

EXPOSURE DRAFT

ED 3/08

(June 2008)

Proposed Auditing Standard
ASA 260
Communication with Those
Charged With Governance
(Revised and Redrafted)
(Re-issuance of ASA 260)

Issued for Comment by the **Auditing and Assurance Standards Board**

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Australian Government

Auditing and Assurance Standards Board

Commenting on this Exposure Draft

Comments on this Exposure Draft should be forwarded so as to arrive by no later than 18 July 2008. Comments should be addressed to:

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A copy of all non-confidential submissions will be placed on public record on the AUASB website: www.auasb.gov.au.

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PREFACE

Reasons for Issuing ED 3/08

The Auditing and Assurance Standards Board (AUASB) makes Auditing Standards under section 336 of the *Corporations Act 2001* for the purposes of the corporations legislation and formulates auditing and assurance standards for other purposes.

The AUASB issues Auditing Standard ASA ~~260260260~~ ~~Communication with Those Charged With Governance~~ ~~Communication with Those Charged With Governance~~ ~~Communication with Those Charged With Governance~~ (Revised and Redrafted) pursuant to the requirements of the legislative provisions explained below.

The *Corporate Law Economic Reform Program (Audit Reform and Corporate Disclosure) Act 2004* (the CLERP 9 Act) established the AUASB as an independent statutory body under section 227A of the *Australian Securities and Investments Commission Act 2001* (ASIC Act), as from 1 July 2004. Under section 227B of the ASIC Act the AUASB may formulate Assurance Standards for other purposes.

The International Auditing and Assurance Standards Board (IAASB) has undertaken a programme to redraft, in clarity format, the entire suite of International Standards on Auditing (ISAs). In some cases, and in accordance with normal practice, the ISAs have been revised in addition to being redrafted. The redrafted ISAs are effective for audits of financial statements for periods beginning on or after 15th December 2009.

Under the Strategic Direction given to the AUASB by the Financial Reporting Council (FRC), the AUASB is required to have regard to any programme initiated by the IAASB for the revision and enhancement of the ISAs and to make appropriate consequential amendments to the Australian Auditing Standards. Accordingly, the AUASB has decided to revise and redraft the Australian Standards on Auditing (ASAs) using the revised and redrafted ISAs as a base.

ED 3/08 conforms with ISA 260 *Communication with Those Charged With Governance*, issued by the International Auditing and Assurance Standards Board, as an independent standard-setting body within the International

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3. Have applicable laws and regulations been appropriately addressed in the proposed standard?
4. Are there any references to laws or regulations which have been omitted?
5. What, if any, are the additional significant costs to/benefits for auditors and the business community arising from compliance with the main changes to the Requirements of this proposed Auditing Standard?
6. Are there any significant public interest matters that constituents wish to raise?

The AUASB prefers that respondents express a clear opinion on whether the main changes to the Requirements of this proposed Auditing Standard are supported and that this opinion be supplemented by detailed comments, whether supportive or critical, on the above matters. The AUASB regards both supportive and critical comments as essential to a balanced review of the Auditing Standard.

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Communication with Those Charged With Governance (Revised and Redrafted)

The Application of this Standard

- Aus 0.1 This Auditing Standard applies to:
- (a) an audit of a financial report for a financial year, or an audit of a financial report for a half-year, in accordance with Part 2M.3 of the *Corporations Act 2001*; and
 - (b) an audit of a financial report for any other purpose.
- Aus 0.2 This Auditing Standard also applies, as appropriate, to an audit of other financial information.

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- Aus 0.3 This Auditing Standard is operative for financial reporting periods commencing on or after the date of issuance.

Introduction

Scope of this ASA

1. This ~~International Standard on Auditing Standard (ISA/ASA)~~ deals with the auditor's responsibility to communicate with those charged with governance in relation to an audit of a financial statements report. Although this ~~ISA/ASA~~ applies irrespective of an entity's governance structure or size, particular considerations apply where all of those charged with governance are involved in managing an entity, and for listed entities. This ~~ISA/ASA~~ 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.
2. This ~~ISA/ASA~~ has been drafted in terms of an audit of a financial statements report, but may also be applicable, adapted as necessary in the circumstances, to audits of other historical financial information when those charged with governance have a responsibility to

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oversee the preparation and presentation of the other historical financial information.

