3 December 2008

Our ref: ICAEW Rep 135/08

Your ref:

Mr. Stig Enevoldsen
Chairman
Technical Expert Group
EFRAG
Avenue des Arts 13-14
B-1000 BRUXELLES

By email: commentletter@efrag.org

Dear Stig

EXPOSURE DRAFT OF PROPOSED AMENDMENTS TO IFRS 7

The Institute of Chartered Accountants in England and Wales (the ICAEW) is grateful for the opportunity to comment on EFRAG's draft response to EFRAG's draft comment letter on the exposure draft *Improving Disclosures About Financial Instruments – Proposed amendments to IFRS 7* published in November 2008.

We have not yet finished our deliberations on the exposure draft and we are therefore not in a position to respond to EFRAG's draft in its entirety. However, we are strongly of the view that the exposure draft is correct in not seeking to require a contractual maturity analysis for derivatives. We wrote to the IASB in July this year raising this point (amongst others). A copy of this letter is attached: please refer particularly to paragraphs 5(c) and (d), and to the material on 'Undiscounted cash flows' and 'Gross-up of cash flows' on the final page.

Therefore, in relation to the question for constituents raised by EFRAG, we agree with those EFRAG members who believe that a contractual maturity analysis should not be required for derivative instruments. We agree with the proposal in paragraph 39(a) of the exposure draft that entities should disclose a maturity analysis for derivatives based on how the entity manages the liquidity risk associated with such instruments. Indeed, we would extend this proposal to all financial liabilities managed on a fair value basis that are held for trading or using the fair value option.

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As you will realise from the fact that we have already raised this issue with the IASB, we are anxious for this reform of the standard to be taken up at this opportunity. We would therefore very much welcome EFRAG's support. We would be very pleased to discuss this with you if that would be helpful.

Yours sincerely

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THE INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND AND WALES

28 July 2008

Our ref: ICAEW Rep 80/08

Your ref:

Gavin Francis
Director of Capital Markets
International Accounting Standards Board
30 Cannon Street
London EC4M 6XH

Dear Gavin

IFRS 7 Financial Instruments: Disclosure

The Institute of Chartered Accountants in England and Wales is taking the opportunity to bring to your attention several first time implementation issues with IFRS 7 Financial Instruments: Disclosure. The analysis does not include issues relating to fair value disclosures arising from the current market situation, given the extensive consideration being given elsewhere to this.

Instead the analysis aims to bring to the IASB's attention some practical difficulties with implementation that arise from the drafting of the standard which we think should be considered for improvement in the short term.

Please contact me should you wish to discuss any of the points raised in the attached.

Yours sincerely

Iain Coke
Head of Financial Services Faculty

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THE INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND AND WALES

ICAEW Representation

ICAEW REP 80/08

IFRS 7 Financial Instruments Disclosure

Memorandum of comment submitted in July 2008 by The Institute of Chartered Accountants in England and Wales in response to the IASB paper on IFRS 7.

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INTRODUCTION

1. The Institute of Chartered Accountants in England and Wales (the Institute) has taken the opportunity to comment on the issues experienced on first time implementation of IFRS7 *Financial Instruments: Disclosure* issued by the International Accounting Standards Board in 2005 for implementation by December year- end reporters in their published financial statements for 2007.

WHO WE ARE

2. The Institute operates under a Royal Charter, working in the public interest. Its regulation of its members, in particular its responsibilities in respect of auditors, is overseen by the Financial Reporting Council. As a world leading professional accountancy body, the Institute provides leadership and practical support to over 130,000 members in more than 140 countries, working with governments, regulators and industry in order to ensure the highest standards are maintained. The Institute is a founding member of the Global Accounting Alliance with over 700,000 members worldwide.

3. Our members provide financial knowledge and guidance based on the highest technical and ethical standards. They are trained to challenge people and organisations to think and act differently, to provide clarity and rigour, and so help create and sustain prosperity. The Institute ensures these skills are constantly developed, recognised and valued.

