

AU-C Section 260

The Auditor's Communication With Those Charged With Governance

Source: SAS No. 122; SAS No. 123; SAS No. 125; SAS No. 128; SAS No. 134; SAS No. 135; SAS No. 137.

Effective for audits of financial statements for periods ending on or after December 15, 2012, unless otherwise indicated.

NOTE

In July 2020, the Auditing Standards Board issued Statement on Auditing Standards No. 143, *Auditing Accounting Estimates and Related Disclosures*, which contains amendments to this section.

The amendments are effective for audits of financial statements for periods ending on or after December 15, 2023, and can be viewed in appendix C of section 540 until the effective date, when they will be applied to this section.

Introduction

Scope of This Section

.01 This section addresses the auditor's responsibility to communicate with those charged with governance in an audit of financial statements. Although this section 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. This section 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 This section is written in the context of an audit of financial statements but may also be applied, adapted as necessary in the circumstances, to audits of other historical financial information when those charged with governance have a responsibility to oversee the preparation and fair presentation of the other historical financial information.

.03 Recognizing the importance of effective two-way communication in an audit of financial statements, this section 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 (see the exhibit, "Requirements to Communicate With Those Charged With Governance in Other AU-C Sections"). In addition, section 265, *Communicating Internal Control Related Matters Identified in an Audit*, 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 law or regulation or other external requirements. Nothing in this section precludes the auditor from communicating any other matters to those charged with governance. [As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

Effective Date

.04 This section is effective for audits of financial statements for periods ending on or after December 15, 2012.

Objectives

- .05 The objectives of the auditor are to
- a. communicate clearly with those charged with governance the responsibilities of the auditor regarding the financial statement 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.
 - d. promote effective two-way communication between the auditor and those charged with governance. (Ref: par. .A1–.A5)

Definitions

.06 For purposes of GAAS, the following terms have the meanings attributed as follows:

Management. The person(s) with executive responsibility for the conduct of the entity's operations. For some entities, management includes some or all of those charged with governance; for example, executive members of a governance board or an owner-manager.

Those charged with governance. The person(s) or organization(s) (for example, a corporate trustee) with responsibility for overseeing the strategic direction of the entity and the 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.

Requirements

Those Charged With Governance

.07 The auditor should determine the appropriate person(s) within the entity's governance structure with whom to communicate. (Ref: par. .A6–.A9)

Communication With the Audit Committee or Other Subgroup of Those Charged With Governance

.08 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. (Ref: par. .A10–.A12)

When All of Those Charged With Governance Are Involved in Managing the Entity

.09 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 this section 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. 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

.10 The auditor should communicate with those charged with governance the auditor's responsibilities with regard to the financial statement audit, including that (Ref: par. .A13–.A18)

- a. 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 accordance with the applicable financial reporting framework.
- b. the audit of the financial statements does not relieve management or those charged with governance of their responsibilities.

Planned Scope and Timing of the Audit

.11 The auditor should communicate with those charged with governance an overview of the planned scope and timing of the audit, which includes communicating about the significant risks identified by the auditor. (Ref: par. .A19–.A24) [As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

Significant Findings or Issues From the Audit

.12 The auditor should communicate with those charged with governance (Ref: par. .A25–.A26)

- a. 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 (Ref: par. .A27–.A29)
 - i. 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
 - ii. 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.

- b. significant unusual transactions, if any. (Ref: par. .A30)
- c. significant difficulties, if any, encountered during the audit. (Ref: par. .A31)
- d. disagreements with management, if any. (Ref: par. .A32)
- e. circumstances that affect the form and content of the auditor's report, if any. (Ref: par. .A33–.A34)
- f. matters that are difficult or contentious for which the auditor consulted outside the engagement team and 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.
- g. other findings or issues, if any, arising during 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. (Ref: par. .A35–.A37)

[As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 135.]

Uncorrected Misstatements

.13 The auditor should communicate with those charged with governance (Ref: par. .A38–.A39)

- a. 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.
- 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.
- c. that uncorrected misstatements or matters underlying those uncorrected misstatements could potentially cause future-period financial statements to be materially misstated, even if the auditor has concluded that the uncorrected misstatements are immaterial to the financial statements under audit.