3. ~~Recognizing~~ *Recognising* the importance of effective two-way communication during an audit of a financial ~~statements~~ *report*, this ~~ISA~~ *ASA* provides an overarching framework for the auditor's communication with those charged with governance, and identifies some specific matters to be communicated with them. Additional matters to be communicated, which complement the requirements of this ~~ISA~~ *ASA*, are identified in other ~~ISAs~~ *ASAs* (see Appendix 1). Further matters, not required by this or other ~~ISAs~~ *ASAs*, may be required to be communicated by laws or regulations, by agreement with the entity, or by additional requirements applicable to the engagement, for example, the standards of a ~~national~~ *professional* ~~accountancy~~ *accounting* body. Nothing in this ~~ISA~~ *ASA* precludes the auditor from communicating any other matters to those charged with governance. (Ref: Para. A28-A31)

Effective Date

4. [deleted by AUASB. Refer Aus 0.3]

Objectives

5. The objectives of the auditor are:
- (a) Communicate clearly with those charged with governance the responsibilities of the auditor in relation to the financial ~~statement~~ *report* audit, and an overview of the planned scope and timing of the audit;
 - (b) Obtain from those charged with governance information relevant to the audit;
 - (c) Provide those charged with governance with timely observations arising from the audit that are significant and relevant to their responsibility to oversee the financial reporting process; and
 - (d) Promote effective two-way communication between the auditor and those charged with governance. (Ref: Para. A1-A4)

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Definitions

6. For purposes of the ASAs, the following terms have the meanings attributed below:
- (a) Those charged with governance – The person(s) or ~~organization~~*organisation*(s) (e.g., 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. For some entities in some ~~jurisdiction~~*circumstances*, those charged with governance may include management personnel, for example, executive members of a governance board of a private or public sector entity, or an owner-manager. In some cases, those charged with governance are responsible for approving¹ the entity’s financial ~~statements-report~~ (in other cases management has this responsibility). For discussion of the diversity of governance structures, see paragraphs A5-A12.
 - (b) Management – The person(s) with executive responsibility for the conduct of the entity’s operations. For some entities in some ~~jurisdiction~~*circumstances*, management includes some or all of those charged with governance, for example, executive members of a governance board, or an owner-manager. Management is responsible for the preparation of the financial ~~statements-report~~, overseen by those charged with governance, and in some cases management is also responsible for approving² the entity’s financial ~~statements-report~~ (in other cases those charged with governance have this responsibility).

Requirements

Those Charged with Governance

¹ As described at paragraph [A43] of [proposed] ~~ISA-ASA~~ 700, (Redrafted), “The Independent Auditor’s Report on a General Purpose Financial ~~Statements-Report~~,” having responsibility for approving in this context means having the authority to conclude that all the statements that comprise the financial statements, including the related notes, have been prepared.

² See footnote 1.

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7. The auditor shall determine the appropriate person(s) within the entity's governance structure with whom to communicate. (Ref: Para. A5-A8)

Communication with a Subgroup of Those Charged with Governance

8. When the auditor communicates with a subgroup of those charged with governance, for example, an audit committee, or an individual, the auditor shall determine whether the auditor also needs to communicate with the governing body. (Ref: Para. A9-A11)

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

9. In some cases, all of those charged with governance are involved in managing the entity, for example, a small business where a single owner manages the entity and no one else has a governance role. In these cases, if matters required by this ~~ISA~~ASA are communicated with person(s) with management responsibilities, and those person(s) also have governance responsibilities, the matters need not be communicated again with those same person(s) in their governance role. These matters are noted in paragraph 12(c). The auditor shall 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. (Ref: Para. A12)

Matters to be Communicated

The Auditor's Responsibilities in Relation to the Financial ~~Statement~~Report Audit

10. The auditor shall communicate with those charged with governance the responsibilities of the auditor in relation to the financial ~~statement~~report audit, including that:
- (a) ~~The the~~ auditor is responsible for forming and expressing an opinion on the financial ~~statements-report~~ that have been prepared by management with the oversight of those charged with governance; and

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- (b) ~~The the~~ audit of the financial ~~statements report~~ does not relieve management or those charged with governance of their responsibilities. (Ref: Para. A13-A14)

Planned Scope and Timing of the Audit

11. The auditor shall communicate with those charged with governance an overview of the planned scope and timing of the audit. (Ref: Para. A15-A19)

Significant Findings from the Audit

12. The auditor shall communicate with those charged with governance: (Ref: Para. A20)

- (a) ~~The the~~ auditor's views about significant qualitative aspects of the entity's accounting practices, including accounting policies, accounting estimates and financial ~~statement report~~ disclosures. When applicable, the auditor shall 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; (Ref: Para. A21)
- (b) ~~Significant significant~~ difficulties, if any, encountered during the audit; (Ref: Para. A22)
- (c) ~~Unless unless~~ all of those charged with governance are involved in managing the entity:
- (i) ~~Material material~~ weaknesses, if any, in the design, implementation or operating effectiveness of internal control that have come to the auditor's attention and have been communicated to management as required by ~~ISA ASA~~ 315 (Redrafted),³ or ~~ISA ASA~~ 330 (Redrafted);⁴

³ ~~ISA ASA~~ 315 (Redrafted), "Identifying and Assessing the Risks of Material Misstatement Through Understanding the Entity and Its Environment," paragraph 32.

