issued ASU No. 2017-11, *Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): I. Accounting for Certain Financial Instruments with Down Round Features; II. Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception*, to address issues identified with GAAP for certain financial instruments with characteristics of liabilities and equity.

.305 Part I of this ASU addresses the complexity of accounting for certain financial instruments with down round features. *Down round features* are features of certain equity-linked instruments (or embedded features) that result in the strike price being reduced on the basis of the pricing of future equity offerings. Current accounting guidance creates cost and complexity for entities that issue financial instruments (such as warrants and convertible instruments) with down round features that require fair value measurement of the entire instrument or conversion option.

.306 Stakeholders asserted that accounting for freestanding and embedded instruments with down round features as liabilities subject to fair value measurement on an ongoing basis creates a significant reporting burden and unnecessary income statement volatility associated with changes in value of an entity's own share price. Stakeholders also suggested that this accounting does not reflect the economics of the down round feature, which exists to protect certain investors from declines in the issuer's share price under certain circumstances. That is, current accounting guidance requires changes in fair value of an instrument with a down round feature to be recognized in earnings for both increases and decreases in share price, even though an increase in share price will not cause a down round feature to be triggered and a decrease will cause an adjustment to the strike price only if and when an entity engages in a subsequent equity offering.

.307 The amendments in part I of this ASU change the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock. The amendments also clarify existing disclosure requirements for equity-classified instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. For freestanding equity classified financial instruments, the amendments require entities that present earnings per share (EPS)

in accordance with FASB ASC 260, *Earnings per Share* to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS.

.308 Convertible instruments with embedded conversion options that have down round features are now subject to the specialized guidance for contingent beneficial conversion features (in FASB ASC 470-20, *Debt—Debt with Conversion and Other Options*), including related EPS guidance (in FASB ASC 260).

.309 Part II of this ASU addresses the difficulty of navigating FASB ASC 480, *Distinguishing Liabilities from Equity*, because of the existence of extensive pending content in the FASB ASC. This pending content is the result of the indefinite deferral of accounting requirements about mandatorily redeemable financial instruments of certain nonpublic entities and certain mandatorily redeemable noncontrolling interests. The amendments in part II of this ASU recharacterize the indefinite deferral of certain provisions of FASB ASC 480 that now are presented as pending content in FASB ASC, to a scope exception. Those amendments do not have an accounting effect.

.310 For public business entities, the amendments in part I of this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. For all other entities, the amendments in part I are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Early adoption is permitted for all entities, including adoption in an interim period. If an entity opts for early adoption of the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period.

.311 The amendments in part I of this ASU should be applied in either of the following ways:

- a. Retrospectively to outstanding financial instruments with a down round feature by means of a cumulative-effect adjustment to the statement of financial position as of the beginning of the first fiscal year and interim period or periods in which the pending content that links to this paragraph is effective
- b. Retrospectively to outstanding financial instruments with a down round feature for each prior reporting period presented in accordance with the guidance on accounting changes in paragraphs 5–10 of FASB ASC 250-10-45.

.312 The amendments in part II of this ASU do not require any transition guidance because those amendments do not have an accounting effect.

## Financial Instruments With Characteristics of Liabilities and Equity

.313 In August 2017, FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, to improve the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements. In addition to that main objective, the amendments in this ASU make certain targeted improvements to simplify the application of the hedge accounting guidance in current GAAP based on the feedback received from preparers, auditors, users, and other stakeholders.

### *Alignment of Risk Management Activities and Financial Reporting*

.314 The amendments in this ASU better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. To meet that objective, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements.

### *Risk Component Hedging*

.315 Current GAAP contains limitations on how an entity can designate the hedged risk in certain cash flow and fair value hedging relationships. To address those current limitations, the amendments in this ASU permit hedge accounting for risk components in hedging relationships involving nonfinancial risk and interest rate risk.

### *Accounting for the Hedged Item in Fair Value Hedges of Interest Rate Risk*

.316 In some cases, current GAAP contains limitations on how an entity can designate the hedged item in a fair value hedge of interest rate risk. In other cases, current GAAP contains limitations on how an entity can measure changes in fair value of the hedged item attributable to interest rate risk in certain fair value hedging relationships. Those limitations may not align with an entity's risk management strategies or the way in which interest rate risk can be hedged in the cash flow hedging model. To resolve those issues, the amendments in this ASU change the guidance for designating fair value hedges of interest rate risk and for measuring the change in fair value of the hedged item in fair value hedges of interest rate risk.

### *Recognition and Presentation of the Effects of Hedging Instruments*

.317 FASB determined that achieving the objective of better portraying the economic results of an entity's risk management activities in its financial statements can be accomplished only through a combination of changes to the designation and measurement guidance for qualifying hedging relationships and the method of presenting hedge results. Therefore, in addition to the amendments to the designation and measurement guidance for qualifying hedging relationships, the amendments in this ASU also align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements to increase the understandability of the results of an entity's intended hedging strategies.

.318 The amendments in this ASU require an entity to present the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is reported. This presentation enables users of financial statements to better understand the results and costs of an entity's hedging program. Also, relative to current GAAP, this approach simplifies the financial statement reporting for qualifying hedging relationships. Current GAAP provides special hedge accounting only for the portion of the hedge deemed to be "highly effective" and requires an entity to separately reflect the amount by which the hedging instrument does not offset the hedged item, which is referred to as the "ineffective" amount. However, the concept and reporting of hedge ineffectiveness were difficult for financial statement users to understand and, at times, for preparers to explain. Thus, FASB decided on an approach that no longer separately measures and reports hedge ineffectiveness.

### *Amounts Excluded From the Assessment of Hedge Effectiveness*

.319 Current GAAP permits an entity to exclude option premiums and forward points from the assessment of hedge effectiveness. The amendments in this ASU continue to allow an entity to exclude those components of a hedging instrument's change in fair value from the assessment of hedge effectiveness. Additionally, the amendments permit an entity to exclude the portion of the change in fair value of a currency swap that is attributable to a cross-currency basis spread from the assessment of hedge effectiveness.

### *Other Simplifications of Hedge Accounting Guidance*

.320 The amendments in this ASU also include certain targeted improvements to ease the application of current guidance related to the assessment of hedge effectiveness. Current GAAP contains specific requirements for initial and ongoing quantitative hedge effectiveness testing and strict requirements for specialized effectiveness testing methods that allow an entity to forgo quantitative hedge effectiveness assessments for qualifying relationships (for example, "shortcut" method and "critical terms match" method).

## Disclosures

.321 Given FASB's revised view on presentation of hedging activities, the amendments in this ASU modify disclosures required in current GAAP. Those modifications include a tabular disclosure related to the effect on the income statement of fair value and cash flow hedges and eliminate the requirement to disclose the ineffective portion of the change in fair value of hedging instruments. The amendments also require new tabular disclosures related to cumulative basis adjustments for fair value hedges.

.322 For public business entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods beginning after December 15, 2020.

.323 Early application is permitted in any interim period after issuance of this ASU. All transition requirements and elections should be applied to hedging relationships existing (that is, hedging relationships in which the hedging instrument has not expired, been sold, terminated, or exercised or the entity has not removed the designation of the hedging relationship) on the date of adoption. The effect of adoption should be reflected as of the beginning of the fiscal year of adoption (that is, the initial application date).

## Recent Pronouncements at a Glance

### Recent Auditing and Attestation Pronouncements and Guidance

.324 The following table presents a list of recently issued audit and attestation pronouncements and related guidance.

<i>Recent Auditing and Attestation Pronouncements and Related Guidance</i>	
Statement on Auditing Standards (SAS) No. 132 (February 2017)	<i>The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern (AICPA, Professional Standards, AU-C sec. 570)</i>
SAS No. 133 (July 2017)	<i>Auditor Involvement With Exempt Offering Documents (AICPA, Professional Standards, AU-C sec. 945)</i>
Statement on Standards for Attestation Engagements (SSAE) Interpretation No. 4 (May 2017)	<i>Performing and Reporting on an Attestation Engagement Under Two Sets of Attestation Standards (AICPA, Professional Standards)</i>
Statement on Standards for Accounting and Review Services (SSARS) No. 22 (September 2016)	<i>Compilation of Pro Forma Financial Information (AICPA, Professional Standards, AR-C sections)</i>
SSARS No. 23 (October 2016)	<i>Omnibus Statement on Standards for Accounting and Review Services—2016 (AICPA, Professional Standards, AR-C sec. 120)</i>

### Recent Accounting and Financial Reporting Guidance

.325 The following table presents, by codification area, a list of recently issued ASUs through the issuance of ASU No. 2017-12. However, this table does not include ASUs that are SEC updates or that are technical corrections to various topics. FASB ASC does include SEC content to improve the usefulness of FASB ASC for public companies, but content labeled as "SEC staff guidance" does not constitute rules or interpretations of the SEC, nor does such guidance bear official SEC approval.



<b>Recent Accounting Standards Updates</b>	
<b>Presentation Area of FASB Accounting Standards Codification® (ASC)</b>	
Accounting Standards Update (ASU) No. 2017-11 (July 2017)	<i>Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception</i>
ASU No. 2016-18 (November 2016)	<i>Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)</i>
<b>Assets Area of FASB ASC</b>	
ASU No. 2017-08 (March 2017)	<i>Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities</i>
ASU No. 2017-04 (January 2017)	<i>Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment</i>
<b>Revenue Area of FASB ASC</b>	
ASU No. 2017-05 (February 2017)	<i>Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets</i>
ASU No. 2016-20 (December 2016)	<i>Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers</i>
<b>Expenses Area of FASB ASC</b>	
ASU No. 2017-09 (May 2017)	<i>Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting</i>
ASU No. 2017-07 (March 2017)	<i>Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost</i>
ASU No. 2016-16 (October 2016)	<i>Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory</i>
<b>Broad Transactions Area of FASB ASC</b>	
ASU No. 2017-12 (August 2017)	<i>Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities</i>
ASU No. 2017-10 (May 2017)	<i>Service Concession Arrangements (Topic 853): Determining the Customer of the Operation Services (a consensus of the FASB Emerging Issues Task Force)</i>
ASU No. 2017-01 (January 2017)	<i>Business Combinations (Topic 805): Clarifying the Definition of a Business</i>
ASU No. 2016-17 (October 2016)	<i>Consolidation (Topic 810): Interests Held through Related Parties That Are under Common Control</i>
<b>Other</b>	
ASU No. 2017-06 (March 2016)	<i>Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting (a consensus of the Emerging Issues Task Force)</i>
ASU No. 2017-02 (January 2017)	<i>Not-for-Profit Entities—Consolidation (Subtopic 958-810): Clarifying When a Not-for-Profit Entity That Is a General Partner or a Limited Partner Should Consolidate a For-Profit Limited Partnership or Similar Entity</i>

## Recently Issued Technical Questions and Answers

.326 The following table presents a list of recently issued nonauthoritative audit, attest, and accounting technical questions and answers issued by the AICPA. Recently issued questions and answers can be accessed at [www.aicpa.org/interestareas/frc/pages/recentlyissuedtechnicalquestionsandanswers.aspx](http://www.aicpa.org/interestareas/frc/pages/recentlyissuedtechnicalquestionsandanswers.aspx).

<i>Recently Issued Technical Questions and Answers</i>	
<b>Investment Companies</b>	
Technical Questions and Answers (Q&A) section 6910.36 (October 2016)	"Determining Whether Loan Origination Is a Substantive Activity When Assessing Whether an Entity Is an Investment Company" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 6910.37 (October 2016)	"Considering the Length of Time It Will Take an Investment Company to Liquidate Its Assets and Satisfy Its Liabilities When Determining If Liquidation Is Imminent" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 6910.38 (October 2016)	"Determining If Liquidation Is Imminent When the Only Investor in an Investment Company Redeems Its Interest, and the Investment Company Anticipates Selling All of Its Investments and Settling All of Its Assets and Liabilities" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 6910.39 (October 2016)	"Presentation of Stub Period Information by an Investment Company" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 6910.40 (October 2016)	"Applying the Financial Statement Reporting Requirements in FASB ASC 946-205-45-1 When an Investment Company Presents a Stub Period" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 6910.41 (October 2016)	"Separation of Final-Period Financial Statements Between Going Concern and Liquidation Periods for Certain Investment Companies That Liquidate Over a Short Period of Time" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 6910.42 (October 2016)	"Presenting Financial Highlights Under the Liquidation Basis of Accounting for an Investment Company" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 6910.43 (October 2016)	"Accrued Income When Using the Liquidation Basis of Accounting" (AICPA, <i>Technical Questions and Answers</i> )
<b>Internal Control</b>	
Q&A section 8200.17 (April 2017)	"Obtaining an Understanding of Business Processes Relevant to Financial Reporting and Communication" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 8200.18 (April 2017)	"Obtaining an Understanding of Internal Control Relevant to the Audit" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 8200.19 (April 2017)	"Obtaining an Understanding of the Controls Relevant to the Audit" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 8200.20 (April 2017)	"Control Activities That Are Always Relevant to the Audit" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 8200.21 (April 2017)	"Control Activities That May Be Relevant to the Audit" (AICPA, <i>Technical Questions and Answers</i> )
<b>Auditor's Reports</b>	
Q&A) section 9160.31 (July 2017)	"Following Accounting Standards as Promulgated by FASB by a State or Local Governmental Entity" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 9160.32 (July 2017)	"Reporting on Accounting Standards as Promulgated by FASB by a State or Local Government" (AICPA, <i>Technical Questions and Answers</i> )

<i>Recently Issued Technical Questions and Answers—continued</i>	
<b>Auditor's Reports</b>	
Q&A section 9160.33 (July 2017)	"Engagement Acceptance When a State or Local Government Elects to Follow a Special Purpose Framework" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 9160.34 (July 2017)	"Accounting Standards as Promulgated by FASB as a Special Purpose Framework" (AICPA, <i>Technical Questions and Answers</i> )
Q&A section 9160.35 (July 2017)	"Reporting on Indian Tribe Financial Statements Prepared in Accordance With Accounting Standards as Promulgated by FASB" (AICPA, <i>Technical Questions and Answers</i> )

## Recent AICPA Independence and Ethics Developments

### AICPA Conceptual Frameworks Toolkits

.327 The AICPA developed conceptual framework toolkits for all three of the conceptual frameworks. The toolkits will assist members in understanding and applying the conceptual framework concepts to their specific situations. Specifically, the toolkits include the following:

- Steps of the conceptual framework to provide members with detailed guidance on what to do when applying the conceptual framework approach
- A flowchart that serves as a visual aid for breaking down the steps of the conceptual framework approach
- A worksheet to aid members with applying the steps of the conceptual framework and an example of how to use this worksheet
- Examples of relationships or circumstances that are not addressed in the AICPA code and how the conceptual framework may be applied in such situations

.328 The toolkits are available at [www.aicpa.org/interestareas/professionalethics/resources/pages/default.aspx](http://www.aicpa.org/interestareas/professionalethics/resources/pages/default.aspx).

### Definition of a *Client*

.329 In July 2017, the Professional Ethics Executive Committee (PEEC) adopted revised definitions for the term *client* and *attest client*. These revised definition of *client* makes it clear that there may be two separate clients on an engagement, an entity that engages the member and an entity that is subject to the member's services. The revised definition of *attest client* better reflects the notion of affiliates.

### New Independence Interpretation—Hosting Services

.330 In June, 2017, PEEC adopted a new independence interpretation, "Hosting Services," (ET sec. 1.295.143) which appears under the "Independence Rule" (ET sec. 1.200.001) in the AICPA Code of Professional Conduct (the code), and applies to members in public practice who provide attest services to a client.

.331 Under the new rule, hosting services impair independence when a member takes responsibility for maintaining internal control over an attest client's data or records. Specifically, a member performs hosting services when he or she takes responsibility for the following:

- Being the sole host of a client's financial or nonfinancial information system
- Custody or storage of the client's data, leaving the client's data incomplete and accessible only through the member

- Providing data or records security or back-up services for a client's electronic data or records

.332 Because members may have access, take possession, or retain copies of client records for various reasons, the interpretation provides several examples of activities that do and do not result in a member providing hosting services.

### *Hosting Services Defined*

.333 The new interpretation provides three examples of situations that create hosting services, that is, if the attest client engages the member to be responsible for any of the following activities, independence is impaired:

- The member houses the client's website or other nonfinancial information system on the member's servers (whether the member owns or leases the servers).
- The member keeps the client's financial data or records (for example, general ledger, legal documents, amortization schedules) on the member's servers (whether leased or owned) or hardcopies of data or records in a physical location the member maintains.
- The member provides business continuity or disaster recovery services to the client for its data or records.

### *Nonhosting Services Defined*

.334 Not all custody or control of a client's records results in hosting services because a member's access, use, custody, or control of the client's data may be appropriate and necessary when rendering professional services. The primary question is whether the member has accepted responsibility to maintain custody or control of the client's information. For example, a member may do the following without being considered a provider of hosting services:

- Have custody of the client's records to support a nonattest service. For example, the client provides payroll data to the member to support the member's preparation of a payroll tax return.
- Retain copies of work product, or data collected to support the member's work product, when providing a professional service for a client.
- Provide bookkeeping services using accounting software, such as QuickBooks, if the member and client separately maintain the software on their respective servers. Or, the client can contract with a third-party cloud-based software provider, such as Xero, and give the member permission to access the client's books via the software to perform the services.
- Exchange data, records, or the member's work product with the client electronically (for example, through a portal). Exchanges are related to performance of the member's professional services to the client or to deliver the member's work product to third parties at the client's request. To avoid hosting services when exchanging client data or records through a portal, the member should terminate the client's access to the data or records in the portal on a timely basis once the engagement is complete.
- License software to a client for the client's own use, provided the software performs an activity that the member could provide under the "Independence Rule." For example, under the "Appraisal, Valuation, and Actuarial Services" interpretation (ET sec. 1.295.110),<sup>2</sup> the member should not license business valuation software to the client that requires significant subjectivity and material to the client because independence would be impaired. However, the member could license software that performs only tax-related valuations and appraisals because the member is permitted to perform those types of valuations under the "Independence Rule."
- Hold depreciation schedules the member prepared for the client; the member should supply the schedules and calculations to the client so their books and records are complete.

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<sup>2</sup> You can find all ET sections referenced in this alert in AICPA *Professional Standards*.

- Possess a client's original data or records to facilitate performance of a nonattest services, such as tax return preparation; the member should return the data or records at the completion of the engagement (or if the engagement is ongoing, on an annual basis).

.335 Members are reminded to comply with requirements of other interpretations in the "Nonattest Services" subtopic (ET sec. 1.295). For example, all nonattest services are subject to certain general requirements, including documentation, and because elements akin to hosting may arise when a member performs tax, book-keeping, or other nonattest services, members should comply with all applicable rules in that section of the code.

.336 The interpretation will be effective September 1, 2018.

### *Knowing Misrepresentations in the Preparation and Presentation of Information*

.337 In June, 2017, PEEC adopted a revised version of this interpretation following review of a similar provision in the International Ethics Standards Board for Accountants (IESBA) ethics code. This rule applies only to members in business and, as before, appears under the "Integrity and Objectivity Rule" (ET sec. 2.100.001).

.338 The interpretation has traditionally applied to members preparing financial statements and records by barring them from knowingly and materially misrepresenting such information or directing others to do so.

.339 The revised interpretation expands the current rule to include information beyond the financial statements that is distributed both within and outside the member's employing organization. *Information* is described as follows:

[F]inancial and non-financial information that may be made public or used for internal purposes such as the following:

- a. Operating and performance reports
- b. Decision support analyses
- c. Budgets and forecasts
- d. Information provided to the internal and external auditors
- e. Risk analyses
- f. General and special purpose financial statements
- g. Tax returns
- h. Reports filed with regulators for legal and compliance purposes.

.340 The interpretation also addresses information that is not subject to a reporting framework.

.341 The "Integrity and Objectivity Rule" provides safeguards the member should apply to resolve a matter when he or she becomes associated with misleading information as described previously.

.342 A member who intends to rely on the work of others, either internal or external to the organization, is instructed to use professional judgment to determine steps to take to ensure that the requirements of the interpretations are met. For example, factors to consider in determining whether reliance on others is reasonable would include the reputation, expertise, objectivity, and resources available to the individual or organization and whether the other individual is subject to applicable professional and ethical standards. The member may have gained this information through prior association with others or by consulting others about the individual or the organization.

.343 Under the revised interpretation, if a member suspects he or she may be associated with misleading information, the member should apply the following safeguards:

- Consult the employing organization's policies and procedures (for example, an ethics or whistleblowing policy) regarding how such matters should be addressed internally.
- Discuss concerns that the information is misleading with the member's supervisor or the appropriate levels of management within the member's employing organization or those charged with governance and request such individuals take appropriate action to resolve the matter.

.344 Additional actions, including refusal to be associated with the misleading information, will be required if the member applies the preceding safeguards and the situation is not resolved because threats will be at an unacceptable level if the member remains associated with the misleading information. In addition, the member may decide to resign from the employing organization. Following is an excerpt from the interpretation.

If, after exhausting all feasible options, the member determines that appropriate action has not been taken and there is reason to believe that the information is still misleading, the member should refuse to be or to remain associated with the information. The member also should consider whether to continue a relationship with the employing organization.

.345 Members are encouraged to thoroughly document the facts and circumstances, actions taken, and other relevant factors about the matter.

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The interpretation became effective August 31, 2017.

### *Pressure to Breach the Rules*

.347 In June, 2017, PEEC adopted this new interpretation following review of a similar provision in the IESBA ethics code. The "Pressure to Breach the Rules" interpretation (ET sec. 2.170.010) applies only to members in business and falls under the "Integrity and Objectivity Rule". This interpretation provides guidance to members who come under pressure (whether explicit or implicit) from various parties when they perform professional services and provides several examples, factors to consider, and safeguards.

.348 The interpretation addresses pressures that could result in a member taking actions that breach or cause others to breach the rules and guides the member on addressing threats (for example, undue influence threats) to compliance with the "Integrity and Objectivity Rule" when undertaking a professional service.

.349 Pressure may be explicit or implicit and can come from different sources:

- Within the employing organization, for example, from a colleague or superior
- An external individual or organization, such as a vendor, customer, or lender
- The need to meet internal or external targets and expectations

.350 A member should not allow pressure from others to result in a breach of the "Integrity and Objectivity Rule" and should also not place pressure on others that the member knows, or has reason to believe, would result in the other individuals breaching the rules of the AICPA Code of Professional Conduct.

### *Examples*

.351 Examples of pressure that could result in a breach of the "Integrity and Objectivity Rule" include the following:

- Pressure related to conflicts of interest, for example, pressure from a family member bidding to act as a vendor to the member's employing organization to select that vendor over another prospective vendor

- Pressure to influence the presentation of information; for example, the following:
  - Pressure to report misleading financial results to meet investor, analyst, or lender expectations
  - Pressure from elected officials to misrepresent programs or projects to voters
  - Pressure from colleagues to misstate income, expenditure, or rates of return to bias decision-making on capital projects and acquisitions
  - Pressure from superiors to approve or process expenditures that are not legitimate business expenses
  - Pressure to suppress internal audit reports containing adverse findings
  - Pressure to act without sufficient competence or due care (for example, without sufficient skills or training or under unrealistic deadlines)
  - Pressure to manipulate performance indicators from superiors, colleagues, or others, such as those who may benefit from participation in compensation or incentive arrangements
  - Related to gifts or entertainment (for example, offering gifts or entertainment to inappropriately influence the judgment or decision-making process of an individual or organization or accept inappropriate gifts or entertainment from potential vendors in a bidding process)

.352 In determining whether the pressure could result in a breach of the "Integrity and Objectivity Rule," the member may consider the following factors:

- The intent of the individual who is exerting the pressure and the nature and significance of the pressure.
- The application of relevant laws, regulations, and professional standards to the circumstances.
- The culture and leadership of the employing organization, including the extent to which it emphasizes the importance of ethical behavior and the expectation that employees will act in an ethical manner. For example, a corporate culture that tolerates unethical behavior may increase the likelihood that the pressure would result in a breach of the rules.
- Policies and procedures, if any, that the employing organization has established, such as ethics or human resources policies that address pressure.

.353 In considering the preceding factors, members may wish to consult with the following:

- A colleague, superior, human resources personnel, internal compliance personnel, or another professional accountant
- Relevant professional or regulatory bodies or industry associations
- Legal counsel

.354 If the member determines that the pressure would result in a breach of the "Integrity and Objectivity Rule," the member might consider safeguards, including the following:

- Discuss the matter with the individual who is exerting the pressure to seek to resolve it.
- Discuss the matter with the member's supervisor if the supervisor is not the individual exerting the pressure.
- Escalate the matter within the employing organization, for example, with higher levels of management, internal or external auditors, or those charged with governance, including independent directors and, when appropriate, explaining any consequential risks to the organization.
- Request restructuring or segregating certain responsibilities and duties so that the member is no longer involved with the individual or entity exerting the pressure, when doing so would eliminate the pressure to breach the "Integrity and Objectivity Rule." For example, if a member is pressured in relation

to a conflict of interest, the pressure to breach the rule may be eliminated if the member avoids being associated with the matter creating the conflict.

- Disclose the matter in accordance with the employing organization's policies, including ethics and whistleblowing policies, using an established mechanism, such as a confidential ethics hotline.
- Consult with legal counsel.

.355 When the member determines that the pressure to breach the "Integrity and Objectivity Rule" has not been eliminated, the member should do the following:

- Decline to undertake or discontinue the professional activity that would result in a breach of the rule.
- Consider whether to continue a relationship with the employing organization.

.356 The member is also encouraged to document the facts, communications, courses of action considered, the parties with whom these matters were discussed, and how the matter was addressed.

## On the Horizon

.357 To remain competent, auditors need to keep abreast of accounting developments and upcoming guidance that may affect their engagements. The following sections present brief information about some ongoing projects that have particular significance. Remember that exposure drafts are nonauthoritative and cannot be used as a basis for changing current practice.

.358 Information on, and copies of, outstanding exposure drafts may be obtained from the various standard-setters' websites. These websites contain in-depth information about proposed standards and other projects in the pipeline. Many more accounting and auditing projects exist in addition to those discussed here.

## Auditing and Attestation Pipeline—Nonissuers

### *Auditor Reporting Projects*

.359 The ASB continues to work on improving the communicative value and relevance of the auditor's report. In January 2015, a special task force of the ASB was formed to consider a proposal to improve the quality of employee benefit plan audits by strengthening the employee benefit plan auditor's report. The chief accountant of the DOL requested the ASB take a fresh look at the auditor reporting model for audits of financial statements of employee benefit plans subject to the ERISA to provide better insight to the public regarding the scope of the responsibilities of management and the auditor, including when management imposes a limitation on the scope of the audit, as permitted by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The chief accountant of the DOL and DOL staff provided the task force with insights and recommendations as to areas where the DOL believes the auditor's report can be strengthened. The task force considered this information as a proposed SAS was developed.

.360 In April 2017, the ASB released an exposure draft of a proposed SAS that reflects the ASB's proposal for a new reporting model for audits of ERISA plans that, among other things, changes the form and content of the auditor's report for an unmodified opinion and creates a new form of opinion when management imposes a limitation on the scope of the audit, as permitted by ERISA. In addition, the proposed SAS includes a requirement to report findings from procedures performed on specific plan provisions relating to the financial statements. The changes in the proposed SAS would also require certain performance requirements in addition to those existing AU-C sections. Questions relating to these proposed requirements are included in the "Issues for Consideration" section in the exposure draft.

.361 We urge all practitioners with employee benefit plan clients to stay aware of the progress of this project. The ASB has also been working on several other areas of auditor reporting including a project to converge with the auditor reporting projects of the IAASB and PCAOB.



.362 The following list summarizes what the ASB believes would be the most significant changes resulting from the project:

- The “Opinion” section would be presented first in the auditor’s report, followed by the “Basis for Opinion” section, unless law or regulation prescribe otherwise.
- The “Basis for Opinion” section of the auditor’s report would include an affirmative statement about the auditor’s independence, and fulfillment of the auditor’s other ethical responsibilities, in accordance with relevant ethical requirements relating to the audit.
- Option to communicate key audit matters in auditor’s report; a new standard would contain applicable requirements if that option is exercised as part of the terms of the audit engagement.
- Expands the description of the responsibilities of management for the preparation and fair presentation of the financial statements, and expands the description of the responsibilities of the auditor and key features of an audit.
- Expands the auditor’s reporting requirements regarding other information and going concern considerations.

## Auditing and Attestation Pipeline—Issues

### *Using the Work of a Specialist*

.363 The PCAOB is proposing amendments to its standards for using the work of specialists, under which two existing standards would be amended and a third existing standard would be retitled and replaced with an updated standard. In the PCAOB’s view, the proposed amendments would further investor protection by strengthening the requirements for evaluating the work of a company’s employed or engaged specialist and applying a risk-based supervisory approach to both auditor-employed and auditor-engaged specialists.

.364 Companies across many industries use specialists to assist in developing accounting estimates in their financial statements. Companies may also use specialists to interpret laws, regulations, and contracts or to evaluate the characteristics of certain physical assets. Those companies may use a variety of specialists, including, among others, actuaries, appraisers, other valuation specialists, legal specialists, environmental engineers, and petroleum engineers. Auditors often use the work of these companies’ specialists as audit evidence. Additionally, auditors might use the work of auditors’ specialists to assist in their evaluation of significant accounts and disclosures, including accounting estimates in those accounts and disclosures.

.365 Accounting estimates are also becoming more prevalent and more significant as financial reporting frameworks continue to evolve and require greater use of estimates, including those based on fair value measurements. As a result, the use of the work of specialists continues to increase in both frequency and significance. If a specialist’s work is not properly overseen or evaluated by the auditor, there may be heightened risk that the auditor’s work will not be sufficient to detect a material misstatement in accounting estimates.

.366 Under current PCAOB standards, auditor-employed specialists are subject to supervision under AS 1201, *Supervision of the Audit Engagement* (AICPA, *PCAOB Standards and Related Rules*), and auditors’ responsibilities with respect to other specialists (employed or engaged by the company or engaged by the auditor) are primarily set forth in AS 1210, *Using the Work of a Specialist* (AICPA, *PCAOB Standards and Related Rules*). As a result, requirements that apply to auditor-employed specialists differ from the requirements that apply to auditor-engaged specialists, though both serve similar roles in helping auditors obtain and evaluate audit evidence. In addition, AS 1210 imposes the same auditor responsibilities with respect to both a company’s specialist and an auditor-engaged specialist, even though those specialists have fundamentally different roles (for example, the company uses the work of its specialist in the preparation of the financial statements).

.367 Observations from PCAOB oversight activities indicate that there is substantial diversity in practice regarding the use of the work of specialists, such as how auditors use employed or engaged specialists and what procedures auditors perform to evaluate the work of companies' specialists. Moreover, PCAOB inspections staff continues to observe deficiencies related to auditors' use of specialists' work, such as failures to evaluate the assumptions of company specialists in fair value measurements or failures to consider contradictory evidence or issues raised by an auditor's specialist.

.368 The PCAOB is proposing to amend AS 1105, *Audit Evidence* (AICPA, *PCAOB Standards and Related Rules*), to add a new appendix that addresses using the work of a company's specialist as audit evidence, based on the risk-based approach of the risk assessment standards. The PCAOB also is proposing to amend AS 1201 to add a new appendix on supervising the work of auditor-employed specialists and to replace AS 1210 with proposed AS 1210, which would set forth requirements for using the work of auditor-engaged specialists.

.369 The proposal is intended to strengthen PCAOB auditing standards in the following respects:

- Strengthen requirements for evaluating the work of a company's specialist.
- Apply a risk-based approach to supervising and evaluating the work of both auditor-employed and auditor-engaged specialists.

.370 The PCAOB has observed that, in many cases, auditors use the work of a specialist to test or assist in testing the company's process to develop an accounting estimate or in developing an independent expectation of an accounting estimate. In a companion release, the PCAOB is proposing to replace its existing standards on auditing accounting estimates and fair value measurements with a single standard. Proposed AS 2501, *Auditing Accounting Estimates, Including Fair Value Measurements* (AICPA, *PCAOB Standards and Related Rules*), sets forth a uniform, risk-based approach designed to strengthen and enhance the requirements for auditing accounting estimates. In the estimates release, the PCAOB is proposing to retitle and replace AS 2501, *Auditing Accounting Estimates*, and supersede AS 2502, *Auditing Fair Value Measurements and Disclosures*, and AS 2503, *Auditing Derivative Instruments, Hedging Activities, and Investments in Securities*. Proposed AS 2501 would also include a special topics appendix that addresses certain matters relevant to auditing the fair value of financial instruments, including the use of pricing information from third parties as audit evidence. Certain provisions of the proposed amendments in this release include references to the proposed auditing standard presented in the estimates release in order to illustrate how the proposed requirements in the two releases would work together.

## Accounting and Financial Reporting Pipeline

### *Consolidation*

.371 In June 2017, FASB issued proposed ASU *Consolidation (Topic 810): Targeted Improvements to Related Party Guidance for Variable Interest Entities*. This proposed ASU would affect reporting entities that are required to determine whether they should consolidate a legal entity under the guidance within the VIE subsections of FASB ASC 810-10, *Consolidation—Overall*, including private companies that have elected the accounting alternative for leasing arrangements under common control.

.372 This proposed ASU for the private company accounting alternative applies to all entities except for public business entities, not-for-profit entities, and employee benefit plans within the scope of FASB ASC 960, *Plan Accounting—Defined Benefit Pension Plans*, 962, *Plan Accounting—Defined Contribution Pension Plans*, and 965, *Plan Accounting—Health and Welfare Benefit Plans* on plan accounting.

.373 Under the proposed amendments, a private company (reporting entity) would not have to apply VIE guidance to legal entities under common control (including common control leasing arrangements) if neither the parent nor the legal entity being evaluated for consolidation are public business entities.

.374 The accounting alternative would provide an accounting policy election that a private company would apply to all current and future legal entities under common control that meet the criteria for applying this

alternative and, therefore, could not be applied to select common control arrangements. If the alternative is elected, a private company still would be required to follow other consolidation guidance unless another scope exception applies.

.375 Under the accounting alternative, a private company would provide detailed disclosures about its involvement with and exposure to the legal entity under common control.

### ***Debt***

.376 In January 2017, as part of its simplification initiative, FASB issued for exposure proposed ASU *Debt (Topic 470): Simplifying the Classification of Debt in a Classified Balance Sheet (Current versus Noncurrent)*.

.377 FASB ASC 470, *Debt*, includes guidance on various narrow-scope, fact-specific debt transactions and this proposed ASU would replace the current, fact-specific guidance with an overarching, cohesive principle. The proposed amendments should reduce the cost and complexity for preparers and auditors when determining whether debt should be classified as current or noncurrent in the balance sheet.

.378 This proposed ASU relates to separate classifications of current debt and noncurrent debt within a classified balance sheet, thus an entity that does not present a classified balance sheet would be unaffected by the proposed amendments. The proposed amendments would apply to all entities that enter into a debt arrangement, that is, an arrangement that provides a lender with a contractual right to receive consideration and a borrower with a contractual obligation to pay consideration on demand or on fixed or determinable dates. The proposed amendments also would apply to convertible debt instruments and liability-classified mandatorily redeemable financial instruments.

### ***Stock Compensation***

.379 In March 2017, FASB issued for exposure proposed ASU *Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share Based Payment Accounting Service Concession Arrangements (Topic 853)*. The areas for simplification in this proposed ASU involve several aspects of the accounting for nonemployee share-based payment transactions resulting from expanding the scope of FASB ASC 718, to include share-based payment transactions for acquiring goods and services from nonemployees. Some of the areas for simplification apply only to nonpublic entities.

.380 This proposed ASU would affect all entities that enter into share-based payment transactions for acquiring goods and services from non-employees.

.381 The amendments in this proposed ASU would expand the scope of FASB ASC 718 to include share-based payment transactions for acquiring goods and services from nonemployees. An entity would apply the requirements of FASB ASC 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost.

.382 The proposed amendments would stipulate that share-based payments to nonemployees within the scope of FASB ASC 718 would need to be for goods or services purchased by the grantor for use or consumption in its own operations and not effectively issued to raise capital.

## **Independence and Ethics Pipeline**

### ***Proposed "Leases" Interpretation***

.383 At its July 2017 meeting, PEEC voted to expose a proposed interpretation on leases in response to the revised accounting standards on leases issued by FASB. The proposed interpretation provides guidance that when a covered member enters into a lease with an attest client during the period of professional engagement, independence will be impaired unless certain safeguards are met. Once those safeguards are met, the proposal requires a conceptual framework approach to any other threats caused by the lease or leases, which may

require additional safeguards. Examples of factors for members to consider in the evaluation are included in the proposed interpretation.

### ***Proposed "Long Association of Senior Personnel With an Attest Client" Interpretation***

.384 In July 2017, PEEC issued a proposed interpretation "Long Association of Senior Personnel With an Attest Client" after considering the new ethics standard *Long Association of Personnel with an Audit Client* of the IESBA code.

.385 The proposed interpretation does not include partner. However, partner rotation is a suggested safeguard in the proposed interpretation. Thus, the proposed interpretation is similar to the existing guidance in the AICPA code; however, the proposal is more robust and will better guide members when addressing familiarity threats due to long association with an attest client.

### ***Proposed "State and Local Government Entities" Interpretation***

.386 In July 2017, PEEC issued a proposed interpretation "State and Local Government Entities (formerly *Entities Included in State and Local Government Financial Statements*)" to incorporate the threats and safeguard approach into the "Entities Included in State and Local Government Financial Statements" interpretation and to determine whether a conceptual framework assessment could be used to decide when a member needs to be independent of state and local governmental (SLG) entities for which he or she is not providing financial statement attest services. PEEC also sought to clarify who at the firm and which immediate family members the interpretation should extend to and whether the interpretation should contain any exceptions.

.387 PEEC began its analysis by looking at the "Client Affiliates" interpretation (ET sec. 1.224.010) and related affiliate definition (ET sec. 0.400.02) that is applicable to commercial sector entities to determine whether this guidance could be extended to the SLG sector. PEEC does not believe the "Client Affiliates" interpretation is effective at identifying relationships requiring independence in the SLG sector because of the fundamental differences in the financial reporting objectives and financial statement presentation of these two sectors. However, PEEC tried to be conceptually consistent with the underlying principles of that affiliate's guidance, unless there was a compelling reason to differ from those principles.

.388 The financial reporting objectives in the commercial sector rely heavily on FASB definitions of *control* and *significant influence*, which are not used in GASB's reporting standards. Instead, GASB uses a concept of financial accountability to identify when an entity should be included in a state or local government's financial statements. As a result, financial accountability may require inclusion of an entity in the financial reporting entity of a primary government that might not meet the FASB definitions of *control* or *significant influence* by the primary government over the entity. Some of the more significant examples of how GASB standards differ from commercial financial reporting include the following:

- The view that capital assets are primarily used to provide services to citizens, rather than to contribute to future cash flows
- The measurement and recognition of certain types of revenues (for example, taxes and grants)
- The use of fund accounting and budgetary reporting to meet public accountability needs
- The view that governments and their pension plans generally are ongoing entities with the ability to take a career-long view of the employment exchange

.389 In the SLG sector, entities included in a set of financial statements are usually referred to as funds or component units. A fund is a fiscal and accounting entity with a self-balancing set of accounts that are segregated for the purpose of carrying on specific activities or attaining certain objectives. Funds are not legally separate entities.

.390 Component units are legally separate entities. Primary governments may not have control or significant influence over component units in the same way that a commercial sector entity has over its subsidiaries.

Component units that are included in a governmental financial reporting entity can operate autonomously from each other, for example, by having separate governing boards, accounting systems, financial reporting systems, operations, and even separate strategic directions. The financial accountability criteria requiring inclusion in the financial reporting entity may merely be due to the appointment of a majority of the otherwise autonomously operating governing board, along with a significant financial benefit or burden relationship in which the governmental financial reporting entity is legally obligated to provide significant operating subsidies or financial support to that entity. Component units may interact with the primary government in an adversarial fashion that is typically foreign in a corporate environment. Officials at a component unit may not report up an organizational structure to someone at the primary government as they would in a corporate environment. Often, there is no communication regarding governance or operations between a component unit and the primary government, which includes the component unit in its financial reporting entity. Affiliate guidance does not effectively identify entities requiring independence in the SLG sector because the assumptions of control and significant influence that underpin the guidance in FASB ASC affiliates definition is not the basis for inclusion in a governmental financial reporting entity.

.391 SLG financial statements are not consolidated into a single column like commercial sector entities. Instead, government-wide financial statements and fund financial statements are presented in columnar formats. Interfund activities are not always eliminated as they would be in a consolidated presentation. Different fund categories and, in certain circumstances, different fund types within the same fund category, will not be included on a single set of fund financial statements but will be spread across multiple fund financial statements.

.392 Furthermore, auditors may not necessarily opine solely on the financial statements as a whole. Instead, auditors (often multiple auditors) typically opine separately on the financial statements by auditing individual opinion units. Opinion units may be composed of a single entity, such as a discretely presented component unit, or may include several discretely presented component units or funds.

## Resource Central

.393 The following are various resources that practitioners may find useful.

## Publications

.394 Practitioners may find the following publications useful. Visit [www.aicpastore.com](http://www.aicpastore.com) and choose the format best for you—print, ebook, or online. Although the most current editions available at the date of writing of this alert are subsequently identified, you will want the newest edition available at the time of purchase:

- Audit Guide *Analytical Procedures* (2012) (product no. AAGANP12P [paperback], AAGANP12E [ebook], or WAN-XX [online])
- Audit Guide *Special Considerations in Auditing Financial Instruments* (2016) (product no. AAGAFI16P [paperback], AAGAFI16E [ebook], or AAGAFIO [online])
- Guide *Preparation, Compilation, and Review Engagements* (2017) (product no. AAGCRV17P [paperback], AAGCRV17E [ebook], or WRC-XX [online])
- Audit Guide *Assessing and Responding to Audit Risk in a Financial Statement Audit* (2016) (product no. AAGARR16P [paperback], AAGARR16E [ebook], or WRA-XX [online])
- Audit Guide *Audit Sampling* (2017) (product no. AAGSAM17P [paperback], AAGSAM17E [ebook], or WAS-XX [online])
- Audit Guide *Revenue Recognition* (2016) (product no. AAGREV16P [paperback] or WAR-XX [online])
- Attestation Guide *Reporting on and Entity's Cybersecurity Risk Management Program and Controls* (2017) (product no. AAGCYB17P [paperback], AAGGCYB17E [ebook], or AAGCYBO [online])
- *Alert Developments in Review, Compilation, and Financial Statement Preparation Engagements: Engagements Performed in Accordance With SSARs—2017/18* (product no. ARACRV17P [paperback], ARACRV17E [ebook] or ARACRVO [online])

- *Alert Revenue Recognition: Accounting and Auditing Considerations—2016/17* (product no. ARAREV16P [paperback], ARAREV16E [ebook], or ARAREVO [online])
- *Internal Control—Integrated Framework: Executive Summary, Framework and Appendices, and Illustrative Tools for Assessing Effectiveness of a System of Internal Control* (3 volume set) (product no. 990025P [paperback], 990025E [ebook], ACOSO2O [online])
- *U.S. GAAP Financial Statements—Best Practices in Presentation and Disclosure* (formerly *Accounting Trends & Techniques*) (product no. ATTATT17P [paperback] or ABPPDO [online])
- *Audit and Accounting Manual* (2017) (product no. AAMAAM17P [paperback] or WAM-XX [online])
- *The Auditor's Report: Comprehensive Guidance and Examples* (product no. APAARMO [online])
- *The Engagement Letter: Best Practices and Examples* (product no. APAEGLO [online])
- *Audit Risk Alert Understanding the Responsibilities of Auditors for Audits of Group Financial Statements* (product no. ARAGRP13P [paperback], ARAGRP13E [ebook], or ARAGRPO [online])

## Continuing Professional Education

.395 The AICPA offers a number of continuing professional education (CPE) courses that are valuable to CPAs working in public practice and industry, including the following:

- *Annual Accounting and Auditing Workshop* (product no. 736193 [text], 187241 [DVD/manual], or 156563 [online with video]). Whether you are in industry or public practice, this course keeps you current and informed and shows you how to apply the most recent standards.
- *IFRS Certificate Program* (product no. 159770). Using a scenario-based series of courses with audio, video, and interactive exercises and case studies, this program will guide you through the concepts of each area of IFRS.
- *Internal Control and COSO Essentials for Financial Managers, Accountants, and Auditors* (product no. 731909 [text] or 159825 [on-demand]). This course will provide you with a solid understanding of systems and control documentation at the significant process level.
- *U.S. GAAP: Review for Business and Industry* (product no. 163972 [on-demand]). Comprehensive coverage of recent FASB and IASB pronouncements geared to the specific interests of the CPA in corporate management.

.396 Visit [www.aicpastore.com](http://www.aicpastore.com) for a complete list of CPE courses.

### Online CPE

.397 CPEExpress, offered exclusively through [www.aicpastore.com](http://www.aicpastore.com), is the AICPA's flagship online learning product. Divided into 1-credit and 2-credit courses that are available 24 hours a day, 7 days a week, CPEExpress offers hundreds of hours of learning in a wide variety of topics. Subscriptions are available at [www.aicpastore.com/ast/main/cpa2biz\\_primary/prdovr~pc-byf-xx/pc-byf-xx.jsp](http://www.aicpastore.com/ast/main/cpa2biz_primary/prdovr~pc-byf-xx/pc-byf-xx.jsp) (product no. BYF-XX). Some topics of special interest may include the following:

- Accounting and Auditing Update
- Small Business Accounting and Auditing Update
- Fair Value Accounting
- Accounting for Goodwill and Other Intangibles
- Uncertainty in Income Taxes
- Revenue Recognition
- Fraud and the Financial Statement Audit
- Public Company Update
- SEC Reporting

.398 To register for individual courses or to learn more, visit [www.aicpastore.com](http://www.aicpastore.com).

## Webcasts

.399 Stay plugged in to what is happening and earn CPE credit right from your desktop. AICPA webcasts are high-quality CPE programs that bring you the latest topics from the profession's leading experts. Broadcast live, they allow you to interact with the presenters and join in the discussion. If you cannot make the live event, each webcast is archived and available for viewing. For additional details on available webcasts, please visit [www.aicpastore.com/ast/aicpa\\_cpa2biz\\_nav/responsive\\_top\\_nav/webcasts.jsp](http://www.aicpastore.com/ast/aicpa_cpa2biz_nav/responsive_top_nav/webcasts.jsp).

## Member Service Center

.400 To order AICPA products, receive information about AICPA activities, and get help with your membership questions, call the AICPA Service Operations Center at 888.777.7077.

## Hotlines

### *Accounting and Auditing Technical Hotline*

.401 Do you have a complex technical question about GAAP, other comprehensive bases of accounting, or other technical matters? If so, use the AICPA's Accounting and Auditing Technical Hotline. AICPA staff will research your question and call you back with the answer. The hotline is available from 9 a.m. to 8 p.m. ET on weekdays. You can reach the Technical Hotline at 877.242.7212 or online at [www.aicpa.org/research/technicalhotline/pages/default.aspx](http://www.aicpa.org/research/technicalhotline/pages/default.aspx).

.402 Members can also email questions to [aahotline@aicpa.org](mailto:aahotline@aicpa.org). Additionally, members can submit questions by completing a technical inquiry form found on the same website.

### *Ethics Hotline*

.403 In addition to the Technical Hotline, the AICPA also offers an Ethics Hotline. Members of the AICPA's Professional Ethics Team answer inquiries concerning independence and other behavioral issues related to the application of the AICPA Code of Professional Conduct. You can reach the Ethics Hotline at 888.777.7077 (select 6 on your phone's keypad, followed by 1) or by email at [ethics@aicpa.org](mailto:ethics@aicpa.org).

### *Center for Plain English Accounting*

.404 The Center for Plain English Accounting (CPEA) is a service available to Private Companies Practice Section member firms. It provides expertise and resources in a straightforward and clear style. Written responses to technical inquiries, webcasts on hot topics, and monthly A&A reports and alerts help practitioners understand and implement the authoritative professional literature when they are auditing, reviewing, preparing, and compiling financial statements. To join the CPEA and take advantage of these valuable resources, visit the CPEA website at [www.aicpa.org/interestareas/centerforplainenglishaccounting/pages/cpea.aspx](http://www.aicpa.org/interestareas/centerforplainenglishaccounting/pages/cpea.aspx).

### *AICPA Online Professional Library: Accounting and Auditing Literature*

.405 The AICPA has created your core accounting and auditing library online. The AICPA Online Professional Library is now customizable to suit your preferences or your firm's needs. You can sign up for access to the entire library. Get access—anytime, anywhere—to FASB ASC; the AICPA's latest *Professional Standards, Technical Questions and Answers*, Audit and Accounting Guides, Audit Risk Alerts, *Best Practices in Presentation and Disclosure*; and more. To subscribe to this essential online service for accounting professionals, visit [www.aicpastore.com](http://www.aicpastore.com).

### *Financial Reporting Center of AICPA.org*

.406 CPAs face unprecedented changes in financial reporting. As such, the AICPA has created the FRC to support you in the execution of high-quality financial reporting. This center provides exclusive member-only resources for the entire financial reporting process and can be accessed at [www.aicpa.org/frc](http://www.aicpa.org/frc).

.407 The FRC provides timely and relevant news, guidance, and examples supporting the financial reporting process. You will find resources for accounting, preparing financial statements, and performing various types of engagements, including compilation and review, audit and attest, and assurance and advisory.

.408 For example, the FRC offers a section dedicated to the FASB revenue recognition standard. For the latest resources available to help you implement the revenue recognition standard, visit the "Revenue Recognition" page at [www.aicpa.org/interestareas/frc/accountingfinancialreporting/revenuerecognition/pages/default.aspx](http://www.aicpa.org/interestareas/frc/accountingfinancialreporting/revenuerecognition/pages/default.aspx).

### **Industry Websites**

.409 The internet covers a vast amount of information that may be valuable to auditors, including current industry trends and developments. Some of the more relevant sites for auditors include those shown in the following table:

<i>Website Name</i>	<i>Content</i>	<i>Website</i>
AICPA	Summaries of recent auditing and other professional standards, as well as other AICPA activities	<a href="http://www.aicpa.org">www.aicpa.org</a> <a href="http://www.aicpastore.com">www.aicpastore.com</a> <a href="http://www.ifrs.com">www.ifrs.com</a>
AICPA Financial Reporting Executive Committee (formerly known as the Accounting Standards Executive Committee)	Summaries of recently issued guides, white papers, and technical questions and answers containing financial, accounting, and reporting recommendations, among other things	<a href="http://www.aicpa.org/interestareas/frc/accountingfinancialreporting/pages/finrec.aspx">www.aicpa.org/interestareas/frc/accountingfinancialreporting/pages/finrec.aspx</a>
AICPA Accounting and Review Services Committee	Summaries of preparation, review, and compilation standards and interpretations	<a href="http://www.aicpa.org/research/standards/compilationreview/arsc/pages/default.aspx">www.aicpa.org/research/standards/compilationreview/arsc/pages/default.aspx</a>
Committee of Sponsoring Organizations of the Treadway Commission	Information about the committee and the internal control framework developed by the committee	<a href="http://www.coso.org">www.coso.org</a>
Moody's Analytics	Source for analyses, data, forecasts, and information on the U.S. and world economies	<a href="http://www.economy.com">www.economy.com</a>
The Federal Reserve Board	Source of key interest rates	<a href="http://www.federalreserve.gov">www.federalreserve.gov</a>
Financial Accounting Standards Board (FASB)	Summaries of recent accounting pronouncements and other FASB activities	<a href="http://www.fasb.org">www.fasb.org</a>
International Accounting Standards Board	Summaries of International Financial Reporting Standards and International Accounting Standards	<a href="http://www.ifrs.org">www.ifrs.org</a>
International Auditing and Assurance Standards Board	Summaries of International Standards on Auditing	<a href="http://www.iaasb.org">www.iaasb.org</a>
International Federation of Accountants	Information on standard-setting activities in the international arena	<a href="http://www.ifac.org">www.ifac.org</a>



<i>Website Name</i>	<i>Content</i>	<i>Website</i>
Private Company Council	Information on the initiative to further improve FASB's standards-setting process to consider needs of private companies and their constituents of financial reporting	<a href="http://www.fasb.org/pcc">www.fasb.org/pcc</a>
PCAOB	Information on accounting and auditing activities of the PCAOB and other matters	<a href="http://www.pcaob.org">www.pcaob.org</a>
SEC	Information on current SEC rulemaking and the Electronic Data Gathering, Analysis, and Retrieval database	<a href="http://www.sec.gov">www.sec.gov</a>
USA.gov	Portal through which all government agencies can be accessed	<a href="http://www.usa.gov">www.usa.gov</a>



# AAM Section 8015

## *Developments in Preparation, Compilation, and Review Engagements—2017/18*

STRENGTHENING ENGAGEMENT QUALITY  
SAFEGUARDING FINANCIAL REPORTING

### Notice to Readers

This 2017/18 edition of the Alert *Developments in Preparation, Compilation, and Review Engagements* (alert) replaces the AICPA Alert *Developments in Preparation, Compilation, and Review Engagements—2016/17*.

This alert is intended to provide accountants with an update on recent practice issues and professional standards that affect preparation, compilation, and review engagements. This alert also can be used by an entity's internal management to address areas of concern.

This publication is an other preparation, compilation, and review publication, as defined in paragraph .07 of AR-C section 60, *General Principles for Engagements Performed in Accordance With Statements on Standards for Accounting and Review Services* (AICPA, *Professional Standards*). Other preparation, compilation, and review publications have no authoritative status; however, they may help the accountant understand and apply the Statements on Standards for Accounting and Review Services.

In applying the guidance included in an other preparation, compilation, and review publication, the accountant should, using professional judgment, assess the relevance and appropriateness of such guidance to the circumstances of the engagement, as appropriate. The guidance in this document has been reviewed by the AICPA Audit and Attest Standards staff, and the accountant may presume that it is appropriate.

This document has not been approved, disapproved, or otherwise acted on by a senior committee of the AICPA.

### Recognition

#### Reviewers

AICPA Accounting and Review Services Committee  
Mike Fleming, *Chair*

The AICPA gratefully acknowledges those members of the Accounting and Review Services Committee and the AICPA Technical Issues Committee, who helped identify the interest areas for inclusion in this alert.

#### AICPA Staff

Weiwei Tang  
*Manager*  
Product Management and Development—Public Accounting

Mike Glynn  
*Senior Manager*  
Audit and Attest Standards  
Staff Liaison, Accounting and Review Services Committee

## Feedback

This alert is published annually. As you encounter issues that you believe warrant discussion in next year's alert, please feel free to share them with us. Any other comments you have about the alert also would be appreciated. You may email these comments to [a&apublications@aicpa.org](mailto:a&apublications@aicpa.org).

## How This Alert Helps You

.01 This alert (alert) helps you plan and perform your preparation, compilation, and review engagements and can also be used by an entity's internal management to plan and prepare in advance of the engagement. This alert discusses recent Statements on Standards for Accounting and Review Services (SSARs) developments, addresses current and emerging practice issues, and provides valuable information regarding accounting and reporting developments. You should refer to the full text of pronouncements addressing preparation, compilation, and review engagements, as well as the full text of any rules or publications discussed in this alert. For developing issues that may have a significant impact on preparation, compilation, and review engagements in the near future, the "On the Horizon" section provides information on these topics, including guidance that either has been issued but is not yet effective or is in a developmental stage.

## Economic Developments

### The Current Economy

.02 Economic conditions facing the industry in which an entity operates, such as interest rates, availability of credit, consumer confidence, overall economic expansion or contraction, inflation, and labor market conditions, are likely to have an effect on an entity's business and, therefore, its financial statements.

.03 During 2016 and into 2017, the U.S. economy continued to recover. The S&P 500 and the Dow Jones Industrial Average both reached all-time highs during 2017. The Chicago Board Options Exchange Volatility Index (VIX) is a key measure of market expectations of near-term volatility conveyed by S&P 500 stock option prices and is considered by many to indicate investor sentiment, market volatility, and the best gauge of fear in the market. The VIX continued to show an overall decline during the end of 2016 and into 2017. During that time, prices ranged from 14.40 to 9.36. The volatility shows there is still some uncertainty; however, the continued downward trend shows that investors believe the economy and market are improving.

### Key Economic Indicators

.04 The following key economic indicators reaffirm the recovery of the economy during the end of 2016 and into 2017: gross domestic product (GDP), unemployment, and the federal fund rate. The GDP measures output of goods and services by labor and property within the United States. It increases as the economy grows and decreases as it slows. According to the Bureau of Economic Analysis, real GDP increased at an annual rate of 2.6 percent in the second quarter of 2017, based on the advance estimate (first estimate). The increase in real GDP in the second quarter has been attributed to positive contributions from personal consumption expenditures, nonresidential fixed investment, exports, and federal government spending that were partially offset by negative contributions from private residential fixed investments, private inventory investment, and state and local government spending.

.05 From July 2016 to July 2017, the unemployment rate fluctuated between 4.9 percent and 4.3 percent. A rate of 4.9 percent represents approximately 87.4 million people who are unemployed. During that same time period, the number of long-term unemployed (those jobless for 27 weeks or more) was steady. According to the Bureau of Labor Statistics, the number of people employed part-time for economic reasons decreased to 5.3 million during the second quarter of 2017. Together, these statistics illustrate the continued improvement in the economy.

.06 The Board of Governors of the Federal Reserve System (Federal Reserve) increased the target for the federal funds rate in June of 2017 to 1 percent. This was the second rate increase during 2017 after keeping the rate at .5 percent for over a year.

## Frequently Asked Questions and Answers From the Center for Plain English Accounting

.07 The Center for Plain English Accounting (CPEA) is the AICPA's national audit and accounting resource center, available exclusively to members of the Private Companies Practice Section. The CPEA assists member firms in understanding and implementing accounting, auditing, review, compilation, and quality control standards by sharing technical advice and guidance. The CPEA's straight-forward and clear style of writing and speaking gives practitioners the opportunity to understand the applicability of the professional literature when they are preparing financial statements and when they are auditing, reviewing, and compiling those financial statements.

.08 CPEA regularly publishes reports and frequently asked questions (FAQs) on the implementation of SSARSs, especially questions about the requirements for accountants engaged to prepare financial statements. To access this additional resource, please visit [www.aicpa.org/interestareas/centerforplainenglishaccounting](http://www.aicpa.org/interestareas/centerforplainenglishaccounting).

## Recent AICPA Independence and Ethics Developments

### The Revised Code of Professional Conduct

.09 In an effort to make the AICPA Code of Professional Conduct (the code) easier to use, it is available on a dynamic online platform accessible at <http://pub.aicpa.org/codeofconduct>. It is broken down into different parts by line of practice, is intuitively arranged by topic, and, where necessary, subtopic and section, and incorporates the conceptual framework approach. The new format allows for quick and easy navigation and also identifies when nonauthoritative content is available on a particular topic.

### AICPA Conceptual Frameworks

.10 The code contains three conceptual frameworks, one for members in public practice, one for members in business, and one to specifically address independence. The conceptual framework approach, also known as the "threats and safeguards" approach, is a way of identifying, evaluating, and addressing threats that may exist and safeguards that may be applied to eliminate or reduce those threats to an acceptable level. The conceptual framework is used for areas where the code lacks guidance. These conceptual frameworks allow members to reach conclusions even if specific guidance is not written in the code.

#### *AICPA Conceptual Frameworks Toolkits*

.11 The AICPA developed conceptual framework toolkits for all three of the conceptual frameworks. The toolkits will assist members in understanding and applying the conceptual framework concepts to their specific situations. Specifically, the toolkits include the following:

- Steps of the conceptual framework to provide members with detailed guidance on what to do when applying the conceptual framework approach.
- A flowchart that serves as a visual aid for breaking down the steps of the conceptual framework approach.
- A worksheet to aid members with applying the steps of the conceptual framework. An example of how to use this worksheet is included in the toolkit.
- Examples of relationships or circumstances that are not addressed in the AICPA code and how the conceptual framework may be applied in such situations.

.12 The toolkits are available at [www.aicpa.org/interestareas/professionalethics/resources/pages/default.aspx](http://www.aicpa.org/interestareas/professionalethics/resources/pages/default.aspx).

### *AICPA Nonattest Services Toolkit*

.13 This tool is designed to assist members in understanding when the provision of nonattest services impairs independence. This toolkit includes the following:

- An overview of independence considerations when providing nonattest services to an attest client
- A flowchart that illustrates the steps to evaluating independence when providing certain nonattest services
- A checklist to aid members with evaluating whether independence would be impaired

.14 The toolkit is available at [www.aicpa.org/interestareas/professionalethics/resources/downloadabledocuments/toolkitsandaids/nonattest-services-toolkit.pdf](http://www.aicpa.org/interestareas/professionalethics/resources/downloadabledocuments/toolkitsandaids/nonattest-services-toolkit.pdf).

### **New “Hosting Services” Interpretation**

.15 A new interpretation was adopted that provides independence guidance when firms provide hosting services to their attest clients. The interpretation states that hosting services are nonattest services that involve a member accepting responsibility for any of the following:

- a. Acting as the sole host of a financial or nonfinancial information system of an attest client
- b. Taking custody of or storing an attest client’s data or records whereby, that data or records are available to the attest client only from the member, such that the attest client’s data or records are otherwise incomplete
- c. Providing electronic security or back-up services for an attest client’s data or records

.16 Because a member would be maintaining the attest client’s internal control over its data or records when providing these services, independence would be impaired.

.17 The interpretation is effective September 1, 2018, and the complete text of the interpretation can be found at <http://pub.aicpa.org/codeofconduct/resourceseamlesslogin.aspx?prod=ethics&tdoc=et-cod&tptr=et-cod1.295.143>.

### **Proposed New Ethics Interpretations and Revised Defined Terms**

.18 The Ethics division has the following pending exposure drafts:

- On July 7, 2017, an exposure draft was issued that proposed a revised interpretation and related other guidance for members that provide attest services to state and local government entities.
- On March 10, 2017, an exposure draft was issued that proposed an interpretation related to members in public practice responding to noncompliance with laws and regulations.
- On December 15, 2016, an exposure draft was issued that proposed revised definitions for *client* and *attest client* as well as related definitions, interpretations, and other guidance.

.19 These exposure drafts can be monitored at [www.aicpa.org/interestareas/professionalethics/community/exposedrafts.html](http://www.aicpa.org/interestareas/professionalethics/community/exposedrafts.html).

### **New FAQs**

.20 Staff added a nonauthoritative question and answer to the document, “Frequently Asked Questions: General ethics questions” (found online at [www.aicpa.org/interestareas/professionalethics/resources/tools/](http://www.aicpa.org/interestareas/professionalethics/resources/tools/)

downloadabledocuments/ethics-general-faqs.pdf), under the topic, "Transfer of Client Files in a Merger." This was added to clarify that members are not prohibited from disclosing confidential client information to the other owners of a successor firm after a purchase, sale, or merger, provided that the member has an ownership interest in the successor firm and complies with the "Transfer of Files and Return of Client Records in Sale, Transfer, Discontinuance or Acquisition of a Practice" requirements.

.21 Staff also added five questions and answers related to "Cyber Security Services" to the document, "Frequently Asked Questions: Nonattest services questions," which can also be found online at [www.aicpa.org/interestareas/professionalethics/resources/tools/downloadabledocuments/nonattestservicesfaqs.pdf](http://www.aicpa.org/interestareas/professionalethics/resources/tools/downloadabledocuments/nonattestservicesfaqs.pdf) document.

## Current Practice Issues

### Consideration of Materiality in a Review Engagement

.22 As a practical matter, an accountant cannot perform a review engagement without determining materiality for the financial statements as a whole and applying this materiality in designing the procedures and evaluating the results from those procedures. The accountant's objective in a review engagement is to obtain limited assurance as a basis for reporting whether the accountant is aware of any *material* modifications that should be made to the financial statements for them to be in accordance with the applicable financial reporting framework, primarily through the performance of inquiry and analytical procedures. Without a determination of materiality, the accountant is unable to meet the objective of the review engagement. For example, the accountant is required to consider materiality when doing the following:

- In accordance with paragraph .17 of AR-C section 90, *Review of Financial Statements* (AICPA, *Professional Standards*), designing and performing analytical procedures and making inquiries and performing other procedures, as appropriate, to obtain limited assurance as a basis for reporting whether the accountant is aware of any material modifications that should be made to the financial statements in order for the statements to be in accordance with the applicable financial reporting framework
- In accordance with paragraph .28 of AR-C section 90, evaluating whether uncorrected misstatements, including inadequate disclosure, identified by the practitioner in performing the review procedures or brought to the accountant's attention during the performance of the review are, individually and in the aggregate, material to the financial statements in order to determine whether any modifications should be made to the financial statements in order for them to be in accordance with (the applicable financial reporting framework

.23 The accountant's consideration of materiality is made in the context of the applicable financial reporting framework. Some financial reporting frameworks discuss the concept of materiality in the context of the preparation and presentation of financial statements. Although financial reporting frameworks may discuss materiality in different terms, they generally explain the following:

- That misstatements, including omissions, are considered to be material if they, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.
- That judgments about materiality are made in light of surrounding circumstances and are affected by the size or nature of a misstatement or a combination of both.
- That judgments about matters that are material to users of the financial statements are based on a consideration of the common financial information needs of users as a group. The possible effect of misstatements on specific individual users, whose needs may vary widely, is not considered.

.24 If present in the applicable financial reporting framework, a discussion of the concept of materiality provides a frame of reference to the accountant in determining whether there are any material modifications that should be made to the financial statements in order for the statements to be in accordance with the applicable financial reporting framework. If the applicable financial reporting framework does not include a discussion

of the concept of materiality, the characteristics referred to in the preceding paragraph provides the accountant with such a frame of reference.

.25 The accountant's determination of materiality is a matter of professional judgment and is affected by the accountant's perception of the needs of the financial statements' intended users. In this context, it is reasonable for the accountant to assume that users

- have a reasonable knowledge of business and economic activities and accounting and a willingness to study the information in the financial statements with reasonable diligence;
- understand that financial statements are prepared, presented, and reviewed to levels of materiality;
- recognize the uncertainties inherent in the measurement of amounts based on the use of estimates, judgment, and the consideration of future events; and
- make reasonable economic decisions on the basis of the information in the financial statements.

.26 Further, unless the review engagement is undertaken for financial statements that are intended to meet the particular needs of specific users, the possible effect of misstatements on specific users, whose information needs may vary widely, is not ordinarily considered.

.27 The accountant's judgment about what is material in relation to the financial statements as a whole is the same regardless of the level of assurance obtained by the accountant as a basis for expressing a conclusion on the financial statements. That is, for the same intended users, materiality for a review engagement is the same as it is for an audit engagement because materiality is based on the information needs of intended users and not the level of assurance.

.28 The accountant's determination of materiality for the financial statements as a whole may need to be revised during the engagement as a result of one or both of the following:

- A change in the circumstances that occurred during the review (for example, a decision to dispose of a major part of the entity's business)
- New information or a change in the accountant's understanding of the entity and its environment as a result of performing review procedures (for example, if during the review it appears actual financial results are likely to be substantially different from anticipated period-end financial results that were used initially to consider materiality for the financial statements as a whole)

## Going Concern

.29 FASB issued Accounting Standards Update (ASU) No. 2014-15, *Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, in August 2014, and it was effective for years ending after December 15, 2016 (that is, for December 31, 2016 financial statements). This standard codifies into U.S. generally accepted accounting principles (U.S. GAAP) the responsibility of management for the evaluation of going concern.

.30 The main provisions of ASU No. 2014-15 require the entity's management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

.31 If an accountant is engaged to review financial statements prepared in accordance with GAAP, in accordance with paragraph .65 of AR-C section 90, the accountant is required to consider whether, during the performance of review procedures, evidence or information came to the accountant's attention indicating that there could be an uncertainty about the entity's ability to continue for a reasonable period of time. Although AR-C section 90 does not include specific review procedures with respect to going concern assumptions in instances in which no evidence or information came to the accountant's attention indicating that there could be an uncertainty about the entity's ability to continue for a reasonable period of time, given the increased



attention on going concern as a result of the issuance of the accounting standards, the accountant may consider the following, as part of inquiring of members of management who have responsibility for financial and accounting matters concerning the financial statements:

- a. Whether management has performed an evaluation of the entity's ability to continue as a going concern
- b. If management has performed an evaluation of the entity's ability to continue as a going concern, whether management has identified conditions or events that raise substantial doubt about the entity's ability to continue as a going concern for a reasonable period of time and, if so, what are management's plans to address them
- c. If management has not performed an evaluation of the entity's ability to continue as a going concern, whether conditions or events exist that raise substantial doubt about the entity's ability to continue as a going concern for a reasonable period of time
- d. Whether management is aware of conditions or events beyond the period of management's evaluation that may have an effect on the entity's ability to continue as a going concern

.32 Additionally, the accountant may consider including a specific written representation in the management representation letter regarding disclosure of all information relevant to the use of the going concern assumption in the financial statements.

.33 If the accountant concludes that the entity's disclosures with respect to the entity's ability to continue as a going concern for a reasonable period of time are inadequate, in accordance with paragraph .56 of AR-C section 90, the accountant is required to consider whether modification of the standard report is adequate to disclose the departure from the applicable financial reporting framework.

.34 The accountant is not required to include an emphasis-of-matter paragraph in the accountant's review report if the financial statements appropriately disclose uncertainty about the entity's ability to continue as a going concern. However, the accountant may consider it necessary to draw users' attention to the issue. The following is an example of an emphasis-of-matter paragraph the accountant may include in a review report when the accountant concludes that management has adequately disclosed that substantial doubt exists but considers it necessary to draw users' attention to the matter:

#### Emphasis of Matter

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note X to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raises an uncertainty about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note X. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our conclusion is not modified with respect to this matter.

.35 The Accounting and Review Services Committee (ARSC) has exposed for public comment a proposed SSARS, "Omnibus Statement on Standards for Accounting and Review Services—2018," which, among other requirements, proposes to revise the accountant's responsibilities with respect to consideration of going concern in a review engagement. The comment period on the exposure draft ends on December 14, 2017. The exposure draft is discussed in detail in the "On the Horizon" section of this alert.

.36 For compilation engagements, paragraph .13 of AR-C section 80, *Compilation Engagements* (AICPA, *Professional Standards*), requires the accountant to read the financial statements in light of the accountant's understanding of the applicable financial reporting framework and significant accounting policies adopted by management. Also, paragraph .15 of AR-C section 80 requires the accountant to propose the appropriate revisions to management if revisions to the financial statements are required for the financial statements to be in accordance with the applicable financial reporting framework, or the financial statements are otherwise misleading. If the accountant is aware that the financial statement disclosures with respect to the entity's ability to continue as a going concern for a reasonable period of time are inadequate, the accountant is required to

disclose the known departure from the applicable financial reporting framework in the accountant's compilation report.

## Restatements

**.37** Misstatements in prior-year financial statements may be identified by the accountant in a review or compilation engagement on financial statements for a subsequent period.

**.38** Paragraphs 7–8 of FASB *Accounting Standards Codification* (ASC) 250-10-50, *Correction of an Error in Previously Issued Financial Statements*, provide the presentation and disclosure requirements for error corrections (also described as prior-period adjustments or restatements), which include the following:

- The financial statements have been restated.
- A description of the nature of the error.
- The effect of the correction on each financial statement line item.
- The cumulative effect of the change on retained earnings (or net assets) as of the beginning of the earliest period presented.
- The effect of the correction on net income (both gross and net of applicable income tax).

**.39** If the entity presents comparative financial statements and the accountant reviewed the prior-period financial statements before adjustment, in accordance with paragraph .48 of AR-C section 90, the accountant is required to consider the effects of the restatement on the review report on the prior-year financial statements. If the adjustment results in a changed reference to a departure from the applicable financial reporting framework, the accountant's review report on comparative financial statements should include an other matter paragraph that indicates

- a. the date of the accountant's previous review report;
- b. the circumstances or events that caused the reference to be changed; and
- c. when applicable, that the financial statements of the prior period have been changed.

**.40** If the adjustment does not result in a changed reference to a departure from the applicable financial reporting framework, but the accountant considers it necessary to draw users' attention to the matter appropriately presented or disclosed in the financial statements, in accordance with paragraph .52 of AR-C section 90, the accountant is required to include an emphasis-of-matter paragraph in the accountant's review report. The following is an example of an emphasis-of-matter paragraph the accountant may include in the standard review report on comparative financial statements when the prior-period financial statements have been restated, and the adjustment did not result in a changed reference to a departure from the applicable financial reporting framework:

### Restatement of the 20x1 Financial Statements

As discussed in Note X to the financial statements, the 20x1 financial statements have been restated to correct a misstatement. Our conclusion is not modified with respect to this matter.

**.41** For compilation engagements, the following is an example of a separate paragraph the accountant may include in the standard compilation report on comparative financial statements when the prior-period financial statements have been restated, and the adjustment did not result in a changed reference to a departure from the applicable financial reporting framework:

### Restatement of the 20x1 Financial Statements

As discussed in Note X to the financial statements, the 20x1 financial statements have been restated to correct a misstatement.

## Preparation Engagement When in Public Practice and Providing Certain Consulting Services

.42 Paragraph .01 of AR-C section 70, *Preparation of Financial Statements* (AICPA, *Professional Standards*), states that the section applies “when an accountant in public practice is engaged to prepare financial statements or prospective financial information.” AR-C section 70 does not apply to CPAs who perform functions, including the preparation of financial statements, in their role as an employee because in such instances, the CPA is not in the practice of public accounting. Some accountants in public practice have expressed a level of confusion regarding when they are considered “engaged” to prepare financial statements.

.43 Although the term *engaged* is not defined in SSARs or the AICPA’s Code of Professional Conduct, it refers to the action that commences the engagement to prepare financial statements. The accountant is “engaged” when the accountant and the entity mutually understand that the accountant has been hired to prepare the entity’s financial statements. Such an engagement may be part of a broader service to provide accounting or bookkeeping services.

.44 Whether an engagement is a bookkeeping or accounting service or an engagement to prepare financial statements remains an area of confusion for practitioners. However, the determination should actually be fairly easy. Although a level of professional judgment is necessary, the accountant has only been engaged to prepare financial statements if the client has “hired” the accountant to do so. If the accountant has been engaged to merely assist in preparing the financial statements or if the accountant prepares financial statements as a byproduct of certain other specified engagements (for example, prepare tax returns or a business valuation), the accountant was not engaged to prepare financial statements.

.45 However, when engaged to perform consulting services, such as serving as an outsourced controller, treasurer, or chief financial officer, and a part of those responsibilities includes the preparation of periodic historical financial statements or prospective financial information, AR-C section 70 applies to the preparation of the financial statements or prospective financial information.

.46 The accountant is required, pursuant to paragraph .10 of AR-C section 70, to agree upon the terms of the engagement to prepare financial statements with management or those charged with governance, as appropriate, and document the agreed-upon terms of the engagement in an engagement letter or other suitable form of written agreement between the parties. In circumstances in which the accountant is engaged to perform controllership services that include the preparation of financial statements, although an engagement letter is not required for other aspects of the controllership service, it is advised that the written agreement with the client include all aspects of the engagement. If the controllership service does not include the preparation of financial statements, the accountant may want to obtain an engagement letter that clearly states that the engagement does not include the preparation of financial statements.

.47 Further, pursuant to paragraph .14 of AR-C section 70, the accountant is required to ensure that a statement is included on each page of the financial statements that the accountant prepared indicating, at a minimum, that “no assurance” is provided on the financial statements. The accountant may want to expand on the statement to indicate the accountant’s role, for example, “These financial statements were prepared by Jane Doe, CPA, in her role as Treasurer. No assurance is provided on these financial statements.”

