

## STANDARD-SETTING UPDATE

## OFFICE OF THE CHIEF AUDITOR

**MARCH 31, 2017**

The Public Company Accounting Oversight Board ("PCAOB" or "Board") seeks to establish and maintain high-quality auditing and related professional practice standards for audits of issuers and brokers and dealers in support of the PCAOB's overall mission of protecting investors and furthering the public interest in the preparation of informative, accurate, and independent audit reports. The PCAOB's Office of the Chief Auditor—working with other PCAOB offices and divisions—assists the Board in establishing and maintaining PCAOB standards.

The PCAOB takes a priority-based approach to standards-related projects. The process begins with a PCAOB interdivisional team that performs an annual environmental scan to identify current or emerging audit issues and informs the Board regarding matters that potentially warrant changes to PCAOB standards or additional staff guidance. The interdivisional team also continues to monitor current or emerging issues throughout the year, including observations from oversight activities, that may merit further consideration. The evaluation of potential issues may result in a project being added to the PCAOB research agenda.

For each project on the PCAOB research agenda, a PCAOB interdivisional research team is formed to perform research, outreach, and economic analysis to assess whether there is a need for changes to PCAOB standards; consider alternative regulatory responses; and, if standard setting is needed, evaluate potential standard-setting scope and approaches. If standard setting is pursued, the project would be added to the standard-setting agenda. If standard setting is not pursued, consideration will be given to whether or not any other action is needed. In addition to the projects on the research agenda, the PCAOB also conducts monitoring activities in other areas that could impact audits or PCAOB standards (e.g., financial reporting fraud, auditor independence, and new accounting standards).

The Board solicits public comment on potential changes to the PCAOB standards before adopting changes. Consideration of changes to PCAOB standards also involves conducting an economic analysis and analyzing potential impacts of changes on audits of emerging growth companies.

The standard-setting update, which includes the standard-setting and research agendas, was prepared by the staff of the Office of the Chief Auditor. Standard-setting and research agendas, staff consultation papers, and staff audit practice alerts are not statements of the Board, nor do they necessarily reflect the views of the Board, individual Board members, or other staff.

Additionally, the PCAOB staff may prepare guidance regarding the application of existing PCAOB standards. For example, PCAOB staff audit practice alerts highlight new, emerging, or noteworthy circumstances that may affect how auditors conduct audits under, or otherwise comply with, the existing requirements of the standards and rules of the PCAOB and relevant laws.

The PCAOB's standard-setting related processes, including identifying current or emerging audit issues, developing the research agenda, and working on standard-setting projects, are informed by a range of activities. These activities include the PCAOB's oversight activities, consultation with the Board's Standing Advisory Group ("SAG"), input from the Board's Investor Advisory Group ("IAG"), discussion with the U.S. Securities and Exchange Commission staff, work of other standard setters (for example, the International Auditing and Assurance Standards Board ("IAASB"), Financial Accounting Standards Board ("FASB"), and International Accounting Standards Board), and other relevant inputs and developments.

Part I below covers the projects on the standard-setting agenda. Part II, beginning on page 5, covers the projects on the research agenda. Timing of the projects on the standard-setting agenda is subject to change.

## Part I Standard-Setting Agenda

Project	Current Stage	Timing
Auditor's Reporting Model	Drafting final standard and adopting release	Q2 2017
Auditing Accounting Estimates, Including Fair Value Measurements	Drafting proposal	Q2 2017
The Auditor's Use of the Work of Specialists	Drafting proposal	Q2 2017
Supervision of Audits Involving Other Auditors	Determining next action	
Going Concern	Outreach, monitoring, and research	