⁴ ~~ISA ASA~~ 330 (Redrafted), "The Auditor's Responses to Assessed Risks," paragraph 19.

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- (ii) ~~Significant~~ significant matters, if any, arising from the audit that were discussed, or subject to correspondence with management; and (Ref: Para. A23)
- (iii) ~~Written~~ written representations the auditor is requesting; and
- (d) Other matters, if any, arising from the audit that, in the auditor's professional judgment, are significant to the oversight of the financial reporting process. (Ref: Para. A24)

Auditor Independence

13. In the case of listed entities, the auditor shall communicate with those charged with governance: (Ref: Para. A25-A27)
- (a) A statement that the engagement team and others in the firm as appropriate, the firm and, when applicable, network firms have complied with relevant ethical requirements regarding independence; and
 - (b)
 - (i) All relationships and other matters between the firm, network firms, and the entity that, in the auditor's professional judgment, may reasonably be thought to bear on independence. This shall include total fees charged during the period covered by the financial ~~statements~~ report for audit and non-audit services provided by the firm and network firms to the entity and components controlled by the entity. These fees shall be allocated to categories that are appropriate to assist those charged with governance in assessing the effect of services on the independence of the auditor; and
 - (ii) The related safeguards that have been applied to eliminate identified threats to independence or reduce them to an acceptable level.

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[Aus13.1](#) [An auditor shall comply with paragraph 13 when an audit is conducted under Part 2M.3 of the Corporations Act 2001.](#)

The Communication Process

Establishing the Communication Process

14. The auditor shall communicate with those charged with governance the form, timing and expected general content of communications. (Ref: Para. A32-A40)

Forms of Communication

15. The auditor shall communicate in writing with those charged with governance regarding significant findings from the audit when, in the auditor's professional judgment, oral communication would not be adequate. Written communications need not include all matters that arose during the course of the audit. (Ref: Para. A41-A43)
16. The auditor shall communicate in writing with those charged with governance regarding auditor independence when required by paragraph 13.

Timing of Communications

17. The auditor shall communicate with those charged with governance on a timely basis. (Ref: Para. A44-A45)

Adequacy of the Communication Process

18. The auditor shall 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 shall 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 shall take appropriate action. (Ref: Para. A46-A48)

Documentation

19. Where matters required by this [ISA/ASA](#) to be communicated are communicated orally, the auditor shall document them, and when

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and to whom they were communicated. Where matters have been communicated in writing, the auditor shall retain a copy of the communication as part of the audit documentation. (Ref: Para. A49)

* * *

Application and Other Explanatory Material

The Role of Communication (Ref: Para. 5)

- A1. This [ISA/ASA](#) focuses primarily on communications from the auditor to those charged with governance. Nevertheless, effective two-way communication is important in assisting:
- (a) The auditor and those charged with governance in understanding matters related to the audit in context, and in developing a constructive working relationship. This relationship is developed while maintaining the auditor's independence and objectivity;
 - (b) The auditor in obtaining from those charged with governance information relevant to the audit. For example, those charged with governance may assist the auditor in understanding the entity and its environment, in identifying appropriate sources of audit evidence, and in providing information about specific transactions or events; and
 - (c) Those charged with governance in fulfilling their responsibility to oversee the financial reporting process, thereby reducing the risks of material misstatement of the financial [statements/report](#).
- A2. Although the auditor is responsible for communicating matters required by this [ISA/ASA](#), management also has a responsibility to communicate matters of governance interest to those charged with governance. Communication by the auditor does not relieve management of this responsibility. Similarly, communication by management with those charged with governance of matters that the auditor is required to communicate does not relieve the auditor of the responsibility to also communicate them. Communication of

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

- A3. Clear communication of specific matters required to be communicated by [ISA/ASAs](#) is an integral part of every audit. [ISA/ASAs](#) do not, however, require the auditor to perform procedures specifically to identify any other matters to communicate with those charged with governance.

Legal or Regulatory Restrictions on Communicating with Those Charged with Governance

- A4. Laws or regulations may restrict the auditor's communication of certain matters with those charged with governance. For example, laws or regulations may specifically prohibit a communication, or other action, that might prejudice an investigation by an appropriate authority into an actual, or suspected, illegal act. In some circumstances, potential conflicts between the auditor's obligations of confidentiality and obligations to communicate may be complex. In such cases, the auditor may consider obtaining legal advice.

