

ISSUES PAPER**Proposed ISA 705, “Modifications to the Opinion in the Independent Auditor’s Report”
Proposed ISA 706, “Emphasis of Matter Paragraphs and Other Matters Paragraphs in the
Independent Auditor’s Report”****A. Overview of Exposure Draft Comment Letters**

The comment period on the exposure of the proposed ISAs 705 & 706 (“EDs 705 & 706”) closed on July 31, 2005. A total of 40 respondents submitted comment letters (see the attached appendix for a listing of these respondents).

Generally, respondents were supportive of the exposure drafts and the direction taken on a number of the proposals. Most addressed the three questions posed in the explanatory memorandum. In this paper, the discussion of the significant issues raised by respondents follows the flow of the first-read drafts being presented, and is structured as follows:

- Section B: significant comments on ED 705;
- Section C: significant comments on ED 706;
- Section D: significant comments on other related matters; and
- Section E: consideration of whether to re-expose.

Certain of the issues arising were discussed at the November 2005 IAASB CAG meeting.

Paragraphs numbers in the following discussion refer to the clean version of the first-read drafts, unless otherwise noted.

B. Significant Comments on ED 705**B1. APPLICABILITY OF ISA 705 TO ENGAGEMENTS OTHER THAN THOSE DEALING WITH
REPORTING ON THE FAIR PRESENTATION OF GENERAL PURPOSE FINANCIAL STATEMENTS**

The introduction to ED 705 stated that the standards and guidance in the ISA are to be applied in circumstances when the auditor modifies the opinion paragraph in the auditor’s report issued as a result of an audit of a complete set of general purpose financial statements or a special purpose audit engagement. One respondent (IDW) noted that ED 705 did not, in fact, appear to address engagements other than those dealing with reporting on the fair presentation of general purpose financial statements. Specifically, considering that the proposed requirements and guidance on the form of the modified opinion paragraph dealt only with fair presentation of financial statements, ED 705 did not appear to address the nature of a modification when the financial reporting framework:

- Is not designed to achieve fair presentation (i.e., a compliance framework); or
- Is designed to achieve the fair presentation of something other than the financial position, financial performance and cash flows of an entity (i.e., special purpose frameworks leading to fair presentation).

The task force noted that this was not the IAASB's original intention, as the introduction to ED 705 did make clear that the scope of the ISA included engagements to report on historical financial information other than a complete set of general purpose financial statements prepared in accordance with a financial reporting framework designed to achieve fair presentation. In addition, the basic principles and essential procedures in ED 705 were intended to be applicable to an audit of financial information, whether the auditor was engaged to audit general purpose financial statements or other historical financial information (other than summary audited financial statements, which are covered under the proposed ISA 800).

The task force, however, agreed that further clarification was necessary. Given the IAASB's stated preference not to complicate the application of ISAs by introducing specific adaptations necessary to make them applicable to historical financial information other than general purpose financial statements, the task force agreed to revise the introductory paragraphs to make it clear that the standards and guidance in the ISA are to be applied, in the first instance, to an engagement to report under ISA 700 (see paragraph 2), and that these standards and guidance are to be *adapted* as necessary in the circumstances of an engagement to report under the proposed ISA 701 (see paragraph 3).

This approach would be consistent with the IAASB's agreed approach for other projects, such as the current revision of ISA 260, "Communication with Those Charged with Governance" (for which the same issue was discussed at the December 2005 IAASB meeting). In particular, the task force believes it would not be difficult for the auditor to adapt the proposed wording for the modified opinion paragraph for an engagement to report on financial statements, to modifications that might be necessary on engagements to report on other historical financial information.

The task force understands that the Special Reports task force is currently considering whether all general purpose financial statements should be covered by ISA 700 and whether all special purpose financial information should be covered by the proposed ISA 701. The task force, however, does not believe that the changes the Special Reports task force intends to propose to ISA 700 will affect the principles in the proposed ISA 705.

B2. MISLEADING FINANCIAL STATEMENTS RESULTING FROM APPLYING THE FINANCIAL REPORTING FRAMEWORK

Two respondents (AU ASB and US GAO) noted that ED 705 did not address the extremely rare circumstances when applying the financial reporting framework results in misleading financial statements. Paragraph 15 of ISA 700 states that, in those circumstances, the auditor considers the need to modify the auditor's report. These respondents suggested a need for requirements and guidance in the proposed ISA 705 to address these circumstances so as to ensure completeness of the proposed ISA and consistency with ISA 700.

The task force considered the practicality of this suggestion but concluded that the drawbacks outweighed the potential benefits, as introducing specific requirements and guidance to deal with what would be extremely rare circumstances would over-complicate the proposed ISA relative to the likely occurrence of the issue in practice. The guidance in paragraph 15 of ISA 700 states that

the modifications, if any, that are appropriate to the auditor's report will depend on how management addresses the matter in the financial statements and how the financial reporting framework deals with these rare circumstances. The task force believes this guidance appropriately leaves the modification of the report to the auditor's professional judgment. Accordingly, the task force believes any further requirements and guidance in the proposed ISA 705 would be unnecessary.

B3. MEANING OF "PERVASIVENESS"

ED 705 proposed guidance to assist the auditor in determining the pervasiveness of a matter giving rise to an adverse opinion or a disclaimer of opinion. It explained that the auditor would consider the following criteria in determining pervasiveness:

- (a) The extent to which a disagreement with management on the financial statements or an inability to obtain sufficient appropriate audit evidence can be (i) related to specific items in the financial statements and (ii) quantified; and
- (b) Whether the effect of the disagreement with management can be clearly explained in the auditor's report.