[As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 135.]

When Not All of Those Charged With Governance Are Involved in Management

.14 Unless all of those charged with governance are involved in managing the entity, the auditor also should communicate

- a. material, corrected misstatements that were brought to the attention of management as a result of audit procedures. (Ref: par. .A40)
- b. significant findings or issues arising during the audit that were discussed, or were the subject of correspondence, with management. (Ref: par. .A41)

- c. 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.
- d. written representations the auditor is requesting. (Ref: par. .A42)

[As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

The Communication Process

Establishing the Communication Process

.15 The auditor should communicate with those charged with governance the form, timing, and expected general content of communications. (Ref: par. .A43–.A47)

Forms of Communication

.16 The auditor should communicate in writing with those charged with governance significant findings or issues from the audit (see paragraphs .12–.14) 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. (Ref: par. .A48–.A50)

.17 If, as part of its communication to those charged with governance, management communicated some or all of the matters the auditor is required to communicate, and as a result, the auditor did not communicate these matters at the same level of detail as management, the auditor should communicate any omitted or inadequately described matters to those charged with governance. The auditor does not need to communicate them at the same level of detail as management, as long as the auditor (a) participated in management's discussion with those charged with governance, and (b) affirmatively confirmed to those charged with governance that management has adequately communicated these matters. [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 135.]

Restricted Use

.18 When the auditor communicates matters in accordance with this section in writing, the communication is considered a by-product report.¹ 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. [Paragraph renumbered by the issuance of SAS No. 135, May 2019.]

Timing of Communications

.19 The auditor should communicate with those charged with governance on a timely basis. (Ref: par. .A51–.A52) [Paragraph renumbered by the issuance of SAS No. 135, May 2019.]

¹ Paragraphs .06c and .07 of section 905, *Alert That Restricts the Use of the Auditor's Written Communication*. [Footnote amended, effective for the auditor's written communications related to audits of financial statements for periods ending on or after December 15, 2012, by SAS No. 125.]

Adequacy of the Communication Process

.20 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. (Ref: par. .A53–.A55) [Paragraph renumbered by the issuance of SAS No. 135, May 2019.]

Documentation

.21 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.² When matters have been communicated in writing, the auditor should retain a copy of the communication as part of the audit documentation. If, as part of its communication to those charged with governance, management communicated some or all of the matters the auditor is required to communicate, and as a result, the auditor did not communicate these matters at the same level of detail as management, the auditor should include a copy or summary of management's communications provided to those charged with governance in the audit documentation. (Ref: par. .A56) [Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 135.]

Application and Other Explanatory Material

Objectives

The Role of Communication (Ref: par. .05)

.A1 This section focuses primarily on communications from the auditor to those charged with governance. Nevertheless, effective two-way communication is important in assisting

- 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.
- 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.
- 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.

.A2 Although the auditor is responsible for communicating specific matters in accordance with this section, management also has a responsibility to communicate matters of governance interest to those charged with governance.

² Paragraphs .08–.12 and .A8 of section 230, *Audit Documentation*.

Communication by the auditor does not relieve management of this responsibility. Similarly, management's communication of these matters to those charged with governance does not relieve the auditor of the responsibility to also communicate them. However, communication of these matters by management may affect the form or timing of the auditor's communication.

.A3 Clear communication of specific matters required to be communicated by GAAS is an integral part of every audit. However, GAAS do not require the auditor to perform procedures specifically to identify other significant matters to communicate with those charged with governance.

Legal or Regulatory Restrictions on Communicating With Those Charged With Governance (Ref: par. .05)

.A4 Law or regulation may restrict the auditor's communication of certain matters with those charged with governance. For example, law or regulation 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.

.A5 In certain circumstances, the auditor may be required to report to a regulatory or enforcement body certain matters that have been communicated with those charged with governance. For example, *Government Auditing Standards* requires auditors to report fraud, illegal acts, violations of provisions of contracts or grant agreements, and abuse directly to such parties in certain circumstances.