Those Charged with Governance (Ref: Para. 7)

- A5. Governance structures vary by [jurisdiction-circumstance](#) and by entity, reflecting influences such as different cultural and legal backgrounds, and size and ownership characteristics. For example:
- In some [jurisdictions-circumstances](#) a supervisory (wholly or mainly non-executive) board exists that is legally separate from an executive (management) board (a "two-tier board" structure). In other [jurisdictions-circumstances](#), both the supervisory and executive functions are the legal responsibility of a single, or unitary, board (a "one-tier board" structure).
 - In some entities, those charged with governance hold positions that are an integral part of the entity's legal structure, for example, company directors. In others, for example, some government entities, a body that is not part of the entity is charged with governance.

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- In some cases, some or all of those charged with governance are involved in managing the entity. In others, those charged with governance and management comprise different persons.
- A6. In most entities, governance is the collective responsibility of a governing body, such as a board of directors, a supervisory board, partners, proprietors, a committee of management, a council of governors, trustees, or equivalent persons. In some smaller entities, however, one person may be charged with governance, for example, the owner-manager where there are no other owners, or a sole trustee. When governance is a collective responsibility, a subgroup such as an audit committee or even an individual, may be charged with specific tasks to assist the governing body in meeting its responsibilities. Alternatively, a subgroup or individual may have specific, legally identified responsibilities that differ from those of the governing body.
- A7. Such diversity means that it is not possible for this [ISA/ASA](#) 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 applicable legal framework or other engagement circumstances, for example, entities where the governance structure is not formally defined, such as some family-owned entities, some not-for-profit organizations, and some government entities. In such cases, the auditor may need to discuss and agree with the engaging party the relevant person(s) with whom to communicate. In deciding with whom to communicate, the auditor's understanding of an entity's governance structure and processes obtained in accordance with [ISA/ASA](#) 315 (Redrafted) is relevant. The appropriate person(s) with whom to communicate may vary depending on the matter to be communicated.
- A8. [ISA/ASA](#) 600 (Revised and Redrafted) includes specific matters to be communicated by group auditors with those charged with governance.⁵ When the entity is a component of a group, the appropriate person(s) with whom the component auditor communicates depends on the engagement circumstances and the

⁵ [ISA/ASA](#) 600 (Revised and Redrafted), "Special Considerations—Audits of Group Financial Statements (Including the Work of Component Auditors)," paragraphs 46-49.

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matter to be communicated. In some cases, a number of components may be conducting the same businesses within the same system of internal control and using the same accounting practices. Where those charged with governance of those components are the same (e.g., common board of directors), duplication may be avoided by dealing with these components concurrently for the purpose of communication.

Communication with a Subgroup of Those Charged with Governance (Ref: Para. 8)

- A9. When considering communicating with a subgroup of those charged with governance, the auditor may take into account such matters 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 has the authority to take action in relation to the information communicated, and can provide further information and explanations the auditor may need.
- A10. 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 agreeing the terms of engagement that, unless prevented by laws or regulations, the auditor retains the right to communicate directly with the governing body.
- A11. Audit committees (or similar subgroups with different names) exist in many ~~jurisdiction~~ circumstances. Although their specific authority and functions may differ, communication with the audit committee, where one exists, has become a key element in the auditor's communication with those charged with governance. Good governance principles suggest that:

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- The auditor will be invited to regularly attend meetings of the audit committee.
- The chair of the audit committee and, when relevant, the other members of the audit committee, will liaise with the auditor periodically.
- The audit committee will meet the auditor without management present at least annually.

When All of Those Charged with Governance are Involved in Managing the Entity (Ref: Para. 9)

A12. In some cases, all of those charged with governance are involved in managing the entity, and the application of communication requirements is modified to ~~recognize~~ recognise this position. In such cases, communication with person(s) with management responsibilities may not adequately inform all of those with whom the auditor would otherwise communicate in their governance capacity. For example, in a company where all directors are involved in managing the entity, some of those directors (e.g., one responsible for marketing) may be unaware of significant matters discussed with another director (e.g., one responsible for the preparation of the financial statementsreport).

Matters to be Communicated

The Auditor's Responsibilities in Relation to the Financial StatementsReport Audit (Ref: Para. 10)

- A13. The auditor's responsibilities in relation to the financial statementreport audit are often included in the engagement letter or other suitable form of written agreement that records the agreed terms of the engagement. Providing those charged with governance with a copy of that engagement letter or other suitable form of written agreement may be an appropriate way to communicate with them regarding such matters as:
- The auditor's responsibility for performing the audit in accordance with ISAASAs, which is directed towards the expression of an opinion on the financial statementsreport. The matters that ISAASAs require to be communicated,

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therefore, include significant matters arising from the audit of the financial ~~statements~~ report that are relevant to those charged with governance in overseeing the financial reporting process.