Several respondents¹ commented that these criteria should be further clarified and strengthened. They argued, in particular, that the first criterion would exclude material misstatements relating to qualitative disclosures that cannot be quantified, and the second criterion appeared to exclude circumstances where the effect of a disagreement with management or the potential effect of a scope limitation can be clearly explained in the auditor's report but a mere qualification would be inadequate.

The task force considered the following suggestion from one respondent (IDW) for an alternative method to determine pervasiveness which appeared to be more structured, and asked for the CAG's comments on this proposal:

- An inability to obtain sufficient appropriate audit evidence is pervasive when the potential effects of that inability *cannot* be confined to particular items that in aggregate (a) entail a quantifiable maximum potential misstatement not constituting a significant proportion of the financial statements proper, or (b) represent disclosures not fundamental to those financial statements.
- A disagreement with management relating to amounts in the financial statements is pervasive when the effects of the misstatement *cannot* be quantified and confined to particular line items that do not represent a significant proportion of the financial statements. A disagreement with management relating to disclosures in the financial statements is pervasive when the effects of the misstatement *cannot* be confined to particular disclosures not fundamental to the F/S.

A CAG representative suggested that this proposal was unclear, especially because of the combined use of negatives. In addition, two CAG representatives viewed the phrase "quantifiable maximum potential misstatement" as possibly meaningless to many, particularly

¹ AU AASB, CNCC, DFCG, FEE, ICAEW, ICANZ, IDW and Subelet

those in the insurance industry where it is the “probable misstatement” that would be more relevant.

Accordingly, the task force concluded that this proposal would probably not gain ready acceptance. The task force has therefore developed another approach, as set out below, to describe the meaning of pervasiveness:

- *In relation to a disagreement with management.* Several respondents (AU ASB, Basel, CEBS and PAAB) commented that the description of pervasiveness in the context of a disagreement could not be separated from the effect of the matter(s) on the financial statements *as a whole*. The task force agreed. In addition, two respondents (APB and IDW) argued that the disagreement would have a pervasive effect if it affected the financial statements to a fundamental extent. The task force concluded that this would effectively mean that the financial statements as a whole would be misleading. The task force believes that linking pervasiveness to a determination of whether the financial statements as a whole are misleading appropriately establishes a key factor that would clearly differentiate a matter giving rise to an adverse opinion from one giving rise to a qualified opinion. Taking these suggestions into account, the task force proposes the following revised description:

“The *effect* of a disagreement with management about one or more matters pertaining to the financial statements is pervasive when the matter or matters affect the financial statements to such an extent that the financial statements as a whole are misleading.” (See paragraph 10).

The task force did not believe a definition of the word “misleading” would be necessary in this ISA or within the scope of this project. The task force, however, thought it helpful to footnote a cross-reference in paragraph 10 to Section 110 of the IFAC *Code of Ethics* that more fully describes the professional accountant’s responsibilities with regard to misleading financial information.

- *In relation to an inability to obtain sufficient appropriate audit evidence.* The task force took into account the same respondents’ comments in proposing the following revised description, linking pervasiveness to a determination of whether the auditor is able to form an opinion on the financial statements as a whole:

“The *possible effect* of an inability to obtain sufficient appropriate audit evidence about one or more matters pertaining to the financial statements is pervasive when, in the auditor’s judgment, the matter or matters affect, or could affect, the financial statements to such an extent that the auditor is unable to form an opinion on the financial statements as a whole.” (See paragraph 11).

The task force has placed these proposed revised descriptions of pervasiveness towards the front end of the revised draft to respond to concerns expressed by several respondents that although the term has such importance and is used so extensively throughout the proposed ISA, an attempt at explaining its meaning did not appear until paragraph 24 in ED 705. A number of respondents suggested that a definition of pervasiveness should be provided, both in the proposed ISA and in the Glossary of Terms. The task force did not agree that it would be appropriate to classify the

proposed revised descriptions of pervasiveness as a definition, given that they inherently call for the application of professional judgment.

Some respondents indicated potential difficulties in translating the term in other languages (e.g. French, Spanish). The task force did not find alternative terms that would more appropriately convey the IAASB's intended meaning for the concept, but believes that the proposed revised descriptions may help alleviate the translation issue.

B4. MULTIPLE UNCERTAINTIES LEADING TO A DISCLAIMER

ED 705 proposed to retain guidance in the extant ISA 701, "Modifications to the Independent Auditor's Report," to explain that in extreme circumstances involving multiple uncertainties, the auditor may conclude that the cumulative nature and possible effect of the multiple uncertainties are such that it is not possible to form an opinion and, accordingly, the auditor expresses a disclaimer of opinion. The explanatory memorandum to the exposure drafts asked respondents to comment on whether this guidance may make it difficult for practitioners to know when to include an emphasis of matter (EOM) paragraph and when to disclaim an opinion when there are multiple uncertainties.

The overwhelming majority of respondents supported the retention of this guidance. The rationale for the IAASB in originally proposing to retain this guidance was that, in those extreme circumstances involving multiple uncertainties, the cumulative nature and possible effect of the uncertainties would altogether become sufficiently material and pervasive, leading to an impossibility for the auditor to form an opinion on the financial statements – even though, individually, each uncertainty would not give rise to a disclaimer of opinion. This could be considered analogous to the effects of management bias in individual financial statement items, which, although individually not material, could become material if taken together.