## Preparation of Financial Statements Prior to Review or Audit by Another Accountant

.48 An entity may engage an accountant to prepare financial statements for review or audit by another accountant. Often, these engagements are undertaken because the accountant engaged to review or audit the financial statements is concerned about potential independence impairments. If an accountant is engaged to prepare financial statements in such circumstances, AR-C section 70 applies.

.49 Frequently, the accountant engaged to perform the review or audit will expect “issuance-ready” financial statements and, therefore, will balk at the inclusion of the required statement on each page of the financial

statements stating that no assurance is provided. In such instances, the accountant engaged to prepare the financial statements may issue a disclaimer such as the following:

The accompanying financial statements of XYZ Company as of and for the year ended December 31, 20x2, were not subjected to an audit, review, or compilation engagement by me (us) and, accordingly, I (we) do not express an opinion, a conclusion, nor provide any assurance on them.

[Signature of accounting firm or accountant, as appropriate]

[Accountant's city and state]

[Date]

## Application of SSARSs to Engagements for Estates and Trusts

.50 Often, accountants are asked to prepare or report on financial presentations of estates or trusts. These requests are usually made because of applicable state laws or regulations. Some states require a specified level of service (that is, a compilation, review, or audit) or may require a specified financial statement format, or both. If requested to perform this type of service, the accountant's considerations include the following factors:

- *Financial presentation.* The financial presentation for an estate or trust is often dictated by the entity's governing document or by state law. Some presentations may be no more than a listing of accounts or transactions, which the practitioner may conclude does not constitute *financial statements* as defined in paragraph .07 of AR-C section 60, *General Principles for Engagements Performed in Accordance With Statements on Standards for Accounting and Review Services* (AICPA, *Professional Standards*). If the accountant concludes that the presentation does not constitute a *financial statement*, if the accountant is engaged to prepare such presentation, the accountant is not required to apply AR-C section 70. However, the accountant would not be precluded from applying such section if he or she chooses to do so.
- *Independence.* If the accountant is acting as trustee, then he or she would not be independent and would be precluded from performing an engagement that requires independence, such as an audit or review. The accountant could prepare the financial presentation and may perform a compilation engagement, but the accountant's lack of independence would be required to be disclosed in the accountant's compilation report.

## Preparation and Compilation of Prospective Financial Information

.51 With the issuance of SSARS No. 23, *Omnibus Statement on Standards for Accounting and Review Services—2016*, in October 2016, the requirements and guidance with respect to compilations of prospective financial information were moved from the attestation literature to AR-C section 80. Examinations and agreed-upon procedures engagements on prospective financial information remain in the attestation literature. Reviews of prospective financial information continues to be prohibited.

.52 SSARS No. 23 revised AR-C sections 70 and 80 so that the literature applied to preparation and compilation of prospective financial information, respectively. The revisions were effective for prospective financial information prepared on or after May 1, 2017, or compilation reports on prospective financial information dated on or after May 1, 2017.

.53 In addition to the revisions in the standards, the AICPA Guide *Prospective Financial Information* was also revised to include the new standard and additional authoritative guidance. The guide also includes suitable criteria for the preparation and presentation of prospective financial information.

.54 Because the summary of significant assumptions is essential to the user's understanding of the prospective financial information, the accountant is precluded from preparing prospective financial information that excludes disclosure of the summary of significant assumptions or a financial projection that excludes either

- an identification of the hypothetical assumptions or
- a description of the limitations on the usefulness of the presentation.

.55 This may be a change in practice for practitioners who had prepared prospective financial information prior to the issuance of SSARS No. 23.

## Don't Let Scope Creep Lead You Out of Bounds

.56 The following section was taken from the article, "Don't let scope creep lead you out of bounds," by Sarah Beckett Ference, CPA. Ms. Ference is a Risk Control Director at CNA and oversees risk control services provided to CPA firms in the AICPA Professional Liability Insurance Program. The AICPA thanks her for her assistance and for providing guidance to our members. This article was originally published in the September 2015 issue of the *Journal of Accountancy*.

Almost every sport uses a defined boundary. The playing area, whether it is a football field, basketball court, or baseball diamond, is clearly defined and understood by all athletes who play the game. It is pretty easy to ascertain whether you are in or out of bounds. It's not so simple in the accounting world. Consider these examples:

- A large accounting firm had to resign from an audit engagement because a permissible nonaudit service was found to have deviated from its intended scope, causing the auditor's independence to be impaired. The client then brought a claim against the CPA firm to recover fees previously paid to the CPA firm and additional fees incurred to select and hire a new auditor.
- Every year, a small CPA firm made adjusting journal entries, reconciled bank accounts, and performed other activities to "clean up" a client's financial records to prepare the tax return. When the client discovered that one of its employees had embezzled funds, the client sued the CPA firm, alleging the CPA should have detected the theft because of its involvement with the client's books and records.
- A wealthy individual tax client of a midsize CPA firm sold his business, which resulted in negative tax consequences. The client alleged that the firm failed to give him proper tax advice regarding the sale and brought a claim against the firm. The CPA firm indicated the engagement was for tax return preparation services only, as documented in the engagement letter. However, it acknowledged discussing the sale as a courtesy to the client.

Whether it is termed scope creep or engagement creep, it can be challenging to stay within the boundaries of an agreed-upon scope when delivering client services.

### WHAT'S THE BIG DEAL?

#### Professional liability concerns

A significant number of claims asserted against CPA firms in the AICPA Professional Liability Insurance Program include allegations related to a disputed engagement scope. Even if a scope dispute is not expressly alleged, defending a claim can be challenging if the firm's activities were not in line with the scope described in the engagement letter (if an engagement letter even existed). Often, the scope of service is inadvertently expanded by a well-intentioned CPA trying to deliver good client service. Perhaps the client asked the CPA to "quickly look into something" or wanted to "bounce something off" the CPA. Or, during the performance of services, the CPA realized that additional services, such as bank reconciliation cleanup or the preparation of an additional state tax return, were needed. Acting upon these good intentions may place additional obligations on the CPA, which may be challenged by a plaintiff attorney in the event of a professional liability claim.

#### Financial concerns

Often a CPA completes an engagement, reviews the client's unbilled fee balance, and wonders how the balance got so high. It is likely that additional work was performed in an effort to deliver superior service. The CPA profession has established a great service culture. However, this culture can become a double-edged sword and should not be to the financial detriment of the CPA firm. Time is money. If not managed

appropriately, supplemental activities outside the original engagement's scope may not only increase professional liability risk, but also may result in write-offs if the client refuses to pay for the additional work.

Other "costs" firms often overlook when dealing with scope disputes include lost time spent debating with the client, the aggravation caused by these misunderstandings, and potential reputational damage that may be caused by an unhappy client. These costs exist even if a claim is not asserted.

### RISK MANAGEMENT TIPS

To help stay in bounds, consider the following tips:

- **Be mindful of whom you let play in your league.** Perform proper client acceptance procedures. Take on only those clients that are a fit with the firm. Be sure to evaluate all potential new clients, including those who seek the firm's services or come from an acquired firm or practice.
- **Have a game plan.** Use an engagement letter for all services. The scope section of an engagement letter is critical when a professional liability claim arises. Scope of work should be clear, and the boundaries of the service to be performed should be well-defined. Clarify any limitations of the services. Identify aspects that will not be included, if appropriate. Include a statement indicating that if additional services are needed, written client approval will be required, and additional fees will be charged.
- **Ensure everyone understands the rules.** Communicate the scope to all client service team members, particularly those who perform services on-site at the client's location, to ensure everyone knows the boundaries of the services. Consider providing a refresher to teams on long-term engagements. Clarify client understanding of what is included in the scope of services. Strengthening these communications will help mitigate the risk of unintended scope creep.
- **Stick to the game plan.** Deliver services in accordance with the scope outlined in the engagement letter, and document work performed in engagement workpapers. Well-documented workpapers provide evidence of services delivered and assist in the defense of claims related to scope disputes. In addition, billing records, particularly the narrative included on client invoices, should align with the services described in the engagement letter. Consider attaching a copy of the engagement letter to invoices.
- **Adjust the game plan, if needed.** Circumstances may change, additional work may be needed to proceed, or the CPA may identify additional service opportunities. All of these items require the CPA firm to pause and consider a new course of action. Work with the client to adjust the engagement scope. Document the revised scope and fee impact in a communication with the client. Depending on the extent of the revision, the client communication could be a simple email, an engagement letter amendment, or a new engagement letter.
- **Know when to make cuts.** A client who consistently asks for "quick favors," balks at engagement letters or additional fees, or pushes the boundaries of the engagement's scope might be taking advantage of the firm's commitment to client service. Not only does this type of client increase the firm's professional liability risk, it is likely to result in poor realization for the firm. Consider cutting this client from the firm's roster.

## Peer Review of SSARs Engagements

.57 For purposes of complying with AICPA membership requirements, a firm that only performs engagements to prepare financial statements under AR-C section 70 is not required to enroll in a peer review program. For firms already enrolled in the AICPA Peer Review Program, engagements to prepare financial statements would fall within the scope of peer review. Independent of AICPA requirements, note that some state boards of accountancy require firms that only perform these engagements to enroll in peer review as a licensing

requirement. You should check with the state board(s) where you perform such engagements to determine whether you need to enroll in peer review.

.58 The AICPA Peer Review Program has issued a document, "Questions and Answers About the AICPA Peer Review Program," that is available at [www.aicpa.org/interestareas/peerreview/resources/faqs/downloadabledocuments/qandaprp.pdf](http://www.aicpa.org/interestareas/peerreview/resources/faqs/downloadabledocuments/qandaprp.pdf).

## Common Peer Review Findings—Compilations

.59 The following sections represent broad findings based on the data collected from the AICPA Peer Review Program and discuss proper treatment in accordance with AR-C section 80.

### *Failure to Prepare Reports in Accordance With Professional Standards*

.60 Paragraphs .17–.33 of AR-C section 80 provide the requirements for reporting on compilations of financial statements. Requirements with respect to reporting on supplementary information that accompanies financial statements and the accountant's compilation report thereon are included in paragraphs .34–.39 of AR-C section 80.

.61 Examples of common peer review findings include the following:

- Issuance of reports that are not in accordance with current AR-C section 80
- Failure to properly specify the date or period covered by the financial statements
- Failure to include a separate paragraph or issue a separate report when supplementary information accompanies financial statements and the accountant's report thereon
- Failure to include a separate paragraph in the accountant's compilation report that includes the elements required by paragraph .27 of AR-C section 80 when reporting on financial statements that omit substantially all disclosures required by the applicable financial reporting framework

### *Failure to Properly Document the Agreed-Upon Terms of the Engagement*

.62 Paragraph .10 of AR-C section 80 requires that the accountant agree upon the terms of the compilation engagement with management or those charged with governance, as appropriate, and document the agreed-upon terms of the engagement in an engagement letter or other suitable form of written agreement between the parties. Paragraph .10 of AR-C section 80 further requires that certain elements be included in the engagement letter or other suitable form of written agreement between the parties.

.63 Examples of common peer review findings include the following:

- Failure to properly include the expected form and content of the accountant's compilation report when the accountant's independence is impaired
- Failure to properly identify the applicable financial reporting framework for the preparation of the financial statements

## Common Peer Review Findings—Reviews

.64 The following sections represent broad findings based on the data collected from the AICPA Peer Review Program and discuss the proper treatment in accordance with AR-C section 90.

### *Failure to Request Management to Provide Specific Written Representations*

.65 Paragraph .34 of AR-C section 90 requires that for all financial statements presented and all periods covered by the review, the accountant requests that management provide written representations that are

dated as of the date of the accountant's review report. Paragraph .34 of AR-C section 90 includes specific elements that are required to be requested.

.66 Examples of common peer review findings include the following:

- Failure to request all required representations
- Failure to request representations that are dated as of the date of the accountant's review report
- Failure to request representations for all periods covered by the review

#### *Failure to Prepare Reports in Accordance With Professional Standards*

.67 Paragraphs .38–.50 and .52–.64 of AR-C section 90 provide the requirements for reporting on reviews of financial statements. Requirements with respect to reporting on supplementary information that accompanies financial statements and the accountant's review report thereon are included in paragraphs .80–.85 of AR-C section 90.

.68 Examples of common peer review findings include the following:

- Failure to properly specify the date or period covered by the reviewed financial statements
- Failure to include section headings
- Failure to clearly indicate the degree of responsibility, if any, the accountant is taking with respect to supplementary information that accompanies financial statements and the accountant's review report thereon

#### *Failure to Properly Document the Agreed-Upon Terms of the Engagement*

.69 Paragraph .11 of AR-C section 90 requires that the accountant agree upon the terms of the review engagement with management or those charged with governance, as appropriate and document the agreed-upon terms of the engagement in an engagement letter or other suitable form of written agreement between the parties. Paragraph .11 of AR-C section 90 further requires that certain elements be included in the engagement letter or other suitable form of written agreement between the parties.

#### *Failure to Properly Prepare Review Documentation*

.70 Paragraph .91 of AR-C section 90 requires the accountant to prepare review documentation that is sufficient to enable an experienced accountant, having no previous connection to the review, to understand

- a. the nature, timing, and extent of the review procedures performed to comply with SSARs,
- b. the results of the review procedures performed and the review evidence obtained, and
- c. significant findings or issues arising during the review, the conclusions reached thereon, and significant professional judgments made in reaching those conclusions.

.71 Examples of common peer review findings include the following:

- Failure to properly document the development of expectations of recorded amounts or ratios and evaluate whether the expectation is sufficiently precise to provide the accountant with limited assurance that a misstatement will be identified that, either individually or when aggregated with other misstatements, may cause the financial statements to be materially misstated in accordance with paragraph .20c of AR-C section 90.
- Failure to properly document the comparison of recorded amounts or ratios developed from recorded amounts to expectations developed by the accountant through identifying and using relationships that are reasonably expected to exist, based on the accountant's understanding of the entity and the industry in which the entity operates in accordance with paragraph .19c of AR-C section 90.



## Other Common Peer Review Findings

.72 In addition to findings with respect to the proper application of SSARSs, the following represents other broad findings based on the data collected from the AICPA Peer Review Program.

### *Code of Professional Conduct*

- Failure to establish and document in writing the understanding with the client with regard to nonattest services provided
- Failure to address management's responsibilities to oversee and evaluate the results of the services performed
- Failure to collect fees for professional services provided more than one year prior to the date of the current report

### *Statements on Quality Control*

- Leadership Responsibilities for Quality Within the Firm
  - Failure to have a written quality control document in accordance with QC section 10, *A Firm's System of Quality Control (AICPA, Professional Standards)*, as amended
  - Failure to communicate quality control policies and procedures with staff
  - Failure to devote sufficient resources for the support of the firm's quality control policies and procedures
- Relevant Ethical Requirements
  - Failure to obtain written confirmation on independence for all personnel
- Acceptance and Continuance
  - Failure to obtain a license in all states where engagements were accepted
  - Failure to evaluate the risk of performing an engagement in a specialized industry or to obtain the necessary knowledge of current standards in specialized areas prior to performance of the audit, or both
- Human Resources
  - Failure to design policies that ensure partners and staff obtain appropriate CPE to meet state board requirements, membership requirements, and so on
  - Failure to design policies to require relevant CPE for levels of service and industries of engagements performed
  - Failure to maintain current licenses in all jurisdictions in which the firm practices
- Engagement Performance
  - Failure to properly complete or use purchased practice aids to assist in performing and documenting engagements
  - Failure to establish appropriate criteria for engagement quality control review (EQCR)
  - Failure to perform EQCR on engagements that meet the firm's criteria
  - Failure to maintain current quality control materials for the performance of engagements
  - Failure to establish a policy for the retention of engagement documentation
- Monitoring

- Failure to design appropriate policies and procedures for the completion of monitoring
- Failure to include all elements of quality control in monitoring procedures
- Failure to document the results of monitoring and inspections

#### *FASB Accounting Standards Codification*

- Failure to disclose the date through which subsequent events were evaluated
- Failure to correctly classify long-term debt, cash flows, present gross amounts instead of net, and identify noncash transactions on the cash flow statements
- Failure to appropriately disclose related party transactions, debt maturation schedules, and significant estimates
- Failure to appropriately disclose fair value hierarchy of investments, description of the levels, description of the assumption methods used and tabular presentation of amounts
- Failure to perform sufficient procedures or sufficiently document the procedures to obtain assurance of the fair value measurements

## Recent FASB Activities

### Revenue Recognition Standards

.73 On May 28, 2014, the International Accounting Standards Board (IASB) and FASB issued a joint accounting standard on revenue recognition to address a number of concerns regarding the complexity and lack of consistency surrounding the accounting for revenue transactions. Consistent with each board's policy, FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, and the IASB issued International Financial Reporting Standard (IFRS) 15, *Revenue from Contracts with Customers*. ASU No. 2014-09 will amend the FASB ASC by creating a new Topic 606, *Revenue from Contracts with Customers*, and a new subtopic 340-40, *Other Assets and Deferred Costs—Contracts with Customers*. The guidance in ASU No. 2014-09 provides what FASB describes as a framework for revenue recognition and supersedes or amends several of the revenue recognition requirements in FASB ASC 605, *Revenue Recognition*, as well as guidance within the 900 series of industry-specific topics.

.74 As part of the boards' efforts to converge U.S. GAAP and IFRSs, the standard eliminates the transaction- and industry-specific revenue recognition guidance under current GAAP and replaces it with a principles-based approach for revenue recognition. The intent is to avoid inconsistencies in accounting treatment across different geographies and industries. In addition to improving comparability of revenue recognition practices, the new guidance provides more useful information to financial statement users through enhanced disclosure requirements. FASB and the IASB have essentially achieved convergence with these standards, with some minor differences related to the collectibility threshold, interim disclosure requirements, early application and effective date, impairment loss reversal, and nonpublic entity requirements.

.75 The standard applies to any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets, unless those contracts are within the scope of other standards (for example, insurance or lease contracts).

.76 On August 12, 2015, FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, to allow entities additional time to implement systems, gather data, and resolve implementation questions. This update allows for public business entities, certain not-for-profits, and certain employee benefit plans to apply the new requirements to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period.

.77 All other entities will now apply the guidance in ASU No. 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after

December 15, 2019. Application is permitted earlier only as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period, or an annual reporting period beginning after December 15, 2016, and interim reporting periods within annual reporting periods beginning one year after the annual reporting period in which an entity first applies the guidance in ASU No. 2014-09.

.78 The core principle of the revised revenue recognition standard is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

.79 To apply the proposed revenue recognition standard, ASU No. 2014-09 states that an entity should follow these five steps:

1. Identify the contract(s) with a customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract.
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

.80 Under the new standard, revenue is recognized when a company satisfies a performance obligation by transferring a promised good or service to a customer (which is when the customer obtains control of that good or service). See the following discussion of the five steps involved when recognizing revenue under the new guidance.

## Restricted Cash

.81 In November 2016, FASB issued ASU No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)*, because stakeholders indicated that diversity exists in the classification and presentation of changes in restricted cash on the statement of cash flows under FASB ASC 230, *Statement of Cash Flows*. Entities classify transfers between cash and restricted cash as operating, investing, or financing activities or as a combination of those activities in the statement of cash flows. Also, some entities present direct cash receipts into, and direct cash payments made from, a bank account that holds restricted cash as cash inflows and cash outflows, whereas others disclose those cash flows as noncash investing or financing activities. This ASU addresses that diversity.

.82 GAAP currently does not include specific guidance on the cash flow classification and presentation of changes in restricted cash or restricted cash equivalents other than limited guidance for not-for-profit entities. Specifically, there is no guidance to address how to classify and present changes in restricted cash or restricted cash equivalents that occur when there are transfers between cash, cash equivalents, and restricted cash or restricted cash equivalents and when there are direct cash receipts into restricted cash or restricted cash equivalents or direct cash payments made from restricted cash or restricted cash equivalents. The amendments in this ASU are an improvement to GAAP because they provide guidance on the presentation of restricted cash or restricted cash equivalents in the statement of cash flows, thereby reducing the diversity in practice described previously.

.83 The amendments in this ASU require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents as well as a reconciliation of total cash, cash equivalents, and restricted cash from the cash flow statements to the amounts reported on the balance sheet. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this ASU do not provide a definition of *restricted cash* or *restricted cash equivalents*.

.84 The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. If an entity adopts the amendments early in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period.

.85 The amendments in this ASU should be applied using a retrospective transition method to each period presented.

## Consolidation

.86 In October 2016, FASB issued ASU No. 2016-17, *Consolidation (Topic 810): Interests Held Through Related Parties That Are Under Common Control*. FASB is issuing this ASU to amend the consolidation guidance on how a reporting entity that is the single decision maker of a variable interest entity (VIE) should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. The primary beneficiary of a VIE is the reporting entity that has a controlling financial interest in a VIE and, therefore, consolidates the VIE. A reporting entity has an indirect interest in a VIE if it has a direct interest in a related party that, in turn, has a direct interest in the VIE.

.87 The amendments in this ASU affect reporting entities that are required to evaluate whether they should consolidate a VIE within the variable interest entities subsections of FASB ASC 810-10, *Consolidation—Overall*, in certain situations involving entities under common control. Specifically, the amendments change the evaluation of whether a reporting entity is the primary beneficiary of a VIE by changing how a reporting entity that is a single decision maker of a VIE treats indirect interests in the entity held through related parties that are under common control with the reporting entity.

.88 The amendments in this ASU do not change the characteristics of a primary beneficiary in current GAAP. Therefore, a primary beneficiary of a VIE has both of the following characteristics: (a) the power to direct the activities of a VIE that most significantly affect the VIE's economic performance and (b) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

.89 If a reporting entity satisfies the first characteristic of a primary beneficiary (that is, it is the single decision maker of a VIE), the amendments in this ASU require that the reporting entity, in determining whether it satisfies the second characteristic of a primary beneficiary, include all of its direct variable interests in a VIE and, on a proportionate basis, its indirect variable interests in a VIE held through related parties, including related parties that are under common control with the reporting entity. That is, under the amendments, a single decision maker is not required to consider indirect interests held through related parties that are under common control with the single decision maker to be the equivalent of direct interests in their entirety. Instead, a single decision maker is required to include those interests on a proportionate basis consistent with indirect interests held through other related parties.

.90 If after performing that assessment, a reporting entity that is the single decision maker of a VIE concludes that it does not have the characteristics of a primary beneficiary, the amendments continue to require that reporting entity to evaluate whether it and one or more of its related parties under common control, as a group, have the characteristics of a primary beneficiary. If the single decision maker and its related parties that are under common control as a group have the characteristics of a primary beneficiary, then the party within the related party group that is most closely associated with the VIE is the primary beneficiary.

.91 The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. For all other entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period.

If an entity adopts the amendments early in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period.

.92 Entities that have not yet adopted the amendments in ASU No. 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis*, are required to adopt the amendments in this ASU at the same time they adopt the amendments in ASU No. 2015-02 and should apply the same transition method elected for the application of ASU No. 2015-02.

.93 Entities that already have adopted the amendments in ASU No. 2015-02 are required to apply the amendments in this ASU retrospectively to all relevant prior periods beginning with the fiscal year in which the amendments in ASU No. 2015-02 initially were applied.

## **AICPA Financial Reporting Framework for Small- and Medium-Sized Entities**

### **Alternatives to U.S. GAAP in Light of the New Revenue Recognition and Leases Standards**

.94 More practitioners may be considering the use of alternative accounting frameworks for their clients due to the substantial changes to U.S. GAAP. The approaching effective dates of the new revenue recognition standard (FASB ASC 606, *Revenue from Contracts with Customers*) and the new leases standard (FASB ASC 842, *Leases*) are driving practitioners to focus on the financial reporting challenges and significant costs of implementing these major accounting changes. Faced with these challenges and costs, many practitioners are questioning the need for U.S. GAAP reporting for their clients, as indicated in an informal survey conducted by the AICPA's CPEA.

.95 Millions of privately held companies throughout the United States do not need or are not required to have financial statements prepared in accordance with U.S. GAAP. Other accounting frameworks, or what are known as *special purpose frameworks*, are available, such as the cash-basis or tax-basis of accounting. Although some small businesses have found the cash- or tax-basis of accounting acceptable, these bases may be insufficient or inappropriate for other companies or users looking for more robust and relevant financial information. In those situations, an alternative framework is the AICPA's Financial Reporting Framework for Small- and Medium-Sized Entities (FRF for SMEs™ framework).

### **The FRF for SMEs Alternative**

.96 The FRF for SMEs framework is a standalone, special purpose framework intended for use by privately held small- to medium-sized entities when preparing their financial statements. The FRF for SMEs framework draws upon a blend of traditional accounting principles and accrual income tax methods of accounting. It uses historical cost as its primary measurement basis. In addition, it provides management with a suitable degree of optionality when choosing accounting policies to better meet the needs of the end users of the financial statements. The framework eschews prescriptive, detailed standards and voluminous disclosure requirements. Being a more intuitive and understandable framework for small business owners and the users of their financial statements, the framework lays out principles that encourage the use of professional judgment in the particular circumstances of a transaction or event.

.97 The FRF for SMEs reporting option is a cost-beneficial solution for management, owners, and others who require financial statements that are prepared in a consistent and reliable manner in accordance with a non-GAAP framework that has undergone public comment and professional scrutiny. The accounting principles comprising it are appropriate for the preparation of small- and medium-sized entity financial statements, based on the needs of the financial statement users and cost and benefit considerations.

## FRF for SMEs Approach to Revenue Recognition and Leases

.98 The FRF for SMEs framework requirements related to revenue recognition are traditional, broad, principle-based guidance that is familiar to most accountants. Revenue should be recognized when performance is achieved and ultimate collection is reasonably assured. For goods, performance is achieved when the entity transfers the risks and rewards associated with the goods to a customer. For services, performance should be determined using either the percentage of completion method or the completed contract method. Performance should be regarded as having been achieved when reasonable assurance exists regarding the measurement of the consideration that will be derived from rendering the service or performing the long-term contract. These requirements differ markedly from the new revenue recognition model taking effect in U.S. GAAP.

.99 For lease accounting, the FRF for SMEs framework takes a traditional accounting approach blended with some accrual income tax accounting methods. Lessees classify leases as either operating or capital leases. Lessors account for leases as sales type, direct financing, or operating. The new lease accounting model coming into effect in U.S. GAAP will differ significantly with this traditional approach by requiring all lease assets and liabilities, including those related to operating leases, to be recorded on the balance sheet.

## Recent Academic Research

.100 A recent research study published in the *Journal of Accounting and Public Policy*, "The Effect of SME Reporting Framework and Credit Risk on Lenders' Judgments and Decisions," reports that the results of the study suggest that the FRF for SMEs framework provides a viable alternative to U.S. GAAP when a loan applicant's credit risk level is low. The likelihood of loan approval and interest rate results in the study provide support for the assertion that the FRF for SMEs framework provides a reasonable alternative to traditional U.S. GAAP for smaller entities.

## Considering the FRF for SMEs Framework for Your Clients

.101 The AICPA has developed tool kits and resources to help practitioners understand the FRF for SMEs framework and decide whether it makes sense for their clients. Those resources are maintained on the framework's website. That website also shares perspectives and experiences from a CPA firm that implemented the framework as well as frequently asked questions.

## On the Horizon

.102 This alert identifies certain developments and standard-setting activities that are of particular importance to preparation, compilation, and review engagements. The following sections present brief information about some ongoing projects that have particular significance to preparation, compilation, and review engagements. Remember that exposure drafts are nonauthoritative and cannot be used as a basis for changing existing standards.

.103 Information on and copies of outstanding exposure drafts may be obtained from the various standard-setters' websites. These websites contain in-depth information about proposed standards and other projects in the pipeline. Many more accounting and auditing projects exist in addition to those discussed here. Readers may refer to the Audit Risk Alert *General Accounting and Auditing Developments—2017/18* (product nos. ARAGEN17P, ARAGEN17E, or WGE-XX), for further information.

## Exposure Draft of Proposed Statement on Standards for Attestation Engagements, *Selected Procedures*

.104 The ARSC and the Auditing Standards Board (ASB) have been jointly engaged in ongoing discussions about whether there are opportunities in practice and in the public interest to expand a practitioner's ability to perform procedures and report in a procedures and findings format beyond that currently

provided by AT-C section 215, *Agreed-Upon Procedures Engagements* (AICPA, *Professional Standards*). As a result of those discussions, in September 2017, the ARSC exposed for public comment a proposed Statement on Standards for Attestation Engagements (SSAE) *Selected Procedures*. The exposure draft is available at [www.aicpa.org/research/exposuredrafts/accountingandauditing/downloadabledocuments/20170901a\\_ed\\_selected\\_procedures.pdf](http://www.aicpa.org/research/exposuredrafts/accountingandauditing/downloadabledocuments/20170901a_ed_selected_procedures.pdf). The proposal would address several practice issues that many practitioners are experiencing today.

### *Development of the Procedures*

.105 In an agreed-upon procedures (AUP) engagement, the practitioner performs procedures that are established by specified parties, who are responsible for the sufficiency of the procedures for their purposes. Further, in an AUP engagement, the engagement letter is required to include agreement on the procedures. In circumstances in which the agreed-upon procedures evolve or are modified over the course of the engagement, the practitioner is required to amend the engagement letter to reflect the modified procedures.

.106 In practice, many practitioners find that the specified parties are unable or unwilling to develop the procedures to be performed. The proposal would provide greater flexibility by allowing the procedures to be developed by the practitioner or any combination of parties. The procedures could also evolve during the course of the engagement. No party would be required to take responsibility for the sufficiency of the procedures. Instead, users of the practitioner's report would make their own determination about whether the procedures are sufficient for their intended purpose.

.107 The practitioner would be required to provide the engaging party with the actual procedures performed prior to the issuance of the practitioner's report, thus, providing an opportunity for the engaging party to provide feedback about the procedures performed.

### *Elimination of the Requirement to Restrict the Use of the Practitioner's Report*

.108 In an AUP engagement, because specified parties agree to the procedures to be performed by the practitioner and are responsible for the sufficiency of the procedures for their purposes, the practitioner's report is restricted to the use of those specified parties. Although the practitioner can restrict the use of the report if he or she deems appropriate, the proposed standard does not require that the report be restricted. Permitting general-use procedures and findings reports would allow practitioners to be responsive to clients who need to communicate information to a broader number of users.

### *Elimination of the Reporting Penalty When the CPA Does Not Obtain a Written Assertion*

.109 In an AUP engagement, when the responsible party does not provide the practitioner with a written assertion, the practitioner is required to disclose the responsible party's refusal to provide a written assertion in his or her report.

.110 In practice, specifically in situations in which the engaging party is not the responsible party, the responsible party may not be expected to, or otherwise be willing to, provide a written assertion. Also, the engaging party may not have performed its own measurement or evaluation of the subject matter of the agreed-upon procedures engagement against the criteria and, therefore, is unable to provide an assertion. The proposed standard does not require the CPA to request or obtain an assertion from any party, thus, providing flexibility by permitting the CPA to perform the initial measurement or evaluation of the subject matter.

.111 If issued as final, the provisional effective date of this proposed SSAE will not be earlier than for reports dated on or after May 1, 2019. Early implementation will be permitted. The comment period ends on December 1, 2017, and the ARSC and the ASB are expected to consider comments received on the exposure draft at separate meetings in January 2018. Comments should be sent to Mike Glynn at [mike.glynn@aicpa-cima.com](mailto:mike.glynn@aicpa-cima.com).

## The ASB's Project to Revise the Attestation Literature to Permit Non-Assertion-Based Examinations and Reviews

.112 The ASB has a project in development that is related to the "Selected Procedures" exposure draft. The related project proposes to revise the attestation literature to permit examinations and reviews without a requirement to request or obtain an assertion from any party. This would permit the practitioner to perform the attestation engagement in instances when the responsible party has not measured or evaluated the subject matter of the engagement against suitable criteria and allow the practitioner to perform the initial measurement. The ARSC is monitoring the ASB's project, especially as it relates to the limited assurance review engagement. The ASB may expose the proposed revisions for public comment in early 2018.

### Exposure Draft of Proposed SSARS, *Omnibus Statement on Standards for Accounting and Review Services—2018*

.113 In September 2017, the ARSC exposed for public comment a proposed SSARS *Omnibus Statement on Standards for Accounting and Review Services—2018*. The exposure draft is available at [www.aicpa.org/research/exposedrafts/compilationreview/downloadabledocuments/20170914a-ed-omnibus-ssars-2018.pdf](http://www.aicpa.org/research/exposedrafts/compilationreview/downloadabledocuments/20170914a-ed-omnibus-ssars-2018.pdf).

.114 The proposed SSARS, if issued as a final standard, would provide requirements and guidance with respect to the following:

- International reporting issues, including situations in which financial statements subjected to a review engagement are prepared in accordance with a financial reporting framework generally accepted in another country. The proposed SSARS would also provide requirements and guidance when the accountant is engaged to perform a compilation or review in accordance with both SSARSs and another set of compilation or review standards, such as International Standard on Related Services 4410 (Revised), *Compilation Engagements* (ISRS 4410 [Revised]) or International Standard on Review Engagements 2400 (Revised), *Engagements to Review Historical Financial Statements* (ISRE 2400 [Revised]).
- Consideration of going concern in a review engagement. The proposed SSARS would require a specific management representation regarding disclosure of all information relevant to the use of the going concern assumption in the financial statements. The proposed SSARS would also harmonize the SSARS requirements with those for a review performed in accordance with AU-C section 930, *Interim Financial Information* (AICPA, *Professional Standards*), resulting in specific inquiries and an emphasis-of-matter paragraph in the accountant's review report in certain circumstances.
- Referencing the work of other accountants in an accountant's review report. The proposed SSARS would preclude the accountant from referencing, in the accountant's review report, the review or audit report of other accountants if such other accountant's report includes an alert that restricts its use. The proposed SSARSs would also do the following:
  - Provide guidance when the accountant decides to make reference, in the accountant's review report, to the review or audit report of other accountants of financial statements of a significant component, and the other accountant's review or audit is performed in accordance with standards other than SSARSs or auditing standards generally accepted in the United States of America (GAAS)
  - Require that the accountant of the reporting entity communicate with the other accountants and ascertain that the other accountants understand the ethical requirements that are relevant to the engagement and, in particular, are independent
  - Provide review reporting requirements and guidance when the accountant decides to make reference to the review or audit of other accountants who review or audit the financial statements of a significant component, which are prepared using a different financial reporting framework from that used for the financial statements of the reporting entity



.115 The proposed SSARS also proposes a technical correction to the requirements regarding the contents of the accountant's review report.

.116 If issued as final, except for the technical correction to paragraph .39 of AR-C section 90, which will be effective upon issuance, the proposed SSARS will be effective for compilations and reviews of financial statements for periods ending on or after June 15, 2019. This effective date is provisional but will not be earlier than June 15, 2019. Early implementation will be permitted. The comment period ends on December 14, 2017. Comments are to be sent to Mike Glynn at [mike.glynn@aicpa-cima.com](mailto:mike.glynn@aicpa-cima.com).

## Other Items on the ARSC's Current Agenda

.117 In addition to the preceding, the ARSC is continuing its consideration of potential incremental requirements with the guidance in ISRE 2400 (Revised). Such consideration includes the potential for an explicit requirement to determine materiality for the financial statements as a whole and apply such materiality in designing the procedures and evaluating the results obtained from those procedures. The ARSC will also consider whether an explicit requirement for the accountant to plan and perform the engagement with professional skepticism is appropriate.

.118 The ARSC also continues to attempt to identify an academic researcher interested in researching the topic of *limited assurance*, that is, what does limited assurance mean to users of financial statements and other information and what amount of evidence is necessary for the accountant to conclude that he or she has obtained such assurance. If interested in such research, please contact Mike Glynn at [mike.glynn@aicpa-cima.com](mailto:mike.glynn@aicpa-cima.com).

.119 The ARSC is also continuing to consider the appropriate response when an accountant identifies a material and pervasive misstatement in the financial statements that the entity does not correct.

.120 The ARSC is also considering how review engagements are performed in the age of cloud computing and electronic communications and whether requirements are necessary to ensure that such engagements are properly performed.

## Upcoming ARSC Meetings

.121 The following dates represent future scheduled public ARSC meetings:

- January 9–11, 2018—New Orleans, LA
- May 8–10, 2018—Austin, TX
- August 14–16, 2018—Seattle, WA

.122 Please note that the schedule is subject to change. Interested observers are welcome to attend the meetings. To register to attend a meeting, please complete and submit the form at [www.aicpa.org/research/standards/compilationreview/arsc/pages/arsc-meeting-observer-registration.aspx](http://www.aicpa.org/research/standards/compilationreview/arsc/pages/arsc-meeting-observer-registration.aspx).

## Resource Central

.123 The following are various resources that practitioners and accounting professionals may find beneficial.

## Publications

.124 Practitioners and accounting professionals may find the following publications useful. Choose the format best for you—online, e-book, or print.

- *Codification of Statements on Standards for Accounting and Review Services* (product no. ACODSSARS17P [paperback] or ACODSSARS17E [e-book])

- Practice Aid Accounting and Financial Reporting Guidelines for Cash- and Tax-Basis Financial Statements (product no. APACTB15P [paperback], APACTBO [online], or APACTB15E [e-book])
- AICPA Guide *Preparation, Compilation, and Review Engagements* (product no. AAGCRV17P [paperback], AAGCRV17E [e-book], WRC-XX [online])
- *U.S. GAAP Financial Statements—Best Practices in Presentation and Disclosure* (formerly, *Accounting Trends & Techniques*) (product no. ATTATT17P [paperback] or ABPPDO [online])

## The Engagement Letter: Best Practices and Examples

.125 The Engagement Letter: Best Practices and Examples tool provides guidance on developing engagement letters in accordance with applicable AICPA professional standards. Offered in a convenient and efficient online format, subscribers to this tool can download the sample engagement letters for easy mark up and customization.

## FRF for SMEs Toolkits

.126 The AICPA has developed free FRF for SMEs toolkits to help CPAs and CPA firms, financial statement users, and small businesses learn about the FRF for SMEs reporting option. These toolkits contain overviews, sample illustrative financial statements, videos, PowerPoint presentations, and much more. There are three toolkits available: one for CPAs, one for financial statement users, and one for small businesses.

.127 All the resources are available free of charge at [www.aicpa.org/frc](http://www.aicpa.org/frc).

## Decision Tool for Adopting the FRF for SMEs Framework

.128 The AICPA has developed a tool to help owners and managers of a small- or medium-sized private business and CPAs serving those businesses to make an informed decision about choosing an accounting framework, including the FRF for SMEs framework, as an appropriate basis for the preparation of the entity's financial statements. The choice of a financial reporting framework rests with the owners and managers of a private company, in consideration of their needs and the needs of the users of their financial information. Readers should note that the tool is presented as a nonauthoritative aid, and its use is not required. The tool is available online to AICPA members at the AICPA's Financial Reporting Center (FRC) at [www.aicpa.org/frc](http://www.aicpa.org/frc).

## Continuing Professional Education

### *Self-Study Print CPE*

.129 The AICPA offers a number of continuing professional education (CPE) courses that are valuable to CPAs working in public practice and industry, including the following specifically related to engagements performed in accordance with SSARs:

- *Engagement Essentials: Compilation of Financial Statements* (product no. 163282 [CPE On-Demand])
- *Engagement Essentials: Preparation, Compilation, and Review of Financial Statements* (product no. 746103)
- *Preparation, Compilation, and Review Engagements Update* (product no. 163462 [CPE On-Demand])
- *Annual Update for Preparation, Compilation, and Review Engagements* (product no. 746063 [text], 163933 [CPE On-Demand])

.130 Visit [www.aicpastore.com](http://www.aicpastore.com) for a complete list of CPE courses.

### *Online CPE*

#### *CPEExpress*

.131 AICPA CPEExpress, offered exclusively through AICPA Store, is the AICPA's flagship online learning product. Divided into 1-credit and 2-credit courses that are available 24 hours a day, 7 days a week, AICPA CPEExpress offers hundreds of hours of learning in a wide variety of topics. Subscriptions are available at [www.aicpastore.com](http://www.aicpastore.com).

#### *Online Curriculum*

.132 Preparation, Compilation, and Review Staff Essentials is a new curriculum that has been designed to provide a convenient, accessible way for firms to train their staff on how to perform preparation, compilation, and review engagements. This curriculum combines real-world examples, practice exercises, case studies, and a learning coach to create a flexible, engaging learning experience. The full curriculum comprises 8 courses that total 17 hours of CPE credit. There are also two series in the curriculum: the Review Engagements Series and the Compilation and Preparation Engagements Series. Each of the 8 courses can also be purchased individually. Visit [www.aicpastore.com](http://www.aicpastore.com) for the full curriculum description.

#### *Webcasts*

.133 Stay plugged in to what is happening and earn CPE credit right from your desktop. AICPA webcasts are high quality CPE programs that bring you the latest topics from the profession's leading experts. Broadcast live, they allow you to interact with the presenters and join in the discussion. If you cannot make the live event, each webcast is archived. For additional details on available webcasts, please visit [www.aicpastore.com](http://www.aicpastore.com).

## **Member Service Center**

.134 To order AICPA products, receive information about AICPA activities, and get help with your membership questions, call the AICPA Service Center Operations at 888.777.7077.

## **Hotlines**

### *Accounting and Auditing Technical Hotline*

.135 Do you have a complex technical question about reviews, compilations, and engagements to prepare financial statements or other technical matters? If so, use the AICPA's Accounting and Auditing Technical Hotline. AICPA staff will research your question and call you back with the answer. The hotline is available from 9 a.m. to 8 p.m. ET on weekdays. You can reach the Technical Hotline at 877.242.7212 or online at [www.aicpa.org/research/technicalhotline/pages/default.aspx](http://www.aicpa.org/research/technicalhotline/pages/default.aspx). Members can also email questions to [aahotline@aicpa.org](mailto:aahotline@aicpa.org). Additionally, members can submit questions by completing a Technical Inquiry form found on the same website.

### *Ethics Hotline*

.136 In addition to the Technical Hotline, the AICPA also offers an Ethics Hotline. Members of the AICPA's Professional Ethics Team answer inquiries concerning independence and other behavioral issues related to the application of the AICPA Code of Professional Conduct. You can reach the Ethics Hotline at 888.777.7077 (press "6" and then "1" on your phone's keypad) or by email at [ethics@aicpa.org](mailto:ethics@aicpa.org).

## The AICPA CPEA

.137 The CPEA is a new service available to PCPS member firms. They provide expertise and resources in a straight-forward and clear style. Written responses to technical inquiries, webcasts on hot topics, and monthly A&A reports and alerts are helping practitioners understand and implement the authoritative professional literature with respect to audits, reviews, compilations, and preparation of financial statements. To join the CPEA and take advantage of these valuable resources and guarantee your practice 1 seat at 8 annual webcasts (16 CPE credits), go to [www.aicpa.org/cpea](http://www.aicpa.org/cpea).

## AICPA Online Professional Library: Accounting and Auditing Literature

.138 The AICPA has created your core accounting and auditing library online. The AICPA Online Professional Library is now customizable to suit your preferences or your firm's needs. You can also sign up for access to the entire library. Get access anywhere that you can get online to the FASB ASC; the latest AICPA *Professional Standards, Technical Questions and Answers*, AICPA Audit and Accounting Guides, Audit Risk Alerts, *Best Practices in Presentation and Disclosure*; and more. To subscribe to this essential online service for accounting professionals, visit [www.aicpastore.com](http://www.aicpastore.com).

## Practice Aid *Accounting and Financial Reporting Guidelines for Cash- and Tax-Basis Financial Statements*

.139 The practice aid *Accounting and Financial Reporting Guidelines for Cash- and Tax-Basis Financial Statements* provides preparers with the guidelines and best practices to promote consistency and help resolve the often difficult questions regarding the preparation of cash- and tax-basis financial statements. Although nonauthoritative, this practice aid is the best source for such guidance. You can order this practice aid from [aicpastore.com](http://aicpastore.com) (product no. APACTB15P [paperback]; APACTB15E [e-book]; APACTBO [online]).

## Financial Reporting Center of AICPA.org

.140 CPAs face unprecedented changes in financial reporting. As such, the AICPA has created the FRC to support you in the execution of high quality financial reporting. This center provides exclusive member-only resources for the entire financial reporting process and can be accessed at [www.aicpa.org/frc](http://www.aicpa.org/frc).

.141 The FRC provides timely and relevant news, guidance, and examples supporting the financial reporting process. You will find resources for accounting, preparing financial statements, and performing various types of engagements, including compilation and review, audit and attest, and assurance and advisory.

.142 For example, the FRC offers a dedicated section to Review, Compilation, and Preparation engagements. For the latest resources available to help you implement the clarified standards, visit the "Review, Compilation, and Preparation" page at [aicpa.org](http://aicpa.org).

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## Appendix—Additional Internet Resources

Here are some useful websites that may provide valuable information to accountants who perform reviews, compilations, and engagements to prepare financial statements as well as management of entities for whom such engagements are performed.

<i>Website Name</i>	<i>Content</i>	<i>Website</i>
AICPA	Summaries of professional standards as well as other AICPA activities.	www.aicpa.org www.cpa.com www.ifrs.com
AICPA Standards and Statements	One central location to access the standards and statements that the AICPA develops, issues, and enforces. Includes the following: <ul style="list-style-type: none"> <li>• Statements on Standards for Accounting and Review Services</li> <li>• Auditing standards</li> <li>• Quality Control standards</li> <li>• Code of Professional Conduct</li> <li>• Peer Review standards</li> </ul>	www.aicpa.org/research/standards/pages/default.aspx
AICPA Financial Reporting Center	Summaries of AICPA standard-setting activity, recently issued technical Q&As, and financial reporting news. Links to other information related to accounting and financial reporting; audit and attest services; review, compilation, and financial statement preparation engagement services; and assurance and advisory services.	www.aicpa.org/frc
AICPA Accounting and Review Services Committee	Summaries of standards for reviews, compilations, and engagements to prepare financial statements.	www.aicpa.org/research/standards/compilationreview/arsc/pages/default.aspx
AICPA Professional Ethics Executive Committee	AICPA technical committee charged with the responsibility of interpreting and enforcing the AICPA Code of Professional Conduct.	www.aicpa.org/interestareas/professionalethics/pages/professionalethics.aspx
AICPA Financial Reporting Executive Committee	AICPA technical committee for financial reporting. Its mission is to determine the AICPA's technical policies regarding financial reporting standards and to be the AICPA's spokesperson on those matters, with the ultimate purpose of serving the public interest by improving financial reporting.	www.aicpa.org/interestareas/professionalethics/community.html
Economy.com	Source for analyses, data, forecasts, and information on the U.S. and world economies.	www.economy.com

(continued)

<i>Website Name</i>	<i>Content</i>	<i>Website</i>
The Federal Reserve Board	Source of key interest rates.	<a href="http://www.federalreserve.gov">www.federalreserve.gov</a>
FASB	Summaries of recent accounting pronouncements and other FASB activities.	<a href="http://www.fasb.org">www.fasb.org</a>
USA.gov	Portal through which all government agencies can be accessed.	<a href="http://www.usa.gov">www.usa.gov</a>
Government Accountability Office	Policy and guidance materials and reports on federal agency major rules.	<a href="http://www.gao.gov">www.gao.gov</a>
GASB	Summaries of recent accounting pronouncements and other GASB activities.	<a href="http://www.gasb.org">www.gasb.org</a>
International Accounting Standards Board	Summaries of International Financial Reporting Standards and International Accounting Standards.	<a href="http://www.iasb.org">www.iasb.org</a>
International Auditing and Assurance Standards Board	Summaries of International Compilation and Review Standards.	<a href="http://www.iaasb.org">www.iaasb.org</a>
International Federation of Accountants	Information on standard-setting activities in the international arena.	<a href="http://www.ifac.org">www.ifac.org</a>
Private Company Financial Reporting Committee	Information on the initiative to further improve FASB's standard-setting process to consider needs of private companies and their constituents of financial reporting.	<a href="http://www.pcfrc.org">www.pcfrc.org</a>

# AAM Section 9000

## *Auditors' Reports*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*
- AU-C section 706, *Emphasis-of-Matter Paragraphs and Other-Matter Paragraphs in the Independent Auditor's Report*

.01 AU-C section 700, AU-C section 705, and AU-C section 706 provide guidance on auditor's reports. In citing generally accepted auditing standards and their related interpretations, references use section numbers within the codification of currently effective SASs and not the original statement number, as appropriate. Similarly, when citing attestation standards and their related interpretations, references use section numbers within the codification of currently effective Statements on Standards for Attestation Engagements and not the original statement number, as appropriate.

.02 Section 9100, "Comparative Financial Statements," provides guidance on developing the auditor's report in accordance with applicable AICPA professional standards, supplemented with best practice recommendations to ensure that practitioners issue the highest quality auditor's report for the particular circumstances of their engagements. Illustrative examples are provided so practitioners can easily apply the guidance. Additionally, subscriptions to *The Auditor's Report: Comprehensive Guidance and Examples* are available through the AICPA Store at [www.aicpastore.com](http://www.aicpastore.com). This online tool contains sample auditor's reports that can be downloaded for easy mark-up and customization. With its added automation, practitioners will save time and minimize the risk of omitting a crucial part of the report. This online tool contains all of the sample auditor's reports that are included in this section of the *Audit and Accounting Manual* and many more.

.03 The scope of this section does not include auditor's reports for engagements performed under standards issued by the PCAOB.

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# AAM Section 9010

## *Overview—Auditor’s Report*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor’s Report*
- AU-C section 706, *Emphasis-of-Matter Paragraphs and Other-Matter Paragraphs in the Independent Auditor’s Report*
- AU-C section 708, *Consistency of Financial Statements*
- AU-C section 720, *Other Information in Documents Containing Audited Financial Statements*
- AU-C section 725, *Supplementary Information in Relation to the Financial Statements as a Whole*
- AU-C section 730, *Required Supplementary Information*
- AU-C section 800, *Special Considerations—Audits of Financial Statements Prepared in Accordance With Special Purpose Frameworks*
- AU-C section 805, *Special Considerations—Audits of Single Financial Statements and Specific Elements, Accounts, or Items of a Financial Statement*

.01 Requirements related to the form and content of auditor’s reports are contained in AU-C section 700. This section is the base of the reporting standards. AU-C section 700

- requires the use of headings to highlight
  - management’s responsibility for the financial statements,
  - the auditor’s responsibility, and
  - the auditor’s opinion.
- describes management’s and the auditor’s responsibilities in greater detail.
- requires the city and state where the auditor practices to be stated.

.02 The clarified auditing standards related to auditor’s reports continue to build upon the base established in AU-C section 700. AU-C section 705 contains guidance related to modifications to the opinion in the independent auditor’s report.

.03 AU-C section 706 introduces two new terms, *emphasis-of-matter* and *other-matter paragraphs*, replacing the term *explanatory paragraph*:

- An emphasis-of-matter paragraph is any paragraph included in the auditor’s report that refers to a matter appropriately presented or disclosed in the financial statements. Some emphasis-of-matter paragraphs are required by certain standards, whereas others are added at the discretion of the auditor, consistent with current practice. However, all such paragraphs are to be considered emphasis-of-matter paragraphs because they are intended to draw the users’ attention to a particular matter that is appropriately presented or disclosed in the financial statements.

- An other-matter paragraph is a paragraph included in the auditor's report that is required by GAAS, or is included at the auditor's discretion, and that refers to a matter other than those presented or disclosed in the financial statements that, in the auditor's professional judgment, is relevant to the users' understanding of the audit, the auditor's responsibilities, or the auditor's report.

Accordingly, the term *explanatory paragraph* is no longer a recognized element of the auditor's report in GAAS. Instead, additional communications in the auditor's report are labeled as either emphasis-of-matter or other-matter paragraphs. AU-C section 706 requires an emphasis-of-matter or other-matter paragraph to always follow the opinion paragraph and to be included in a separate section of the auditor's report under the heading "Emphasis of Matter" or "Other Matter," or other appropriate heading.

**.04** The clarified standards continue to build upon the base reporting requirements established in AU-C section 700 in the following:

- AU-C section 708
- AU-C section 720
- AU-C section 725
- AU-C section 730

These sections address consistency of financial statements, as well as other information in documents containing audited financial statements. Reporting on supplementary information and required supplementary information is also addressed within these sections.

**.05** An auditor reporting on financial statements prepared in accordance with special purpose frameworks will follow the requirements and guidance in AU-C section 800. The previous sections still apply, but this section addresses special considerations in the application of those AU-C sections to an audit of financial statements prepared in accordance with a special purpose framework, which is a cash, tax, regulatory, or contractual basis of accounting.

**.06** An auditor is sometimes engaged to report on a single financial statement or on a specific element, account, or item of a financial statement. Requirements and guidance related to this reporting is contained in AU-C section 805. Again, AU-C sections 200–700 apply, and this section addresses special considerations in the application of those AU-C sections to these circumstances. In addition, if the financial statements are prepared in accordance with a special purpose framework, AU-C section 800 also applies to the audit.

**.07** Readers should be aware of other clarified standards that may also affect the auditor's report.

**.08** The following sections contain guidance and examples for a variety of reporting scenarios. Exhibit 9010-1 is a table that contains the required elements of an auditor's reports under the clarified standards. It lists exhibits that show appropriate wording based on the reporting circumstances. Not all exhibits are listed.

.09

**Exhibit 9010-1—Required Elements of an Auditor's Report**

<i>Section of the Auditor Report</i>	<i>When Included in the Auditor's Report</i>	<i>What Changes in the Auditor's Report</i>	<i>Example</i>
Title	Always	<ul style="list-style-type: none"> <li>No changes</li> </ul>	Exhibit 9020-1
Addressee	Always	<ul style="list-style-type: none"> <li>Who report is addressed to</li> </ul>	Exhibit 9020-1
Introductory Paragraph	Always	<ul style="list-style-type: none"> <li>Financial statements presented</li> <li>Period(s) covered by the financial statements</li> </ul>	Exhibit 9020-1; Exhibit 9020-3; Exhibit 9020-4; Exhibit 9100-5
Management's Responsibility	Always	<ul style="list-style-type: none"> <li>No changes</li> </ul>	Exhibit 9020-1
Auditor's Responsibility	Always	<ul style="list-style-type: none"> <li>Additional language required when reference is made to another auditor's report</li> <li>Different language required when disclaiming an opinion or issuing a qualified or adverse opinion</li> </ul>	Exhibit 9020-1
Basis for Modified Opinion	When report is modified	<ul style="list-style-type: none"> <li>Wording depends on circumstances</li> </ul>	Exhibit 9100-7; Exhibit 9110-1
Auditor's Opinion	Always	<ul style="list-style-type: none"> <li>Wording depends on circumstances</li> <li>Additional working required if making reference to another auditor's report</li> <li>Financial statements presented</li> <li>Period(s) covered by financial statements</li> <li>Financial reporting framework (basis of accounting used)</li> </ul>	Exhibit 9020-1; Exhibit 9100-7; Exhibit 9110-1
Emphasis-of-Matter	When required or elected by auditor	<ul style="list-style-type: none"> <li>Wording depends on circumstances</li> </ul>	Exhibit 9100-8; Exhibit 9100-10
Other Matter	When required or elected by auditor	<ul style="list-style-type: none"> <li>Wording depends on circumstances</li> </ul>	Exhibit 9100-2; Exhibit 9100-9; Exhibit 9100-10; Exhibit 9100-11
Restriction on Use	When required or elected by auditor	<ul style="list-style-type: none"> <li>Name of specified parties</li> </ul>	
Signature	Always	<ul style="list-style-type: none"> <li>No changes</li> </ul>	Exhibit 9020-1
Auditor's Address	Always	<ul style="list-style-type: none"> <li>No changes</li> </ul>	Exhibit 9020-1
Date of the Auditor's Report	Always	<ul style="list-style-type: none"> <li>No changes</li> </ul>	Exhibit 9020-1



# AAM Section 9020

## *Unmodified Opinions*

This section contains the following reference from AICPA *Professional Standards*:

- AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*

.01 The objectives of an auditor, as explained in paragraph .10 of AU-C section 700, are (1) to form an opinion on the financial statements based on an evaluation of the audit evidence obtained and (2) to express clearly that opinion on the financial statements through a written report that also describes the basis for that opinion.

.02 In order to meet the first objective of forming an opinion, the auditor should evaluate whether the financial statements are prepared, in all material respects, in accordance with the applicable reporting framework based on the evidence obtained. Paragraphs .15–.18 of AU-C section 700 describe that as part of this evaluation, the auditor should take into consideration whether sufficient appropriate evidence has been obtained, if uncorrected misstatements are material, individually or in the aggregate, and the following:

- Whether the financial statements are prepared, in all material respects, in accordance with the requirements of the applicable reporting framework, considering the qualitative aspects of the entity's accounting practices, including possible bias in management's judgments
- Whether
  - the financial statements adequately disclose the significant accounting policies,
  - the accounting policies are consistent with the applicable reporting framework and are appropriate,
  - management's accounting estimates are reasonable,
  - the information in the financial statements is relevant, reliable, comparable, and understandable,
  - the financial statements provide adequate disclosure, and
  - the terminology used in the financial statements, including the title of each financial statement, is appropriate
- Whether the financial statements achieve fair presentation by considering the overall presentation, structure, and content of the financial statements and whether the financial statements, including related notes, represent the underlying transactions and events in a manner that achieves fair presentation
- Whether the financial statements adequately refer to or describe the applicable financial reporting framework

.03 Once the first objective, forming an opinion, is met, then the second objective, expressing the opinion, can be met. If the auditor concludes that the financial statements are presented fairly, in all material respects, in accordance with the applicable financial reporting framework, the auditor should express an unmodified opinion. The guidance related to the basic form of the auditor's report resides in paragraphs .22–.41 of AU-C section 700 and is explained throughout the remainder of this section. The unmodified opinion should be in writing and include the following sections:

**Title.** The title should include the word "independent" to clearly indicate that it is the report of an independent auditor. The reference to independent affirms that the auditor has met all the relevant ethical requirements regarding independence.

**Addressee.** The auditor's report should be addressed to an appropriate addressee. This is normally those for whom the report is prepared. It may be addressed to the entity whose financial statements are being audited or those charged with governance. Occasionally, an auditor may be retained to audit the financial statements of an entity that is not a client; in such a case, the report may be addressed to the client and not to those charged with governance of the entity whose financial statements are being audited.

**Introductory Paragraph.** The introductory paragraph should (a) identify the entity whose financial statements have been audited, (b) state that the financial statements have been audited, (c) identify the title of each statement that comprises the financial statements, and (d) specify the date or period covered by each financial. The identification of the title of each statement that comprises the financial statements may be achieved by referencing the table of contents.

The auditor's report covers the complete set of financial statements, as defined by the applicable financial reporting framework. For example, in the case of many general purpose frameworks, the financial statements include a balance sheet, an income statement, a statement of changes in equity, and a cash flow statement, including related notes.

The identification of the title for each statement that the financial statements comprise may be achieved by listing them individually or by referencing the table of contents.

**Management's Responsibility for the Financial Statements.** This section should describe management's responsibility for the preparation and fair presentation of the financial statements. The description should include an explanation that management is responsible for the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework, which includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to error or fraud.

In some instances, a document containing the auditor's report may include a separate statement by management regarding its responsibility for the preparation of the financial statements. Generally accepted auditing standards (GAAS) do not permit including a reference to any separate statement by management about such responsibilities because this may lead users to erroneously believe that the auditor is providing assurances about representations made by management discussed elsewhere in the document.

**Auditor's Responsibility.** The section with this heading should describe that it is the auditor's responsibility to express an opinion on the financial statements based on the audit. This section should also include a statement that the audit was conducted in accordance with GAAS and that those standards require the auditor to plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The audit should be described by stating

- an audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements.
- the procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements. In assessing those risks, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control, and, accordingly, no such opinion is expressed. (If the auditor has a responsibility to express an opinion on the effectiveness of the internal control in conjunction with the audit of the financial statements, the auditor should omit the phrase "the auditor's consideration of internal control is not for the purpose of expressing an opinion on the effectiveness of internal control, and accordingly, no such opinion is expressed.")



- an audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of significant accounting estimates made by management, as well as the overall presentation of the financial statements.

The auditor's report should include a statement about whether the auditor believes that the audit evidence he or she has obtained is sufficient and appropriate to provide a basis for the auditor's opinion.

**Auditor's Opinion.** This section states the auditor's opinion that the financial statements present fairly, in all material respects, the financial position, results of operations, and cash flows in accordance with the applicable reporting framework and identifies the applicable reporting framework.

The auditor's opinion includes the identification of the financial statements as indicated in the introductory paragraph in order to describe the information that is the subject of the auditor's opinion.

**Other Reporting Responsibilities.** If the auditor addresses other reporting responsibilities in the auditor's report on the financial statements that are in addition to the auditor's responsibility under GAAS to report on the financial statements, these reporting responsibilities should be addressed in a separate section subtitled, "Report on Other Legal and Regulatory Requirements," or otherwise, as appropriate.

If this section is included, all the sections discussed earlier should be under the subtitle, "Report on the Financial Statements," and this section should follow it.

**Signature of the Auditor.** The signature should include the manual or printed signature of the auditor's firm. In certain situations, the auditor's report may be required by law or regulation to include the personal name and signature of the auditor, in addition to the auditor's firm.

**Auditor's Address.** The auditor's report should include the name of the city and state where the auditor practices or the issuing office, if different. Note that this requirement may be met by placing the report on firm letterhead that includes the firm's address.

**Date of the Auditor's Report.** The auditor's report should be dated no earlier than the date on which the auditor has obtained sufficient appropriate audit evidence on which to base the auditor's opinion on the financial statements, including evidence that the audit documentation has been reviewed, all the financial statements and notes have been prepared, and management has taken responsibility for the financial statements.

Exhibit 9020-1, "Single Year Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America," is an example of an unmodified auditor's report.

.04 The preceding reporting requirements include a requirement to indicate that the audit was conducted in accordance with GAAS and identify the United States of America as the country of origin of those standards. However, an auditor may indicate that the audit was also conducted in accordance with another set of auditing standards (for example, International Standards on Auditing, the standards of the PCAOB, or *Government Auditing Standards*). Paragraphs .42–.43 of AU-C section 700 address these situations. If the audit was conducted under GAAS and another set of auditing standards, the auditor's report should identify the other set of auditing standards, as well as their origin. The auditor should not refer to having conducted an audit in accordance with another set of auditing standards in addition to GAAS, unless the audit was conducted in accordance with both sets of standards in their entirety.

.05 According to paragraph .43 of AU-C section 700, when conducting an audit of financial statements in accordance with the standards of the PCAOB and the audit is not within the jurisdiction of the PCAOB as defined by the Sarbanes-Oxley Act of 2002 (the Act), as amended, the auditor is required to also conduct the audit in accordance with GAAS. In such circumstances, when the auditor refers to the standards of the PCAOB in addition to GAAS in the auditor's report, the auditor should use the form of report required by the standards of the PCAOB, amended to state that the audit was also conducted in accordance with GAAS.

.06 Exhibit 9020-2, "Consolidated Comparative Financial Statements Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America When the Audit Has Been Conducted

in Accordance With Both Auditing Standards Generally Accepted in the United States of America and International Standards on Auditing," is an example of reporting under GAAS and another set of auditing standards.

.07 In some circumstances, the entity may be required by law, regulation, or standards, or may voluntarily choose, to include in the basic financial statements information that is not required by the applicable financial reporting framework. If the information cannot be clearly differentiated from the financial statements because of its nature and how it is presented, the auditor's opinion should cover this information as required by paragraph .59 of AU-C section 700.

.08 If the information included in the basic financial statements is not required by the applicable financial reporting framework and is not necessary for fair presentation but is clearly differentiated, then such information may be identified as *unaudited* or as *not covered by the auditor's report*.

.09 Auditors may be engaged to audit financial statements at an interim date, which is a date other than the fiscal year end of the entity. The auditor's report will contain the same elements as discussed previously. Exhibit 9020-3, "Interim Period Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America," includes an example of an auditor's report for an interim date.

.10 Reporting on interim financial statements is different than reporting on initial accounting periods. When reporting on interim financial statements, the period covered by the financial statements is not the first year of an entity's operations. When reporting on the initial period, the auditors are reporting on the first year of operations, which may be for a 12-month or shorter period.

.11 Exhibit 9020-4, "Initial Accounting Period Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America," includes an example of an auditor's reporting for an initial accounting period.

.12 At times, an entity may also engage an auditor to report on a period of time greater than 12 months. The periods may or may not end on the entity's fiscal year end, but the report wording would be the same in either case. The auditor's report should clearly indicate the period covered as required by paragraph .25d of AU-C section 700. A report covering more than 12 months may relate to the initial audit of a new entity. For example, an entity may begin operations on October 1, 20X1, and have its first audit cover the period from October 1, 20X1, through December 31, 20X2, a period of 15 months. The reporting in this situation would be the same as illustrated in exhibit 9020-4. Occasionally, an entity that is not new may request a report covering more than 12 months. The reporting in this situation would be the same as it is for interim period reporting, as shown in exhibit 9020-3, except that the number of months indicated would be more than 12, rather than fewer.

## Illustrations of Auditor's Reports on Financial Statements

### Exhibit 9020-1—Single Year Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America

.13 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (single year).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

#### Independent Auditor's Report

[Appropriate Addressee]

#### **Report on the Financial Statements<sup>1</sup>**

We have audited the accompanying financial statements of ABC Company, which comprise the balance sheet as of December 31, 20X1, and the related statements of income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.<sup>2</sup> Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1, and the results of its operations and its cash flows

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<sup>1</sup> The subtitle, "Report on the Financial Statements," is unnecessary in circumstances when the second subtitle, "Report on Other Legal and Regulatory Requirements," is not applicable.

<sup>2</sup> In circumstances when the auditor also has responsibility to express an opinion on the effectiveness of internal control in conjunction with the audit of the consolidated financial statements, this sentence would be worded as follows: "In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances." In addition, the next sentence, "Accordingly, we express no such opinion." would not be included.

for the year then ended in accordance with accounting principles generally accepted in the United States of America.

**Report on Other Legal and Regulatory Requirements**

*[Form and content of this section of the auditor's report will vary depending on the nature of the auditor's other reporting responsibilities.]*

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*

## **Exhibit 9020-2—Consolidated Comparative Financial Statements Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America When the Audit Has Been Conducted in Accordance With Both Auditing Standards Generally Accepted in the United States of America and International Standards on Auditing**

.14 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.
- The financial statements are audited in accordance with auditing standards generally accepted in the United States of America and International Standards on Auditing.

### **Independent Auditor's Report**

*[Appropriate Addressee]*

We have audited the accompanying financial statements of ABC Company, which comprise the balance sheets as of December 31, 20X1 and 20X0, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

#### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and in accordance with International Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### ***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1 and 20X0, and the results of its operations and its cash

flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*

## Exhibit 9020-3—Interim Period Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America

.15 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (interim period).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

### Independent Auditor's Report

[Appropriate Addressee]

We have audited the accompanying financial statements of ABC Company, which comprise the balance sheet as of June 30, 20X1,<sup>1</sup> and the related statements of income, changes in stockholders' equity, and cash flows for the six months then ended,<sup>2</sup> and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of June 30, 20X1,<sup>3</sup> and the results of its operations and its cash flows for the

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<sup>1</sup> This interim report illustration differs from the report in exhibit 9020-1 in that the balance sheet date in the introductory and opinion paragraphs is the interim date.

<sup>2</sup> This interim report illustration differs from the report in exhibit 9020-1 in that the statements of income, changes in stockholders' equity, and cash flows are no longer "for the year then ended" but, instead, for the period that ends at the interim date, for example, "for the three months then ended."

<sup>3</sup> See footnote 1.

six months then ended<sup>4</sup> in accordance with accounting principles generally accepted in the United States of America.

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*

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<sup>4</sup> See footnote 2.



## Exhibit 9020-4—Initial Accounting Period Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America

.16 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (initial period).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

### Independent Auditor's Report

[Appropriate Addressee]

We have audited the accompanying financial statements of ABC Company, which comprise the balance sheet as of December 31, 20X1, and the related statements of income, changes in stockholders' equity, and cash flows for the period from inception (July 9, 20X1) to December 31, 20X1,<sup>1</sup> and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1, and the results of its operations and its cash flows for the

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<sup>1</sup> This report illustration differs from the report in exhibit 9020-1 in that the statements of income, changes in stockholders' equity, and cash flows are no longer "for the year then ended" but, instead, include wording "for the period from inception."

period from inception (July 9, 20X1) to December 31, 20X1<sup>2</sup> in accordance with accounting principles generally accepted in the United States of America.

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*

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<sup>2</sup> See footnote 1.

# AAM Section 9030

## *Modified Opinions*

This section contains the following reference from AICPA *Professional Standards*:

- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*

.01 The auditor may not have the ability to issue an unmodified auditor's report as a result of the financial statements being materially misstated, which includes departure from the applicable financial reporting framework (measurement or disclosure) or insufficient appropriate audit evidence. In addition, the auditor may request management to revise the financial statements when the auditor believes they need to be revised; however, management may refuse to do so. These circumstances may result in the issuance of a modified auditor's report or, potentially, the auditor's withdrawal from an engagement.

.02 AU-C section 705 addresses reporting when the auditor concludes that a modification to the auditor's opinion on the financial statements is necessary. This section establishes three types of modified opinions: qualified opinions, adverse opinions, and disclaimer of opinion. Before discussing the specifics of each type of the opinions mentioned, it is important to review the general circumstances that require a modification of the auditor's report.

.03 The decision regarding which type of modified opinion is appropriate depends upon the following:

- a. The nature of the matter giving rise to the modification (that is, whether the financial statements are materially misstated or, in the case of an inability to obtain sufficient appropriate audit evidence, may be materially misstated)
- b. The auditor's professional judgment about the pervasiveness of the effects, or possible effects, of the matter on the financial statements

.04 *Pervasive* is a term used in the context of misstatements to describe the effects of misstatements on the financial statements or the possible effects of misstatements on the financial statements, if any, that are undetected due to an inability to obtain sufficient appropriate audit evidence. Pervasive effects on the financial statements are those that, in the auditor's professional judgment

- are not confined to specific elements, accounts, or items of the financial statements;
- if so confined, represent, or could represent, a substantial proportion of the financial statements; or
- with regard to disclosures, are fundamental to the users' understanding of the financial statements.

.05 Based on the guidance in paragraph .29 of AU-C section 705, when the auditor expects to modify the opinion in the auditor's report, the auditor should communicate with those charged with governance the circumstances that led to the expected modification and the proposed wording of the modification.

### Qualified Opinion

.06 As described in paragraph .08 of AU-C section 705, the auditor should express a qualified opinion under two circumstances: first, when the auditor, having obtained sufficient appropriate audit evidence, concludes that misstatements, individually or in the aggregate, are material but not pervasive to the financial statements, and second, when the auditor is unable to obtain sufficient appropriate audit evidence on which to base the

opinion, but the auditor concludes that the possible effects on the financial statements of undetected misstatements, if any, could be material but not pervasive. A qualified opinion uses "except for" to indicate that the auditors are satisfied with the financial statements as a whole, except for a particular item.

## Adverse Opinion

.07 The auditor should express an adverse opinion, as explained in paragraph .09 of AU-C section 705, when the auditor, having obtained sufficient appropriate audit evidence, concludes that misstatements, individually or in the aggregate, are both material and pervasive to the financial statements.

.08 Adverse opinions are rare in practice because their implications are so serious that they usually cause the company to correct the financial statements. However, as with all modified opinions, when an adverse opinion is rendered, auditors describe in a separate paragraph of their report the reasons for the adverse opinion and, if reasonably determinable, their effects on the financial statements.

.09 In accordance with paragraph .15 of AU-C section 705, when the auditor considers it necessary to express an adverse opinion on the financial statements as a whole, the auditor's report also should not include an unmodified opinion with respect to the same financial reporting framework on a single financial statement or one or more specific elements, accounts, or items of a financial statement. To include such an unmodified opinion in the same report in these circumstances would contradict the auditor's adverse opinion on the financial statements as a whole.

## Disclaimer of Opinion

.10 Paragraph .10 of AU-C section 705 explains that the auditor should disclaim an opinion when the auditor is unable to obtain sufficient appropriate audit evidence on which to base the opinion, and the auditor concludes that the possible effects on the financial statements of undetected misstatements, if any, could be both material and pervasive.

.11 For example, in accordance with paragraph .16 of AU-C section 705, when the auditor is not independent but is required by law or regulation to report on the financial statements, the auditor should disclaim an opinion and should specifically state that the auditor is not independent. The auditor is neither required to provide, nor precluded from providing, the reasons for the lack of independence; however, if the auditor chooses to provide the reasons for the lack of independence, the auditor should include all the reasons therefore.

.12 Also, as stated in paragraph .15 of AU-C section 705, when the auditor considers it necessary to disclaim an opinion on the financial statements as a whole, the auditor's report also should not include an unmodified opinion with respect to the same financial reporting framework on a single financial statement or one or more specific elements, accounts, or items of a financial statement. To include such an unmodified opinion in the same report in these circumstances would contradict the auditor's disclaimer of opinion on the financial statements as a whole.

.13 The following exhibit illustrates how specific circumstances and materiality affect the type of report that auditors issue.

.14

**Exhibit 9030-1—Types of Auditor Opinions**

<i>Type of Report</i>	<i>Circumstance</i>	<i>Materiality</i>	<i>How to Modify the Auditor's Report</i>
<b>Qualified opinion</b>	Financial statements are materially misstated	Material but not pervasive	Add a separate explanatory paragraph preceding the opinion paragraph and qualify the opinion (except for). Include a heading that includes "Basis for Qualified Opinion."
	Inability to obtain sufficient appropriate audit evidence	Material but not pervasive	Modify the scope paragraph, add a separate explanatory paragraph preceding the opinion paragraph, and qualify the opinion (except for). Include a heading that includes "Basis for Qualified Opinion."
<b>Adverse opinion</b>	Financial statements are materially misstated	Material and pervasive	Add a separate explanatory paragraph preceding the opinion paragraph and modify the opinion to state "do not present fairly in accordance with" the applicable financial reporting framework. Include a heading that includes "Basis for Adverse Opinion."
<b>Disclaimer of opinion</b>	Inability to obtain sufficient appropriate audit evidence	Material and pervasive	Modify the introductory paragraph, delete the scope paragraph, add a separate explanatory paragraph, and modify the opinion paragraph to state "we do not express an opinion." Include a heading that includes "Basis for Disclaimer of Opinion."
	Not independent but is required by law or regulation to report on the financial statements	N/A	Disclaim an opinion and specifically state that the auditor is not independent. Include a heading that includes "Basis for Disclaimer of Opinion."

**Basis for Modification Paragraph**

.15 In accordance with paragraph .17 of AU-C section 705, when the auditor modifies the opinion on the financial statements, the auditor should, in addition to the specific elements required in section 9020, "Unmodified Opinions," include a paragraph in the auditor's report that provides a description of the matter giving rise to the modification. The auditor should place this paragraph immediately before the opinion paragraph in the auditor's report and use a heading that includes "Basis for Qualified Opinion," "Basis for Adverse Opinion," or "Basis for Disclaimer of Opinion," as appropriate.

.16 As stated in paragraph .22 of AU-C section 705, even if the auditor has expressed an adverse opinion or disclaimed an opinion on the financial statements, the auditor should

- a. describe in the basis for modification paragraph any other matters of which the auditor is aware that would have required a modification to the opinion and the effects thereof and
- b. consider the need to describe in an emphasis-of-matter or other-matter paragraph(s) any other matters of which the auditor is aware that would have resulted in additional communications in the auditor's report on the financial statements that are not modifications of the auditor's opinion.