- The fact that ~~ISA~~ASAs do not require the auditor to design procedures for the purpose of identifying supplementary matters to communicate with those charged with governance.
- When applicable, the auditor's responsibility for communicating particular matters required by laws or regulations, by agreement with the entity or by additional requirements applicable to the engagement, for example, the ~~relevant ethical standards~~ requirements⁶ of a national professional accountancy body.

A14. Laws or regulations, an agreement with the entity or additional requirements applicable to the engagement may provide for broader communication with those charged with governance. For example:

- (a) an agreement with the entity may provide for particular matters to be communicated when they arise from services provided by a firm or network firm other than the financial ~~statement~~ report audit; or
- (b) the mandate of a public sector auditor may provide for matters to be communicated that come to the auditor's attention as a result of other work, such as performance audits.

AusA14.1 In addition, section 311 of the Corporations Act 2001 imposes a duty on the auditor to inform the Australian Securities and Investments Commission if certain circumstances arise during the audit.

Planned Scope and Timing of the Audit (Ref: Para. 11)

⁶ In Australia, the relevant ethical requirements relating to audit engagements is the code of conduct for professional accountants, as issued from time to time by the Accounting Professional and Ethical Standards Board.

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- A15. Communication regarding the planned scope and timing of the audit may:
- (a) Assist those charged with governance to understand better the consequences of the auditor's work, to discuss issues of risk and materiality with the auditor, and to identify any areas in which they may request the auditor to undertake additional procedures; and
 - (b) Assist the auditor to understand better the entity and its environment.
- A16. 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 where some or all of those charged with governance are involved in managing the entity. For example, communicating the nature and timing of detailed audit procedures may reduce the effectiveness of those procedures by making them too predictable.
- A17. Matters communicated may include:
- How the auditor proposes to address the significant risks of material misstatement, whether due to fraud or error.
 - The auditor's approach to internal control relevant to the audit.
 - The application of materiality in the context of an audit.⁷
- A18. Other planning matters that it may be appropriate to discuss with those charged with governance include:
- Where the entity has an internal audit function, the extent to which the auditor will use the work of internal audit, and how the external and internal auditors can best work together in a constructive and complementary manner.
 - ◆ The views of those charged with governance of:

⁷ [Proposed] ISA 320 (Revised and Redrafted), "Materiality in Planning and Performing an Audit."

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- ◆ The appropriate person(s) in the entity's governance structure with whom to communicate.
 - ◆ The allocation of responsibilities between those charged with governance and management.
 - ◆ The entity's objectives and strategies, and the related business risks that may result in material misstatements.
 - ◆ Matters those charged with governance consider warrant particular attention during the audit, and any areas where they request additional procedures to be undertaken.
 - ◆ Significant communications with regulators.
 - ◆ Other matters those charged with governance consider may influence the audit of the financial [statementsreport](#).
- The attitudes, awareness, and actions of those charged with governance concerning (a) the entity's internal control and its importance in the entity, including how those charged with governance oversee the effectiveness of internal control, and (b) the detection or possibility of fraud.
 - The actions of those charged with governance in response to developments in accounting standards, corporate governance practices, exchange listing rules, and related matters.
 - The responses of those charged with governance to previous communications with the auditor.

A19. While communication with those charged with governance may assist the auditor to plan the scope and timing of the audit, it does not change the auditor's sole responsibility to establish the overall audit strategy and the audit plan, including the nature, timing and extent of procedures necessary to obtain sufficient appropriate audit evidence.

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Significant Findings from the Audit (Ref: Para. 12)

A20. The communication of 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.

Significant Qualitative Aspects of Accounting Practices (Ref: Para. 12(a))

A21. Financial reporting frameworks ordinarily allow for the entity to make accounting estimates, and judgments about accounting policies and financial [statement report](#) disclosures. Open and constructive communication about significant qualitative aspects of the entity's accounting practices may include comment on the acceptability of significant accounting practices. Appendix 2 identifies matters that may be included in this communication.

Significant Difficulties Encountered During the Audit (Ref: Para. 12(b))

A22. Significant difficulties encountered during the audit may include such matters as:

- Significant delays in management providing required information.
- An unnecessarily brief time within which to complete the audit.
- Extensive unexpected effort required to obtain sufficient appropriate audit evidence.
- The unavailability of expected information.
- Restrictions imposed on the auditor by management.
- Management's unwillingness to make or extend its assessment of the entity's ability to continue as a going concern when requested.