Two respondents (GT and ICANZ), however, argued that the cumulative nature and possible effect of the multiple uncertainties does not *in itself* cause the auditor to disclaim an opinion. Rather, they thought it is the inability to obtain sufficient appropriate audit evidence regarding management's assertions pertaining to the uncertainties, and their presentation and disclosure, which may cause the auditor to conclude that it is not possible to form an opinion on the financial statements as a whole. The task force found this argument persuasive, as an unmodified opinion should *always* be appropriate if the auditor has been able to obtain sufficient appropriate audit evidence to support management's assertions about each of the uncertainties and their presentation and disclosure in the financial statements, regardless of the cumulative potential effect of the uncertainties. A CAG representative also agreed with this rationale.

In addition, linking the disclaimer of opinion in these circumstances to an inability to obtain sufficient appropriate audit evidence about management's assertions regarding the uncertainties would maintain consistency with the conceptual framework used for disclaimers of opinion in this ISA. Accordingly, the task force agreed to explain the guidance on that basis (see paragraphs 30-31).

A number of respondents (CEBS, CPAA, ICAEW and IOSCO) expressed concern that placing the guidance in the “Disclaimer” section of the proposed ISA might lead auditors to conclude too quickly (and perhaps defensively) that disclaimers are appropriate in these situations. These respondents suggested that the guidance be strengthened to indicate that a disclaimer should only be issued in very rare and unusual circumstances, and only if the effect of the multiple uncertainties were material and pervasive. The task force did not agree with these comments as the guidance was already set in the context of *extreme circumstances* (see paragraph 31). In addition, a disclaimer, by definition, should only arise if the possible effect of the inability to obtain sufficient appropriate audit evidence were not only material but also pervasive. Finally, the addition of the new subheading “Possible Consequences of Multiple Uncertainties” immediately before paragraph 30 to distinguish this subsection from the preceding subsection dealing with disclaimers of opinion should help to alleviate these concerns.

Some respondents (ACCA, ICANZ and JICPA) were concerned that the guidance was unclear as to whether, in these circumstances, EOMs would still be required for each uncertainty, in addition to the disclaimer. The task force did not believe further guidance would be needed in the proposed ISA, as EOMs should not be necessary in these circumstances given that the Basis for Disclaimed Opinion paragraph should describe all the substantive reasons for the disclaimed opinion. The revised requirement for EOMs in paragraph 7 of the first-read draft of ISA 706 (which requires that the auditor emphasize a matter only when, among other things, the auditor has obtained sufficient appropriate audit evidence about the matter) should also obviate the need for additional guidance to address these concerns.

B5. PRE- AND POST-ACCEPTANCE SCOPE LIMITATION IMPOSED BY MANAGEMENT

Paragraph 20 of ED 705 dealt with the auditor’s responsibilities when, after accepting the engagement, the auditor becomes aware that management has imposed a limitation on the scope of the audit that the auditor considers likely to result in the need to express a qualified opinion or disclaim an opinion on the financial statements.

A number of respondents² thought that the proposed ISA should also provide similar guidance to deal with a pre-acceptance scope limitation imposed by management. They were concerned that agreeing to a scope limitation before the audit has started would seriously threaten the auditor’s independence and make it impossible for the auditor to rigorously meet the requirements of auditing and ethical standards. Thus, they suggested that a requirement be introduced to the effect that if the auditor becomes aware, before accepting the audit, that those charged with governance or management will impose a scope limitation that the auditor considers likely to result in the need to qualify or disclaim an opinion, the auditor should not accept that engagement, unless required to do so by law or regulation.

The task force agreed with this rationale but only when such a management-imposed scope limitation would lead to a *disclaimer of opinion*. The task force, however, concluded that the proposed ISA 705 was not the appropriate place to provide guidance to deal with considerations regarding engagement acceptance or continuance, as the ISA only dealt with reporting aspects.

² APB, AU ASB, Basel, FEE, ICAEW, ICANZ and Subelet

Some respondents pointed out that although ED 705 proposed to allow the auditor to consider resigning from the audit if the auditor becomes aware of a management-imposed scope limitation and if permitted by law or regulation to do so, it did not address circumstances where resignation is *not* permitted by law or regulation (e.g. for some public sector audits). The task force agreed that the only possible outcome in this case would be for the auditor to disclaim an opinion. Accordingly, guidance has been provided to that effect (see paragraph 39).

Two respondents (GT and NIVRA) suggested that the ISA should be strengthened by requiring the auditor to disclaim an opinion if management were to impose a scope limitation on the audit. The task force did not agree with this suggestion as the auditor should be allowed the opportunity to consider the reasons for such a scope limitation, and whether alternative procedures are appropriate and can be performed.

B6. PIECEMEAL OPINIONS

ED 705 described a piecemeal opinion as an opinion where the auditor expresses an adverse opinion or a disclaimer of opinion on the financial statements as a whole, but includes a supplementary unmodified opinion on one or more specific elements, accounts or line items of a financial statement. ED 705 explained that such an opinion is not permitted because it tends to overshadow or contradict the adverse opinion or the disclaimer of opinion.