## Opinion Paragraph

.17 Paragraph .23 of AU-C section 705 states when the auditor modifies the audit opinion, the auditor should use a heading that includes "Qualified Opinion," "Adverse Opinion," or "Disclaimer of Opinion," as appropriate, for the opinion paragraph.

.18 If the auditor concludes the opinion on the financial statements should be qualified or adverse, the format of the auditor's report changes. A summary of the changes follows.

### Description of the Auditor's Responsibility When the Auditor Expresses a Qualified or Adverse Opinion

.19 Paragraph .27 of AU-C section 705 explains that when the auditor expresses a qualified or adverse opinion, the auditor should amend the description of the auditor's responsibility to state that the auditor believes that the audit evidence the auditor has obtained is sufficient and appropriate to provide a basis for the auditor's modified audit opinion.

.20 The paragraph that is included will remain the same as that of an unmodified report, except the last sentence of the section that describes the auditor's responsibilities will indicate "qualified" or "adverse." The following illustrates the change that will be included:

- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.
- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse audit opinion.

### Description of the Auditor's Responsibility When the Auditor Disclaims an Opinion

.21 Paragraph .28 of AU-C section 705 explains the changes to the standard paragraph describing the auditor's responsibility. When the auditor disclaims an opinion due to an inability to obtain sufficient appropriate audit evidence, the auditor should amend the introductory paragraph of the auditor's report to state that the auditor was engaged to audit the financial statements. The auditor should also amend the description of the auditor's responsibility and the description of the scope of the audit to state only: "Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter(s) described in the basis for disclaimer of opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion."

.22 A discussion of the modifications to the auditor's report as a result of material misstatements is discussed in section 9040, "Material Misstatements." The discussion related to the inability to obtain sufficient appropriate audit evidence is contained in section 9050, "Inability to Obtain Sufficient Appropriate Audit Evidence."

### Withdrawal From an Audit Engagement

.23 There may be situations when the auditor concludes it is necessary to withdraw from an engagement instead of expressing a modified opinion. The practicality of withdrawing from the audit may depend on the stage of completion of the engagement at the time that management imposes the scope limitation. If the auditor has substantially completed the audit, the auditor may decide to complete the audit to the extent possible, disclaim an opinion, and explain the scope limitation in the basis for disclaimer of opinion paragraph.

.24 In accordance with paragraph .14 of AU-C section 705, if the auditor concludes that withdrawal is necessary, the auditor should communicate to those charged with governance any matters regarding misstatements

identified during the audit that would have given rise to a modification of the opinion. The auditor may also consider consulting legal counsel, if appropriate. Examples of situations when it may be necessary to withdraw from an engagement or client relationship include unauditible records, the denial of access to information the auditor considers necessary to perform the audit, detection of fraud or illegal acts, or other scope limitations.

.25 There may be circumstances when withdrawal from the audit may not be possible if the auditor is required by law or regulation to continue the audit engagement. This may be the case for an auditor who is appointed to audit the financial statements of governmental entities. It may also be the case in circumstances when the auditor is appointed to audit the financial statements covering a specific period, or appointed for a specific period, and is prohibited from withdrawing before the completion of the audit of those financial statements or before the end of that period, respectively. In these circumstances, the auditor may also consider it necessary to include an other-matter paragraph in the auditor's report.





# AAM Section 9040

## *Material Misstatements*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 450, *Evaluation of Misstatements Identified During the Audit*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*

.01 The auditor may not have the ability to issue an unmodified auditor's report as a result of the financial statements being materially misstated. AU-C section 450 provides guidance and establishes requirements for the auditor's responsibility to evaluate the effect of uncorrected misstatements on the financial statements. In accordance with paragraphs .07–.09 of AU-C section 450, although the auditor should request that management correct misstatements accumulated during the audit, management may refuse to correct some or all of them. In that situation, the auditor should obtain an understanding of management's reasons for not making the corrections and should take that understanding into account when evaluating whether the financial statements as a whole are free from material misstatement.

.02 A *misstatement* is defined as a difference between the amount, classification, presentation, or disclosure of a reported financial statement item and the amount, classification, presentation, or disclosure that is required for the item to be presented fairly in accordance with the applicable financial reporting framework. Accordingly, a material misstatement of the financial statements may arise in relation to the following:

- The appropriateness of the selected accounting policies
- The application of the selected accounting policies
- The appropriateness of the financial statement presentation or the appropriateness or adequacy of disclosures in the financial statements

.03 With regard to the appropriateness of the accounting policies management has selected, material misstatements of the financial statements may arise when the selected accounting policies are not in accordance with the applicable financial reporting framework, or the financial statements, including the related notes, do not represent the underlying transactions and events in a manner that achieves fair presentation.

.04 With regard to the application of the selected accounting policies, material misstatements of the financial statements may arise in one of two ways. The first is when management has not applied the selected accounting policies in accordance with the financial reporting framework, including when management has not applied the selected accounting policies consistently between periods or to similar transactions and events (consistency in application). The second is due to the method of application of the selected accounting policies (such as an unintentional error in application).

.05 With regard to the appropriateness of the financial statement presentation or the appropriateness or adequacy of disclosures in the financial statements, material misstatements of the financial statements may arise when

- the financial statements do not include all the disclosures required by the applicable financial reporting framework;
- the disclosures in the financial statements are not presented in accordance with the applicable financial reporting framework;
- the financial statements do not provide the disclosures necessary to achieve fair presentation; or

- information required to be presented in accordance with the applicable financial reporting framework is omitted either because a required statement (for example, a statement of cash flows) has not been included, or the information has not otherwise been disclosed in the financial statements.

## Management Estimates

.06 Financial reporting frameworks often call for neutrality (that is, freedom from bias). However, accounting estimates are imprecise and can be influenced by management judgment. Such judgment may involve unintentional or intentional management bias (for example, as a result of motivation to achieve a desired result). The susceptibility of an accounting estimate to management bias increases with the subjectivity involved in making it. Unintentional management bias and the potential for intentional management bias are inherent in subjective decisions that are often required in making an accounting estimate.

.07 During the audit, the auditor may become aware of judgments and decisions made by management that give rise to indicators of possible management bias. Such indicators may affect the auditor's evaluation of whether the financial statements as a whole are free from material misstatement. Examples of indicators of possible management bias include the following:

- Changes in an accounting estimate, or the method for making it, when management has made a subjective assessment that there has been a change in circumstances
- The use of an entity's own assumptions for fair value accounting estimates when they are inconsistent with observable market assumptions
- The selection or construction of significant assumptions that yield a point estimate favorable for management objectives
- The selection of a point estimate that may indicate a pattern of optimism or pessimism

## Basis for Modification Paragraph

.08 When the auditor modifies the opinion on the financial statements, the auditor should, in addition to the specific elements required in section 9030, "Modified Opinions," include a paragraph in the auditor's report that provides a description of the matter giving rise to the modification. The auditor should place this paragraph immediately before the opinion paragraph in the auditor's report and use a heading that includes "Basis for Qualified Opinion," "Basis for Adverse Opinion," or "Basis for Disclaimer of Opinion," as appropriate. The guidance related to the "Basis for Modification" paragraph resides in paragraphs .17-.22 of AU-C section 705.

.09 If there is a material misstatement of the financial statements that relates to specific amounts in the financial statements (including quantitative disclosures), the auditor should include in the basis for modification paragraph a description and quantification of the financial effects of the misstatement, unless impracticable. If it is not practicable to quantify the financial effects, the auditor should so state in the basis for modification paragraph.

.10 If there is a material misstatement of the financial statements that relates to narrative disclosures, the auditor should include in the basis for modification paragraph an explanation of how the disclosures are misstated.

.11 If there is a material misstatement of the financial statements that relates to the omission of information required to be presented or disclosed, the auditor should

- discuss the omission of such information with those charged with governance;
- describe in the basis for modification paragraph the nature of the omitted information; and
- include the omitted information, provided that it is practicable to do so, and the auditor has obtained sufficient appropriate audit evidence about the omitted information.

- .12 Even if the auditor has expressed an adverse opinion on the financial statements, the auditor should
- describe in the basis for modification paragraph any other matters of which the auditor is aware that would have required a modification to the opinion and the effects thereof and
  - consider the need to describe in an emphasis-of-matter or other-matter paragraph(s) any other matters of which the auditor is aware that would have resulted in additional communications in the auditor's report on the financial statements that are not modifications of the auditor's opinion.

## Opinion Paragraph

.13 Paragraphs .23–.25 of AU-C section 705 explain the changes to the opinion paragraph. When the auditor modifies the audit opinion, the auditor should use a heading that includes "Qualified Opinion," "Adverse Opinion," or "Disclaimer of Opinion," as appropriate, for the opinion paragraph.

.14 When the auditor expresses a qualified opinion due to a material misstatement in the financial statements, the auditor should state in the opinion paragraph that, in the auditor's opinion, except for the effects of the matter(s) described in the basis for qualified opinion paragraph, the financial statements are presented fairly, in all material respects, in accordance with the applicable financial reporting framework. When the modification arises from an inability to obtain sufficient appropriate audit evidence, the auditor should use the corresponding phrase "except for the possible effects of the matter(s) ..." for the modified opinion. The inability to obtain sufficient appropriate audit evidence is discussed in section 9050, "Inability to Obtain Sufficient Appropriate Audit Evidence."

.15 When the auditor expresses an adverse opinion, the auditor should state in the opinion paragraph that, in the auditor's opinion, because of the significance of the matter(s) described in the basis for adverse opinion paragraph, the financial statements are not presented fairly in accordance with the applicable financial reporting framework.



## AAM Section 9050

# *Inability to Obtain Sufficient Appropriate Audit Evidence*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 210, *Terms of Engagement*
- AU-C section 402, *Audit Considerations Relating to an Entity Using a Service Organization*
- AU-C section 501, *Audit Evidence—Specific Considerations for Selected Items*
- AU-C section 580, *Written Representations*
- AU-C section 620, *Using the Work of an Auditor's Specialist*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*

.01 The auditor may not have the ability to issue an unmodified auditor's report as a result of insufficient appropriate audit evidence.

.02 The auditor's inability to obtain sufficient appropriate audit evidence (also referred to as a *limitation on the scope of the audit*) may arise from circumstances beyond the control of the entity, circumstances relating to the nature or timing of the auditor's work, or limitations imposed by management.

.03 An inability to perform a specific procedure does not constitute a limitation on the scope of the audit if the auditor is able to obtain sufficient appropriate audit evidence by performing alternative procedures. Likewise, if the auditor has identified a specific procedure that should be performed in response to an assessed risk of material misstatement at the assertion level, it may not be possible to perform alternate procedures in order to obtain sufficient appropriate audit evidence. For example, the auditor may determine that a written response to a positive confirmation request is necessary to obtain sufficient appropriate audit evidence. Such circumstances may include when information available to corroborate management's assertion(s) is only available outside the entity or when specific fraud risk factors, such as the risk of management override of controls or the risk of collusion, which can involve employee(s) or management, or both, prevent the auditor from relying on evidence from the entity.

.04 Another example of when sufficient appropriate audit evidence may not be obtained is when investments in securities are valued based on an investee's financial results, excluding investments accounted for using the equity method of accounting. The auditor should obtain sufficient appropriate audit evidence in support of the investee's financial results, as described by paragraph .04 of AU-C section 501, by performing appropriate procedures such as the following:

- Obtain and read available financial statements of the investee and the accompanying audit report, if any, including determining whether the report of the other auditor is satisfactory for this purpose.
- If the investee's financial statements are not audited, or if the audit report on such financial statements is not satisfactory to the auditor, apply or request that the investor entity arrange with the investee to have another auditor apply appropriate auditing procedures to such financial statements, considering the materiality of the investment in relation to the financial statements of the investor entity.
- If the carrying amount of the investment reflects factors that are not recognized in the investee's financial statements or fair values of assets that are materially different from the investee's carrying amounts, obtain sufficient appropriate audit evidence in support of such amounts.

- If the difference between the financial statement period of the entity and the investee has, or could have, a material effect on the entity's financial statements, determine whether the entity's management has properly considered the lack of comparability and determine the effect, if any, on the auditor's report.

If the auditor is not able to obtain sufficient appropriate audit evidence because of an inability to perform one or more of these procedures, the auditor determines the effect on the auditor's opinion.

**.05** The auditor should request, through letter(s) of inquiry, the entity's legal counsel to inform the auditor of any litigation, claims, assessments, and unasserted claims that the counsel is aware of, together with an assessment of the outcome of the litigation, claims, and assessments, and an estimate of the financial implications, including costs involved. For more information on the requirements of the communication with the entity's legal counsel, see paragraphs .18–.24 of AU-C section 501.

**.06** The auditor should modify the opinion in the auditor's report if

- the entity's legal counsel refuses to respond appropriately to the letter of inquiry, and the auditor is unable to obtain sufficient appropriate audit evidence by performing alternative audit procedures, or
- management refuses to give the auditor permission to communicate or meet with the entity's external legal counsel.

**.07** The legal counsel may be unable to respond concerning the likelihood of an unfavorable outcome of litigation, claims, and assessments or the amount or range of potential loss because of inherent uncertainties. Factors influencing the likelihood of an unfavorable outcome sometimes may not be within the legal counsel's competence to judge; historical experience of the entity in similar litigation or the experience of other entities may not be relevant or available, and the amount of the possible loss frequently may vary widely at different stages of litigation. Consequently, the legal counsel may not be able to form a conclusion with respect to such matters. In such circumstances, the auditor may conclude that the financial statements are affected by an uncertainty concerning the outcome of a future event that cannot be reasonably estimated. If the auditor is unable to obtain sufficient appropriate audit evidence to conclude that the financial statements as a whole are free from material misstatement, the auditor is required to modify the opinion in addressing the effect, if any, of the legal counsel's response on the auditor's report as a result of the scope limitation.

**.08** If the auditor believes that there may be actual or potential material litigation, claims, or assessments, and the entity has not engaged external legal counsel relating to such matters, the auditor may discuss with the client the possible need to consult legal counsel to assist the client in determining the appropriate measurement, recognition, or disclosure of related liabilities or loss contingencies in the financial statements, in accordance with the applicable financial reporting framework. Depending on the significance of the matter(s), refusal by management to consult legal counsel in these circumstances may result in a scope limitation of the audit sufficient to preclude an unmodified opinion.

**.09** The inability to observe inventory may also result in an inability to obtain sufficient appropriate audit evidence. In some cases, attendance is impracticable, and alternative audit procedures (for example, observing a current physical inventory count and reconciling it to the opening inventory quantities or inspection of documentation of the subsequent sale of specific inventory items acquired or purchased prior to the physical inventory counting) may provide sufficient appropriate audit evidence about the existence and condition of inventory. If the audit covers the current period and one or more periods for which the auditor had not observed or made some physical counts of prior inventories, alternative audit procedures, such as tests of prior transactions or reviews of the records of prior counts, may provide sufficient appropriate audit evidence about the prior inventories. The effectiveness of the alternative procedures that an auditor may perform is affected by the length of the period that the alternative procedures cover.

**.10** In other cases, however, it may not be possible to obtain sufficient appropriate audit evidence regarding the existence and condition of inventory by performing alternative audit procedures. In such cases, the auditor is required to modify the opinion in the auditor's report as a result of the scope limitation.

.11 In some entities, controls over related party relationships and transactions within some entities may be deficient or nonexistent for a number of reasons, such as the following:

- The low importance attached by management to identifying and disclosing related party relationships and transactions
- The lack of appropriate oversight by those charged with governance
- An intentional disregard for such controls because related party disclosures may reveal information that management considers sensitive (for example, the existence of transactions involving family members of management)
- An insufficient understanding by management of the applicable related party disclosure requirements

.12 When such controls are ineffective or nonexistent, the auditor may be unable to obtain sufficient appropriate audit evidence about related party relationships and transactions. If this is the case, the auditor would consider modifying the audit report.

.13 The auditor is required to obtain an understanding of the control environment and internal controls of an entity and to assess the risk of material misstatement. Risks at the financial statement level may derive, in particular, from a deficient control environment, although these risks also may relate to factors such as declining economic conditions. For example, deficiencies such as management's lack of competence may have a more pervasive effect on the financial statements and may require an overall response by the auditor.

.14 The auditor's understanding of internal control may raise doubts about the auditability of an entity's financial statements. For example, concerns about the integrity of the entity's management may be so serious that the auditor concludes that the risk of management misrepresentation in the financial statements is such that an audit cannot be conducted. In addition, concerns about the condition and reliability of an entity's records may cause the auditor to conclude that it is unlikely that sufficient appropriate audit evidence will be available to support an unmodified opinion on the financial statements.

.15 The auditor is required to determine in these circumstances whether a need exists for the auditor to express a qualified or adverse opinion or disclaim an opinion or, as may be required in some cases, to withdraw from the engagement when withdrawal is possible under applicable law or regulation.

.16 Some audits involve the use of a service organization auditor's reports as a means to obtain sufficient appropriate audit evidence. If the user auditor is unable to obtain sufficient appropriate audit evidence regarding the services provided by the service organization relevant to the audit of the user entity's financial statements, it would be appropriate to modify the opinion on the financial statements.

.17 The auditor may reference the work of a service organization auditor if it is relevant to an understanding of a modification of the user auditor's opinion; the user auditor's report should, however, indicate that such reference does not diminish the user auditor's responsibility for that opinion, as explained in paragraph .22 of AU-C section 402.

.18 Audits may also involve the use of an external specialist as part of obtaining sufficient appropriate audit evidence as discussed in AU-C section 620. If the use of an auditor's specialist is necessary to evaluate the work of a management specialist, the auditor should evaluate the adequacy of the work of the auditor's specialist for the auditor's purposes in accordance with paragraph .12 of AU-C section 620.

.19 If the auditor determines that the work of the auditor's specialist is not adequate for the auditor's purposes, the auditor should agree with the auditor's specialist on the nature and extent of further work to be performed by the auditor's specialist or perform additional audit procedures appropriate to the circumstances as discussed in paragraph .13 of AU-C section 620. If the auditor concludes that the work of the auditor's specialist is not adequate for the auditor's purposes and the auditor cannot resolve the matter through the additional audit procedures, it may be necessary to express a modified opinion in the auditor's report.

.20 If management, or those charged with governance of an entity, that is not required by law or regulation to have an audit impose a limitation on the scope of the auditor's work in the terms of a proposed audit

engagement, such that the auditor believes the limitation will result in the auditor disclaiming an opinion on the financial statements as a whole, the auditor should not accept such a limited engagement as an audit engagement as discussed in paragraph .07 of AU-C section 210.

.21 Scope limitations may be imposed by management or by circumstances. Examples of scope limitations that would not preclude the auditor from accepting the engagement include the following:

- A restriction imposed by management that the auditor believes will result in a qualified opinion
- A restriction imposed by circumstances beyond the control of management

.22 If management, or those charged with governance of an entity that is required by law or regulation to have an audit, imposes such a scope limitation and a disclaimer of opinion is acceptable under the applicable law or to the regulator, the auditor is permitted, but not required, to accept the engagement.

.23 If after accepting the engagement, the auditor becomes aware that management has imposed a limitation on the scope of the audit that the auditor considers likely to result in the need to express a qualified opinion or to disclaim an opinion on the financial statements, the auditor should request that management remove the limitation as explained in paragraph .11 of AU-C section 705. Paragraph .12 of AU-C section 705 further addresses that if management refuses to remove the limitation, the auditor should communicate the matter to those charged with governance, unless all of those charged with governance are involved in managing the entity, and determine whether it is possible to perform alternative procedures to obtain sufficient appropriate audit evidence.

.24 If the auditor is unable to obtain sufficient appropriate audit evidence due to a management-imposed limitation and the auditor concludes that the possible effects on the financial statements of undetected misstatements, if any, could be both material and pervasive, the auditor should either disclaim an opinion on the financial statements or, when practicable, withdraw from the audit as explained in paragraph .13 of AU-C section 705.

.25 The practicality of withdrawing from the audit may depend on the stage of completion of the engagement at the time that management imposes the scope limitation. If the auditor has substantially completed the audit, the auditor may decide to complete the audit to the extent possible, disclaim an opinion, and explain the scope limitation in the basis for disclaimer of opinion paragraph. Paragraph .14 of AU-C section 705 addresses when the auditor withdraws from an engagement. Before withdrawing, the auditor should communicate to those charged with governance any matters regarding misstatements identified during the audit that would have given rise to a modification of the opinion.

.26 For example, if management refuses to allow the auditor to perform external confirmation procedures, the auditor could

- inquire about management's reasons for the refusal and seek audit evidence about their validity and reasonableness;
- evaluate the implications of management's refusal on the auditor's assessment of the relevant risks of material misstatement, including the risk of fraud, and on the nature, timing, and extent of other audit procedures; and
- perform alternative audit procedures designed to obtain relevant and reliable audit evidence.

.27 If the auditor concludes that management's refusal to allow the auditor to perform external confirmation procedures is unreasonable or the auditor is unable to obtain relevant and reliable audit evidence from alternative audit procedures, the auditor should communicate with those charged with governance. The auditor would also determine the implications for the audit and the auditor's opinion.

.28 Paragraph .26 of AU-C section 580 contains guidance related to written representations from management. Management's refusal to furnish written representations constitutes a limitation on the scope of the audit. If management does not provide one or more of the requested written representations, the auditor



should discuss the matter with management, reevaluate the integrity of management and evaluate the effect that this may have on the reliability of representations (oral or written) and audit evidence in general, and take appropriate actions, including determining the possible effect on the opinion in the auditor's report.

.29 Such refusal is often sufficient to preclude an unmodified opinion and may cause an auditor to disclaim an opinion or withdraw from the engagement when withdrawal is possible under applicable law or regulation. However, based on the nature of the representations not obtained or the circumstances of the refusal, the auditor may conclude that a qualified opinion is appropriate.

.30 The auditor's opinion is modified when the auditor expresses a qualified or adverse opinion or disclaims an opinion. The changes include modifications to the following sections of the auditor's report.

## Auditor's Responsibility

.31 When the auditor expresses a qualified or an adverse opinion, the auditor amends the description of the auditor's responsibility to state that the auditor believes that the audit evidence obtained is sufficient and appropriate to provide a basis for the auditor's qualified or adverse opinion.

.32 If the auditor disclaims an opinion due to an inability to obtain sufficient appropriate audit evidence, the auditor amends the introductory paragraph to state that the auditor was engaged to audit the financial statements. The auditor also amends the description of the auditor's responsibility and the description of the scope of the audit to state, "Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter(s) described in the basis for disclaimer of opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion."

## Basis for Modification Paragraph

.33 When the auditor modifies the opinion on the financial statements, the auditor should, in accordance with paragraph .17 of AU-C section 705, include a paragraph in the auditor's report that provides a description of the matter giving rise to the modification, in addition to the specific elements required in section 9040, "Material Misstatements." The auditor should place this paragraph immediately before the opinion paragraph in the auditor's report and use a heading that includes "Basis for Qualified Opinion," "Basis for Adverse Opinion," or "Basis for Disclaimer of Opinion," as appropriate.

.34 If the modification results from an inability to obtain sufficient appropriate audit evidence, the auditor should include in the basis for modification paragraph the reasons for that inability as explained in paragraph .21 of AU-C section 705.

## Opinion Paragraph

.35 When the auditor modifies the audit opinion, the auditor should use a heading that includes "Qualified Opinion," "Adverse Opinion," or "Disclaimer of Opinion," as appropriate, for the opinion paragraph as described in paragraphs .23–.26 of AU-C section 705.

.36 When the auditor disclaims an opinion due to an inability to obtain sufficient appropriate audit evidence, the auditor should state in the opinion paragraph that because of the significance of the matter(s) described in the basis for disclaimer of opinion paragraph, the auditor has not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and, accordingly, the auditor does not express an opinion on the financial statements.



## AAM Section 9060

# *Additional Communications in the Auditor's Report—Emphasis-of-Matter Paragraphs*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 560, *Subsequent Events and Subsequently Discovered Facts*
- AU-C section 570, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*
- AU-C section 706, *Emphasis-of-Matter Paragraphs and Other-Matter Paragraphs in the Independent Auditor's Report*
- AU-C section 708, *Consistency of Financial Statements*

.01 The auditor, having formed an opinion on the financial statements, may be required to, or using professional judgment consider it necessary to, draw the users' attention to a matter appropriately presented or disclosed in the financial statements that is of such importance that it is fundamental to users' understanding of the financial statements. The auditor, in accordance with paragraphs .06–.07 of AU-C section 706, should include an emphasis-of-matter paragraph in the auditor's report, provided that the auditor has obtained sufficient appropriate audit evidence that the matter is not materially misstated in the financial statements. Such a paragraph should refer only to information presented or disclosed in the financial statements. To include information in an emphasis-of-matter paragraph about a matter beyond what is presented or disclosed in the financial statements may raise questions about the appropriateness of such presentation or disclosure.

.02 When the auditor includes an emphasis-of-matter paragraph in the auditor's report, the auditor should

- include it immediately after the opinion paragraph in the auditor's report,
- use the heading "Emphasis of Matter" or other appropriate heading,
- include in the paragraph a clear reference to the matter being emphasized and to where relevant disclosures that fully describe the matter can be found in the financial statements, and
- indicate that the auditor's opinion is not modified with respect to the matter emphasized.

.03 An emphasis-of-matter paragraph is required by generally accepted auditing standards in certain circumstances related to subsequently discovered facts, the auditor's consideration of the entity's ability to continue as a going concern, consistency of financial statements, and financial statements prepared in accordance with special purpose frameworks. The first three are discussed later in this section; requirements related to special purpose frameworks are discussed in section 9090, "Special Purpose Frameworks."

### Subsequently Discovered Facts

.04 The auditor is not required to perform any audit procedures regarding the financial statements after the date of the auditor's report, as addressed in paragraphs .12–.14 of AU-C section 560. However, if a subsequently discovered fact becomes known to the auditor before or after the report release date, the auditor should discuss the matter with management and, when appropriate, those charged with governance, and determine whether the financial statements need revision and, if so, inquire how management intends to address the matter in the financial statements.

.05 If the matter was discovered prior to the report release date and management revises the financial statements, the auditor should perform the audit procedures necessary in the circumstances on the revision. The auditor then has two methods available for dating the auditor's report. The auditor may include an additional date limited to the revision (that is, dual-date the auditor's report for that revision) or date the auditor's report as of a later date. In the former instance, the auditor's responsibility for events occurring subsequent to the original date of the auditor's report is limited to the specific event described in the relevant note to the financial statements. In the latter instance, the auditor's responsibility for subsequent events extends to the new date of the auditor's report on the revised financial statements.

.06 When the auditor includes an additional date limited to the revision (a dual date), the original date of the auditor's report on the financial statements prior to their subsequent revision by management remains unchanged because this date informs the reader about when the auditor obtained sufficient appropriate audit evidence with respect to those financial statements prior to their subsequent revision. However, an additional date is included in the auditor's report to inform users that the auditor's procedures subsequent to the original date of the auditor's report were limited to the subsequent revision of the financial statements. The following is an illustration of such wording:

(Date of auditor's report), except as to note Y, which is as of (date of completion of audit procedures limited to revision described in note Y).

.07 If management does not revise the financial statements in circumstances when the auditor believes they need to be revised, the auditor should modify the opinion (express a qualified opinion or an adverse opinion), as addressed in AU-C section 705 and discussed in section 9030, "Modified Opinions."

.08 New information may also come to the auditor's attention after the report release date. Paragraphs .15-.18 of AU-C section 560 address the responsibilities of the auditor.

.09 If management revises the financial statements and the auditor's opinion on the financial statements is not impacted, the auditor should select one of the two reporting methods discussed earlier.

.10 If management revises the financial statements and the auditor's opinion on the revised financial statements differs from the opinion the auditor previously expressed, the auditor should disclose the following matters in an emphasis-of-matter or other-matter paragraph (discussed in section 9070, "Additional Communications in the Auditor's Report—Other-Matter Paragraphs"):

- The date of the auditor's previous report.
- The type of opinion previously expressed.
- The substantive reasons for the different opinion.
- The auditor's opinion on the revised financial statements is different from the auditor's previous opinion.

.11 If management does not revise the financial statements in circumstances when the auditor believes they need to be revised and if the audited financial statements have not been made available to third parties, the auditor should notify management and those charged with governance—unless all of those charged with governance are involved in managing the entity—not to make the audited financial statements available to third parties before the necessary revisions have been made and a new auditor's report on the revised financial statements has been provided.

.12 If the audited financial statements are, nevertheless, subsequently made available to third parties without the necessary revisions or if the audited financial statements had been made available to third parties, the auditor should assess whether the steps taken by management are timely and appropriate to ensure that anyone in receipt of the audited financial statements is informed of the situation, including that the audited financial statements are not to be relied upon.

.13 If management does not take the necessary steps to ensure that anyone in receipt of the audited financial statements is informed of the situation, the auditor should notify management and those charged with

governance—unless all of those charged with governance are involved in managing the entity—that the auditor will seek to prevent future reliance on the auditor's report. If, despite such notification, management or those charged with governance do not take the necessary steps, the auditor should take appropriate action to seek to prevent reliance on the auditor's report. In this circumstance, the auditor may consider it appropriate to seek legal advice.

## The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern

.14 AU-C section 570 addresses the auditor's responsibilities in the audit of financial statements relating to the entity's ability to continue as a going concern and the implications for the auditor's report.

FASB ASC 205-40 provides guidance in U.S. generally accepted accounting principles (GAAP) about management's responsibility to evaluate an entity's ability to continue as a going concern and to provide related footnote disclosures. Previously, no such guidance existed in GAAP issued by FASB. It also notes that:

- a. The term *substantial doubt about an entity's ability to continue as a going concern* (substantial doubt) is defined as follows:

Substantial doubt about an entity's ability to continue as a going concern exists when conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued when applicable). The term probable is used consistently with its use in Topic 450 on contingencies.

- b. An evaluation is required every reporting period, including interim periods
- c. The mitigating effect of management's plans should be considered only to the extent it is probable the plans will be effectively implemented and mitigate the conditions or events giving rise to substantial doubt
- d. Certain disclosures are required when substantial doubt is alleviated as a result of consideration of management's plan
- e. An explicit statement in the footnotes that there is substantial doubt and other disclosures when substantial doubt is not alleviated is required
- f. An evaluation for a period of one year after the date that the financial statements are issued (or available to be issued) is required<sup>1</sup>

.15 According to paragraph .21 of AU-C section 570, if the auditor concludes that management's use of the going concern basis of accounting is appropriate in the circumstances but substantial doubt exists about an entity's ability to continue as a going concern for a reasonable period of time, the auditor should evaluate the adequacy of the financial statement disclosures as required by the applicable financial reporting framework.

.16 If conditions or events, considered in the aggregate, have been identified that raise substantial doubt that the entity's ability to continue as a going concern for a reasonable period of time but, based on the audit evidence obtained, the auditor concludes that substantial doubt has been alleviated by management's plans, the auditor should evaluate the adequacy of the financial statement disclosures required by the applicable financial reporting framework, as addressed in paragraph .22 of AU-C section 570.

<sup>1</sup> FASB Accounting Standards Update (ASU) No. 2014-15, *Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, was issued in August 2014. The amendment applies to all entities required to comply with standards issued by FASB and becomes effective for annual periods ending after December 15, 2016, and for interim periods thereafter. Early application is permitted. Readers are encouraged to read the full text of the ASU, available at [www.fasb.org](http://www.fasb.org). Readers should apply the appropriate guidance based on their facts and circumstances.

.17 Paragraphs .23–.27 of AU-C section 570 address the implications for the auditor's report when

- Use of going concern basis of accounting is inappropriate
- Use of the going concern basis of accounting is appropriate but conditions and events have been identified

.18 It should be noted that nothing in this section precludes an auditor from disclaiming an opinion in cases involving uncertainties. When the auditor disclaims an opinion, the report should not include the going concern emphasis-of-matter paragraph but, rather, describe the substantive reasons for the auditor's disclaimer of opinion. The auditor should consider the adequacy of disclosure of the uncertainties and their possible effects on the financial statements even when disclaiming an opinion.

## Consistency of Financial Statements

.19 AU-C section 708 addresses the auditor's responsibility to evaluate the consistency of the financial statements for the periods presented and to communicate appropriately in the auditor's report when the comparability of financial statements between periods has been materially affected by a change in accounting principle or by adjustments to correct a material misstatement in previously issued financial statements.

.20 In accordance with paragraph .06 of AU-C section 708, the periods included in the auditor's evaluation of consistency depend on the periods covered by the auditor's opinion on the financial statements. When the auditor's opinion covers only the current period, the auditor should evaluate whether the current-period financial statements are consistent with those of the preceding period, regardless of whether financial statements for the preceding period are presented. When the auditor's opinion covers two or more periods, the auditor should evaluate consistency between such periods and the consistency of the earliest period covered by the auditor's opinion with the period prior thereto, if such prior period is presented with the financial statements being reported upon. The auditor also should evaluate whether the financial statements for the periods being reported upon are consistent with previously issued financial statements for the relevant periods.

## Change in Accounting Principle

.21 As defined in Financial Accounting Standards Board *Accounting Standards Codification* 250, *Accounting Changes and Error Corrections*, a *change in accounting principle* is a change from one generally accepted accounting principle to another generally accepted accounting principle when (1) two or more generally accepted accounting principles apply, or (2) the accounting principle formerly used is no longer generally accepted. A change in the method of applying an accounting principle also is considered a change in accounting principle.

.22 The guidance related to the auditor's responsibility related to a change in accounting principle is in paragraphs .07–.12 of AU-C section 708. The auditor should evaluate a change in accounting principle to determine whether

- the newly adopted accounting principle is in accordance with the applicable financial reporting framework,
- the method of accounting for the effect of the change is in accordance with the applicable financial reporting framework,
- the disclosures related to the accounting change are appropriate and adequate, and
- the entity has justified that the alternative accounting principle is preferable.

.23 If the auditor concludes that the previous criteria have been met, and the change in accounting principle has a material effect on the financial statements, the auditor should include an emphasis-of-matter paragraph in the auditor's report that describes the change in accounting principle and provides a reference to the entity's disclosure.

.24 If the previous criteria are not met, the auditor should evaluate whether the accounting change results in a material misstatement and whether the auditor should modify the opinion accordingly.

.25 The auditor should include an emphasis-of-matter paragraph relating to a change in accounting principle in reports on financial statements in the period of the change, and in subsequent periods, until the new accounting principle is applied in all periods presented. If the change in accounting principle is accounted for by retrospective application to the financial statements of all prior periods presented, the emphasis-of-matter paragraph is needed only in the period of such change.

.26 The auditor should evaluate and report on a change in accounting estimate that is inseparable from the effect of a related change in accounting principle like other changes in accounting principle. It is sometimes difficult to differentiate between a change in an accounting estimate and a change in an accounting principle because the change in accounting estimate may be inseparable from the effect of a related change in accounting principle. For example, when a change is made to the method of depreciation of an asset to reflect a change in the estimated future benefit of the asset or the pattern of consumption for those benefits, such a change in accounting may be inseparable from a change in estimate.

.27 When a change in the reporting entity results in financial statements that, in effect, are those of a different reporting entity, the auditor should include an emphasis-of-matter paragraph in the auditor's report. The paragraph should describe the change in the reporting entity and provide a reference to the entity's disclosure. However, if the change is the result of a transaction or event such as the creation, cessation, or complete or partial purchase or disposition of a subsidiary or other business unit, recognition in the auditor's report is not required. Examples of a change in the reporting entity that are not the result of a transaction or event include

- presenting consolidated or combined financial statements in place of financial statements of individual entities.
- changing specific subsidiaries that make up the group of entities for which consolidated financial statements are presented.
- changing the entities included in combined financial statements.

.28 If an entity's financial statements contain an investment accounted for using the equity method, the auditor's evaluation of consistency should include consideration of the investee. If the investee makes a change in accounting principle that is material to the investing entity's financial statements, the auditor should include an emphasis-of-matter paragraph in the auditor's report to describe the change in accounting principle.

.29 The date of the investor's financial statements, and those of the investee, may be different. If the difference between the date of the entity's financial statements and those of the investee has, or could have, a material effect on the entity's financial statements, the auditor is required to determine whether the entity's management has properly considered the lack of comparability. The effect may be material, for example, because the difference between the financial statement period ends of the entity and investee are not consistent with the prior period in comparative statements or because a significant transaction occurred during the time period between the financial statement period end of the entity and investee. If a change in the difference between the financial statement period end of the entity and investee has a material effect on the investor's financial statements, the auditor may be required to add an emphasis-of-matter paragraph to the auditor's report because the comparability of financial statements between periods has been materially affected by a change in reporting period.

## Correction of a Material Misstatement in Previously Issued Financial Statements

.30 As explained in paragraph .13 of AU-C section 708, the auditor should include an emphasis-of-matter paragraph in the auditor's report when there are adjustments to correct a material misstatement in previously issued financial statements. The auditor should include this type of emphasis-of-matter paragraph in the auditor's report when the related financial statements are restated to correct the prior material misstatement. The paragraph need not be repeated in subsequent periods.

.31 A change from an accounting principle that is not in accordance with the applicable financial reporting framework to one that is in accordance with the applicable financial reporting framework is a correction of a misstatement. The emphasis-of-matter paragraph should include a statement that the previously issued financial statements have been restated for the correction of a material misstatement in the respective period and a reference to the entity's disclosure of the correction of the material misstatement in accordance with paragraph .14 of AU-C section 708.

.32 Changes in classification in previously issued financial statements do not require recognition in the auditor's report unless the change represents the correction of a material misstatement or a change in accounting principle. For example, certain reclassifications in previously issued financial statements, such as reclassifications of debt from long-term to short-term or reclassifications of cash flows from the operating activities category to the financing activities category, might occur because those items were classified incorrectly in the previously issued financial statements. In such situations, the reclassification also is the correction of a misstatement.

.33 In accordance with paragraph .15 of AU-C section 708, if the financial statement disclosures relating to the restatement to correct a material misstatement in previously issued financial statements are not adequate, the auditor should address the inadequacy of disclosure in accordance with AU-C section 705, as described in section 9030.

.34 In addition to the required emphasis-of-matter paragraphs already listed, the following are examples of circumstances when the auditor may consider it necessary to include an emphasis-of-matter paragraph:

- An uncertainty relating to the future outcome of unusually important litigation or regulatory action or accounting estimate
- A major catastrophe that has had, or continues to have, a significant effect on the entity's financial position
- Significant transactions with related parties
- Unusually important subsequent events

.35 When, in the auditor's judgment, it is appropriate to include an emphasis-of-matter paragraph related to the previous items, the guidance discussed at the beginning of this section is applicable.



## AAM Section 9070

# *Additional Communications in the Auditor's Report—Other-Matter Paragraphs*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 560, *Subsequent Events and Subsequently Discovered Facts*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*
- AU-C section 706, *Emphasis-of-Matter Paragraphs and Other-Matter Paragraphs in the Independent Auditor's Report*
- AU-C section 720, *Other Information in Documents Containing Audited Financial Statements*
- AU-C section 725, *Supplementary Information in Relation to the Financial Statements as a Whole*
- AU-C section 9725, *Supplementary Information in Relation to the Financial Statements as a Whole: Auditing Interpretations of Section 725*
- AU-C section 730, *Required Supplementary Information*
- AU-C section 800, *Special Considerations—Audits of Financial Statements Prepared in Accordance With Special Purpose Frameworks*
- AU-C section 806, *Reporting on Compliance With Aspects of Contractual Agreements or Regulatory Requirements in Connection With Audited Financial Statements*
- AU-C section 905, *Alert That Restricts the Use of the Auditor's Written Communication*

.01 The auditor, having formed an opinion on the financial statements, may consider it necessary to communicate a matter other than those that are presented or disclosed in the financial statements that, in the auditor's professional judgment, is relevant to users' understanding of the audit, the auditor's responsibilities, or the auditor's report. The auditor should do this in a paragraph in the auditor's report with the heading "Other Matter" or other appropriate heading, as addressed in paragraph .08 of AU-C section 706. The auditor should include this paragraph immediately after the opinion paragraph and any emphasis-of-matter paragraph or elsewhere in the auditor's report if the content of the other-matter paragraph is relevant to the "Other Reporting Responsibilities" section.

.02 The content of an other-matter paragraph reflects clearly that such other matter is not required to be presented and disclosed in the financial statements. An other-matter paragraph does not include information that the auditor is prohibited from providing by law, regulation, or other professional standards (for example, ethical standards relating to the confidentiality of information). An other-matter paragraph also does not include information that is required to be provided by management.

.03 The placement of an other-matter paragraph depends on the nature of the information to be communicated. When an other-matter paragraph is included to draw users' attention to a matter relevant to their understanding of the audit of the financial statements, the paragraph is included immediately after the opinion paragraph and any emphasis-of-matter paragraph.

.04 In the rare circumstance when the auditor is unable to withdraw from an engagement even though the possible effect of an inability to obtain sufficient appropriate audit evidence due to a limitation on the scope of the audit imposed by management is pervasive, the auditor may consider it necessary to include an other-

matter paragraph in the auditor's report to explain why it is not possible for the auditor to withdraw from the engagement.

.05 When an other-matter paragraph is included to draw users' attention to a matter relating to other reporting responsibilities addressed in the auditor's report, the paragraph may be included in the section subtitled, "Report on Other Legal and Regulatory Requirements."

.06 Law, regulation, or common practice may require or permit the auditor to elaborate on matters that provide further explanation of the auditor's responsibilities in the audit of the financial statements or the auditor's report thereon. When relevant, one or more subheadings may be used that describe the content of the other-matter paragraph.

.07 An other-matter paragraph does not address circumstances when the auditor has other reporting responsibilities that are in addition to the auditor's responsibility under generally accepted auditing standards (GAAS) to report on the financial statements or when the auditor has been asked to perform and report on additional specified procedures or to express an opinion on specific matters.

.08 Alternatively, when relevant to all the auditor's responsibilities or users' understanding of the auditor's report, the other-matter paragraph may be included as a separate section following the "Report on the Financial Statements" and the "Report on Other Legal and Regulatory Requirements."

.09 An other-matter paragraph is required by GAAS in certain circumstances. These circumstances are outlined in exhibit C, "List of AU-C Sections Containing Requirements for Other-Matter Paragraphs," of AU-C section 706 and are further explained in the following sections.

## Other Information in Documents Containing Audited Financial Statements

.10 The auditor is not required to make reference to the other information in the auditor's report on the financial statements. However, the auditor may include an other-matter paragraph disclaiming an opinion on the other information. For example, an auditor may choose to include a disclaimer on the other information when the auditor believes that he or she could be associated with the information, and the user may infer a level of assurance that is not intended.

.11 Other information may comprise the following:

- A report by management or those charged with governance on operations
- Financial summaries or highlights
- Employment data
- Planned capital expenditures
- Financial ratios
- Names of officers and directors
- Selected quarterly data

.12 In accordance with paragraphs .06 and .09 of AU-C section 720, the auditor should read the other information of which the auditor is aware in order to identify material inconsistencies, if any, with the audited financial statements. If, on reading the other information, the auditor identifies a material inconsistency, the auditor should determine whether the audited financial statements or the other information needs to be revised.

.13 When the auditor identifies a material inconsistency prior to the date of the auditor's report that requires revision of the audited financial statements and management refuses to make the revision, the auditor should modify the auditor's opinion in accordance with AU-C section 705, as discussed in paragraph .10 of AU-C section 720 and section 9030, "Modified Opinions."

.14 As explained in paragraph .11 of AU-C section 720, when the auditor identifies a material inconsistency after the date of the auditor's report but prior to the report release date that requires revision of the audited financial statements, the auditor should apply the relevant requirements in AU-C section 560 and specifically include in the auditor's report an other-matter paragraph describing the material inconsistency (as discussed in relation to emphasis-of-matter paragraphs in section 9060, "Additional Communications in the Auditor's Report—Emphasis-of-Matter Paragraphs").

.15 When the auditor identifies a material inconsistency prior to the report release date that requires revision of the other information and management refuses to make the revision, the auditor should communicate this matter to those charged with governance and withhold the auditor's report, or when withdrawal is possible under applicable law or regulation, withdraw from the engagement in accordance with paragraph .12 of AU-C section 720.

## Supplementary Information in Relation to the Financial Statements as a Whole

.16 Supplementary information includes additional details or explanations of items in, or related to, the basic financial statements, consolidating information, historical summaries of items extracted from the basic financial statements, statistical data, and other material, some of which may be from sources outside the accounting system or outside the entity.

.17 In order to opine on whether supplementary information is fairly stated, in all material respects, in relation to the financial statements as a whole, the auditor, in accordance with paragraph .05 of AU-C section 725 should determine that all the following conditions are met:

- The supplementary information was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements.
- The supplementary information relates to the same period as the financial statements.
- The financial statements were audited, and the auditor issued a report on those financial statements.
- Neither an adverse opinion nor a disclaimer of opinion was issued on the financial statements.
- The supplementary information will accompany the entity's audited financial statements, or such audited financial statements will be made readily available by the entity.

.18 As explained in paragraph .09 of AU-C section 725, when the entity presents the supplementary information with the financial statements, the auditor should report on the supplementary information in either an other-matter paragraph or in a separate report on the supplementary information. The other-matter paragraph or separate report should include the following elements:

- A statement that the audit was conducted for the purpose of forming an opinion on the financial statements as a whole
- A statement that the supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements
- A statement that the supplementary information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements
- A statement that the supplementary information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with generally accepted auditing standards
- If the auditor issues an unmodified opinion on the financial statements and the auditor has concluded that the supplementary information is fairly stated, in all material respects, in relation to the financial

statements as a whole, a statement that, in the auditor's opinion, the supplementary information is fairly stated, in all material respects, in relation to the financial statements as a whole

- If the auditor issues a qualified opinion on the financial statements and the qualification has an effect on the supplementary information, a statement that, in the auditor's opinion, except for the effects on the supplementary information of (refer to the paragraph in the auditor's report explaining the qualification) such information is fairly stated, in all material respects, in relation to the financial statements as a whole

.19 When the audited financial statements are not presented with the supplementary information, the auditor should, in accordance with paragraph .10 of AU-C section 725, report on the supplementary information in a separate report. When reporting separately on the supplementary information, the report should include, in addition to the preceding elements, a reference to the report on the financial statements, the date of that report, the nature of the opinion expressed on the financial statements, and any report modifications.

.20 As explained in paragraph .11 of AU-C section 725, when the auditor's report on the audited financial statements contains an adverse opinion or a disclaimer of opinion and the auditor has been engaged to report on whether supplementary information is fairly stated, in all material respects, in relation to such financial statements as a whole, the auditor is precluded from expressing an opinion on the supplementary information. When permitted by law or regulation, the auditor may withdraw from the engagement to report on the supplementary information. If the auditor does not withdraw, the auditor's report on the supplementary information should state that because of the significance of the matter disclosed in the auditor's report, it is inappropriate to, and the auditor does not, express an opinion on the supplementary information.

.21 The date of the auditor's report on the supplementary information in relation to the financial statements as a whole should not be earlier than the date on which the auditor completed the procedures required in relationship to the supplementary information as described in paragraph .12 of AU-C section 725.

.22 If the auditor concludes, on the basis of the procedures performed, that the supplementary information is materially misstated in relation to the financial statements as a whole, the auditor should discuss the matter with management and propose appropriate revision of the supplementary information. If management does not revise the supplementary information, the auditor should either modify the auditor's opinion on the supplementary information and describe the misstatement in the auditor's report or, if a separate report is being issued on the supplementary information, withhold the auditor's report on the supplementary information in accordance with paragraph .13 of AU-C section 725.

.23 In practice, financial statements may contain comparative financial statements and supplementary information. Reporting on comparative financial statements is discussed further in section 9100, "Comparative Financial Statements."

## Required Supplementary Information

.24 Required supplementary information is information that a designated accounting standards setter requires to accompany an entity's basic financial statements. Required supplementary information is not part of the basic financial statements; however, a designated accounting standards setter considers the information to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. In addition, authoritative guidelines for the methods of measurement and presentation of the information have been established.

.25 The auditor, as addressed in paragraph .07 of AU-C section 730, should include an other-matter paragraph in the auditor's report on the financial statements to refer to the required supplementary information. The other-matter paragraph should include language to explain the following circumstances, as applicable:

- The required supplementary information is included, and the auditor has applied the procedures required in AU-C section 730.
- The required supplementary information is omitted.

- Some required supplementary information is missing, and some is presented in accordance with the prescribed guidelines.
- The auditor has identified material departures from the prescribed guidelines.
- The auditor is unable to complete the procedures in AU-C section 730.
- The auditor has unresolved doubts about whether the required supplementary information is presented in accordance with prescribed guidelines.

.26 Because the required supplementary information accompanies the basic financial statements, the auditor's report on the financial statements includes a discussion of the responsibility taken by the auditor on that information. However, because the required supplementary information is not part of the basic financial statements, the auditor's opinion on the fairness of presentation of such financial statements in accordance with the applicable financial reporting framework is not affected by the presentation by the entity of the required supplementary information or the failure to present some or all of such required supplementary information. Furthermore, if the required supplementary information is omitted by the entity, the auditor does not have a responsibility to present that information.

.27 If the entity has presented all or some of the required supplementary information, the other-matter paragraph should, in accordance with paragraph .08 of AU-C section 730, include the following elements:

- A statement that *[identify the applicable financial reporting framework (for example, accounting principles generally accepted in the United States of America)]* require that the *[identify the required supplementary information]* be presented to supplement the basic financial statements
- A statement that such information, although not a part of the basic financial statements, is required by *[identify designated accounting standards setter]*, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context
- If the auditor is able to complete the procedures in AU-C section 730
  - a statement that the auditor has applied certain limited procedures to the required supplementary information in accordance with auditing standards, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to the auditor's inquiries, the basic financial statements, and other knowledge the auditor obtained during the audit of the basic financial statements
  - a statement that the auditor does not express an opinion or provide any assurance on the information because the limited procedures do not provide the auditor with sufficient evidence to express an opinion or provide any assurance
- If the auditor is unable to complete the procedures in AU-C section 730,
  - a statement that the auditor was unable to apply certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States because *[state the reasons]*
  - a statement that the auditor does not express an opinion or provide any assurance on the information
- If some of the required supplementary information is omitted
  - a statement that management has omitted *[description of the missing required supplementary information]* that *[identify the applicable financial reporting framework (for example, accounting principles generally accepted in the United States of America)]* require to be presented to supplement the basic financial statements

- a statement that the missing information, although not a part of the basic financial statements, is required by *[identify designated accounting standards setter]*, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context
- a statement that the auditor's opinion on the basic financial statements is not affected by the missing information
- If the measurement or presentation of the required supplementary information departs materially from the prescribed guidelines, a statement that although the auditor's opinion on the basic financial statements is not affected, material departures from prescribed guidelines exist *[describe the material departures from the applicable financial reporting framework]*
- If the auditor has unresolved doubts about whether the required supplementary information is measured or presented in accordance with prescribed guidelines, a statement that although the auditor's opinion on the basic financial statements is not affected, the results of the limited procedures have raised doubts about whether material modifications should be made to the required supplementary information for it to be presented in accordance with guidelines established by *[identify designated accounting standards setter]*

.28 In accordance with paragraph .09 of AU-C section 730, if all the required supplementary information is omitted, the other-matter paragraph should include the following elements:

- A statement that management has omitted *[description of the missing required supplementary information]* that *[identify the applicable financial reporting framework (for example, accounting principles generally accepted in the United States of America)]* require to be presented to supplement the basic financial statements
- A statement that such missing information, although not a part of the basic financial statements, is required by *[identify designated accounting standards setter]*, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context
- A statement that the auditor's opinion on the basic financial statements is not affected by the missing information

.29 An entity may prepare one set of financial statements in accordance with a general purpose framework (for example, accounting principles generally accepted in the United States of America) and another set of financial statements in accordance with another general purpose framework (for example, International Financial Reporting Standards promulgated by the International Accounting Standards Board) and engage the auditor to report on both sets of financial statements. If the auditor has determined that the frameworks are acceptable in the respective circumstances, the auditor may include an other-matter paragraph in the auditor's report referring to the fact that another set of financial statements has been prepared by the same entity in accordance with another general purpose framework and that the auditor has issued a report on those financial statements.

.30 Other areas where the requirements of an other-matter paragraph are discussed can be found in later sections and include AU-C sections 800, 806, and 905.

## Procedures Performed on Supplementary Information After the Date of the Auditor's Report

.31 The dating of the auditor's report on supplementary information should not be earlier than the date on which the auditor completed the procedures related to the information. However, as addressed in AU-C section 9725, when the auditor completes those procedures subsequent to the date of the auditor's report on the audited financial statements, the auditor is not required to obtain additional evidence with respect to the audited financial statements. When reporting on the supplementary information (either in a separate report or in an explanatory paragraph within the auditor's report on the financial statements) after the date of the

auditor's report on the financial statements, an auditor may make it clear that no additional procedures were performed on the audited financial statements subsequent to the date of the auditor's report on those financial statements.

.32 The auditor may do this by issuing a separate report on the supplementary information and including in such report a statement that the auditor has not performed any auditing procedures with respect to the audited financial statements subsequent to the date of the auditor's report on those audited financial statements. Alternately, the auditor may reissue a report on the audited financial statements to include an explanatory paragraph to report on the supplementary information and include two report dates to indicate that the date of reporting on the supplementary information is as of a later date.





# AAM Section 9080

## *Special Considerations in the United States*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 725, *Supplementary Information in Relation to the Financial Statements as a Whole*
- AU-C section 800, *Special Considerations—Audits of Financial Statements Prepared in Accordance With Special Purpose Frameworks*
- AU-C section 806, *Reporting on Compliance With Aspects of Contractual Agreements or Regulatory Requirements in Connection With Audited Financial Statements*
- AU-C section 905, *Alert That Restricts the Use of the Auditor's Written Communication*
- AU-C section 910, *Financial Statements Prepared in Accordance with a Financial Reporting Framework Generally Accepted in Another Country*
- AU-C section 915, *Reports on Application of Requirements of an Applicable Financial Reporting Framework*

.01 Certain reporting situations are encountered within the United States that may not be encountered under the auditing standards of other standard-setting bodies. This section includes a discussion of the items that may require special consideration of the auditor prior to reporting on the financial statements of an entity.

.02 AU-C section 905 addresses when the auditor is required to, or chooses to, restrict the use of a written communication. Auditor's written communications may include the auditor's report, letters, or presentation materials (for example, letters communicating internal control related matters or presentations addressing communications with those charged with governance). This section will only address restricted use as it relates to the auditor's report.

.03 An auditor is not responsible for controlling, and cannot control, distribution of the auditor's written communication after its release. The alert that restricts the use of the auditor's written communication is designed to avoid misunderstandings related to the use of the auditor's written communication, particularly if the auditor's written communication is taken out of the context in which the auditor's written communication is intended to be used. An auditor may consider informing the entity or other specified parties that the auditor's written communication is not intended for distribution to parties other than those specified in the auditor's written communication. The auditor may, in connection with establishing the terms of the engagement, reach an understanding with the entity that the intended use of the auditor's written communication will be restricted and may obtain the entity's agreement that the entity and specified parties will not distribute such auditor's written communication to parties other than those identified therein.

.04 In accordance with paragraphs .06–.07 of AU-C section 905, when the subject matter of the auditor's written communication is based on the following, the auditor's written communication should include an alert, in a separate paragraph, that restricts its use:

- Measurement or disclosure criteria that are determined by the auditor to be suitable only for a limited number of users who can be presumed to have an adequate understanding of the criteria
- Measurement or disclosure criteria that are available only to the specified parties
- Matters identified by the auditor during the course of the audit engagement when the identification of such matters is not the primary objective of the audit engagement (commonly referred to as a *by-product report*)

.05 When it is determined that it is necessary to include an alert that restricts the use of the auditor's written communication, it should contain the following elements, unless specified otherwise within various other sections of AICPA *Professional Standards*:

- A statement that the auditor's written communication is intended solely for the information and use of the specified parties.
- Identification of the specified parties for whom use is intended. In situations covered by the preceding paragraph, the specified parties should only include management, those charged with governance, others within the entity, the parties to the contract or agreement, or the regulatory agencies to whose jurisdiction the entity is subject, as appropriate in the circumstances.
- A statement that the auditor's written communication is not intended to be, and should not be, used by anyone other than the specified parties.

.06 The following illustrates language that includes the elements that are required:

This [*report, letter, presentation, or communication*] is intended solely for the information and use of [*list or refer to the specified parties*] and is not intended to be, and should not be, used by anyone other than these specified parties.

## Adding Other Specified Parties

.07 At times, when the auditor has included an alert that restricts the use of the auditor's written communication to certain specified parties, the auditor is requested to add other parties as specified parties. The auditor should determine whether to agree to add the other parties as specified parties; this determination may be based on the auditor's consideration of factors such as the identity of the other parties and the intended use of the auditor's written communication. The guidance for adding other specified parties resides in paragraphs .08–.10 of AU-C section 905.

.08 When the auditor agrees to add other parties as specified parties before the release of the auditor's written communication, the auditor should obtain affirmative acknowledgment, in writing, from the other parties of their understanding of

- the nature of the engagement resulting in the auditor's written communication,
- the measurement or disclosure criteria related to the subject matter of the auditor's written communication, and
- the auditor's written communication.

.09 If the other parties are added after the release of the auditor's written communication, in addition to the preceding requirements, the auditor should take one of the following actions:

- Amend the auditor's written communication to add the other parties. In such circumstances, the auditor should not change the original date of the auditor's written communication.
- Provide a written acknowledgment to management and the other parties that such parties have been added as specified parties. The auditor should state in the acknowledgment that no procedures were performed subsequent to the original date of the auditor's written communication or the date that the engagement was completed, as appropriate.

.10 In situations relating to written communications of matters identified by the auditor during the course of the audit engagement when the identification of such matters is not the primary objective of the audit engagement (commonly referred to as a *by-product report*), the auditor should not agree to the request to include parties other than management, those charged with governance, others within the entity, the parties to the contract or agreement, or the regulatory agencies to whose jurisdiction the entity is subject in accordance with paragraph .06 of AU-C section 905.

.11 Within various sections of *AICPA Professional Standards*, there are specific requirements to include an alert that restricts the use of the auditor's written communication or that otherwise address the inclusion of such alerts.

.12 Paragraph .A16 of AU-C section 725 discusses including an alert that restricts the use of a separate report on supplementary information. Such an alert may be included at the option of the auditor with the objective of avoiding potential misinterpretation or misunderstanding of the supplementary information that is not presented with the financial statements.

## Reports on Application of Requirements of an Applicable Financial Reporting Framework

.13 AU-C section 915 addresses the reporting responsibilities when the accountant is requested to issue a written report on the application of the requirements of an applicable financial reporting framework to a specific transaction or the type of report that may be issued on a specific entity's financial statements.

.14 In practice, differing interpretations may exist concerning whether existing accounting policies in an applicable financial reporting framework apply to new transactions or how new accounting policies in an applicable financial reporting framework apply to existing transactions. Management and others may consult with accountants on the application of the requirements of an applicable financial reporting framework to those transactions or to increase their knowledge of specific financial reporting issues. Such consultations may provide relevant information and insights not otherwise available.

.15 As explained in paragraph .14 of AU-C section 915, the reporting accountant's written report should be addressed to the requesting party (for example, management or those charged with governance) and should include the following:

- A brief description of the nature of the engagement and a statement that the engagement was performed in accordance with this section.
- Identification of the specific entity; a description of the specific transaction(s), if applicable; a statement of the relevant facts, circumstances, and assumptions; and a statement about the source of such information.
- A statement describing the appropriate application of the requirements of an applicable financial reporting framework (including the country of origin) to the specific transaction or type of report that may be issued on the entity's financial statements and, if appropriate, a description of the reasons for the reporting accountant's conclusion.
- A statement that the responsibility for the proper accounting treatment rests with the preparers of the financial statements, who should consult with their continuing accountant.
- A statement that any difference in the facts, circumstances, or assumptions presented may change the report.
- An alert that restricts the use of the report solely to the specified parties.
- If the reporting accountant is not independent of the entity, a statement indicating the reporting accountant's lack of independence. The reporting accountant is neither required to provide, nor precluded from providing, the reasons for the lack of independence; however, if the reporting accountant chooses to provide the reasons for the lack of independence, the reporting accountant should include all the reasons therefor.

.16 Other *AICPA Professional Standards* sections that also contain a discussion related to an alert that restricts the use of a report include AU-C sections 800 and 806. Both will be discussed in section 9090, "Special Purpose Frameworks," and section 9130, "Reporting on Compliance With Aspects of Contractual Agreements or Regulatory Requirements in Connection With Audited Financial Statements," respectively.

.17 An auditor practicing within the United States may be engaged to report on financial statements that have been prepared in accordance with a financial reporting framework generally accepted in another country and not adopted by a body designated by the Council of the AICPA to establish accounting principles generally accepted in the United States of America (GAAP) (hereinafter referred to as a *financial reporting framework generally accepted in another country*) when such audited financial statements are intended for use outside the United States. Under this scenario, AU-C section 910 applies.

.18 The form of the report will differ depending upon whether its use will only be outside the United States versus use within the United States.

## Reporting—Use Only Outside the United States

.19 Even when the form and content of the auditor's report used in another country appears similar to that used in the United States, the report may convey a different meaning and entail different legal responsibilities for the auditor due to custom or culture. Issuing a report of another country may require the auditor to report on statutory compliance or otherwise require understanding of local laws and regulations. When issuing the auditor's report of another country, the auditor is required to obtain an understanding of applicable legal responsibilities, in addition to the auditing standards and the financial reporting framework generally accepted in the other country. Accordingly, depending on the nature and extent of the auditor's knowledge and experience, the auditor may consult with persons having expertise in the audit reporting practices of the other country and associated legal responsibilities to obtain the understanding needed to issue that country's report.

.20 In accordance with paragraph .12 of AU-C section 910, if the auditor is reporting on financial statements prepared in accordance with a financial reporting framework generally accepted in another country that are intended for use only outside the United States, the auditor should report using either

- a U.S. form of report that reflects that the financial statements being reported on have been prepared in accordance with a financial reporting framework generally accepted in another country, including
  - the elements discussed in section 9020, "Unmodified Opinions," and
  - a statement that refers to the note to the financial statements that describes the basis of presentation of the financial statements on which the auditor is reporting, including identification of the country of origin of the accounting principles, or
- the report form and content of the other country (or, if applicable, as set forth in the International Standards on Auditing), provided that
  - such a report would be issued by auditors in the other country in similar circumstances,
  - the auditor understands and has obtained sufficient appropriate audit evidence to support the statements contained in such a report, and
  - the auditor has complied with the reporting standards of that country and identifies the other country in the report.

.21 An entity that prepares financial statements in accordance with GAAP may also prepare financial statements in accordance with a financial reporting framework generally accepted in another country for use outside the United States, for example, financial statements prepared in accordance with a jurisdictional variation of International Financial Reporting Standards (IFRSs) such that the entity's financial statements do not contain an explicit and unreserved statement of compliance with IFRSs as issued by the International Accounting Standards Board. In such circumstances, the auditor may report on the financial statements that are in accordance with a financial reporting framework generally accepted in another country by reporting in accordance with the preceding requirements. The auditor may include in one or both of the reports a statement that another report has been issued on the financial statements for the entity that have been prepared in accordance with a financial reporting framework generally accepted in another country. The auditor's statement may also reference any note disclosure in the financial statements that describes significant differences between

the accounting principles used and GAAP. An example of such a statement, which may be included in an emphasis-of-matter paragraph, is as follows:

We also have reported separately on the financial statements of ABC Company for the same period presented in accordance with *[specify the financial reporting framework generally accepted]* in *[name of country]*. (The significant differences between the *[specify the financial reporting framework generally accepted]* in *[name of country]* and accounting principles generally accepted in the United States of America are summarized in Note X.)

## Reporting—Use in the United States

.22 As discussed in paragraph .13 of AU-C section 910, if financial statements prepared in accordance with a financial reporting framework generally accepted in another country also are intended for use in the United States, the auditor should report using the U.S. form of report, as discussed in earlier sections. In addition, the auditor should include in the auditor's report an emphasis-of-matter paragraph that

- identifies the financial reporting framework used in the preparation of the financial statements,
- refers to the note to the financial statements that describes that framework, and
- indicates that such framework differs from GAAP.

.23 When reporting on financial statements prepared in accordance with a financial reporting framework generally accepted in another country that will be used in the United States and outside the United States, the auditor may issue two reports: one as described previously for use outside the United States and the other, which is a U.S. form of report with an emphasis-of-matter paragraph for use in the United States.



# AAM Section 9090

## *Special Purpose Frameworks*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 210, *Terms of Engagement*
- AU-C section 800, *Special Considerations—Audits of Financial Statements Prepared in Accordance With Special Purpose Frameworks*

.01 The information contained in the preceding sections applies to audits of all financial statements. This section addresses special considerations in the application of that guidance to an audit of financial statements prepared in accordance with a special purpose framework, which are cash, tax, regulatory, contractual, or other basis of accounting. AU-C section 800 addresses these types of reports.

.02 A *special purpose framework* is a financial reporting framework other than accounting principles generally accepted in the United States of America (GAAP) that is one of the following bases of accounting:

- **Cash basis.** A basis of accounting that the entity uses to record cash receipts and disbursements and modifications of the cash basis having substantial support (for example, recording depreciation on fixed assets).
- **Tax basis.** A basis of accounting that the entity uses to file its income tax return for the period covered by the financial statements.
- **Regulatory basis.** A basis of accounting that the entity uses to comply with the requirements or financial reporting provisions of a regulatory agency to whose jurisdiction the entity is subject (for example, a basis of accounting that insurance companies use pursuant to the accounting practices prescribed or permitted by a state insurance commission).
- **Contractual basis.** A basis of accounting that the entity uses to comply with an agreement between the entity and one or more third parties other than the auditor.
- **Other basis.** A basis of accounting that utilizes a definite set of logical, reasonable criteria that is applied to all material items appearing in financial statements.

The cash, tax, regulatory, and other bases of accounting are commonly referred to as *other comprehensive bases of accounting*.

.03 In accordance with paragraph .06 of AU-C section 210, prior to accepting an engagement to report on financial statements prepared in accordance with a special purpose framework, the auditor should determine the acceptability of the financial reporting framework. In an audit of special purpose financial statements, the auditor, as discussed in paragraph .10 of AU-C section 800, should obtain an understanding of the purpose for which the financial statements are prepared, the intended users, and the steps taken by management to determine that the applicable financial reporting framework is acceptable in the circumstances.

.04 When forming an opinion and reporting on special purpose financial statements, the auditor should apply the requirements that were discussed in section 9020, "Unmodified Opinions." If the auditor concludes that a modification to the auditor's opinion on the financial statements is necessary, the auditor should apply the requirements discussed in section 9030, "Modified Opinions." Appendix A, "Overview of Reporting Requirements," of AU-C section 800 provides an overview of the reporting requirements applicable to the special purpose framework previously identified in this section.

.05 The auditor is required to evaluate whether the financial statements adequately refer to or describe the applicable financial reporting framework. In an audit of special purpose financial statements, the auditor should evaluate whether the financial statements are suitably titled and include a summary of significant accounting policies in accordance with paragraph .15 of AU-C section 800. Terms such as *balance sheet*, *statement of financial position*, *statement of income*, *statement of operations*, and *statement of cash flows*, or similar unmodified titles, are generally understood to be applicable only to financial statements that are intended to present financial position, results of operations, or cash flows in accordance with GAAP. The following table contains sample financial statement titles.

**Sample Statement Titles**

<i>GAAP Titles</i>	<i>Special Purpose Framework Titles</i>
Balance Sheet	Statement of Assets, Liabilities, and Stockholders' Equity (Partners' Capital, Proprietor's Capital)—Income Tax Basis (Cash Basis, Modified Cash Basis, Regulatory Basis, Contractual Basis)
Statement of Income	Statement of Revenue and Expenses—Income Tax Basis (Cash Basis, Modified Cash Basis, Regulatory Basis, Contractual Basis)
Statement of Changes in Stockholders' Equity	Statement of Changes in Stockholders' Equity (Partners' Capital, Proprietor's Capital)—Income Tax Basis (Cash Basis, Modified Cash Basis, Regulatory Basis, Contractual Basis)
Statement of Income and Retained Earnings	Statement of Revenue, Expenses, and Retained Earnings (Partners' Capital, Proprietor's Capital)—Income Tax Basis (Cash Basis, Modified Cash Basis, Regulatory Basis, Contractual Basis)
Statement of Cash Flows	Statement of Cash Activity—Income Tax Basis (Cash Basis, Modified Cash Basis, Regulatory Basis, Contractual Basis) (The statement of cash flows may not be a required statement for financial statements prepared in accordance with a special purpose framework.)

.06 In accordance with paragraphs .15–.17 of AU-C section 800, the auditor should evaluate if the financial statements adequately describe how the special purpose framework differs from GAAP. The description of how the special purpose framework differs from GAAP ordinarily would only include the material differences between GAAP and the special purpose framework. For example, if several items are accounted for differently under the special purpose framework than they would be under GAAP, but only the differences in how depreciation is calculated are material, a brief description of the depreciation differences is all that would be necessary, and the remaining differences would not be described. The differences would not be quantified.

.07 In the case of special purpose financial statements prepared in accordance with a contractual basis of accounting, the auditor should also evaluate whether the financial statements adequately describe any significant interpretations of the contract on which the financial statements are based.

## Fair Presentation

.08 The auditor is required to evaluate whether the financial statements achieve fair presentation. In an audit of special purpose financial statements, when the special purpose financial statements contain items that are the same as, or similar to, those in financial statements prepared in accordance with GAAP, the auditor should evaluate whether the financial statements include informative disclosures similar to those required by GAAP. For example, financial statements prepared on a tax basis or on a modified cash basis of accounting usually reflect depreciation, long-term debt, and owners' equity. Thus, the informative disclosures for depreciation, long-term debt, and owners' equity in such financial statements would be comparable to those in financial statements prepared in accordance with GAAP.



.09 The auditor should also evaluate whether additional disclosures beyond those specifically required by the framework, related to matters that are not specifically identified on the face of the financial statements or other disclosures, are necessary for the financial statements to achieve fair presentation. For example, these disclosures may include matters about related party transactions, restrictions on assets and owners' equity, subsequent events, and significant uncertainties. In such circumstances, the special purpose financial statements would include the same disclosure required by GAAP or disclosure that communicates the substance of those requirements.

## Management's Responsibility

.10 Within the auditor's report, there should be an explanation of management's responsibility for the financial statements, including reference to its responsibility for determining that the applicable financial reporting framework is acceptable in the circumstances, when management has a choice of financial reporting frameworks in the preparation of such financial statements as described in paragraph .18 of AU-C section 800.

## Purpose of the Financial Statements

.11 The auditor's report, in accordance with paragraph .18 of AU-C section 800, should also describe the purpose for which the financial statements are prepared or refer to a note in the special purpose financial statements that contains that information, when the financial statements are prepared in accordance with a regulatory or contractual basis of accounting. This description is necessary to avoid misunderstandings when the special purpose financial statements are used for purposes other than those for which they were intended. The note to the financial statements may also describe any significant interpretations of the contract on which the financial statements are based.

.12 The auditor's report on special purpose financial statements generally should include an emphasis-of-matter paragraph under an appropriate heading that indicates that the financial statements are prepared in accordance with the applicable special purpose framework, refers to the note to the financial statements that describes that framework, and states that the special purpose framework is a basis of accounting other than GAAP as required by paragraph .19 of AU-C section 800. The emphasis-of-matter paragraph is necessary to avoid misunderstandings if the financial statements are used for purposes other than those for which they were intended.

## Restriction on Use

.13 The auditor's report on special purpose financial statements should include an other-matter paragraph, as described in paragraph .20 of AU-C section 800, under an appropriate heading, that restricts the use of the auditor's report solely to those within the entity, the parties to the contract or agreement, or the regulatory agencies to whose jurisdiction the entity is subject when the special purpose financial statements are prepared in accordance with either a contractual basis of accounting or a regulatory basis of accounting.

.14 Special purpose financial statements prepared in accordance with a contractual or regulatory basis of accounting are suitable only for a limited number of users who can be presumed to have an adequate understanding of such bases of accounting. For example, special purpose financial statements prepared in accordance with a contractual basis of accounting are developed for and directed only to the parties to the contract or agreement. Accordingly, the alert that restricts the use of the auditor's report is required due to the nature of the report and the potential for the report to be taken out of the context in which the auditor's report was intended to be used.

.15 The exception to including the emphasis-of-matter or other-matter paragraph is when the special purpose financial statements are prepared in accordance with a regulatory basis of accounting, and the special purpose financial statements, together with the auditor's report, are intended for general use. Such special purpose financial statements are intended for general use when the financial statements, together with the

auditor's report, are intended for use by parties other than those within the entity and the regulatory agencies to whose jurisdiction the entity is subject or when the financial statements, together with the auditor's report, are distributed by the entity to parties other than the regulatory agencies to whose jurisdiction the entity is subject, either voluntarily or upon specific request. In accordance with paragraph .21 of AU-C section 800, in this circumstance, the auditor should express an opinion about whether the special purpose financial statements are presented fairly, in all material respects, in accordance with GAAP. The auditor should also, in a separate paragraph, express an opinion about whether the financial statements are prepared in accordance with the special purpose framework.

.16 Exhibit 9090-1, "Overview of Reporting Requirements," contains illustrations of the reporting requirements for financial statements prepared in accordance with a special purpose framework.

## Requirement on Format

.17 In accordance with paragraphs .22–.23 of AU-C section 800, if the auditor is required by law or regulation to use a specific layout, form, or wording of the auditor's report, the auditor's report should refer to generally accepted auditing standards (GAAS) only if the auditor's report includes, at a minimum, each of the following elements:

- A title
- An addressee
- An introductory paragraph that identifies the special purpose financial statements audited
- A description of the responsibility of management for the preparation and fair presentation of the special purpose financial statements
- A reference to management's responsibility for determining that the applicable financial reporting framework is acceptable in the circumstances when required
- A description of the purpose for which the financial statements are prepared when required
- A description of the auditor's responsibility to express an opinion on the special purpose financial statements and the scope of the audit, which includes
  - a reference to GAAS and, if applicable, the law or regulation
  - a description of an audit in accordance with those standards
  - an opinion paragraph containing an expression of opinion on the special purpose financial statements and a reference to the special purpose framework used to prepare the financial statements (including identifying the origin of the framework) and, if applicable, an opinion on whether the special purpose financial statements are presented fairly, in all material respects, in accordance with GAAP when required
- An emphasis-of-matter paragraph that indicates that the financial statements are prepared in accordance with a special purpose framework when required
- An other-matter paragraph that restricts the use of the auditor's report when required
- The auditor's signature
- The auditor's city and state
- The date of the auditor's report

.18 If the prescribed specific layout, form, or wording of the auditor's report is not acceptable or would cause an auditor to make a statement that the auditor has no basis to make, the auditor should reword the prescribed form of the report or attach an appropriately worded separate report.

.19 If the auditor determines that rewording the prescribed form or attaching a separate report would not be permitted or would not mitigate the risk of users misunderstanding the auditor's report, the auditor should not accept the audit engagement unless the auditor is required by law or regulation to do so. An audit performed in accordance with such law or regulation does not comply with GAAS. Accordingly, for such an audit, the auditor should not include any reference to the audit having been performed in accordance with GAAS within the auditor's report.

## Exhibit 9090-1—Overview of Reporting Requirements

.20 The following table provides an overview of the reporting requirements depending on the special purpose framework.