MAJOR POINTS

Support for the initiative

Principles-based approach

4. Whilst we support a principles-based approach to developing standards, we believe that this IFRS does not always clearly articulate the principle that the mandated disclosures are trying to meet and sometimes requires disclosures that are contrary to the stated principle that the disclosures are “through the eyes of management”. In our view, the overriding principle should be that the disclosure is providing useful analysis of amounts included in the financial statements and that these analyses should reflect the manner in which the related risks are managed. The most obvious example of this issue is the requirement to produce a table of undiscounted cash flows by contractual maturity as required by IFRS7.39 and B14 (see our more detailed comments below). There are other implementation difficulties with IFRS 7 which generally relate to the disclosures required by the standard which are not “through the eyes of management”. These are detailed in the attached table. We recommend that the IASB undertakes a review of the practicalities of implementation and the usefulness of the resulting information to readers at an early stage.

Liquidity disclosures

5. In summary our concerns are:-
   a) the information required is significantly onerous to produce and maintain, as it is not prepared for management purposes;

b) most of the problems are due to the requirements of paragraph B14, which were considered guidance only in the *Exposure Draft (IG27)*, but became mandatory in the final accounting standard;
c) particularly for derivatives within trading portfolios, the requirement to show gross undiscounted cash flows for liabilities is likely to result in enormous numbers being disclosed that bear no relation to the real underlying liquidity risk arising, and distort the underlying risk further because of the focus on liabilities, ignoring payments to be made on derivatives that are financial assets;
d) even in a liquidation scenario, underlying cash flows for derivative contracts will very rarely result in requiring one way gross cash payments to be made; and
e) the requirement to disclose undiscounted cash flows is not only onerous but also misleading for financial instruments that are not expected to be held to maturity.

6. We recommend that the text in paragraph B14 is moved back to being implementation guidance only, so that it is clear that providing undiscounted and gross cash flow data are not mandatory. In addition, we recommend that financial liabilities managed on a fair value basis are either permitted to be excluded from the maturity analysis in their entirety, or that they may be included at a value and within a maturity bucket that is consistent with the way in which their liquidity risk is managed. For financial liabilities managed on a fair value basis this would generally be at their fair values in the earliest maturity bucket the reporting entity is most likely to stand ready to close out or sell the position (which would nearly always be short term). Such a presentation is, in our view, more appropriate and more in keeping with the spirit of IFRS 7.

7. We wish to draw attention to this particular implementation problem with IFRS 7 because of its wide impact and because the required information is misleading as well as onerous to produce.

8. More detailed comment on the components of this disclosure can be found below the table attached to this letter.

9. We would be pleased to provide further information about aspects of the standard which are difficult to interpret and disclosures that are difficult to produce and have doubtful usefulness.

	Requirement	Problems	Application in practic
1	**Classes of financial instruments and level of disclosure IFRS 7.6**		
	IFRS 7. 6 requires disclosure by class of financial instruments, an entity shall group financial instruments into classes that are appropriate to the nature of the information disclosed and take into account the characteristics of those financial instruments	Guidance on what is a class or what should be disclosed is not particularly clear (IFRS7 .6) and the available Application guidance B3 and B4 and Implementation guidance (IG5 and IG6) are also not clear.	Wide diversity of practic some banks thought th 'loans' were a class. Ot broke loans down into t of loans
2	**Through the eyes of management approach**		
2.1	IFRS 7.34(a) requires a 'through the eyes of management' approach to quantitative risk disclosures including management metrics. The standard indicates that a minimum data set should only be provided if management figures do not provide the information	Management may use data other than financial data to manage the business or the data they use may not be readily reconcilable to the line items required under external reporting requirements. Such measures may not be auditable, SOXable and /or Non-GAAP.	Diversity of practice
2.2	IFRS 7.34(a) requires that disclosure for the reporting entity is 'based on the information provided internally to key personnel of the entity (as defined in IAS 24 *Related Party Disclosures)*'	The risk management disclosure requirements are based upon the premise that the level of disclosure is consistent with the level that financial instruments are managed internally. This will be the case for the ultimate parent's consolidated accounts but may not be the	For subsidiaries where is required, disclosure often be made in line w the minimum disclosure requirements rather tha based on established ri management processe exist at a different entit reporting level.