Most of the respondents³ who submitted comments on this paragraph highlighted that the prohibition to issue such a piecemeal opinion had all the characteristics of a basic principle, and thus suggested that this paragraph be amended to establish a requirement. The task force concurred (see paragraph 41).

Several of the respondents commented that the guidance appeared to contradict paragraph 11(c) of ISA 510, “Initial Engagements–Opening Balances,” which allows, in the event the auditor is unable to obtain sufficient audit evidence concerning opening balances, the possibility of issuing an opinion which is “qualified” or disclaimed on the results of operations, but is “unqualified” on the closing financial position. Some respondents pointed out that such “piecemeal opinions” are permitted in some jurisdictions (e.g. New Zealand) on the basis that positive assurance should be allowed on those parts of the financial statements unaffected by circumstances giving rise to an adverse or disclaimed opinion, as this would be beneficial to the users.

The task force did not agree that the guidance in ISA 510.11(c) was inconsistent with that proposed in ED 705, as the former does not reflect a piecemeal opinion as defined in ED 705. This is because ISA 510.11(c) addresses circumstances where the auditor has not expressed an adverse opinion or disclaimed an opinion on the financial statements *as a whole*. Thus, the precondition for a piecemeal opinion as described in ED 705 is not in place in an ISA 510.11(c) situation. To emphasize the specific meaning attributed to the term “piecemeal opinion” in the proposed ISA, the task force agreed to add the phrase “For the purpose of this ISA” at the beginning of the description of the term (see paragraph 40).

³ ACAG, ACCA, AU AASB, CNCC, EY, FEE, HKICPA, ICAEW, ICANZ, IDW, KPMG, NIVRA, PAAB, PwC: (34.1-14; 4.3; 8.3; 10.2)

Some respondents suggested that the guidance appeared inadequate in that it did not address situations such as other reporting responsibilities covered by paragraphs 46-49 of ISA 700 (i.e. legal or regulatory responsibilities to report on other matters). They questioned whether the auditor would, for example, be able to issue an unmodified opinion in respect of the proper preparation of the financial statements in accordance with the requirements of Country X Corporation Act if there were an adverse or disclaimed opinion in respect of whether the financial statements are fairly presented in accordance with IFRS (or vice versa). The task force, again, concluded that these circumstances would not fall within the description of a piecemeal opinion as set out in ED 705 because these other reporting responsibilities do not relate to the same financial reporting framework. The task force, however, agreed to make this clear by amending the wording of the prohibition (see paragraph 41).

B7. PROVISION OF OMITTED DISCLOSURES IN THE BASIS FOR MODIFIED OPINION PARAGRAPH

ED 705 proposed that, in the event of a disagreement with management about disclosures, the auditor should provide the omitted disclosures in the Basis for Modified Opinion paragraph, unless impracticable or prohibited by law or regulation.

Two respondents (Basel and ICAEW) supported the proposal, recognizing that the requirement would effectively put pressure on management to present the required disclosures. Several other respondents,⁴ however, expressed significant concern. They argued that it would set a precedent for the auditor to take on management’s responsibility for preparing the financial statements, and that a requirement for the auditor to provide omitted financial information would, de facto, cause the auditor to take on management’s responsibility, regardless of guidance in the proposed ISA cautioning the auditor against doing so. In addition, several of the respondents thought that unless further guidance were provided to explain how the auditor would apply the test of practicability,⁵ practitioners would not be able to interpret and apply the proposed requirement consistently.

A CAG representative also expressed significant concern and highlighted two major issues with this proposal:

- (a) The omission of the information in the financial statements results in a situation where management is making no assertions about such information. The auditor is therefore left in the position of making the assertion that the information is complete and accurate, which may not be possible if management has not provided all relevant information to the auditor; and

⁴ AU AASB, CNCC, EY, FEE, GT, HKICPA, ICANZ, IDW, KPMG, PAAB and PwC

⁵ ED 705.37 stated the following with regard to the practicability test: “It is not impracticable when the omitted disclosure information is reasonably available, and providing the information in the auditor’s report does not require the auditor to assume management’s responsibility for the preparation of the financial statements. For example, it is not impracticable if the information can be obtained from the accounting records without the auditor (i) substantially increasing the effort that would normally be required to complete the audit, and (ii) assuming management’s responsibility for preparing the financial statements. In those cases, the auditor includes the omitted information in the basis for modification paragraph of the auditor’s report.”

- (b) There is the question of the auditor's independence, irrespective of whether the auditor is satisfied that the information is reliable, complete and accurate.

The CAG representative expressed the view that a general statement referring to the nature of the omitted information, and not the specific details or facts of the matter, would be all that would be appropriate. Further, this would be all that would be necessary to make regulatory authorities aware of the need to consider further action.

In proposing this requirement, the IAASB had debated at length the advantages and disadvantages of requiring the auditor to disclose information that management has failed to disclose (unless impracticable or prohibited by law or regulation), and concluded that it would be in the public interest to establish such a requirement. The task force, however, found the above counter-arguments compelling, as the potential issues from imposing such an obligation would outweigh the public interest argument in this particular case. Accordingly, the task force agreed that disclosure of the actual omitted information would be unnecessary. Consequently, in the case where required disclosures have been omitted, the principle should be that the auditor should disclose the reasons for the modification, the *nature* of the omitted information, and the related effects, if any, to enable users to understand the nature and effects of the disagreement with management (see paragraphs 46-47).

The task force has also revised and restructured this subsection dealing with the Basis for Modification Paragraph on the basis of other comments from respondents (see paragraphs 46-49).