	<i>Cash Basis</i>	<i>Tax Basis</i>	<i>Regulatory Basis</i>	<i>Regulatory Basis (General Use)</i>	<i>Contractual Basis</i>
<i>Opinion(s)</i>	Single opinion on special purpose framework	Single opinion on special purpose framework	Single opinion on special purpose framework	Dual opinion on special purpose framework and generally accepted accounting principles	Single opinion on special purpose framework
<i>Description of purpose for which special purpose financial statements are prepared</i>	No	No	Yes	Yes	Yes
<i>Emphasis-of-matter paragraph alerting readers regarding the preparation in accordance with a special purpose framework</i>	Yes	Yes	Yes	No	Yes
<i>Other-matter paragraph, including an alert restricting the use of the auditor's report</i>	No	No	Yes	No	Yes

# AAM Section 9100

## *Comparative Financial Statements*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 560, *Subsequent Events and Subsequently Discovered Facts*
- AU-C section 580, *Written Representation*
- AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*

.01 Comparative financial statements may be required by the applicable financial reporting framework, or management may elect to provide such information. In practice, the issuance of comparative financial statements is more prevalent than the issuance of single-period financial statements. Guidance relative to comparative financial statements is included in paragraphs .45–.58 of AU-C section 700. When comparative financial statements are presented, the auditor’s report should refer to each period for which financial statements are presented and on which an audit opinion is expressed. Because the auditor’s report on comparative financial statements applies to the financial statements for each period presented, the auditor may express different opinions on one or more financial statements of another period presented.

.02 The auditor’s report on comparative financial statements should not be dated earlier than the date on which the auditor has obtained sufficient appropriate audit evidence on which to support the opinion for the most recent audit.

.03 A continuing auditor should update the report on the financial statements of one or more prior periods presented on a comparative basis with those of the current period. The information considered by the continuing auditor is that which the auditor has become aware of during the audit of the current period financial statements.

.04 If comparative information is presented but not covered by the auditor’s opinion, the auditor should clearly indicate in the auditor’s report the character of the auditor’s work, if any, and the degree of responsibility the auditor is taking. Comparative information may include condensed financial statements or prior period summarized financial information. This is not considered comparative financial statements because it is not a complete set of financial statements. In these circumstances, the auditor need not opine on comparative information in accordance with this section.

.05 Procedures exist that should be performed by an auditor if comparative financial statements or comparative information is presented for the prior periods. First, the auditor should determine whether the comparative information is presented in accordance with the requirements, if any, of the applicable reporting framework.

.06 Second, the auditor should evaluate whether the comparative information agrees with the amounts and other disclosures presented in the prior period or, when appropriate, has been restated for the correction of a material misstatement or adjusted for the retrospective application of an accounting principle and determine that the accounting policies are consistent with those applied in the current period or if there have been changes, whether those changes have been properly accounted for and adequately presented and disclosed.

.07 If the auditor becomes aware of possible material misstatement in the comparative information while performing the current period audit, the auditor should perform additional procedures to obtain sufficient appropriate audit evidence to determine whether a material misstatement exists and follow the relevant requirements of AU-C section 560. If the prior period financial statements are restated, the auditor should determine that the comparative financial statements or comparative information agree with the restated financial statements.

.08 Third, as required by AU-C section 580, the auditor should request written representations from management for all periods referred to in the auditor's opinion. The auditor should also obtain a specific written representation regarding any restatement made to correct a material misstatement in a prior period that affects the comparative financial statements.

.09 Exhibits 9100-1–9100-7 are examples of auditor's reports on comparative financial statements and summarized comparative information.

.10 If the auditor's opinion on the prior periods included in comparative financial statements differs from the opinion previously expressed, the auditor should disclose in an emphasis-of-matter or other-matter paragraph

- the date of the auditor's previous report,
- the type of opinion previously expressed,
- the substantive reasons for the different opinion, and
- that the auditor's opinion on the amended financial statements is different from the auditor's previous opinion.

.11 The auditor should also determine if there are additional reporting responsibilities to prevent future reliance on the auditor's previously issued report of the prior period financial statements.

.12 Exhibit 9100-8, "Unmodified Opinion on Current Year; Updated Opinion on Prior Year Reflecting Correction of a GAAP Departure," is an example of an auditor's report on comparative financial statements with an opinion that is different than previously expressed. If the financial statements of the prior period were audited by a predecessor auditor, and the predecessor auditor's report on the prior period's financial statements is not reissued, in addition to expressing an opinion on the current period's financial statements, the auditor should refer to the predecessor's report in an other-matter paragraph that states

- that the prior period financial statements were audited by a predecessor auditor,
- the type of opinion expressed and, if the opinion was modified, the reasons therefore,
- the nature of any emphasis-of-matter or other-matter paragraphs included in the predecessor's report, and
- the date of the predecessor's report.

.13 Exhibits 9100-9–9100-13 are examples of an auditor's report on comparative financial statements, which include references to the predecessor's audit report.

.14 If the auditor concludes that a material misstatement exists that affects the prior period financial statements on which the predecessor auditor had previously reported without modification, the auditor should request management to inform the predecessor auditor of the situation and arrange for the three parties to discuss this information and attempt to resolve the matter. The auditor should communicate to the predecessor auditor information that the auditor believes the predecessor auditor may need to consider, in accordance AU-C section 560, which addresses the auditor's responsibilities when facts become known to the auditor after the date of the auditor's report that, had they been known to the auditor at that date, may have caused the auditor to amend the auditor's report.

.15 If the prior period financial statements are restated, and the predecessor auditor agrees to issue a new auditor's report on the restated financial statements of the prior period, then the auditor should express an opinion only on the current period.

.16 The predecessor auditor may be unable or unwilling to reissue the auditor's report on the prior period financial statements that have been restated. In this situation, provided that the auditor has audited the adjustments to the prior period financial statements, the auditor may include an other-matter paragraph in the auditor's report indicating that the predecessor auditor reported on the financial statements of the prior period before restatement. In addition, if the auditor is engaged to audit and obtains sufficient appropriate audit evidence to be satisfied about the appropriateness of the restatement, the auditor's report may also include the following paragraph within the other-matter paragraph section.

#### **Other Matter**

As part of our audit of the 20X2 financial statements, we also audited the adjustments described in Note X that were applied to restate the 20X1 financial statements. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the 20X1 financial statements of the Company other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the 20X1 financial statements as a whole.

.17 If management refuses to inform the predecessor auditor that the prior period financial statements may need revision or if the auditor is not satisfied with the resolution of the matter, the auditor should evaluate the implications on the current engagement and whether to withdraw from the engagement or, when withdrawal is not possible under applicable law or regulation, disclaim an opinion on the financial statements.

.18 When the current period financial statements are audited and presented in comparative form with compiled or reviewed financial statements of the prior period, and the report on the prior period is not reissued, the auditor should include an other-matter paragraph in the current period auditor's report that states

- the service performed in the prior period,
- the date of the report on the prior period,
- a description of any modifications noted in that report, and
- a statement that the service was less in scope than an audit and does not provide the basis for an opinion on the financial statements.

.19 If the prior period financial statements were reviewed, the following is an example of an other-matter paragraph:

#### **Other Matter**

The 20X1 financial statements were reviewed by us (other accountants) and our (their) report thereon, dated March 1, 20X2, stated we (they) were not aware of any material modifications that should be made to those statements for them to be in conformity with accounting principles generally accepted in the United States of America. However, a review is substantially less in scope than an audit and does not provide a basis for the expression of an opinion on the financial statements.

.20 If the prior period financial statements were compiled, the following is an example of an other-matter paragraph:

#### **Other Matter**

The 20X1 financial statements were compiled by us (other accountants) and our (their) report thereon, dated March 1, 20X2, stated we (they) did not audit or review those financial statements and, accordingly, express no opinion or other form of assurance on them.

.21 If the prior period financial statements are not audited, reviewed, or compiled, the financial statements should be clearly marked to indicate their status, and the auditor's report should include an other-matter paragraph stating that the auditor has not audited, reviewed, or compiled the prior period financial statements and assumes no responsibility for them. The following is an example of such an other-matter paragraph.

**Other Matter**

The accompanying balance sheet of X Company as of December 31, 20X1, and the related statements of income and cash flows for the year then ended were not audited, reviewed, or compiled by us and, accordingly, we do not express an opinion or any other form of assurance on them.



## Illustrations of Auditor's Reports on Financial Statements

### Exhibit 9100-1—Consolidated Comparative Financial Statements Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America

.22 Circumstances include the following:

- Audit of a complete set of general purpose consolidated financial statements (comparative).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

#### Independent Auditor's Report

[Appropriate Addressee]

#### **Report on the Financial Statements<sup>1</sup>**

We have audited the accompanying consolidated financial statements of ABC Company and its subsidiaries, which comprise the consolidated balance sheets as of December 31, 20X1 and 20X0, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.<sup>2</sup> Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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<sup>1</sup> The subtitle, "Report on the Financial Statements," is unnecessary in circumstances when the second subtitle, "Report on Other Legal and Regulatory Requirements," is not applicable.

<sup>2</sup> In circumstances when the auditor also has responsibility to express an opinion on the effectiveness of internal control in conjunction with the audit of the consolidated financial statements, this sentence would be worded as follows: "In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances." In addition, the next sentence, "Accordingly, we express no such opinion." would not be included.

*Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of ABC Company and its subsidiaries as of December 31, 20X1 and 20X0, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

**Report on Other Legal and Regulatory Requirements**

*[Form and content of this section of the auditor's report will vary depending on the nature of the auditor's other reporting responsibilities.]*

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*

## **Exhibit 9100-2—Single Year Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America When Comparative Summarized Financial Information Derived From Audited Financial Statements for the Prior Year Is Presented**

.23 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (single year).
- Prior year summarized comparative financial information derived from audited financial statements is presented.
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

### **Independent Auditor's Report**

*[Appropriate Addressee]*

We have audited the accompanying financial statements of XYZ Not-for-Profit Organization, which comprise the statement of financial position as of September 30, 20X1, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

#### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### ***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of XYZ Not-for-Profit Organization as of September 30, 20X1, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Report on Summarized Comparative Information*

We have previously audited the XYZ Not-for-Profit Organization's 20X0 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated December 15, 20X0. In our opinion, the summarized comparative information presented herein as of and for the year ended September 30, 20X0 is consistent, in all material respects, with the audited financial statements from which it has been derived.

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*

## **Exhibit 9100-3—Single Year Prepared in Accordance With U.S. GAAP When Comparative Summarized Financial Information Derived From Audited Financial Statements Audited by a Predecessor Auditor for the Prior Year Is Presented**

.24 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (single year).
- Prior year summarized comparative financial information derived from audited financial statements is presented.
- Prior year financial statements were audited by a predecessor auditor.
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

### **Independent Auditor's Report**

[Appropriate Addressee]

We have audited the accompanying financial statements of XYZ Not-for-Profit Organization, which comprise the statement of financial position as of September 30, 20X1, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

#### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### ***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of XYZ Not-for-Profit Organization as of September 30, 20X1, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Report on Summarized Comparative Information*

The prior year summarized comparative information has been derived from the XYZ Not-for-Profit Organization's 20X0 financial statements which were audited by other auditors. In their report dated December 15, 20X0, they expressed an unqualified opinion on those financial statements.

[Auditor's signature]

[Auditor's city and state]

[Date of the auditor's report]

## Exhibit 9100-4—Single Year Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America When Comparative Summarized Financial Information Derived From Unaudited Financial Statements for the Prior Year Is Presented

.25 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (single year).
- Prior year summarized comparative financial information derived from unaudited financial statements is presented.
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

### Independent Auditor's Report

[Appropriate Addressee]

We have audited the accompanying financial statements of XYZ Not-for-Profit Organization, which comprise the statement of financial position as of September 30, 20X1, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of XYZ Not-for-Profit Organization as of September 30, 20X1, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Report on Summarized Comparative Information*

The summarized comparative information presented herein as of and for the year ended September 30, 20X0, derived from those unaudited financial statements, has not been audited, reviewed, or compiled and, accordingly, we express no opinion on it.

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*



## Exhibit 9100-5—Comparative Financial Statements Prepared in Accordance With Accounting Principles Generally Accepted in the United States of America When There has Been a Change in the Year End of the Entity

.26 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative year).
- Current year financial information is for less than six months.
- Prior year financial information is for the previous year.
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

### Independent Auditor's Report

[Appropriate Addressee]

We have audited the accompanying financial statements of ABC Company, which comprise the balance sheets as of December 31, 20X1 and June 30, 20X1, and the related statements of income, changes in stockholders' equity, and cash flows for the six-month and twelve-month periods<sup>1</sup> then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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<sup>1</sup> The report indicates the periods of time for each period being reported on.

*Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1 and June 30, 20X1, and the results of their operations and their cash flows for the six months and twelve months<sup>2</sup> then ended in accordance with accounting principles generally accepted in the United States of America.

[Auditor's signature]

[Auditor's city and state]

[Date of the auditor's report]

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<sup>2</sup> See footnote 1.

## Exhibit 9100-6—Unmodified Opinion in the Prior Year and Modified Opinion (Qualified Opinion) in the Current Year

.27 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative) prepared in accordance with accounting principles generally accepted in the United States of America.
- Certain lease obligations have been excluded from the financial statements in the current year. The effect of the exclusion is material but not pervasive. The auditor expressed an unmodified opinion in the prior year and is expressing a modified opinion (qualified opinion) in the current year.

### Independent Auditor's Report

[Appropriate Addressee]

We have audited the accompanying financial statements of ABC Company, which comprise the balance sheets as of December 31, 20X1 and 20X0, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

#### *Basis for Qualified Opinion*

The Company has excluded, from property and debt in the accompanying 20X1 balance sheet, certain lease obligations that were entered into in 20X1 which, in our opinion, should be capitalized in accordance with accounting principles generally accepted in the United States of America. If these lease obligations were capitalized, property would be increased by \$XXX, long-term debt by \$XXX, and retained earnings by \$XXX as of December 31, 20X1, and net income and earnings per share would be increased (decreased) by \$XXX and \$XXX, respectively, for the year then ended.

*Qualified Opinion*

In our opinion, except for the effects on the 20X1 financial statements of not capitalizing certain lease obligations as described in the Basis for Qualified Opinion paragraph, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1 and 20X0, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*

## Exhibit 9100-7—Unmodified Opinion in the Current Year and Disclaimer of Opinion on the Prior-Year Statements of Income, Changes in Stockholders' Equity, and Cash Flows

.28 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative) prepared in accordance with accounting principles generally accepted in the United States of America.
- The auditor was unable to observe the physical inventory as at December 31, 20X0, because at that time the auditor had not been engaged. Accordingly, the auditor was unable to obtain sufficient appropriate audit evidence regarding the net income and cash flows for the year ended December 31, 20X1. The effects of the inability to obtain sufficient appropriate audit evidence are deemed material and pervasive.
- The auditor expressed an unmodified opinion on December 31, 20X1 and 20X0 balance sheets and a disclaimer of opinion on the 20X0 statements of income, changes in stockholders' equity, and cash flows.

### Independent Auditor's Report

*[Appropriate Addressee]*

We have audited the accompanying financial statements of ABC Company, which comprise the balance sheets as of December 31, 20X2 and 20X1, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. Except as explained in the Basis for Disclaimer of Opinion paragraph, we conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the balance sheets as of December 31, 20X2 and 20X1, and the statements of income, changes in stockholders' equity, and cash flows for the year ended December 31, 20X2.

*Basis for Disclaimer of Opinion on 20X1 Operations and Cash Flows*

We did not observe the taking of the physical inventory as of December 31, 20X0, because that date was prior to our engagement as auditors for the Company, and we were unable to satisfy ourselves regarding inventory quantities by means of other auditing procedures. Inventory amounts as of December 31, 20X0 enter into the determination of net income and cash flows for the year ended December 31, 20X1.

*Disclaimer of Opinion on 20X1 Operations and Cash Flows*

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the results of operations and cash flows for the year ended December 31, 20X1. Accordingly, we do not express an opinion on the results of operations and cash flows for the year ended December 31, 20X1.

*Opinion*

In our opinion, the balance sheets of ABC Company as of December 31, 20X2 and 20X1, and the statements of income, changes in stockholders' equity, and cash flows for the year ended December 31, 20X2, present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X2 and 20X1, and the results of its operations and its cash flows for the year ended December 31, 20X2, in accordance with accounting principles generally accepted in the United States of America.

[Auditor's signature]

[Auditor's city and state]

[Date of the auditor's report]

## Exhibit 9100-8—Unmodified Opinion on Current Year; Updated Opinion on Prior Year Reflecting Correction of a GAAP Departure

.29 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).
- Opinion on prior year comparative financial statements was previously qualified due to a GAAP departure.
- GAAP departure was corrected in the current year, and the opinion has been updated.

### Independent Auditor's Report

[Appropriate Addressee]

We have audited the balance sheets of ABC Company as of December 31, 20X1 and 20X0, and the related statements of income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1 and 20X0, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*Emphasis of Matter*

In our report dated February 20, 20X1, we expressed an opinion that the 20X0 financial statements did not fairly present financial position, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America because the Company had not recognized deferred income. As described in Note 1, the Company has changed its method of accounting for deferred income taxes and had restated its 20X0 financial statements to conform with accounting principles generally accepted in the United States of America. Accordingly, our presentation on the 20X0 financial statements, as presented herein, is different from that expressed in our previous report.

[Auditor's signature]

[Auditor's city and state]

[Date of the auditor's report]



## Exhibit 9100-9—Unmodified Opinion on Current Year; Reference to Predecessor Auditor's Unmodified Opinion

.30 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.
- Opinion on current year financial statements is unmodified.
- Predecessor auditor's opinion was unmodified.

### Independent Auditor's Report

[Appropriate Addressee]

We have audited the balance sheet of ABC Company as of December 31, 20X1, and the related statements of income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Other Matter*

The financial statements of ABC Company as of December 31, 20X0, were audited by other auditors whose report dated March 15, 20X1, expressed an unmodified opinion on those statements.

[Auditor's signature]

[Auditor's city and state]

[Date of the auditor's report]

## Exhibit 9100-10—Unmodified Opinion on Current Year; Reference to Predecessor Auditor’s Unmodified Opinion With an Emphasis of Matter Paragraph for Going Concern

.31 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.
- Opinion on current year financial statements is unmodified.
- Predecessor auditor’s opinion was qualified because of a going concern uncertainty that continues in the current period.

### Independent Auditor’s Report

[Appropriate Addressee]

We have audited the balance sheet of ABC Company as of December 31, 20X1, and the related statements of income, changes in stockholders’ equity, and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management’s Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor’s Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Emphasis of Matter Regarding Going Concern*

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note X to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note X. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

*Other Matter*

The financial statements of ABC Company as of December 31, 20X0, were audited by other auditors whose report dated March 15, 20X1, expressed an unmodified opinion on those statements and included an emphasis of matter regarding the Company's ability to continue as a going concern as discussed in Note X those financial statements.

[Auditor's signature]

[Auditor's city and state]

[Date of the auditor's report]

## Exhibit 9100-11—Qualified Opinion on Current Year; Reference to Predecessor Auditor’s Qualified Opinion

.32 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).
- Opinion on current year financial statements is qualified due to GAAP departure.
- Predecessor auditor’s opinion was qualified due to a GAAP departure that continues in the current period.

### Independent Auditor’s Report

[Appropriate Addressee]

We have audited the balance sheet of TLM Company as of December 31, 20X1, and the related statements of income, changes in stockholders’ equity, and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management’s Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor’s Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

#### *Basis for Qualified Opinion*

The Company has stated inventories at cost in the accompanying balance sheets. Accounting principles generally accepted in the United States of America require inventories to be stated at the lower of cost or market. If the Company stated inventories at the lower of cost or market, a write down of \$XXX would have been required as of December 31, 20X1. Accordingly, cost of sales would have been increased by \$XXX, and net income, income taxes, and stockholders’ equity would have been reduced by \$XXX, \$XXX, and \$XXX, respectively, as of and for the year ended December 31, 20X1.

*Qualified Opinion*

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements referred to above present fairly, in all material respects, the financial position of TLM Company as of December 31, 20X1, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Other Matter*

The financial statements of ABC Company as of December 31, 20X0, were audited by other auditors whose report dated March 15, 20X1, expressed a qualified opinion on those statements because of the departure from generally accepted accounting principles described in the basis for qualified opinion paragraph above.

[Auditor's signature]

[Auditor's city and state]

[Date of the auditor's report]

## Exhibit 9100-12—Comparative Consolidated Financial Statements and Supplementary Information When Predecessor Auditors Have Audited the Prior Period Financial Statements and Supplementary Information

.33 Circumstances include the following:

- Audit of a complete set of general purpose financial statements (comparative).
- The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.
- Opinion on current year financial statements is unmodified, in relation to opinion expressed on supplementary information.
- Predecessor auditor's opinion was unmodified, in relation to opinion expressed on supplementary information.

### Independent Auditor's Report

[Appropriate Addressee]

We have audited the accompanying consolidated balance sheet of TLM Company and subsidiaries as of December 31, 20X1, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

***Report on Supplementary Information***

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The 20X1 [*identify accompanying supplementary information*] on pages XX-XX is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the 20X1 consolidated financial statements as a whole.

***Other Matter***

The consolidated financial statements of TLM Company as of December 31, 20X0, were audited by other auditors whose report dated March 15, 20X1, expressed an unmodified opinion on those statements. The 20X0 [*identify accompanying supplementary information*] on pages XX-XX was subjected to the auditing procedures applied in the 20X0 audit of the basic financial statements by other auditors, whose report on such information stated that it was fairly stated in all material respects in relation to the 20X0 consolidated financial statements as a whole.

[*Auditor's signature*]

[*Auditor's city and state*]

[*Date of the auditor's report*]



## Exhibit 9100-13—A Separate Report When the Auditor Is Issuing an Unmodified Opinion on the Financial Statements and an Unmodified Opinion on the Supplementary Information; Reference to Predecessor Auditor

.34

### Independent Auditor's Report on Supplementary Information

We have audited the financial statements of TLM Company as of and for the year ended June 30, 20X1, and have issued our report thereon dated [*date of the auditor's report on the financial statements*], which contained an unmodified opinion on those financial statements. Our audit was performed for the purpose of forming an opinion on the financial statements as a whole. The 20X1 [*identify supplementary information*] on pages XX-XX is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the 20X1 financial statements as a whole.

The financial statements of TLM Company as of and for the year ended June 30, 20X0, were audited by other auditors whose report dated [*date of the predecessor auditor's report on the financial statements*] expressed an unmodified opinion on those statements. The 20X0 [*identify accompanying supplementary information*] on pages XX-XX was subjected to the auditing procedures applied in the 20X0 audit of the basic financial statements by other auditors, whose report on such information stated that it was fairly stated in all material respects in relation to the 20X0 financial statements as a whole.



# AAM Section 9110

## *Initial Audit Engagements*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 510, *Opening Balances—Initial Audit Engagements, Including Reaudit Engagements*
- AU-C section 560, *Subsequent Events and Subsequently Discovered Facts*
- AU-C section 705, *Modifications to the Opinion in the Independent Auditor's Report*

.01 This section addresses the auditor's responsibilities relating to opening balances in an initial audit engagement, including a reaudit engagement, as addressed in AU-C section 510. In addition to financial statement amounts, opening balances include matters requiring disclosure that existed at the beginning of the period, such as contingencies and commitments.

.02 This section, with respect to predecessor auditors, does not apply if the most recent audited financial statements are more than one year prior to the beginning of the earliest period to be audited.

.03 In conducting an initial audit engagement, including a reaudit engagement, the objective of the auditor is to obtain sufficient appropriate audit evidence regarding opening balances about whether opening balances contain misstatements that materially affect the current period's financial statements and that appropriate accounting policies reflected in the opening balances have been consistently applied in the current period's financial statements, or changes thereto are appropriately accounted for and adequately presented and disclosed in accordance with the applicable financial reporting framework.

.04 Within generally accepted auditing standards, the following terms have the meanings attributed as follows:

**Initial audit engagement.** An engagement in which either the financial statements for the prior period were not audited, or the financial statements for the prior period were audited by a predecessor auditor.

**Opening balances.** Those account balances that exist at the beginning of the period. Opening balances are based upon the closing balances of the prior period and reflect the effects of transactions and events of prior periods and accounting policies applied in the prior period. Opening balances also include matters requiring disclosure that existed at the beginning of the period, such as contingencies and commitments.

**Predecessor auditor.** The auditor from a different audit firm who has reported on the most recent audited financial statements or was engaged to perform but did not complete an audit of the financial statements.

**Reraudit.** An initial audit engagement to audit financial statements that have been previously audited by a predecessor auditor.

.05 In accordance with paragraphs .06–.07 of AU-C section 510, the auditor should read the most recent financial statements, if any, and the predecessor auditor's report thereon, if any, for information relevant to opening balances, including disclosures, and consistency in the application of accounting policies.

.06 In instances in which the prior period financial statements were audited by a predecessor auditor, the auditor should request management to authorize the predecessor auditor to allow a review of the predecessor auditor's audit documentation and for the predecessor auditor to respond fully to the auditor's inquiries, thereby providing the auditor with information to assist in planning and performing the engagement.

## Opening Balances

.07 As explained in paragraph .08 of AU-C section 510, the auditor should obtain sufficient appropriate audit evidence about whether the opening balances contain misstatements that materially affect the current period's financial statements by

- determining whether the prior period's closing balances have been correctly brought forward to the current period or, when appropriate, have been restated;
- determining whether the opening balances reflect the application of appropriate accounting policies; and
- evaluating whether audit procedures performed in the current period provide evidence relevant to the opening balances and performing one or both of the following:
  - When the prior year financial statements were audited, reviewing the predecessor auditor's audit documentation to obtain evidence regarding the opening balances
  - Performing specific audit procedures to obtain evidence regarding the opening balances

.08 The nature and extent of audit procedures necessary to obtain sufficient appropriate audit evidence regarding opening balances depend on such matters as the following:

- The accounting policies followed by the entity
- The nature of the account balances, classes of transactions and disclosures, and the risks of material misstatement in the current period's financial statements
- The significance of the opening balances relative to the current period's financial statements
- Whether the prior period's financial statements were audited and, if so, whether the predecessor auditor's opinion was modified

.09 For current assets and liabilities, some audit evidence about opening balances may be obtained as part of the current period's audit procedures. For example, the collection (payment) of opening accounts receivable (accounts payable) during the current period will provide some audit evidence of their existence, rights and obligations, completeness, and valuation at the beginning of the period. In the case of inventories, however, the current period's audit procedures on the closing inventory balance provide little audit evidence regarding inventory on hand at the beginning of the period. Therefore, additional audit procedures, such as one or more of the following, may be necessary to obtain sufficient appropriate audit evidence:

- Observing a current physical inventory count and reconciling it to the opening inventory quantities
- Performing audit procedures on the valuation of the opening inventory items
- Performing audit procedures on gross profit and cutoff

.10 For noncurrent assets and liabilities, such as property, plant, and equipment, investments, and long-term debt, some audit evidence may be obtained by examining the accounting records and other information underlying the opening balances. In certain cases, the auditor may be able to obtain some audit evidence regarding opening balances through confirmation with third parties (for example, for long-term debt and investments). In other cases, the auditor may need to carry out additional audit procedures.

.11 In accordance with paragraphs .15–.16 of AU-C section 510, if the auditor is unable to obtain sufficient appropriate audit evidence regarding the opening balances, the auditor should express a qualified opinion or disclaim an opinion on the financial statements, as appropriate, in accordance with AU-C section 705, which was discussed in section 9050, "Inability to Obtain Sufficient Appropriate Audit Evidence."

.12 If the auditor concludes that the opening balances contain a misstatement that materially affects the current period's financial statements, and the effect of the misstatement is not appropriately accounted for or adequately presented or disclosed, the auditor should express a qualified opinion or an adverse opinion, as appropriate, in accordance with AU-C section 705, as discussed in section 9040, "Material Misstatements."

.13 If the auditor obtains audit evidence that the opening balances contain misstatements that could materially affect the current period's financial statements, the auditor should, as explained in paragraph .09 of AU-C section 510, perform such additional audit procedures as are appropriate in the circumstances to determine the effect on the current period's financial statements. If the auditor concludes that such misstatements exist in the current period's financial statements, the auditor should communicate the misstatements to the appropriate level of management and those charged with governance. If the prior period financial statements were audited by a predecessor auditor, the auditor should also refer to the paragraphs later in this section regarding discovery of possible material misstatements in financial statements reported on by a predecessor auditor.

## Consistency of Accounting Policies

.14 As described in paragraph .10 of AU-C section 510, the auditor should obtain sufficient appropriate audit evidence about whether the accounting policies reflected in the opening balances have been consistently applied in the current period's financial statements and whether changes in the accounting policies have been appropriately accounted for and adequately presented and disclosed in accordance with the applicable financial reporting framework.

.15 If the auditor concludes that the current period's accounting policies are not consistently applied regarding opening balances in accordance with the applicable financial reporting framework, or a change in accounting policies is not appropriately accounted for or adequately presented or disclosed in accordance with the applicable financial reporting framework, the auditor should express a qualified opinion or an adverse opinion.

## Relevant Information in the Predecessor Auditor's Report

.16 In accordance with paragraphs .11 and .18 of AU-C section 510, if the prior period's financial statements were audited by a predecessor auditor, and a modification was made to the opinion, the auditor should evaluate the effect of the matter giving rise to the modification in assessing the risks of material misstatement in the current period's financial statements.

.17 If the predecessor auditor's opinion regarding the prior period's financial statements included a modification to the auditor's opinion that remains relevant and material to the current period's financial statements, the auditor should modify the auditor's opinion on the current period's financial statements.

## Discovery of Possible Material Misstatements in Financial Statements Reported on by a Predecessor Auditor

.18 If the auditor becomes aware of information during the audit that leads the auditor to believe that financial statements reported on by the predecessor auditor may require revision, the auditor should, in accordance with paragraphs .12–.13 of AU-C section 510, request management to inform the predecessor auditor of the situation and arrange for the three parties to discuss this information and attempt to resolve the matter. The auditor should communicate to the predecessor auditor information that the auditor believes the predecessor auditor may want to consider, in accordance with AU-C section 560, which addresses the auditor's responsibilities when facts become known to the auditor after the date of the auditor's report that, had they been known to the auditor at that date, may have caused the auditor to amend the auditor's report.

.19 If management refuses to inform the predecessor auditor that the prior period financial statements may need revision or if the auditor is not satisfied with the resolution of the matter, the auditor should evaluate the implications on the current engagement and whether to withdraw from the engagement or, when withdrawal is not possible under applicable law or regulation, disclaim an opinion on the financial statements. The auditor may also seek legal advice in determining the appropriate course of action.

## Audit Conclusions and Reporting

.20 The auditor should not make reference to the report or work of the predecessor auditor as the basis, in part, for the auditor's own opinion as described in paragraph .14 of AU-C section 510.

.21 Exhibit 9110-1, "Auditor's Disclaimer of Opinion on Results of Operations and Cash Flows and Unmodified Opinion on Financial Position," is an example of the reporting requirements discussed within this section.

## Illustrations of Auditor's Reports on Financial Statements

### Exhibit 9110-1—Auditor's Disclaimer of Opinion on Results of Operations and Cash Flows and Unmodified Opinion on Financial Position

.22 Circumstances include the following:

- The auditor did not observe the counting of the physical inventory at the beginning of the current period and was unable to obtain sufficient appropriate audit evidence regarding the opening balances of inventory.
- The possible effects of the inability to obtain sufficient appropriate audit evidence regarding opening balances of inventory are deemed to be material and pervasive to the entity's results of operations and cash flows.<sup>1</sup>
- The financial position at year-end is fairly presented.
- A disclaimer of opinion regarding the results of operations and cash flows and an unmodified opinion regarding financial position is considered appropriate in the circumstances.

#### Independent Auditor's Report

[Appropriate Addressee]

#### **Report on the Financial Statements<sup>2</sup>**

We have audited the accompanying balance sheet of ABC Company as of December 31, 20X1, and were engaged to audit the related statements of income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the income statement and the cash flow statement.

We conducted our audit of the balance sheet in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the balance sheet is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances

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<sup>1</sup> If the possible effects, in the auditor's professional judgment, are considered to be material but not pervasive to the entity's results of operations and cash flows, the auditor would express a qualified opinion on the results of operations and cash flows.

<sup>2</sup> The subtitle, "Report on the Financial Statements," is unnecessary in circumstances when the second subtitle, "Report on Other Legal and Regulatory Requirements," is not applicable.

but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.<sup>3</sup> Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our unmodified opinion on the balance sheet.

#### *Basis for Disclaimer of Opinion on the Results of Operations and Cash Flows*

We were not engaged as auditors of the Company until after December 31, 20X0, and, therefore, did not observe the counting of physical inventories at the beginning of the year. We were unable to satisfy ourselves by performing other auditing procedures concerning the inventory held at December 31, 20X0. Because opening inventories enter into the determination of net income and cash flows, we were unable to determine whether any adjustments might have been necessary in respect of the profit for the year reported in the income statement and the net cash flows from operating activities reported in the cash flow statement.

#### *Disclaimer of Opinion on the Results of Operations and Cash Flows*

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the results of operations and cash flows for the year ended December 31, 20X1. Accordingly, we do not express an opinion on the results of operations and cash flows for the year ended December 31, 20X1.

#### *Opinion on the Balance Sheet*

In our opinion, the balance sheet presents fairly, in all material respects, the financial position of ABC Company as of December 31, 20X1, in accordance with accounting principles generally accepted in the United States of America.

#### **Report on Other Legal and Regulatory Requirements**

*[Form and content of this section of the auditor's report will vary depending on the nature of the auditor's other reporting responsibilities.]*

*[Auditor's signature]*

*[Auditor's city and state]*

*[Date of the auditor's report]*

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<sup>3</sup> In circumstances when the auditor also has responsibility to express an opinion on the effectiveness of internal control in conjunction with the audit of the financial statements, this sentence would be worded as follows: "In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances." In addition, the next sentence, "Accordingly, we express no such opinion." would not be included.



## AAM Section 9120

# *Single Financial Statement and Specific Elements, Accounts, or Items*

This section contains the following reference from AICPA *Professional Standards*:

- AU-C section 805, *Special Considerations—Audits of Single Financial Statements and Specific Elements, Accounts, or Items of a Financial Statement*

.01 This section addresses special considerations in the application of the prior sections to an audit of a single financial statement or of a specific element, account, or item of a financial statement as addressed in AU-C section 805. The single financial statement or the specific element, account, or item of a financial statement may be prepared in accordance with a general or special purpose framework.

.02 For purposes of this section, reference to

- an *element of a financial statement* or an *element* means an element, account, or item of a financial statement.
- a *single financial statement* or a *specific element of a financial statement* includes the related notes. The related notes ordinarily comprise a summary of significant accounting policies and other explanatory information relevant to the financial statement or the specific element.

.03 As previously discussed, the auditor is required to determine the acceptability of the financial reporting framework applied in the preparation of the financial statements. In the case of an audit of a single financial statement or a specific element of a financial statement, the auditor should, in accordance with paragraph .10 of AU-C section 805, obtain an understanding of

- the purpose for which the single financial statement or specific element of a financial statement is prepared,
- the intended users, and
- the steps taken by management to determine that the application of the financial reporting framework is acceptable in the circumstances.

.04 This determination should include consideration of whether the application of the financial reporting framework will result in a presentation that provides adequate disclosures to enable the intended users to understand the information conveyed in the financial statement or the specific element and the effect of material transactions and events on the information conveyed in the financial statement or the specific element as described in paragraph .11 of AU-C section 805.

.05 The individual financial statements that comprise a complete set of financial statements and many of the elements of those financial statements, including their related notes, are interrelated. For example, sales and receivables, inventory and payables, and buildings and equipment and depreciation each are interrelated. Accordingly, when auditing a single financial statement or a specific element of a financial statement, the auditor may not be able to consider the single financial statement or the specific element in isolation. Consequently, as explained in paragraph .13 of AU-C section 805, the auditor should perform procedures on interrelated items as necessary to meet the objective of the audit. In the case of an audit of a specific element that is, or is based upon, the entity's stockholders' equity or net income (or the equivalents thereto), the auditor is required to perform procedures necessary to obtain sufficient appropriate audit evidence about financial position or financial position and results of operations, respectively, because of the interrelationship between the specific

element and the balance sheet accounts and the income statement accounts. However, matters related to classification or disclosure may not be relevant to the audit of the specific element; therefore, audit procedures on such matters may not be necessary in an audit of a specific element.

.06 The auditor, in forming an opinion, is required to evaluate whether the financial statements provide adequate disclosures to enable the intended users to understand the effect of material transactions and events on the information conveyed in the financial statements. In the case of an audit of a single financial statement or a specific element of a financial statement, it is important, in view of the requirements of the applicable financial reporting framework, that the disclosures enable the intended users to understand the information conveyed in the financial statement or the specific element and the effect of material transactions and events on the information conveyed in the financial statement or the specific element.

.07 In conjunction with an engagement to audit the entity's complete set of financial statements, if the auditor undertakes an engagement to audit a single financial statement or a specific element of a financial statement, the auditor should, in accordance with paragraph .16 of AU-C section 805, issue a separate auditor's report and express a separate opinion for each engagement and indicate in the report on a specific element of a financial statement the date of the auditor's report on the complete set of financial statements and the nature of opinion expressed on those financial statements under an appropriate heading.

.08 An audited single financial statement or an audited specific element of a financial statement may be issued together, except as discussed later, with the entity's audited complete set of financial statements, provided that the presentation of the single financial statement or the specific element is sufficiently differentiated from the complete set of financial statements. The auditor should also differentiate the report on the single financial statement or the specific element of a financial statement from the report on the complete set of financial statements, as explained in paragraph .17 of AU-C section 805.

.09 If the auditor concludes that the presentation of the audited single financial statement or the audited specific element does not differentiate it sufficiently from the complete set of financial statements, the auditor should, in accordance with paragraph .18 of AU-C section 805, ask management to remedy the situation. The auditor should not release the auditor's report containing the opinion on the single financial statement or the specific element of a financial statement until satisfied with the differentiation.

.10 As described in paragraphs .19–.20 of AU-C section 805, if the opinion in the auditor's report on an entity's complete set of financial statements is modified, the auditor should determine the effect that this may have on the auditor's opinion on a single financial statement or a specific element of those financial statements.

.11 In the case of an audit of a specific element of a financial statement, if the auditor's modified opinion on the entity's complete set of financial statements as a whole is relevant to the audit of the specific element, the auditor should express an adverse opinion on the specific element when the modification of the auditor's opinion on the complete set of financial statements as a whole arises from a material misstatement in such financial statements. Alternately, the auditor should disclaim an opinion on the specific element when the modification of the auditor's opinion on the complete set of financial statements as a whole arises from an inability to obtain sufficient appropriate audit evidence.

.12 The auditor is not permitted to issue an unmodified opinion on an audited element of a financial statement with an entity's audited complete set of financial statements if the auditor concludes that it is necessary to express an adverse opinion or disclaim an opinion on the entity's complete set of financial statements as a whole. An unmodified opinion on a specific element in the same auditor's report would contradict the adverse opinion or disclaimer of opinion on the entity's complete set of financial statements as a whole and would be tantamount to expressing a piecemeal opinion. In the context of a separate audit of a specific element that is included in those financial statements, when the auditor, nevertheless, considers it appropriate to express an unmodified opinion on that specific element, the auditor should only do so in accordance with paragraph .21 of AU-C section 805, if that opinion

- is expressed in an auditor's report that is neither issued together with, nor otherwise accompanies, the auditor's report containing the adverse opinion or disclaimer of opinion, and

- the specific element does not constitute a major portion of the entity's complete set of financial statements, or the specific element is not, or is not based upon, the entity's stockholders' equity or net income or the equivalent.

.13 As explained in paragraphs .22–.23 of AU-C section 805, a single financial statement is deemed to constitute a major portion of a complete set of financial statements. Therefore, the auditor should not express an unmodified opinion on a single financial statement of a complete set of financial statements if the auditor has expressed an adverse opinion or disclaimed an opinion on the complete set of financial statements as a whole, even if the auditor's report on the single financial statement is neither issued together with, nor otherwise accompanies, the auditor's report containing the adverse opinion or disclaimer of opinion.

.14 If the auditor's report on an entity's complete set of financial statements includes an emphasis-of-matter paragraph or an other-matter paragraph that is relevant to the audit of the single financial statement or the specific element, the auditor should include a similar emphasis-of-matter paragraph or an other-matter paragraph in the auditor's report on the single financial statement or the specific element.

.15 The auditor may be requested to audit an incomplete presentation but one that is otherwise in accordance with accounting principles generally accepted in the United States of America (GAAP). For example, an entity wishing to sell a division or product line may present certain assets and liabilities, revenues, and expenses relating to the division or product line being sold. Incomplete presentations may also be required by a regulatory agency or a contract or an agreement. For example, a regulatory agency may require a schedule of gross income and certain expenses of an entity's real estate operation in which income and expenses are measured in accordance with GAAP, but expenses are defined to exclude certain items, such as interest, depreciation, and income taxes. Also, an acquisition agreement may specify a schedule of gross assets and liabilities of the entity measured in accordance with GAAP but limited to the assets to be sold and liabilities to be transferred pursuant to the agreement. These types of presentations are generally regarded as single financial statements, even though certain items may be excluded only to the extent necessary to meet the purpose for which they were prepared. In order to avoid misunderstandings about the purpose for which the presentation is prepared, if the auditor reports on an incomplete presentation but one that is otherwise in accordance with GAAP, the auditor should include an emphasis-of-matter paragraph in the auditor's report that states the purpose for which the presentation is prepared and refers to a note in the financial statements that describes the basis of presentation and indicates that the presentation is not intended to be a complete presentation of the entity's assets, liabilities, revenues, or expenses.



## AAM Section 9130

# *Reporting on Compliance With Aspects of Contractual Agreements or Regulatory Requirements in Connection With Audited Financial Statements*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 806, *Reporting on Compliance With Aspects of Contractual Agreements or Regulatory Requirements in Connection With Audited Financial Statements*
- AU-C section 905, *Alert That Restricts the Use of the Auditor's Written Communication*
- AU-C section 935, *Compliance Audits*
- AT section 601, *Compliance Attestation*

.01 This section addresses the auditor's responsibility when the auditor is requested to report on an entity's compliance with aspects of contractual agreements or regulatory requirements, insofar as they relate to accounting matters, in connection with an audit of financial statements (referred to hereinafter as a *report on compliance*). Such a report is commonly referred to as a *by-product report*.

.02 Entities may be required by contractual agreements, such as certain bond indentures and loan agreements, or regulatory agencies to provide an auditor's report on compliance. For example, loan agreements may impose a variety of obligations on borrowers involving matters such as payments into sinking funds, payments of interest, maintenance of current ratios, and restrictions of dividend payments. Loan agreements may also require the borrower to provide annual financial statements that have been audited. In some instances, the lenders or their trustees may request the auditor to report that the borrower has complied with certain covenants of the agreement relating to accounting matters. The auditor may satisfy this request by issuing a report on compliance in accordance with the requirements of AU-C section 806.

.03 As described in the first paragraph, this section addresses reporting on an entity's compliance with aspects of contractual agreements or regulatory requirements in connection with an audit of financial statements. AU-C section 935 applies when the auditor is engaged or required by law or regulation to perform a compliance audit in accordance with generally accepted auditing standards (GAAS), the standards for financial audits under *Government Auditing Standards*, or a governmental audit requirement that requires the auditor to express an opinion on compliance with applicable compliance requirements. When the auditor is engaged to perform a separate attest engagement on an entity's compliance with requirements of specific laws, regulations, rules, contracts, or grants or the effectiveness of an entity's internal control over compliance with specified requirements, AT section 601 applies.

.04 In accordance with paragraphs .07–.11 of AU-C section 806, the auditor's report on compliance should include a statement that nothing came to the auditor's attention that caused the auditor to believe that the entity failed to comply with specified aspects of the contractual agreements or regulatory requirements, insofar as they relate to accounting matters, only when

- the auditor has not identified any instances of noncompliance;
- the auditor has expressed an unmodified or qualified opinion on the financial statements to which the applicable covenants of such contractual agreements or regulatory requirements relate; and

- the applicable covenants or regulatory requirements relate to accounting matters that have been subjected to the audit procedures applied in the audit of financial statements.

.05 When the auditor has identified one or more instances of noncompliance, the report on compliance should describe such noncompliance.

.06 When the auditor has expressed an adverse opinion or disclaimed an opinion on the financial statements, the auditor should issue a report on compliance only when instances of noncompliance are identified. Therefore, the requirement to describe the noncompliance also applies in such circumstances. The auditor should modify the wording of the report on compliance as appropriate to the circumstances.

.07 The auditor is not precluded from issuing a report on compliance if such report is required by another set of auditing standards (for example, *Government Auditing Standards*), and the auditor has been engaged to audit the financial statements in accordance with both GAAS and those other standards.

.08 The report on compliance should be in writing and should be provided either in a separate report or in one or more paragraphs included in the auditor's report on the financial statements.

## Separate Report on Compliance With Aspects of Contractual Agreements or Regulatory Requirements

.09 In accordance with paragraph .12 of AU-C section 806, when the auditor reports on compliance in a separate report, the report should include the following:

- A title that includes the word "independent" to clearly indicate that it is the report of an independent auditor.
- An appropriate addressee.
- A paragraph that states that the financial statements were audited in accordance with GAAS and an identification of the United States of America as the country of origin of those standards (for example, auditing standards generally accepted in the United States of America or U.S. generally accepted auditing standards) and the date of the auditor's report on those financial statements.
- If the auditor expressed a modified opinion on the financial statements, a statement describing the nature of the modification.
- When no instances of noncompliance are identified by the auditor, a reference to the specific covenants or paragraphs of the contractual agreement or regulatory requirement and a statement that nothing came to the auditor's attention that caused the auditor to believe that the entity failed to comply with specified aspects of the contractual agreements or regulatory requirements, insofar as they relate to accounting matters.
- When instances of noncompliance are identified by the auditor, a reference to the specific covenants or paragraphs of the contractual agreement or regulatory requirement, insofar as they relate to accounting matters, and a description of the identified instances of noncompliance.
- A statement that the report is being provided in connection with the audit of the financial statements.
- A statement that the audit was not directed primarily toward obtaining knowledge regarding compliance and, accordingly, had the auditor performed additional procedures, other matters may have come to the auditor's attention regarding noncompliance with the specific covenants or paragraphs of the contractual agreement or regulatory requirement, insofar as they relate to accounting matters.
- A paragraph that includes a description and the source of significant interpretations, if any, made by the entity's management relating to the provisions of the relevant contractual agreement or regulatory requirement.
- A paragraph that includes an appropriate alert in accordance with the AU-C section 905.

- The manual or printed signature of the auditor's firm and the city and state where the auditor practices.
- The date of the report, which should be the same date as the auditor's report on the financial statements.

.10 When instances of noncompliance are identified and the entity has obtained a waiver for such noncompliance, the auditor may include a statement in the report on compliance that a waiver has been obtained. The determination of whether to include such a statement is based on the procedures performed by the auditor to evaluate the waiver for the purposes of obtaining sufficient appropriate audit evidence in connection with the audit of the financial statements. All instances of noncompliance are required to be described in the report on compliance, including those for which a waiver has been obtained.

## **Report on Compliance With Aspects of Contractual Agreements or Regulatory Requirements Included in the Auditor's Report**

.11 In accordance with paragraph .13 of AU-C section 806, when a report on compliance is included in the auditor's report on the financial statements, the auditor's report should include an other-matter paragraph that includes a reference to the specific covenants or paragraphs of the contractual agreement or regulatory requirement, insofar as they relate to accounting matters, and also should include the following:

- When no instances of noncompliance are identified by the auditor, a statement that nothing came to the auditor's attention that caused the auditor to believe that the entity failed to comply with specified aspects of the contractual agreements or regulatory requirements, insofar as they relate to accounting matters.
- When instances of noncompliance are identified by the auditor, a description of the identified instances of noncompliance.
- A statement that the communication is being provided in connection with the audit of the financial statements.
- A statement that the audit was not directed primarily toward obtaining knowledge regarding compliance, and accordingly, had the auditor performed additional procedures, other matters may have come to the auditor's attention regarding noncompliance with the specific covenants or paragraphs of the contractual agreement or regulatory requirement, insofar as they relate to accounting matters.
- A paragraph that includes a description and the source of significant interpretations, if any, made by the entity's management relating to the provisions of the relevant contractual agreement or regulatory requirement.
- A paragraph that includes an appropriate alert in accordance with AU-C section 905.

.12 An alert is necessary, whether or not the report is a separate report or included in the auditor's report, because although compliance matters may be identified by the auditor during the course of the audit engagement, the identification of such matters is not the primary objective of the audit engagement. In addition, the basis, assumptions, or purpose of the provisions in contractual agreements or regulatory requirements to which the report on compliance relates are developed for, and directed only to, the parties to the contractual agreement or the regulatory agency responsible for the requirements.





## AAM Section 9140

# *Engagements to Report on Summary Financial Statements*

This section contains the following references from AICPA *Professional Standards*:

- AU-C section 560, *Subsequent Events and Subsequently Discovered Facts*
- AU-C section 730, *Required Supplementary Information*
- AU-C section 810, *Engagements to Report on Summary Financial Statements*

.01 This section addresses the auditor's responsibilities relating to an engagement to report separately on summary financial statements derived from financial statements audited in accordance with generally accepted auditing standards (GAAS) by the same auditor. In such an engagement, the auditor forms an opinion about whether the summary financial statements are consistent, in all material respects, with the audited financial statements from which they have been derived, in accordance with the applied criteria. AU-C section 810 applies to such engagements.

.02 Financial statements may present comparative information in the form of condensed financial statements or summarized financial information. For example, entities such as state and local governmental units may present prior period financial information in their government-wide financial statements only for the total reporting entity, rather than disaggregated by governmental activities, business-type activities, total primary government, and discretely presented component units. Also, not-for-profit organizations frequently present certain information for the prior period in total rather than by net asset class. This section does not apply to reporting on financial statements containing such comparative information. Summary financial statements differ from comparative information. Summary financial statements may be presented in a document containing financial statements or in a separate document, whereas comparative information is presented within the financial statements. Section 9100, "Comparative Financial Statements," addresses the auditor's responsibility for comparative information.

.03 Summary financial statements may be required by a designated accounting standards setter (for example, the Governmental Accounting Standards Board) to accompany the basic financial statements. This section does not apply in such circumstances. AU-C section 730 addresses the auditor's responsibilities relating to information supplementary to the basic financial statements that is required by a designated accounting standards setter to accompany such financial statements. Required supplementary information is discussed in section 9070, "Additional Communications in the Auditor's Report—Other-Matter Paragraphs."

.04 For purposes of this section, the following terms have the meanings attributed as follows:

**Applied criteria.** The criteria applied by management in the preparation of the summary financial statements.

**Summary financial statements.** Historical financial information that is derived from financial statements but that contains less detail than the financial statements, while still providing a structured representation consistent with that provided by the financial statements of the entity's economic resources or obligations at a point in time or the changes therein for a period of time. Summary financial statements are separately presented and are not presented as comparative information.

**Audited financial statements.** Financial statements audited by the auditor in accordance with GAAS and from which the summary financial statements are derived.

.05 In accordance with paragraphs .08–.10 of AU-C section 810, the auditor should not accept an engagement to report on summary financial statements unless the auditor has been engaged to conduct an audit in accordance with GAAS of the financial statements from which the summary financial statements are derived. The audit of the financial statements from which the summary financial statements are derived provides the auditor with the necessary knowledge to discharge the auditor's responsibilities regarding the summary financial statements. Application of this section will not provide sufficient appropriate evidence on which to base the opinion on the summary financial statements if the auditor also has not audited the financial statements from which the summary financial statements are derived.

.06 Before accepting an engagement to report on summary financial statements, the auditor should

- determine whether the applied criteria are acceptable;
- obtain the agreement of management, in writing, that it acknowledges and understands its responsibilities; and
- obtain the agreement of management, in writing, about the expected form and content of the report on the summary financial statements, including the agreement that there may be circumstances in which the report may differ from its expected form and content.

.07 If the auditor concludes that the applied criteria are unacceptable or is unable to obtain the agreement of management described above, the auditor should not accept the engagement to report on the summary financial statements.

.08 The auditor should perform the following procedures as explained by paragraph .11 of AU-C section 810 and any other procedures that the auditor may consider necessary as the basis for the auditor's opinion on the summary financial statements:

- Evaluate whether the summary financial statements adequately disclose their summarized nature and identify the audited financial statements.
- When the summary financial statements are not accompanied by the audited financial statements, evaluate
  - whether the summary financial statements clearly describe where the audited financial statements are available and
  - whether the audited financial statements are readily available to the intended users of the summary financial statements.
- Evaluate whether the summary financial statements adequately disclose the applied criteria.
- Compare the summary financial statements with the related information in the audited financial statements to determine whether the summary financial statements agree with, or can be recalculated from, the related information in the audited financial statements.
- Evaluate whether the summary financial statements are prepared in accordance with the applied criteria.
- Evaluate, in view of the purpose of the summary financial statements, whether the summary financial statements contain the information necessary and are at an appropriate level of aggregation, so that they are not misleading in the circumstances.
- Request management's written representations in the form of a representation letter addressed to the auditor.

.09 The guidance on the forming of an opinion for engagements to report on summary financial statements resides in paragraphs .14–.16 of AU-C section 810. When the auditor has concluded that an unmodified opinion on the summary financial statements is appropriate, the auditor's opinion should state that the summary financial statements are consistent, in all material respects, with the audited financial statements from which they have been derived, in accordance with the applied criteria.

.10 If the summary financial statements are not consistent, in all material respects, with the audited financial statements, in accordance with the applied criteria, and management does not agree to make the necessary changes, the auditor should express an adverse opinion on the summary financial statements. Due to the summarized nature of the summary financial statements, a qualified opinion would not be appropriate; the summary financial statements either are or are not consistent, in all material respects, with the audited financial statements, in accordance with the applied criteria.

.11 The auditor should state in the opinion paragraph that, in the auditor's opinion, because of the significance of the matter(s) described in the basis for adverse opinion paragraph, the summary financial statements are not consistent, in all material respects, with the audited financial statements from which they have been derived in accordance with the applied criteria.

.12 When the auditor's report on the audited financial statements contains an adverse opinion or a disclaimer of opinion, the auditor should withdraw from the engagement to report on the summary financial statements, when withdrawal is possible under applicable law or regulation. If it is not possible for the auditor to withdraw from the engagement, the auditor's report on the summary financial statements should

- state that the auditor's report on the audited financial statements contains an adverse opinion or disclaimer of opinion.
- describe the basis for that adverse opinion or disclaimer of opinion.
- state that, as a result of the adverse opinion or disclaimer of opinion, it is inappropriate to express, and the auditor does not express, an opinion on the summary financial statements.
- include the reporting elements described as follows except for
  - if the date of the auditor's report on the summary financial statements is later than the date of the auditor's report on the audited financial statements, a statement that the summary financial statements and the audited financial statements do not reflect the effects of events, if any, that occurred subsequent to the date of the auditor's report on the audited financial statements.
  - an indication that the summary financial statements do not contain all the disclosures required by the [*financial reporting framework applied in the preparation of the financial statements*] and that reading the summary financial statements is not a substitute for reading the audited financial statements.
  - a statement of the auditor's responsibilities.
  - a paragraph that clearly states an opinion.

.13 When an entity is required by law or regulation to provide a report on summary financial statements, the auditor is neither precluded from withdrawing, nor required to withdraw, from the engagement.

## Elements of the Auditor's Report

.14 In accordance with paragraphs .17–.19 of AU-C section 810, the auditor's report on summary financial statements should include the following elements:

- Title that includes the word "independent" to clearly indicate that it is the report of an independent auditor
- Addressee

- Introductory paragraph that
  - identifies the summary financial statements on which the auditor is reporting, including the title of each statement included in the summary financial statements
  - identifies the audited financial statements from which the summary financial statements have been derived
  - refers to the auditor's report on the audited financial statements, the date of that report, and the fact that an unmodified opinion is expressed on the audited financial statements
  - if the date of the auditor's report on the summary financial statements is later than the date of the auditor's report on the audited financial statements, states that the summary financial statements and the audited financial statements do not reflect the effects of events, if any, that occurred subsequent to the date of the auditor's report on the audited financial statements
  - indicates that the summary financial statements do not contain all the disclosures required by the [financial reporting framework applied in the preparation of the financial statements] and that reading the summary financial statements is not a substitute for reading the audited financial statements
- Description of management's responsibility for the summary financial statements explaining that management is responsible for the preparation of the summary financial statements in accordance with the applied criteria
- Statement that the auditor is responsible for expressing an opinion about whether the summary financial statements are consistent, in all material respects, with the audited financial statements based on the procedures required by GAAS and an identification of the United States of America as the country of origin of those standards, including the following:
  - The procedures consisted principally of comparing the summary financial statements with the related information in the audited financial statements from which the summary financial statements have been derived and evaluating whether the summary financial statements are prepared in accordance with the applied criteria.
  - If the date of the auditor's report on the summary financial statements is later than the date of the auditor's report on the audited financial statements, the auditor did not perform any audit procedures regarding the audited financial statements after the date of the report on those financial statements.
- A paragraph that clearly expresses an opinion
- Auditor's signature
- Auditor's city and state
- Date of the auditor's report

.15 The auditor should date the auditor's report on the summary financial statements no earlier than the date on which the auditor has obtained sufficient appropriate evidence on which to base the opinion, including evidence that the summary financial statements have been prepared and that management and, when appropriate, those charged with governance, have asserted that they have taken responsibility for them, and the date of the auditor's report on the audited financial statements.

.16 When the auditor's report on the summary financial statements is dated later than the date of the auditor's report on the audited financial statements, the auditor may become aware of *subsequently discovered facts* as defined in AU-C section 560. In such cases, the auditor should not release the auditor's report on the summary financial statements until the auditor's consideration of subsequently discovered facts in relation to the audited financial statements, in accordance with AU-C section 560, has been completed.

## Modifications to the Opinion, Emphasis-of-Matter Paragraph, or Other-Matter Paragraph in the Auditor's Report on the Audited Financial Statements

.17 If the auditor's report on the audited financial statements contains a qualified opinion, an emphasis-of-matter paragraph, or an other-matter paragraph, and the auditor expresses an unmodified opinion or an adverse opinion on the summary financial statements, in addition to the elements described previously, the auditor's report on the summary financial statements, as described in paragraph .20 of AU-C section 810, should

- state that the auditor's report on the audited financial statements contains a qualified opinion, an emphasis-of-matter paragraph, or an other-matter paragraph and
- describe
  - the basis for the qualified opinion on the audited financial statements and that qualified opinion, or the emphasis-of-matter or other-matter paragraph in the auditor's report on the audited financial statements and
  - the effect on the summary financial statements, if any.

## Restriction on Use or Alerting Readers to the Basis of Accounting

.18 When use of the auditor's report on the audited financial statements is restricted or the auditor's report on the audited financial statements alerts readers that the audited financial statements are prepared in accordance with a special purpose framework, the auditor should, in accordance with paragraph .21 of AU-C section 810, include a similar restriction or alert in the auditor's report on the summary financial statements.

## Comparatives

.19 As explained by paragraphs .22–.24 of AU-C section 810, if the audited financial statements contain comparative financial statements but the summary financial statements do not, the auditor should determine whether such omission is reasonable in the circumstances of the engagement. The auditor should determine the effect of an unreasonable omission on the auditor's report on the summary financial statements.

.20 If the summary financial statements contain comparatives that were not reported on by the auditor or another auditor, the auditor's report on the summary financial statements should state that the comparative summary financial statements were not reported on by the auditor and, accordingly, the auditor does not express an opinion on the comparative summary financial statements.

.21 If the summary financial statements contain comparatives that were reported on by another auditor, the auditor's report on the summary financial statements should (a) state that the summary financial statements of the prior period were audited by a predecessor auditor, (b) the type of opinion expressed by the predecessor auditor and, if the opinion was modified, the reasons for the modification, and (c) the date of that report, unless the predecessor auditor's report on the prior period's summary financial statements is reissued with the summary financial statements.

## Unaudited Information Presented With Summary Financial Statements

.22 As explained by paragraph .25 of AU-C section 810, the auditor should evaluate whether any unaudited information presented with the summary financial statements is clearly differentiated from the summary financial statements. If the auditor concludes that the entity's presentation of the unaudited information is not clearly differentiated from the summary financial statements, the auditor should ask management to change the presentation of the unaudited information. If management refuses to do so, the auditor should explain in

the auditor's report on the summary financial statements that such information is not covered by that report and, accordingly, the auditor does not express an opinion on the information.

## Other Information in Documents Containing Summary Financial Statements

.23 The auditor should, in accordance with paragraphs .26–.27 of AU-C section 810, read other information included in a document containing the summary financial statements and related auditor's report to identify material inconsistencies, if any, with the summary financial statements and the audited financial statements.

.24 If, upon reading the other information, the auditor identifies a material inconsistency or becomes aware of an apparent material misstatement of fact, the auditor should discuss the matter with management and should consider appropriate further action in the circumstances. For an identified material inconsistency, the auditor should also determine whether the summary financial statements or the other information needs to be revised.

## Auditor Association

.25 In accordance with paragraphs .28–.29 of AU-C section 810, if the auditor becomes aware that the entity plans to state that the auditor has reported on summary financial statements in a document containing the summary financial statements but does not plan to include the related auditor's report, the auditor should request management to include the auditor's report in the document. If management does not do so, the auditor should determine and carry out other appropriate actions designed to prevent management from inappropriately associating the auditor with the summary financial statements in that document.

.26 The auditor may be engaged to report on the financial statements of an entity, while not engaged to report on the summary financial statements. If, in this case, the auditor becomes aware that the entity plans to make a statement in a document that refers to the auditor and the fact that summary financial statements are derived from the financial statements audited by the auditor, the auditor should be satisfied that

- the reference to the auditor is made in the context of the auditor's report on the audited financial statements, and
- the statement does not give the impression that the auditor has reported on the summary financial statements.

.27 If either of the preceding criteria is not met, the auditor should request management to change the statement to meet both criteria or to not refer to the auditor in the document. Alternatively, the entity may engage the auditor to report on the summary financial statements and include the related auditor's report in the document. If management does not change the statement, delete the reference to the auditor, or include an auditor's report on the summary financial statements in the document containing the summary financial statements, the auditor should advise management that the auditor disagrees with the reference to the auditor, and the auditor should determine and carry out other appropriate actions designed to prevent management from inappropriately associating the auditor with the summary financial statements in that document.

.28 Other appropriate actions the auditor may take when management does not take the requested action may include informing the intended users and other known third-party users of the inappropriate reference to the auditor, including that the auditor did not report, and does not express an opinion on, the summary financial statements. The auditor's course of action depends on the auditor's association with misleading information and the auditor's legal rights and obligations. Consequently, the auditor may consider it appropriate to seek legal advice.

# AAM Section 9150

## Group Audits

This section contains the following reference from AICPA *Professional Standards*:

- AU-C section 600, *Special Considerations—Audits of Group Financial Statements (Including the Work of Component Auditors)*

.01 Generally accepted auditing standards (GAAS) define *group audits* as the audit of group financial statements. Group financial statements are financial statements that include the financial information of more than one component. The term *group financial statements* also refers to combined financial statements aggregating the financial information prepared by components that are under common control. This section addresses special reporting considerations that apply to group audits, in particular, those that involve component auditors. An auditor may find this section, adapted as necessary in the circumstances, useful when that auditor involves other auditors in the audit of financial statements that are not group financial statements. For example, an auditor may involve another auditor to observe the inventory count or inspect physical fixed assets at a remote location. AU-C section 600 applies to group audits.

.02 The group auditor would determine the significant components and then make a further decision about how to obtain sufficient appropriate audit evidence over those significant components. If the component is significant due to its size of financial significance, such procedures generally include an audit of the significant component, adapted as necessary to meet the requirements of the group auditor. A component auditor may be appointed by the group auditor, required by law or regulation, or may have been engaged by component management for another reason to express an audit opinion on the financial statements of a component. When a component auditor, separate from the group engagement team, is used by the group engagement partner, the group auditor would decide if it is appropriate to make reference to the component auditor in the group auditor's report or if it is appropriate for the group auditor to assume responsibility for the entire audit. The requirements of this section apply, nonetheless, regardless of whether the group engagement partner decides to make reference to the component auditor in the auditor's report on the group financial statements or to assume responsibility for the work of component auditors.

.03 Governmental entities frequently prepare group financial statements. The AICPA Audit and Accounting Guide *State and Local Governments* provides guidance to assist auditors in auditing and reporting on those financial statements in accordance with GAAS, including the requirements of this section.

### Acceptance and Continuance

.04 Guidance related to acceptance and continuance of group audits is contained in paragraphs .14–.16 of AU-C section 600. The group engagement partner should determine whether sufficient appropriate audit evidence can reasonably be expected to be obtained regarding the consolidation process and the financial information of the components on which to base the group audit opinion. For this purpose, the group engagement team should obtain an understanding of the group, its components, and their environments that is sufficient to identify components that are likely to be significant components.

.05 The group engagement partner should evaluate whether the group engagement team will be able to obtain sufficient appropriate audit evidence through the group engagement team's work or use of the work of component auditors (that is, through assuming responsibility for the work of component auditors or through making reference to the audit of a component auditor in the auditor's report) to act as the auditor of the group financial statements and report as such on the group financial statements.

.06 In some circumstances, the group engagement partner may conclude that it will not be possible, due to restrictions imposed by group management, for the group engagement team to obtain sufficient appropriate audit evidence through the group engagement team's work or use of the work of component auditors. The possible effect of this inability will result in a disclaimer of opinion on the group financial statements. In such circumstances, the auditor of the group financial statements should

- in the case of a new engagement, not accept the engagement, or, in the case of a continuing engagement, withdraw from the engagement when withdrawal is possible under applicable law or regulation or
- when the entity is required by law or regulation to have an audit, having performed the audit of the group financial statements to the extent possible, disclaim an opinion on the group financial statements.

## Making Reference in the Auditor's Report

.07 The guidance related to making reference to component auditors is contained in paragraphs .24–.31 of AU-C section 600. The group engagement partner is responsible for deciding, individually for each significant component in which a component auditor was used, to either

- assume responsibility for and, thus, be required to be involved in, the work of a component auditor, insofar as that work relates to the expression of an opinion on the group financial statements or
- not assume responsibility for and, accordingly, make reference to the audit of a component auditor in the auditor's report on the group financial statements.

.08 In group audits involving two or more component auditors, the decision to make reference to the audit of a component auditor is made individually for each component auditor, regardless of the decision whether to refer to any other component auditor. The auditor of the group financial statements may make reference to any, all, or none of the component auditors. For example, if significant components are audited by a component auditor from a network firm and one component is audited by another firm, the group engagement partner may decide to assume responsibility for the work of the component auditor from the network firm and make reference to the work of the component auditor from the other firm.

.09 Reference to the work of a component auditor in the auditor's report on the group financial statements should not be made unless

- the component's financial statements are prepared using the same financial reporting framework as the group financial statements;
- the component auditor has performed an audit on the financial statements of the component in accordance with GAAS or, when required by law or regulation, with auditing standards promulgated by the Public Company Accounting Oversight Board; and
- the component auditor has issued an auditor's report that is not restricted as to use.

.10 When the group engagement partner decides to make reference in the auditor's report on the group financial statements to the audit of a component auditor, the group engagement team should obtain sufficient appropriate audit evidence with regard to such components by performing the procedures required by AU-C section 600 and by reading the component's financial statements and the component auditor's report thereon to identify significant findings and issues and, when considered necessary, communicating with the component auditor in this regard.

.11 When the group engagement partner decides to make reference to the audit of a component auditor in the auditor's report on the group financial statements, the report on the group financial statements should clearly indicate that the component was not audited by the auditor of the group financial statements but was audited by the component auditor and should include the magnitude of the portion of the financial statements audited by the component auditor.



.12 The disclosure of the magnitude of the portion of the financial statements audited by a component auditor may be achieved by stating the dollar amounts or percentages of one or more of the following: total assets, total revenues, or other appropriate criteria, whichever most clearly describes the portion of the financial statements audited by a component auditor. When two or more component auditors participate in the audit, the dollar amounts or the percentages covered by the component auditors may be stated in the aggregate.

.13 Reference in the auditor's report on the group financial statements to the fact that part of the audit was conducted by a component auditor is not to be construed as a qualification of the opinion but, rather, is intended to communicate that the auditor of the group financial statements is not assuming responsibility for the work of the component auditor, and the source of the audit evidence with respect to those components for which reference to the audit of component auditors is made.

.14 If the group engagement partner decides to name a component auditor in the auditor's report on the group financial statements, the component auditor's express permission should be obtained, and the component auditor's report should be presented together with that of the auditor's report on the group financial statements.

.15 If the opinion of a component auditor is modified or that report includes an emphasis-of-matter or other-matter paragraph, the auditor of the group financial statements should determine the effect that this may have on the auditor's report on the group financial statements. When deemed appropriate, the auditor of the group financial statements should modify the opinion on the group financial statements or include an emphasis-of-matter paragraph or an other-matter paragraph in the auditor's report on the group financial statements.

.16 If the modified opinion, emphasis-of-matter paragraph, or other-matter paragraph in the component auditor's report does not affect the report on the group financial statements and the component auditor's report is not presented, the auditor of the group financial statements need not make reference to those paragraphs in the auditor's report on the group financial statements. If the component auditor's report is presented, the auditor of the group financial statements may make reference to those paragraphs and their disposition.

.17 If the group engagement partner decides to assume responsibility for work of a component auditor, no reference should be made to the component auditor in the auditor's report on the group financial statements.



# AAM Section 10,000

## Quality Control

These sample quality control documents are presented for illustrative purposes only. They are intended as an aid for users of this manual who may want points of departure when establishing their own quality control policies and procedures. These illustrations are neither all inclusive nor are they prescribed minimums. Auditors and accountants must consider the guidance in professional standards and should rely on their individual professional judgment in determining what may be needed in individual circumstances.

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# AAM Section 10,100

## *Quality Control—General*

### AICPA Requirements

.01 The “Scope and Nature of Services” principles (ET sec. 0.300.070),<sup>1</sup> of the AICPA’s Code of Professional Conduct states that “members should practice in firms that have in place internal quality control procedures to ensure that services are competently delivered and adequately supervised.” A firm must establish a system of quality control designed to provide the firm with reasonable assurance that the firm and its personnel comply with professional standards and applicable regulatory and legal requirements and that the firm or engagement partners issue reports that are appropriate in the circumstances. A system of quality control consists of policies designed to achieve these objectives and the procedures necessary to implement and monitor compliance with those policies.

.02 The AICPA issues Statements on Quality Control Standards (SQCSs) to establish standards and provide guidance to firms on establishing and maintaining a quality control system for their accounting and auditing practices. In November 2010, the AICPA issued SQCS No. 8, *A Firm’s System of Quality Control* (QC sec. 10)<sup>2</sup>. SQCS No. 8 was effective as of January 1, 2012, and superseded extant SQCS No. 7. SQCS No. 7 superseded SQCS Nos. 2–6. SQCS No. 2 superseded SQCS No. 1.

.03 Presented in sections 10,200 and 10,210 are two practice aids, *Establishing and Maintaining a System of Quality Control for a CPA Firm’s Accounting and Auditing Practice—For Small- and Medium-Sized Firms* and *Establishing and Maintaining a System of Quality Control for a CPA Firm’s Accounting and Auditing Practice—For Sole Practitioners*. Following the practice aids in section 10,300 are sample quality control forms to aid practitioners in implementing a quality control system.

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<sup>1</sup> All ET sections can be found in *AICPA Professional Standards*.

<sup>2</sup> All QC sections can be found in *AICPA Professional Standards*.



## AAM Section 10,200

# *Practice Aid Establishing and Maintaining a System of Quality Control for a CPA Firm's Accounting and Auditing Practice—For Small- and Medium-Sized Firms*

QUALITY CONTROL STANDARDS TASK FORCE (2016)

Carolyn McNerney, *Chair*  
Erica Forhan  
Elizabeth Gantnier  
Richard W. Hill  
Eric Holbrook  
Bill Lajoie  
Thomas J. Parry  
Richard W. Reeder

AICPA STAFF

Charles E. Landes  
*Vice President*  
*Professional Standards and Services*

James Brackens  
*Vice President*  
*Ethics and Practice Quality*

Ahava Z. Goldman  
*Senior Technical Manager*  
*Audit and Attest Standards*

Rachelle Drummond  
*Senior Technical Manager*  
*Peer Review*

Prepared by the Quality Control Standards Task Force of the American Institute of Certified Public Accountants

### Notice to Readers

This AICPA Audit and Accounting Practice Aid updates *Establishing and Maintaining a System of Quality Control for a CPA Firm's Accounting and Auditing Practice*, which was issued in 2011. Although this practice aid has been reviewed by the AICPA Audit and Attest Standards staff, it has not been approved, disapproved, or otherwise acted upon by any senior technical committee of the AICPA and has no official or authoritative status.

This practice aid does not address the quality control requirements of the Sarbanes-Oxley Act of 2002 (SOX), nor does it address the quality control requirements of PCAOB standards that must be followed by auditors of issuers. Auditors of issuers should follow these other standards and make changes to their firm's quality control systems as necessary. Auditors of non-issuers who are engaged to report on audit engagements in

accordance with PCAOB auditing standards also must report on those engagements in accordance with generally accepted auditing standards (GAAS). AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*,<sup>1</sup> as amended, provides reporting guidance for audits of non-issuers when the auditor is asked to report in accordance with GAAS and PCAOB auditing standards.

Additional information about the PCAOB and SOX can be obtained at the PCAOB website at [www.pcaobus.org](http://www.pcaobus.org).

## Overview: Read This First!

This AICPA Audit and Accounting Practice Aid *Establishing and Maintaining a System of Quality Control for a CPA Firm's Accounting and Auditing Practice* is intended to help practitioners better develop the policies and procedures that comprise a firm's system of quality control, as required by QC section 10, *A Firm's System of Quality Control*.<sup>2</sup>

A firm's system of quality control consists of *policies* designed to achieve the objectives of the system, and the *procedures* necessary to implement and monitor compliance with those policies. As with other internal controls (for example, an entity's controls over financial reporting), they should be designed to provide reasonable assurance that the objectives will be achieved.

This practice aid includes illustrative policies and procedures for a small or medium-size firm, along with guidance on designing and maintaining a system of quality control. In addition, this practice aid includes an overview of QC section 10 as well as QC section 10.

This version of the practice aid prepared by the Quality Control Standards Task Force has been revised to

- make the illustrative policies and procedures more easily customizable for practitioners using this practice aid and
- include tips, warnings and reminders to help practitioners better implement the policies and procedures.

## How This Practice Aid Will Help You

Peer Review will assess the design of your firm's system of quality control and compliance with that system. If your firm's system of QC has deficiencies, your firm may not be meeting professional standards. Agree with the standards or not, the practitioners in your firm have an obligation to comply with them or your firm will have to take remedial actions and be monitored by Peer Review. If your firm's system of quality control is bad enough, you risk losing your license. Firms that struggle with engagement quality and have been referred to the AICPA Professional Ethics Division or disciplined by regulators have been shown to have substandard systems of quality control. This document is intended to help your firm design a system of quality control that meets the requirements of the quality control standards and is tailored to the facts and circumstances of your practice. It also contains helpful guidance on implementing the policies and procedures that compose your firm's system.

## How to Use This Practice Aid

**The AICPA encourages you to use this practice in developing and documenting your system of quality control and, as such, we grant permission to copy and incorporate portions of the work as necessary. This permission is for internal use only, except for educational purposes. The materials or any portion thereof may not be incorporated into a for-sale work or otherwise distributed without separate written permission from the AICPA.**

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<sup>1</sup> All AU-C sections can be found in AICPA *Professional Standards*.