		case for wholly- owned subsidiaries, or lower level groups, where internal risk management practices often involve managing financial instruments across entities rather than at the legal entity level.	
3	**Market risk**		
	IFRS 7.34(a) requires summary quantitative data about each risk at the reporting date arising from financial instruments.	Because overseas net investments are not financial instruments they are not captured by this requirement. Therefore, an unhedged US $ loan to a customer would be an exposure if paid out of a GBP functional Company, but not if paid out of a USD functional subsidiary of a GBP functional group even though any change in exchange rates would impact equity.	Most groups have comp with the letter of the standard. Others provic table of net investments currency with the carryi amount of the associate hedges (accounting anc economic) and the resu net exposure, but no sensitivity analysis.
4	**Credit risk**		
4.1	Maximum exposure to credit risk, including a description of collateral and credit enhancements held, by class (IFRS	Inevitably this results in a large total that is difficult to explain – it will include assets which	Most have complied wi much divergence in pra except for the requirem

	7.36(a))	have little or no credit risk. Inclusion of trading portfolio and derivatives at fair value is at least partially misleading.	present by class
4.2	Carrying amount of assets that would have been overdue or impaired had their terms not been renegotiated, by class IFRS 7.36	For a large portfolio of loans or trading assets where decision making is dispersed, it is very hard to gather this data in practice. The commercial terms of loans are renegotiated continuously and it is difficult to establish which loans are renegotiated with this motive. It is not clear whether this means loans renegotiated in the accounting period or renegotiated ever.	Most seem to have arri a disclosure.
4.3	An analysis of the age of financial assets that are past due as at the end of the reporting period but not impaired (IFRS 7.37(a))	IFRS7 stipulates that when a debtor misses an instalment the entire financial asset is overdue. Past due means missing any contractual payment when due (‘1p, 1 day’). Large amounts end up in this category even when there is, commercially, no problem with the relationship or the asset, leading to difficulties of interpretation for the reader. The inclusion of trading portfolio items in this analysis is also problematic at least from a systems perspective. Past due is also surprisingly	Most have complied – however in general onl loans and advances ha been included althoug standard requires all financial assets subjec credit risk

		difficult to define for corporate lending agreements.	
4.4	An analysis of financial assets that are individually impaired (IFRS 7.37(b))	IFRS 7 and IAS 39 are not compatible in this area since IAS 39 permits a portfolio approach to homogenous balances – these are only rarely individually impaired until write off. What is meant by 'an analysis' is indicated but not required – the minimum disclosures are gross, allowance and revised carrying amount, by class.	There was diversity in practice. Some entities geographical and indus analyses. Others gave minimum data. In some cases, even less was presented. The treatment of homogenous loans also differed – IFRS 7 has n requirement for any disclosure about these. Therefore, portfolios of with large (but portfolio impairment allowances against them could be included in the analysis neither past due nor impaired (credit quality) the past due but not impaired table (time analysis)
4.5	Collateral and other enhancements held against assets that are past due or individually impaired (IFRS 7.37(c))	In practice this is a difficult figure to obtain since it is not readily available for most commercial loans where collateral can take many forms – for example, parent guarantees, floating charges, insurance etc.	Not many banks gave r data except for mortgag where the value of the collateral held (houses) respect of mortgages w often disclosed.