B8. AMENDMENT OF THE DESCRIPTION OF THE AUDITOR'S RESPONSIBILITY

ED 705 proposed that the description of the auditor's responsibility in the auditor's report should be appropriately amended when there is an inability to obtain sufficient appropriate audit evidence, and provided illustrations of the wording changes that would be necessary for a qualification and a disclaimer of opinion.

Three respondents (AU ASB, DI and IDW) pointed out an apparent flaw in the proposed amendments to the description of the auditor's responsibility. In their view, the amendments suggested that the auditor had not complied with the ISAs when, in fact, the auditor's responsibility had not been amended, nor had the fact that the auditor attempted to conduct an audit in accordance with ISAs. These respondents argued that in the circumstances, there should be no change to the auditor's responsibilities and the auditor should still continue to comply with the ISAs. They therefore suggested that the proposed amendments be repositioned to the end of the final paragraph of the Auditor's Responsibility section as follows:

- In the case of a qualification:

We believe that, with the exception of the matter described in the Basis for Qualification paragraph, the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

- In the case of a disclaimer:

Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence and therefore were

~~not able to complete an~~ our audit. ~~in accordance with International Standards on Auditing.~~

The task force agreed that the suggested amendment regarding the disclaimer of opinion would be appropriate but with the following refinement, since the audit is effectively completed:

Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence ~~and therefore were not able to complete our audit to provide a basis for an audit opinion.~~

Accordingly, the task force proposes an amended requirement in the proposed ISA and amended wording in the corresponding illustrative report (see paragraph 56 and illustrative report 4).

In the case of a qualification, the task force concluded that no wording change should, in fact, be made to the Auditor’s Responsibility section because the audit evidence obtained by the auditor always provides a basis for the auditor’s opinion, whether qualified or not. Consequently, the task force proposes that the requirement for the auditor to amend the Auditor’s Responsibility section in the case of a qualification should be deleted (paragraph 44 in ED 705). The wording in illustrative report 3 has been changed accordingly.

C. Significant Comments on ED 706

C1. CRITERIA FOR EMPHASIS OF MATTER IN THE AUDITOR’S REPORT

ED 706 proposed to require the auditor to emphasize in the auditor’s report a matter in the financial statements when, in the auditor’s judgment, both of the following conditions are met:

- (a) The matter is of fundamental importance to the user’s understanding of the financial statements; and
- (b) The matter is unusual.

This proposal elicited a significant number of comments from respondents.⁶ Among the most significant concerns (also shared by some CAG representatives), these respondents thought that the proposed requirement would cause a proliferation of EOMs because (a) in closely regulated environments, auditors aiming to be on the “safe side” would more likely use EOMs to avoid having to justify why they did not include them, or to avoid breaching ISAs for not including them; (b) the proposed criteria did not appear sufficiently precise for consistent application as they could include a wide range of circumstances; and (c) ED 706 did not truly limit the circumstances in which an EOM could be used. These respondents were also concerned that the proposal would cause unnecessary discussions between auditors and regulators on whether the appropriate judgment was exercised on matters that should already be fully disclosed in the financial statements.

In addition, some of the respondents argued that determining when to include an EOM is a highly judgmental exercise that should be left to the discretion of the auditor. This view was

⁶ AICPA, AU AASB, CEBS, FEE, GT, HKICPA, ICAEW, ICANZ, IDW, IOSCO, KPMG, NIVRA, PAAB and PwC

shared by two CAG representatives, who thought that the auditor should be permitted the flexibility to emphasize a matter if, in the auditor's judgment, it is appropriate to do so. These respondents suggested that the best course of action would be to establish no requirement for when matters should be emphasized in the auditor's report, but to issue guidance that would enable auditors to exercise professional judgment in deciding when to include EOMs, subject to strict limitations to prevent their misuse.

In proposing this requirement, the IAASB determined that the overriding consideration was to minimize inconsistent practice, and that it would not be appropriate to leave the decision of when to include EOMs simply open to judgment without setting proper boundaries. Otherwise, widespread proliferation of EOMs could result, undermining their effectiveness and potentially creating greater confusion among users. This view was supported by a CAG representative, who noted that the use of EOMs was very common in some jurisdictions, while the opposite was true in other jurisdictions. Accordingly, consistency was highly desirable from an international viewpoint. The IAASB therefore intended to restrict the use of EOMs to specific situations where the stated criteria applied. The task force reconsidered this rationale in light of the comments received, and concluded that it remained valid.

The task force, however, agreed that further clarification was necessary. To make the intended constraint clear so that there would not be a proliferation of EOMs, the task force proposes to amend the requirement to more clearly highlight the restriction through the use of the word "only," which gives the required limiting effect (see paragraph 7).

Further, to highlight that the inclusion of an EOM paragraph is a matter of professional judgment and that the proposed requirement does not necessarily compel the auditor to emphasize a matter when the stated criteria have been met, the task force decided to add further guidance in paragraph 8 to explain that the auditor uses professional judgment in determining when to emphasize a matter; accordingly, even when the criteria have been met, the auditor may determine that an EOM is not necessary in the particular circumstances of the engagement.

One respondent (NIVRA) noted that the use of the phrase "in the auditor's judgment" in the proposed requirement appeared to be inconsistent with an obligation imposed through a bold-letter paragraph. The task force did not agree with this observation, as the evaluation of the criteria in paragraph 7, of necessity, entails the use of professional judgment. The phrase was also essential to avoid the benefit of hindsight from being used to fault prior decisions taken by the auditor in good faith.