<sup>2</sup> All QC sections can be found in AICPA *Professional Standards*.



Make this document your firm's own by tailoring the illustrative policies and procedures as necessary for the facts and circumstances of your practice. Not all of these policies and procedures may be applicable to your firm. Likewise, you may wish to add policies and procedures that your firm has implemented as part of its QC system. Note that the notation "paragraph .XX of QC section 10" refers to the requirement paragraph relevant to that policy. Some of the policies and procedures presented in this practice aid are not specified in QC section 10; however, they represent the views of the task force regarding best practice for meeting the requirements for a quality control system.

In addition to the illustrative policies and procedures, this practice aid includes tips, warnings, and notes to help your firm implement and monitor the policies and procedures. These include references to resources offered by the AICPA at no charge to assist practitioners in enhancing engagement quality and improving efficiency. The task force developed these tips, warnings, and notes based on years of experience as peer reviewers and partners responsible for their firms' system of quality control. They provide insightful and practical advice.

## Chapter 1: Overview of Statements on Quality Control Standards

The objectives of a system of quality control are to provide a CPA firm with reasonable assurance<sup>3</sup> that the firm and its personnel comply with professional standards and applicable regulatory and legal requirements, and that the firm or engagement partners issue reports that are appropriate in the circumstances. Statement on Quality Control Standards (SQCS) No. 8, *A Firm's System of Quality Control* (Redrafted), (QC sec. 10), was issued by the Auditing Standards Board of the AICPA in November 2010 and has been effective for a firm's accounting and auditing practice since January 1, 2012. This standard supersedes SQCS No. 7, *A Firm's System of Quality Control*.

A system of quality control consists of policies designed to achieve the objectives of the system, and the procedures necessary to implement and monitor compliance with those policies. The nature, extent, and formality of a firm's quality control policies and procedures will depend on various factors, such as the firm's size, the number and operating characteristics of its offices, the degree of authority allowed its personnel, the knowledge and experience of its personnel, and the nature and complexity of the firm's practice.

### Communication of Quality Control Policies and Procedures

The firm should communicate its quality control policies and procedures to its personnel. Most firms will find it appropriate to communicate their policies and procedures in writing and distribute them—or make them available electronically—to all professional personnel. Effective communication includes the following:

- A description of quality control policies and procedures and the objectives they are designed to achieve
- The message that each individual has a personal responsibility for quality
- A requirement for each individual to be familiar with and to comply with these policies and procedures

Effective communication also includes procedures for personnel to communicate their views or concerns on quality control matters to the firm's management.

### Elements of a System of Quality Control

A firm must establish and maintain a system of quality control. The firm's system of quality control should include policies and procedures that address each of the following elements of quality control identified in QC section 10:

- Leadership responsibilities for quality within the firm (the "tone at the top")
- Relevant ethical requirements
- Acceptance and continuance of client relationships and specific engagements
- Human resources
- Engagement performance
- Monitoring

The elements of quality control are interrelated. For example, a firm continually assesses client relationships to comply with relevant ethical requirements—including independence, integrity, and objectivity—and policies and procedures related to the acceptance and continuance of client relationships and specific engagements. Similarly, the human resources element of quality control encompasses criteria related to professional development, hiring, advancement, and assignment of firm personnel to engagements, all of which affect policies and procedures related to engagement performance. In addition, policies and procedures related to the

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<sup>3</sup> The term *reasonable assurance*, which is defined as a high, but not absolute, level of assurance, is used because absolute assurance cannot be attained. QC section 10, *A Firm's System of Quality Control*, states, "Any system of quality control has inherent limitations that can reduce its effectiveness."

monitoring element of quality control enable a firm to evaluate whether its policies and procedures for each of the other five elements of quality control are suitably designed and effectively applied.

Policies and procedures established by the firm related to each element are designed to achieve reasonable assurance with respect to the purpose of that element. Deficiencies in policies and procedures for an element may result in not achieving reasonable assurance with respect to the purpose of that element; however, the system of quality control, as a whole, may still be effective in providing the firm with reasonable assurance that the firm and its personnel comply with professional standards and applicable regulatory and legal requirements, and that the firm or engagement partners issue reports that are appropriate in the circumstances.

If a firm merges, acquires, sells, or otherwise changes a portion of its practice, the surviving firm evaluates and, as necessary, revises, implements, and maintains firm-wide quality control policies and procedures that are appropriate for the changed circumstances.

## Leadership Responsibilities for Quality Within the Firm (the “Tone at the Top”)

The purpose of the leadership responsibilities element of a system of quality control is to promote an internal culture based on the recognition that quality is essential in performing engagements. The firm should establish and maintain the following policies and procedures to achieve this purpose:

- Require the firm’s leadership (managing partner or board of managing partners, chief executive officer, or equivalent) to assume ultimate responsibility for the firm’s system of quality control.
- Provide the firm with reasonable assurance that personnel assigned operational responsibility for the firm’s quality control system have sufficient and appropriate experience and ability to identify and understand quality control issues and develop appropriate policies and procedures, as well as the necessary authority to implement those policies and procedures.

Establishing and maintaining the following policies and procedures assists firms in recognizing that the firm’s business strategy is subject to the overarching requirement for the firm to achieve the objectives of the system of quality control in all the engagements that the firm performs:

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

## Relevant Ethical Requirements

The purpose of the relevant ethical requirements element of a system of quality control is to provide the firm with reasonable assurance that the firm and its personnel comply with relevant ethical requirements when discharging professional responsibilities. Relevant ethical requirements include independence, integrity, and objectivity. Establishing and maintaining policies such as the following assist the firm in obtaining this assurance:

- Require that personnel adhere to relevant ethical requirements such as those in regulations, interpretations, and rules of the AICPA, state CPA societies, state boards of accountancy, state statutes, the U.S. Government Accountability Office (GAO), and any other applicable regulators.
- Establish procedures to communicate independence requirements to firm personnel and, where applicable, others subject to them.
- Establish procedures to identify and evaluate possible threats to independence and objectivity, including the familiarity threat that may be created by using the same senior personnel on an audit or attest

engagement over a long period of time, and to take appropriate action to eliminate those threats or reduce them to an acceptable level by applying safeguards.

- Require that the firm withdraw from the engagement if effective safeguards to reduce threats to independence to an acceptable level cannot be applied.
- Require written confirmation, at least annually, of compliance with the firm's policies and procedures on independence from all firm personnel required to be independent by relevant requirements.
- Establish procedures for confirming the independence of another firm or firm personnel in associated member firms who perform part of the engagement. This would apply to national firm personnel, foreign firm personnel, and foreign-associated firms.<sup>4</sup>
- Require the rotation of personnel for audit or attest engagements where regulatory or other authorities require such rotation after a specified period.

## Acceptance and Continuance of Client Relationships and Specific Engagements

The purpose of the quality control element that addresses acceptance and continuance of client relationships and specific engagements is to establish criteria for deciding whether to accept or continue a client relationship and whether to perform a specific engagement for a client. A firm's client acceptance and continuance policies represent a key element in mitigating litigation and business risk. Accordingly, it is important that a firm be aware that the integrity and reputation of a client's management could reflect the reliability of the client's accounting records and financial representations and, therefore, affect the firm's reputation or involvement in litigation. A firm's policies and procedures related to the acceptance and continuance of client relationships and specific engagements should provide the firm with reasonable assurance that it will undertake or continue relationships and engagements only where it

- is competent to perform the engagement and has the capabilities, including the time and resources, to do so;
- can comply with legal and relevant ethical requirements;
- has considered the client's integrity and does not have information that would lead it to conclude that the client lacks integrity; and
- has reached an understanding with the client regarding the services to be performed.

This assurance should be obtained before accepting an engagement with a new client, when deciding whether to continue an existing engagement, and when considering acceptance of a new engagement with an existing client. Establishing and maintaining policies such as the following assist the firm in obtaining this assurance:

- Evaluate factors that have a bearing on management's integrity and consider the risk associated with providing professional services in particular circumstances.<sup>5</sup>
- Evaluate whether the engagement can be completed with professional competence; undertake only those engagements for which the firm has the capabilities, resources, and professional competence to complete; and evaluate, at the end of specific periods or upon occurrence of certain events, whether the relationship should be continued.
- Obtain an understanding, preferably in writing, with the client regarding the services to be performed.

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<sup>4</sup> A foreign-associated firm is a firm domiciled outside of the United States and its territories that is a member of, correspondent with, or similarly associated with an international firm or international association of firms.

<sup>5</sup> Such considerations would include the risk of providing professional services to significant clients or to other clients for which the practitioner's objectivity or the appearance of independence may be impaired. In broad terms, the significance of a client to a member or a firm refers to relationships that could diminish a practitioner's objectivity and independence in performing attest services. Examples of factors to consider in determining the significance of a client to an engagement partner, office, or practice unit include (a) the amount of time the partner, office, or practice unit devotes to the engagement, (b) the effect on the partner's stature within the firm as a result of his or her service to the client, (c) the manner in which the partner, office, or practice unit is compensated, or (d) the effect that losing the client would have on the partner, office, or practice unit.

- Establish procedures on continuing an engagement and the client relationship, including procedures for dealing with information that would have caused the firm to decline an engagement if the information had been available earlier.
- Require documentation of how issues relating to acceptance or continuance of client relationships and specific engagements were resolved.

## Human Resources

The purpose of the human resources element of a system of quality control is to provide the firm with reasonable assurance that it has sufficient personnel with the capabilities, competence, and commitment to ethical principles necessary to perform its engagements in accordance with professional standards and regulatory and legal requirements, and to enable the firm to issue reports that are appropriate in the circumstances. Establishing and maintaining policies such as the following assist the firm in obtaining this assurance:

- Recruit and hire personnel of integrity who possess the characteristics that enable them to perform competently.
- Determine capabilities and competencies required for an engagement, especially for the engagement partner, based on the characteristics of the particular client, industry, and kind of service being performed. Specific competencies necessary for an engagement partner are discussed in paragraph .A27 of QC section 10.
- Determine the capabilities and competencies possessed by personnel.
- Assign the responsibility for each engagement to an engagement partner.
- Assign personnel based on the knowledge, skills, and abilities required in the circumstances and the nature and extent of supervision needed.
- Have personnel participate in general and industry-specific continuing professional education and professional development activities that enable them to accomplish assigned responsibilities and satisfy applicable continuing professional education requirements of the AICPA, state boards of accountancy, and other regulators.
- Select for advancement only those individuals who have the qualifications necessary to fulfill the responsibilities they will be called on to assume.

## Engagement Performance

The purpose of the engagement performance element of quality control is to provide the firm with reasonable assurance that engagements are consistently performed in accordance with applicable professional standards and regulatory and legal requirements, and that the firm or the engagement partner issues reports that are appropriate in the circumstances. Policies and procedures for engagement performance should address all phases of the design and execution of the engagement, including engagement performance, supervision responsibilities, and review responsibilities. Policies and procedures also should require that consultation takes place when appropriate. In addition, a policy should establish criteria against which all engagements are to be evaluated to determine whether an engagement quality control review should be performed.

Establishing and maintaining policies such as the following assist the firm in obtaining the assurance required relating to the engagement performance element of quality control:

- Plan all engagements to meet professional, regulatory, and the firm's requirements.
- Perform work and issue reports and other communications that meet professional, regulatory, and the firm's requirements.
- Require that work performed by other team members is reviewed by qualified engagement team members, which may include the engagement partner, on a timely basis.

- Require the engagement team to complete the assembly of final engagement files on a timely basis.
- Establish procedures to maintain the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation.
- Require the retention of engagement documentation for a period of time sufficient to meet the needs of the firm, professional standards, laws, and regulations.
- Require that
  - consultation take place when appropriate (for example, when dealing with complex, unusual, unfamiliar, difficult, or contentious issues);
  - sufficient and appropriate resources are available to enable appropriate consultation to take place;
  - all the relevant facts known to the engagement team are provided to those consulted;
  - the nature, scope and conclusions of such consultations are documented; and
  - the conclusions resulting from such consultations are implemented.
- Require that
  - differences of opinion be dealt with and resolved;
  - conclusions reached are documented and implemented; and
  - the report not be released until the matter is resolved.
- Require that
  - all engagements be evaluated against the criteria for determining whether an engagement quality control review should be performed;
  - an engagement quality control review be performed for all engagements that meet the criteria; and
  - the review be completed before the report is released.
- Establish procedures addressing the nature, timing, extent, and documentation of the engagement quality control review.
- Establish criteria for the eligibility of engagement quality control reviewers.

## Monitoring

The purpose of the monitoring element of a system of quality control is to provide the firm and its engagement partners with reasonable assurance that the policies and procedures related to the system of quality control are relevant, adequate, operating effectively, and complied with in practice. Monitoring involves an ongoing consideration and evaluation of the appropriateness of the design, the effectiveness of the operation of a firm's quality control system, and a firm's compliance with its quality control policies and procedures. The purpose of monitoring compliance with quality control policies and procedures is to provide an evaluation of the following:

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

Establishing and maintaining policies such as the following assist the firm in obtaining the assurance required relating to the monitoring element of quality control:

- Assign responsibility for the monitoring process to a partner or partners or other persons with sufficient and appropriate experience and authority in the firm to assume that responsibility.
- Assign performance of the monitoring process to competent individuals.
- Require the performance of monitoring procedures that are sufficiently comprehensive to enable the firm to assess compliance with all applicable professional standards and the firm's quality control policies and procedures. Monitoring procedures consist of the following:
  - Review of selected administrative and personnel records pertaining to the quality control elements
  - Review of engagement working papers, reports, and clients' financial statements
  - Discussions with the firm's personnel
  - Summarization of the findings from the monitoring procedures, at least annually, and consideration of the systemic causes of findings that indicate that improvements are needed
  - Determination of any corrective actions to be taken or improvements to be made with respect to the specific engagements reviewed or the firm's quality control policies and procedures
  - Communication of the identified findings to appropriate firm management personnel
  - Consideration of findings by appropriate firm management personnel who should also determine that any actions necessary, including necessary modifications to the quality control system, are taken on a timely basis
  - Assessment of
    - the appropriateness of the firm's guidance materials and any practice aids;
    - new developments in professional standards and regulatory and legal requirements, and how they are reflected in the firm's policies and procedures where appropriate;
    - compliance with policies and procedures on independence;
    - the effectiveness of continuing professional development, including training;
    - decisions related to acceptance and continuance of client relationships and specific engagements; and
    - firm personnel's understanding of the firm's quality control policies and procedures, and implementation thereof.
- Communicate, at least annually, to relevant engagement partners and other appropriate personnel, any deficiencies noted as a result of the monitoring process and recommendations for appropriate remedial action.
- Communicate the results of the monitoring of its quality control system process to relevant firm personnel at least annually.
- Establish procedures designed to provide the firm with reasonable assurance that it deals appropriately with complaints and allegations, as listed here. This includes establishing clearly defined channels for firm personnel to raise any concerns in a manner that enables them to come forward without fear of reprisal and documenting complaints and allegations and the responses to them:
  - Complaints and allegations that the work performed by the firm fails to comply with professional standards and regulatory and legal requirements
  - Allegations of noncompliance with the firm's system of quality control
  - Deficiencies in the design or operation of the firm's quality control policies and procedures, or noncompliance with the firm's system of quality control by an individual or individuals, as identified during the investigations into complaints and allegations

- Require appropriate documentation to provide evidence of the operation of each element of its system of quality control. The form and content of documentation evidencing the operation of each of the elements of the system of quality control is a matter of judgment and depends on a number of factors, including the following, for example:
  - The size of the firm and the number of offices
  - The nature and complexity of the firm's practice and organization
- Require retention of documentation providing evidence of the operation of the system of quality control for a period of time sufficient to permit those performing monitoring procedures and peer review to evaluate the firm's compliance with its system of quality control, or for a longer period if required by law or regulation.

Some of the monitoring procedures discussed in the previous list may be accomplished through the performance of the following:

- Engagement quality control review
- Post-issuance review of engagement working papers, reports, and clients' financial statements for selected engagements
- Inspection<sup>6</sup> procedures

## Documentation of Quality Control Policies and Procedures

The firm should document each element of its system of quality control. The extent of the documentation will depend on the size, structure, and nature of the firm's practice. Documentation may be as simple as a checklist of the firm's policies and procedures or as extensive as practice manuals.

## Applying the Quality Control Standards

The policies and procedures described in chapter 2 are those that a sole practitioner may consider establishing and maintaining. The policies and procedures actually used need not necessarily include nor be limited to all those illustrated.

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<sup>6</sup> Inspection is a retrospective evaluation of the adequacy of the firm's quality control policies and procedures, its personnel's understanding of those policies and procedures, and the extent of the firm's compliance with them. Although monitoring procedures are meant to be ongoing, they may include inspection procedures performed at a fixed point in time. Monitoring is a broad concept; inspection is one specific type of monitoring procedure.



## Chapter 2: Quality Control Policies and Procedures

<b>Leadership Responsibilities for Quality Within the Firm (the Tone at the Top)</b>	
<p>The purpose of the leadership responsibilities element of a system of quality control is to promote an internal culture based on the recognition that quality is essential in performing an engagement.</p> <p><b>WARNING!</b> The firm’s commitment to quality is the cornerstone of a system of quality control. The actions and messages of the firm’s leadership set a tone; if that tone does not reflect a commitment to quality, it is not likely that the firm’s system of quality control will be effective.</p> <p><b>TIP!</b> An action plan for tone at the top can be found at <a href="http://aicpa.org/pcps/quality">aicpa.org/pcps/quality</a></p>	
<p><b>Policy 1: The firm documents its QC policies and procedures and communicates them to the firm’s personnel. (See paragraph .18 of QC section 10.)</b></p>	
<p>The QC partner is responsible for documenting the firm’s QC policies and procedures and keeping that documentation up-to-date (reviewing at least annually).</p>	
<p>New hires are required to acknowledge receipt of the firm’s QC document in writing, and that they have been informed that failure to adhere to the firm’s policies and procedures or failure to demonstrate commitment to ethical principles may result in disciplinary action.</p>	
<p>At least annually, firm personnel receive training on the firm’s QC policies and procedures, and acknowledge receipt of the QC document. This training is provided through [<i>select as appropriate</i>: an informal discussion; an in-house training session; in-house training sessions with a web-based or video-based discussion of QC] to ensure all personnel hear the message the same way.</p>	<p><b>TIP!</b> You can find a template for training professionals at <a href="http://www.aicpa.org/interestareas/privatecompaniespracticesection/qualityservicesdelivery/keepingup/downloadabledocuments/professionals-training.ppt">www.aicpa.org/interestareas/privatecompaniespracticesection/qualityservicesdelivery/keepingup/downloadabledocuments/professionals-training.ppt</a>.</p>
<p>Training on the firm’s QC policies and procedures includes the following:</p> <ul style="list-style-type: none"> <li>• A review of changes during the year</li> <li>• A “refresh” of the understanding of experienced employees and partners</li> <li>• A discussion of the “why” behind policies and procedures. Those responsible for QC matters are always prepared to demonstrate, explain, or make the case for why a requirement is in place (that is, what benefit it serves)</li> <li>• “Tests” on the QC document to determine which part of the policy is misunderstood or not well-known</li> </ul>	<p><b>NOTE!</b> Consider your firm’s risk in determining which of these procedures to adopt.</p>
<p><b>Policy 2: The firm’s policy is to promote an internal culture that recognizes that quality is essential in performing engagements. (See paragraph .19 of QC section 10.)</b></p>	

(continued)

<b>Leadership Responsibilities for Quality Within the Firm (the Tone at the Top)</b>	
The firm promotes an internal culture that recognizes quality is essential through <i>[describe the firm's specific action. For example, a mission statement that includes the firm's core values and the importance of quality; frequent messages to personnel about the importance of quality and that it is not sacrificed to the need to achieve profitability; the status of the QC partner within the firm (that is, the QC function is not relegated to an administrative role); the QC partner reports directly to the owners; and quality is considered in performance appraisals and compensation.]</i>	<b>TIP!</b> Culture is evidenced anecdotally. The most meaningful document that conveys a firm's culture is not its mission statement, but rather its budget. Budgeting enough time is critical to achieving quality in performing engagements. <b>TIP!</b> Messages can be as informal as emails, or "reminders" at staff meetings.
<b>Policy 3: The firm's leadership assumes ultimate responsibility for the firm's system of quality control. (See paragraph .19 of QC section 10.)</b>	
The managing partner, <i>[Name]</i> , accepts ultimate responsibility for the firm's system of quality control and for setting a tone that emphasizes the importance of quality and of following the firm's system of quality control.	<b>NOTE!</b> The managing partner has the ultimate responsibility and that responsibility remains, even if a different person is the QC partner. The person in charge of the accounting and auditing practice, if different, is also responsible for setting the proper tone at the top.
The managing partner acknowledges this responsibility, and the importance of quality, through <i>[a written]</i> communication to firm personnel at least once a year.	
<b>Policy 4: The firm does not allow commercial considerations to override the quality of the work performed, and assigns management responsibilities accordingly.</b>	
The managing partner and each engagement partner evaluate client relationships and specific engagements so that commercial considerations do not override the objectives of the system of quality control.	<b>NOTE!</b> Tight deadlines, scope creep and incentive-based compensation are examples of matters that may result in overrides to the objectives of the system of quality control.
The firm emphasizes to all personnel that fee considerations and scope of services should not infringe upon quality work.	<b>NOTE!</b> What happens in your firm if the engagement team goes significantly over budget for the engagement? Is there explicit or implicit pressure on personnel to skip planned procedures due to time constraints?
The firm considers the costs associated with a strong system of quality control, such as the costs of maintaining necessary competency, practice aids, and professional subscriptions, hiring consultants and engagement quality control reviewers, as an investment and factors them in when determining rates and fees so that commercial considerations will not override the quality of work performed.	
<b>Policy 5: Personnel with sufficient and appropriate experience, authority and ability are assigned responsibility for developing, implementing and operating the firm's quality control system. (See paragraph .20 of QC section 10.)</b>	

<b>Leadership Responsibilities for Quality Within the Firm (the Tone at the Top)</b>	
[Name of partner or director] is designated as the QC partner and has overall responsibility for developing and implementing appropriate policies and procedures for the firm's quality control system.	<b>NOTE!</b> As your firm grows or develops specializations, the firm may need to designate additional partners with QC responsibility.
The firm's QC partner has the following characteristics: <ul style="list-style-type: none"> <li>• Sufficient and appropriate experience and competency to serve in that capacity</li> <li>• Up-to-date industry-specific CPE credits in any high-risk areas he or she reviews</li> </ul>	<b>NOTE!</b> "Up-to-date" means within the past 24 months—or more recent if there have been new professional standards or changes in regulations.
<b>Policy 6: The firm devotes sufficient and appropriate resources for the development, communication, and support of its quality control policies and procedures.</b>	
The firm provides the designated quality control partner with sufficient time, authority, and resources to develop, implement, and maintain the firm's quality control policies and procedures.	<b>NOTE!</b> Is this time budgeted?
The firm obtains feedback from personnel, such as the method for personnel to propose new or revised policies and procedures.	<b>TIP!</b> This can be as informal as sending a request to all firm personnel when updating the firm's policies and procedure asking for input; or as formal as utilizing an independent third-party provider to facilitate the communication by personnel, (anonymously, if desired).
<b>Policy 7: Performance evaluation, compensation, and advancement (including incentive systems) with regard to personnel demonstrate the firm's overarching commitment to the objectives of the system of quality control.</b>	
Performance evaluation and advancement systems are designed and implemented that reward partners and staff involved in the accounting and auditing practice for the quality of their work and their compliance with professional standards.	<b>WARNING!</b> You may talk the talk, but if compensation is based primarily on concepts like realization, "eat what you kill," and coming in under budget, you aren't walking the walk.
The firm's compensation system provides incentives to accounting and auditing partners and senior-level employees for the quality of their accounting and auditing work. The compensation system does the following: <ul style="list-style-type: none"> <li>• Takes into consideration firm feedback based on monitoring results and peer reviews of the work performed</li> <li>• Rewards partners and personnel for timely (a) identification of significant and emerging accounting and auditing issues and (b) consultation with firm experts</li> </ul>	<b>NOTE!</b> Quality is both expected and rewarded.

Relevant Ethical Requirements	
<p>The purpose of the relevant ethical requirements element of a system of quality control is to provide the firm with reasonable assurance that the firm and its personnel comply with relevant ethical requirements when discharging professional responsibilities. Relevant ethical requirements include independence, integrity, and objectivity.</p>	
<p><b>Policy 1: The firm and its personnel comply with relevant ethical requirements. (See paragraph .21 of QC section 10.)</b></p>	<p><b>TIP!</b> Relevant ethical requirements are those in regulations, interpretations, and rules of the AICPA, state CPA societies, state boards of accountancy, state statutes, the GAO (U.S. Government Accountability Office), and any other applicable regulators.</p>
<p>A partner [<i>name</i>] is responsible for staying informed on relevant ethical requirements; providing guidance; answering questions; monitoring compliance; and resolving matters with respect to independence, integrity, and objectivity.</p>	<p><b>TIP!</b> You can reach the AICPA's Ethics Hotline at 888.777.7077 or ethics@aicpa.org. You can find the AICPA Ethics Tools and Aids, including the Plain English Guide to Independence, at <a href="http://aicpa.org/interestareas/professionalethics/resources/tools/pages/default.aspx">aicpa.org/interestareas/professionalethics/resources/tools/pages/default.aspx</a></p>
<p>All personnel have access to current guidance materials regarding the applicable independence, integrity, and objectivity requirements through [<i>identify how, for example through subscription service or via the AICPA's website</i>].</p>	
<p>Documentation of the resolution of ethical matters is required when consultation, including of professional literature, has occurred.</p>	
<p>When providing nonattest services (such as bookkeeping, financial statement preparation, and tax services) to clients for whom the firm also performs an audit, review, compilation, or attestation engagement, the firm, its personnel, and when applicable, others subject to independence requirements, meet all the requirements of the "Nonattest Services" subtopic of the AICPA Code of Professional Conduct, (ET sec. 1.295)<sup>7</sup> [<a href="http://pub.aicpa.org/codeofconduct">pub.aicpa.org/codeofconduct</a>] and the requirements of other regulators as applicable.</p>	<p><b>WARNING!</b> Peer reviewers will ask for documentation of compliance, including documentation that the client has suitable skills, knowledge, and experience to accept responsibility.</p>
<p>The firm has established and follows a process for identifying all services performed for each client and evaluating, at the attest engagement level, whether non-attest services are provided that might impair independence. [<i>Describe the process.</i>]</p>	<p><b>WARNING!</b> As firms get larger, it may be more difficult to track what services are being performed for every client in order to determine that independence is not being impaired.</p>
<p>The firm maintains a current list of</p> <ul style="list-style-type: none"> <li>• all entities with which firm personnel are prohibited from having a financial or business relationship and</li> <li>• all activities that the firm is prohibited from performing, as defined in the firm's independence policies.</li> </ul>	<p><b>NOTE!</b> Examples of prohibited activities include providing certain valuation and information technology services to an audit client. See the rules of specific standard-setters to determine the extent and relevance of any prohibition.</p>
<p>The firm has clear and concise written independence guidance covering relationships and activities that impair independence, including but not limited to investments, loans, brokerage accounts, business relationships, employment relationships, and fee arrangements.</p>	

<sup>7</sup> All ET sections can be found in AICPA *Professional Standards*.

Relevant Ethical Requirements	
<b>Policy 2: The firm communicates its independence requirements to firm personnel and, when applicable, others subject to them. (See paragraph .22a of QC section 10.)</b>	
The firm provides its personnel with a list of all entities with which firm personnel are prohibited from having a business relationship and informs them on a timely basis as to any changes in the firm's clients to which independence policies apply.	<b>WARNING!</b> Your firm's system may need to take the existence of related entities into account.
The firm reminds personnel of independence considerations for regulated industries.	<b>WARNING!</b> Regulators often have more restrictive independence requirements. For example, many regulators prohibit the CPA's involvement in the preparation of financial statements and define "preparation" very broadly. Know your industry.
The firm provides reminders of professional responsibilities to personnel, such as avoiding behavior that might be perceived as impairing their independence or objectivity, as necessary and at least annually.	
The firm informs its personnel of the types of financial or other relationships that may impair independence and that may be prohibited.	
The firm requires professional personnel to take independence and ethics training [ <i>specify period, such as annually</i> ]. Such training covers the firm's independence and ethics policies and the independence and ethics requirements of all applicable regulators.	<b>WARNING!</b> The state-specific ethics course required by many states for licensure may not be sufficient for the needs of your practice and your firm may have to supplement that.
<b>Policy 3: The firm evaluates threats to independence and objectivity, including the familiarity threat that may be created by using the same senior personnel on an audit or attest engagement over a long period of time. The firm takes appropriate action to eliminate them or reduce them to an acceptable level by applying safeguards. (See paragraph .22b of QC section 10.)</b>	
Approval of the assignment of engagement personnel by another partner or manager is required for each audit or attestation examination.	
New personnel assigned to the engagement are encouraged to bring a fresh perspective.	<b>WARNING!</b> The procedure is effective only when the engagement partner has the appropriate attitude.
A partner who is not otherwise associated with the engagement reviews the engagement.	
The firm (the managing partner, QC partner, and others as appropriate) considers the significance of each client to the firm. In broad terms, the significance of a client to a firm refers to relationships that could diminish a practitioner's objectivity and independence in performing attest services. In determining the significance of a client, the firm considers (a) the amount of time the partner devotes to the engagement, (b) the effect on the partner's stature within the firm as a result of his or her service to the client, (c) the manner in which the partner is compensated, and (d) the effect that losing the client would have on the partner and the firm.	

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Relevant Ethical Requirements	
When a relationship or circumstance that may create threats to compliance with the rules is identified, the firm performs procedures to evaluate threats and apply safeguards [using the Conceptual Framework Toolkit for Members in Public Practice].	<b>TIP!</b> You can find the Conceptual Framework Toolkit for Members in Public Practice free of charge at <a href="https://competency.aicpa.org/media_resources/208443-conceptual-framework-toolkit-for-members-in-public">https://competency.aicpa.org/media_resources/208443-conceptual-framework-toolkit-for-members-in-public</a>
The engagement partner [considers or provides the firm with] relevant information about client engagements, including the scope of services and any changes, such as new engagements or changes in the level of service, to enable [the engagement partner or the firm] to evaluate the overall impact, if any, on independence requirements. (See paragraph .23a of QC section 10.)	
The firm requires personnel to promptly notify the firm of circumstances and relationships that create a threat to independence so that appropriate action can be taken. (See paragraph .23b of QC section 10.)	
The firm compiles and communicates relevant information to appropriate personnel so that (a) the firm and its personnel can readily determine whether the firm and its personnel satisfy independence requirements; (b) the firm can maintain and update information relating to independence, and (c) the firm can take appropriate action regarding identified threats to independence that are not at an acceptable level. (See paragraph .23c of QC section 10.)	
The firm requires personnel to consult with individuals outside the firm on independence, integrity, or objectivity concerns that research has not clearly resolved.	<b>WARNING!</b> Make sure personnel are not afraid to ask; if they ask only when they are sure there is a problem, problems may be getting overlooked. Not wanting to know the answer to an independence question is a good indication that consultation is needed. The AICPA's Ethics Hotline can be reached at 888.777.7077 or <a href="mailto:ethics@aicpa.org">ethics@aicpa.org</a> ; GAO's Yellow Book Technical Assistance can be reached at 202.512.9535 or <a href="mailto:yellowbook@gao.gov">yellowbook@gao.gov</a> .
<b>Policy 4: Personnel notify the firm of breaches of independence requirements and the firm takes appropriate actions to resolve such situations. (See paragraph .24 of QC section 10.)</b>	
All professional personnel are required to notify [specify who in the firm—for example, the managing partner of the office] of any potential activities involving themselves, their spouses, or their dependents that might impair independence or violate ethics rules, including services provided to entities with which firm personnel are prohibited from having a business relationship. (See paragraph .24a of QC section 10.)	
The firm has a process that protects professional personnel who report potential ethics or independence violations to the proper parties in compliance with firm policy.	<b>NOTE!</b> This process can be as informal as a suggestion box or as formal as a whistleblower program.
The firm's policy and procedures manual sets forth the consequences for professional personnel who violate the firm's independence policies and procedures, including engaging in activities with entities with which firm personnel are prohibited from having a business relationship.	



Relevant Ethical Requirements	
The firm determines the need for safeguards for engagements when the familiarity threat exists on an audit, review or attestation engagement.	<b>TIP!</b> A familiarity threat may exist when, for example, you have performed the engagement for the entity for an extended period of time, such as five years or more. The safeguard may be having an engagement quality control review (EQCR) or inspection performed periodically by someone not otherwise involved with the engagement.
The firm promptly communicates identified breaches of these policies and procedures, and the required corrective actions, to (a) the engagement partner who, with the firm, needs to address the breach and (b) other relevant personnel in the firm and those subject to the independence requirements who need to take appropriate action. (See paragraph .24b of QC section 10.)	
The engagement partner and other relevant personnel confirm to the firm that the required corrective actions have been taken. (See paragraph .24c of QC section 10.)	
Appropriate personnel [ <i>Identify</i> ] are responsible for periodically [ <i>identify time period</i> ] reviewing unpaid fees from clients to ascertain whether any outstanding amounts may impair the firm's independence, and following up with the engagement partner.	
<b>Policy 5: The firm does not accept or withdraws from the engagement if effective safeguards to reduce threats to independence to an acceptable level cannot be applied.</b>	<b>WARNING!</b> Threats to independence may arise during the engagement; for example, when the firm is asked to perform nonattest services during the course of an attest engagement or the assessment of the client's knowledge, skills and experience changes. Evaluate threats and apply safeguards before performing the procedures; you can't reverse impaired independence.
The firm consults internally, and with legal counsel and other parties if necessary, when the firm believes that effective safeguards to reduce threats to independence to an acceptable level cannot be applied.	<b>NOTE!</b> The client's needs may be met with a different service that doesn't require independence.
The firm withdraws from the engagement when withdrawal is possible under applicable law or regulation, or does not accept the engagement, when effective safeguards to reduce threats to independence to an acceptable level cannot be applied.	
<b>Policy 6: The firm obtains written confirmation, upon hire and at least annually thereafter, of compliance with its policies and procedures regarding independence from all personnel required to be independent by relevant requirements. (See paragraph .25 of QC section 10.)</b>	<b>WARNING!</b> QC section 10 requires written confirmation of independence, at least annually, by all personnel—that means partners and staff, including paraprofessionals. Failure to obtain written confirmations at least annually is a failure to comply with professional standards.

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Relevant Ethical Requirements	
Personnel provide written representations, upon hire and on an annual basis thereafter, that they have read the firm's independence, integrity, and objectivity policies, understand the applicability of those policies to their activities, and have complied with the requirements of those policies since their last representation. Personnel are required to review the most current list of all entities with which firm personnel are prohibited from having a business relationship prior to providing the written representation.	
[Specify name or position, for example: The firm's quality control partner] is responsible for obtaining such written representations, reviewing independence compliance files for completeness, and resolving reported exceptions.	
On each engagement, the engagement partner signs a step in the engagement program attesting to compliance with independence requirements that apply to the engagement.	<b>NOTE!</b> This procedure necessitates that each engagement include a program step requiring sign-off for compliance with independence regulations, whether in the acceptance and continuance form or other phase of the engagement.
<b>Policy 7: When another firm, or firm personnel in associated member firms, performs part of the engagement, the firm confirms the independence of the other firm and adherence to other relevant ethical requirements.</b>	
Written confirmations are obtained regarding the other firm's independence with respect to audit engagements and either written or oral confirmations are obtained for review or attestation engagements. Oral confirmations are documented.	
The firm's policies and procedures manual or practice aids describe the form and content of independence representations, and frequency with which they are to be obtained.	
As a member of a network, the firm <ul style="list-style-type: none"> <li>• meets all the relevant ethical requirements and</li> <li>• monitors its independence with respect to financial statement audits, reviews, and other attest engagements performed by other members of the network.</li> </ul>	
<b>Policy 8: The firm rotates personnel for audit or attest engagements for which regulatory or other authorities require such rotation after a specified period. (See paragraph .26 of QC section 10.)</b>	
The quality control partner monitors regulatory requirements for financial institutions and other regulated entities and notifies partners of the need for rotation.	<b>TIP!</b> You may decide that for certain industries, rotation of partners, though not required by regulators, is appropriate for your system of QC.



Acceptance and Continuance	
<p><b>The purpose of the quality control element that addresses acceptance and continuance of client relationships and specific engagements is to establish criteria for deciding whether to accept or continue a client relationship and whether to perform a specific engagement for a client.</b></p> <p><b>WARNING!</b> A firm's client acceptance and continuance policies represent a key element in mitigating litigation and business risk. Consider both the client's integrity and reputation and your firm's expertise and ability to meet the client's needs. Both these factors can affect the firm's reputation and involvement in litigation.</p>	
<p><b>Policy 1: The firm considers the risk associated with providing professional services in particular circumstances, including evaluating factors that have a bearing on management's integrity. The firm only accepts or continues engagements and client relationships when it concludes that the risk is at an acceptable level. (See paragraphs .27–.28 of QC section 10.)</b></p>	<p><b>NOTE!</b> The risk is that (a) the firm and its personnel will fail to comply with professional standards and applicable legal and regulatory requirements, or (b) reports issued by the firm will not be appropriate in the circumstances.</p>
<p>The firm informs personnel of the firm's policies and procedures for accepting and continuing clients, through discussion or distribution of the firm's policies and procedures manual, and informing professional personnel that they are expected to be familiar with the firm's policies and procedures for the acceptance and continuance of clients, including who in the firm is authorized to accept engagements on behalf of the firm. Such policies and procedures state that the firm's clients should not present undue risks to the firm, including damage to the firm's reputation.</p>	
<p>The firm communicates with the predecessor auditor as required, and considers communicating with the predecessor accountant when recommended, by professional standards. This communication includes inquiries regarding the nature of any disagreements and whether there is evidence of opinion-shopping.</p>	<p><b>NOTE!</b> Communicating with the predecessor auditor is required by generally accepted auditing standards. Other professional standards may require or recommend communicating with the predecessor accountant. Best practice is to communicate, even if not required.</p>
<p>The firm obtains and evaluates relevant information before accepting or continuing any client, such as the following:</p> <ul style="list-style-type: none"> <li>• The nature and purpose of the services to be provided and management's understanding thereof</li> <li>• The identity of the client's principal owners, key management, related parties, and those charged with its governance</li> <li>• The nature of the client's operations, including its business practices, from sources such as annual reports, interim financial statements, reports to and from regulators, income tax returns, and credit reports</li> <li>• Information obtained from inquiries of third parties about the client, its principal owners, key management, and those charged with governance that may have a bearing on evaluating the client. Examples of such third parties are bankers, factors, legal counsel, credit services, investment bankers, underwriters, and other members of the financial or business community who may have applicable knowledge.</li> </ul>	

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Acceptance and Continuance	
<ul style="list-style-type: none"> <li>Information, from discussion with the client and inquiries of others, concerning the attitude of the client's principal owners, key management, and those charged with its governance toward such matters as aggressive interpretation of accounting standards, compliance with laws and regulations, and internal control over financial reporting.</li> </ul>	<p><b>NOTE!</b> This information directly relates to the risk that the firm will fail to perform and report in conformity with applicable professional standards. For smaller clients, this assessment may be quite simple. The results of this assessment are used in determining whether to accept the engagement and, if so, how the engagement is conducted.</p>
<p>The firm conducts a background check of the business, its officers, and the person(s) in question by using resources available on the Internet and evaluates the information obtained regarding management's integrity. An investigative firm is used when the firm is unable to obtain sufficient information about the prospective client after completing the previously listed steps, or when the firm becomes aware that there is an indication that management or someone affiliated with the prospective client may be less than reputable.</p>	
<p>The firm evaluates the risk of providing services to significant clients or to other clients for which the firm's objectivity or the appearance of independence may be impaired. The firm takes appropriate safeguards, if necessary, or if safeguards cannot reduce the threat to objectivity and independence to an acceptably low level, the firm does not accept the engagement.</p>	
<p>If a potential conflict of interest is identified in accepting an engagement from a new or existing client, the firm determines whether it is appropriate to accept the engagement. If issues have been identified and the firm decides to accept or continue the client relationship or a specific engagement, the firm considers whether ethical requirements included in the "Conflicts of Interest for Members in Public Practice" interpretation (ET sec. 1.110.010), apply, such as disclosure of the relationship to the client and other appropriate parties, and documents how the issues were resolved.</p>	
<p>The firm considers the timing of the acceptance of the engagement and how that affects the firm's ability to perform all procedures necessary for the engagement (for example, inventory observation, both beginning and ending.)</p>	
<p><b>Policy 2: The firm evaluates whether the engagement can be completed with professional competence; undertakes only those engagements for which the firm has the capabilities, resources, and professional competence to complete; and evaluates, at the end of specific periods or upon occurrence of certain events, whether the relationship should be continued. (See paragraph .27 of QC section 10.)</b></p>	<p><b>WARNING!</b> This policy and its related procedures are key to managing the risk that the firm will fail to perform and report in conformity with applicable professional standards.</p>
<p>If the engagement is for a level of service that the firm is not currently providing (for example, reviews or audits), the firm considers the implications for obtaining the necessary competency and the implications for Peer Review.</p>	
<p>The firm defines high-risk engagements based on the characteristics of the firm. The firm considers the following criteria in determining whether the engagement is high-risk [list criteria, such as the following]:</p>	<p><b>NOTE!</b> High-risk engagements, by their nature, require more resources.</p>



Acceptance and Continuance	
<p>The firm accepts engagements that meet the firm’s criteria as high-risk only when the firm has, or is willing to make, the investment to acquire the necessary competency. The firm acknowledges that accepting a high-risk engagement entails assigning more experienced staff, may necessitate the use of external resources, and requires that an EQCR be performed.</p>	
<p>The firm evaluates whether the firm (or practice office) has, or can reasonably expect to obtain, the knowledge and expertise necessary to perform the engagement, including relevant regulatory or reporting requirements.</p>	<p><b>WARNING!</b> The firm is required to have obtained the necessary knowledge and expertise before the report is issued, so as to have reasonable assurance that the firm met professional standards and that the report is appropriate. Best practice is to have that knowledge and expertise when planning the engagement, so you don’t have to go back at the end and identify what you didn’t know at the beginning.</p>
<p>The firm determines that the following are in place before accepting an engagement:</p> <ul style="list-style-type: none"> <li>• Sufficient personnel with the necessary capabilities and competence. This includes determining that personnel have sufficient knowledge and experience for specialized industries and the firm has sufficient technical resources available to engagement personnel, including Audit and Accounting Guides, and when necessary has arranged for personnel to receive appropriate CPE and training.</li> <li>• Whether specialists will be needed and, if so, will be available (through, for example, the resources of another practice office or alternative source).</li> <li>• Individuals meeting the criteria and eligibility requirements to perform an EQCR are available, when needed—for example, for engagements that meet the firm’s definition of high-risk.</li> </ul>	<p><b>TIP!</b> Identifying the person who will perform the EQCR prior to acceptance of the engagement and agreeing on engagement terms has several advantages:</p> <ul style="list-style-type: none"> <li>• Eliminates the concern that an EQC reviewer will not be available at the end of the engagement</li> <li>• Reduces the time pressure to identify a EQC reviewer at the end of the engagement (when the cost may be higher)</li> <li>• Allows that person to perform the EQCR at various stages of the engagement</li> </ul>
<ul style="list-style-type: none"> <li>• The firm is able to complete the engagement within the reporting deadline.</li> </ul>	
<p>The firm obtains relevant information to determine whether the relationship should be continued and the firm evaluates the client continuance decision at least annually [<i>insert timing—for example, a preliminary decision at the end of the current year engagement for (every client or high-risk clients) as part of finalizing the current year engagement and a final evaluation before the engagement letter is sent for the next engagement</i>].</p>	<p><b>TIP!</b> The benefit to considering whether to continue the engagement and client relationship at the end of the current engagement is that the memory is fresh in terms of client integrity and issues encountered, and there may be less financial pressure at this time.</p>

Acceptance and Continuance	
<p>The following are conditions that the firm considers in evaluating whether to continue an engagement or client relationship [<i>describe conditions, such as the following</i>]:</p> <ul style="list-style-type: none"> <li>• <i>Conditions such as these exist at the entity:</i> <ul style="list-style-type: none"> <li>– <i>Aggressive earnings management</i></li> <li>– <i>Unreliable processes for developing accounting estimates, or questionable estimates by management</i></li> <li>– <i>Questions regarding the entity’s ability to continue as a going concern</i></li> </ul> </li> <li>• <i>The entity is in the development stage.</i></li> <li>• <i>The client is delinquent in paying fees. (This may also affect the firm’s independence.)</i></li> <li>• <i>The firm is unable to meet the client’s deadlines.</i></li> <li>• <i>The services required have grown beyond the firm’s ability to deliver (scope creep).</i></li> <li>• <i>The firm is no longer willing to make the investment required to maintain competency.</i></li> <li>• <i>The firm is unable to obtain the necessary resources to carry out the engagement, such as a person to perform an EQCR or replace the loss of key personnel.</i></li> <li>• <i>Internal or external inspections have indicated deficiencies in the execution of the engagement (or similar engagements) and the firm is unable to mitigate the deficiencies.</i></li> <li>• <i>Partner rotation is required by law or regulation for the engagement under consideration.</i></li> <li>• <i>The client has ignored prior recommendations, such as those that address deficiencies in internal control.</i></li> </ul>	<p><b>WARNING!</b> Do not put your clients on “auto-renew.” Continuance of clients is an active decision and not the default mode.</p>
<p>When triggering events occur, the firm reevaluates the decision to accept or continue an engagement or client relationship.</p>	
<p><i>The following are examples of such triggering events:</i></p> <ul style="list-style-type: none"> <li>• <i>Significant changes in the client, such as a major change in ownership, senior client personnel, directors, advisers, the nature of the business, or its financial stability</i></li> <li>• <i>Changes in the nature or scope of the engagement, such as</i> <ul style="list-style-type: none"> <li>– <i>requests for additional services;</i></li> <li>– <i>a request to step down from an audit to a review engagement, or</i></li> <li>– <i>an initial public offering.</i></li> </ul> </li> <li>• <i>The decision to discontinue services to clients in a particular industry.</i></li> </ul>	<p><b>NOTE!</b> The procedure is not to decline the engagement when such a request is made, but to evaluate the client’s reasons for the request and then to determine whether to accept or decline.</p>
<p>When making the decision, the firm evaluates the information obtained regarding acceptance or continuance of the client or engagement by doing the following:</p>	<p><b>NOTE!</b> Acceptance and continuance decisions are iterative and are made before each engagement is accepted and as necessary when circumstances change.</p>

(continued)

Acceptance and Continuance	
<ul style="list-style-type: none"> <li>The engagement partner assesses the information obtained about the client or the specific engagement, including information about the significance of the client to the firm [<i>using the AICPA PCPS Client Acceptance Evaluation Tool or Client Continuance Evaluation Tool</i>].</li> <li>The engagement partner makes a recommendation about whether to accept or continue the engagement, or the client relationship, and submits the recommendation with supporting documentation to the managing partner (of the practice office or of the firm) for approval.</li> </ul>	<p><b>NOTE!</b> You can find the AICPA PCPS Client Acceptance Evaluation Tool and Client Continuance Evaluation Tool at <a href="http://www.aicpa.org/interestareas/">www.aicpa.org/interestareas/</a></p>
<p>The recommendation made by the engagement partner is reviewed and approved by [<i>specify, for example, the partner responsible for the quality control function or the managing partner, or in certain defined circumstances, such as high-risk engagements, both.</i>] If the recommendation to accept a client or continue a client relationship is not approved, the managing partner and the other partners discuss why not.</p>	
<p>When the firm becomes aware of information that would have caused the firm to decline the engagement if the information had been available earlier, the firm considers the professional and legal responsibilities that apply to the circumstances, including whether there is a requirement for the firm to report to regulatory authorities, and the firm considers whether to withdraw from the engagement or from the client relationship.</p>	<p><b>NOTE!</b> See procedures for withdrawal later in this document.</p>
<p>The engagement partner documents evidence of consideration and approval of engagement acceptance (or continuance) in the planning section of the engagement documentation.</p>	
<p><b>Policy 3: The firm obtains an understanding with the client regarding the services to be performed. (See paragraph .29 of QC section 10.)</b></p>	
<p>The firm prepares a written engagement letter for each engagement, documenting the understanding with the client regarding the nature, scope, and limitations of the services to be performed. The firm obtains the client's signature on that letter before significant resources are committed to the engagement.</p>	<p><b>TIP!</b> Having an "evergreen" engagement letter, or an engagement letter that covers more than one year, exposes the firm to a variety of risks. If circumstances necessitate the use of a multiyear engagement letter, even when not required by the standards, best practice is to send a written updating letter annually.</p>
<p>If the nature or scope of the engagement changes, the firm documents the change in an addendum to the engagement letter that is sent to the client.</p>	
<p><b>Policy 4: The firm has established procedures on withdrawal from an engagement or from both the engagement and the client relationship, as follows: (See paragraph .30 of QC section 10.)</b></p>	
<p>The firm considers whether there is a professional, regulatory, or legal requirement for the firm to remain in place or for the firm to report to regulatory authorities the withdrawal from the engagement, or from both the engagement and the client relationship, together with the reasons for the withdrawal.</p>	



Acceptance and Continuance	
The firm discusses with the appropriate level of the client's management and those charged with its governance withdrawal from the engagement or from both the engagement and the client relationship if the firm determines that it is appropriate to withdraw.	
The firm considers the implications for previous engagements with this client, including the need to withdraw previously issued reports.	
<b>Policy 5: The firm documents how issues relating to acceptance or continuance of client relationships were resolved.</b>	
The firm documents, in a memorandum to the engagement files, significant issues, consultations, conclusions, and the basis for the conclusions relating to acceptance or continuance of client relationships and specific engagements.	

Human Resources	
<b>The purpose of the quality control element that addresses acceptance and continuance of client relationships and specific engagements is to establish criteria for deciding whether to accept or continue a client relationship and whether to perform a specific engagement for a client.</b>	
<b>Policy 1: The firm has sufficient personnel with the competence, capabilities, and commitment to ethical principles necessary to perform engagements in accordance with professional standards and applicable legal and regulatory requirements and enable the firm to issue reports that are appropriate in the circumstances. (See paragraph .31 of QC section 10.)</b>	<b>NOTE!</b> This requirement is for the firm to have sufficient personnel so that engagement teams as a whole have the necessary competence and capabilities. However, the commitment to ethical principles applies to each individual.
<b>Policy 2: The firm hires only personnel that have the characteristics to enable them to perform competently.</b>	
An individual in the firm [ <i>name or title</i> ] is responsible for the firm's hiring and human resources management, including evaluation of personnel needs; establishment of hiring objectives based on factors such as existing clientele, anticipated growth, personnel turnover, and individual advancement; and providing final approval.	<b>NOTE!</b> Depending on the size and structure of the firm, some of these procedures may be delegated—for example, to the practice office level.
The firm has a process to identify personnel needs at all levels for use in hiring.	
The firm has hiring criteria which address the following: <ul style="list-style-type: none"> <li>• The attributes, achievements, and experiences desired in entry-level and experienced personnel to enable them to perform competently within the firm.</li> <li>• How the firm evaluates personal characteristics such as integrity, competence, and motivation of new hires.</li> <li>• Any additional information the firm requires for experienced hires, such as background checks and inquiries about any outstanding regulatory actions.</li> </ul>	

(continued)

<b>Human Resources</b>	
The firm identifies sources of employment candidates, such as universities and executive recruiters.	
The firm has criteria for determining which individuals will be involved in the interviewing and hiring process.	
Individuals who will be interviewing candidates or otherwise participating in the hiring process are trained in interviewing techniques.	<b>NOTE!</b> This training may be very informal, but is necessary, if only to be sure they don't ask anything illegal.
The firm evaluates the results of the hiring process for each candidate, including approval by the managing partner or a person designated by the managing partner of all hiring decisions, in accordance with applicable legal and regulatory requirements.	
<b>Policy 3: The firm determines capabilities and competencies required for an engagement, including those required of the engagement partner. (See paragraph .33 of QC section 10.)</b>	
The firm specifies the knowledge, skills, and abilities (competencies) that the engagement partner for each of the firm's accounting, auditing, or attestation engagements (the partner or other person who is responsible for supervising those types of engagements and signing or authorizing someone to sign the accountant's report on such engagements) should possess to fulfill his or her engagement responsibilities.	
Such competencies for the practitioner-in-charge include the following: <ul style="list-style-type: none"> <li>• An understanding of the role of the firm's system of quality control and the AICPA Code of Professional Conduct</li> <li>• An understanding of the performance, supervision, and reporting aspects of the engagement</li> <li>• An understanding of the applicable accounting, auditing, or attestation professional standards, including those standards directly related to the industry in which a client operates</li> <li>• An understanding of the industry in which a client operates, including the industry's organization and operating characteristics, so as to identify the areas of high or unusual risk associated with an engagement, and to evaluate the reasonableness of industry-specific estimates</li> <li>• Skills that indicate sound professional judgment, including the ability to exercise professional skepticism</li> <li>• An understanding of how organizations are dependent on or enabled by information technologies, and the manner in which information systems are used to record and maintain financial information</li> </ul>	
<b>Policy 4: The firm determines the capabilities and competencies possessed by personnel. (See paragraph .34 of QC section 10.)</b>	
The firm evaluates personal characteristics such as integrity, competence, and motivation of personnel on an ongoing basis.	<b>NOTE!</b> The criteria used in evaluating these personal characteristics for new hires can be adapted for this procedure.



Human Resources	
The firm periodically evaluates all personnel, including owners, who sign reports on behalf of the firm to assess whether they possess the knowledge, skills, and abilities (competencies) necessary to enable them to be qualified to perform the firm's accounting, auditing, or attestation engagements (for example, by means of coaching, peer evaluation or self-appraisal).	
<b>Policy 5: The firm assigns responsibility for each engagement to an engagement partner. The identity and role of the engagement partner are communicated to management and those charged with governance; the engagement partner has the appropriate competence, capabilities, and authority to perform the role; and the responsibilities of the engagement partner are clearly defined and communicated to that individual. (See paragraph .33 of QC section 10.)</b>	
Responsibility for each engagement is assigned to an engagement partner who has the appropriate capabilities, competence, authority, and time to perform the role.	<b>TIP!</b> The criteria used in evaluating these personal characteristics for new hires can be adapted for this procedure.
The identity and role of the engagement partner are communicated to management and those charged with governance at the beginning of the engagement.	
The responsibilities of an engagement partner are clearly defined by the firm and are communicated to the engagement partner.	
The partner responsible for partner assignments monitors the workload and availability of engagement partners to enable these individuals to have sufficient time to adequately discharge their responsibilities.	
When an engagement is found to be materially non-conforming after report issuance (for example, through firm monitoring, peer review or regulatory inspection), the firm <ul style="list-style-type: none"> <li>a. requires the engagement partner to take appropriate training and monitors that person's performance (for example, through EQCR) until the firm is satisfied that remediation has occurred;</li> <li>b. limits or prohibits the engagement partner's assignments on future engagements in that industry or area; or</li> <li>c. dismisses the engagement partner from the firm.</li> </ul>	
<b>Policy 6: The firm assigns appropriate personnel with the necessary competence and capabilities to perform engagements in accordance with professional standards and applicable legal and regulatory requirements and enable the firm to issue reports that are appropriate in the circumstances. (See paragraph .34 of QC section 10.)</b>	
The firm assigns personnel (including partners) to engagements based on the knowledge, skills, and abilities required in the circumstances and the nature and extent of supervision needed. <ul style="list-style-type: none"> <li>a. The firm designates a responsible party(ies) for the assignment of personnel to engagements, including partner and manager assignments.</li> </ul>	

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Human Resources	
<p><i>b.</i> The firm considers each of the following factors to determine how personnel are assigned to engagements:</p> <ul style="list-style-type: none"> <li>• Engagement size and complexity</li> <li>• Specialized experience or expertise required</li> <li>• Personnel availability and involvement of supervisory personnel</li> <li>• Timing of the work to be performed</li> <li>• Continuity and rotation of personnel</li> <li>• Opportunities for on-the-job training</li> <li>• Previous knowledge</li> <li>• Skills and abilities [competencies] gained through other experience</li> <li>• Situations in which independence or objectivity concerns exist.</li> </ul> <p><i>c.</i> The engagement partner approves the composition of the engagement team before work to obtain engagement evidence begins.</p>	<p><b>WARNING!</b> Do not confuse availability with appropriateness. Availability is necessary but it is not, in and of itself, sufficient.</p>
Approval of partner and manager assignments from the managing partner or other partner is required in the case of high-risk or significant client engagements.	
The firm assures that individuals are maintaining the appropriate licenses to perform their assigned engagements, including for states other than where the individual primarily practices public accounting.	<b>TIP!</b> <a href="http://www.cpamobility.org">www.cpamobility.org</a> may be helpful in determining the necessary individual licenses.
When the firm accepts an audit in an industry in which the firm's personnel do not have recent experience, the firm consults appropriate resources (for example: literature, the AICPA Technical Hotline, or a suitably qualified external person) to determine the extent of changes relevant to the engagement. When determined to be necessary, the firm engages a suitably qualified external person to assist with the performance of an audit as a member of the engagement team.	<b>TIP!</b> How recent depends upon changes in the industry and related accounting; not more than five years is a useful guideline but it could be less, especially in regulated industries.
The firm maintains the appropriate firm license(s) or permit(s), including for states other than where its main office is domiciled.	<b>TIP!</b> <a href="http://www.cpamobility.org">www.cpamobility.org</a> may be helpful in determining the necessary firm licenses or permits.
<p>In all states where the firm practices, the firm:</p> <ol style="list-style-type: none"> <li><i>a.</i> is licensed under the same name(s) under which it practices,</li> <li><i>b.</i> must obtain license(s) or permit(s) which are effective before any reports are issued in the state,</li> <li><i>c.</i> considers variations in licensing bodies' rules and regulations and how they affect the firm's need to be licensed in that state, and</li> <li><i>d.</i> addresses any restrictions on practice imposed by the licensing bodies.</li> </ol>	

Human Resources	
<b>Policy 7: Personnel, including partners, participate in general and industry-specific continuing professional education (CPE) and professional development activities that enable them to accomplish assigned responsibilities and satisfy applicable CPE requirements of the AICPA, state CPA societies, state boards of accountancy, and other regulators.</b>	
The firm has an individual or individuals responsible for the firm's CPE and professional development activities, including maintaining CPE records and course materials for personnel.	
The firm encourages personnel to pass the Uniform CPA Examination and covers the cost, including paid time off to take the exam.	
The firm has an orientation and training policy for new hires.	
The firm informs personnel of their responsibilities and professional opportunities.	
The firm provides CPE to personnel in subjects that are relevant to their responsibilities, either through in-house programs or externally developed courses.	
<i>[If the firm practices in a specialized industry]</i> a partner is designated with firm-wide responsibility for the quality of the firm's practice in <i>[name the specialized industry]</i> . That partner is required to take annual CPE in the specialized industry.	
All personnel must comply with the professional education requirements of the board(s) of accountancy in state(s) where they are licensed and, as applicable, the AICPA, the state CPA society, and <i>Government Auditing Standards</i> —the Yellow Book.	
The firm establishes CPE requirements for professional personnel. Under these requirements <ul style="list-style-type: none"> <li>a. all professional personnel must participate in CPE and professional development activities that support their performance in their assigned engagements and are appropriate when considering their role in the firm.</li> <li>b. If an individual signs opinions on, performs engagement quality control review for or manages engagements in a specialized industry or area, the individual must have a minimum of eight hours of CPE specific to the industry or area every three years (or within the firm's or individual's CPE period covering a three-year period).</li> <li>c. All personnel must take ethics CPE periodically <i>[specify the period—for example, the minimum required by state law or regulation]</i>.</li> </ul>	<p><b>WARNING!</b> The requirements for CPE are intended to address competency, not just maintaining a CPA license. Accordingly, all professional personnel, not just those with a CPA license, must take CPE. Taking more CPE than required by state law or regulation may be needed to obtain the necessary competency.</p> <p><b>NOTE!</b> This applies to non-licensed professional personnel, as well.</p>
The firm reimburses personnel who are CPAs for membership in a state society and the AICPA, including AICPA section memberships, as relevant.	<p><b>TIP!</b> This best practice provides personnel with a wealth of resources, such as access to the AICPA Technical Hotline, professional journals, the Ethics Hotline, audit tools, and more.</p>

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Human Resources	
The firm informs personnel of changes in accounting and auditing standards, independence, integrity, and objectivity requirements and the firm's technical policies and procedures with respect to them (for example, by distributing technical pronouncements and holding training courses on recent changes and areas noted by the firm as needing improvement).	
The firm encourages personnel to participate in professional development activities, such as taking graduate-level courses, becoming members of professional organizations, serving on professional committees, speaking to professional group, and writing for professional publications.	
<b>Policy 8: Personnel selected for advancement have the qualifications to fulfill the responsibilities they will be called on to assume. (See paragraph .32 of QC section 10.)</b>	<b>NOTE!</b> In the smallest firms, procedures to address this policy may be developed on an "as-needed" basis.
The firm has a director of human resources to identify and communicate (for example, through the firm's policies and procedures manual) the qualifications necessary to accomplish responsibilities at each professional level in the firm. This includes the following: <ul style="list-style-type: none"> <li>Establishing criteria for evaluating personnel at each professional level and for advancement to the next higher level of responsibility. Such criteria give recognition and reward to the development and maintenance of competence and commitment to ethical principles.</li> <li>Informing firm personnel about the criteria for advancement to the next higher level of responsibility.</li> <li>Informing personnel that failure to adhere to the firm's policies and procedures regarding performance quality and commitment to ethical principles may result in disciplinary action.</li> </ul>	<b>NOTE!</b> In smaller firms, a partner or other person may function in this role without the title.
The [ <i>director of human resources (specify designated person(s))</i> ], is [ <i>or are if applicable</i> ] responsible for making advancement and termination decisions, including identifying responsibilities and criteria for evaluation at each level and deciding who will prepare evaluations.	
The firm designates who is responsible for periodically evaluating the performance of personnel at each level and advising them of their progress in the firm.	
Periodically [ <i>Specify the period—for example, at least annually or at the conclusion of engagements that last at least three weeks</i> ], the firm reviews with personnel the evaluation of their performance, including an assessment of their knowledge, skills and abilities (competencies), and progress with the firm. The discussion addresses performance, future objectives of the firm and the individual, assignment preferences, and career opportunities.	<b>TIP!</b> Timely feedback and effective performance reviews give due recognition and reward to the development and maintenance of competence.
The firm establishes compensation and advancement criteria for partners and other high-level staff that address <ul style="list-style-type: none"> <li>feedback based on monitoring results, peer reviews and regulatory inspections,</li> <li>appropriate identification of significant and emerging accounting and auditing issues; and</li> <li>appropriate consultation with firm experts when challenging issues arise.</li> </ul>	<b>TIP!</b> Technical knowledge, adherence to firm policies and procedures, staff development, client management and practice development are all important considerations in determining partner and senior-level compensation.

<b>Engagement Performance</b>	
<p>The purpose of the engagement performance element of quality control is to provide the firm with reasonable assurance (a) that engagements are consistently performed in accordance with applicable professional standards and regulatory and legal requirements and (b) that the firm or the engagement partner issues reports that are appropriate in the circumstances. Policies and procedures for engagement performance should address all phases of the design and execution of the engagement, including engagement performance, supervision responsibilities, and review responsibilities. Policies and procedures also should require that consultation takes place when appropriate. In addition, a policy should establish criteria against which all engagements are to be evaluated to determine whether an engagement quality-control review should be performed.</p>	
<p><b>Policy 1: The firm uses quality control materials (QCM) (for example, an audit and accounting manual, standardized forms, checklists, templates, practice aids, tools, questionnaires, and the like) to assist with engagement performance. (See paragraph .35 of QC section 10.)</b></p>	
<p>The firm QC partner establishes procedures to ensure that, whether the firm develops its own QCM or obtains it from a third-party provider,</p> <ul style="list-style-type: none"> <li>• the material is reliable and suitable for the practice;</li> <li>• the QCM is up to date;</li> <li>• modifications to the package and to individual forms are appropriate; and</li> <li>• the forms being used are appropriate for the engagement.</li> </ul>	
<p><b>Policy 2: Planning for engagements meets professional, regulatory and the firm's requirements.</b></p>	
<p>The firm provides personnel with the firm's practice aids that prescribe the factors the engagement team should consider in the planning process and the extent of documentation of those considerations.</p>	
<p>The firm trains personnel on the use of the firm's practice aids (audit and accounting manual, standardized forms, checklists, templates, practice aids, tools, questionnaires, and the like).</p>	
<p>Planning considerations may vary depending on the size and complexity of the engagement. The firm follows the following procedures for planning engagements:</p> <ul style="list-style-type: none"> <li>• When the firm accepts an audit, review or attestation examination in an industry in which the firm's personnel do not have recent experience, the firm requires all senior members of the engagement team to take industry-specific CPE before planning procedures are performed.</li> <li>• The engagement partner accepts responsibility for planning the engagement.</li> </ul>	<p><b>WARNING!</b> The planning phase starts before work to obtain engagement evidence begins!</p> <p><b>TIP!</b> How recent depends upon changes in the industry and related accounting; not more than five years is a useful guideline but it could be less, especially in regulated industries. Also, make sure that the engagement team is using the most recent AICPA Audit and Accounting Guide for that industry, when applicable.</p> <p><b>WARNING!</b> The higher the risk that the firm will fail to perform and report in conformity with applicable professional standards in an engagement, the more important that the engagement partner be more deeply involved in planning.</p>

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Engagement Performance	
<ul style="list-style-type: none"> <li>• Appropriate personnel are assigned responsibilities during the planning phase.</li> <li>• The engagement partner, or personnel designated by the engagement partner, develops or updates background information on the client and the engagement.</li> <li>• Planning includes determination of whether the engagement meets the firm’s criteria for performing an EQCR. If so, the person performing the EQCR reviews the planning in a timely manner.</li> <li>• If a specialist or consultant is utilized to provide the engagement team with the necessary competence, that person reviews the planning in a timely manner.</li> </ul>	<p><b>TIP!</b> Best practice is to have the planning reviewed before fieldwork begins.</p>
<p>The engagement team prepares planning documentation that includes the following:</p> <ul style="list-style-type: none"> <li>• Proposed work programs tailored to the specific engagement</li> <li>• Staffing requirements</li> <li>• Whether there is a need for specialized knowledge and how that will be obtained (for example, from other practice offices or through consultation)</li> <li>• Consideration of the economic conditions affecting the client and its industry and their potential effect on the conduct of the engagement</li> <li>• Consideration of risks, including fraud considerations, affecting the client and the engagement and how they may affect the procedures to be performed</li> <li>• A budget that allocates sufficient time for the engagement to be performed in accordance with professional standards and the firm’s quality control policies and procedures</li> <li>• Approval of planning and of the proposed work program by the engagement partner before work to obtain engagement evidence begins</li> </ul>	<p><b>NOTE!</b> Though planning is an iterative process, having the engagement partner approve planning before fieldwork begins results in a more effective and efficient engagement.</p>
<p><b>Policy 3: The engagement is performed, supervised, documented, and reported (or communicated) in accordance with the requirements of professional standards, applicable regulators, and the firm.</b></p>	
<p>Each engagement is assigned an engagement partner who accepts ultimate responsibility for the engagement.</p>	
<p>A written work program is used in each engagement.</p>	



<b>Engagement Performance</b>	
<p>Each engagement is required to be supervised by suitably experienced engagement team members. Engagement supervision includes the following:</p> <ul style="list-style-type: none"> <li>• Briefing the engagement team on the objectives of their work</li> <li>• Tracking the progress of the engagement</li> <li>• Considering the competence and capabilities of individual members of the engagement team, whether they have sufficient time to carry out their work, whether they understand their instructions, and whether the work is being carried out in accordance with the planned approach to the engagement</li> <li>• Addressing significant findings and issues arising during the engagement, considering their significance, and modifying the planned approach appropriately</li> <li>• Identifying matters for consultation or consideration by more experienced engagement team members during the engagement</li> </ul>	
<p>Engagement personnel prepare working papers that adhere to the firm’s guidelines, applicable regulatory requirements and professional standards for the form and content of documentation of the work performed and conclusions reached.</p>	<p><b>NOTE!</b> If you haven’t documented what you have done, it’s as if you didn’t do it. Remember, the standard requires documentation for “an experienced reviewer with no connection to the audit”—someone with no access to anything except what is in the working papers. Therefore, the working papers need sufficient detail for the reviewer to understand exactly what was done.</p>
<p>Engagement documentation makes clear when and by whom engagement documentation was prepared and reviewed.</p>	
<p><b>Policy 4: Qualified engagement team members review work performed by other team members on a timely basis. (See paragraph .36 of QC section 10.)</b></p>	
<p>The firm’s methodology prescribes who on the engagement team reviews the work of other members of the engagement team.</p>	<p><b>NOTE!</b> This can include the extent of the engagement partner’s review.</p>
<p>For each engagement, there is evidence of appropriate review of documentation of the work performed, conclusions reached, the financial statements, and the report.</p>	
<p>The firm prescribes the extent of review of the nature, timing and extent of procedures performed to have reasonable assurance that they are consistent with the approach described in the planning documentation. Exceptions are investigated and resolved.</p>	<p><b>WARNING!</b> The financial statements can be materially correct, the report can be appropriate in the circumstances, and yet, the engagement may not be in compliance with professional standards because, for example, the engagement team did not obtain sufficient appropriate audit evidence or the documentation does not reflect all of the procedures performed and evidence obtained.</p>

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<b>Engagement Performance</b>	
<p>Engagement documentation is reviewed to determine whether the following have occurred:</p> <ol style="list-style-type: none"> <li>a. The work has been performed in accordance with professional standards and applicable legal and regulatory requirements.</li> <li>b. Significant findings and issues have been raised for further consideration.</li> <li>c. Appropriate consultations have taken place and the resulting conclusions have been documented and implemented.</li> <li>d. The nature, timing, and extent of the work performed is appropriate and without need for revision.</li> <li>e. The work performed supports the conclusions reached and is appropriately documented.</li> <li>f. The evidence obtained is sufficient and appropriate to support the report.</li> <li>g. The objectives of the engagement procedures have been achieved.</li> </ol>	<p><b>WARNING!</b> The review of engagement documentation to determine whether the work has been performed in accordance with professional standards is not the same as the review that determines whether the report issued by the firm is appropriate in the circumstances. Reviewing engagement documentation entails reviewing the working papers for documentation of sufficient appropriate engagement evidence.</p>
<p><b>Policy 5: Engagements as specified in the firm’s methodology are reviewed by a person who is not a member of the engagement team before the reports or other communications are issued.</b></p>	<p><b>NOTE!</b> An EQC review is one type of pre-issuance review. Other pre-issuance review by a person who is not a member of the engagement team may be less extensive than an EQCR.</p>
<p>The firm’s methodology specifies which engagements require pre-issuance review by a person who is not a member of the engagement team and prescribes the extent of the pre-issuance review of the report and other communication, financial statements, and selected documentation of the work performed and conclusions reached. This includes</p> <ul style="list-style-type: none"> <li>• assigning a reviewer with the appropriate qualifications and</li> <li>• prescribing the documentation that the reviewer must review for each level of service and permitting the reviewer to select additional documentation to review.</li> </ul>	<p><b>TIP!</b> A pre-issuance review by a person who is not a member of the engagement team, though only required by the standard for engagements meeting the firm’s criteria for an EQC review, provides a fresh look and is very helpful. The firm can prescribe procedures for different levels of services that are less extensive than those required for EQC review.</p>
<p><b>Policy 6: The firm establishes, documents and follows procedures when the firm uses external personnel, such as from other firms, for audit or accounting engagements.</b></p>	
<p>Those procedures address the following:</p> <ul style="list-style-type: none"> <li>• The form in which instructions are given to external personnel</li> <li>• The extent to which their work is reviewed</li> </ul>	<p><b>TIP!</b> For example: when external personnel are used to observe inventory; when using independent contractors as part of the engagement team; or when assuming responsibility for the work of component auditors.</p>
<p><b>Policy 7: The firm has criteria for determining whether an EQCR should be performed, evaluates all engagements against the criteria, performs an EQCR for all engagements that meet the criteria, and completes the review before the report is released. (See paragraphs .38–.40 of QC section 10.)</b></p>	<p><b>TIP!</b> If your acceptance and continuance policies and procedures limit engagement risk, the need for an EQCR may be diminished.</p> <p><b>WARNING!</b> Criteria that are not responsive to the structure and nature of the firm’s practice are not appropriate.</p>



<b>Engagement Performance</b>	
<p>The firm’s criteria for requiring that an EQCR be performed are based on the firm’s assessment, given the structure and nature of the firm’s practice, of which engagements would most benefit from an independent review.</p>	<p><b>WARNING!</b> It is critical that the firm carefully consider, in setting criteria for an EQCR, which engagements have the highest risk of not being performed in accordance with the standards or that the report will not be appropriate in the circumstances. Consider the engagements that the firm actually performs in setting the criteria, and not only engagements that are clearly outside the firm’s expertise. Recognize that the risk factors to the firm change over time and the firm’s criteria for an EQCR may need to change accordingly.</p>
<p>The firm’s criteria include [<i>specify criteria, which could include, but are not limited to, the following</i>]:</p> <ul style="list-style-type: none"> <li>• The identification of unusual circumstances or risks in an engagement, or class of engagements, as pre-determined by the firm. For example,                             <ul style="list-style-type: none"> <li>– audits in which a going concern issue was identified but the report was not modified;</li> <li>– a compilation with disclosures when the firm has only been doing compilations without disclosures; or</li> <li>– a review (or other engagement) for an entity with issues that the firm rarely encounters (for example, joint ventures).</li> </ul> </li> <li>• An engagement quality control review is required by law or regulation.</li> <li>• An engagement for which the undue influence threat may exist (such as an engagement that represents more than 10 percent of the firm’s audit and accounting practice).</li> <li>• A high-risk engagement, as defined by the firm, using the same criteria used for acceptance and continuance.</li> <li>• An engagement in an industry in which the firm’s practice is limited and the firm’s personnel have little or no experience.</li> <li>• An engagement for which the familiarity threat may exist.</li> <li>• An engagement for an entity operating in a highly specialized or regulated industry, including financial institutions and employee benefit plans, and audits in accordance with government auditing standards.</li> </ul>	<p><b>WARNING!</b> Appropriate criteria for most firms will consist of a mix of the following and not rely on just one criterion.</p> <p><b>WARNING!</b> The engagement partner or QC partner can always request an EQCR, but having your firm’s only criterion for performing an EQCR be “the engagement partner or the quality control partner have identified unusual circumstances or risks in an engagement” is not appropriate. This criterion is too subjective to be responsive to the structure and the nature of the firm’s practice. Likewise, the client’s revenue volume or total assets as the sole criterion is not appropriate because these are not, in and of themselves, indicators of the risk of the engagement.</p> <p><b>WARNING!</b> Performing only one or two audits in a particular industry increases your risk. Don’t think, “Oh, I only do one, how risky can it be?”</p> <p><b>NOTE!</b> If the firm has a concentration in a specialized industry, more appropriate criteria may be based on risk factors within that specialization. For example, a firm that specializes in EBP audits may require an EQCR for all audits of a specific type of EBP.</p>

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<b>Engagement Performance</b>	
The firm evaluates all engagements against the criteria and performs an EQCR for all engagements that meet the criteria.	
<b>Policy 8: Engagement quality control reviewers meet the firm's criteria for eligibility. (See paragraphs .42–.44 of QC section 10.)</b>	<b>TIP!</b> The AICPA's list of peer reviewers and your state society are resources for finding an EQCR reviewer.
Selection of the engagement quality control reviewer is not made by the engagement partner.	
<p>The engagement quality control reviewer meets the following criteria:</p> <ul style="list-style-type: none"> <li>• Has sufficient technical expertise and experience.</li> <li>• Carries out his or her responsibilities with objectivity and due professional care without regard to the relative positions of the audit engagement partner and the engagement quality control reviewer. If the reviewer's objectivity becomes impaired, the reviewer must be replaced.</li> <li>• Does not make decisions for the engagement team or participate in the performance of the engagement partner at any stage during the engagement, with the understanding that the engagement quality control reviewer's objectivity may be impaired if the nature and extent of consultations becomes significant.</li> <li>• Does not assume any of the responsibilities of the engagement partner or have responsibility for the audit of any significant subsidiaries, divisions, benefit plans, or affiliated or related entities.</li> <li>• Meets the independence requirements relating to the engagements reviewed, even though the engagement quality control reviewer is not a member of the engagement team.</li> </ul>	
When the firm does not have suitably qualified personnel to perform the EQCR, the firm contracts with a suitably qualified external person to perform the engagement quality control review.	
<b>Policy 9: The firm establishes procedures addressing the nature, timing, extent, and documentation of the EQCR. (See paragraph .40 of QC section 10.)</b>	
<p>Regarding the EQCR, the engagement partner understands and performs the following:</p> <ul style="list-style-type: none"> <li>• The engagement partner remains responsible for the engagement and its performance, and the engagement quality control reviewer does not make decisions for the engagement team.</li> <li>• The engagement partner may consult the engagement quality control reviewer at any stage during the engagement, with the understanding that the engagement quality control reviewer's objectivity may be impaired if the nature and extent of consultations becomes significant.</li> </ul>	

<b>Engagement Performance</b>	
<p>For engagements that meet the firm's criteria for having an EQCR performed, the engagement partner</p> <ol style="list-style-type: none"> <li>a. determines that an engagement quality control reviewer has been appointed;</li> <li>b. discusses with the engagement quality control reviewer the significant findings or issues that arose during the engagement, if any; and</li> <li>c. does not release the report until the completion of the EQCR.</li> </ol>	<p><b>TIP!</b> The EQCR is completed when the EQC reviewer decides it is completed.</p>
<p><b>Timing of the EQCR</b></p> <p>Performing an EQCR is not necessary to obtain sufficient appropriate audit evidence for audit engagements; therefore, the EQCR does not need to be completed before the date of the auditor's report. When the EQCR results in additional audit procedures being performed, the date of the auditor's report is changed to the date by which sufficient appropriate audit evidence has been obtained.</p>	<p><b>WARNING!</b> Although permitted by the standard, completing the EQCR after dating the report is far from optimal, and the time between dating the report and then completing the EQCR is expected to be minimal.</p>
<p>The firm's procedures require that for audit and examination engagements, the engagement quality control reviewer do the following: (See paragraph .41 of QC section 10.)</p> <ul style="list-style-type: none"> <li>• Discuss significant accounting, auditing, and financial reporting issues with the engagement partner, including matters for which there has been consultation.</li> <li>• Discuss with the engagement partner the engagement team's identification and audit of high-risk assertions, transactions and account balances.</li> <li>• Confirm with the engagement partner that there are no significant unresolved issues.</li> <li>• Review selected working papers relating to the significant judgments the engagement team made and the conclusions they reached.</li> <li>• Review documentation of the resolution of significant accounting, auditing or financial reporting issues, including documentation of consultation with firm personnel or external sources.</li> <li>• Review the summary of uncorrected misstatements related to known and likely misstatements.</li> <li>• Review additional engagement documentation to the extent considered necessary.</li> <li>• Read the financial statements and the report and consider whether the report is appropriate.</li> <li>• Complete the review before the release of the report.</li> <li>• Conduct the review at appropriate stages during the engagement to the extent possible.</li> <li>• Determine whether the issues raised in the review require additional procedures that necessitate changing the auditor's report date.</li> </ul>	<p><b>NOTE!</b> Conducting the EQCR at appropriate stages during the engagement reduces the time pressure for resolving issues that the EQC reviewer identifies.</p>

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Engagement Performance	
Before reports are released, matters that would cause the reviewer to question the engagement team's judgments and conclusions are resolved and the resolution is documented.	
<p>The EQCR is documented. Documentation includes the following:</p> <ul style="list-style-type: none"> <li>• That the procedures required by the firm's policies on EQCR have been performed</li> <li>• That the EQCR has been completed before the report is released</li> <li>• An assertion that the reviewer is not aware of any unresolved matters that would cause the reviewer to believe that the significant judgments the engagement team made and the conclusions it reached were not appropriate (See paragraph .45 of QC section 10.)</li> </ul>	
<b>Policy 10: The firm requires that consultation take place when appropriate; that sufficient and appropriate resources are available to enable appropriate consultation to take place; that all the relevant facts known to the engagement team are provided to those consulted; that the nature, scope, and conclusions of such consultations are documented; and that conclusions resulting from such consultations are implemented. (See paragraph .37 of QC section 10.)</b>	
The firm informs personnel of its consultation policies and procedures.	
<p>The firm identifies circumstances, including specialized situations, in which firm personnel are expected to consult. Those circumstances include the following <i>[specify the criteria]</i>:</p> <ul style="list-style-type: none"> <li>• <i>Application of newly issued technical pronouncements</i></li> <li>• <i>Industries with special accounting, auditing, or reporting requirements</i></li> <li>• <i>Emerging practice problems</i></li> <li>• <i>Choices among alternative generally accepted accounting principles upon initial adoption or when an accounting change is made</i></li> <li>• <i>Reissuance of a report, consideration of omitted procedures after a report has been issued or subsequent discovery of facts that existed at the time a report was issued</i></li> <li>• <i>Filing requirements of regulatory agencies</i></li> </ul>	
The firm has established criteria which require consultation with outside parties, such as other firms, the AICPA Technical Hotline (877.242.7212), AICPA Audit Quality Centers, AICPA Center for Plain English Accounting, other professional and regulatory bodies, and commercial organizations that provide relevant quality control services. Before using such services, the firm evaluates whether the external provider is qualified for that purpose.	