Those Charged With Governance (Ref: par. .07)

.A6 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.

.A7 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.

.A8 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 section 315, *Understanding the Entity and Its Environment and Assessing the Risks of Material Misstatement*, is relevant. The appropriate person(s) with whom to communicate may vary depending on the matter to be communicated.

.A9 Section 600, *Special Considerations—Audits of Group Financial Statements (Including the Work of Component Auditors)*, includes specific matters to be communicated by group auditors with those charged with governance.³ 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 (Ref: par. .08)

.A10 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.

.A11 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.

.A12 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.

³ Paragraphs .45–.48 of section 600, *Special Considerations—Audits of Group Financial Statements (Including the Work of Component Auditors)*.

Matters to Be Communicated

The Auditor's Responsibilities With Regard to the Financial Statement Audit (Ref: par. .10)

.A13 The auditor's responsibilities with regard to the financial statement audit are often included in the engagement letter or other suitable form of written agreement that documents the terms of the engagement. Law, regulation, or the governance structure of the entity may require those charged with governance to agree upon the terms of the engagement with the auditor. When this is not the case, 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 matters such as the following:

- That the auditor is responsible for performing the audit in accordance with GAAS, which are directed toward the expression of an opinion on the financial statements. The matters that GAAS require to be communicated, therefore, include significant matters arising during the audit of the financial statements that are relevant to those charged with governance in overseeing the financial reporting process.
- The fact that GAAS do not require the auditor to design procedures for the purpose of identifying other matters to communicate with those charged with governance.
- That, when section 701, *Communicating Key Audit Matters in the Independent Auditor's Report*, applies, the auditor is responsible for determining and communicating key audit matters in the auditor's report.
- That, when applicable, the auditor is also responsible for communicating particular matters required by law or regulation, by agreement with the entity, or by additional requirements applicable to the engagement.

[As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

Auditor Independence (Ref: par. .10)

.A14 GAAS require independence for all audits. Relevant matters to consider in reaching a conclusion about independence include circumstances or relationships that create threats to auditor independence and the related safeguards that have been applied to eliminate those threats or reduce them to an acceptable level. Comprehensive material on threats to independence and safeguards, including application to specific situations, is set forth in the AICPA's "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.]

.A15 Although the auditor's report affirms the auditor's independence, in certain situations, the auditor may determine that it is appropriate to communicate with those charged with governance circumstances or relationships (for example, financial interests, business or family relationships, or nonaudit services provided or expected to be provided) that, in the auditor's professional judgment, may reasonably be thought to bear on independence, and to which the auditor gave significant consideration, in reaching the conclusion that independence has not been impaired.

.A16 It may be particularly appropriate to communicate with those charged with governance those circumstances or relationships discussed in paragraph .A15 in audits of public interest entities. In addition to entities subject to Securities and Exchange Commission reporting requirements, all of the entities described in the definition of public interest entities in ET section 0.400, *Definitions*, are considered to be public interest entities. [Revised, January 2015, to reflect conforming changes necessary due to the issuance of the revised AICPA Code of Professional Conduct, effective December 15, 2014.]

.A17 Relevant ethical requirements may also specify particular communications to those charged with governance in circumstances in which breaches of independence requirements have been identified. For example, the AICPA Code of Professional Conduct requires the auditor to communicate with those charged with governance in writing about any breach and the action the firm has taken or proposes to take.⁴ [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

.A18 The form and timing of communications regarding independence may be affected by the entity's governance structure and whether a formal subgroup, such as an audit committee, exists. In situations in which all of those charged with governance are involved in managing the entity, the auditor may determine that those charged with governance have been informed of relevant facts regarding the auditor's independence through their management activities or through other means, such as the engagement letter. This is particularly likely when the entity is owner-managed and the auditor's firm has little involvement with the entity beyond a financial statement audit. [Paragraph renumbered by the issuance of SAS No. 134, May 2019.]

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

.A19 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.

[Paragraph renumbered by the issuance of SAS No. 134, May 2019.]

