Office of the Secretary
Public Company Accounting Oversight Board
1666 K Street, N.W.
Washington, D.C. 20006-2803

Re Proposing Release: Amendments to PCAOB Auditing Standards related to a Company's Noncompliance with Laws and Regulations and Other Related Amendments; PCAOB Rulemaking Docket Matter No. 051

Dear Office of the Secretary,

I am writing this letter to express my concerns related to the Public Company Accounting Oversight Board's proposal, *Amendments to PCAOB Auditing Standards related to a Company's Noncompliance with Laws and Regulations and Other Related Amendments*.

While I support the PCAOB's mission to protect investors by modernizing auditing standards that support the performance of continued high-quality audits in today's complex business environment, I am concerned that the proposed amendments do not advance that mission. In my opinion, they risk reducing audit quality and lessening investor protections, while unnecessarily increasing the cost and complexity of audits.

I share the concerns raised by PCAOB Board Members Duane DesParte and Christina Ho in the PCAOB's June 7, 2023, open meeting.

Specifically, I am concerned that:

- The proposed scope is too broad;
- The proposal does not sufficiently take into account a company's existing compliance function and the shared responsibility of the board of directors, the audit and risk committee, the chief compliance officer, and the general counsel.
- Auditors are not lawyers and as a result, the proposed amendments would expand the auditor's role to include knowledge and expertise outside their core competencies; and
- The proposal will substantially increase the cost of the audit, without a commensurate benefit.

I believe that:

- Any change should keep the auditor focused on noncompliance with laws and regulations ("NOCLAR") that could materially impact the financial statements, such as material penalties or loss contingencies; and
- Any requirement of the auditor should be risk-based and consider the role the company's compliance program plays in detecting NOCLAR that could be material to the audited financial statements.

To expand upon my position, I offer the following rationale:

The proposed scope is too broad.

The proposed requirement that auditors identify "laws and regulations with which noncompliance could reasonably have a material effect on financial statements"[1] is duplicative and unnecessary. Given that public companies are subject to a vast number of laws and regulations, and the largest companies in highly regulated industries can be subject to hundreds of new laws and regulations in a single quarter, they already have extensive compliance processes to perform this exact function. The results of those processes are regularly reported to the audit and risk committee, as well as to the external auditors for their input regarding the process and evaluation of any significant matters. According to a recent survey, the top three detection methods of frauds (approximately 70%) were as a result of tips, internal audit, and management review.[2]

The proposal does not sufficiently take into account a company's existing compliance function and the shared responsibility of the board of directors, the audit and risk committee, the chief compliance officer, and the general counsel.

We believe that it takes company management, audit and risk committees, auditors, and regulators working in concert to foster a system that supports both high-quality financial statements and audits, all for the protection of investors. Oversight of a company's compliance with laws and regulations is primarily the shared responsibility of the board of directors, the audit and risk committee, the chief compliance officer, and the general counsel. We suggest a better approach could be one that is risk-based, and where the auditor considers the role the company's compliance program plays in detecting non-compliance with laws and regulations that could be material to the audited financial statements.

Auditors are not lawyers.

In addition to being unnecessary and burdensome, the proposed amendments would expand the auditor's role to include skills, knowledge, and expertise outside the auditor's core competencies and expertise. The teams of in-house attorneys and outside counsel employed by publicly traded companies are better suited to monitor, identify, and investigate potential violations of laws and regulations.

The proposal will substantially increase the cost of the audit without a commensurate benefit.

The PCAOB acknowledges in its proposal that auditors may need to retain a range of legal experts to comply with the proposed standards but offers no projected cost beyond "these costs could be substantial." Additional effort should be made to study the costs and benefits of the proposal.

I appreciate the opportunity to share my views.

Sincerely,

Iain Brown
Chief Financial Officer
Alkermes plc