Engagement Performance	
The firm requires sufficiently experienced engagement team members to identify matters for consultation or consideration during the engagement.	
The firm designates individuals within and outside the firm as consultants in certain areas. Such individuals have appropriate knowledge, authority and experience. A list is maintained of the individuals within and outside the firm that the firm has designated as consultants, along with the areas of their expertise.	
<p>The firm requires the engagement partner to determine the need to consult. That determination is based on the following:</p> <ul style="list-style-type: none"> <li>• The materiality of the matter</li> <li>• The experience of senior engagement personnel in a particular industry or functional area</li> <li>• Whether the financial reporting framework or professional standards applicable to the engagement are as follows:                             <ul style="list-style-type: none"> <li>a. Based on authoritative pronouncements that are subject to varying interpretations</li> <li>b. Based on varied interpretations of prevailing practice</li> <li>c. Under active consideration by an authoritative body</li> </ul> </li> </ul>	<p><b>WARNING!</b> Encourage partners to ask; those who ask only when they are unable to draw their own conclusion may not know whether they have come to the correct conclusion.</p>
<p>The firm maintains and provides its personnel access to adequate and current reference materials, including materials relevant to its clients. Those materials include the most current versions of the following:</p> <ul style="list-style-type: none"> <li>• AICPA <i>Professional Standards</i></li> <li>• AICPA Audit and Accounting Guides relevant to all industries in which the firm practices</li> <li>• FASB pronouncements</li> <li>• Any other pronouncements relevant to the firm’s practice (such as SEC Pronouncements, GASB pronouncements, <i>Government Auditing Standards</i> [the Yellow Book], and other government audit guides relevant to the firm’s practice)</li> </ul>	<p><b>TIP!</b> GAO’s Yellow Book Technical Assistance can be reached at 202.512.9535 or <a href="mailto:yellowbook@gao.gov">yellowbook@gao.gov</a>.</p>
Those consulted are provided with all relevant facts that will enable them to provide informed advice.	
The firm resolves differences of opinion between engagement personnel and specialists before report issuance.	

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<b>Engagement Performance</b>	
<p>The firm requires documentation of consultations. That required documentation includes the following:</p> <ul style="list-style-type: none"> <li>a. All relevant facts and circumstances</li> <li>b. References to professional literature used in the determination</li> <li>c. Conclusions reached, and how they were implemented</li> <li>d. Signatures of engagement partner and consultant</li> <li>e. Reference to the engagement working papers</li> </ul>	
<p><b>Policy 11: The firm addresses and resolves differences of opinion within the engagement team, with those consulted, and, when applicable, between the engagement partner and the engagement quality control reviewer. (See paragraphs .46–.48 of QC section 10.)</b></p>	
<p>The firm follows procedures for consultation in resolving differences within an engagement team. If further action is necessary, the engagement and the quality control partners, and the firm's leadership if necessary, resolve the differences.</p>	<p><b>NOTE!</b> Resolution does not require consensus. Although consensus is optimal, ultimately the managing partner is responsible for determining the resolution.</p>
<p>The conclusion reached to resolve the matter of disagreement and how that conclusion was implemented are documented.</p>	
<p>The firm will not release the report until any differences of opinion are resolved.</p>	
<p>Any party to the consultation or difference of opinion who disagrees with the final conclusion may document his or her disagreement with, and disassociate themselves from, the resolution of the matter.</p>	
<p><b>Policy 12: Engagement teams complete the assembly of final engagement files on a timely basis. (See paragraph .49 of QC section 10.)</b></p>	<p><b>TIP!</b> Assembling the final files sooner rather than later is best practice.</p>
<p>Final engagement files are assembled by the earlier of time limits required by professional standards and applicable regulatory requirements, if any, or 60 days from the report release date.</p>	<p><b>TIP!</b> Since deadlines have power, it is helpful for the firm to specify a time limit for all engagements in the absence of time limits required by professional standards or regulatory requirements.</p>
<p><b>Policy 13: The firm maintains the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation. (See paragraph .50 of QC section 10.)</b></p>	
<p>The firm implements adequate and appropriate controls over the confidentiality custody, integrity, accessibility, and retrievability of the firm's engagement documentation.</p> <p>Adequate and appropriate controls over confidentiality, custody, integrity, accessibility, and retrievability of engagement documentation include the following:</p>	

Engagement Performance	
<ul style="list-style-type: none"> <li>• Requiring that engagement documentation clearly indicates when and by whom it was prepared and reviewed.</li> <li>• Procedures to protect the integrity of the information at all stages of the engagement, especially when the information is shared within the engagement team or transmitted to other parties via electronic means.</li> <li>• Procedures to prevent unauthorized changes to the engagement documentation. For electronic engagement documentation this includes                             <ul style="list-style-type: none"> <li>– using passwords or data encryption, or both, to restrict access to authorized users.</li> <li>– using appropriate back-up routines at appropriate stages during the engagement.</li> </ul> </li> <li>• Procedures for tracking the distribution of engagement documentation materials to the per-diem personnel at the start of the engagement, preparing engagement documentation during the engagement, and assembling final documentation at the end of the engagement.</li> <li>• Procedures to allow access to paper engagement documentation for the engagement team and other authorized users, and restrict access by others.</li> <li>• Maintaining engagement documentation in one location to enhance retrievability (this applies to both hardcopy and electronic documentation, although back-up files would be maintained elsewhere).</li> <li>• Implementing procedures regarding original paper documents that have been electronically scanned or otherwise copied to another media that accomplish the following:                             <ul style="list-style-type: none"> <li>– Generate copies that contain the entire content of the original paper documentation, including manual signatures, cross-references, and annotations.</li> <li>– Integrate the copies into the engagement files, including indexing and signing off on the copies as necessary.</li> </ul> </li> </ul>	
<p><b>Policy 14: The firm retains engagement documentation for a period of time sufficient to meet the needs of the firm, professional standards, laws, and regulations. (See paragraph .51 of QC section 10.)</b></p>	
<p>The quality control partner maintains a list specifying the period of time sufficient to meet the needs of the firm, the requirements of the state board(s) of accountancy and applicable professional standards, for each level of engagement service.</p>	<p><b>TIP!</b> Your firm’s professional liability insurance carrier can be a resource in determining appropriate time limits.</p>
<p>Engagement documentation is retained for the specified period of time.</p>	



Monitoring	
<p>The purpose of the monitoring element of a system of quality control is to provide the firm and its engagement partners with reasonable assurance that the policies and procedures related to the system of quality control are relevant, adequate, operating effectively, and complied with in practice. Monitoring involves an ongoing consideration and evaluation of the appropriateness of the design, the effectiveness of the operation of a firm’s quality control system, and a firm’s compliance with its quality control policies and procedures. The purpose of monitoring compliance with quality control policies and procedures is to provide an evaluation of the following:</p> <ul style="list-style-type: none"> <li>• Adherence to professional standards and regulatory and legal requirements</li> <li>• Whether the quality control system has been appropriately designed and effectively implemented</li> <li>• Whether the firm’s quality control policies and procedures have been operating effectively so that reports that are issued by the firm are appropriate in the circumstances</li> </ul> <p><b>TIP!</b> PRP Section 10,000, <i>Monitoring Guidance</i>, is available free of charge at <a href="http://www.aicpa.org/interestareas/peerreview/resources/peerreviewprogrammanual/2015/downloadabledocuments/may2015-10000-mon-guide.pdf">www.aicpa.org/interestareas/peerreview/resources/peerreviewprogrammanual/2015/downloadabledocuments/may2015-10000-mon-guide.pdf</a></p> <p>This section of the Peer Review Manual contains guidance on performing and documenting monitoring, as well as checklists and sample summary reports.</p>	
<p><b>NOTE</b></p> <p>The purpose of monitoring is to provide feedback on how the system of QC is working and whether changes are needed. Monitoring activities include inspections of engagement documentation, reports and financial statements, and inspections of other elements covered by the firm’s QC system.</p> <p>Reviews of engagement documentation, reports and financial statements can occur</p> <ul style="list-style-type: none"> <li>• before the report is issued (EQCR or other pre-issuance review) or</li> <li>• after the report is issued (post-issuance review).</li> </ul> <p>EQCR and other pre-issuance reviews are not, in and of themselves, inspection procedures. However, to the extent that information obtained from a pre-issuance review is evaluated in terms of what happens on other engagements and addressed systemically—that is monitoring.</p> <p>Post-issuance reviews can occur on an engagement-by-engagement basis or at set times during the year.</p> <p>The difference between engagement performance QC procedures and monitoring QC procedures is that monitoring procedures are designed to determine the root cause of the problem and to then fix the problem systemically. Engagement QC fixes the problem at the engagement level but does not look for the root cause, nor are engagement procedures designed to fix the problem systemically.</p> <p><b>TIP!</b> Monitoring is a continuous process. If you are in the frame of mind to always be looking for errors and systemic causes, that’s monitoring. Send an email to the firm when you see something—that’s monitoring, communicating and documenting. Save the email in a “monitoring” folder and you’ve documented as you go along so you can “get credit” for what you already do.</p> <p><b>NOTE</b> Inspection of engagement documentation, reports and financial statements is only one element of monitoring. Don’t forget other aspects, such as human resources, CPE, licenses, and the requirements of Audit Quality Centers of which your firm is a member.</p>	
<p><b>Policy 1: The firm should establish a monitoring process designed to provide it with reasonable assurance that the policies and procedures relating to the system of quality control are relevant, adequate, and operating effectively. (See paragraph .52 of QC section 10.)</b></p>	
<p><b>Policy 2: The firm assigns responsibility for the firm’s monitoring process, including performance, to <i>[insert name or title of a partner or partners or other persons with sufficient and appropriate experience and authority in the firm to assume this responsibility—hereinafter referred to as the QC partner]</i>. (See paragraph .52b of QC section 10.)</b></p>	



<b>Monitoring</b>	
<p>The firm determines that the QC partner and all others responsible for conducting monitoring procedures</p> <ul style="list-style-type: none"> <li>• have sufficient training, experience and competence to execute their responsibilities;</li> <li>• have no history of limitations or restrictions on their ability to practice public accounting; and</li> <li>• have not acted as engagement partner on one or more materially non-conforming engagements that were uncovered through peer review, monitoring, or regulatory inspection.</li> </ul>	
<p>The QC partner is responsible for determining that the firm's quality control policies and procedures and its methodologies remain relevant and adequate. Factors that may be considered include the following:</p>	
<ul style="list-style-type: none"> <li>• <i>External factors</i> <ul style="list-style-type: none"> <li>– Changes in professional standards or other regulatory requirements applicable to the firm's practice</li> <li>– Changes in applicable AICPA membership requirements</li> <li>– Mergers and divestitures of portions of the practice</li> </ul> </li> <li>• <i>Internal indicators</i> <ul style="list-style-type: none"> <li>– Results of inspections and peer reviews</li> <li>– Review of litigation and regulatory enforcement actions against the firm and its personnel</li> </ul> </li> </ul>	<p><b>NOTE!</b> Examples of changes in professional standards that may result in a need to revise quality control policies and procedures are the issuance of Statements on Standards for Accounting and Review Services (SSARS) No. 21 and the changes to preparation services, and changes to the Code of Professional Conduct.</p>
<p>At least annually, the QC partner performs, or selects an individual or team to perform inspection procedures on the firm's quality control system, for each practice office.</p>	<p><b>NOTE!</b> Even if the firm performs continuous monitoring (such as inspections performed while planning for next year's engagement), annually "pulling it all together" and determining that all monitoring procedures have been documented helps provide reasonable assurance of meeting the requirements of the standards.</p> <p><b>TIP!</b> Many firms perform their annual inspection at the same time of the year as their peer review is performed.</p>
<p>The QC partner uses criteria established by the firm to determine that individuals responsible for the inspection and other monitoring procedures have sufficient experience and authority to assume that responsibility.</p>	
<p><b>Policy 3: The firm performs monitoring procedures that are sufficiently comprehensive to enable the firm to assess compliance with all applicable professional standards and all elements of the firm's quality control policies and procedures.</b></p>	

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Monitoring	
<p>In accordance with the membership requirements of the AICPA Governmental Audit Quality Center and the AICPA Employee Benefit Plan Audit Quality Center, the engagement letter covering the firm’s peer review will require that the governmental audits and ERISA employee benefit plan audits selected for review during the firm’s peer review be reviewed by someone who is employed by a member firm of the respective center. Also, information relative to the firm’s most recently accepted peer review is available to the public in accordance with the membership requirements of the respective centers.</p>	
<p>The QC partner (and the team or designated individual) plans the annual inspection procedures to be performed. Inspection procedures include review of engagements that represent a reasonable cross-section of the firm’s accounting and auditing practice using criteria, which could include but are not limited to, the following:</p> <ul style="list-style-type: none"> <li>• Engagements required to be selected during peer review (under <i>Government Auditing Standards</i>, ERISA, FDIC Improvement Act financial institutions, carrying broker-dealers and examinations of service organizations [SOC 1<sup>®</sup> and SOC 2<sup>®</sup> engagements])</li> <li>• Specialized industries with emphasis given to high risk engagements</li> <li>• Initial engagements</li> <li>• Level of service performed</li> <li>• An appropriate cross-section of the firm’s auditing and accounting partners, taking into account partners who have had negative results in the prior reviews and partners who have specialties other than accounting and auditing, but still service accounting and auditing clients</li> <li>• Engagements from a merged-in practice</li> <li>• SEC registrants and other engagements performed in accordance with the standards of the PCAOB</li> <li>• Engagements with areas that have been identified as findings in other reviews (that is, PCAOB, peer review, or prior internal inspection)</li> </ul>	<p><b>NOTE!</b> The most effective monitoring focuses on areas of high-risk (the risk that the firm isn’t meeting professional standards or its own QC policies and procedures).</p> <p><b>WARNING!</b> Identifying a cross-section of the firm’s practice requires properly identifying all the types of engagements the firm performs. Accordingly, the firm needs sufficient detail to track its engagement population—for example, a time and billing system that separately identifies an EBP audit performed in conjunction with the employer audit. This also has implications for document retention and peer review.</p> <p><b>WARNING!</b> Remember—you don’t know what you don’t know. If you are new to an industry, or if very few people in the firm have experience in an industry or technical area, hiring an external inspector to perform all or some inspection procedures may be beneficial.</p>
<p>The firm has procedures that establish the approach for performing postissuance reviews, addressing, for example</p> <ul style="list-style-type: none"> <li>• the comprehensiveness of the review (similar to that performed in an inspection or peer review);</li> <li>• the frequency for summarizing findings;</li> <li>• the extent of documentation required; and</li> <li>• the retention period for detailed inspection documentation (as opposed to summaries).</li> </ul>	
<p>The selected engagements are reviewed for compliance with the firm’s policies and procedures.</p>	

<b>Monitoring</b>	
When deficiencies are identified in engagements, the QC partner considers the need to expand the selection of engagements to assist in determining whether the deficiencies noted are systemic or repetitive.	
In addition to engagement inspection and reviews, the firm's monitoring procedures include performing appropriate tests of compliance with the firm's policies and procedures on a sample basis.	
<p>The procedures include the following:</p> <ul style="list-style-type: none"> <li>• Assessing the appropriateness, reliability and suitability of the firm's guidance materials and practice aids, such as audit programs, forms and checklists, and determining whether they reflect recent professional pronouncements. This assessment includes soliciting comments from professional personnel as to the effectiveness of practice aids and tools.</li> <li>• Issuing guidance regarding new professional standards, regulatory requirements, and related changes to firm policy.</li> <li>• Interviewing personnel at all professional management and staff levels to obtain information about operating procedures and assess their understanding of the firm's quality control policies and procedures and implementation thereof.</li> <li>• Reviewing correspondence regarding the resolution of independence and client acceptance matters within the practice office.</li> <li>• Reviewing the resolution of matters reported by professional personnel regarding independence to determine that matters have been appropriately considered and resolved.</li> <li>• Reviewing summaries of CPE records for a sample of personnel to track compliance with the requirements of the AICPA and other regulatory bodies (such as GAO and the Office of Management and Budget [OMB]), as well as the firm's CPE requirements.</li> <li>• Reviewing other administrative and personnel records pertaining to the quality control elements, such as <ul style="list-style-type: none"> <li>– personnel evaluations, including documentation of hiring and advancement decisions; and</li> <li>– participants' evaluations of practice office training programs.</li> </ul> </li> <li>• Reviewing—or designating a management-level individual to be responsible for reviewing—professional development activities to determine whether they are appropriate, effective, and meet the needs of the firm.</li> </ul>	<p><b>TIP!</b> For small firms, this can be done by providing information at staff meetings.</p> <p><b>NOTE!</b> This procedure encompasses reviewing both individual personnel's compliance and the firm's tracking of that compliance.</p> <p><b>NOTE!</b> Professional development activities include the plan for both the firm and each individual to gain the skills, competencies and knowledge necessary for the firm's practice.</p>

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<b>Monitoring</b>	
<ul style="list-style-type: none"> <li>Soliciting information from the firm’s personnel, either during staff meetings or through interviews of selected professional personnel, regarding the effectiveness of training programs, including in-house training programs.</li> </ul>	
<ul style="list-style-type: none"> <li>Periodically reviewing the process for personnel evaluation and counseling to ascertain the following:                             <ul style="list-style-type: none"> <li>Whether procedures for evaluation and documentation are being followed on a timely basis</li> <li>That personnel decisions are consistent with evaluations</li> <li>Whether personnel who have been promoted have achieved the applicable requirements for advancement</li> <li>That recognition is given to outstanding performance</li> </ul> </li> <li>Considering whether the firm’s professional development programs should be revised, based on the results of the firm’s inspection or peer review and recommending revisions.</li> </ul>	<p><b>NOTE!</b> As the firm’s personnel increase in number, the need for more formal procedures also increases.</p>
<p><b>Policy 4: The firm communicates (a) deficiencies noted as a result of the monitoring process and recommendations for appropriate remedial action to relevant engagement partners and other appropriate personnel, and (b) the results of the monitoring of its quality control system process to relevant firm personnel at least annually. (See paragraph .55 of QC section 10.)</b></p>	<p><b>NOTE!</b> When discussing the severity of issues with controls, the AICPA auditing, attestation, and accounting and review services standards use the terms deficiency, significant deficiency and material weakness, whereas the Peer Review standards use the terms finding, deficiency, and significant deficiency. The use of the terms deficiency and significant deficiency in QC section 10 and this Practice Aid is consistent with the use in the AICPA auditing, attestation, and accounting and review services standards, adapted as necessary in the circumstances.</p>
<p>For each engagement reviewed, the monitoring team (or individual) is responsible for (a) identifying and summarizing the deficiencies noted, and (b) discussing the results of the inspection or review with the engagement partners and other appropriate personnel responsible for each of the engagements selected for review and determining whether any corrective action needs to be taken or improvements made with respect to those specific engagements. (See paragraph .55 of QC section 10.)</p>	
<p>At the conclusion of the inspection or review, the QC partner, along with the monitoring team (or individual) is responsible for evaluating the effect of deficiencies noted as a result of the monitoring process and determining whether they are systemic, repetitive or other significant deficiencies that require prompt corrective action. (See paragraph .54 of QC section 10.)</p>	

<b>Monitoring</b>	
<p>Recommendations for appropriate corrective actions include one or more of the following:</p> <ol style="list-style-type: none"> <li>a. Taking appropriate corrective action in relation to an individual engagement or member of personnel</li> <li>b. The communication of the findings to those responsible for training and professional development</li> <li>c. Changes to the quality control policies and procedures</li> <li>d. Disciplinary action against those who fail to comply with the policies and procedures of the firm, especially those who do so repeatedly. (See paragraph .56 of QC section 10.)</li> </ol>	<p><b>NOTE!</b> Deficiencies may indicate a lack of due care or a lack of competency in various areas, and the corrective actions should be responsive.</p>
<p>When the results of the monitoring procedures (through firm monitoring, peer review or regulatory inspection) indicate that a report may be inappropriate or that procedures were omitted during the performance of the engagement, the firm</p> <ol style="list-style-type: none"> <li>a. determines what further action is appropriate to comply with relevant professional standards and legal and regulatory requirements;</li> <li>b. considers whether to obtain legal advice; and</li> <li>c. takes and documents the appropriate action.</li> </ol> <p>The firm documents the actions taken. (See paragraph .57 of QC section 10.)</p>	<p><b>NOTE!</b> In such circumstances for audit engagements, AU-C section 560, <i>Subsequent Events and Subsequently Discovered Facts</i>, and AU-C section 585, <i>Consideration of Omitted Procedures After the Report Release Date</i>, are applicable.</p>
<p>The firm prepares a monitoring report that summarizes (a) the monitoring procedures performed, (b) the conclusions reached from such procedures, (c) any systemic, repetitive or other significant deficiencies noted, and (d) recommended remedial actions. (See paragraph .58 of QC section 10.)</p>	
<p>The summary monitoring report is provided at least annually to relevant engagement partners and other appropriate individuals with the firm, including the firm's leadership.</p>	
<p>The partners review the recommended corrective actions and reach final conclusions regarding the actions to be taken.</p>	
<p>[In firms with multiple practice groups:]</p> <p>The practice group responds regarding the specific corrective actions or steps to be taken to improve compliance with the firm's policies and procedures and professional standards.</p>	
<p>The QC partner is responsible for monitoring and documenting the implementation of specific corrective actions or steps based upon the results of the monitoring process.</p>	
<p>If the firm is a member of a network and place reliance on the network's monitoring policies and procedures, the firm requires that</p> <ol style="list-style-type: none"> <li>a. at least annually, the network communicates the overall scope, extent, and results of the monitoring process to appropriate individuals within the firm and</li> <li>b. the network communicates promptly any identified deficiencies in the quality control system to the firm and the firm takes appropriate actions. (See paragraph .59 of QC section 10.)</li> </ol>	

(continued)

<b>Monitoring</b>	
<p>The QC partner may identify the need to do the following:</p> <ul style="list-style-type: none"> <li>• Revise policies and procedures related to the other elements of quality control because they are ineffective or inappropriately designed</li> <li>• Improve compliance with firm policies and procedures related to the other elements of quality control</li> </ul>	
The firm summarizes and communicates at least annually to relevant engagement partners and other appropriate individuals with the firm, including the firm's leadership, the monitoring process results, and any changes to the firm's policies and procedures.	
The firm communicates in training programs, meetings, and firm policy correspondence the need for changes and improved compliance with the system of quality control.	
<b>Policy 5: The firm deals appropriately with complaints and allegations. (See paragraphs .60–.61 and .64 of QC section 10.)</b>	
The managing partner periodically reminds personnel during staff meetings that they may raise any concerns regarding complaints or allegations about noncompliance with professional standards, regulatory and legal requirements, or the firm's system of quality control with any partner without fear of reprisals.	
The firm has established channels for communication of complaints and allegations through the firm's website to the attention of the firm's ethics committee in a confidential manner.	<b>NOTE!</b> This procedure may not be practicable for all firms.
When complaints and allegations arise, the firm assigns a partner who is not otherwise involved in the engagement, or a suitably qualified external person or another firm, to investigate complaints and allegations. The firm documents the complaints and allegations and the responses to them.	
The firm consults with legal counsel or its professional liability insurance carrier as necessary.	
The firm documents the complaints and allegations and the responses to them.	
If, during the investigation into complaints and allegations, deficiencies in the design or operation of the firm's quality control policies and procedures, or instances of noncompliance with the firm's system of quality control by an individual or individuals are identified, the firm takes appropriate actions (See paragraph .61 of QC section 10.)	
<b>Policy 6: The firm prepares appropriate documentation to provide evidence of the operation of each element of its system of quality control. (See paragraph .62 of QC section 10.)</b>	
The firm documents the performance of each element of its QC system on an ongoing basis.	<b>NOTE!</b> Documentation may include an assertion as to whether the firm's system of quality control provides reasonable assurance for an annual period.

<b>Monitoring</b>	
<p>The firm documents its monitoring of the QC system. Documentation is provided through the firm’s summary monitoring report, electronic databases, manual notes, checklists, and forms.</p>	<p><b>TIP!</b> PRP Section 10,000, <i>Monitoring Guidance</i>, is available free of charge at <a href="http://www.aicpa.org/interestareas/peerreview/resources/peerreviewprogrammanual/2015/downloadabledocuments/may2015-10000-mon-guide.pdf">www.aicpa.org/interestareas/peerreview/resources/peerreviewprogrammanual/2015/downloadabledocuments/may2015-10000-mon-guide.pdf</a></p> <p>This section of the Peer Review Manual contains guidance on performing and documenting monitoring, as well as checklists and sample summary reports.</p>
<p>Documentation addresses:</p> <ul style="list-style-type: none"> <li>a. a description of the monitoring procedures performed to review and test compliance with firm quality control policies and procedures relating to all of the elements of quality control, such as                             <ul style="list-style-type: none"> <li>i. review of the firm’s professional library and practice aids to determine that they were appropriate and up-to-date; and</li> <li>ii. interviews of a sample of personnel regarding the effectiveness of the firm’s professional development programs.</li> </ul> </li> <li>b. the deficiencies identified through the monitoring procedures and an assessment of the significance of those deficiencies, and</li> <li>c. recommended corrective actions that are designed to prevent the recurrence of the deficiency.</li> </ul>	
<p><b>Policy 7: The firm retains documentation providing evidence of the operation of the system of quality control for an appropriate period of time. (See paragraph .63 of QC section 10.)</b></p>	
<p>The firm retains monitoring documentation for a time sufficient to allow those monitoring the QC system, including peer reviewers, to evaluate the firm’s compliance with its system. The firm generally retains such documentation until the next peer review report has been completed.</p>	



## Appendix: QC Section 10, *A Firm's System of Quality Control*

(Supersedes SQCS No. 7.)

Source: SQCS No. 8; SAS No. 122; SAS No. 128.

Effective date: Applicable to a CPA firm's system of quality control for its accounting and auditing practice as of January 1, 2012.

### Introduction

#### Scope of This Section

.01 This section addresses a CPA firm's responsibilities for its system of quality control for its accounting and auditing practice. This section is to be read in conjunction with the AICPA Code of Professional Conduct and other relevant ethical requirements.

.02 This section, although applicable to audit and attestation engagements performed by CPA firms in accordance with *Government Auditing Standards*, does not apply to government audit organizations. Instead, those government audit organizations are subject to the quality control and assurance requirements of *Government Auditing Standards*, which are similar to those of this section.

.03 Other professional standards set out additional requirements and guidance on the responsibilities of firm personnel regarding quality control procedures for specific types of engagements. AU-C section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*, for example, addresses quality control procedures for engagements conducted in accordance with generally accepted auditing standards. [Revised, October 2011, to reflect conforming changes necessary due to the issuance of SAS No. 122.]

.04 A system of quality control consists of policies designed to achieve the objective set out in paragraph .12 and the procedures necessary to implement and monitor compliance with those policies.

#### Authority of the SQCSs

.05 This section applies to all CPA firms with respect to engagements in their accounting and auditing practice. The nature and extent of the policies and procedures developed by an individual firm to comply with this section will depend on various factors, such as the size and operating characteristics of the firm and whether it is part of a network.

.06 Statements on Quality Control Standards (SQCSs) contain the objective of the firm in following the SQCSs and requirements designed to enable the firm to meet that stated objective. In addition, SQCSs contain related guidance in the form of application and other explanatory material, as discussed further in paragraph .09, and introductory material that provides context relevant to a proper understanding of the SQCSs and definitions.

.07 The objective provides the context in which the requirements of SQCSs are set and is intended to assist the firm in the following:

- Understanding what needs to be accomplished
- Deciding whether more needs to be done to achieve the objective



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

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

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

.09 When necessary, the application and other explanatory material provides further explanation of the requirements and guidance for carrying them out. In particular, it may

- explain more precisely what a requirement means or is intended to cover.
- include examples of policies and procedures that may be appropriate in the circumstances.

The words *may*, *might*, and *could*, among others, are used to describe these actions and procedures. Although such guidance does not, in itself, impose a requirement, it is relevant to the proper application of the requirements. The application and other explanatory material may also provide background information on matters addressed in SQCSs. When appropriate, additional considerations specific to governmental entities or smaller firms are included within the application and other explanatory material. These additional considerations assist in the application of the requirements in SQCSs. They do not, however, limit or reduce the responsibility of the firm to apply and comply with the requirements in SQCSs.

.10 SQCSs include, under the heading “Definitions,” a description of the meanings attributed to certain terms for purposes of the SQCSs. These are provided to assist in the consistent application and interpretation of SQCSs and are not intended to override definitions that may be established for other purposes, whether in law, regulation, or otherwise. The AU-C glossary contains a complete listing of terms defined in this section. It also includes descriptions of other terms found in this section to assist in common and consistent interpretation. [Revised, October 2011, to reflect conforming changes necessary due to the issuance of SAS No. 122.]

## Effective Date

.11 The provisions of this section are applicable to a CPA firm’s system of quality control for its accounting and auditing practice as of January 1, 2012.

## Objective

.12 The objective of the firm is to establish and maintain a system of quality control to provide it with reasonable assurance that

- a. the firm and its personnel comply with professional standards and applicable legal and regulatory requirements and
- b. reports issued by the firm are appropriate in the circumstances.

## Definitions

.13 For purposes of SQCSs, the following terms have the meanings attributed as follows:

**Accounting and auditing practice.** A practice that performs engagements covered by this section, which are audit, attestation, compilation, review, and any other services for which standards have been promulgated by the AICPA Auditing Standards Board (ASB) or the AICPA Accounting and Review Services Committee (ARSC) under the “General Standards Rule” (ET sec. 1.300.001) or the “Compliance With Standards Rule” (ET sec. 1.310.001) of the AICPA Code of Professional Conduct. Although standards for other engagements may be promulgated by other AICPA technical committees, engagements performed in accordance with those standards are not encompassed in the definition of an *accounting and auditing practice*.

**Engagement documentation.** The record of the work performed, results obtained, and conclusions that the practitioner reached (also known as *working papers* or *workpapers*).

**Engagement partner.** The partner or other person in the firm who is responsible for the engagement and its performance and for the report that is issued on behalf of the firm and who, when required, has the appropriate authority from a professional, legal, or regulatory body.

**Engagement quality control review.** A process designed to provide an objective evaluation, before the report is released, of the significant judgments the engagement team made and the conclusions it reached in formulating the report. The engagement quality control review process is only for those engagements, if any, for which the firm has determined that an engagement quality control review is required, in accordance with its policies and procedures.

**Engagement quality control reviewer.** A partner, other person in the firm, suitably qualified external person, or team made up of such individuals, none of whom is part of the engagement team, with sufficient and appropriate experience and authority to objectively evaluate the significant judgments that the engagement team made and the conclusions it reached in formulating the report.

**Engagement team.** All partners and staff performing the engagement and any individuals engaged by the firm or a network firm who perform procedures on the engagement. This excludes external specialists engaged by the firm or a network firm.<sup>1</sup>

The term *engagement team* also excludes individuals within the client’s internal audit function who provide direct assistance on an audit engagement when the external auditor complies with the requirements of section 610, *Using the Work of Internal Auditors*.

**Firm.** A form of organization permitted by law or regulation whose characteristics conform to resolutions of the Council of the AICPA and that is engaged in public practice.

**Inspection.** A retrospective evaluation of the adequacy of the firm’s quality control policies and procedures, its personnel’s understanding of those policies and procedures, and the extent of the firm’s compliance with them. Inspection includes a review of completed engagements.

**Monitoring.** A process comprising an ongoing consideration and evaluation of the firm’s system of quality control, including inspection or a periodic review of engagement documentation, reports, and clients’ financial statements for a selection of completed engagements, designed to provide the firm with reasonable assurance that its system of quality control is designed appropriately and operating effectively.

**Network.** An association of entities, as defined in ET section 0.400, *Definitions*.

**Network firm.** A firm or other entity that belongs to a network, as defined in ET section 0.400.

**Partner.** Any individual with authority to bind the firm with respect to the performance of a professional services engagement. For purposes of this definition, *partner* may include an employee with this au-

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<sup>1</sup> Paragraph .06 of AU-C section 620, *Using the Work of an Auditor’s Specialist*, defines the term *auditor’s specialist*. [Footnote revised, October 2011, to reflect conforming changes necessary due to the issuance of SAS No. 122.]

thority who has not assumed the risks and benefits of ownership. Firms may use different titles to refer to individuals with this authority.

**Personnel.** Partners and staff.

**Professional standards.** Standards promulgated by the ASB or ARSC under the “General Standards Rule” or the “Compliance With Standards Rule” of the AICPA Code of Professional Conduct, or other standards-setting bodies that set auditing and attest standards applicable to the engagement being performed and relevant ethical requirements.

**Reasonable assurance.** In the context of this section, a high, but not absolute, level of assurance.

**Relevant ethical requirements.** Ethical requirements to which the firm and its personnel are subject, which consist of the AICPA Code of Professional Conduct together with rules of applicable state boards of accountancy and applicable regulatory agencies that are more restrictive.

**Staff.** Professionals, other than partners, including any specialists that the firm employs.

**Suitably qualified external person.** An individual outside the firm with the competence and capabilities to act as an engagement partner (for example, a partner of another firm).

[Revised, October 2011, to reflect conforming changes necessary due to the issuance of SAS No. 122. As amended, effective for audits of financial statements for periods ending on or after December 15, 2014, by SAS No. 128. Revised, January 2015, to reflect conforming changes necessary due to the issuance of the revised AICPA Code of Professional Conduct, effective December 15, 2014.]

## Requirements

### Applying and Complying With Relevant Requirements

.14 Personnel within the firm responsible for establishing and maintaining the firm’s system of quality control should have an understanding of the entire text of this section, including its application and other explanatory material, to understand its objective and apply its requirements properly.

.15 The firm should comply with each requirement of this section unless, in the circumstances of the firm, the requirement is not relevant to the services provided by a firm’s accounting and auditing practice. (Ref: par. .A1)

.16 The requirements are designed to enable the firm to achieve the objective stated in this section. The proper application of the requirements is, therefore, expected to provide a sufficient basis for the achievement of the objective. However, because circumstances vary widely and all such circumstances cannot be anticipated, the firm should consider whether there are particular matters or circumstances that require the firm to establish policies and procedures in addition to those required by this section to meet the stated objective.

### Elements of a System of Quality Control

.17 The firm must establish and maintain a system of quality control. The system of quality control should include policies and procedures addressing each of the following elements:

- a. Leadership responsibilities for quality within the firm (the tone at the top)
- b. Relevant ethical requirements
- c. Acceptance and continuance of client relationships and specific engagements
- d. Human resources
- e. Engagement performance
- f. Monitoring

Policies and procedures established by the firm related to each element are designed to achieve reasonable assurance with respect to the purpose of that element. Deficiencies in policies and procedures for an element may result in not achieving reasonable assurance with respect to the purpose of that element; however, the system of quality control as a whole may still be effective in achieving the objective described in paragraph .12.

.18 The firm should document its policies and procedures and communicate them to the firm's personnel. (Ref: par. .A2–.A3)

## Leadership Responsibilities for Quality Within the Firm

.19 The firm should establish policies and procedures designed to promote an internal culture based on the recognition that quality is essential in performing engagements. Such policies and procedures should require the firm's leadership (managing partner or board of managing partners, CEO, or equivalent) to assume ultimate responsibility for the firm's system of quality control. (Ref: par. .A4–.A5)

.20 The firm should establish policies and procedures designed to provide it with reasonable assurance that any person or persons assigned operational responsibility for the firm's system of quality control by the firm's leadership has sufficient and appropriate experience and ability, and the necessary authority, to assume that responsibility. (Ref: par. .A6)

## Relevant Ethical Requirements

.21 The firm should establish policies and procedures designed to provide it with reasonable assurance that the firm and its personnel comply with relevant ethical requirements. (Ref: par. .A7–.A9)

### *Independence*

.22 The firm should establish policies and procedures designed to provide it with reasonable assurance that the firm; its personnel; and, when applicable, others subject to independence requirements (including network firm personnel) maintain independence when required by relevant ethical requirements. Such policies and procedures should enable the firm to

- a. communicate its independence requirements to its personnel and, when applicable, others subject to them and
- b. identify and evaluate circumstances and relationships that create threats to independence and to take appropriate action to eliminate those threats or reduce them to an acceptable level by applying safeguards or, if considered appropriate, to withdraw from the engagement when withdrawal is possible under applicable law or regulation.

.23 Such policies and procedures should require

- a. engagement partners to provide the firm with relevant information about client engagements, including the scope of services, to enable the firm to evaluate the overall effect, if any, on independence requirements;
- b. personnel to promptly notify the firm of circumstances and relationships that create a threat to independence so that appropriate action can be taken; and
- c. the accumulation and communication of relevant information to appropriate personnel so that
  - i. the firm and its personnel can readily determine whether they satisfy independence requirements,
  - ii. the firm can maintain and update information relating to independence, and
  - iii. the firm can take appropriate action regarding identified threats to independence that are not at an acceptable level.

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

- a. personnel to promptly notify the firm of independence breaches of which they become aware;
- b. the firm to promptly communicate identified breaches of these policies and procedures to
  - i. the engagement partner who, with the firm, needs to address the breach and
  - ii. other relevant personnel in the firm and, when appropriate, the network and those subject to the independence requirements who need to take appropriate action; and
- c. prompt communication to the firm, if necessary, by the engagement partner and the other individuals referred to in subparagraph (b)(ii) of the actions taken to resolve the matter so that the firm can determine whether it should take further action.

.25 At least annually, the firm should obtain written confirmation of compliance with its policies and procedures on independence from all firm personnel required to be independent by the requirements set forth in the “Independence Rule” (ET sec. 1.200.001) and related interpretations of the AICPA Code of Professional Conduct and the rules of state boards of accountancy and applicable regulatory agencies. (Ref: par. .A10) [Revised, January 2015, to reflect conforming changes necessary due to the issuance of the revised AICPA Code of Professional Conduct, effective December 15, 2014.]

.26 The firm should establish policies and procedures for all audit or attestation engagements for which regulatory or other authorities require the rotation of personnel after a specified period, in compliance with such requirements.

## Acceptance and Continuance of Client Relationships and Specific Engagements

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

- a. is competent to perform the engagement and has the capabilities, including time and resources, to do so; (Ref: par. .A11)
- b. can comply with legal and relevant ethical requirements; and
- c. has considered the integrity of the client and does not have information that would lead it to conclude that the client lacks integrity. (Ref: par. .A12–.A13)

.28 Such policies and procedures should

- a. require the firm to obtain such information as it considers necessary in the circumstances before accepting an engagement with a new client, when deciding whether to continue an existing engagement, and when considering acceptance of a new engagement with an existing client. (Ref: par. .A14)
- b. require the firm to determine whether it is appropriate to accept the engagement if a potential conflict of interest is identified in accepting an engagement from a new or an existing client.
- c. if issues have been identified and the firm decides to accept or continue the client relationship or a specific engagement, require the firm to
  - i. consider whether ethical requirements that exist under the “Conflicts of Interest” interpretation (ET sec. 1.110.010) under the “Integrity and Objectivity Rule” (ET sec. 1.100.001) apply, and
  - ii. document how the issues were resolved.

[Revised, January 2015, to reflect conforming changes necessary due to the issuance of the revised AICPA Code of Professional Conduct, effective December 15, 2014.]

.29 To minimize the risk of misunderstandings regarding the nature, scope, and limitations of the services to be performed, the firm should establish policies and procedures that provide for obtaining an understanding with the client regarding those services. (Ref: par. .A15)

.30 The firm should establish policies and procedures on continuing an engagement and the client relationship that address the circumstances when the firm obtains information that would have caused it to decline the engagement had that information been available earlier. Such policies and procedures should include consideration of the following:

- a. The professional and legal responsibilities that apply to the circumstances, including whether there is a requirement for the firm to report to regulatory authorities
- b. The possibility of withdrawing from the engagement or from both the engagement and the client relationship (Ref: par. .A16)

## Human Resources

.31 The firm should establish policies and procedures designed to provide it with reasonable assurance that it has sufficient personnel with the competence, capabilities, and commitment to ethical principles necessary to

- a. perform engagements in accordance with professional standards and applicable legal and regulatory requirements and
- b. enable the firm to issue reports that are appropriate in the circumstances. (Ref: par. .A17–.A24)

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

## Assignment of Engagement Teams

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

- a. the identity and role of the engagement partner are communicated to management and those charged with governance;
- b. the engagement partner has the appropriate competence, capabilities, and authority to perform the role; and (Ref: par. .A25–.A30)
- c. the responsibilities of the engagement partner are clearly defined and communicated to that individual.

.34 The firm should establish policies and procedures to assign appropriate personnel with the necessary competence and capabilities to

- a. perform engagements in accordance with professional standards and applicable legal and regulatory requirements and
- b. enable the firm to issue reports that are appropriate in the circumstances. (Ref: par. .A31)

## Engagement Performance

.35 The firm should establish policies and procedures designed to provide it with reasonable assurance that engagements are performed in accordance with professional standards and applicable legal and regulatory requirements and that the firm issues reports that are appropriate in the circumstances. Such policies and procedures should include the following:

- a. Matters relevant to promoting consistency in the quality of engagement performance (Ref: par. .A32–.A33)

- b. Supervision responsibilities (Ref: par. .A34)
- c. Review responsibilities (Ref: par. .A35)

.36 The firm's review responsibility policies and procedures should be determined on the basis that suitably experienced engagement team members, which may include the engagement partner, review work performed by other engagement team members.

### *Consultation*

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

- a. appropriate consultation takes place on difficult or contentious issues;
- b. sufficient resources are available to enable appropriate consultation to take place;
- c. the nature and scope of such consultations are documented and are agreed upon by both the individual seeking consultation and the individual consulted; and
- d. the conclusions resulting from consultations are documented, understood by both the individual seeking consultation and the individual consulted, and implemented. (Ref: par. .A36–.A40)

### *Engagement Quality Control Review*

.38 The firm should establish criteria against which all engagements covered by this section should be evaluated to determine whether an engagement quality control review should be performed. (Ref: par. .A41)

.39 The firm's policies and procedures should require that if an engagement meets the criteria established, an engagement quality control review should be performed for that engagement.

.40 The firm should establish policies and procedures setting out the nature, timing, and extent of an engagement quality control review. Such policies and procedures should require that the engagement quality control review be completed before the report is released. (Ref: par. .A42–.A44)

.41 The firm should establish policies and procedures to require the engagement quality control review to include

- a. discussion of significant findings and issues with the engagement partner;
- b. reading the financial statements or other subject matter information and the proposed report;
- c. review of selected engagement documentation relating to significant judgments that the engagement team made and the related conclusions it reached; and
- d. evaluation of the conclusions reached in formulating the report and consideration of whether the proposed report is appropriate. (Ref: par. .A45–.A47)

### *Criteria for the Eligibility of Engagement Quality Control Reviewers*

.42 The firm should establish policies and procedures to address the appointment of engagement quality control reviewers and to establish their eligibility through

- a. the technical qualifications required to perform the role, including the necessary experience and authority, and (Ref: par. .A48)
- b. the degree to which an engagement quality control reviewer can be consulted on the engagement without compromising the reviewer's objectivity. (Ref: par. .A49)

.43 The firm should establish policies and procedures designed to maintain the objectivity of the engagement quality control reviewer. Such policies and procedures should provide that although the engagement quality control reviewer is not a member of the engagement team, the engagement quality control reviewer should satisfy the independence requirements relating to the engagements reviewed. Accordingly, such policies and procedures should provide that the engagement quality control reviewer

- a. when practicable, is not selected by the engagement partner.
- b. does not otherwise participate in the performance of the engagement during the period of review.
- c. does not make decisions for the engagement team.
- d. is not subject to other considerations that would threaten the reviewer's objectivity.

.44 The firm's policies and procedures should provide for the replacement of the engagement quality control reviewer when the reviewer's ability to perform an objective review is likely to have been impaired. (Ref: par. .A50)

#### *Documentation of the Engagement Quality Control Review*

.45 The firm should establish policies and procedures on documentation of the engagement quality control review, which require documentation that

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

#### *Differences of Opinion*

.46 The firm should establish policies and procedures for addressing and resolving differences of opinion within the engagement team; with those consulted; and, when applicable, between the engagement partner and the engagement quality control reviewer. (Ref: par. .A51–.A52)

.47 Such policies and procedures should enable a member of the engagement team to document that member's disagreement with the conclusions reached after appropriate consultation.

.48 Such policies and procedures should require the following:

- a. Conclusions reached be documented and implemented
- b. The report not be released until the matter is resolved

#### *Engagement Documentation*

##### *Completion of the Assembly of Final Engagement Files*

.49 The firm should establish policies and procedures for engagement teams to complete the assembly of final engagement files on a timely basis after the engagement reports have been released. (Ref: par. .A53–.A54)

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

.50 The firm should establish policies and procedures designed to maintain the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation. (Ref: par. .A55–.A58)



*Retention of Engagement Documentation*

.51 The firm should establish policies and procedures for the retention of engagement documentation for a period sufficient to meet the needs of the firm, professional standards, laws, and regulations. (Ref: par. .A59–.A62)

**Monitoring***Monitoring the Firm's Quality Control Policies and Procedures*

.52 The firm should establish a monitoring process designed to provide it with reasonable assurance that the policies and procedures relating to the system of quality control are relevant, adequate, and operating effectively. This process should

- a. include an ongoing consideration and evaluation of the firm's system of quality control, including inspection or a periodic review of engagement documentation, reports, and clients' financial statements for a selection of completed engagements;
- b. require responsibility for the monitoring process to be assigned to a partner or partners or other persons with sufficient and appropriate experience and authority in the firm to assume that responsibility; and
- c. assign the performance of monitoring the firm's system of quality control to qualified individuals. (Ref: par. .A63–.A73)

*Evaluating, Communicating, and Remediating Identified Deficiencies*

.53 Any system of quality control has inherent limitations that can reduce its effectiveness. Deficiencies in individual engagements covered by this section do not, in and of themselves, indicate that the firm's system of quality control is insufficient to provide it with reasonable assurance that its personnel comply with applicable professional standards.

.54 The firm should evaluate the effect of deficiencies noted as a result of the monitoring process and determine whether they are either

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

.55 The firm should communicate to relevant engagement partners, and other appropriate personnel, deficiencies noted as a result of the monitoring process and recommendations for appropriate remedial action. (Ref: par. .A74)

.56 Recommendations for appropriate remedial actions for deficiencies noted should include one or more of the following:

- a. Taking appropriate remedial action in relation to an individual engagement or member of personnel
- b. The communication of the findings to those responsible for training and professional development
- c. Changes to the quality control policies and procedures
- d. Disciplinary action against those who fail to comply with the policies and procedures of the firm, especially those who do so repeatedly

.57 The firm should establish policies and procedures to address cases when the results of the monitoring procedures indicate that a report may be inappropriate or that procedures were omitted during the performance of the engagement. Such policies and procedures should require the firm to

- a. determine what further action is appropriate to comply with relevant professional standards and legal and regulatory requirements and
- b. consider whether to obtain legal advice.

.58 The firm should communicate, at least annually, the results of the monitoring of its system of quality control to engagement partners and other appropriate individuals within the firm, including the firm's leadership. This communication should be sufficient to enable the firm and these individuals to take prompt and appropriate action, when necessary, in accordance with their defined roles and responsibilities to provide a basis for them to rely on the firm's system of quality control. Information communicated should include the following:

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

.59 Some firms operate as part of a network and, for consistency, may implement some of their monitoring procedures on a network basis. When firms within a network operate under common monitoring policies and procedures designed to comply with this section, and these firms place reliance on such a monitoring system, the firm's policies and procedures should require that

- a. at least annually, the network communicate the overall scope, extent, and results of the monitoring process to appropriate individuals within the network firms and
- b. the network communicate promptly any identified deficiencies in the quality control system to appropriate individuals within the relevant network firm or firms so that the necessary action can be taken in order that engagement partners in the network firms can rely on the results of the monitoring process implemented within the network, unless the firms or the network advise otherwise.

### *Complaints and Allegations*

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

- a. complaints and allegations that the work performed by the firm fails to comply with professional standards and applicable legal and regulatory requirements and
- b. allegations of noncompliance with the firm's system of quality control.

As part of this process, the firm should establish clearly defined channels for firm personnel to raise any concerns in a manner that enables them to come forward without fear of reprisals. (Ref: par. .A75)

.61 If, during the investigations into complaints and allegations, deficiencies in the design or operation of the firm's quality control policies and procedures, or instances of noncompliance with the firm's system of quality control by an individual or individuals are identified, the firm should take appropriate actions, as set out in paragraph .56. (Ref: par. .A76-.A77)

### **Documentation of the System of Quality Control**

.62 The firm should establish policies and procedures requiring appropriate documentation to provide evidence of the operation of each element of its system of quality control. (Ref: par. .A78-.A80)

.63 The firm should establish policies and procedures that require retention of documentation for a period of time sufficient to permit those performing monitoring procedures and peer review of the firm to evaluate the firm's compliance with its system of quality control or for a longer period if required by law or regulation.<sup>2</sup>

.64 The firm should establish policies and procedures requiring documentation of complaints and allegations described in paragraph .60 and the responses to them.

## Application and Other Explanatory Material

### Applying and Complying With Relevant Requirements

#### *Considerations Specific to Smaller Firms (Ref: par. .15)*

.A1 This section does not call for compliance with requirements that are not relevant (for example, in the circumstances of a sole practitioner with no staff). Requirements in this section, such as those for policies and procedures for the assignment of appropriate personnel to the engagement team (see paragraph .34), for review responsibilities (see paragraph .36), and for the annual communication of the results of monitoring to engagement partners within the firm (see paragraph .58) are not relevant in the absence of staff.

### Elements of a System of Quality Control (Ref: par. .18)

.A2 In general, communication of quality control policies and procedures to firm personnel includes a description of the quality control policies and procedures and the objectives they are designed to achieve and the message that each individual has a personal responsibility for quality and is expected to comply with these policies and procedures. By encouraging firm personnel to communicate their views or concerns on quality control matters, the firm recognizes the importance of obtaining feedback on the firm's system of quality control. Although communication is enhanced if it is in writing, the communication of quality control policies and procedures is not required to be in writing.

#### *Considerations Specific to Smaller Firms*

.A3 Documentation and communication of policies and procedures for smaller firms may be less formal and extensive than for larger firms.

### Leadership Responsibilities for Quality Within the Firm

#### *Promoting an Internal Culture of Quality (Ref: par. .19)*

.A4 The firm's leadership, and the examples it sets, significantly influences the internal culture of the firm. The promotion of a quality-oriented internal culture depends on clear, consistent, and frequent actions and messages from all levels of the firm's management that emphasize the firm's quality control policies and procedures and the requirement to

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

Such actions and messages encourage a culture that recognizes and rewards quality work. These actions and messages may be communicated by, but are not limited to, training seminars, meetings, formal or informal dialogue, mission statements, newsletters, or briefing memoranda. They may be incorporated in partner and

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<sup>2</sup> PR section 100, *Standards for Performing and Reporting on Peer Reviews*, is applicable to firms enrolled in the AICPA Peer Review Program.

staff appraisal procedures and the firm's internal documentation and training materials, such that they will support and reinforce the firm's view on the importance of quality and how, practically, it is to be achieved.

.A5 Of particular importance in promoting an internal culture based on quality is the need for the firm's leadership to recognize that the firm's business strategy is subject to the overarching requirement for the firm to achieve the objectives of the system of quality control in all the engagements that the firm performs. Promoting such an internal culture includes the following:

- a. Establishment of policies and procedures that address performance evaluation, compensation, and advancement (including incentive systems) with regard to its personnel in order to demonstrate the firm's overarching commitment to quality
- b. Assignment of management responsibilities so that commercial considerations do not override the quality of the work performed
- c. Provision of sufficient and appropriate resources for the development, documentation, and support of its quality control policies and procedures

#### *Assigning Operational Responsibility for the Firm's System of Quality Control (Ref: par. .20)*

.A6 Sufficient and appropriate experience and ability enables the person or persons responsible for the firm's system of quality control to identify and understand quality control issues and to develop appropriate policies and procedures. Necessary authority enables the person or persons to implement those policies and procedures.

## Relevant Ethical Requirements

#### *Compliance With Relevant Ethical Requirements (Ref: par. .21)*

.A7 The AICPA Code of Professional Conduct establishes the fundamental principles of professional ethics, which include the following:

- Responsibilities
- The public interest
- Integrity
- Objectivity and independence
- Due care
- Scope and nature of services

.A8 Independence requirements are set forth in the "Independence Rule" and related interpretations of the AICPA Code of Professional Conduct and the rules of state boards of accountancy and applicable regulatory agencies. Guidance on threats to independence and safeguards to mitigate such threats involving matters that are not explicitly addressed in the Code of Professional Conduct are set forth in the "Conceptual Framework for Independence" (ET sec. 1.210.010). [Revised, January 2015, to reflect conforming changes necessary due to the issuance of the revised AICPA Code of Professional Conduct, effective December 15, 2014.]

.A9 The fundamental principles are reinforced, in particular, by the following:

- The leadership of the firm
- Education and training
- Monitoring
- A process for dealing with noncompliance

*Written Confirmation (Ref: par. .25)*

**.A10** Written confirmation may be in paper or electronic form. By obtaining confirmation and taking appropriate action on information indicating noncompliance, the firm demonstrates the importance that it attaches to independence and keeps the issue current for, and visible to, its personnel.

**Acceptance and Continuance of Client Relationships and Specific Engagements***Competence, Capabilities, and Resources (Ref: par. .27a)*

**.A11** Consideration of whether the firm has the competence, capabilities, and resources to undertake a new engagement from a new or an existing client involves reviewing the specific requirements of the engagement and the existing partner and staff profiles at all relevant levels, including whether

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

*Integrity of a Client (Ref: par. .27c)*

**.A12** Matters to consider regarding the integrity of a client include, for example, the following:

- The identity and business reputation of the client's principal owners, key management, and those charged with governance
- The nature of the client's operations, including its business practices
- Information concerning the attitude of the client's principal owners, key management, and those charged with governance toward such matters as internal control or aggressive interpretation of accounting standards
- Indications of an inappropriate limitation in the scope of the work
- Indications that the client might be involved in money laundering or other criminal activities
- The reasons for the proposed appointment of the firm and nonreappointment of the previous firm

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

**.A13** Sources of information on such matters obtained by the firm may include the following:

- Communications with existing or previous providers of professional accountancy services to the client, in accordance with relevant ethical requirements, and discussions with other third parties
- Inquiry of other firm personnel or third parties, such as bankers, legal counsel, and industry peers
- Background searches of relevant databases

***Continuance of a Client Relationship (Ref: par. .28a)***

.A14 Deciding whether to continue a client relationship includes consideration of significant issues that have arisen during the current or previous engagements and their implications for continuing the relationship. For example, a client may have started to expand its business operations into an area where the firm does not possess, and cannot obtain, the necessary expertise.

***Obtaining an Understanding With the Client (Ref: par. .29)***

.A15 Professional standards applicable to the engagement may contain requirements for obtaining a written understanding with the client.

***Withdrawal (Ref: par. .30)***

.A16 Policies and procedures on withdrawal from an engagement or from both the engagement and the client relationship may address issues that include the following:

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

***Human Resources (Ref: par. .31)***

.A17 Personnel issues relevant to the firm's policies and procedures related to human resources include, for example, the following:

- Recruitment and hiring, if applicable
- Performance evaluation, compensation, and advancement
- Determining competencies and capabilities, including time to perform assignments
- Professional development
- The estimation of personnel needs

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

.A18 *Competencies and capabilities* are the knowledge, skills, and abilities that qualify personnel to perform an engagement covered by this section. Competencies and capabilities are not measured by periods of time because such a quantitative measurement may not accurately reflect the kinds of experiences gained by personnel in any given time period. Accordingly, for purposes of this section, a measure of overall competency is qualitative rather than quantitative.

.A19 Competence can be developed through a variety of methods; these methods include, for example, the following:

- Professional education

- Continuing professional development, including training
- Work experience
- Mentoring by more experienced staff, such as other members of the engagement team
- Independence education for personnel who are required to be independent

**.A20** The continuing competence of the firm's personnel depends, to a significant extent, on an appropriate level of continuing professional development so that personnel maintain their knowledge and capabilities. Effective policies and procedures emphasize the need for all levels of firm personnel to participate in general and industry-specific continuing professional education (CPE) and other professional development activities that enable them to fulfill responsibilities assigned and to satisfy applicable CPE requirements of the AICPA and regulatory agencies. Effective policies and procedures also place importance on passing the Uniform CPA Examination. The firm may provide the necessary training resources and assistance to enable personnel to develop and maintain the required competence and capabilities.

**.A21** The firm may use a suitably qualified external person, for example, when internal technical and training resources are unavailable.

**.A22** Effective performance evaluation, compensation, and advancement procedures give due recognition and reward to the development and maintenance of competence and commitment to ethical principles. Steps that a firm may take in developing and maintaining competence and commitment to ethical principles include the following:

- Making personnel aware of the firm's expectations regarding performance and ethical principles
- Providing personnel with an evaluation of, and counseling on, performance, progress, and career development
- Helping personnel understand that their compensation and advancement to positions of greater responsibility depend upon, among other things, performance quality and adherence to ethical principles and that failure to comply with the firm's policies and procedures may result in disciplinary action.

### *Considerations Specific to Smaller Firms*

**.A23** The size and circumstances of the firm are important considerations in determining the structure of the firm's performance evaluation process. Smaller firms, in particular, may employ less formal methods of evaluating the performance of their personnel.

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

**.A24** CPAs are required to follow the accountancy laws of the individual licensing jurisdictions in the United States that govern public practice. These jurisdictions may have adopted, in whole or in part, the Uniform Accountancy Act (UAA), which is a model legislative statute, including related administrative rules, designed by the AICPA and the National Association of State Boards of Accountancy to provide a uniform approach to the regulation of the accounting profession. The UAA provides that "[a]ny individual licensee ... who is responsible for supervising attest or compilation services and signs or authorizes someone to sign the accountant's report on the financial statements on behalf of the firm, shall meet the competency requirements set out in the professional standards for such services." A firm's compliance with this section is intended to enable a practitioner who performs accounting and auditing services on the firm's behalf to meet the competency requirement referred to in the UAA. [Revised, January 2015, to reflect conforming changes necessary due to the issuance of the revised AICPA Code of Professional Conduct, effective December 15, 2014.]

### *Assignment of Engagement Teams*

*Engagement Partners (Ref: par. .33)*

.A25 In most cases, an engagement partner will have gained the necessary competencies through relevant and appropriate experience in engagements covered by this section. In some cases, however, an engagement partner may have obtained the necessary competencies through disciplines other than public practice, such as in relevant industry, governmental, and academic positions. When necessary, the experience of the engagement partner may be supplemented by CPE and consultation. The following are examples:

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

[Revised, January 2015, to reflect conforming changes necessary due to the issuance of the revised AICPA Code of Professional Conduct, effective December 15, 2014.]

.A26 The characteristics of a particular client, industry, and the kind of service being provided determine the nature and extent of competencies established by a firm that are expected of the engagement partner. For example

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

.A27 In practice, the competencies necessary for the engagement partner are broad and varied in both their nature and number. Competencies include the following, as well as other competencies as necessary in the circumstances:

- *Understanding of the role of a system of quality control and the Code of Professional Conduct.* An understanding of the role of a firm's system of quality control and the AICPA's Code of Professional Conduct, both of which play critical roles in assuring the integrity of the various kinds of reports.
- *Understanding of the service to be performed.* An understanding of the performance, supervision, and reporting aspects of the engagement. This understanding is usually gained through actual participation under appropriate supervision in that type of engagement.
- *Technical proficiency.* An understanding of the applicable professional standards, including those standards directly related to the industry in which a client operates, and the kinds of transactions in which a client engages.



- *Familiarity with the industry.* An understanding of the industry in which a client operates to the extent required by professional standards applicable to the kind of service being performed. In performing an audit or review of financial statements, this understanding would include an industry's organization and operating characteristics sufficient to identify areas of high or unusual risk associated with an engagement and to evaluate the reasonableness of industry-specific estimates.
- *Professional judgment.* Skills that indicate sound professional judgment. In performing engagements covered by this section, such skills would typically include the ability to exercise professional skepticism and identify areas requiring special consideration, including, for example, the evaluation of the reasonableness of estimates and representations made by management and the determination of the kind of report appropriate in the circumstances.
- *Understanding the organization's IT systems.* A sufficient understanding of how the organization is dependent on, or enabled by, information technologies and the manner in which the information systems are used to record and maintain financial information to determine when involvement of an IT professional is necessary for an audit engagement.

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

.A28 The competencies previously listed are interrelated and gaining one particular competency may be related to achieving another. For example, familiarity with the client's industry interrelates with a practitioner's ability to make professional judgments relating to the client.

.A29 In establishing policies and procedures related to the nature of competencies needed by the engagement partner of an engagement, a firm may consider the requirements of policies and procedures established for other elements of quality control. For example, a firm might consider its requirements related to engagement performance in determining the nature of competency requirements that describe the degree of technical proficiency necessary in a given set of circumstances.

.A30 Policies and procedures may include systems to monitor the workload and availability of engagement partners so as to enable these individuals to have sufficient time to adequately discharge their responsibilities.

#### *Engagement Teams (Ref: par. .34)*

.A31 The firm's assignment of engagement teams and the determination of the level of supervision required include, for example, consideration of the engagement team's

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

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

## **Engagement Performance**

### *Consistency in the Quality of Engagement Performance (Ref: par. .35a)*

.A32 The firm promotes consistency in the quality of engagement performance through its policies and procedures. This is often accomplished through written or electronic manuals, software tools or other forms

of standardized documentation, and industry or subject matter-specific guidance materials. Matters addressed may include the following:

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

.A33 Appropriate teamwork and training assist less experienced members of the engagement team to clearly understand the objectives of the assigned work.

#### *Supervision (Ref: par. .35b)*

.A34 Engagement supervision includes the following:

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

#### *Review (Ref: par. .35c)*

.A35 A review consists of consideration of whether

- the work has been performed in accordance with professional standards and applicable legal and regulatory requirements;
- significant findings and issues have been raised for further consideration;
- appropriate consultations have taken place and the resulting conclusions have been documented and implemented;
- the nature, timing, and extent of the work performed is appropriate and without need for revision;
- the work performed supports the conclusions reached and is appropriately documented;
- the evidence obtained is sufficient and appropriate to support the report; and
- the objectives of the engagement procedures have been achieved.

#### *Consultation (Ref: par. .37)*

.A36 Consultation includes discussion at the appropriate professional level with individuals within or outside the firm who have relevant specialized expertise.

.A37 Consultation uses appropriate research resources, as well as the collective experience and technical expertise of the firm. Consultation helps promote quality and improves the application of professional judgment. Appropriate recognition of consultation in the firm's policies and procedures helps promote a culture

in which consultation is recognized as a strength and personnel are encouraged to consult on difficult or contentious issues.

**.A38** Effective consultation on significant technical, ethical, and other matters within the firm or, when applicable, outside the firm can be achieved when those consulted

- are given all the relevant facts that will enable them to provide informed advice and
- have appropriate knowledge, authority, and experience

and when conclusions resulting from consultations are appropriately documented and implemented.

**.A39** Documentation that is sufficiently complete and detailed of consultations with other professionals that involve difficult or contentious matters contributes to an understanding of

- the issue on which consultation was sought and
- the results of the consultation, including any decisions made, the basis for those decisions, and how they were implemented.

### *Considerations Specific to Smaller Firms*

**.A40** A firm needing to consult externally may take advantage of advisory services provided by the following:

- Other firms
- Professional and regulatory bodies
- Commercial organizations that provide relevant quality control services

Before contracting for such services, consideration of the competence and capabilities of the external provider helps the firm determine whether the external provider is suitably qualified for that purpose.

### *Engagement Quality Control Review*

*Criteria for an Engagement Quality Control Review (Ref: par. .38)*

**.A41** The structure and nature of the firm's practice are important considerations in establishing criteria for determining which engagements are to be subject to an engagement quality control review. Such criteria may include, for example, the following:

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

*Nature, Timing, and Extent of the Engagement Quality Control Review (Ref: par. .40–.41)*

**.A42** An engagement quality control review may include consideration of the following:

- The engagement team's evaluation of the firm's independence in relation to the specific engagement
- Whether appropriate consultation has taken place on matters involving differences of opinion or other difficult or contentious matters and the conclusions arising from those consultations
- Whether documentation selected for review reflects the work performed in relation to the significant judgments and supports the conclusions reached

**.A43** If the engagement quality control review is completed after the report is dated and identifies instances where additional procedures are needed or additional evidence is required, the date of the report is changed

to the date when the additional procedures have been satisfactorily completed or the additional evidence has been obtained, in accordance with the professional standards applicable to the engagement.

**.A44** Conducting the engagement quality control review in a timely manner at appropriate stages during the engagement allows significant issues to be promptly resolved to the engagement quality control reviewer's satisfaction before the report is released.

**.A45** The extent of the engagement quality control review may depend upon, among other things, the complexity of the engagement and the risk that the report might not be appropriate in the circumstances. The performance of an engagement quality control review does not reduce the responsibilities of the engagement partner.

**.A46** Other matters relevant to evaluating the significant judgments made by the engagement team that may be considered in an engagement quality control review for audits, as well as reviews of financial statements and other assurance and related services engagements, include the following:

- Significant risks identified during the engagement and the responses to those risks
- Judgments made, particularly with respect to materiality and significant risks
- The significance and disposition of corrected and uncorrected misstatements identified during the engagement
- The matters to be communicated to management and those charged with governance and, when applicable, other parties, such as regulatory bodies

**.A47** When the engagement quality control reviewer makes recommendations that the engagement partner does not accept and the matter is not resolved to the reviewer's satisfaction, the firm's procedures for dealing with differences of opinion apply.

#### *Criteria for the Eligibility of Engagement Quality Control Reviewers*

Sufficient and Appropriate Technical Expertise, Experience, and Authority (Ref: par. .42a)

**.A48** What constitutes sufficient and appropriate technical expertise, experience, and authority depends on the circumstances of the engagement.

Consultation With the Engagement Quality Control Reviewer (Ref: par. .42b)

**.A49** The engagement partner may consult the engagement quality control reviewer at any stage during the engagement (for example, to establish that a judgment made by the engagement partner will be acceptable to the engagement quality control reviewer). Such consultation avoids identification of differences of opinion at a late stage of the engagement and does not necessarily impair the engagement quality control reviewer's eligibility to perform the role. When the nature and extent of the consultations become significant, the reviewer's objectivity may be impaired unless both the engagement team and the reviewer are careful to maintain the reviewer's objectivity. When this is not possible, another individual within the firm or a suitably qualified external person may be appointed to take on the role of either the engagement quality control reviewer or the person to be consulted on the engagement.

*Objectivity of the Engagement Quality Control Reviewer (Ref: par. .43–.44)*

Considerations Specific to Smaller Firms

**.A50** Suitably qualified external persons may be contracted when sole practitioners or small firms identify engagements requiring engagement quality control reviews and no person in the firm meets the eligibility requirements for an engagement quality control reviewer. Alternatively, some sole practitioners or small firms may wish to use other firms to facilitate engagement quality control reviews. When the firm contracts suitably qualified external persons or other firms, the requirements in paragraphs .43–.44 and the guidance in paragraph .A49 apply.

### *Differences of Opinion (Ref: par. .46)*

**.A51** Effective procedures encourage identification of differences of opinion at an early stage, provide clear guidelines about the successive steps to be taken thereafter, and require documentation regarding the resolution of the differences and the implementation of the conclusions reached.

**.A52** Procedures to resolve such differences may include consulting with another practitioner or firm or a professional or regulatory body.

### *Engagement Documentation*

#### *Completion of the Assembly of Final Engagement Files (Ref: par. .49)*

**.A53** Professional standards, law, or regulation may prescribe the time limits by which the assembly of final engagement files for specific types of engagements is to be completed. When no such time limits are prescribed, paragraph .49 requires the firm to establish time limits that reflect the need to complete the assembly of final engagement files on a timely basis.

**.A54** When two or more different reports are issued regarding the same subject matter information of an entity, the firm's policies and procedures relating to time limits for the assembly of final engagement files address each report as if it were for a separate engagement. This may, for example, be the case when the firm issues an auditor's report on financial information prepared in accordance with generally accepted accounting principles and, at a subsequent date, an auditor's report on the same financial information prepared in accordance with a special purpose framework for regulatory purposes.

#### *Confidentiality, Safe Custody, Integrity, Accessibility, and Retrievability of Engagement Documentation (Ref: par. .50)*

**.A55** Relevant ethical requirements establish an obligation for the firm's personnel to observe at all times the confidentiality of information contained in engagement documentation, unless specific client authority has been given to disclose information or a legal or professional duty exists to do so. Specific laws or regulations may impose additional obligations on the firm's personnel to maintain client confidentiality, particularly when data of a personal nature are concerned.

**.A56** Whether engagement documentation is in paper, electronic, or other media, the integrity, accessibility, or retrievability of the underlying data may be compromised if the documentation could be altered, added to, or deleted without the firm's knowledge or if it could be permanently lost or damaged. Accordingly, controls that the firm designs and implements to avoid unauthorized alteration or loss of engagement documentation may include those that

- enable the determination of when and by whom engagement documentation was prepared or reviewed;
- protect the integrity of the information at all stages of the engagement, especially when the information is shared within the engagement team or transmitted to other parties via electronic means;
- prevent unauthorized changes to the engagement documentation; and
- allow access to the engagement documentation by the engagement team and other authorized parties, as necessary, to properly discharge their responsibilities.