One of the criteria for EOMs in ED 706 was that the matter should be of "fundamental importance" to the user's understanding of the financial statements. ED 706 explained that, ordinarily, the auditor determines a matter to be of fundamental importance if the consequences, or possible consequences, of the matter could significantly affect the entity's financial position, financial performance or cash flows. Some of the respondents expressed concern that this guidance did not sufficiently differentiate fundamental matters from significant matters that are not fundamental. The task force acknowledged this concern and agreed to revise the description of this criterion by aligning it with a consideration of whether the matter affects, or could affect,

the financial statements to such an extent, or is of such importance to the financial statements as a whole, that clear disclosure of the matter is necessary to avoid the financial statements from being misleading (see paragraph 9). This proposed link to a consideration of whether the financial statements are misleading would be consistent with the approach the task force has taken in revising the description of “pervasiveness” in the first-read draft of 705 (see issue B3).

In response to other comments from the respondents, the task force has also streamlined the structure of this subsection by merging the criteria that were originally in paragraphs 6 and 10 of ED 706 into paragraph 7 of the first-read draft. In addition, as suggested by three respondents (FEE, ICAEW and IDW), the task force has expanded the criteria for EOMs to also include the criterion that the auditor should have obtained sufficient appropriate audit evidence about the matter. This aims to avoid the potential misuse of EOMs as a substitute for the modified opinions that would be appropriate in the case of an inability to obtain sufficient appropriate audit evidence.

Finally, a minority of respondents (CICA, EY, FICPA and PAAB) objected to the use of EOMs. They argued that EOMs should not be allowed, except in the case of a material uncertainty relating to the going concern basis, on the grounds that (a) financial statements should stand on their own merits and readers should read them in their entirety to obtain a full understanding of the entity’s financial statements; (b) the auditor should not have additional reporting responsibilities when the matters contemplated for the EOMs are already appropriately presented and disclosed in the financial statements; (c) financial reporting frameworks require many subjective assessments of material items to be made (e.g. impairments, pension valuations, valuations of financial instruments), all of which could be emphasized in EOMs; and (d) application of the criteria would be too subjective for consistent reporting by auditors in similar situations. The task force did not agree with these views, particularly the singling out of going concern uncertainties for EOMs, as these respondents’ reasons in (a)-(d) could equally be considered applicable to such uncertainties.

C2. SIGNIFICANT UNCERTAINTY VS MATERIAL UNCERTAINTY

ED 706 used the term “significant uncertainty” as an example of a matter that the auditor includes in an EOM if the auditor judges it to be both unusual and of fundamental importance to the user’s understanding of the financial statements. This term stood in contrast to the term “material uncertainty,” which is used in ISA 570, “Going Concern.”⁷ The explanatory memorandum to ED 706 asked respondents to comment on whether the co-existence of these two terms in the ISA literature would cause confusion.

Most respondents agreed that there would be confusion if these two terms were retained in the ISAs without further explanation of their meaning. They therefore asked that the terms be defined. It was apparent from the responses that a number of respondents themselves were

⁷ Footnote 3 of ISA 570.8 states: “The phrase ‘material uncertainty’ is used in IAS 1 (Revised 2003) in discussing the uncertainties related to events or conditions which may cast significant doubt on the enterprise’s ability to continue as a going concern that should be disclosed in the financial statements. In other financial reporting frameworks, and elsewhere in the ISAs, the phrase ‘significant uncertainties’ is used in similar circumstances.”

confused about the meaning of these terms, as some (e.g. ICAEW, IOSCO) believed that they meant the same thing, while others (e.g. IDW, JICPA) believed they meant different things. Further, some respondents (FEE, ICAEW, IOSCO and NIVRA) believed any intended difference between the two terms would be lost on translation, as the two terms would likely have a similar meaning when translated in other languages.

Three CAG representatives also expressed significant concern with using the two terms in the ISA literature without further explanation. They suggested that a hierarchy of uncertainties could be considered, with material uncertainties a subset of significant uncertainties.

In deciding to issue ED 706, the IAASB agreed that the words “significant” and “material” were equivalent when dealing with uncertainties (but not other matters), and that it would not be necessary to change them. In light of the respondents’ comments, however, the task force concluded that it would be undesirable to have the two terms co-exist in ISAs without explanation of their intended meanings.

The task force considered defining a hierarchy of terms, as some CAG representatives had suggested, with significant uncertainties at a higher level than material uncertainties. This approach, however, was not without its own complications. In particular, it would raise the question as to why a going concern uncertainty (a material uncertainty under ISA 570) should be less significant than, say, a significant uncertainty on a litigation case, and consequently, whether there should be a hierarchy or separate classes of EOMs.

The CAG generally acknowledged the difficulty of defining the two terms as separate concepts. Some CAG representatives suggested that, as an alternative, the EOM paragraph in the auditor’s report could highlight the uncertainty without referring to the word “significant.” This approach was also advocated by one respondent (AICPA), who suggested that a way to reconcile the two terms was to simply not use the word “significant” when referring to uncertainties in the proposed ISA. This respondent argued that it was in fact unnecessary to qualify the uncertainties in the proposed ISA as significant, because if the auditor were to determine that they should be emphasized in the auditor’s report, these uncertainties would have to meet the criterion of “fundamental importance.” They would thus, by definition, be significant. The task force found this argument persuasive, as this approach would eliminate the terminology issue.