.A20 Communicating significant risks identified by the auditor helps those charged with governance understand those matters and why they require special audit consideration. The communication about significant risks may assist those charged with governance in fulfilling their responsibility to oversee the financial reporting process. [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

⁴ The "Breach of an Independence Interpretation" interpretation (ET sec. 1.298.010), under the "Independence Rule" (ET sec. 1.200.001) of the AICPA Code of Professional Conduct, addresses breaches of independence. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

.A21 Other matters regarding the planned scope and timing of the audit may include the following:

- How the auditor plans to address the significant risks of material misstatement, whether due to fraud or error
- How the auditor plans to address areas of higher assessed risks of material misstatement.
- 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 section 320, *Materiality in Planning and Performing an Audit*. The auditor may wish to focus more broadly on the factors considered by the auditor when determining materiality for purposes of the audit, rather than on specific thresholds or amounts.
- The nature and extent of specialized skills or knowledge needed to perform the planned audit procedures or evaluate the audit results, including the use of an auditor's expert.⁵
- When section 701 applies, the auditor's preliminary views about matters that may be areas of significant auditor attention in the audit and that therefore may be key audit matters.
- The auditor's planned approach to addressing the implications for the individual statements and the disclosures of any significant changes within the applicable financial reporting framework or in the entity's environment, financial condition, or activities.
- If the entity has an internal audit function, how the auditor and the internal auditors can work together in a constructive and complementary manner, including any planned use of the work of the internal audit function in obtaining audit evidence and the nature and extent of any planned use of internal auditors to provide direct assistance.

[As amended, effective for audits of financial statements for periods ending on or after December 15, 2014, by SAS No. 128. Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

.A22 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

⁵ See section 620, *Using the Work of an Auditor's Specialist*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

General Principles and Responsibilities

- 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 between the entity and 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
 - the entity's internal control and its importance in the entity, including how those charged with governance oversee the effectiveness of internal control, and
 - 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, and the effect of such developments on, for example, the overall presentation, structure, and content of the financial statements, including the following:
 - The relevance, reliability, comparability, and understandability of the information presented in the financial statements
 - Whether all required information has been included in the financial statements, and whether such information has been appropriately classified, aggregated or disaggregated, and presented
- the actions of those charged with governance in response to previous communications with the auditor.
- if applicable, the document or documents that comprise the annual report and the planned manner and timing of the issuance of such documents in accordance with paragraph .13 of section 720, *The Auditor's Responsibilities Relating to Other Information Included in Annual Reports*. When the auditor expects to obtain other information after the date of the auditor's report, the discussions with those charged with governance may also include the actions that may be appropriate or necessary if the auditor concludes that a material misstatement of the other information exists.

[Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 137.]

.A23 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. [Paragraph renumbered by the issuance of SAS No. 134, May 2019.]

.A24 Care is necessary 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 .A48 may be relevant in determining the nature and extent of this communication. [Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

Significant Findings From the Audit (Ref: par. .12)

.A25 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. [Paragraph renumbered by the issuance of SAS No. 134, May 2019.]

.A26 When section 701 applies, the communications with those charged with governance required by paragraph .12, as well as the communication about the significant risks identified by the auditor required by paragraph .11, are particularly relevant to the auditor's determination of matters that required significant auditor attention and that therefore may be key audit matters.⁶ [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

Qualitative Aspects of the Entity's Significant Accounting Practices (Ref: par. .12a)

.A27 Financial reporting frameworks ordinarily allow for the entity to make accounting estimates and judgments about accounting policies and financial statement disclosures, for example, the use of key assumptions in the development of accounting estimates for which there is significant measurement uncertainty. In addition, law, regulation, or financial reporting frameworks may require disclosure of a summary of significant accounting policies or make reference to "critical accounting estimates" or "critical accounting policies and practices" to identify and provide additional information to users about the most difficult, subjective, or complex judgments made by management in preparing the financial statements. [Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

.A28 As a result, the auditor's views on the subjective aspects of the financial statements may be particularly relevant to those charged with governance in discharging their responsibilities for oversight of the financial reporting process. For example, in relation to the matters described in paragraph .A27, those charged with governance may be interested in the auditor's evaluation of the adequacy of disclosures of the estimation uncertainty relating to accounting estimates that give rise to significant risks and the quality of the disclosures. Open and constructive communication about qualitative aspects of the entity's significant accounting practices may also include comment on the acceptability of significant accounting practices and the quality of the disclosures. The appendix, "Qualitative Aspects of Accounting Practices," identifies matters that

⁶ Paragraphs .08–.09 of section 701, *Communicating Key Audit Matters in the Independent Auditor's Report*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

may be included in this communication. [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

.A29 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.