**.A57** Controls that the firm designs and implements to maintain the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation may include the following:

- The use of a password by engagement team members and data encryption to restrict access to electronic engagement documentation to authorized users
- Appropriate back-up routines for electronic engagement documentation at appropriate stages during the engagement

- Procedures for properly distributing engagement documentation to the team members at the start of the engagement, processing it during the engagement, and collating it at the end of the engagement
- Procedures for restricting access to, and enabling proper distribution and confidential storage of, hard copy engagement documentation

**.A58** For practical reasons, original paper documentation may be electronically scanned or otherwise copied to another media for inclusion in engagement files. In such cases, the firm's procedures designed to maintain the integrity, accessibility, and retrievability of the documentation may include requiring the engagement teams to

- generate scanned copies that reflect the entire content of the original paper documentation, including manual signatures, cross-references, and annotations.
- integrate the scanned copies into the engagement files, including indexing and signing off on the scanned copies as necessary.
- enable the scanned copies to be retrieved and printed as necessary.

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

#### *Retention of Engagement Documentation (Ref: par. .51)*

**.A59** The needs of the firm for retention of engagement documentation and the period of such retention will vary with the nature of the engagement and the firm's circumstances (for example, whether the engagement documentation is needed to provide a record of matters of continuing significance to future engagements). The retention period may also depend on other factors, such as whether professional standards, law, or regulation prescribe specific retention periods for certain types of engagements or whether generally accepted retention periods exist in the absence of specific legal or regulatory requirements.

**.A60** In the specific case of audit engagements, the retention period would be no shorter than five years from the report release date.<sup>3</sup>

**.A61** Procedures that the firm may adopt for retention of engagement documentation include those that enable the requirements of paragraph .51 to be met during the retention period, such as, for example, procedures to

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

#### *Ownership of Engagement Documentation*

**.A62** Unless otherwise specified by law or regulation, engagement documentation is the property of the firm. The firm may, at its discretion, make portions of, or extracts from, engagement documentation available to clients, provided that such disclosure does not undermine the validity of the work performed or, in the case of assurance engagements, the independence of the firm or its personnel.

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<sup>3</sup> Paragraph .17 of AU-C section 230, *Audit Documentation*. [Footnote revised, October 2011, to reflect conforming changes necessary due to the issuance of SAS No. 122.]

## Monitoring

### *Monitoring the Firm's Quality Control Policies and Procedures (Ref: par. .52)*

.A63 The purpose of monitoring compliance with quality control policies and procedures is to assess, for the system of quality control as a whole, whether the firm is achieving the objective described in paragraph .12 through an evaluation of the following:

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

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

.A64 Ongoing consideration and evaluation of the system of quality control may include matters such as the following:

- Review of selected administrative and personnel records pertaining to the quality control elements
- Review of engagement documentation, reports, and clients' financial statements
- Discussions with the firm's personnel
- Determination of corrective actions to be taken and improvements to be made in the system, including providing feedback into the firm's policies and procedures relating to education and training
- Communication to appropriate firm personnel of weaknesses identified in the system, in the level of understanding of the system, or compliance with the system
- Follow-up by appropriate firm personnel so that necessary modifications are promptly made to the quality control policies and procedures

.A65 Monitoring procedures also may include an assessment of the following:

- The appropriateness of the firm's guidance materials and any practice aids
- New developments in professional standards and legal and regulatory requirements and how they are reflected in the firm's policies and procedures, when appropriate
- Written confirmation of compliance with policies and procedures on independence
- The effectiveness of continuing professional development, including training
- Decisions related to acceptance and continuance of client relationships and specific engagements
- Firm personnel's understanding of the firm's quality control policies and procedures and implementation thereof

.A66 Some of the monitoring procedures discussed previously may be accomplished through the performance of the following:

- Engagement quality control review
- Review of engagement documentation, reports, and clients' financial statements for selected engagements after the report release date
- Inspection procedures

Reviews of the work or report when performed by engagement team members prior to the date of the report are not monitoring procedures.

.A67 The need for, and extent of, inspection procedures depends, in part, on the existence and effectiveness of the other monitoring procedures. The nature of inspection procedures varies based on the firm's quality control policies and procedures and the effectiveness and results of other monitoring procedures.

.A68 The inspection of a selection of completed engagements may be performed on a cyclical basis. For example, engagements selected for inspection may include at least one engagement for each engagement partner over an inspection cycle that spans three years. The manner in which the inspection cycle is organized, including the timing of selection of individual engagements, depends on many factors, such as the following:

- The size of the firm
- The number and geographical location of offices
- The results of previous monitoring procedures
- The degree of authority of both personnel and office (for example, whether individual offices are authorized to conduct their own inspections or whether only the head office may conduct them)
- The nature and complexity of the firm's practice and organization
- The risks associated with the firm's clients and specific engagements

.A69 Inspection procedures with respect to the engagement performance element of a quality control system are particularly appropriate in a firm with more than a limited number of management-level individuals responsible for the conduct of its accounting and auditing practice.

.A70 The inspection process involves the selection of individual engagements, some of which may be selected without prior notification to the engagement team. In determining the scope of the inspections, the firm may take into account the scope or conclusions of a peer review or regulatory inspections.

### *The Relationship of Peer Review to Monitoring*

.A71 A peer review does not substitute for all monitoring procedures. However, because the objective of a peer review is similar to that of inspection procedures, a firm's quality control policies and procedures may provide that a peer review conducted under standards established by the AICPA may substitute for the inspection of engagement documentation, reports, and clients' financial statements for some or all engagements for the period covered by the peer review.

#### *Considerations Specific to Smaller Firms*

.A72 In small firms with a limited number of persons with sufficient and appropriate experience and authority in the firm, monitoring procedures may need to be performed by some of the same individuals who are responsible for compliance with the firm's quality control policies and procedures. This includes review of engagement working papers, reports, and clients' financial statements by the engagement partner or other qualified personnel after the report release date. To effectively monitor one's own compliance with the firm's policies and procedures, it is necessary that an individual be able to critically review his or her own performance, assess his or her own strengths and weaknesses, and maintain an attitude of continual improvement. Changes in conditions and the environment within the firm (such as obtaining clients in an industry not previously serviced or significantly changing the size of the firm) may indicate the need to have quality control policies and procedures monitored by another qualified individual.

.A73 Having an individual inspect his or her own compliance with a quality control system may be less effective than having such compliance inspected by another qualified individual. When one individual inspects his or her own compliance, the firm has a higher risk that noncompliance with policies and procedures will not be detected. Accordingly, a firm with a limited number of persons with sufficient and appropriate experience and authority in the firm may find it beneficial to engage a suitably qualified external person or another firm to perform engagement inspections and other monitoring procedures.



### *Communicating Deficiencies (Ref: par. .55)*

.A74 The reporting of identified deficiencies to individuals other than the relevant engagement partners need not include an identification of the specific engagements concerned, unless such identification is necessary for the proper discharge of the responsibilities of the individuals other than the engagement partners.

### *Complaints and Allegations*

*Source of Complaints and Allegations (Ref: par. .60)*

.A75 Complaints and allegations of noncompliance with the firm's system of quality control (which do not include those that are clearly frivolous) may originate from within or outside the firm. They may be made by firm personnel, clients, state boards of accountancy, other regulators, or other third parties. They may be received by engagement team members or other firm personnel.

*Investigation Policies and Procedures (Ref: par. .61)*

.A76 Policies and procedures established for the investigation of complaints and allegations may include, for example, that the partner supervising the investigation

- has sufficient and appropriate experience,
- has authority within the firm, and
- is otherwise not involved in the engagement.

The partner supervising the investigation may involve legal counsel as necessary.

*Considerations Specific to Smaller Firms*

.A77 In the case of firms with few partners, it may not be practicable for the partner supervising the investigation not to be involved in the engagement. These small firms and sole practitioners may use the services of a suitably qualified external person or another firm to carry out the investigation into complaints and allegations.

### **Documentation of the System of Quality Control (Ref: par. .62)**

.A78 The form and content of documentation evidencing the operation of each of the elements of the system of quality control is a matter of judgment and depends on a number of factors, including the following:

- The size of the firm and the number of offices
- The nature and complexity of the firm's practice and organization

For example, large firms may use electronic databases to document matters such as independence confirmations, performance evaluations, and the results of monitoring inspections.

.A79 Appropriate documentation relating to monitoring includes, for example, the following:

- Monitoring procedures, including the procedure for selecting completed engagements to be inspected
- A record of the evaluation of the following:
  - Adherence to professional standards and applicable legal and regulatory requirements
  - Whether the system of quality control has been appropriately designed and effectively implemented
  - Whether the firm's quality control policies and procedures have been appropriately applied so that the reports that are issued by the firm are appropriate in the circumstances

- Identification of the deficiencies noted, an evaluation of their effect, and the basis for determining whether and what further action is necessary

### *Considerations Specific to Smaller Firms*

.A80 Smaller firms may use more informal methods in the documentation of their systems of quality control, such as manual notes, checklists, and forms.

.A81

## **Exhibit—Comparison of Section 10, *A Firm’s System of Quality Control*, and International Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements***

This analysis was prepared by the AICPA Audit and Attest Standards staff to highlight substantive differences between section 10, *A Firm’s System of Quality Control*, and International Standard on Quality Control (ISQC) 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and the rationale therefore. This analysis is not authoritative and is prepared for informational purposes only. It has not been acted on or reviewed by the Auditing Standards Board (ASB).

### **Differences in Language**

The ASB has made various changes to the language throughout section 10, as compared with ISQC 1. Such changes have been made to use terms applicable in the United States and to make section 10 easier to read and apply. The ASB believes that such changes will not create differences between the application of ISQC 1 and the application of section 10.

### **Requirements in Section 10 Not in ISQC 1**

Section 10 requires firms to establish policies and procedures providing

- in paragraph .30, for obtaining an understanding with the client regarding the nature, scope, and limitations of the services to be performed.
- in paragraph .33, that personnel selected for advancement have the qualifications necessary for fulfillment of the responsibilities they will be called on to assume.
- in paragraph .44, that although the engagement quality control reviewer is not a member of the engagement team, the engagement quality control reviewer should satisfy the independence requirements relating to the engagements reviewed.
- in paragraph .48, that when differences of opinion exist, a member of the engagement team be able to document that member’s disagreement with the conclusions reached, after appropriate consultation.

ISQC 1 does not have equivalent requirements.

### **Requirements in ISQC 1 Not in Section 10**

Paragraph 25 of ISQC 1 requires the firm to establish policies and procedures setting out criteria for determining the need for safeguards to reduce the familiarity threat to an acceptable level when using the same senior personnel on an assurance engagement over a long period of time. The ASB believes that the familiarity threat should not be singled out among other threats to independence.

Paragraph 48(a) of ISQC 1 requires including, on a cyclical basis, inspection of at least one completed engagement for each engagement partner as a monitoring procedure. The ASB believes that this requirement is overly prescriptive and that a risk-based approach to inspections is more appropriate.

### **Requirements in ISQC 1 Revised in Section 10**

Paragraph .41 of section 10 requires that when an engagement quality control review is performed, the engagement quality control review be completed before the report is released. Paragraph 36 of ISQC 1 requires

that the quality control review be completed before the report is dated. The ASB believes that an engagement quality control review is an independent review of the engagement team's significant judgments, including the date selected by the engagement team to date the report. As noted in the application material to section 10, when the engagement quality control review results in additional procedures having to be performed, the date of the report would be changed.

Paragraph 48(c) of ISQC 1 requires that those performing the engagement or the engagement quality control review are not involved in inspecting the engagements. Paragraph .53c of section 10, consistent with the requirement in paragraph 100 of Statement on Quality Control Standards No. 7, *A Firm's System of Quality Control*, requires that performance of monitoring of the firm's system of quality control be assigned to qualified individuals. Paragraph .A72 of section 10 notes that in small firms with a limited number of persons with sufficient and appropriate experience and authority in the firm, monitoring procedures may need to be performed by some of the same individuals who are responsible for compliance with the firm's quality control policies and procedures. The ASB concluded that it was not necessary to change existing practice because in the United States, the peer review process provides a safeguard and provides evidence that the monitoring procedures are effective.

Paragraph A49 of ISQC 1 references the requirement in paragraph 40 of ISQC 1 to establish policies and procedures to maintain the objectivity of the engagement quality control reviewer and states, "Accordingly, such policies and procedures provide ...." The ASB believes that notwithstanding its placement as application material, the language is indicative of a requirement and, accordingly, has included a requirement for the provision of these specific policies and procedures in paragraph .44 of section 10. The ASB believes this will not create a difference in the application of ISQC 1 and the application of section 10.

[Revised, October 2011, to reflect conforming changes necessary due to the issuance of SAS No. 122.]

## AAM Section 10,210

# *Practice Aid Establishing and Maintaining a System of Quality Control for a CPA Firm's Accounting and Auditing Practice—For Sole Practitioners*

QUALITY CONTROL STANDARDS TASK FORCE (2016)

Carolyn McNerney, *Chair*

Erica Forhan

Elizabeth Gantnier

Richard W. Hill

Eric Holbrook

Bill Lajoie

Thomas J. Parry

Richard W. Reeder

AICPA STAFF

Charles E. Landes

*Vice President*

*Professional Standards and Services*

James Brackens

*Vice President*

*Ethics and Practice Quality*

Ahava Z. Goldman

*Senior Technical Manager*

*Audit and Attest Standards*

Rachelle Drummond

*Senior Technical Manager*

*Peer Review*

Prepared by the Quality Control Standards Task Force of the American Institute of Certified Public Accountants

### Notice to Readers

This AICPA Audit and Accounting Practice Aid updates Establishing and Maintaining a System of Quality Control for a CPA Firm's Accounting and Auditing Practice, which was issued in 2011. Although this practice aid has been reviewed by the AICPA Audit and Attest Standards staff, it has not been approved, disapproved, or otherwise acted upon by any senior technical committee of the AICPA and has no official or authoritative status.

This practice aid does not address the quality control requirements of the Sarbanes-Oxley Act of 2002 (SOX), nor does it address the quality control requirements of PCAOB standards that must be followed by auditors of issuers. Auditors of issuers should follow these other standards and make changes to their firm's quality

control systems as necessary. Auditors of non-issuers who are engaged to report on audit engagements in accordance with PCAOB auditing standards also must report on those engagements in accordance with generally accepted auditing standards (GAAS). AU-C section 700, *Forming an Opinion and Reporting on Financial Statements*,<sup>1</sup> as amended, provides reporting guidance for audits of non-issuers when the auditor is asked to report in accordance with GAAS and PCAOB auditing standards.

Additional information about the PCAOB and SOX can be obtained at the PCAOB website at [www.pcaobus.org](http://www.pcaobus.org).

## Overview: Read This First!

This AICPA Audit and Accounting Practice Aid *Establishing and Maintaining a System of Quality Control for a CPA Firm's Accounting and Auditing Practice* is intended to help practitioners better develop the policies and procedures that comprise a firm's system of quality control, as required by QC section 10, *A Firm's System of Quality Control*.<sup>2</sup>

A firm's system of quality control consists of *policies* designed to achieve the objectives of the system, and the *procedures* necessary to implement and monitor compliance with those policies. As with other internal controls (for example, an entity's controls over financial reporting), they should be designed to provide reasonable assurance that the objectives will be achieved.

This practice aid includes illustrative policies and procedures for a sole practitioner with per-diem personnel, along with guidance on designing and maintaining a system of quality control. In addition, this practice aid includes an overview of QC section 10 as well as QC section 10.

This version of the practice aid prepared by the Quality Control Standards Task Force has been revised to

- make the illustrative policies and procedures more easily customizable for practitioners using this practice aid, and
- include tips, warnings and reminders to help practitioners better implement the policies and procedures.

## How This Practice Aid Will Help You

Peer Review will assess the design of your system of quality control, and compliance with that system. If your firm's system of QC has deficiencies, you may not be meeting professional standards. Whether or not you agree with the standards, you have an obligation to comply with them—or you will have to take remedial actions and be monitored by Peer Review. If your firm's system of quality control is sufficiently deficient, you risk losing your license. Firms that struggle with engagement quality and have been referred to the AICPA Professional Ethics Division or disciplined by regulators have been shown to have substandard systems of quality control. This document is intended to help you design a system of quality control that meets the requirements of the quality control standards and is tailored to the facts and circumstances of your practice. It also contains helpful guidance on implementing the policies and procedures that compose your system.

## How to Use This Practice Aid

**AICPA encourages you to use this practice in developing and documenting your system of quality control and, as such, we grant you permission to copy and incorporate portions of the work as necessary. This permission is for internal use only, except for educational purposes. The materials or any portion thereof may not be incorporated into a for-sale work or otherwise distributed without separate written permission from the AICPA.**

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<sup>1</sup> All AU-C sections can be found in AICPA *Professional Standards*.

<sup>2</sup> All QC sections can be found in AICPA *Professional Standards*.

Make this document your own by tailoring the illustrative policies and procedures as necessary for the facts and circumstances of your practice. Not all of these policies and procedures may be applicable to your firm; for example, you may not use per-diem personnel. Likewise, you may wish to add policies and procedures that your firm has implemented as part of its QC system. Note that the notation "paragraph .XX of QC section 10" refers to the requirement paragraph relevant to that policy. Some of the policies and procedures presented in this practice aid are not specified in QC section 10; however, they represent the views of the task force regarding best practice for meeting the requirements for a quality control system.

In addition to the illustrative policies and procedures, this practice aid includes tips, warnings, and notes to help your firm implement and monitor the policies and procedures. These include references to resources offered by the AICPA at no charge to assist practitioners in enhancing engagement quality and improving efficiency. The task force developed these tips, warnings, and notes based on years of experience as peer reviewers and partners responsible for their firms' system of quality control. They provide insightful and practical advice.

## Chapter 1: Overview of Statements on Quality Control Standards

The objectives of a system of quality control are to provide a CPA firm with reasonable assurance<sup>3</sup> that the firm and its personnel comply with professional standards and applicable regulatory and legal requirements, and that the firm or engagement partners issue reports that are appropriate in the circumstances. Statement on Quality Control Standards (SQCS) No. 8, *A Firm's System of Quality Control* (Redrafted) (QC sec. 10), was issued by the Auditing Standards Board of the AICPA in November 2010 and has been effective for a firm's accounting and auditing practice since January 1, 2012. This standard supersedes SQCS No. 7, *A Firm's System of Quality Control*.

A system of quality control consists of policies designed to achieve the objectives of the system, and the procedures necessary to implement and monitor compliance with those policies. The nature, extent, and formality of a firm's quality control policies and procedures will depend on various factors, such as the firm's size, the number and operating characteristics of its offices, the degree of authority allowed its personnel, the knowledge and experience of its personnel, and the nature and complexity of the firm's practice.

### Communication of Quality Control Policies and Procedures

The firm should communicate its quality control policies and procedures to its personnel. Most firms will find it appropriate to communicate their policies and procedures in writing and distribute them—or make them available electronically—to all professional personnel. Effective communication includes the following:

- A description of quality control policies and procedures and the objectives they are designed to achieve
- The message that each individual has a personal responsibility for quality
- A requirement for each individual to be familiar with and to comply with these policies and procedures

Effective communication also includes procedures for personnel to communicate their views or concerns on quality control matters to the firm's management.

### Elements of a System of Quality Control

A firm must establish and maintain a system of quality control. The firm's system of quality control should include policies and procedures that address each of the following elements of quality control identified in QC section 10:

- Leadership responsibilities for quality within the firm (the "tone at the top")
- Relevant ethical requirements
- Acceptance and continuance of client relationships and specific engagements
- Human resources
- Engagement performance
- Monitoring

The elements of quality control are interrelated. For example, a firm continually assesses client relationships to comply with relevant ethical requirements—including independence, integrity, and objectivity—and policies and procedures related to the acceptance and continuance of client relationships and specific engagements. Similarly, the human resources element of quality control encompasses criteria related to professional development, hiring, advancement, and assignment of firm personnel to engagements, all of which affect policies

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<sup>3</sup> The term *reasonable assurance*, which is defined as a high, but not absolute, level of assurance, is used because absolute assurance cannot be attained. QC section 10, *A Firm's System of Quality Control*, states, "Any system of quality control has inherent limitations that can reduce its effectiveness."



and procedures related to engagement performance. In addition, policies and procedures related to the monitoring element of quality control enable a firm to evaluate whether its policies and procedures for each of the other five elements of quality control are suitably designed and effectively applied.

Policies and procedures established by the firm related to each element are designed to achieve reasonable assurance with respect to the purpose of that element. Deficiencies in policies and procedures for an element may result in not achieving reasonable assurance with respect to the purpose of that element; however, the system of quality control, as a whole, may still be effective in providing the firm with reasonable assurance that the firm and its personnel comply with professional standards and applicable regulatory and legal requirements, and that the firm or engagement partners issue reports that are appropriate in the circumstances.

If a firm merges, acquires, sells, or otherwise changes a portion of its practice, the surviving firm evaluates and, as necessary, revises, implements, and maintains firm-wide quality control policies and procedures that are appropriate for the changed circumstances.

## Leadership Responsibilities for Quality Within the Firm (the “Tone at the Top”)

The purpose of the leadership responsibilities element of a system of quality control is to promote an internal culture based on the recognition that quality is essential in performing engagements. The firm should establish and maintain the following policies and procedures to achieve this purpose:

- Require the firm’s leadership (managing partner or board of managing partners, chief executive officer, or equivalent) to assume ultimate responsibility for the firm’s system of quality control.
- Provide the firm with reasonable assurance that personnel assigned operational responsibility for the firm’s quality control system have sufficient and appropriate experience and ability to identify and understand quality control issues and develop appropriate policies and procedures, as well as the necessary authority to implement those policies and procedures.

Establishing and maintaining the following policies and procedures assists firms in recognizing that the firm’s business strategy is subject to the overarching requirement for the firm to achieve the objectives of the system of quality control in all the engagements that the firm performs:

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

## Relevant Ethical Requirements

The purpose of the relevant ethical requirements element of a system of quality control is to provide the firm with reasonable assurance that the firm and its personnel comply with relevant ethical requirements when discharging professional responsibilities. Relevant ethical requirements include independence, integrity, and objectivity. Establishing and maintaining policies such as the following assist the firm in obtaining this assurance:

- Require that personnel adhere to relevant ethical requirements such as those in regulations, interpretations, and rules of the AICPA, state CPA societies, state boards of accountancy, state statutes, the U.S. Government Accountability Office (GAO), and any other applicable regulators.
- Establish procedures to communicate independence requirements to firm personnel and, where applicable, others subject to them.

- Establish procedures to identify and evaluate possible threats to independence and objectivity, including the familiarity threat that may be created by using the same senior personnel on an audit or attest engagement over a long period of time, and to take appropriate action to eliminate those threats or reduce them to an acceptable level by applying safeguards.
- Require that the firm withdraw from the engagement if effective safeguards to reduce threats to independence to an acceptable level cannot be applied.
- Require written confirmation, at least annually, of compliance with the firm's policies and procedures on independence from all firm personnel required to be independent by relevant requirements.
- Establish procedures for confirming the independence of another firm or firm personnel in associated member firms who perform part of the engagement. This would apply to national firm personnel, foreign firm personnel, and foreign-associated firms.<sup>4</sup>
- Require the rotation of personnel for audit or attest engagements where regulatory or other authorities require such rotation after a specified period.

## Acceptance and Continuance of Client Relationships and Specific Engagements

The purpose of the quality control element that addresses acceptance and continuance of client relationships and specific engagements is to establish criteria for deciding whether to accept or continue a client relationship and whether to perform a specific engagement for a client. A firm's client acceptance and continuance policies represent a key element in mitigating litigation and business risk. Accordingly, it is important that a firm be aware that the integrity and reputation of a client's management could reflect the reliability of the client's accounting records and financial representations and, therefore, affect the firm's reputation or involvement in litigation. A firm's policies and procedures related to the acceptance and continuance of client relationships and specific engagements should provide the firm with reasonable assurance that it will undertake or continue relationships and engagements only where it

- is competent to perform the engagement and has the capabilities, including the time and resources, to do so;
- can comply with legal and relevant ethical requirements;
- has considered the client's integrity and does not have information that would lead it to conclude that the client lacks integrity; and
- has reached an understanding with the client regarding the services to be performed.

This assurance should be obtained before accepting an engagement with a new client, when deciding whether to continue an existing engagement, and when considering acceptance of a new engagement with an existing client. Establishing and maintaining policies such as the following assist the firm in obtaining this assurance:

- Evaluate factors that have a bearing on management's integrity and consider the risk associated with providing professional services in particular circumstances.<sup>5</sup>
- Evaluate whether the engagement can be completed with professional competence; undertake only those engagements for which the firm has the capabilities, resources, and professional competence to complete; and evaluate, at the end of specific periods or upon occurrence of certain events, whether the relationship should be continued.

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<sup>4</sup> A foreign-associated firm is a firm domiciled outside of the United States and its territories that is a member of, correspondent with, or similarly associated with an international firm or international association of firms.

<sup>5</sup> Such considerations would include the risk of providing professional services to significant clients or to other clients for which the practitioner's objectivity or the appearance of independence may be impaired. In broad terms, the significance of a client to a member or a firm refers to relationships that could diminish a practitioner's objectivity and independence in performing attest services. Examples of factors to consider in determining the significance of a client to an engagement partner, office, or practice unit include (a) the amount of time the partner, office, or practice unit devotes to the engagement, (b) the effect on the partner's stature within the firm as a result of his or her service to the client, (c) the manner in which the partner, office, or practice unit is compensated, or (d) the effect that losing the client would have on the partner, office, or practice unit.

- Obtain an understanding, preferably in writing, with the client regarding the services to be performed.
- Establish procedures on continuing an engagement and the client relationship, including procedures for dealing with information that would have caused the firm to decline an engagement if the information had been available earlier.
- Require documentation of how issues relating to acceptance or continuance of client relationships and specific engagements were resolved.

## Human Resources

The purpose of the human resources element of a system of quality control is to provide the firm with reasonable assurance that it has sufficient personnel with the capabilities, competence, and commitment to ethical principles necessary to perform its engagements in accordance with professional standards and regulatory and legal requirements, and to enable the firm to issue reports that are appropriate in the circumstances. Establishing and maintaining policies such as the following assist the firm in obtaining this assurance:

- Recruit and hire personnel of integrity who possess the characteristics that enable them to perform competently.
- Determine capabilities and competencies required for an engagement, especially for the engagement partner, based on the characteristics of the particular client, industry, and kind of service being performed. Specific competencies necessary for an engagement partner are discussed in paragraph .A27 of QC section 10.
- Determine the capabilities and competencies possessed by personnel.
- Assign the responsibility for each engagement to an engagement partner.
- Assign personnel based on the knowledge, skills, and abilities required in the circumstances and the nature and extent of supervision needed.
- Have personnel participate in general and industry-specific continuing professional education and professional development activities that enable them to accomplish assigned responsibilities and satisfy applicable continuing professional education requirements of the AICPA, state boards of accountancy, and other regulators.
- Select for advancement only those individuals who have the qualifications necessary to fulfill the responsibilities they will be called on to assume.

## Engagement Performance

The purpose of the engagement performance element of quality control is to provide the firm with reasonable assurance that engagements are consistently performed in accordance with applicable professional standards and regulatory and legal requirements, and that the firm or the engagement partner issues reports that are appropriate in the circumstances. Policies and procedures for engagement performance should address all phases of the design and execution of the engagement, including engagement performance, supervision responsibilities, and review responsibilities. Policies and procedures also should require that consultation takes place when appropriate. In addition, a policy should establish criteria against which all engagements are to be evaluated to determine whether an engagement quality control review should be performed.

Establishing and maintaining policies such as the following assist the firm in obtaining the assurance required relating to the engagement performance element of quality control:

- Plan all engagements to meet professional, regulatory, and the firm's requirements.
- Perform work and issue reports and other communications that meet professional, regulatory, and the firm's requirements.

- Require that work performed by other team members is reviewed by qualified engagement team members, which may include the engagement partner, on a timely basis.
- Require the engagement team to complete the assembly of final engagement files on a timely basis.
- Establish procedures to maintain the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation.
- Require the retention of engagement documentation for a period of time sufficient to meet the needs of the firm, professional standards, laws, and regulations.
- Require that
  - consultation take place when appropriate (for example, when dealing with complex, unusual, unfamiliar, difficult, or contentious issues);
  - sufficient and appropriate resources are available to enable appropriate consultation to take place;
  - all the relevant facts known to the engagement team are provided to those consulted;
  - the nature, scope and conclusions of such consultations are documented; and
  - the conclusions resulting from such consultations are implemented.
- Require that
  - differences of opinion be dealt with and resolved;
  - conclusions reached are documented and implemented; and
  - the report not be released until the matter is resolved.
- Require that
  - all engagements be evaluated against the criteria for determining whether an engagement quality control review should be performed;
  - an engagement quality control review be performed for all engagements that meet the criteria; and
  - the review be completed before the report is released.
- Establish procedures addressing the nature, timing, extent, and documentation of the engagement quality control review.
- Establish criteria for the eligibility of engagement quality control reviewers.

## Monitoring

The purpose of the monitoring element of a system of quality control is to provide the firm and its engagement partners with reasonable assurance that the policies and procedures related to the system of quality control are relevant, adequate, operating effectively, and complied with in practice. Monitoring involves an ongoing consideration and evaluation of the appropriateness of the design, the effectiveness of the operation of a firm's quality control system, and a firm's compliance with its quality control policies and procedures. The purpose of monitoring compliance with quality control policies and procedures is to provide an evaluation of the following:

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

Establishing and maintaining policies such as the following assist the firm in obtaining the assurance required relating to the monitoring element of quality control:

- Assign responsibility for the monitoring process to a partner or partners or other persons with sufficient and appropriate experience and authority in the firm to assume that responsibility.
- Assign performance of the monitoring process to competent individuals.
- Require the performance of monitoring procedures that are sufficiently comprehensive to enable the firm to assess compliance with all applicable professional standards and the firm's quality control policies and procedures. Monitoring procedures consist of the following:
  - Review of selected administrative and personnel records pertaining to the quality control elements
  - Review of engagement working papers, reports, and clients' financial statements
  - Discussions with the firm's personnel
  - Summarization of the findings from the monitoring procedures, at least annually, and consideration of the systemic causes of findings that indicate that improvements are needed
  - Determination of any corrective actions to be taken or improvements to be made with respect to the specific engagements reviewed or the firm's quality control policies and procedures
  - Communication of the identified findings to appropriate firm management personnel
  - Consideration of findings by appropriate firm management personnel who should also determine that any actions necessary, including necessary modifications to the quality control system, are taken on a timely basis
  - Assessment of
    - the appropriateness of the firm's guidance materials and any practice aids;
    - new developments in professional standards and regulatory and legal requirements, and how they are reflected in the firm's policies and procedures where appropriate;
    - compliance with policies and procedures on independence;
    - the effectiveness of continuing professional development, including training;
    - decisions related to acceptance and continuance of client relationships and specific engagements; and
    - firm personnel's understanding of the firm's quality control policies and procedures, and implementation thereof.
- Communicate, at least annually, to relevant engagement partners and other appropriate personnel, any deficiencies noted as a result of the monitoring process and recommendations for appropriate remedial action.
- Communicate the results of the monitoring of its quality control system process to relevant firm personnel at least annually.
- Establish procedures designed to provide the firm with reasonable assurance that it deals appropriately with complaints and allegations, as listed here. This includes establishing clearly defined channels for firm personnel to raise any concerns in a manner that enables them to come forward without fear of reprisal and documenting complaints and allegations and the responses to them:
  - Complaints and allegations that the work performed by the firm fails to comply with professional standards and regulatory and legal requirements
  - Allegations of noncompliance with the firm's system of quality control

- Deficiencies in the design or operation of the firm's quality control policies and procedures, or noncompliance with the firm's system of quality control by an individual or individuals, as identified during the investigations into complaints and allegations
- Require appropriate documentation to provide evidence of the operation of each element of its system of quality control. The form and content of documentation evidencing the operation of each of the elements of the system of quality control is a matter of judgment and depends on a number of factors, including the following, for example:
  - The size of the firm and the number of offices
  - The nature and complexity of the firm's practice and organization
- Require retention of documentation providing evidence of the operation of the system of quality control for a period of time sufficient to permit those performing monitoring procedures and peer review to evaluate the firm's compliance with its system of quality control, or for a longer period if required by law or regulation.

Some of the monitoring procedures discussed in the previous list may be accomplished through the performance of the following:

- Engagement quality control review
- Post-issuance review of engagement working papers, reports, and clients' financial statements for selected engagements
- Inspection<sup>6</sup> procedures

## Documentation of Quality Control Policies and Procedures

The firm should document each element of its system of quality control. The extent of the documentation will depend on the size, structure, and nature of the firm's practice. Documentation may be as simple as a checklist of the firm's policies and procedures or as extensive as practice manuals.

## Applying the Quality Control Standards

The policies and procedures described in chapter 2 are those that a sole practitioner may consider establishing and maintaining. The policies and procedures actually used need not necessarily include nor be limited to all those illustrated.

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<sup>6</sup> Inspection is a retrospective evaluation of the adequacy of the firm's quality control policies and procedures, its personnel's understanding of those policies and procedures, and the extent of the firm's compliance with them. Although monitoring procedures are meant to be ongoing, they may include inspection procedures performed at a fixed point in time. Monitoring is a broad concept; inspection is one specific type of monitoring procedure.

## Chapter 2: Quality Control Policies and Procedures

<b>Leadership Responsibilities for Quality Within the Firm (the Tone at the Top)</b>	
<p>The purpose of the leadership responsibilities element of a system of quality control is to promote an internal culture based on the recognition that quality is essential in performing an engagement.</p> <p><b>WARNING!</b> The firm’s commitment to quality is the cornerstone of a system of quality control. The actions and messages of the firm’s leadership set a tone; if that tone does not reflect a commitment to quality, it is not likely that the firm’s system of quality control will be effective.</p> <p><b>TIP!</b> An action plan for tone at the top can be found at <a href="http://www.aicpa.org/pcps/quality">www.aicpa.org/pcps/quality</a></p>	
<p><b>Policy 1: I document the firm’s QC policies and procedures and communicate them to the firm’s personnel, if any. (See paragraph .18 of QC section 10.)</b></p>	
I document the firm’s QC policies and procedures and keep that documentation up-to-date (reviewing at least annually).	
Per-diem personnel are required to acknowledge receipt of the firm’s QC document in writing, and that they have been informed that failure to adhere to the firm’s policies and procedures or failure to demonstrate commitment to ethical principles may result in termination of the contract or assignment.	
When engaged, per-diem personnel receive training on the firm’s QC policies and procedures relevant to their work assignments through an informal discussion.	
<p><b>Policy 2: I assume ultimate responsibility for the firm’s system of quality control and actively pursue quality in performing engagements. (See paragraph .19 of QC section 10.)</b></p>	
I accept ultimate responsibility for the firm’s system of quality control and for setting a tone that emphasizes the importance of quality and of following the firm’s system of quality control.	<p><b>TIP!</b> Explicitly acknowledging this responsibility in writing—and clearly expressing your firm’s core values and the importance of quality—is the first step in holding yourself accountable for quality.</p>
I am knowledgeable about the requirements for a system of quality control, and design and implement policies and procedures required for the firm’s system of quality control. (See paragraph .20 of QC section 10.)	
<p><b>Policy 3: I do not allow commercial considerations to override the quality of the work performed.</b></p>	
I evaluate client relationships and specific engagements so that commercial considerations do not override the objectives of the system of quality control.	<p><b>NOTE!</b> Tight deadlines, scope creep and not budgeting enough time are examples of matters that may result in overrides to the objectives of the system of quality control.</p>
I consider the costs associated with a strong system of quality control, such as the costs of maintaining necessary competency, practice aids, and professional subscriptions, hiring consultants and engagement quality control reviewers, as an investment. I consider these costs when determining rates and fees so that commercial considerations will not override the quality of work performed.	<p><b>NOTE!</b> Don’t only think of this in terms of any one engagement. This applies to your firm as a whole.</p>
<p><b>Policy 4: I devote sufficient and appropriate resources for the development, communication, and support of the firm’s quality control policies and procedures.</b></p>	
I review and update the firm’s QC policies, procedures and documentation on an annual basis.	<p><b>TIP!</b> Allow sufficient time for this. Budget the time in your schedule.</p>

Relevant Ethical Requirements	
<p><b>The purpose of the relevant ethical requirements element of a system of quality control is to provide the firm with reasonable assurance that the firm and its personnel comply with relevant ethical requirements when discharging professional responsibilities. Relevant ethical requirements include independence, integrity, and objectivity.</b></p>	
<p><b>Policy 1: I comply with relevant ethical requirements. (See paragraph .21 of QC section 10.)</b></p>	<p><b>TIP!</b> Relevant ethical requirements are those in regulations, interpretations, and rules of the AICPA, state CPA societies, state boards of accountancy, state statutes, the GAO (U.S. Government Accountability Office), and any other applicable regulators.</p>
<p>I stay informed on relevant ethical requirements through subscription service to AICPA <i>Professional Standards</i> and consulting the AICPA website and professional publications for information about changes in professional ethics and independence standards.</p>	
<p>I document the resolution of ethical matters when consultation, including of professional literature or the AICPA Ethics Hotline, has occurred.</p>	<p><b>TIP!</b> You can reach the AICPA's Ethics Hotline at 888.777.7077 or <a href="mailto:ethics@aicpa.org">ethics@aicpa.org</a>. You can find the AICPA Ethics Tools and Aids, including the Plain English Guide to Independence, at <a href="http://www.aicpa.org/interestareas/professional-ethics/resources/tools/pages/default.aspx">www.aicpa.org/interestareas/professional-ethics/resources/tools/pages/default.aspx</a>. GAO's Yellow Book Technical Assistance can be reached at 202.512.9535 or <a href="mailto:yellowbook@gao.gov">yellowbook@gao.gov</a>.</p>
<p>When providing nonattest services (such as bookkeeping, financial statement preparation and tax services) to clients for whom I also perform an audit, review, compilation, or attestation engagement, I meet all the requirements of the "Nonattest Services" subtopic of the AICPA Code of Professional Conduct (ET sec. 1.295)<sup>7</sup> [<a href="http://pub.aicpa.org/codeofconduct">pub.aicpa.org/codeofconduct</a>], and the requirements of other regulators, as applicable.</p>	<p><b>WARNING!</b> Peer reviewers will ask for documentation of compliance, including documentation that the client has suitable skills, knowledge and experience to accept responsibility.</p>
<p>I have a system for identifying all services performed for each client, and evaluating, at the attest engagement level, whether nonattest services are provided that might impair independence.</p>	
<p>I maintain a current list of</p> <ul style="list-style-type: none"> <li>• all entities with which firm personnel are prohibited from having a financial or business relationship, and</li> <li>• all activities which the firm is prohibited from performing, as defined in the firm's independence policies</li> </ul>	<p><b>NOTE!</b> Examples of prohibited activities include providing certain valuation and information technology services to an audit client. See the rules of specific standard-setters to determine the extent and relevance of any prohibition.</p>
<p>I consider the significance of each client to the firm. In broad terms, the significance of a client to a firm refers to relationships that could diminish a practitioner's objectivity and independence in performing attest services. In determining the significance of a client, the firm considers (a) the amount of time the partner devotes to the engagement and (b) the effect that losing the client would have on the firm.</p>	

<sup>7</sup> All ET sections can be found in AICPA *Professional Standards*.



Relevant Ethical Requirements	
I take periodic independence and ethics training. Such training covers the independence and ethics requirements of all applicable regulators.	<b>WARNING!</b> The state-specific ethics course required by many states for licensure may not be sufficient for the needs of your practice and you may have to supplement that.
<b>Policy 2: I communicate independence requirements to per-diem personnel. (See paragraph .22a of QC section 10.)</b>	
I make per-diem personnel aware of financial, family, business, and other relationships that are prohibited by applicable requirements.	<b>WARNING!</b> Your firm’s system may need to take the existence of related entities into account.
I remind personnel of independence considerations for regulated industries.	<b>WARNING!</b> Regulators often have more restrictive independence requirements. For example, many regulators prohibit the CPA’s involvement in the preparation of financial statements and define “preparation” very broadly. Know your industry!
I remind per-diem personnel to avoid behavior that might be perceived as impairing their independence or objectivity, as necessary and at least annually.	
I inform per-diem personnel of the types of financial or other relationships that may impair independence and that may be prohibited.	
<b>Policy 3: I evaluate threats to independence and objectivity, including the familiarity threat that may be created on an audit or attest engagement over a long period of time. I take appropriate action to eliminate them or reduce them to an acceptable level by applying safeguards. (See paragraph .22b of QC section 10.)</b>	
New personnel assigned to the engagement are encouraged to bring a fresh perspective.	<b>WARNING!</b> The procedure is effective only when you have the appropriate attitude.
When a relationship or circumstance that may create threats to compliance with the rules is identified, I perform procedures to evaluate threats and apply safeguards [ <i>describe procedures or refer to form used; for example, the Conceptual Framework Toolkit for Members in Public Practice</i> ].	<b>TIP!</b> You can find the Conceptual Framework Toolkit for Members in Public Practice free of charge at <a href="http://competency.aicpa.org/media_resources/208443-conceptual-framework-toolkit-for-members-in-public">competency.aicpa.org/media_resources/208443-conceptual-framework-toolkit-for-members-in-public</a>
I consult with individuals outside the firm on independence, integrity, or objectivity concerns that research has not clearly addressed.	<b>WARNING!</b> Don’t be afraid to ask; if you only ask when you are sure there is a problem, you may be overlooking problems. Not wanting to know the answer is a good indication that you need to consult. The AICPA’s Ethics Hotline can be reached at 888.777.7077 or <a href="mailto:ethics@aicpa.org">ethics@aicpa.org</a> ; GAO’s Yellow Book Technical Assistance can be reached at 202.512.9535 or <a href="mailto:yellowbook@gao.gov">yellowbook@gao.gov</a> .
<b>Policy 4: Per-diem personnel are required to notify the firm of breaches of independence requirements and I take appropriate actions to resolve such situations. (See paragraph .24 of QC section 10.)</b>	

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Relevant Ethical Requirements	
All per-diem personnel are required to notify me of any potential activities involving themselves, their spouses, or their dependents that might impair independence or violate ethics rules, including services provided to entities with which firm personnel are prohibited from having a business relationship. (See paragraph .24a of QC section 10.)	
I determine the need for safeguards for engagements when the familiarity threat exists on an audit, review or attestation examination engagement.	<b>TIP!</b> A familiarity threat may exist when, for example, you have performed the audit of an entity for an extended period of time, such as five years or more. The safeguard may be having an engagement quality control review performed periodically or inspection by someone not otherwise involved with the engagement.
I periodically [ <i>identify time period</i> ] review unpaid fees from clients to ascertain whether any outstanding amounts may impair the firm's independence.	See paragraphs .01–.02 in the “Unpaid Fees” interpretation (ET sec. 1.230.010) [ <a href="http://pub.aicpa.org/codeofconduct">pub.aicpa.org/codeofconduct</a> ]
<b>Policy 5: I do not accept or I withdraw from the engagement if effective safeguards to reduce threats to independence to an acceptable level cannot be applied.</b>	<b>WARNING!</b> Threats to independence may arise during the engagement; for example, when you are asked to perform nonattest services during the course of an attest engagement or your assessment of the client's knowledge, skills and experience changes. Evaluate threats and apply safeguards before performing the procedures; you can't reverse impaired independence.
I consult with legal counsel and other parties if necessary, when I believe that effective safeguards to reduce threats to independence to an acceptable level cannot be applied.	<b>NOTE!</b> The client's needs may be met with a different service that doesn't require independence.
I do not accept or I withdraw from the engagement when withdrawal is possible under applicable law or regulation when effective safeguards to reduce threats to independence to an acceptable level cannot be applied.	
<b>Policy 6: I obtain written confirmation, upon hire and at least annually, of compliance with relevant policies and procedures regarding independence from all per-diem personnel required to be independent by relevant requirements. (See paragraph .25 of QC section 10.)</b>	<b>WARNING!</b> QC section 10 requires written confirmation of independence, at least annually, by all personnel—that means you, and per-diem personnel, no matter how few. Failure to obtain written confirmations at least annually is a failure to comply with professional standards.
I obtain from per-diem personnel written representations, upon hire and on an annual basis thereafter, stating that they have read the firm's independence, integrity, and objectivity policies, understand the applicability of those policies to their activities, and have complied with the requirements of those policies since their last representation. Personnel are required to review the most current list of all entities with which firm personnel are prohibited from having a business relationship prior to providing the written representation.	

Relevant Ethical Requirements	
On each engagement, I sign a step in the engagement program attesting to compliance with independence requirements that apply to the engagement.	<b>NOTE!</b> This procedure necessitates that each engagement include a program step requiring sign-off for compliance with independence regulations, whether in the acceptance or continuance form or other phase of the engagement.
<b>Policy 7: When another firm performs part of the engagement, I confirm the independence of the other firm and adherence to other relevant ethical requirements.</b>	
Written confirmations are obtained regarding the other firm's independence with respect to audit engagements, and either written or oral confirmations are obtained for review or attestation engagements. Oral confirmations are documented.	

Acceptance and Continuance	
<b>The purpose of the quality control element that addresses acceptance and continuance of client relationships and specific engagements is to establish criteria for deciding whether to accept or continue a client relationship and whether to perform a specific engagement for a client.</b>	
<b>WARNING!</b> Your client acceptance and continuance policies represent a key element in mitigating litigation and business risk. Consider both the client's integrity and reputation and your expertise and ability to meet the client's needs. Both these factors can affect your reputation and involvement in litigation.	
<b>Policy 1: I consider the risk associated with providing professional services in particular circumstances, including evaluating factors that have a bearing on management's integrity. The firm only accepts or continues engagements and client relationships when it concludes that the risk is at an acceptable level. (See paragraphs .27–.28 of QC section 10.)</b>	<b>NOTE!</b> The risk is that (a) the firm and its personnel will fail to comply with professional standards and applicable legal and regulatory requirements; or (b) reports issued by the firm will not be appropriate in the circumstances.
I obtain and evaluate relevant information before accepting or continuing any client, such as the following: <ul style="list-style-type: none"> <li>• The nature and purpose of the services to be provided and management's understanding thereof</li> <li>• The identity of the client's principal owners, key management, related parties, and those charged with its governance</li> <li>• The nature of the client's operations, including its business practices, from sources such as annual reports, interim financial statements, reports to and from regulators, income tax returns, and credit reports</li> <li>• Information obtained from inquiries of third parties about the client, its principal owners, key management, and those charged with governance that may have a bearing on evaluating the client. Examples of such third parties are bankers, factors, legal counsel, credit services, and others such as, when relevant, investment bankers, underwriters, and other members of the financial or business community who may have applicable knowledge.</li> </ul>	

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Acceptance and Continuance	
<ul style="list-style-type: none"> <li>Information, from discussion with the client and inquiries of others, concerning the attitude of the client's principal owners, key management, and those charged with its governance toward such matters as aggressive interpretation of accounting standards, compliance with regulatory or legislative requirements, and internal control over financial reporting.</li> </ul>	<p><b>NOTE!</b> This directly relates to the risk that the firm will fail to perform and report in conformity with applicable professional standards. For most of your clients, this assessment may be quite simple. The results of this assessment are used in determining whether to accept the engagement and, if so, how the engagement is conducted.</p>
<p>I communicate with the predecessor auditor as required, and consider communicating with the predecessor accountant when recommended, by professional standards. This communication includes inquiries regarding the nature of any disagreements and whether there is evidence of opinion-shopping.</p>	<p><b>NOTE!</b> Communicating with the predecessor auditor is required by generally accepted auditing standards. Other professional standards may require or recommend communicating with the predecessor accountant. Best practice is to communicate even if not required.</p>
<p>I conduct a background check of the business, its officers, and the person(s) in question by using resources available on the Internet and evaluate the information obtained regarding management's integrity.</p>	
<p>I evaluate the risk of providing services to significant clients or to other clients for which the firm's objectivity or the appearance of independence may be impaired. I take appropriate safeguards, if necessary. If safeguards cannot reduce the threat to objectivity and independence to an acceptably low level, the firm does not accept the engagement.</p>	<p><b>NOTE!</b> In broad terms, the significance of a client to a firm refers to relationships that could diminish a practitioner's objectivity and independence in performing attest services. In determining the significance of a client to a sole practitioner, the amount of time devoted to the engagement and the effect of losing the client are relevant.</p>
<p>I consider the timing of the acceptance of the engagement and how that affects the firm's ability to perform all procedures necessary for the engagement (for example, inventory observation, both beginning and ending.)</p>	
<p>If a potential conflict of interest is identified in accepting an engagement from a new or existing client, I determine whether it is appropriate to accept the engagement. If issues have been identified and I decide to accept or continue the client relationship or a specific engagement, I consider whether ethical requirements included in the "Conflicts of Interest for Members in Public Practice" interpretation (ET sec. 1.110.010), apply, such as disclosure of the relationship to the client and other appropriate parties, and document how the issues were resolved.</p>	
<p><b>Policy 2: I evaluate whether the engagement can be completed with professional competence; undertake only those engagements for which the firm has the capabilities, resources, and professional competence to complete; and evaluate, at the end of specific periods or upon occurrence of certain events, whether the relationship should be continued. (See paragraph .30 of QC section 10.)</b></p>	<p><b>WARNING!</b> This policy and its related procedures are key to managing the firm's risk that the firm will fail to perform and report in conformity with applicable professional standards.</p>
<p>If the engagement is for a level of service that the firm is not currently providing (for example, reviews or audits), I consider the implications for Peer Review.</p>	

<b>Acceptance and Continuance</b>	
<p>I define high-risk engagements based on the characteristics of my practice. I consider the following criteria in determining whether the engagement is high-risk <i>[list criteria such as the following]</i>:</p>	<p><b>NOTE!</b> High-risk engagements, by their nature, require more resources.</p>
<ul style="list-style-type: none"> <li>• <i>Whether the client is in a specialized industry—that is, an industry for which there is an AICPA Audit and Accounting Guide or the engagement is subject to governmental auditing standards—and the extent of the firm’s experience in this area.</i></li> </ul>	<p><b>WARNING!</b> “You don’t know what you don’t know” when performing an engagement in a specialized industry for the first time (or maybe even the fifth). Specialized industries require an ongoing investment in training to obtain and maintain the necessary competence. AICPA Audit and Accounting Guides for specific industries:</p> <ul style="list-style-type: none"> <li>• Airlines</li> <li>• Construction Contractors</li> <li>• Employee Benefit Plans</li> <li>• Investment Companies</li> <li>• Life and Health Insurance Entities</li> <li>• Not-for-Profit Entities</li> <li>• Property and Liability Insurance Entities</li> <li>• State and Local Governments</li> <li>• Brokers and Dealers in Securities</li> <li>• Depository and Lending Institutions: Banks and Savings Institutions, Credit Unions, Finance Companies, and Mortgage Companies</li> <li>• Entities With Oil and Gas Producing Activities</li> <li>• Gaming (formerly Casinos)</li> <li>• Health Care Entities</li> <li>• <i>Government Auditing Standards and Single Audits</i></li> </ul>
<ul style="list-style-type: none"> <li>• <i>New industry for the firm</i></li> </ul>	<p><b>WARNING!</b> Accepting an engagement in a new industry requires the firm to learn that industry. Hiring experienced staff, more consultation, performing an engagement quality control review (EQCR)—these may all be necessary and come at a cost.</p>
<ul style="list-style-type: none"> <li>• <i>New or specialized accounting pronouncements apply to the client</i></li> <li>• <i>New professional standards apply to the firm relating to the engagements</i></li> </ul>	

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Acceptance and Continuance	
<ul style="list-style-type: none"> <li>Engagements that require an inordinate amount of time to complete relative to the available resources of the firm</li> <li>Conditions such as the following exist at the entity:                             <ul style="list-style-type: none"> <li>Aggressive earnings management</li> <li>Unreliable processes for developing accounting estimates, or questionable estimates by management</li> <li>Questions regarding the entity's ability to continue as a going concern</li> </ul> </li> <li>The entity is in the development stage</li> </ul>	<p><b>NOTE!</b> Engagements like this can affect the firm's other engagements.</p>
<p>I accept engagements that meet the firm's criteria for high-risk only when I have, or am willing to make the investment to acquire, the necessary competency. I acknowledge that accepting a high-risk engagement may necessitate the use of external resources, and requires that an engagement quality control review (EQCR) be performed by a suitably qualified external person.</p>	
<p>I evaluate whether I have, or can reasonably expect to obtain, the knowledge and expertise necessary to perform the engagement, including relevant regulatory or reporting requirements.</p>	<p><b>WARNING!</b> You are required to have obtained the necessary knowledge and expertise before the report is issued, so as to have reasonable assurance that the firm met professional standards and that the report is appropriate. Best practice is to have that knowledge and expertise when planning the engagement, so you don't have to go back at the end and identify what you didn't know at the beginning.</p>
<p>I determine the following before accepting an engagement:</p> <ul style="list-style-type: none"> <li>I have sufficient technical resources available, including Audit and Accounting Guides, and that I have taken appropriate CPE and training.</li> <li>Whether specialists will be needed and, if so, will be available.</li> <li>Individuals meeting the criteria and eligibility requirements to perform an EQCR are available, when needed; for example, for engagements that meet the firm's definition of high-risk.</li> </ul> <ul style="list-style-type: none"> <li>I am able to complete the engagement within the reporting deadline.</li> </ul>	<p><b>TIP!</b> Identifying the person who will perform the EQCR prior to acceptance of the engagement and agreeing on engagement terms has several advantages:</p> <ul style="list-style-type: none"> <li>Eliminates the concern that an EQC reviewer will not be available at the end of the engagement</li> <li>Reduces the time pressure to identify a EQC reviewer at the end of the engagement (when the cost may be higher)</li> <li>Allows that person to perform the EQCR at various stages of the engagement</li> </ul>



<b>Acceptance and Continuance</b>	
<p>I obtain relevant information to determine whether the relationship should be continued and I evaluate the client continuance decision at least annually, before work on the current engagement begins.</p>	<p><b>TIP!</b> Considering whether to continue the engagement and client relationship at the end of the current engagement provides the benefit of memory being fresh in terms of client integrity and issues encountered. Also, there may be less financial pressure at this time.</p>
<p>The following are conditions that the firm considers in evaluating whether to continue an engagement or client relationship [<i>describe conditions, such as the following</i>]:</p> <ul style="list-style-type: none"> <li>• <i>Conditions such as the following exist at the entity:</i> <ul style="list-style-type: none"> <li>– <i>Aggressive earnings management</i></li> <li>– <i>Unreliable processes for developing accounting estimates, or questionable estimates by management</i></li> <li>– <i>Questions regarding the entity’s ability to continue as a going concern</i></li> </ul> </li> <li>• <i>The entity is in the development stage.</i></li> <li>• <i>The client is delinquent in paying fees. (This may also affect the firm’s independence.)</i></li> <li>• <i>I am unable to meet the client’s deadlines.</i></li> <li>• <i>The services required have grown beyond my ability to deliver (scope creep).</i></li> <li>• <i>I am no longer willing to make the investment required to maintain competency.</i></li> <li>• <i>I am unable to obtain the necessary resources to carry out the engagement, such as a person to perform an EQCR.</i></li> <li>• <i>Internal or external inspections have indicated deficiencies in the execution of the engagement (or similar engagements) and I am unable to mitigate the deficiencies.</i></li> <li>• <i>The client has ignored prior recommendations, such as those that address deficiencies in internal control.</i></li> </ul>	
<p>When triggering events occur, I reevaluate the decision to accept or continue an engagement or client relationship.</p>	<p><b>NOTE!</b> The procedure is not to decline the engagement when such a request is made, but to evaluate the client’s reasons for the request and then to determine whether to accept or decline.</p>
<p><i>The following are examples of such triggering events:</i></p> <ul style="list-style-type: none"> <li>• <i>Significant changes in the client, such as a major change in ownership, senior client personnel, directors, advisers, the nature of the business, or its financial stability</i></li> <li>• <i>Changes in the nature or scope of the engagement, such as</i> <ul style="list-style-type: none"> <li>– <i>requests for additional services;</i></li> <li>– <i>a request to step down from an audit to a review engagement; or</i></li> <li>– <i>an initial public offering</i></li> </ul> </li> <li>• <i>The decision to discontinue services to clients in a particular industry</i></li> </ul>	

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<b>Acceptance and Continuance</b>	
I evaluate the information obtained regarding the client or engagement, make the acceptance or continuance decision, and document the evaluation or conclusion in a memorandum or by signing off next to the relevant item in a practice aid.	<b>NOTE!</b> Acceptance and continuance decisions are iterative and are made before each engagement is accepted and, as necessary, when circumstances change. The AICPA offers free tools for evaluating and documenting client acceptance and continuance. The AICPA PCPS Client Acceptance Evaluation Tool and Client Continuance Evaluation Tool are available at <a href="http://www.aicpa.org/interestareas/private-companiespracticesection/quality-servicesdelivery/keepingup/pages/invigorate-the-focus.aspx">www.aicpa.org/interestareas/private-companiespracticesection/quality-servicesdelivery/keepingup/pages/invigorate-the-focus.aspx</a>
When I become aware of information that would have caused the firm to decline the engagement if the information had been available earlier, I consider the professional and legal responsibilities that apply to the circumstances, including whether there is a requirement for the firm to report to regulatory authorities, and whether to withdraw from the engagement or from the client relationship.	<b>NOTE!</b> See procedures for withdrawal addressed in policy 4.
<b>Policy 3: I obtain an understanding with the client regarding the services to be performed. (See paragraph .29 of QC section 10.)</b>	
I prepare a written engagement letter for each engagement, documenting the understanding with the client regarding the nature, scope, and limitations of the services to be performed. I obtain the client's signature on that letter before significant resources are committed to the engagement.	<b>TIP!</b> Having an "evergreen" engagement letter, or an engagement letter that covers more than one year, exposes you to a variety of risks. If circumstances necessitate the use of a multiyear engagement letter, even when not required by the standards, best practice is to send a written updating letter annually.
If the nature or scope of the engagement changes, I document the change in an addendum to the engagement letter that is sent to the client.	
<b>Policy 4: I follow established procedures on withdrawal from an engagement or from both the engagement and the client relationship, as follows: (See paragraph .30 of QC section 10.)</b>	
I consider whether there is a professional, regulatory, or legal requirement for the firm to remain in place or for the firm to report to regulatory authorities the withdrawal from the engagement, or from both the engagement and the client relationship, together with the reasons for the withdrawal. I consult with legal counsel or my insurance carrier if necessary.	
I discuss with the appropriate level of the client's management and those charged with its governance the issues and my conclusion regarding withdrawal from the engagement or from both the engagement and the client relationship.	
I consider the implications for previous engagements with this client, including the need to withdraw previously issued reports.	



Acceptance and Continuance	
<b>Policy 5: I document how issues relating to acceptance or continuance of client relationships were resolved.</b>	
I document, in a memorandum to the engagement files, significant issues, consultations, conclusions, and the basis for the conclusions relating to acceptance or continuance of client relationships and specific engagements.	

Human Resources	
<b>The purpose of the human resources element of a system of quality control is to provide the firm with reasonable assurance that it has sufficient personnel with the capabilities, competence, and commitment to ethical principles necessary (a) to perform its engagements in accordance with professional standards and regulatory and legal requirements, and (b) to enable the firm to issue reports that are appropriate in the circumstances.</b>	
<b>Policy 1: The firm has sufficient personnel with the competence, capabilities, and commitment to ethical principles necessary to perform engagements in accordance with professional standards and applicable legal and regulatory requirements; and enable the firm to issue reports that are appropriate in the circumstances. (See paragraph .31 of QC section 10.)</b>	NOTE! Depending on the firm's engagements, sufficient personnel may be just you.
<b>Policy 2: The firm hires only those per-diem personnel who have the characteristics to enable them to perform competently.</b>	
I set criteria regarding such factors as education, licensure or certification, and experience, and only hire as per-diem personnel those who meet the criteria.	
<b>Policy 3: I maintain capabilities and competencies required for an engagement. (See paragraph .33 of QC section 10.)</b>	
Such competencies include the following: <ul style="list-style-type: none"> <li>• An understanding of the role of the firm's system of quality control and the AICPA Code of Professional Conduct</li> <li>• An understanding of the performance, supervision, and reporting aspects of the engagement</li> <li>• An understanding of the applicable accounting, auditing, or attestation professional standards, including those standards directly related to the industry in which a client operates</li> <li>• An understanding of the industry in which a client operates, including the industry's organization and operating characteristics, to identify the areas of high or unusual risk associated with an engagement, and to evaluate the reasonableness of industry-specific estimates</li> <li>• Skills that indicate sound professional judgment, including the ability to exercise professional skepticism</li> <li>• An understanding of how organizations are dependent on or enabled by information technologies, and the manner in which information systems are used to record and maintain financial information</li> </ul>	

(continued)

Human Resources	
I maintain the appropriate licenses, including firm license(s) or permit(s) to perform the engagements I accept, including for states other than where I primarily practice public accounting, as applicable.	<b>TIP!</b> <a href="http://www.cpamobility.org">www.cpamobility.org</a> may be helpful in determining the necessary individual licenses. <b>NOTE!</b> Per-diem personnel may need to be licensed, depending on the work that they are doing and the requirements of the relevant state board.
If I accept an audit, review or attestation examination in an industry in which I do not have recent experience, I consult appropriate resources (for example, literature, the AICPA Technical Hotline, or a suitably qualified external person) to determine the extent of changes relevant to the engagement. When determined to be necessary, I engage a suitably qualified external person to assist with the performance of an audit as a member of the engagement team.	<b>TIP!</b> How recent depends upon changes in the industry and related accounting; not more than five years is a useful guideline but it could be less, especially in regulated industries.
When an engagement is found to be materially non-conforming after report issuance (for example, through firm monitoring, peer review or regulatory inspection), I either take relevant CPE and require an EQCR on future engagements in that industry or area, or forego future engagements in that industry or area.	
<b>Policy 4: I, and per-diem personnel, participate in general and industry-specific continuing professional education (CPE) and professional development activities that enable us to accomplish assigned responsibilities and satisfy applicable CPE requirements of the AICPA, state CPA societies, state boards of accountancy, and other regulators.</b>	<b>TIP!</b> A mix of CPE delivery methods (such as self-study, webcasts, live presentations) enhances the learning experience.
<i>[If I practice in a specialized industry]</i> I, and per-diem personnel, if any, take annual CPE in the industry or area.	
I comply with, and require per-diem personnel, if any, to comply with the professional education requirements of the board(s) of accountancy in state(s) where they are licensed, and as applicable, the AICPA, the state CPA society, and <i>Government Auditing Standards</i> (the Yellow Book).	<b>WARNING!</b> The requirement for CPE is intended to address competency, not just maintaining a CPA license. Accordingly, all per-diem personnel, not just those with a CPA license, should take relevant CPE. Taking more CPE than required by state law or regulation may be needed to obtain the necessary competency.
I document my compliance, and obtain and retain documentation for per-diem personnel of their compliance, with such CPE requirements.	
Regardless of whether otherwise required, I take—and require per-diem personnel, if any, to take—ethics CPE periodically [ <i>specify, for example the minimum required by state law or regulation</i> ].	<b>NOTE!</b> This applies to non-licensed firm personnel as well.
I am a member of a state society and the AICPA, including AICPA section memberships as relevant.	<b>NOTE!</b> This best practice provides you with a wealth of resources, such as access to the AICPA Technical Hotline, professional journals, the AICPA Ethics Hotline, audit tools, and more!
I stay informed of changes in accounting and auditing standards, independence, integrity, and objectivity requirements (for example, by reading professional publications and taking relevant CPE).	<b>WARNING!</b> Be sure that the changes are reflected in your practice—for example, engagement letters, representation letters, reports on financial statements, and so on.

Human Resources	
I participate in professional development activities, such as taking graduate-level courses, being active in professional organizations, serving on professional committees, speaking to professional groups, and writing for professional publications.	

Engagement Performance	
<p>The purpose of the engagement performance element of quality control is to provide the firm with reasonable assurance (a) that engagements are consistently performed in accordance with applicable professional standards and regulatory and legal requirements, and (b) that the firm or the engagement partner issues reports that are appropriate in the circumstances. Policies and procedures for engagement performance should address all phases of the design and execution of the engagement, including engagement performance, supervision responsibilities, and review responsibilities. Policies and procedures also should require that consultation takes place when appropriate. In addition, a policy should establish criteria against which all engagements are to be evaluated to determine whether an engagement quality control review should be performed.</p>	
<p><b>Policy 1: I use quality control materials (QCM) (for example, an audit and accounting manual, standardized forms, checklists, templates, practice aids, tools, questionnaires, and the like) to assist with engagement performance. (See paragraph .35 of QC section 10.)</b></p>	
<p>I ensure that, whether I develop my own QCM or obtain it from a third-party provider,</p> <ul style="list-style-type: none"> <li>• the material is reliable and suitable for the practice;</li> <li>• the QCM is up-to-date;</li> <li>• modifications to the package and to individual forms are appropriate; and</li> <li>• the forms being used are appropriate for the engagement.</li> </ul>	
<p><b>Policy 2: I plan engagements to meet professional, regulatory and the firm’s requirements.</b></p>	
<p>I use practice aids that prescribe the factors I should consider in the planning process and the extent of documentation of those considerations.</p>	
<p>Planning considerations may vary depending on the size and complexity of the engagement. I follow these procedures for planning engagements:</p> <ul style="list-style-type: none"> <li>• If I accept an audit in an industry in which I do not have recent experience, I take industry-specific CPE before planning procedures are performed.</li> <li>• I develop or update background information on the client and the engagement.</li> </ul>	<p><b>NOTE!</b> The planning phase starts before work to obtain engagement evidence begins.</p> <p><b>TIP!</b> How recent depends upon changes in the industry and related accounting; not more than five years is a useful guideline but it could be less, especially in regulated industries. Also, make sure that you are using the most recent AICPA Audit and Accounting Guide for that industry, when applicable.</p>

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Engagement Performance	
<ul style="list-style-type: none"> <li>• Planning includes determination of whether the engagement meets the firm’s criteria for performing an EQCR. If so, the person performing the EQCR reviews the planning timely.</li> <li>• If a specialist or consultant is utilized to provide the engagement team with the necessary competence, that person reviews the planning timely.</li> </ul>	<p><b>TIP!</b> Best practice: Have the planning reviewed before fieldwork begins.</p>
<p>I prepare planning documentation that includes the following:</p> <ul style="list-style-type: none"> <li>• Proposed work programs tailored to the specific engagement</li> <li>• Whether there is a need for specialized knowledge and how that will be obtained</li> <li>• Consideration of the economic conditions affecting the client and its industry and their potential effect on the conduct of the engagement</li> <li>• Consideration of risks, including fraud considerations, affecting the client and the engagement and how they may affect the procedures to be performed</li> <li>• A budget that allocates sufficient time for the engagement to be performed in accordance with professional standards and the firm’s quality control policies and procedures</li> </ul>	
<p><b>Policy 3: I perform, supervise, document, and report (or communicate) in accordance with the requirements of professional standards, applicable regulators, and the firm.</b></p>	
<p>A written work program is used in each engagement.</p>	
<p>I supervise the work of per-diem personnel by doing the following:</p> <ul style="list-style-type: none"> <li>• Briefing the engagement team on the objectives of their work</li> <li>• Tracking the progress of the engagement</li> <li>• Considering the competence and capabilities of individual members of the engagement team, whether they have sufficient time to carry out their work, whether they understand their instructions, and whether the work is being carried out in accordance with the planned approach to the engagement</li> <li>• Addressing significant findings and issues arising during the engagement, considering their significance, and modifying the planned approach appropriately</li> <li>• Reviewing and signing off on all engagement documentation prepared by per-diem personnel.</li> </ul>	

<b>Engagement Performance</b>	
I prepare working papers that adhere to the firm’s guidelines, applicable regulatory requirements and professional standards for the form and content of documentation of the work performed and conclusions reached.	<b>NOTE!</b> If you haven’t documented what you have done, it’s as if you didn’t do it. Remember, the standard requires documentation for “an experienced reviewer with no connection to the audit” —someone with no access to anything except what is in the working papers. Therefore, the working papers need sufficient detail for the reviewer to understand exactly what was done.
Engagement documentation makes clear when and by whom engagement documentation was prepared and, if applicable, reviewed.	
<b>Policy 4: Qualified engagement team members review work performed by other team members on a timely basis. (See paragraph .36 of QC section 10.)</b>	
I perform a self-review of the nature, timing, and extent of procedures performed to have reasonable assurance that they are consistent with risk assessments and the approach described in the planning documentation. Exceptions are resolved.	<b>WARNING!</b> The financial statements can be materially correct, the report can be appropriate in the circumstances, and yet the engagement may not be in compliance with professional standards because, for example, sufficient appropriate audit evidence was not obtained, or the documentation does not reflect all the procedures performed and evidence obtained.
<p>I review engagement documentation to determine whether the following have occurred:</p> <ul style="list-style-type: none"> <li>• The work has been performed in accordance with professional standards and applicable legal and regulatory requirements.</li> <li>• Significant findings and issues have been raised for further consideration.</li> <li>• Appropriate consultations have taken place and the resulting conclusions have been documented and implemented.</li> <li>• The nature, timing, and extent of the work performed is appropriate and without need for revision.</li> <li>• The work performed supports the conclusions reached and is appropriately documented.</li> <li>• The evidence obtained is sufficient and appropriate to support the report.</li> <li>• The objectives of the engagement procedures have been achieved.</li> </ul>	<b>WARNING!</b> The review of engagement documentation to determine that the work has been performed in accordance with professional standards is not the same as the review to determine that the report issued by the firm is appropriate in the circumstances. Reviewing engagement documentation entails reviewing the working papers for documentation of sufficient appropriate engagement evidence.

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<b>Engagement Performance</b>	
<b>Policy 5: I establish, document and follow procedures when using external personnel, such as from other firms, for audit or accounting engagements.</b>	
<p>Those procedures address</p> <ul style="list-style-type: none"> <li>• the form in which instructions are given to external personnel and</li> <li>• the extent to which their work is reviewed.</li> </ul>	<b>TIP!</b> Examples: when external personnel are used to observe inventory; when using independent contractors as part of the engagement team; or when assuming responsibility for the work of component auditors.
<b>Policy 6: I complete the assembly of final engagement files on a timely basis. (See paragraph .49 of QC section 10.)</b>	<b>TIP!</b> Assembling the final files sooner rather than later is best practice.
Final engagement files are assembled by the earlier of time limits required by professional standards and applicable regulatory requirements, if any, or 60 days from the report release date.	<b>TIP!</b> Because deadlines have power, it is helpful for you to specify a time limit for all engagements in the absence of time limits required by professional standards or regulatory requirements.
<b>Policy 7: I maintain the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation. (See paragraph .50 of QC section 10.)</b>	
I implement adequate and appropriate controls over the confidentiality, custody, integrity, accessibility, and retrievability of the firm's engagement documentation.	
<p>Adequate and appropriate controls over confidentiality, custody, integrity, accessibility, and retrievability of engagement documentation include the following:</p> <ul style="list-style-type: none"> <li>• Requiring that engagement documentation clearly indicates when and by whom it was prepared and reviewed.</li> <li>• Procedures to protect the integrity of the information at all stages of the engagement, including preventing unauthorized changes to the engagement documentation. For electronic engagement documentation this includes <ul style="list-style-type: none"> <li>– Using passwords or data encryption, or both, to restrict access to authorized users</li> <li>– Using appropriate back-up routines at appropriate stages during the engagement</li> </ul> </li> <li>• Procedures for tracking the distribution of engagement documentation materials to the per-diem personnel at the start of the engagement, preparing engagement documentation during the engagement, and assembling final documentation at the end of the engagement.</li> <li>• Procedures to allow access to hardcopy engagement documentation for authorized users, including per-diem personnel and inspectors, and restrict access by others.</li> <li>• Maintaining engagement documentation in one location to enhance retrievability (this applies to both hardcopy and electronic documentation, although back-up files would be maintained elsewhere).</li> </ul>	<b>NOTE!</b> You may decide this level of detail is not necessary in your QCM.



Engagement Performance	
<ul style="list-style-type: none"> <li>• Implementing procedures regarding original paper documents that have been electronically scanned or otherwise copied to another media that accomplish the following:               <ul style="list-style-type: none"> <li>– Generate copies that contain the entire content of the original paper documentation, including manual signatures, cross-references, and annotations</li> <li>– Integrate the copies into the engagement files, including indexing and signing off on the copies as necessary</li> </ul> </li> </ul>	
<b>Policy 8: I retain engagement documentation for a period of time sufficient to meet the needs of the firm, professional standards, laws, and regulations. (See paragraph .51 of QC section 10.)</b>	
I maintain a list specifying the period of time sufficient to meet the needs of the firm, the requirements of the state board of accountancy, and applicable professional standards for each level of engagement service.	<b>TIP!</b> Your firm’s professional liability insurance carrier can be a resource in determining appropriate time limits.
Engagement documentation is retained for the specified period of time.	
<b>Policy 9: I require that consultation take place when appropriate; I make sufficient and appropriate resources available to enable appropriate consultation to take place; I provide all the relevant facts to those consulted; I document the nature, scope, and conclusions of such consultations; and I implement conclusions resulting from such consultations. (See paragraph .37 of QC section 10.)</b>	
I inform per-diem personnel of my consultation policies and procedures.	
I identify circumstances, including specialized situations, when firm personnel, including myself, may need to consult. Those circumstances include the following: <ul style="list-style-type: none"> <li>• Application of newly issued technical pronouncements</li> <li>• Industries with special accounting, auditing, or reporting requirements</li> <li>• Emerging practice problems</li> <li>• Choices among alternative generally accepted accounting principles upon initial adoption or when an accounting change is made</li> <li>• Reissuance of a report, consideration of omitted procedures after a report has been issued, or subsequent discovery of facts that existed at the time a report was issued</li> <li>• Filing requirements of regulatory agencies</li> </ul>	
I require per-diem personnel to bring matters for consultation or consideration during the engagement to my attention.	