## Standard-Setting Project Overviews

- 1. Auditor's Reporting Model.** On May 11, 2016, the Board issued for public comment a reproposed auditor reporting standard. The reproposal revises the Board's initial proposal issued in August 2013 (the "2013 proposal"). The reproposal would retain the pass/fail model in the existing auditor's report, but would update the form and content of the report to make it more relevant and informative to investors and other financial statement users. In particular, the auditor's report would include a description of "critical audit matters," which would provide audit-specific information about especially challenging, subjective, or complex aspects of the audit. In addition, the reproposal includes other improvements, primarily intended to clarify the auditor's role and responsibilities in the audit of financial statements and to make the auditor's report easier to read. The comment period on the reproposed standard and related amendments to PCAOB standards ended on August 15, 2016. The staff has evaluated the comments on the reproposal, considered the discussion at the May 2016 SAG and October 2016 IAG meetings, and is drafting a final standard and adopting release for Board action in the second quarter of 2017. For further information, see [Rulemaking Docket No. 034](#).
- 2. Auditing Accounting Estimates, Including Fair Value Measurements.** On August 19, 2014, the PCAOB issued a staff consultation paper to seek public comment on certain issues related to auditing accounting estimates, including fair value measurements. As discussed in the paper, auditing accounting estimates and fair value measurements has proven challenging to auditors. Additionally, there have been changes in the financial reporting frameworks relating to accounting estimates and an increasing use of fair value as a measurement attribute, together with new related disclosure requirements. The paper described the staff's preliminary views concerning the potential need for change and presented potential revisions to PCAOB standards. The staff is evaluating the responses from commenters in addition to considering the discussions at the October 2014 and June 2015 SAG meetings and the September 2015 IAG meeting. In addition, the staff is monitoring developments related to the IAASB's project on Accounting Estimates (ISA 540) and Special Audit Considerations Relevant to Financial Institutions. The staff is drafting a proposal for Board action in the second quarter of 2017. The project is also being closely coordinated with the project on specialists. For further information, see [Staff Consultation Paper: Auditing Accounting Estimates and Fair Value Measurements](#).
- 3. The Auditor's Use of the Work of Specialists.** On May 28, 2015, the PCAOB issued a staff consultation paper to seek public comment on certain matters related to the auditor's use of the work of specialists. As discussed in the paper, the use and importance of specialists has increased in recent years, in part due to the increasing complexity of business transactions and the resulting complexity of information needed to account for those transactions. Specialists covered by the project include specialists employed or engaged by the auditor and specialists employed or retained

by the company whose work is used by the auditor. The paper described the staff's preliminary views concerning the potential need for change and presented potential revisions to PCAOB standards. The staff is evaluating the responses from commenters in addition to considering the discussions at the June and November 2015 SAG meetings and the September 2015 IAG meeting. The staff is drafting a proposal for Board action in the second quarter of 2017. The project is also being closely coordinated with the project on auditing accounting estimates, including fair value measurements. For further information, see Staff Consultation Paper No. 2015-01: The Auditor's Use of the Work of Specialists.

4. ***Supervision of Audits Involving Other Auditors.*** On April 12, 2016, the Board issued for public comment amendments to improve the auditing standards that govern the supervision of audits involving other auditors, and a new auditing standard for situations in which the auditor divides responsibility for the audit with another accounting firm. The roles of other accounting firms and individual accountants in audits (collectively, "other auditors") have taken on greater significance with the increasingly global operations of companies. The lead auditor often involves other auditors at various locations of the company, including in areas of the audit where there is a high risk of material misstatement in the financial statements. The comment period on the proposal ended on July 29, 2016. Having analyzed comments on the proposal and considered the discussion at the May and November 2016 SAG meetings, the staff is preparing a recommendation for the next Board action. For further information, see Rulemaking Docket No. 042.
5. ***Going Concern.*** The auditor's evaluation of a company's ability to continue as a going concern is an important part of an audit under PCAOB standards and federal securities law. The purpose of this project is to evaluate whether there is a need for regulatory action—e.g., changes to the existing PCAOB standard on the auditor's going concern evaluation, staff guidance, or other actions—in light of changes in the relevant accounting requirements<sup>1</sup> and concerns from investors about the effectiveness of auditor going concern reporting. This project is considering, among other things, input from the SAG and IAG, observations from the Board's oversight activities, and relevant research. The staff plans to continue its research and outreach activities, including monitoring the effect on audits of the changes to the relevant accounting standards. In the meantime, AS 2415, *Consideration of an*

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<sup>1</sup> On August 27, 2014, FASB issued Accounting Standards Update No. 2014-15, *Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. On September 22, 2014, the PCAOB issued Staff Audit Practice Alert No. 13, to remind auditors to continue to follow existing PCAOB standards when considering a company's ability to continue as a going concern.

*Entity's Ability to Continue as a Going Concern*, and Staff Audit Practice Alert No. 13 continue to provide the applicable requirements and guidance, respectively, for audits under PCAOB standards.