[Paragraph renumbered by the issuance of SAS No. 134, May 2019.]

Significant Unusual Transactions (Ref. par. .12b)

.A30 The communication of significant unusual transactions may include

- the auditor's views on the policies and practices management used to account for significant unusual transactions; and
- the auditor's understanding of the business purpose for significant unusual transactions.

[Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 135.]

Significant Difficulties Encountered During the Audit (Ref. par. .12c)

.A31 Significant difficulties encountered during the audit may include matters such as

- significant delays by management, the unavailability of entity personnel, or an unwillingness by management to provide information necessary to perform the auditor's procedures.
- an unreasonably 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 perform or extend its evaluation of the entity's ability to continue as a going concern to meet the period of time required by the applicable financial reporting framework when requested.

In some circumstances, such difficulties may constitute a scope limitation that leads to a modification of the auditor's opinion. [Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Disagreements With Management (Ref. par. .12d)

.A32 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. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Circumstances That Affect the Form and Content of the Auditor's Report (Ref: par. .12e)

.A33 Section 210, *Terms of Engagement*, requires the auditor to agree upon the terms of the audit engagement with management or those charged with governance, as appropriate.⁷ The agreed terms of the audit engagement are required to be recorded in an audit engagement letter or other suitable form of written agreement and include, among other things, reference to the expected form and content of the auditor's report.⁸ As explained in paragraph .A13, if the terms of engagement are not agreed upon with those charged with governance, the auditor may provide those charged with governance with a copy of the engagement letter in order to communicate about matters relevant to the audit. The communication required by paragraph .12e is intended to inform those charged with governance about circumstances in which the auditor's report may differ from its expected form and content or may include additional information about the audit that was performed. [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph renumbered by the issuance of SAS No. 135, May 2019.]

.A34 Circumstances in which the auditor is required or may otherwise consider it necessary to include additional information in the auditor's report in accordance with GAAS, and for which communication with those charged with governance is required, include the following:

- The auditor expects to modify the opinion in the auditor's report in accordance with section 705, *Modifications to the Opinion in the Independent Auditor's Report*.⁹
- A "Going Concern" section is included in the auditor's report in accordance with section 570, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern*.¹⁰

⁷ Paragraph .09 of section 210, *Terms of Engagement*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

⁸ Paragraph .10 of section 210. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

⁹ Paragraph .31 of section 705, *Modifications to the Opinion in the Independent Auditor's Report*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

¹⁰ Paragraphs .24 and .28 of section 570, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

- Key audit matters are communicated in accordance with section 701.¹¹
- The auditor considers it necessary to include an emphasis-of-matter paragraph or other-matter paragraph in accordance with section 706, *Emphasis-of-Matter Paragraphs and Other-Matter Paragraphs in the Independent Auditor's Report*,¹² or is required to do so by other AU-C sections.

In such circumstances, the auditor may consider it useful to provide those charged with governance with a draft of the auditor's report to facilitate a discussion of how such matters will be addressed in the auditor's report. [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph renumbered by the issuance of SAS No. 135, May 2019.]

Other Findings or Issues

.A35 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:

- a. *Government Auditing Standards*
- b. Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administration Requirements, Cost Principles, Audit Requirements for Federal Awards*
- c. Other compliance audit requirements, such as state or local laws or program-specific audits under federal audit guides

[Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Other Significant Matters Relevant to the Financial Reporting Process (Ref: par. .12g)

.A36 Section 300, *Planning an Audit*,¹³ notes that, 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. The auditor may communicate with those charged with governance about such matters as, for example, an update to initial discussions about the planned scope and timing of the audit. [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph renumbered by the issuance of SAS No. 135, May 2019.]