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Engagement Performance	
<p>I determine the need to consult based on the following:</p> <ul style="list-style-type: none"> <li>• The materiality of the matter</li> <li>• My experience in a particular industry or functional area</li> <li>• Whether the applicable financial reporting framework or the relevant professional standards are as follows:                             <ul style="list-style-type: none"> <li>– Based on authoritative pronouncements that are subject to varying interpretations</li> <li>– Based on varied interpretations of prevailing practice</li> <li>– Under active consideration by an authoritative body</li> </ul> </li> </ul>	<p><b>WARNING!</b> Don't be afraid to ask; if you only ask when you are unable to draw your own conclusion, you may not know whether you have come to the correct conclusion.</p>
<p>I consult with current technical references and, as needed, outside parties such as advisory services provided by other firms, the AICPA Technical Hotline (877.242.7212), and other professional and regulatory bodies.</p>	<p><b>TIP!</b> GAO's Yellow Book Technical Assistance can be reached at 202.512.9535 or yellowbook@gao.gov.</p>
<p>I maintain, and provide per-diem personnel with, access to adequate and current reference materials, including materials relevant to my clients. Those materials include the most current versions of the following:</p> <ul style="list-style-type: none"> <li>• AICPA <i>Professional Standards</i></li> <li>• AICPA Audit and Accounting Guides relevant to all industries in which the firm practices</li> <li>• FASB pronouncements</li> <li>• Any other pronouncements relevant to the firm's practice (for example, SEC pronouncements, GASB pronouncements, <i>Government Auditing Standards</i> (the Yellow Book), and other government audit guides relevant to the firm's practice)</li> </ul>	
<p>I provide those consulted with all relevant facts that will enable them to provide informed advice.</p>	
<p>I document consultations. That documentation includes the following:</p> <ul style="list-style-type: none"> <li>• All relevant facts and circumstances</li> <li>• References to professional literature used in the determination</li> <li>• Conclusions reached, and how they were implemented</li> <li>• Reference to the engagement working papers</li> </ul>	<p><b>NOTE!</b> This includes consultation of standards.</p>
<p><b>Policy 10: I deal with and resolve differences of opinion; I document and implement the conclusions reached; and I do not release the report until the matter is resolved. (See paragraphs .46–.48 of QC section 10.)</b></p>	
<p>I evaluate issues of professional judgment when differences of opinion arise with per-diem personnel, with those consulted, or with an external reviewer and resolve the matter before releasing the report.</p>	



<b>Engagement Performance</b>	
The conclusion reached to resolve the matter of disagreement and how that conclusion was implemented are documented.	
I will not release the report until I have resolved any differences of opinion. If persons involved in the engagement continue to disagree with my resolution, they may disassociate themselves from the resolution of the matter and document that a disagreement continues to exist.	<b>NOTE!</b> Resolution does not require consensus. Though consensus is optimal, you as the owner of the practice are responsible for determining the resolution.
<b>Policy 11: I have criteria for determining whether an engagement quality control review should be performed; I evaluate all engagements against the criteria; I contract with a qualified external person to perform the EQCR for all engagements that meet the criteria; and I do not release the report until the review is completed. (See paragraphs .38–.40 of QC section 10.)</b>	<b>TIP!</b> If your acceptance and continuance policies and procedures limit engagement risk, the need for an engagement quality control review may be diminished. <b>WARNING!</b> Criteria that are not responsive to the structure and nature of the firm’s practice are not appropriate.
The criteria for requiring that an EQCR be performed is based on my assessment, given the structure and nature of my practice, of which engagements would most benefit from an independent review.	<b>WARNING! !</b> It is critical, in setting criteria for an EQCR, that you carefully consider which engagements have the highest risk of not being performed in accordance with the standards or that the report will not be appropriate in the circumstances. Consider the engagements that you actually perform in setting the criteria; do not only consider engagements that are clearly outside your expertise and you would never accept. Recognize that the risk factors to the firm change over time and the criteria for an EQCR may need to change accordingly.
The firm’s criteria include [ <i>specify criteria, which could include, but are not limited to, the following</i> ]: <ul style="list-style-type: none"> <li>• The identification of unusual circumstances or risks in an engagement or class of engagements as pre-determined by the firm. For example, <ul style="list-style-type: none"> <li>– audits in which a going concern issue was identified but the report was not modified;</li> <li>– compilations with disclosures when the firm has only been doing compilations without disclosures; or</li> <li>– a review (or other engagement) for an entity with issues that the firm rarely encounters (for example, joint ventures)</li> </ul> </li> <li>• An engagement quality control review is required by law or regulation.</li> <li>• An engagement for which the undue influence threat may exist (for example, an engagement that represents more than 10 percent of the firm’s audit and accounting practice).</li> <li>• A high-risk engagement, as pre-defined, using the same criteria used for acceptance and continuance.</li> </ul>	<b>WARNING!</b> Appropriate criteria for most firms will consist of a mix of the following and not rely on just one criterion. <b>WARNING!</b> Having your firm’s only criterion for performing an EQCR be “I have identified unusual circumstances or risks in an engagement” is not appropriate. This criterion is too subjective to be responsive to the structure and the nature of the firm’s practice. Likewise, the client’s revenue volume or total assets as the sole criterion is not appropriate because these are not, in and of themselves, indicators of the risk of the engagement.

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Engagement Performance	
<ul style="list-style-type: none"> <li>• An engagement for an entity operating in a highly specialized or regulated industry, including financial institutions and employee benefit plans, and audits in accordance with government auditing standards.</li> <li>• An engagement in an industry in which the firm’s practice is limited and the firm’s personnel have little or no experience.</li> <li>• An engagement for which the familiarity threat may exist.</li> </ul>	<p><b>NOTE!</b> If the firm has a concentration in a specialized industry, more appropriate criteria may be based on risk factors within that specialization. For example, a firm that specializes in EBP audits may require an EQCR for all audits of a specific type of EBP.</p> <p><b>WARNING!</b> Performing only one or two audits in a particular industry increases your risk. Don’t think “Oh, I only do one, how risky can it be?”</p>
<p>I evaluate all engagements against the criteria, both before accepting the engagement and during the engagement, and contract with a qualified external person to perform an EQCR for all engagements that meet the criteria.</p>	
<p><b>Policy 12: Engagement quality control reviewers meet the firm’s criteria for eligibility. (See paragraphs .42–.44 of QC section 10.)</b></p>	<p><b>TIP!</b> The AICPA’s list of peer reviewers and your state society are resources for finding an EQCR reviewer.</p>
<p>The engagement quality control reviewer meets the following criteria:</p> <ul style="list-style-type: none"> <li>• Has sufficient technical expertise and experience.</li> <li>• Carries out his or her responsibilities with objectivity and due professional care without regard to the relative positions of the audit engagement partner and the engagement quality control reviewer. If the reviewer’s objectivity becomes impaired, the reviewer must be replaced.</li> <li>• Does not make decisions for the engagement team or participate in the performance of the engagement except to serve as a consultant to the engagement partner at any stage during the engagement, with the understanding that the engagement quality control reviewer’s objectivity may be impaired if the nature and extent of consultations becomes significant.</li> <li>• Does not assume any of the responsibilities of the engagement partner or have responsibility for the audit of any significant subsidiaries, divisions, benefit plans, or affiliated or related entities.</li> <li>• Meets the independence requirements relating to the engagements reviewed, even though the engagement quality control reviewer is not a member of the engagement team.</li> </ul>	
<p><b>Policy 13: I establish procedures addressing the nature, timing, extent, and documentation of the engagement quality control review. (See paragraph .41 of QC section 10.)</b></p>	

<b>Engagement Performance</b>	
<p>Regarding the EQCR, I understand that:</p> <ul style="list-style-type: none"> <li>• I remain responsible for the engagement and its performance, and the engagement quality control reviewer does not make decisions for me.</li> <li>• I may consult the engagement quality control reviewer at any stage during the engagement, with the understanding that the engagement quality control reviewer's objectivity may be impaired if the nature and extent of consultations becomes significant and accordingly will no longer be able to function as the engagement control reviewer.</li> <li>• The engagement quality control reviewer is not a member of the engagement team and does not provide the competency needed by the engagement team (that is, me and per-diem personnel, if any).</li> </ul>	<p><b>WARNING!</b> If your EQC reviewer finds too much wrong or you need to consult with the EQC reviewer too often, the EQC reviewer may cross the line into the consultant role and you may need to hire another person to perform the EQCR.</p> <p><b>TIP!</b> Consider the potential need for EQCR when setting acceptance and continuance policies.</p>
<p>For engagements that meet the firm's criteria for having an EQCR performed, I</p> <ul style="list-style-type: none"> <li>• hire an engagement quality control reviewer;</li> <li>• discuss with the engagement quality control reviewer the significant findings or issues that arose during the engagement, if any; and</li> <li>• do not release the report until the completion of the EQCR.</li> </ul>	<p><b>TIP!</b> The EQCR is completed when the EQC reviewer decides it is completed.</p>
<i>Timing of the EQCR</i>	
<p>Performing an engagement quality control review is not necessary to obtain sufficient appropriate audit evidence for audit engagements; therefore, the engagement quality control review does not need to be completed before the date of the auditor's report. When the engagement quality control review results in additional audit procedures being performed, the date of the auditor's report is changed to the date by which sufficient appropriate audit evidence has been obtained.</p>	<p><b>WARNING!</b> Though permitted by the standard, completing the EQCR after dating the report is far from optimal, and the time between dating the report and then completing the EQCR is expected to be minimal.</p>
<p>The firm's procedures require that for audit and examination engagements, the engagement quality control reviewer do the following:</p> <ul style="list-style-type: none"> <li>• Discuss significant accounting, auditing, and financial reporting issues with me, including matters for which there has been consultation.</li> <li>• Discuss with me how I identified and audited high-risk assertions, transactions and account balances.</li> <li>• Confirm with me that there are no significant unresolved issues.</li> </ul>	

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<b>Engagement Performance</b>	
<ul style="list-style-type: none"> <li>• Review selected working papers relating to the significant judgments the engagement team made and the conclusions they reached.</li> <li>• Review documentation of the resolution of significant accounting, auditing, or financial reporting issues, including documentation of consultation with firm personnel or external sources.</li> <li>• Review the summary of uncorrected misstatements related to known and likely misstatements.</li> <li>• Review additional engagement documentation to the extent considered necessary.</li> <li>• Read the financial statements and the report and consider whether the report is appropriate.</li> <li>• Complete the EQC review before the release of the report.</li> <li>• Conduct the EQC review at appropriate stages during the engagement to the extent possible.</li> <li>• Determine whether the issues raised in the EQC review require additional procedures that necessitate changing the auditor's report date.</li> </ul>	<p><b>NOTE!</b> Conducting the EQCR at appropriate stages during the engagement reduces the time pressure for resolving issues that the EQC reviewer identifies.</p>
<p>Before reports are released, matters that would cause the reviewer to question my judgments and conclusions are resolved and the resolution is documented.</p>	
<p>The engagement quality control review is documented. Documentation includes the following:</p> <ul style="list-style-type: none"> <li>• That the procedures required by the firm's policies on engagement quality control review have been performed</li> <li>• That the engagement quality control review has been completed before the report is released</li> <li>• An assertion that the reviewer is not aware of any unresolved matters that would cause the reviewer to believe that the significant judgments the engagement team made and the conclusions it reached were not appropriate <b>(See paragraph .45 of QC section 10.)</b></li> </ul>	

<b>Monitoring</b>	
<p>The purpose of the monitoring element of a system of quality control is to provide the firm and its engagement partners with reasonable assurance that the policies and procedures related to the system of quality control are relevant, adequate, operating effectively, and complied with in practice. Monitoring involves an ongoing consideration and evaluation of the appropriateness of the design, the effectiveness of the operation of a firm's quality control system, and a firm's compliance with its quality control policies and procedures. The purpose of monitoring compliance with quality control policies and procedures is to provide an evaluation of the following:</p> <ul style="list-style-type: none"> <li>• Adherence to professional standards and regulatory and legal requirements</li> <li>• Whether the quality control system has been appropriately designed and effectively implemented</li> <li>• Whether the firm's quality control policies and procedures have been operating effectively so that reports that are issued by the firm are appropriate in the circumstances</li> </ul> <p><b>TIP!</b> PRP Section 10,000, <i>Monitoring Guidance</i>, is available free of charge at <a href="http://www.aicpa.org/interestareas/peerreview/resources/peerreviewprogrammanual/2015/downloadabledocuments/may2015-10000-mon-guide.pdf">www.aicpa.org/interestareas/peerreview/resources/peerreviewprogrammanual/2015/downloadabledocuments/may2015-10000-mon-guide.pdf</a></p> <p>This section of the Peer Review Manual contains guidance on performing and documenting monitoring, as well as checklists and sample summary reports.</p>	
<p><b>NOTE</b></p> <p>The purpose of monitoring is to provide feedback on how the system of QC is working and whether changes are needed. Monitoring activities include inspections of engagement documentation, reports and financial statements, and inspections of other elements covered by the firm's QC system. Reviews of engagement documentation, reports and financial statements can occur</p> <ul style="list-style-type: none"> <li>• before the report is issued (EQCR or other pre-issuance review) or</li> <li>• after the report is issued (post-issuance review).</li> </ul> <p>EQCR and other pre-issuance reviews are not, in and of themselves, inspection procedures. However, to the extent that information obtained from a pre-issuance review is evaluated in terms of what happens on other engagements, and addressed systemically—that is monitoring.</p> <p>Post-issuance reviews can occur on an engagement-by-engagement basis or at set times during the year. The difference between engagement performance QC procedures and monitoring QC procedures is that monitoring procedures are designed to determine the root cause of the problem and to then fix the problem systemically. Engagement QC fixes the problem at the engagement level but does not look for the root cause, nor are engagement procedures designed to fix the problem systemically.</p>	
<p><b>Policy 1: I have a monitoring process designed to provide reasonable assurance that the policies and procedures relating to the system of quality control are relevant, adequate, and operating effectively. (See paragraph .52 of QC section 10.)</b></p>	
<p>I maintain appropriate records that enable me to provide my peer reviewer with a complete list of engagements performed.</p>	<p><b>WARNING!</b> Your records need sufficient detail to track your engagement population. For example, separately identify an EBP audit performed in conjunction with the employer audit. This also has implications for document retention and selecting engagements for inspection.</p>

(continued)

Monitoring	
<p>In accordance with the membership requirements of the AICPA Governmental Audit Quality Center and the AICPA Employee Benefit Plan Audit Quality Center, the engagement letter covering the firm’s peer review will require that the governmental audits and Employee Retirement Income Security Act (ERISA) employee benefit plan audits selected for review during the firm’s peer review be reviewed by someone who is employed by a member firm of the respective Center. Also, information relative to the firm’s most recently accepted peer review is available to the public in accordance with the membership requirements of the respective Centers.</p>	
<p><b>Policy 2: I perform monitoring procedures that are sufficiently comprehensive to enable me to assess compliance with all applicable professional standards and all elements of the firm’s quality control policies and procedures.</b></p>	
<p>I perform a post-issuance review of selected engagements at least annually for compliance with my firm’s policies and procedures. The selected engagements represent a reasonable cross-section of the firm’s accounting and auditing practice using the following criteria [<i>specify criteria, which could include, but are not limited to, the following</i>]:</p> <ul style="list-style-type: none"> <li>• Engagements required to be selected during peer review (under <i>Government Auditing Standards</i>, ERISA, FDIC Improvement Act [FDICIA] financial institutions, carrying broker-dealers and examinations of service organizations [SOC 1® and SOC 2® engagements])</li> <li>• Specialized industries with emphasis given to high risk engagements</li> <li>• Initial engagements</li> <li>• Level of service performed</li> <li>• Engagements from a merged-in practice</li> <li>• SEC registrants and other engagements performed in accordance with the standards of the PCAOB</li> <li>• Engagements with areas that have been identified as findings in other reviews (that is, PCAOB, peer review, or prior internal inspection)</li> </ul>	<p><b>NOTE!</b> The most effective monitoring focuses on areas of high risk (the risk that the firm isn’t meeting professional standards or its own QC policies and procedures).</p> <p><b>WARNING!</b> Remember—you don’t know what you don’t know. If you are new to an industry or if very few people in the firm have experience in an industry or technical area, hiring an external inspector to perform all or some inspection procedures may be beneficial.</p>
<p>When deficiencies are identified in engagements, I consider the need to expand the selection of engagements to assist in determining whether the deficiencies noted are systemic or repetitive.</p>	



<b>Monitoring</b>	
<p>In addition to engagement inspection and reviews, the firm’s monitoring procedures include the following:</p> <ul style="list-style-type: none"> <li>• Reviewing compliance with the firm’s policies and procedures related to relevant ethical responsibilities, including independence, human resources, acceptance and continuance of client relationships and specific engagements, and engagement performance</li> <li>• Reviewing all policies and procedures and revising those affected by changes in professional standards or the nature of my practice</li> </ul>	<p><b>NOTE!</b> Inspection of engagement documentation, reports and financial statements is only one element of monitoring. Don’t forget other aspects such as human resources, CPE, licenses, and so on.</p> <p><b>NOTE!</b> Examples of changes in professional standards that may result in a need to revise quality control policies and procedures are the issuance of Statement on Standards for Accounting and Review Services (SSARS) No. 21 and the changes to preparation services, and changes to the AICPA Code of Professional Conduct.</p>
<p>I consider the following factors in determining that the firm’s quality control policies and procedures and its methodologies remain relevant and adequate:</p> <ul style="list-style-type: none"> <li>• <i>External factors:</i> <ul style="list-style-type: none"> <li>– Changes in professional standards or other regulatory requirements applicable to the firm’s practice</li> <li>– Changes in applicable AICPA membership requirements</li> <li>– Mergers and divestitures of portions of the practice</li> </ul> </li> <li>• <i>Internal indicators:</i> <ul style="list-style-type: none"> <li>– Results of inspections and peer reviews</li> <li>– Review of litigation and regulatory enforcement actions against the firm and its personnel</li> </ul> </li> <li>• Reviewing and determining that the firm’s practice aids are current and reflect recent professional pronouncements and changes in my practice</li> <li>• Reviewing CPE records to determine whether the classroom training and self-study programs I use are appropriate for the firm’s practice</li> <li>• Reviewing CPE records to determine that I am in compliance with the requirements of the AICPA and other applicable regulatory agencies</li> </ul>	
<p>I summarize the findings from monitoring procedures at least annually, including the conclusions drawn from the monitoring procedures, and consider the systemic causes of findings that indicate improvements are needed. <b>(See paragraph .54 of QC section 10.)</b></p>	<p><b>NOTE!</b> Even if you perform continuous monitoring (such as inspections performed while planning for next year’s engagement), annually “pulling it all together” and determining that all monitoring procedures have been documented helps provide reasonable assurance of meeting the requirements of the standards.</p> <p><b>TIP!</b> Many firms perform their annual inspection at the same time of the year as their peer review is performed.</p>

(continued)

<b>Monitoring</b>	
I determine corrective actions or improvements to be made with respect to the specific engagements reviewed or the firm's quality control policies and procedures and take those actions, including necessary modifications to the quality control system, on a timely basis. (See paragraphs .56–.57 of QC section 10.)	<b>WARNING!</b> Evaluating one's own work is very difficult and inspection is especially challenging for sole practitioners. If you determine that there were no deficiencies in any engagement and no corrective actions or improvements are needed, you may need another set of eyes to evaluate that conclusion.
When the results of the monitoring procedures (through firm monitoring, peer review, or regulatory inspection) indicate that a report may be inappropriate or that procedures were omitted during the performance of the engagement, I <ol style="list-style-type: none"> <li>a. determine what further action is appropriate to comply with relevant professional standards and legal and regulatory requirements;</li> <li>b. consider whether to obtain legal advice; and</li> <li>c. take the appropriate action and document the action taken. (See paragraph .57 of QC section 10.)</li> </ol>	<b>NOTE</b> In such circumstances for audit engagements, AU-C section 560, <i>Subsequent Events and Subsequently Discovered Facts</i> , and AU-C section 585, <i>Consideration of Omitted Procedures After the Report Release Date</i> , are applicable.
<b>Policy 3: I deal appropriately with complaints and allegations. (See paragraphs .60–.61 and .64 of QC section 10.)</b>	
I investigate complaints and allegations promptly.	
I consult with legal counsel or my professional liability insurance carrier as necessary.	
I document the complaints and allegations and the responses to them.	
<b>Policy 4: I prepare appropriate documentation to provide evidence of the operation of each element of its system of quality control. (See paragraph .62 of QC section 10.)</b>	
I document appropriate evidence of the operation of each element of the firm's system of quality control addressing the following: <ul style="list-style-type: none"> <li>• Monitoring procedures performed, including the procedure for selecting completed engagements to be subject to post-issuance review</li> <li>• A record of the evaluation of the following:               <ul style="list-style-type: none"> <li>– Adherence to professional standards and regulatory and legal requirements</li> <li>– Whether the quality control system has been appropriately designed and effectively implemented</li> <li>– Whether the firm's quality control policies and procedures have been appropriately applied so that reports that are issued by the firm are appropriate in the circumstances</li> </ul> </li> <li>• Identification of the deficiencies noted, an evaluation of their effects, and the basis for determining whether further action is necessary and what that action should be (See paragraph .A79 of QC section 10.)</li> </ul> <p>Although the form and content of this documentation is a matter of judgment, the illustration in table 1 is an example of such documentation.</p>	<b>TIP!</b> PRP Section 10,000, <i>Monitoring Guidance</i> , is available free of charge at <a href="http://www.aicpa.org/interestareas/peerreview/resources/peerreviewprogrammanual/2015/downloadabledocuments/may2015-10000-mon-guide.pdf">www.aicpa.org/interestareas/peerreview/resources/peerreviewprogrammanual/2015/downloadabledocuments/may2015-10000-mon-guide.pdf</a>  This section of the Peer Review Manual contains guidance on performing and documenting monitoring as well as checklists and sample summary reports.



<b>Monitoring</b>	
<b>Policy 5: I retain documentation providing evidence of the operation of the system of quality control for an appropriate period of time. (See paragraph .63 of QC section 10.)</b>	
I retain monitoring documentation for a period time sufficient to meet the firm's peer review or other regulatory requirements.	

**Table 1: Summary of Quality Control Monitoring for the Calendar Year 20XX**

Element of Quality Control and Applicable Policies	Reviewer's Initials and Date Reviewed	Location of Additional Documentation
<i>Leadership Responsibilities for Quality Within the Firm</i>		<i>These policies are evidenced by the overall operation of the firm's system of quality control.</i>
<b>RELEVANT ETHICAL REQUIREMENTS</b>		
<b>Policy 1.</b> Complying with relevant ethical requirements	JB 6/30/XX	Independence confirmation files
<b>Policy 2.</b> Communicating independence requirements to per-diem professionals and, where applicable, others subject to them	JB 6/30/XX	Independence confirmation files
<b>Policy 3.</b> Evaluating independence and objectivity, including the familiarity threat that may be created on an audit or attest engagement over a long period of time, and taking appropriate action to eliminate them or reduce them to an acceptable level by applying safeguards	JB 6/30/XX	Independence confirmation files
<b>Policy 4.</b> Requiring per-diem personnel to notify me of any breaches of independence requirements and taking appropriate action to resolve such situations	JB 6/30/XX	Independence confirmation files
<b>Policy 5.</b> Not accepting, or withdrawing from the engagement if effective safeguards to reduce threats to independence to an acceptable level cannot be applied	JB 6/30/XX	Client acceptance files and client engagement files
<b>Policy 6.</b> Confirming, in writing, my compliance with policies and procedures on independence and obtaining written confirmation from all per-diem professionals required to be independent by relevant requirements	JB 6/30/XX	Independence confirmation files
<b>ACCEPTANCE AND CONTINUANCE OF CLIENT RELATIONSHIPS AND SPECIFIC ENGAGEMENTS</b>		
<b>Policy 1.</b> Assessing the risk associated with providing professional services in particular circumstances, including evaluating factors that have a bearing on management's integrity; and only accepting or continuing engagements and client relationships that the firm when it concludes that the risk is at an acceptable level engagements for which the firm has the capabilities, resources, and professional competence to complete; and evaluating, at the end of specific periods or upon occurrence of certain events, whether the relationship should be continued	JB 6/30/XX	Client acceptance files and client engagement files

*(continued)*

Element of Quality Control and Applicable Policies	Reviewer's Initials and Date Reviewed	Location of Additional Documentation
<b>Policy 2.</b> Accepting or continuing to perform only those engagements that I can complete with professional competence and evaluating whether the relationship should be continued	JB 6/30/XX	Engagement files
<b>Policy 3.</b> Obtaining an understanding with the client regarding services to be performed	JB 6/30/XX	Engagement files
<b>Policy 4.</b> Following established procedures on withdrawal from an engagement or from both the engagement and the client relationship	JB 6/30/XX	Not applicable for year ended 20XX
<b>Policy 5.</b> Documenting how issues relating to acceptance or continuance of client relationships and specific engagements were resolved	JB 6/30/XX	Client acceptance files and client engagement files
<b>HUMAN RESOURCES</b>		
<b>Policy 1.</b> Having sufficient personnel with the competence, capabilities, and commitment to ethical principles necessary to perform engagements in accordance with professional standards and applicable legal and regulatory requirements; and enable firm to issue reports that are appropriate in the circumstances	JB 6/30/XX	Personnel files
<b>Policy 2.</b> Hiring per-diem personnel of integrity who possess the characteristics that enable them to perform competently	JB 6/30/XX	Personnel files
<b>Policy 3.</b> Maintaining the competencies and capabilities required for an engagement	JB 6/30/XX	Personnel files
<b>Policy 4.</b> Participating in general and industry-specific continuing professional education (CPE) and professional development activities that enable me and per-diem personnel to accomplish assigned responsibilities and satisfy applicable CPE requirements of the AICPA, state CPA society, state boards of accountancy, and other applicable regulators	JB 6/30/XX	Personnel files
<b>ENGAGEMENT PERFORMANCE</b>		
<b>Policy 1.</b> Using quality control materials (QCM) to assist with engagement performance	JB 6/30/XX	Engagement files
<b>Policy 2.</b> Planning engagements to meet professional standards, regulatory requirements, and the firm's requirements	JB 6/30/XX	Engagement files
<b>Policy 3.</b> Performing, supervising, reviewing, documenting, and reporting (or communicating) in accordance with the requirements of professional standards	JB 6/30/XX	Engagement files
<b>Policy 4.</b> Reviewing the work performed by other team members on a timely basis	JB 6/30/XX	Engagement files
<b>Policy 5.</b> Establishing, documenting, and following procedures when using external personnel, such as from other firms, for audit or accounting engagements	JB 6/30/XX	Engagement files
<b>Policy 6.</b> Completing the assembly of final engagement files on a timely basis	JB 6/30/XX	Engagement files
<b>Policy 7.</b> Maintaining the confidentiality, safe custody, integrity, accessibility, and retrievability of engagement documentation	JB 6/30/XX	Engagement files
<b>Policy 8.</b> Retaining engagement documentation for a period of time sufficient to meet the needs of the firm, professional standards, laws, and regulations	JB 6/30/XX	Engagement files

Element of Quality Control and Applicable Policies	Reviewer's Initials and Date Reviewed	Location of Additional Documentation
<b>Policy 9.</b> Requiring that consultation take place when appropriate; making sufficient and appropriate resources available to enable appropriate consultation to take place; providing to those consulted all the relevant facts known to me; documenting the nature, scope, and conclusions of such consultations; and implementing conclusions resulting from such consultations	JB 6/30/XX	Engagement files
<b>Policy 10.</b> Dealing with and resolving differences of opinion; documenting and implementing the conclusions reached; and not releasing the report until the matter is resolved	JB 6/30/XX	Engagement files
<b>Policy 11.</b> Having criteria for determining whether an engagement quality control review should be performed; evaluating all engagements against the criteria; contracting with a qualified external person to perform the engagement quality control review for all engagements that meet the criteria; and not releasing the report until the review is completed	JB 6/30/XX	Client acceptance files
<b>Policy 12.</b> Contracting with engagement quality control reviewers who meet the firms' criteria for eligibility	JB 6/30/XX	Engagement files
<b>Policy 13.</b> Establishing procedures addressing the nature, timing, extent, and documentation of the engagement quality control review	JB 6/30/XX	Engagement files
<b>MONITORING</b>		
<b>Policy 1.</b> Maintaining a monitoring process designed to provide reasonable assurance that the policies and procedures relating to the system of quality control are relevant, reliable, adequate, and operating effectively	JB 6/30/XX	Monitoring files
<b>Policy 2.</b> Performing monitoring procedures that are sufficiently comprehensive to enable me to assess compliance with all applicable professional standards and the firm's quality control policies and procedures	JB 6/30/XX	Monitoring files
<b>Policy 3.</b> Dealing appropriately with complaints and allegations	JB 6/30/XX	Engagement files
<b>Policy 4.</b> Preparing appropriate documentation to provide evidence of the operation of each element of the firm's system of quality control	JB 6/30/XX	Monitoring files
<b>Policy 5.</b> Retaining documentation of evidence of the operation of the system of quality control for an appropriate period of time	JB 6/30/XX	Monitoring files

**Appendix: QC Section 10, *A Firm's System of Quality Control***

*[Refer to section 10,200 appendix for reprint.]*

# AAM Section 10,250

## *Statement on Quality Control Standards*

*Statements on Quality Control Standards (SQCSs) are issued by the Auditing Standards Board. Firms that are enrolled in an AICPA approved practice-monitoring program are obligated to adhere to quality control standards established by the AICPA.*

### **Statement on Quality Control Standards No. 8, A Firm's System of Quality Control (QC sec. 10)**

Supersedes SQCS No. 7. SQCS Nos. 2–6 were previously superseded by SQCS No. 7. SQCS No. 1 was previously superseded by SQCS No. 2.

Effective date: Applicable to a CPA firm's system of quality control for its accounting and auditing practice as of January 1, 2012.

*[Refer to section 10,200 appendix for reprint.]*



## AAM Section 10,280

# “Alternative Practice Structures” Interpretation of the “Independence Rule”

### 1.220.020 Alternative Practice Structures

.01 *Members* practicing public accounting in nontraditional practice structures (alternative practice structures [APS]) should apply this interpretation to determine whether they are in compliance with the “Independence Rule” [1.200.001].

.02 All such structures must be organized in a form that complies with applicable laws, rules, and regulations, the “Form of Organization and Name Rule” [1.800.001] and the related “Alternative Practice Structures” interpretation [1.810.050] of the “Form of Organization and Name Rule.”

.03 For example, in an APS, a substantial piece of the nonattest portion of a *member’s* practice may be conducted under public or private ownership, and the attest portion of the practice may be conducted through a separate *firm* that the *member* owns and *controls*.

### Terminology

.04 The following terms are defined solely for the purpose of applying this interpretation:

- a. APS is a form of organization in which a *firm* that provides attest services is closely aligned with another public or private organization that performs other *professional services*.
- b. A covered member includes both employed and leased individuals who meet the definition of a *covered member*.
- c. The term direct superiors includes those persons so closely associated with a *partner* or *manager* who is a covered member that such persons can directly control the *partner’s* or *manager’s* activities. For this purpose, a person who can directly control is the immediate superior of the *partner* or *manager* who has the power to direct the activities of that person so as to be able to directly or indirectly (for example, through another entity over which the direct superior can exercise significant influence) derive a benefit from that person’s activities. An example is the person who has day-to-day responsibility for the activities of the *partner* or *manager* and is in a position to recommend promotions and compensation levels. This group of persons is so closely aligned through direct reporting relationships that their interests seem to be inseparable.
- d. Indirect superiors are not connected with *partners* and *managers* who are covered members through direct reporting relationships; rather, they are one or more levels above direct superiors of covered members (that is, there always is a level in between). Generally, this starts with persons in an organization structure to whom direct superiors report and go up the line from there. Indirect superiors also include the *immediate family* of indirect superiors.
- e. Other public company entities include the public company and all entities consolidated in the public company *financial statements* that are not subject to the “Independence Rule” [1.200.001] and its *interpretations* in their entirety.
- f. Significant influence is having the ability to exercise significant influence over the financial, operating, or accounting policies of the entity by, for example
  - i. being connected with the entity as a promoter, an underwriter, a voting trustee, a general partner, or a director;

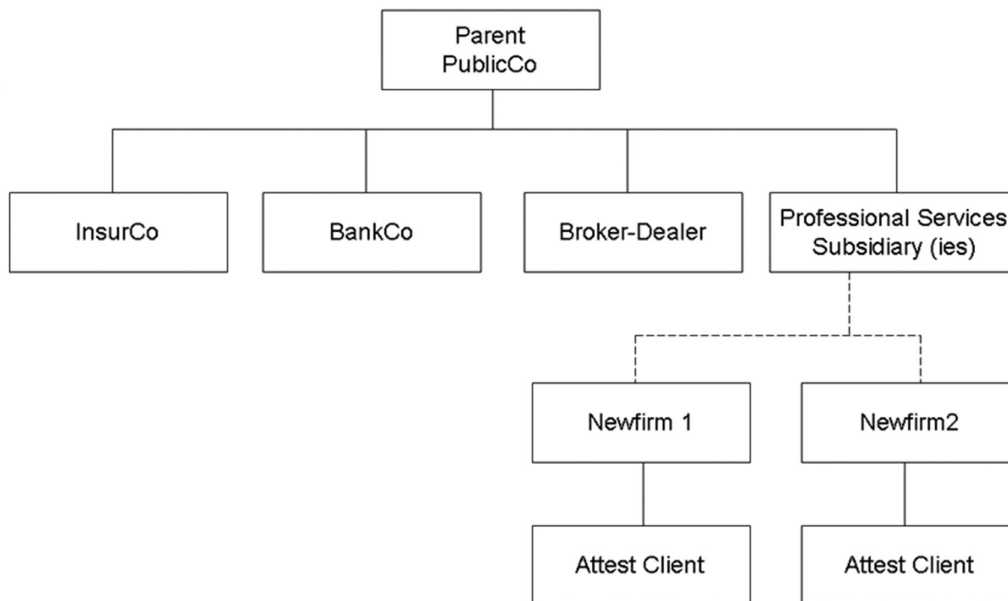
- ii. being in a policy-making position, such as chief executive officer, chief operating officer, chief financial officer, or chief accounting officer; or
- iii. meeting the criteria in Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 323-10-15 to determine the ability of an investor to exercise such influence with respect to an entity.

### APS Model

.05 The APS described in paragraphs .06–.07 in this section and the related chart provides an example of a structure in use at the time that this interpretation was developed. Many of the references in this interpretation are to the example, but *members* should apply the concepts in spirit and substance to variations of the example structure as they develop.

.06 The example APS in this interpretation is one in which an existing CPA practice (Oldfirm) is sold by its owners to another (possibly public) entity (PublicCo). PublicCo has subsidiaries or divisions, such as a bank, an insurance company, or a broker-dealer. It also has one or more professional service subsidiaries (PSS) or divisions that offer nonattest services (for example, tax, personal financial planning, and management consulting) to *clients*. The owners and employees of Oldfirm become employees of one of PublicCo’s subsidiaries or divisions and may provide those nonattest services. In addition, the owners of Oldfirm form a new CPA firm (Newfirm) to provide attest services. CPAs, including the former owners of Oldfirm, own a majority of Newfirm (with regard to voting and financial interests). Attest services are performed by Newfirm and supervised by its owners. The arrangement between Newfirm and PublicCo (or one of its subsidiaries or divisions) includes the lease of employees, office space, and equipment; the performance of back-office functions, such as billing and collections; and advertising. Newfirm pays a negotiated amount for these services.

.07 The chief executive of the local office of the PSS where the *partners* of Newfirm are employed would be a direct superior. The chief executive of the PSS itself would be an indirect superior, and there may be indirect superiors in between, such as a regional chief executive of all PSS offices within a geographic area.



### Interpretation

.08 The “Independence Rule” [1.200.001] and *interpretations* normally extend only to those persons and entities included in the definition of *covered members*. However, in an APS environment, the self-interest, man-



agement participation, self-review, advocacy, or undue influence *threats* to a covered member’s compliance with the “Independence Rule” may not be at an *acceptable level* unless certain *safeguards* are implemented by other individuals or entities.

.09 *Threats* to compliance with the “Independence Rule” [1.200.001] would not be at an *acceptable level*, could not be reduced to an *acceptable level* by the application of *safeguards*, and *independence* would be *impaired* when the following individuals or entities fail to apply the “Independence Rule” and *interpretations* with respect to *attest clients* of Newfirm:

- a. Covered members of Newfirm
- b. Direct superiors of any *partner* or *manager* who is a covered member of Newfirm and entities within the APS over which such individuals can exercise *significant influence*

.10 In addition, *threats* to compliance with the “Independence Rule” [1.200.001] would not be at an *acceptable level*, could not be reduced to an *acceptable level* by the application of *safeguards*, and *independence* would be *impaired* in the following circumstances:

- a. Indirect superiors and other public company entities have a material relationship with an *attest client* of Newfirm that is prohibited by the “Overview of Financial Interests” interpretation [1.240.010], the “Trustee or Executor” interpretation [1.245.010], the “Loans” interpretation [1.260.010], or the “Joint Closely Held Investments” interpretation [1.265.020] of the “Independence Rule” (for example, investments, *loans*, and so on). In making the test for materiality for financial relationships of an indirect superior, all the financial relationships with an *attest client* held by that person should be aggregated and, to determine materiality, assessed in relation to the person’s net worth. In making the materiality test for financial relationships of other public company entities, all the financial relationships with an *attest client* held by such entities should be aggregated and, to determine materiality, assessed in relation to the consolidated *financial statements* of PublicCo.
- b. Any other public company entity over which an indirect superior has direct responsibility has a financial relationship with an *attest client* during the *period of the professional engagement* that is material in relation to the other public company entity’s *financial statements*.
- c. Financial relationships of indirect superiors or other public company entities allow such persons or entities to exercise significant influence over the *attest client* during the *period of the professional engagement*. In making the test for significant influence, financial relationships of all indirect superiors and other public company entities should be aggregated.
- d. Other public company entities or any of their employees are connected with an *attest client* of Newfirm as a promoter, an underwriter, a voting trustee, a director, or an officer during the *period of the professional engagement* or during the period covered by the *financial statements*.

.11 Indirect superiors and other public company entities may provide services to an *attest client* of Newfirm that would *impair independence* if performed by Newfirm, except as noted in paragraph .10d.

.12 When Newfirm and its *partners* and professional employees perform *attest engagements* for PublicCo or any of its subsidiaries or divisions, *threats* to compliance with the “Independence Rule” [1.200.001] would not be at an *acceptable level* and could not be reduced to an *acceptable level* through the application of *safeguards*. Accordingly, *independence* would be *impaired*.

.13 If an *attest client* of Newfirm holds an investment in PublicCo that is material to the *attest client* or that allows the *attest client* to exercise significant influence over PublicCo during the *period of the professional engagement*, *threats* to compliance with the “Independence Rule” [1.200.001] would not be at an *acceptable level* and could not be reduced to an *acceptable level* through the application of *safeguards*. Accordingly, *independence* would be *impaired*.

.14 When making referrals of services between Newfirm and any of the entities within PublicCo, a *member* should consider the provisions of the “Conflicts of Interest” interpretation [1.110.010] of the “Integrity and Objectivity Rule” [1.100.001] and the “Alternative Practice Structures” interpretation [1.810.050] of the “Form of Organization and Name Rule” [1.800.001]. [Prior reference: paragraph .16 of ET section 101]



## **AAM Section 10,300**

### ***Sample Quality Control Forms***

.01 The following are sample documents and forms that practitioners may find useful.

**.02 Independence and Representation Checklist for Other Auditors**

Office \_\_\_\_\_

Firm name \_\_\_\_\_

In order to determine that your firm is in compliance with the independence standards, regulations, interpretations and rulings of the AICPA, the *(name of State)* CPA Society, the *(name of State)* Board of Accountancy, and *(name of State)* statutes the following must be completed by \_\_\_\_\_ *(date)* and returned to \_\_\_\_\_ as noted. If there are any questions you have related to the completion of the form, or if there is a matter that has come to your attention which may impair your firm's independence, please contact *(name of Partner)* to resolve the problem.

- |   | <u>Yes</u> | <u>No</u> |
|---|------------|-----------|
| 1. We are aware that [ <i>Name of primary auditor</i> ] has been engaged to audit the financial statements of [ <i>Name of parent</i> ] as of [ <i>Date</i> ] and for the [ <i>period, for example, year</i> ] then ended.                      | _____      | _____     |
| 2. We are aware that [ <i>Name of primary auditor</i> ] plans to rely on our audit of the financial statements of [ <i>Name of subsidiary or component</i> ] as of [ <i>Date</i> ] and for the [ <i>period, for example, year</i> ] then ended. | _____      | _____     |
| 3. [We are aware that the primary auditor will refer to our report in their report.]  | _____      | _____     |
| 4. We are independent with respect to [ <i>Name of both the parent and subsidiary or component.</i> ]   | _____      | _____     |

---

 Partner of other audit firm

---

 Date

Reviewed by:

---

 Partner of primary audit firm

**.03 Scheduling Request**

Client \_\_\_\_\_ Engagement No. \_\_\_\_\_ Year End \_\_\_\_\_  
 Partner \_\_\_\_\_ Manager \_\_\_\_\_ Tax Ptr/Mgr \_\_\_\_\_

Personnel Requested	Experience Level	Interim			Year End			Total Hours
		From	Thru	Hours	From	Thru	Hours	
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____

Audited? Yes \_\_\_\_\_ No \_\_\_\_\_ Estimated total hours:  
 SEC? Yes \_\_\_\_\_ No \_\_\_\_\_ Partner \_\_\_\_\_  
 Reviewed? Yes \_\_\_\_\_ No \_\_\_\_\_ Manager \_\_\_\_\_  
 Compiled? Yes \_\_\_\_\_ No \_\_\_\_\_ Staff \_\_\_\_\_  
 Attestation? Yes \_\_\_\_\_ No \_\_\_\_\_  
 Industry \_\_\_\_\_ Total \_\_\_\_\_

Can dates be adjusted? Yes \_\_\_\_\_ No \_\_\_\_\_ Explain \_\_\_\_\_  
 Can personnel be changed? Yes \_\_\_\_\_ No \_\_\_\_\_ Explain \_\_\_\_\_  
 Comments \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Requested by \_\_\_\_\_ Date \_\_\_\_\_ Scheduled \_\_\_\_\_ Date \_\_\_\_\_  
 Assignment Manager

.04 History of Staff Assignments

NAME \_\_\_\_\_

CLIENT/ LOCATION	DATES		RESPONSIBILITY LEVEL	ASSIGNMENT DESCRIPTION				
	INTERIM	YEAR END		TOTAL HOURS	INDUSTRY	SEC	AUDIT AREAS PERFORMED	REPORTED TO
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____

.05 Client History of Personnel Assigned

CLIENT _____				LOCATION _____						
YEAR ENDING _____		AUDITED?			YES _____ NO _____		SEC? YES _____ NO _____			
FISCAL YEAR	HOURS		ENTER NAMES AND CHARGEABLE HOURS FOR THE YEAR							
	INTERIM	YEAR END	PARTNER	MANAGER	SENIOR	IN-CHARGE	STAFF	STAFF	STAFF	STAFF
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

.06 Scheduling Master Plan

MONTH OF \_\_\_\_\_

Staff member	Carry forward	Month assignments	Nonworking hours							Nonrecurring assignments				Hours for month			
			Vacation	Holiday	Prof dev.	Comp time	CPA exam	Admin	Other	Tax dept	Review dept	Other client #	hr	Total assign	Available	(Over) under	
Aston	XX	XX	XX	X	X			X					XXXXXX	X	XXX	X	XX
Barry	XX	X	XX	X	X				X	X					XXX	XX	X
Casey	X	X	X	X						X	X				XXX	XX	XX
Davis	XX	X	X	X	X	X	X	X	X	X		X	XXXXXXXX	XX	XXXX	XX	(XX)
Evans	X	X	X	X	X	X							XXXXXXXX	XX	XXXX		(XX)
Frank	XX	X	X	X	X	X	X	X	X	X		X	XXXXXXXX	XX	XXXX	X	(XX)
Louis	XX	X	XX	X	X	X			X		X				XXX	XX	XX
Miceli	XX	X	XX	XX	X	X	X	X	X						XXX	XX	XX
Total	XXXX	XX	XXX	XXX	XX	XX	XX	XX	XX	XX	XX		XXX	XXX	XXX	XXX	XXX



.07 Consultation Log

DATE	MODE OF COMMUNICATION	CLIENT	OFFICE	REQUEST	RESPONSE	MEMORANDUM	
						REQUIRED YES/NO	DATE REC'D
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

.08 Consultation Worksheet

DATE \_\_\_\_\_

CLIENT NAME \_\_\_\_\_

LOCATION \_\_\_\_\_

ENGAGEMENT (TYPE) \_\_\_\_\_

SUBJECT (QUESTION) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

CONSULTANT'S RESPONSE: (Cite professional literature discussed and conclusion of consultant) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

FINAL RESOLUTION \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Senior/Manager

\_\_\_\_\_  
Date

\_\_\_\_\_  
Partner

\_\_\_\_\_  
Date

.09

PRE-EMPLOYMENT APPLICATION					
NAME				DATE	
ADDRESS					
TELEPHONE NUMBER			SOCIAL SECURITY NUMBER		
POSITION APPLIED FOR					
FIRST CHOICE		SECOND CHOICE		MINIMUM SALARY REQUIRED: \$	
<input type="checkbox"/> Full Time <input type="checkbox"/> Permanent Part Time <input type="checkbox"/> Temporary <input type="checkbox"/> Summer Temporary					
REFERRED BY <input type="checkbox"/> Newspaper ad _____ <input type="checkbox"/> Agency _____ <input type="checkbox"/> Friend _____ <input type="checkbox"/> Other _____ <div style="display: flex; justify-content: space-between; font-size: small;"> <span>NAME</span> <span>NAME</span> <span>NAME</span> <span>NAME</span> </div>					
EDUCATIONAL BACKGROUND — <input type="checkbox"/> See Below <input type="checkbox"/> See Attached Resume					
	NAME & LOCATION OF SCHOOL	MAJOR COURSE	YEARS ATTENDED		YEAR GRAD.
			FROM	TO	
Elementary					
High or Vocational					
Business or Technical					
College					
Graduate					
ADDITIONAL SKILLS OR MACHINE KNOWLEDGE <input type="checkbox"/> See Below <input type="checkbox"/> See Attached Resume					

*Note: See the AICPA Management of an Accounting Practice Handbook for an alternative.*

EMPLOYMENT HISTORY — <input type="checkbox"/> See Below <input type="checkbox"/> See Attached Resume <span style="float: right;">List present (or if currently unemployed, most recent) position first.</span>						
FROM	TO	EMPLOYER'S NAME	EMPLOYER'S ADDRESS	POSITION OR TITLE	SUPERVISION	REASON FOR LEAVING
USE THIS SPACE TO ACCOUNT FOR PERIODS NOT WORKED				ADDITIONAL INFORMATION HELPFUL IN CONSIDERING EMPLOYMENT		
<b>AGREEMENT</b>						
<p>"I certify that the information given by me in this application is true in all respects, and I agree that if employed and it is found to be false in any way, that I may be subject to dismissal without notice, if and when discovered. I authorize the use of any information in this application to enable _____ to verify my statements, and I authorize _____ past employers, doctors, all references and any other persons to answer all questions asked by _____ concerning my ability, character, reputation, and previous employment record. I release all such persons from any liability or damages on account of having furnished such information. I further agree, if employed, that (i) I am to work faithfully and diligently, to be careful and avoid accident, to come to work promptly, and I am not to be absent for any reason without prior notice to my supervisor, (ii) upon termination of employment, _____ may answer all questions asked of any prospective employer concerning my ability, character, reputation and employment record. I agree to submit to a physical examination whenever requested by _____ and, if employed, I agree to abide by all present and subsequently issued personnel policies and rules of _____"</p>						
APPLICANT'S SIGNATURE: _____					DATE: _____	



.11 Record of Professional Development

Name \_\_\_\_\_

Employee No. \_\_\_\_\_

**Out-of-Office Courses:**

	Sponsor	Course description	No. of hours	Date completed
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____
4.	_____	_____	_____	_____
5.	_____	_____	_____	_____
6.	_____	_____	_____	_____
7.	_____	_____	_____	_____
8.	_____	_____	_____	_____
9.	_____	_____	_____	_____
10.	_____	_____	_____	_____

**In-House Programs:**

	Instructor	Course description	No. of hours	Date completed
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____
4.	_____	_____	_____	_____
5.	_____	_____	_____	_____
6.	_____	_____	_____	_____
7.	_____	_____	_____	_____
8.	_____	_____	_____	_____
9.	_____	_____	_____	_____
10.	_____	_____	_____	_____

.12 20XX Professional Development

		<u>Summary (in hours)</u>			
		<u>In-house presentations</u>		<u>Outside courses</u>	<u>Total</u>
		<u>Developed in-house</u>	<u>Purchased programs</u>		
<b>Partners/Owners</b>					
1.	_____	_____	_____	_____	_____
2.	_____	_____	_____	_____	_____
3.	_____	_____	_____	_____	_____

		<u>In-house presentations</u>			
		<u>Developed in-house</u>	<u>Purchased programs</u>	<u>Outside courses</u>	<u>Total</u>
<b>Professional staff</b>					
1.	_____	_____	_____	_____	_____
2.	_____	_____	_____	_____	_____
3.	_____	_____	_____	_____	_____
4.	_____	_____	_____	_____	_____
5.	_____	_____	_____	_____	_____
6.	_____	_____	_____	_____	_____
7.	_____	_____	_____	_____	_____
8.	_____	_____	_____	_____	_____

<b>Paraprofessionals</b>					
1.	_____	_____	_____	_____	_____
2.	_____	_____	_____	_____	_____
3.	_____	_____	_____	_____	_____
4.	_____	_____	_____	_____	_____

.13 20XX Professional Development

Summary (in dollars)

	<u>Purchased programs for in-house use</u>	<u>Outside courses</u>	<u>Total</u>
<b>Partners/Owners</b>			
1. _____	\$ _____	\$ _____	\$ _____
2. _____	_____	_____	_____
3. _____	_____	_____	_____
<b>Professional staff</b>			
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____
4. _____	_____	_____	_____
5. _____	_____	_____	_____
6. _____	_____	_____	_____
7. _____	_____	_____	_____
8. _____	_____	_____	_____
<b>Paraprofessionals</b>			
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____
4. _____	_____	_____	_____



**.14 Performance Evaluation**

*[To be completed after each engagement of 40 hours or more.]*

Name \_\_\_\_\_ Classification \_\_\_\_\_

Client \_\_\_\_\_ From \_\_\_\_\_ To \_\_\_\_\_

Describe work assigned: \_\_\_\_\_

\_\_\_\_\_

In your opinion based on the staff member’s classification, should this assignment be considered:

Demanding

Routine

This individual is  is not  ready for increased responsibility. Explain \_\_\_\_\_

\_\_\_\_\_

**Rating:** Enter comments which describe the staff member’s performance on this engagement. Rate the staff member on each of the items below as Outstanding (O), Very High (VH), Good (G), Below Normal (BN), or Not Applicable (NA).

*[Support each caption with specific incidents or remarks.]*

**Technical Knowledge:** Did the staff member possess adequate knowledge to function effectively at the level assigned? Did this knowledge encompass accounting principles, auditing standards, and tax accounting? Has the staff member kept current on recent developments and new pronouncements on professional practice matters as they affected this engagement?

O VH G BN NA

**Rating:**

\_\_\_\_\_

**Analytical Ability and Judgment:** How well did the staff member recognize problems, develop relevant facts, formulate alternative solutions, and decide on appropriate conclusions? Did the staff member distinguish between material and immaterial items? Was the staff member practical in adapting theory and experience to the individual circumstances of this client?

O VH G BN NA

**Rating:**

\_\_\_\_\_

*(continued)*

**Written and Oral Expression:**

Evaluate the effectiveness of the staff member’s letters, memoranda, and other forms of written communication. In conversation, did the staff member communicate intentions effectively? Were instructions understood the first time? Did the staff member sell ideas, obtain acceptance and action?

O V H G B N NA

Rating:

---

---

---

**Performance:**

Can you depend on the staff member for sustained, productive work? Were assignments organized and completed accurately in a reasonable amount of time? Did the staff member readily assume responsibility? Did the staff member meet time estimates and document work papers properly?

O V H G B N NA

Rating:

---

---

---

**Development of Personnel:**

In assigning work, did the in-charge member make the most effective use of available talent in terms of getting the work done and in terms of developing staff members performing the work? Did the in-charge staff member tend to make assignments which were either too easy or too hard for his subordinates? Was the staff member readily accepted as a leader? Was the staff member effective in on-the-job coaching?

O V H G B N NA

Rating:

---

---

---

**Client Relations:**

How well did the staff member relate to this client and gain his acceptance? How well did the staff member recognize and take advantage of practice development opportunities, through extension of services to this client?

O V H G B N NA

Rating:

---

---

---

**Attitude:** Did the staff member demonstrate a positive and professional approach to the assignment? Was this demonstrated by sustained effort in completing work? Was the assignment undertaken with enthusiasm and zest? Did the staff member respond in a positive way to suggestions and guidance from superiors? To what degree did the staff member make personal sacrifices to meet client requirements? Was the staff member a helpful member of the team? Did the staff member go out of his way to help an associate?

O V H G B N NA

**Rating:**

---

---

---

**Personal Characteristics:** Did the staff member possess self-confidence and was this confidence projected in an acceptable way? Were positive impressions created with this client and with associates? Did the staff member have a keen sense of what to do or say (tact)? Were clothes appropriate to professional work? Was the staff member well groomed?

O V H G B N NA

**Rating:**

---

---

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*Note:* See the AICPA MAP Handbook for alternatives.

Strong points that were evident: \_\_\_\_\_

---

---

---

Recommendations for improvement: \_\_\_\_\_

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---

---

Comments of Staff Member Being Evaluated: \_\_\_\_\_

---

---

---

Signatures:

Evaluated staff member \_\_\_\_\_ Date \_\_\_\_\_

Evaluator \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_

Engagement manager \_\_\_\_\_ Date \_\_\_\_\_

Partner \_\_\_\_\_ Date \_\_\_\_\_

.15

JOB EVALUATION REPORT
[For Assignments of Thirty (30) Hours or More]

Name \_\_\_\_\_
Location \_\_\_\_\_
Engagement \_\_\_\_\_
Assistant \_\_\_\_\_ In-Charge \_\_\_\_\_

Table with 7 columns: A, A-, B+, B, B-, C+, C. Row 1: SUPERIOR, EXCELLENT, ABOVE AVERAGE, SATISFACTORY, IMPROVEMENT DESIRED, IMPROVEMENT REQUIRED, UNSATISFACTORY. Row 2: NOT APPLICABLE. Header: Compared to Others in Peer Group.

A. PERFORMANCE ON THE JOB

1. Technical Ability Demonstrated

- a) The purpose of the audit procedures planned was understood
b) Materiality was neither underestimated nor overestimated
c) Accounting theory and current releases of the profession were applied correctly
d) Federal and state income tax regulations were applied correctly

Grid for performance evaluation: 4 rows, 7 columns.

2. Working Paper Evidence

- a) Documentation of work performance, including adequate indexing and cross referencing
b) Sound explanations and conclusions
c) Use of standard work papers
d) Legibility
e) Accuracy — absence of mathematical errors

Grid for performance evaluation: 5 rows, 7 columns.

3. Completing This Job

- a) Meeting planned time estimates
b) Completing reports and tax returns
c) Following up the reviewer's comments and making the necessary changes

Grid for performance evaluation: 3 rows, 7 columns.

4. Client Reaction on This Job

- a) Getting along with the client's employees
b) Interest in the client's business

Grid for performance evaluation: 2 rows, 7 columns.

B. ENGAGEMENT ADMINISTRATION — (For In-Charge Accountants Only)

1. Effectiveness of Proper Planning

- a) Extent that the scope of the work related to internal control
b) Developing the work program

Grid for performance evaluation: 2 rows, 7 columns.

2. Utilizing Staff Effectively and Efficiently

- a) Advance planning to minimize crises
b) Efficient use of staff on the job
c) On-the-job training of assistants

Grid for performance evaluation: 3 rows, 7 columns.

3. Meeting Deadlines

- a) Completing the engagement in the planned time
b) Delivering completed pencil copies of the report and tax returns to the supervisor as agreed

Grid for performance evaluation: 2 rows, 7 columns.

4. The Product

- a) Quality of report preparation, including adequate and informative disclosures
b) Quality of the management advice recommendations

Grid for performance evaluation: 2 rows, 7 columns.

5. Practice Management

- a) Extending service
b) Ease of collecting for services performed

Grid for performance evaluation: 2 rows, 7 columns.

.16

**Knowledge and Skill Form**

(and Profile of Management Role Performance)

Staff member evaluated	Date
Evaluator	

*Indicate most effective and least effective roles by placing a check in the far left or right hand column (maximum of two each). For the other five traits, indicate relative strength of staff member by placing a check in columns 2, 3, or 4.*

(Circle at least two but not more than four in each section and indicate the effectiveness of each trait.)

	If you wish, add your own words.	Effectiveness				
		Least		Most		
		1	2	3	4	5
<b>Planner</b> Careful Imaginative Routine Constant Sloppy Foresighted Erratic Cautious Thorough Infrequent Last-minute Meticulous						
<b>Problem solver</b> Analytical Critical Hasty Slow Consistent Faulty Creative Quick Superficial Routine Reliable Successful						
<b>Communicator</b> Warm Inhibited Thorough Expressive Sloppy Weak Receptive Efficient Cold Unstructured Patient Precise						
<b>Leader</b> Dominating Uncertain Weak Loose Excitable Permissive Fair Amiable Partial Energetic Heavy-handed Sure						
<b>Decision maker</b> Decisive Slow Quick Frequent Lone Avoider Seldom Rash Delayer Reliable Participative Dependent						
<b>Trainer</b> Systematic Patient Sloppy Off-on Unprepared Efficient Diligent Slow Conscientious Knowledgeable Disinterested Enthusiastic						
<b>Team member</b> Cooperative Influential Conformist Forceful Unreliable Divisive Reliable Reluctant Independent Undisciplined Contributing Welcome						
<b>Innovator</b> Original Infrequent Unnecessary Constant Appropriate Clever Creative Disruptive Consistent Sensible Unimaginative Rash						
<b>Job expertise</b> Amateur Obsolete Masterful Versatile Improving Mediocre Balanced Up-to-date Too technical Disinterested Lagging Thorough						

(Complete Annually)

.17 Employee Annual Performance Appraisal

Time Period Involved			<input type="checkbox"/> EXEMPT <input type="checkbox"/> NON-EXEMPT	
From	To			
Name		Position Title	Number	
Hire Date	Present Position Date	Days Absent From: _____ To: _____ Charged To _____ Sick Time: _____ Disability: _____		
Strengths		Development Needs		
		Suggested Plan for Performance Improvement		
Summary				
Overall Rating on Having Met Job Requirements				
Non-Exempt - Circle One			Exempt - Circle One	
1	2	3	1	2
1 = Did Not Meet Job Requirements			1 = Did Not Meet Job Requirements	
2 = Met All			2 = Met Most	
3 = Exceeded			3 = Met All	
			4 = Exceeded	
			5 = Far Exceeded	

Review the following questions before answering them, using the following criteria:

- A *yes* answer should be considered for possible mention as a “strength.” If so, refer to it on the first page of this evaluation.
- A *no* answer should be considered for possible mention as a “development need.” If so, refer to it on the first page of this evaluation.

All answers should be considered in arriving at an overall rating on having met job requirements.

	CHECK AS APPROPRIATE				
	Strength	Yes	N/A	No	Development Need
<u>Quality of Work</u>					
Is work accurate, neat, and clearly presented?	( )	( )	( )	( )	( )
Carefully planned, well organized, and thorough?	( )	( )	( )	( )	( )
<u>Productivity</u>					
Is a good level of production maintained?	( )	( )	( )	( )	( )
Are deadlines met?	( )	( )	( )	( )	( )
Are pressure situations handled effectively?	( )	( )	( )	( )	( )
<u>Knowledge of Job</u>					
Does the individual know where to get information?	( )	( )	( )	( )	( )
Is the individual used as a source of information by others?	( )	( )	( )	( )	( )
<u>Communication</u>					
Does the individual ask for clarification when necessary?	( )	( )	( )	( )	( )
Does the individual respond to others in a manner that indicates understanding?	( )	( )	( )	( )	( )
Are ideas expressed so that others are able to understand them?	( )	( )	( )	( )	( )
<u>Human Relations</u>					
Does the individual cooperate with others to get the job done?	( )	( )	( )	( )	( )
Does the individual demonstrate tact and courtesy in dealing with others?	( )	( )	( )	( )	( )
Does the individual maintain a good working relationship with all others?	( )	( )	( )	( )	( )
Are questions and requests dealt with in a helpful manner?	( )	( )	( )	( )	( )
<u>Need for Supervision</u>					
Can the individual be relied upon to get work done without close supervision?	( )	( )	( )	( )	( )
Does the individual take the initiative when appropriate?	( )	( )	( )	( )	( )

(continued)

CHECK AS APPROPRIATE

	Strength	Yes	N/A	No	Development Need
<u>Problem Solving</u>					
Does the individual collect the data needed to solve problems?	( )	( )	( )	( )	( )
Are problems solved quickly?	( )	( )	( )	( )	( )
Are solutions reasonable and accurate?	( )	( )	( )	( )	( )
Does the individual know when to ask for advice and whom to ask?	( )	( )	( )	( )	( )
Does the individual seek out methods to do work more efficiently?	( )	( )	( )	( )	( )
Are alternate solutions generated when appropriate?	( )	( )	( )	( )	( )
<u>Work Habits</u>					
Does the individual comply with the AICPA's established work hours?	( )	( )	( )	( )	( )
Does the individual provide proper notification when absent from work?	( )	( )	( )	( )	( )
<u>Personal Development</u>					
Does the individual try to expand on required knowledge and skills?	( )	( )	( )	( )	( )
Does the individual readily grasp and master the new job requirements?	( )	( )	( )	( )	( )
Does the individual show ambition by building on strengths and working on deficiencies?	( )	( )	( )	( )	( )
Is the individual a good candidate for promotion?	( )	( )	( )	( )	( )
Is the individual ready for promotion at this time?	( )	( )	( )	( )	( )
<u>Supervisory Capabilities</u>					
Does the individual demonstrate the ability to direct and be responsible for the performance of others?	( )	( )	( )	( )	( )
Does the individual effectively evaluate and develop subordinates?	( )	( )	( )	( )	( )
Are subordinates properly motivated?	( )	( )	( )	( )	( )
Are subordinates given reasonable goals and aided in meeting them?	( )	( )	( )	( )	( )
Does the individual comply with administrative and policy guidelines of _____?	( )	( )	( )	( )	( )
Is good judgment exercised in observing budget constraints?	( )	( )	( )	( )	( )
Does the individual maintain adequate discipline in regard to subordinates attendance and punctuality?	( )	( )	( )	( )	( )
Does the individual provide a good example for peers and subordinates to follow?	( )	( )	( )	( )	( )



INCUMBENT REVIEW COMMENTS & ACKNOWLEDGEMENT

I acknowledge that: (1) I have reviewed and discussed this performance appraisal with the preparer. My signature means that I have been advised of my performance evaluation but does not necessarily imply that I agree with it; (2) I have received a copy of the goals/duties that will be used to evaluate my performance during the coming year; and (3) I have reviewed my job description and do  do not  feel it should be revised. My signature and the date I discussed this with the preparer appears below.

Employee	Date
Evaluator/Title	Date

.18 Client/Engagement Acceptance and Continuation Checklist<sup>1</sup>

*Note:* Acceptance of a new client normally is of critical importance to a small firm. Depending on the type of industry and the services to be provided, accepting a new client can affect nearly all aspects of a firm's quality control system: Are the firm's library and practice aids adequate? Do personnel have appropriate continuing professional education? Does the firm need an outside consultant? The best time to document the acceptance decision is when a new audit or attestation client or engagement is signed, using a form such as the one below.

Name of prospective client: \_\_\_\_\_

Address and Phone No.: \_\_\_\_\_

Name and title of contact at prospective client: \_\_\_\_\_

Form completed by: \_\_\_\_\_ Date: \_\_\_\_\_

**Instructions**

This form provides for information necessary to assess whether to accept a prospective client. The information should be obtained from discussions with the prospective client's management, bankers, attorneys, credit services, and if applicable current or former independent CPA, from reviewing the client's financial statements, regulatory agency reports, credit reports, and tax returns, and from other sources such as industry or accounting journals, etc. As much information as possible should be obtained before visiting the potential client. Depending on the type of engagement involved, some information requested on this form may not be applicable, or additional information may be necessary and should be attached.

**Services and Reports Required**

1. Describe the service and reports requested. \_\_\_\_\_

\_\_\_\_\_

2. Describe the reason the service is needed, including any regulatory requirements or third parties for which the service or report is intended. \_\_\_\_\_

\_\_\_\_\_

3. What is the required completion date? \_\_\_\_\_

\_\_\_\_\_

4. Describe any other services not requested for which there appears to be a need. \_\_\_\_\_

\_\_\_\_\_

<sup>1</sup> Certain items in this checklist have been reprinted from the *Journal of Accountancy*, Copyright © 1997 by the AICPA.

5. What is the preliminary estimate of hours to complete the engagement? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
6. Has the client imposed any restrictions on the scope of the engagement that might preclude expression of an unqualified report? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
7. Do we have the necessary expertise and staff to perform the engagement? (If not, how will we overcome this problem?) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Industry Practices and Conditions**

8. In what industry does the company operate? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
9. Describe any specialized tax or accounting practices applicable to the industry. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
10. Describe any economic, technological or competitive conditions or other recent developments in the industry that may affect the company's operations. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
11. Describe any special regulatory requirements applicable to the industry. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
12. Is the company in the development stage? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Organization and Personnel**

13. Company's Legal Name: \_\_\_\_\_ Fiscal Year End: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
  14. Type of legal entity (Corporation, S Corporation, partnership, proprietorship, etc.): \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
  15. List the major stockholders (partners or owners) of the company and their percentage of ownership. If applicable, obtain and attach a copy of the company's organization chart.
- | Name and (if applicable) Title | % Ownership |
|--------------------------------|-------------|
| _____                          | _____       |
| _____                          | _____       |
| _____                          | _____       |
| _____                          | _____       |

16. List the principal members of management.

Name and Title	Stated Qualifications (education, training, and experience)
_____	_____
_____	_____
_____	_____
_____	_____

17. Briefly describe any existing or contemplated employee bonus arrangement (individual, title, method of computation), stock option, or pension (profit sharing) plans that may affect the engagement. \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

18. List each location maintained by the company (including foreign locations, if any), the nature of the activity performed at each, and the approximate number of employees at each, i.e., plant, sales office, executive offices, etc.

Location	Activity	No. of Employees
_____	_____	_____
_____	_____	_____

19. Inquire about possible transactions with related parties that may affect the engagement.

Name of Related Party	Relationship	Type of Transaction
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Operations**

20. Describe the nature of the company’s major assets and liabilities. \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

21. What are the company’s sources of revenue and marketing methods? (Describe major products, customers, etc.). \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

22. If the company is economically dependent on a major customer, name the customer and approximate percentage of total revenue generated by this customer. \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

23. Describe the components of cost of goods sold and the company’s production process. \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

24. What are the major expenses of the company other than cost of goods sold? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
25. Describe the company's compensation methods, i.e., salary, hourly wage, commissions, piece work, union scale, etc. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
26. What are the company's major sources of financing, i.e., working capital loans, long term debt, leasing, equity, etc. Describe restrictive covenants on any loan agreements. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
27. Is management sufficiently knowledgeable about its activities and financial condition? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
28. Does it appear that the entity's activities or resources are heavily concentrated in one or a few high-risk areas? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Accounting**

29. Does the company maintain the following items? [Attach description, if appropriate.]
- a. Accounting manual? \_\_\_\_\_
  - b. Budget? \_\_\_\_\_
  - c. Cost accounting system? \_\_\_\_\_
  - d. Information technology? (indicate type of equipment and software) \_\_\_\_\_  
 \_\_\_\_\_
  - e. Written credit policy? \_\_\_\_\_
30. Briefly describe the accounting system and accounting responsibilities.

Description of Accounting Record	Name of Person Who is Responsible	Information Technology	Manual	N/A
General Ledger	_____	_____	_____	_____
Subsidiary Ledgers:				
Accounts receivable	_____	_____	_____	_____
Fixed assets	_____	_____	_____	_____
Loans payable	_____	_____	_____	_____
Accounts payable	_____	_____	_____	_____
Perpetual inventory	_____	_____	_____	_____
Physical inventory summarization	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

(continued)

Quality Control

Description of Accounting Record	Name of Person Who is Responsible	Information Technology	Manual	N/A
Journals:				
Cash receipts	_____	_____	_____	_____
Cash disbursements	_____	_____	_____	_____
Sales/purchase/voucher	_____	_____	_____	_____
Payroll	_____	_____	_____	_____
General journal entries	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
Financial Reporting				
[Indicate basis of accounting]:				
Annual financial statements	_____	_____	_____	_____
Monthly financial statements	_____	_____	_____	_____
Management reports	_____	_____	_____	_____
_____	_____	_____	_____	_____
Other:				
Bank reconciliations	_____	_____	_____	_____
_____	_____	_____	_____	_____

- 31. Describe the company's completeness procedures and methods to insure that accounting transactions enter into the accounting system, i.e., that all shipments or services are invoiced, that all cash sales are recorded, and that all disbursements are recorded. \_\_\_\_\_  
\_\_\_\_\_
- 32. Describe any unusual features of the accounting system. \_\_\_\_\_  
\_\_\_\_\_
- 33. Are sufficient records available to perform the engagement? \_\_\_\_\_  
\_\_\_\_\_
- 34. Is management sufficiently knowledgeable about applicable accounting principles? \_\_\_\_\_  
\_\_\_\_\_
- 35. Does management understand accounting matters adequately to assume responsibility for proper valuation, presentation, and disclosure? \_\_\_\_\_  
\_\_\_\_\_

Tax Matters

- 36. Who prepares the tax returns? \_\_\_\_\_
- 37. Describe major differences between book and tax income, unusual tax elections, carry forwards or IRS examinations in process. If possible, review copies of the most recent 3 years of tax returns and attach them to this form. \_\_\_\_\_  
\_\_\_\_\_

**Other Matters**

38. Describe any significant problems that could affect the engagement, such as litigation or other contingencies, unusual agreements, and plans to acquire or dispose of significant assets, merge with another entity, enter a new area of business, convert to or expand use of information technology, etc. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

39. Give the name of a current or former independent CPA. \_\_\_\_\_  
 \_\_\_\_\_

a. Describe any disputes over accounting matters. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

40. Describe any apparent problems or areas for improvement that were noted where our firm could provide additional service or recommendations. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

41. Is the client relatively free from controversy and media coverage? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Independence**

42. Would service to this client cause problems of independence or conflicts of interest because of relationships with other clients or members of the staff? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Fees**

43. Based on inquiries with a current or former independent CPA, if applicable, indicate the amount of any unpaid fees and the reason for nonpayment. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

44. If possible indicate the amount of fees charged by an existing or former independent CPA for the service being proposed. (The CPA or the potential client may be willing to furnish this information, or it might be obtainable from the financial statements or tax return.) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

45. Describe any other indications that our firm might have a problem billing or collecting our fees. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

46. Does the prospective fee justify pursuing this engagement? \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Management Integrity

- 47. Have any of the following sources raised any concerns about management’s integrity?
  - a. Difficulty in obtaining information from management, or evasive, guarded or glib responses to inquiries. \_\_\_\_\_  
\_\_\_\_\_
  - b. Apparent difficulty in meeting financial operations or a deteriorating financial position that might predispose management to commit fraud or make a misrepresentation. \_\_\_\_\_  
\_\_\_\_\_
  - c. Disputes about accounting principles, engagement procedures or similarly significant matters with an existing or former accountant, or doubts of the predecessor accountant about management’s integrity. \_\_\_\_\_  
\_\_\_\_\_
  - d. Comments by bankers, attorneys, creditors, or others having a business relationship with a potential client. \_\_\_\_\_  
\_\_\_\_\_
- 48. If management is changing accountants, why is the change being made, and is the reason for the change acceptable? \_\_\_\_\_  
\_\_\_\_\_
- 49. Is there any reason to suspect that management would be uncooperative, unreasonable or otherwise unpleasant to work with? \_\_\_\_\_  
\_\_\_\_\_
- 50. Does the general integrity of the client seem satisfactory? \_\_\_\_\_  
\_\_\_\_\_

Other Comments or Observations

- 51. Give any other comments or observations that might affect our decision whether to prepare a proposal letter or its contents. Add attachments to this form, if necessary. \_\_\_\_\_  
\_\_\_\_\_

Conclusion

- 52. Should we accept/continue this client/engagement? \_\_\_\_\_  
\_\_\_\_\_



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<b>Summary Control Checklist</b>			
Firm Name _____ Quality Control Monitoring System Summary Year Ended _____			
<b>Monitoring Procedure</b>	<b>Reviewed</b>		<b>Location of Documentation</b>
	<b>By</b>	<b>Date</b>	
Analysis of the relevance of new professional pronouncements			
Continuing professional education and other professional development activities			
Independence confirmations			
Client/engagement acceptance and continuation decisions			
Interviews of firm personnel			
Review of engagements			
Inspection (describe procedures performed)			
Other procedures (describe)			
Determine that the above procedures have adequately considered and evaluated:			
1. The firm's management philosophy.			
2. Its practice environment.			
3. The relevance and adequacy of firm policies and procedures.			
4. Compliance with firm policies and procedures			
5. Appropriateness of the firm's guidance materials and practice aids.			
6. Effectiveness of professional development activities.			

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**.20 Summary Monitoring/Inspection Report**

*I. Planning the Inspection*

A. Inspection period

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B. Composition of Inspection Team:

- 1. Captain \_\_\_\_\_ Position \_\_\_\_\_
- 2. Team Member \_\_\_\_\_ Position \_\_\_\_\_
- 3. Team Member \_\_\_\_\_ Position \_\_\_\_\_

C. Indicate matters that may require additional emphasis in the inspection and explain why.

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D. Development of Inspection Program:

1. Describe programs used and indicate any deviations therefrom.

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2. Describe basis for selection of engagements:

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E. Timing of Inspection:

Commencement

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Completion of work

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Issuance of report

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*II. Scope of Work Performed*

A. Indicate elements of quality control not addressed and give reasons.

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B. Engagements Reviewed:

	Firm Totals		Engs. Reviewed	
	Hrs.	No. of Engs.	Hrs.	No. of Engs.
Audits:				
SEC Clients				
Government <sup>2</sup>				
ERISA				
Other				
Reviews				
Compilations				
Attestations				
Other Accounting Services				
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
Comments:	_____			
	_____			
	_____			
	_____			

III. Engagement Conclusions

- A. Did the inspection disclose any situation that led the reviewers to conclude that the firm or office should consider:
  - 1. Taking action to prevent future reliance on a previously issued report, pursuant to AU-C section 560, *Subsequent Events and Subsequently Discovered Facts*      Yes \_\_\_\_\_      No \_\_\_\_\_
  - 2. Performing additional auditing procedures to provide a satisfactory basis for a previously expressed opinion, pursuant to AU-C section 585, *Consideration of Omitted Procedures After the Report Release Date*      Yes \_\_\_\_\_      No \_\_\_\_\_
- B. Did the inspection team conclude in any instances that the firm or office lacked a reasonable basis under the standards for accounting and review services for the report issued?      Yes \_\_\_\_\_      No \_\_\_\_\_

If any of the answers above are *yes*, attach a description of such situations, including actions the firm or office has taken or plans to take.

<sup>2</sup> Includes only audits conducted pursuant to the *Government Auditing Standards*, issued by the Comptroller General of the United States (Yellow Book).

IV. Findings and Recommendations:

Attach a copy of any reports issued, including a summary of any inspection findings and recommendations for improvement or list such findings and recommendations below.

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Supervisory Partner \_\_\_\_\_  
Date \_\_\_\_\_

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*Note:* A firm should make the analysis and assessment of the relevance of new professional pronouncements that can affect its practice, and consequently its quality control system, an ongoing activity. The AICPA's *Journal of Accountancy* publishes many of the new pronouncements in its Official Releases column. Thus, a practitioner can review the new pronouncements monthly (or after tax season for the first three months of the year) and record that review on a checklist similar to the one below.

<b>New Pronouncements Checklist</b>						
Firm Name _____						
Analysis of New Professional Pronouncements						
The purpose of this checklist is to document the firm's analysis and assessment of the relevance of new professional pronouncements to the firm practice.						
Professional Pronouncement	Effective Date	Reviewed		Relevant?		Comment, Reference
		By	Date	Yes	No	
Auditing Standards						
Attestation Standards						
Auditing Interpretations						
Attestation Interpretations						
Standards for Accounting and Review Services						
Other AICPA Official Releases						
Other Professional Pronouncements						
Financial Accounting Standards Board						
Governmental Accounting Standards Board						
Other Pronouncements						