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In some circumstances, such difficulties may constitute a scope limitation that leads to a modification of the auditor's opinion.⁸

Significant Matters Discussed, or Subject to Correspondence with Management (Ref: Para. 12(c)(ii))

A23. Significant matters discussed, or subject to correspondence with management may include such matters as:

- Business conditions affecting the entity, and business plans and strategies that may affect the risks of material misstatement.
- Concerns about management's consultations with other accountants on accounting or auditing matters.
- Discussions or correspondence in connection with the initial or recurring appointment of the auditor regarding accounting practices, the application of auditing standards, or fees for audit or other services.

Other Significant Matters Relevant to the Financial Reporting Process (Ref: Para. 12(d))

A24. Other significant matters arising from the audit that are directly relevant to those charged with governance in overseeing the financial reporting process may include such matters as material misstatements of fact or material inconsistencies in information accompanying the audited financial [statements-report](#) that have been corrected.

Auditor Independence (Ref: Para. 13)

A25. The auditor is subject to independence and other [relevant](#) ethical requirements, ~~which ordinarily comprise Parts A and B of the International Federation of Accountants' Code of Ethics for Professional Accountants~~ related to an audit of [a financial statements](#)

⁸ [Proposed] [ISA-ASA 705](#) (Revised and Redrafted), "Modifications to the Opinion in the Independent Auditor's Report."

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maintains internal control to provide reasonable assurance with regard to reliability of financial reporting, effectiveness and efficiency of operations and compliance with applicable laws and regulations.

- A29. The auditor may become aware of supplementary matters that do not necessarily relate to the oversight of the financial reporting process but which are, nevertheless, likely to be significant to the responsibilities of those charged with governance in overseeing the strategic direction of the entity or the entity's obligations related to accountability. Such matters may include, for example, significant deficiencies in governance structures or processes, and significant decisions or actions by senior management that lack appropriate authorization.
- A30. In determining whether to communicate supplementary matters with those charged with governance, the auditor may discuss matters of this kind of which the auditor has become aware with the appropriate level of management, unless it is inappropriate to do so in the circumstances.
- A31. If a supplementary matter is communicated, it may be appropriate for the auditor to make those charged with governance aware that:
- (a) Identification and communication of such matters is incidental to the purpose of the audit, which is to form an opinion on the financial statementsreport;
 - (b) No procedures were carried out with respect to the matter other than any that were necessary to form an opinion on the financial statementsreport; and
 - (c) No procedures were carried out to determine whether other such matters exist.

The Communication Process

Establishing the Communication Process (Ref: Para. 14)

- A32. Clear communication of the auditor's responsibilities, the planned scope and timing of the audit, and the expected general content of

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communications helps establish the basis for effective two-way communication.

- A33. Matters that may also contribute to effective two-way communication include discussion of:
- The purpose of communications. When the purpose is clear, the auditor and those charged with governance are better placed to have a mutual understanding of relevant issues and the expected actions arising from the communication process.
 - The form in which communications will be made.
 - The person(s) in the audit team and amongst those charged with governance who will communicate regarding particular matters.
 - The auditor's expectation that communication will be two-way, and that those charged with governance will communicate with the auditor matters they consider relevant to the audit, for example, strategic decisions that may significantly affect the nature, timing and extent of audit procedures, the suspicion or the detection of fraud, and concerns with the integrity or competence of senior management.
 - The process for taking action and reporting back on matters communicated by the auditor.
 - The process for taking action and reporting back on matters communicated by those charged with governance.
- A34. 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 (see paragraph A48).

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Considerations Specific to Smaller Entities

- A35. In the case of audits of smaller entities, the auditor may communicate in a less structured manner with those charged with governance than in the case of listed or larger entities.

Communication with Management

- A36. Many matters may be discussed with management in the ordinary course of an audit, including matters required by this [ISA/ASA](#) to be communicated with those charged with governance. Such discussions ~~recognize~~*recognise* management's executive responsibility for the conduct of the entity's operations and, in particular, management's responsibility for the preparation of the financial ~~statements~~*report*.

- A37. Before communicating matters with those charged with governance, the auditor may discuss them with management, unless that is inappropriate. For example, it may not be appropriate to discuss questions of management's competence or integrity with management. In addition to ~~recognizing~~*recognising* management's executive responsibility, these initial discussions may clarify facts and issues, and give management an opportunity to provide further information and explanations. Similarly, when the entity has an internal audit function, the auditor may discuss matters with the internal auditor before communicating with those charged with governance.