		IFRS7 indicates that this should only be given if practicable. Many banks fell back on this in order to overcome the problem of providing meaningful disclosures for collateral.	
4.6	Collateral and other enhancements obtained (IFRS 7.38)	IFRS7 does not specify whether this is the amount held at the balance sheet date or the amounts collected during the year. This paragraph is open to varying interpretations	Some presented the ca amount held at the bala sheet date, others the amount of collateral tak the year.
5	**Liquidity risk**		
5.1	Concentrations (IFRS 7.34(c)))	As with Market Risk, the requirement to show concentrations is clear but is included in IFRS7.34. This makes it easy to overlook.	Most do not show concentrations.
5.2	Contractual maturity of liabilities	Liabilities expressly include all financial liabilities, including trading portfolio liabilities and derivatives whether held for hedging or held for trading. All trading portfolio liabilities are invariably managed on a fair value basis will be closed out or sold long before maturity and the contractual maturities of these instruments are not relevant to the management of the entity. Financial reporting systems do not capture this	Most have taken a ‘hyb approach to make this requirement workable a more meaningful even strict wording of the sta forbids this.

		data and it is not used for management reporting. Thus it is very hard to populate and verify if an entity has a trading portfolio including, especially, derivatives. In addition IFRS7 does not deal with the presentation of perpetuals.*	

***Contractual maturities of liabilities**
Regardless of how liquidity risk is managed, paragraph 39(a) requires an analysis of financial liabilities by remaining contractual maturity. Where the counterparty has a choice of when a liability may be paid, paragraph B12 requires amounts to be included in the analysis based on the earliest date on which the entity could be required to repay. However, no adjustment is permitted in respect of financial liabilities that are expected to be repaid earlier than the contractual maturity date. This includes financial liabilities that are managed on a fair value basis as part of the trading portfolio, which may be settled or closed out earlier than their maturity date in the near term in response to trading decisions, or at the request of the customer, even though there is no contractual obligation on the reporting entity to do so. The inclusion of such financial liabilities in a contractual maturity table is misleading, as it implies that the reporting entity's liabilities will be paid at a later date than is usually expected to be the case, as well as onerous to prepare since this is not the way that such financial instruments are actually managed for liquidity purposes.

Undiscounted cash flows
Paragraph B14 requires the cash flows disclosed in the maturity analysis to be undiscounted. Use of undiscounted cash flows gives a full representation of the amounts that the entity would pay if the liabilities are retained to maturity, but this does not equate to the amount that would be payable should the reporting entity cease to be a going concern and is therefore unable to meet its liabilities as they fall due. This is because, in such situations, liabilities would normally be settled at their fair value at that point in time. Hence the analysis is not even 'worst case' as envisaged by BC 57, but requires disclosure of larger cash flows. For financial instruments that are managed on a fair value basis, determination of undiscounted cash flows is onerous to produce and of very limited value, especially if the instruments are usually closed out prior to their contractual maturity.

Gross up of cash flows
B14 (d) requires contractual amounts to be exchanged in a derivative contract to be shown gross if gross cash flows are to be exchanged, as in a currency swap. This requirement would result, for banks and similar financial institutions, in extremely large amounts being disclosed, that bear no relationship to the gross liabilities recorded in the balance sheet or to the actual underlying risks.
The requirement provides information that is of limited value and is also misleading, since there is no legal requirement to pay the gross cash flows if either the reporting entity or the counterparty defaults. In the event of default (including liquidation, receivership or administration) the fair values of derivatives are settled net. Otherwise, the gross payments will always be accompanied by gross receipts.
(It is true that, at the date of default by a counterparty, there is a possibility that the entity may have committed itself to make gross payments on amounts due on that day and will not, in fact, receive the amounts due in return, but the incidence of this is very low and is better regarded as a credit risk than a liquidity risk).

If there were conceptual merit in disclosing the gross cash payments on derivatives that are financial liabilities, it would be equally relevant to disclose the gross cash payments to be made on derivatives that are financial assets. However, there is no such requirement. Also, even in an interest rate swap, where gross cash flows are not exchanged during the swap's life, some of the periodic cash flows may be payments by the entity and others may be receipts. It would be consistent with the treatment of currency swaps to show all amounts expected to be paid on all derivatives, although this would be of extremely limited value to the reader since the fair value of the swap will be net settled in the event of default by either party to the contract.

This information will be particularly misleading if, as will generally be the case, the derivatives do not run to their contractual maturities, but are closed out and so net settled at an earlier date.

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