¹¹ Paragraph .16 of section 701. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

¹² Paragraph .12 of section 706, *Emphasis-of-Matter Paragraphs and Other-Matter Paragraphs in the Independent Auditor's Report*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

¹³ Paragraph .A15 of section 300, *Planning an Audit*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

.A37 To the extent not already addressed by the requirements in paragraph .12a–f and related application material, the auditor may consider communicating about other matters discussed with, or considered by, the engagement quality control reviewer, if one has been appointed, in accordance with section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*.¹⁴ [Paragraph added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph renumbered by the issuance of SAS No. 135, May 2019.]

Uncorrected Misstatements (Ref: par. .13)

.A38 The auditor is not required to accumulate misstatements that the auditor believes are trivial.¹⁵ 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. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A39 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. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Corrected Misstatements (Ref: par. .14a)

.A40 The auditor also may communicate corrected immaterial misstatements, such as frequently recurring immaterial misstatements that may indicate a particular bias in the preparation of the financial statements. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Significant Findings or Issues Discussed or Subject to Correspondence With Management (Ref: par. .14b)

.A41 Significant findings or issues discussed, or the subject of correspondence, with management may include matters such as

- significant events or transactions that occurred during the year.
- 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.

[Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

¹⁴ Paragraphs .21–.22 of section 220, *Quality Control for an Engagement Conducted in Accordance With Generally Accepted Auditing Standards*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

¹⁵ Paragraph .05 of section 450, *Evaluation of Misstatements Identified During the Audit*. [Footnote renumbered by the issuance of SAS No. 134, May 2019.]

Written Representations (Ref: par. .14d)

.A42 The auditor may provide those charged with governance with a copy of management's written representations. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

The Communication Process***Establishing the Communication Process (Ref: par. .15)***

.A43 Clear communication of the following helps establish the basis for effective two-way communication:

- The auditor's responsibilities (paragraphs .10 and .A13–.A17)
- An overview of the planned scope and timing of the audit (paragraphs .11 and .A18–.A22)
- The expected general content of communications

[Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A44 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 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 (a) strategic decisions that may significantly affect the nature, timing, and extent of audit procedures; (b) the suspicion or the detection of fraud; or (c) 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.

[Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A45 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 .A53). [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Communication With Management

.A46 Many matters may be discussed with management in the ordinary course of an audit, including matters to be communicated with those charged with governance in accordance with this section. Such discussions recognize management's executive responsibility for the conduct of the entity's operations and, in particular, management's responsibility for the preparation and fair presentation of the financial statements. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A47 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 with management questions of management's competence or integrity. In addition to recognizing management's 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 appropriate individuals within the function before communicating with those charged with governance. [As amended, effective for audits of financial statements for periods ending on or after December 15, 2014, by SAS No. 128. Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Forms of Communication (Ref: par. .16)

.A48 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 either orally or in writing. Written communications may include an engagement letter that is provided to those charged with governance. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A49 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 a discussion of the matter will be included in the auditor's report. (For example, when key audit matters are communicated in the auditor's report, the auditor may consider it necessary to communicate in writing about the matters determined to be key audit matters.)
- 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.
- in the case of an audit of special purpose financial statements, whether the auditor also audits the entity's general purpose financial statements.
- 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.

[Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A50 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. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Timing of Communications (Ref: par. .19)

.A51 Timely communication throughout the audit contributes to the achievement of robust two-way dialogue between those charged with governance and the auditor. However, the appropriate timing for communications will vary with the circumstances of the engagement. Considerations include the significance and nature of the matter, the importance of the matter to those charged with governance, and the action expected to be taken by those charged with governance. The following are examples of the timing of communications for certain matters:

- Communications regarding planning matters may often be made early in the audit engagement and, for an initial engagement, as part of the terms of the engagement.
- It may be appropriate to communicate 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.
- Communications regarding independence may be appropriate whenever significant judgments are made about threats to independence and related safeguards.
- When section 701 applies, the auditor may communicate preliminary views about key audit matters when discussing the planned scope and timing of the audit (see paragraph .A21); the auditor may also have more frequent communications to further discuss such matters when communicating about significant audit findings.