Communication with Third Parties

- A38. Those charged with governance may wish to provide third parties, for example, bankers or certain regulatory authorities, with copies of a written communication from the auditor. In some cases, disclosure to third parties may be illegal or otherwise inappropriate. When a written communication prepared for those charged with governance is provided to third parties, it may be important in the circumstances that the third parties be informed that the communication was not prepared with them in mind, for example, by stating in written communications with those charged with governance:
- (a) That the communication has been prepared for the sole use of those charged with governance and, where applicable,

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- the group management and the group auditor, and should not be relied upon by third parties;
- (b) That no responsibility is assumed by the auditor to third parties; and
- (c) Any restrictions on disclosure or distribution to third parties.
- A39. In some ~~jurisdiction~~ circumstances the auditor may be required by laws or regulations to, for example:
- Notify a regulatory or enforcement body of certain matters communicated with those charged with governance. For example, in some countries the auditor has a duty to report misstatements to authorities where management and those charged with governance fail to take corrective action;
 - Submit copies of certain reports prepared for those charged with governance to relevant regulatory or funding bodies, or other bodies such as a central authority in the case of some public sector entities; or
 - Make reports prepared for those charged with governance publicly available.
- A40. Unless required by laws or regulations to provide a third party with a copy of the auditor's written communications with those charged with governance, the auditor may need the prior consent of those charged with governance before doing so.

Forms of Communication (Ref: Para. 15-16)

- A41. Effective communication may involve structured presentations and written reports as well as less structured communications, including discussions. The auditor may communicate matters other than those identified in paragraphs 15 and 16 either orally or in writing. Written communications may include an engagement letter that is provided to those charged with governance.
- A42. In addition to the significance of a particular matter, the form of communication (e.g., whether to communicate orally or in writing,

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- Communications regarding planning matters may often be made early in the audit engagement and, for an initial engagement, may be made as part of agreeing the terms of the engagement.
- It may be appropriate to communicate a significant difficulty encountered during the audit as soon as practicable if those charged with governance are able to assist the auditor to overcome the difficulty, or if it is likely to lead to a modified opinion. Similarly, it may be appropriate to communicate material weaknesses in the design, implementation or operating effectiveness of internal control that have come to the auditor's attention as soon as practicable.
- Communications regarding independence may be appropriate whenever significant judgments are made about threats to independence and related safeguards, for example, when accepting an engagement to provide non-audit services, and at a concluding discussion. A concluding discussion may also be an appropriate time to communicate findings from the audit, including the auditor's views about the qualitative aspects of the entity's accounting practices.
- When auditing both general purpose and special purpose financial [statementsreport](#), it may be appropriate to coordinate the timing of communications.

A45. 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.

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- The time at which the auditor identifies certain matters, for example, the auditor may not identify a particular matter (e.g., non compliance with a law) in time for preventive action to be taken, but communication of the matter may enable remedial action to be taken.
 - Adequacy of the Communication Process (Ref: Para. 18)
- A46. 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 raised by the auditor. Where significant matters raised in previous communications have not been dealt with effectively, it may be appropriate for the auditor to ~~inquire~~enquire as to why appropriate action has not been taken, and to consider raising the point again. This avoids the risk of giving an impression that the auditor is satisfied that the matter has been adequately addressed or is no longer significant.
 - The apparent openness of those charged with governance in their communications with the auditor.
 - The willingness and capacity of those charged with governance to meet with the auditor without management present.
 - The apparent ability of those charged with governance to fully comprehend matters raised by the auditor, for example, 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.

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Documentation (Ref: Para. 19)

A49. Documentation of oral communication may include a copy of minutes prepared by the entity retained as part of the audit documentation where those minutes are an appropriate record of the communication.

Conformity with International Standards on Auditing

A50. Except as noted below, this Auditing Standard conforms with International Standard on Auditing ISA 260, issued by the International Auditing and Assurance Standards Board, as an independent standard-setting body within the International Federation of Accountants. The main difference(s) between this Auditing Standard and ISA 260 is~~(are)~~:

- [This standard extends the auditor independence requirements to audits conducted under Part 2M.3 of the Corporations Act 2001 whereas ISA 260 has this requirement for listed entities \(paragraph Aus 13.1\).](#)

Compliance with this Auditing Standard enables compliance with ISA 260 (Redrafted).

Appendix 1

(Ref: Para. 3)

Specific Requirements in [Proposed] ISQC 1 (Redrafted) and Other [ISAASA](#)s that Refer to Communications with Those Charged With Governance

This appendix identifies paragraphs in [proposed] ISQC 1 (Redrafted)¹¹ and other [ISAASA](#)s as at December 31, 2007 that require communication of specific matters with those charged with governance. The list is not a substitute for considering the requirements and related application and other explanatory material in [ISAASA](#)s.