## Part II      Research Agenda

Project
Quality Control Standards, Including Assignment and Documentation of Firm Supervisory Responsibilities
Changes in the Use of Data and Technology in the Conduct of Audits
The Auditor's Role Regarding Other Information and Company Performance Measures, Including Non-GAAP Measures
Auditor's Consideration of Noncompliance with Laws and Regulations

### Research Project Overviews

- 1. Quality Control Standards, Including Assignment and Documentation of Firm Supervisory Responsibilities.** Deficiencies identified in PCAOB inspections suggest that improvements may be needed in firms' systems of quality control. The staff is exploring whether there is a need for changes to PCAOB quality control standards—including improvements related to assignment and documentation of firm supervisory responsibilities—that would prompt firms to improve their quality control systems and more proactively identify and address emerging risks and deficiencies, thereby enhancing audit quality. This project is considering, among other things, observations from the Board's oversight activities, relevant research, input from the SAG and other outreach, and activities of international audit regulators, as well as related PCAOB activities, specifically the root cause analysis and audit quality indicator initiatives. The staff is also monitoring developments related to the IAASB's project on quality control. Outreach activities may include a staff consultation paper or public roundtable. The project will also consider impacts of potential standard-setting approaches on large and small domestic and international firms.
- 2. Changes in the Use of Data and Technology in the Conduct of Audits.** There have been significant advances in technology, including data analysis, in recent years. An increased use of these new technologies in audits could have a fundamental impact on the audit process, including the amount of information available to auditors, significant judgments made by auditors in critical areas of the audit, and staffing of audit engagements. The staff is exploring whether there is a need for guidance or changes to PCAOB standards in light of the potential increased

use of new technologies in the conduct of audits. This project is considering, among other things, the new technology-based tools being used in audits and related changes to firms' audit methodologies, academic research, outreach, and activities of others, including auditing standard setters (e.g., the IAASB's Data Analytics Working Group).

- 3. *The Auditor's Role Regarding Other Information and Company Performance Measures, Including Non-GAAP Measures.*** In recent years, there has been much press attention and regulatory scrutiny about the use of company performance measures, including non-GAAP financial measures and operating measures. These measures could be included in a company's annual reports, registration statements, earnings releases, or in other communications, such as calls with analysts and information on the company's website. Company performance measures that are included in an annual report, for example in management's discussion and analysis of financial condition and results of operations, are considered "other information" and are subject to the requirements of AS 2710, *Other Information in Documents Containing Audited Financial Statements*. Under AS 2710, the auditor has a responsibility to "read and consider" other information in documents containing audited financial statements.<sup>2</sup> However, under current PCAOB standards, auditors do not have responsibilities to perform procedures related to information presented in corporate earnings releases, investor presentations, or other communications, such as calls with analysts and information on the company's website.

In August 2013, the Board proposed a new standard that would enhance the auditor's responsibility under AS 2710. For further information, see Rulemaking Docket No. 034. In light of comments received on this proposal, the Board is reevaluating whether there is a need to revise the standards in this area and, if so, how to change the auditor's existing performance and reporting responsibilities related to other information accompanying audited financial statements. At the same time, the Board is considering input it has received regarding the significance to the capital markets of company performance measures that are often reported in documents outside of the scope of AS 2710.

This research project will consider, among other things, comments received on the proposed other information standard, input from the SAG and IAG, activities of other regulators and standard setters related to this topic, reports and data on current practices in this area, and relevant academic research. The staff also plans to perform additional outreach to seek input on current practice and the potential need to improve the auditor's responsibilities.

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<sup>2</sup> In addition, AS 4105, *Reviews of Interim Financial Information*, includes a similar responsibility for the auditor with respect to other information that accompanies the interim financial information.

- 4. Auditor's Consideration of Noncompliance with Laws and Regulations.** AS 2405, *Illegal Acts by Clients*, establishes requirements regarding the auditor's consideration of possible illegal acts by a client in an audit of financial statements. AS 2405 has remained largely unchanged since its issuance in 1988. Since then, regulatory and investor attention to company violations of laws and regulations has increased. The staff is exploring whether there is a need for improvements to AS 2405 to provide better direction to auditors regarding their responsibilities with respect to illegal acts. This project is considering, among other things, observations from the Board's oversight activities, relevant research, activities of other regulators and standard setters (e.g., the IAASB recently revised its analogous standard), and input from the SAG and IAG. The staff also plans to perform outreach to seek input on this matter.