The following are examples of matters for which communication with those charged with governance may be important prior to issuance of the auditor's report:

- Uncorrected misstatements accumulated by the auditor and the effect that they may have, individually or in the aggregate, on

the opinion in the auditor's report, including possible implications with respect to future financial statements

- Circumstances or relationships to which the auditor gave significant consideration relating to independence in reaching the conclusion that independence has not been impaired
- Significant findings or issues from the audit, including the auditor's views about the qualitative aspects of the entity's accounting practices
- An expectation by the auditor that the opinion in the auditor's report will be modified in accordance with section 705, *Modifications to the Opinion in the Independent Auditor's Report*¹⁶
- When section 701 applies, the matters planned to be included in the auditor's report

[Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A52 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.

[Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Adequacy of the Communication Process (Ref: par. .20)

.A53 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.

¹⁶ Paragraph .31 of section 705, *Modifications to the Opinion in the Independent Auditor's Report*. [Footnote added, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134.]

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.

[Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A54 As discussed in paragraph .A1, effective two-way communication assists both the auditor and those charged with governance. Further, section 315 identifies participation by those charged with governance, including their interaction with the internal audit function (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. [As amended, effective for audits of financial statements for periods ending on or after December 15, 2014, by SAS No. 128. Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A55 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

[Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

Documentation (Ref: par. .21)

.A56 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. [Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A57

Appendix — Qualitative Aspects of Accounting Practices

The communication required by paragraph .12a and discussed in paragraphs .A27–.A29 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 section 540A, *Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures*, 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)

[Paragraph renumbered by the issuance of SAS No. 134, May 2019. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019.]

.A58

Exhibit — Requirements to Communicate With Those Charged With Governance in Other AU-C Sections

Requirements for the auditor to communicate with those charged with governance are included in other AU-C sections. This section does not change the requirements in

- a. paragraph .17 of section 210, *Terms of Engagement*
- b. paragraphs .21, .38ci, and .39–.41 of section 240, *Consideration of Fraud in a Financial Statement Audit*
- c. paragraphs .14, .18, and .21–.23 of section 250, *Consideration of Laws and Regulations in an Audit of Financial Statements*
- d. paragraph .11 of section 265, *Communicating Internal Control Related Matters Identified in an Audit*
- e. paragraph .27 of section 550, *Related Parties*
- f. paragraphs .10b–c, .12a, .15a, .17a, and .18 of section 560, *Subsequent Events and Subsequently Discovered Facts*
- g. paragraph .28 of section 570, *The Auditor's Consideration of an Entity's Ability to Continue as a Going Concern*
- h. paragraphs .45–.48 of section 600, *Special Considerations—Audits of Group Financial Statements (Including the Work of Component Auditors)*
- i. paragraph .28 of section 610, *Using the Work of Internal Auditors*
- j. paragraph .16 of section 701, *Communicating Key Audit Matters in the Independent Auditor's Report*
- k. paragraphs .12, .14, .24, and .31 of section 705, *Modifications to the Opinion in the Independent Auditor's Report*
- l. paragraph .12 of section 706, *Emphasis-of-Matter Paragraphs and Other-Matter Paragraphs in the Independent Auditor's Report*
- m. paragraphs .15, .20b, and .21a of section 720, *The Auditor's Responsibilities Relating to Other Information Included in Annual Reports*
- n. paragraph .06 of section 730, *Required Supplementary Information*
- o. paragraphs .23–.28 of section 930, *Interim Financial Information*
- p. paragraphs .36–.37 of section 935, *Compliance Audits*

[Revised, September 2012, to reflect conforming changes necessary due to the issuance of SAS No. 126. Paragraph renumbered and amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 134. Paragraph subsequently renumbered by the issuance of SAS No. 135, May 2019. As amended, effective for audits of financial statements for periods ending on or after December 15, 2021, by SAS No. 137.]