- [Proposed] [ISQC 1](#) (Redrafted), “Quality Control for Firms that Perform Audits and Reviews of a Financial [StatementsReport](#), and Other Assurance and Related Services Engagements” – paragraph [36(a)]
- [Proposed] [ISAASA](#) 200 (Revised and Redrafted), “Overall Objective of the Independent Auditor, and the Conduct of an Audit in Accordance with [International Standards on Australian Auditing Standards](#)” – paragraph [7 and 8]
- [ISAASA](#) 240 (Redrafted), “The Auditor’s Responsibilities Relating to Fraud in an Audit of a Financial [StatementsReport](#)” – paragraphs 21, 38(c) and 40-42
- [Proposed] [ISAASA](#) 250 (Redrafted), “The Auditor’s Responsibilities Relating to Laws and Regulations in an Audit of a Financial [StatementsReport](#)” – paragraphs [12, 14, 17 and 21-23]
- [ISAASA](#) 315 (Redrafted), “Identifying and Assessing the Risks of Material Misstatement Through Understanding the Entity and Its Environment” – paragraph 32
- [ISAASA](#) 330 (Redrafted), “The Auditor’s Responses to Assessed Risks” – paragraph 19
- [Proposed] [ISAASA](#) 450 (Revised and Redrafted), “Evaluation of Misstatements Identified during the Audit” – paragraphs [15-17]
- [Proposed] [ISAASA](#) 510 (Redrafted), “Initial Audit Engagements—Opening Balances” – paragraph [6]

[ISQC reference will vary depending on AUASB decision at 14 April 2008 meeting.](#)

¹¹ [Proposed] ISQC 1 (Redrafted), “Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements.”

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- [Proposed] [ISAASA](#) 550 (Revised and Redrafted), “Related Parties” – paragraphs [16, 23(e), 27 and 28]
 - [ISAASA](#) 560 (Redrafted), “Subsequent Events” – paragraphs 7(b), 9, 10(a), 13(b), 14(a) and 17
 - [Proposed] [ISAASA](#) 570 (Redrafted), “Going Concern” – paragraphs [24 and 25]
 - [ISAASA](#) 580, “Written Representations” – paragraph 19
 - [ISAASA](#) 600 (Revised and Redrafted), “Special Considerations—Audits of Group Financial [Statements Reports](#) (Including the Work of Component Auditors)” – paragraph 49
 - [Proposed] [ISAASA](#) 705 (Revised and Redrafted), “Modifications to the Opinion in the Independent Auditor’s Report” – paragraphs [14, 16 and 30]
 - [Proposed] [ISAASA](#) 706 (Revised and Redrafted), “Emphasis of Matter Paragraphs and Other Matter(s) Paragraphs in the Independent Auditor’s Report” – paragraph [10]

Appendix 2

(Ref: Para. 12(a), and A21)

Qualitative Aspects of Accounting Practices

The communication required by paragraph 12(a), and discussed in paragraph A21, may include such matters as:

Accounting Policies

- The appropriateness of the accounting policies to the particular circumstances of the entity, having regard to the need to balance the cost of providing information with the likely benefit to users of the entity's financial [statementsreport](#). Where acceptable alternative accounting policies exist, the communication may include identification of the financial [statementreport](#) items that are affected by the choice of significant accounting 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 in relation to expected new accounting pronouncements.
- The effect of significant accounting policies in controversial or emerging areas (or those unique to an industry, particularly when there is a lack of authoritative guidance or consensus).
- The effect of the timing of transactions in relation to the period in which they are recorded.

Accounting Estimates

- For items for which estimates are significant, issues discussed in [ISAASA](#) 540 (Revised and Redrafted),¹² including, for example:
 - Management's identification of accounting estimates.
 - Management's process for making accounting estimates.
 - Risks of material misstatement.

¹² [ISA-ASA](#) 540 (Revised and Redrafted), "Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures."

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- Indicators of possible management bias.
- Disclosure of estimation uncertainty in the financial [statementsreport](#).

Financial [StatementReport](#) Disclosures

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

Related Matters

- The potential effect on the financial [statements-report](#) of significant risks, exposures and uncertainties, such as pending litigation, that are disclosed in the financial [statementsreport](#).
- The extent to which the financial [statements-report](#) are affected by unusual transactions, including non-recurring amounts [recognized](#) during the period, and the extent to which such transactions are separately disclosed in the financial [statementsreport](#).
- 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 [statementsreport](#).
- 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.

Tables of Differences — ASA ~~260260260~~ (Revised and Redrafted) and Extant ASA ~~260260260~~***Base Standard***

[ISA/ASA 260](#) (Redrafted) (*Communication with Those Charged With Governance*) is used as the base standard for the purpose of re-drafting this proposed ASA. The base standard has been amended to account for the following matters:

- Australian Laws and Regulations;
- Changes considered necessary because the Auditing Standard is a legislative instrument made under the *Corporations Act 2001*; and
- Changes considered necessary in the public interest.

Summary of Main Differences — ASA ~~260260260~~ and Extant ASA ~~260260260~~

The table below details the main differences between the proposed standard and extant ASA 260 (excluding editorial amendments).

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