Accordingly, the task force proposes to simply refer to “uncertainties” in the first-read draft of 706 (see paragraph 12, for instance). The task force recognizes that in IAASB Standards other than the proposed ISA 706, it would necessary to refer to uncertainties giving rise to EOMs as “material uncertainties” because (a) the term “uncertainties” on its own would not sufficiently highlight the importance of the matters leading to the EOMs, and (b) there would be an overriding need to use consistent terminology throughout the IAASB’s pronouncements. On this basis, the task force proposes an amendment to replace “significant uncertainties” with “material uncertainties” in paragraph 30 of the first-read draft of 705 (originally paragraph 33 of ED 705), and a conforming amendment⁸ to the same effect in paragraph 60 and the related subheading of ISRE 2410.

⁸ The task force intends to discuss conforming amendments at the May 2006 IAASB meeting.

Finally, the task force recognizes that the entity may disclose an uncertainty that qualifies to be emphasized in an EOM paragraph using any one of a number of possible terminologies, including “material uncertainty,” “significant uncertainty,” “major uncertainty,” and “fundamental uncertainty.” The task force concluded that consistency of terminology between the auditor’s report and the financial statements in referring to the same matter should be the overriding consideration, regardless of how an EOM uncertainty is technically described in the ISAs. The task force therefore proposes a footnote to the illustrative reports 1 and 3 to the effect that in emphasizing an uncertainty, the auditor should use the same terminology that management uses to describe the uncertainty in the notes to the financial statements.

C3. OTHER MATTERS PARAGRAPH

ED 706 proposed that the auditor should include other matters in a separate paragraph of the auditor’s report with an “Other Matters” heading indicating that it deals with an other matter.

Several respondents⁹ expressed concern that the guidance was too broad and appeared to expand the auditor’s report beyond financial reporting matters or matters directly related to the audit. In particular, they thought that:

- The proposal did not clearly articulate the purpose and boundaries of other matters paragraphs.
- Paragraph 20(c) of ED 706 (which allowed, in rare and unusual circumstances, the auditor to communicate other matters considered relevant) implied that the auditor might report on any other matter, even those beyond the auditor’s objectives.
- The proposal introduced the undefined concept of “relevant to communicate to the user.”

The task force did not share these views as the IAASB’s intention in originally proposing this requirement was that the auditor should have the flexibility to communicate other matters that are not EOMs in the auditor’s report, depending on the circumstances and the legal or regulatory requirements in the auditor’s jurisdiction. The proposed requirement therefore purposefully dealt with matters that are not required to be recognized or disclosed in the financial statements by the applicable financial reporting framework, and allowed for the use of professional judgment to determine the appropriate circumstances.

Two respondents (AICPA and GT) questioned whether anyone other than an experienced auditor would be able to understand the difference between an EOM and an “other matter.” They noted that all of the matters described in ED 706 were intended to achieve the same objective, i.e. to emphasize a matter in the financial statements or a matter related to the audit of such financial statements. Accordingly, they thought it would be confusing to label these matters by different names. The task force did not agree with these views as the distinction between an EOM and an “other matter” is relevant. The distinguishing factor is that EOMs address only matters that are already presented and disclosed in the financial statements. The task force agreed to clearly state this at the beginning of the section dealing with other matters paragraphs (see paragraph 16). To further highlight the distinction, the task force also agreed to clarify the requirement in paragraph

⁹ AICPA, GT, APB, CICA, FEE, IDW, and PAAB

18 to state that “other matters” are matters other than those that are presented and disclosed in the financial statements.

One respondent (APB) indicated that there was insufficient guidance to differentiate between an other matters paragraph and a paragraph dealing with matters on which the auditor is specifically required to report by law or regulation (which would fall within the second part of the auditor’s report under paragraph 45 of ISA 700). The task force agreed to explain the inter-relationship between paragraph 45 of ISA 700 and the “other matters” in the proposed ISA 706 by indicating that an other matters paragraph in 706 would include any reporting responsibilities under ISA 700.45 (see paragraph 21).

D. Significant Comments on Other Related Matters

D1. THE SPLIT BETWEEN PROPOSED ISAs 705 AND 706

Several respondents¹⁰ disagreed with the decision to have two proposed ISAs deal separately with modifications and EOMs/Other Matters. They argued that it would be preferable to combine the two proposed ISAs into one for the following reasons:

- There has been little evidence of auditors having had difficulty appreciating the structure of the extant ISA 701, *Modifications to the Independent Auditor’s Report*.
- The introduction to the extant ISA 701 appears to deal with the distinction between the two subjects in a better way than the two proposed ISAs separately.
- There is much repetition between EDs 705 and 706, which would be eliminated if they were to be combined.
- The case of disclaimer of opinion for multiple uncertainties involves circumstances that affect both proposed ISAs, and so this would be better dealt with if there were only one document.
- With two separate ISAs, practitioners may be confused as to where to find the relevant guidance when faced with a particular reporting matter.
- The issue of one standard as opposed to two might help curb any proliferation of unwarranted emphases of matter.
- Potential confusion between “uncertainties” arising from an inability to obtain sufficient appropriate audit evidence, and significant uncertainties giving rise to emphases of matter, could be eliminated if there were to be one ISA.

Some of these respondents went further and recommended that there be only one ISA incorporating ISAs 700, 705 and 706, so that all the requirements and guidance dealing with reporting would be in one place (notwithstanding that ISAs 701 and 800 would continue to be separate).

The task force noted that all these arguments were fully debated by the IAASB when developing EDs 705 and 706. The IAASB had concluded that, overall, the benefit of being better able to

¹⁰ ACCA, CIPFA, HKICPA, ICAEW, JICPA, PAAB, and PwC

distinguish between modifications to the auditor's opinion and EOMs through separate ISAs outweighed the perceived drawbacks. The task force was therefore not persuaded that merging the two proposed ISAs would achieve a better outcome.

D2. MANDATORY SUB-HEADINGS

The explanatory memorandum to EDs 705 and 706 asked respondents to comment on whether the use of mandatory subheadings would be desirable in auditors' reports that contained modifications to the opinion, or EOMs/Other Matters paragraphs.

The overwhelming majority of respondents supported the use of mandatory subheadings to highlight modifications to the opinion or EOMs/Other Matters.

A number of respondents (CNCC, HKICPA and ICAEW), however, suggested that further refinement to the proposed subheadings would be appropriate. In particular:

- With respect to qualifications, they thought that the use of a single type of subheading might lead users to consider all qualifications as having the same importance, i.e. a qualification due to an inability to obtain audit evidence imposed by circumstances might be viewed as being just as important as a serious disagreement with management.
- They considered it desirable to distinguish, by means of the subheading, between qualified opinions arising from disagreement with management and those arising from an inability to obtain sufficient appropriate audit evidence.

The task force did not agree with these suggestions as more detailed subheadings could provide a disincentive for the users of the financial statements to read the auditor's report in full. More detailed subheadings could also undermine the effectiveness of the explanations that would be provided in the Basis for Modifications paragraphs. Accordingly, the task force proposes no change to the proposed subheadings.

E. Consideration of Whether to Re-Expose

The task force considered the nature and substance of all the proposed changes to the exposure draft wording to determine whether there would be a need to re-expose the proposed ISAs 705 and 706. In the task force's view, the proposed changes, overall, elaborate on and clarify the proposals that were in the original exposure drafts, and they do not represent a fundamental change in approach or principles. Subject to the IAASB's views, the task force therefore believes that re-exposure would not be necessary.

Appendix

List of Respondents

- IFAC member bodies: 20
- Regulators: 3
- Firms: 5
- Governmental: 3
- Others (standard-setters, industry, etc.): 9

#	Respondent	Ref	Group
1	Accounting Principles and Auditing Standards Committee of the Florida Institute of Certified Public Accountants	FICPA	Others
2	American Institute of Certified Public Accountants	AICPA	Member Body
3	Association Nationale des Directeurs Financiers et de Contrôle de Gestion	DFCG	Others
4	Association of Chartered Certified Accountants	ACCA	Member Body
5	Auditing Practices Board, UK	APB	Others
6	Australasian Council of Auditors-General	ACAG	Governmental
7	Australian Auditing and Assurance Standards Board	AU ASB	Governmental
8	Basel Committee on Banking Supervision	Basel	Regulator
9	Canadian Institute of Chartered Accountants	CICA	Member Body
10	Chartered Institute of Public Finance and Accountancy	CIPFA	Member Body
11	Committee of European Banking Supervisors	CEBS	Regulator
12	Compagnie Nationale des Commissaires aux Comptes & Conseil Supérieur de l'Ordre des Experts-Comptables	CNCC	Member Body
13	Confederation of Danish Industries	DI	Others
14	CPA Australia	CPAA	Member Body
15	CPNs Subelet, Argentina	Subelet	Others
16	Deloitte Touche Tohmatsu	Deloitte	Firm
17	Den norske Revisorforening	DNR	Member Body
18	Ernst & Young	EY	Firm
19	Fédération des Experts Comptables Européens	FEE	Others
20	Foreningen Auktoriserade Revisorer	FAR	Member Body
21	Government Accountability Office, U.S.	US GAO	Governmental

#	Respondent	Ref	Group
22	Grant Thornton International	GT	Firm
23	Hong Kong Institute of Certified Public Accountants	HKICPA	Member Body
24	Institut der Wirtschaftsprüfer	IDW	Member Body
25	Institut Österreichischer Wirtschaftsprüfer	IOW	Others
26	Institute of Certified Public Accountants of Kenya	ICPAK	Member Body
27	Institute of Certified Public Accountants of Singapore	ICPAS	Member Body
28	Institute of Chartered Accountants in England and Wales	ICAEW	Member Body
29	Institute of Chartered Accountants in Ireland	ICAI	Member Body
30	Institute of Chartered Accountants of New Zealand	ICANZ	Member Body
31	Institute of Chartered Accountants of Pakistan	ICAP	Member Body
32	Institute of Chartered Accountants of Scotland	ICAS	Member Body
33	Institute of Chartered Accountants of Zimbabwe	ICAZ	Member Body
34	International Organisation of Securities Commissions	IOSCO	Regulator
35	Japanese Institute of Certified Public Accountants	JICPA	Member Body
36	KPMG	KPMG	Firm
37	London Society of Chartered Accountants	LSCA	Others
38	Public Accountants' & Auditors' Board, South Africa	PAAB	Others
39	PricewaterhouseCoopers	PwC	Firm
40	Royal NIVRA	NIVRA	Member Body