Rethinking Financial Reporting: Standards, Norms and Institutions

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Contents

Abstract

Since the passage of the US federal securities laws more than eight decades ago, much regulatory effort has been devoted to improving financial reporting in business, government and not-for-profit organizations. Yet, evidence on improvements or abatement of misreporting by error or intent remains scarce. In the context of this experience, it may be useful to explore what we might mean by better financial reporting, and how we might define and implement processes to move in that direction. A broad agreement on the way ahead seems necessary to make progress.

Creating and sustaining institutions that follow a stable and conservative process for gradually adjusting the prevailing practices toward any long-term shifts may help evolve a better financial reporting environment. This approach departs from the tendency to issue new rules, often disregarding the lessons of practice, that has created much confusion and failures in financial reporting over the past century. The eagerness to deal with transaction innovations through new pronouncements ends up fueling the cycle of more innovations, misrepresentations and abuse. The enormous resources and attention devoted to written rules have been accompanied by waning professional responsibility for good judgment and regard for practice and practicality. This work argues for targeting a better balance between top-down written rules and emergent social norms as reflected in business and accounting practice through restraining activist institutions of accounting. Suggestions from exploration of whether and how better social norms can be engineered are only preliminary at this time.

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Samuel Johnson published his dictionary not as the conqueror of the language but as the person who knew best how unconquerable it really is.

Verlyn Klinkenborg [2005]

The rules of accounting, even more than those of law, are the product of experience rather than logic.

George May [1943]

Common global standards, if read to mean identical, is an illusory and unobtainable goal. However, seeking to achieve similar objectives and to address in an effective way similar problems is a realistic goal.

Richard Breeden (Former Chair, US Securities and Exchange Commission) in Fingleton and Schoenmaker [1992]

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Introduction

What are, or should be, the properties of a good financial reporting regime? Financial reports serve many masters whose diverse expectations are in frequent conflict. Often, the powerful consider their own personal interest to be paramount. A good financial reporting regime is likely to be the result of creatively bargained trade-offs among its many functions, characteristics, and constituents.

1.1 Attributes, goals, and practice

There are three broad approaches to defining better financial reporting, based on attributes, goals, and practice. The first specifies some attributes of good reporting. Truth is a favorite prescription. Some other judgmental attributes often mentioned include (in alphabetical order) comparability, conservatism, consistency, cost, fairness, neutrality, predictive value, relevance, reliability, representational faithfulness, timeliness, understandability, verifiability, and uniformity. In the absence of quantification and trade-offs, they do provide only aspirational guidance for designing a financial reporting system and help to set the agenda for discussion and analysis. Instead of judgmental attributes, financial reports can also be characterized by their statistical or descriptive contents. Examples of attributes that fall into this category are: correlation among security prices, volume, and other market, accounting, industry, or macro-economic variables, time series properties of reported variables, the power to predict prices, financial stress, and other future events of interest.

A second approach is to focus on goals of society or of some specified individuals or groups. Generating greater wealth and prosperity for society by enabling organizations to operate more efficiently is an example of a social goal. Distributive justice is equally important to many people. Reducing the cost of capital for reporting entities is another frequently mentioned social goal of financial reporting.[1]

Narrowing the focus to the goals of participating individuals and groups simplifies the problem. But it also sets aside the legitimate interests of other participants. For example, one could define as good that financial reporting which helps equity holders of a business make more efficient investment decisions. Indeed, a large body of literature in accounting sets out to do just that, possibly because the data on the performance of equity investment is ubiquitously available. The popularity of this approach need not distract one from considering legitimate interests of other individuals and groups such as creditors, employees, communities, and governments in financial reports of organizations.

Looking to practice for guidance on defining and understanding the financial reporting regime is the third major approach. Large parts of accounting, law, medicine, and other professions arise from practice and experience. They are based on what Hayek [1991] called "the extended order": ". . . a framework of institutions — economic, legal, and moral — into which we fit ourselves by obeying certain rules of conduct that we never made, and which we have never understood in the sense of which we understand how the things that we manufacture function." Even for

[1]However, it is unclear why reducing the cost of capital to the investing entities should be socially desirable, when it also means reducing the rate of return to the investors (which is just the flip side of cost of capital). Reducing the price of potatoes simply transfers wealth/income from farmer to consumers without necessarily increasing or decreasing social welfare. What is so special about the price of capital to make this argument inapplicable to that context?

manufactured things — a car for example — it is not clear how many people really understand how all of their parts function.

The role of social norms that emerge through a myriad interactions among individuals, organizations, and of the socio-economic environment in shaping the financial reporting regime has received only limited attention in recent accounting literature. From a mechanistic perspective, a financial reporting regime may be thought to have been constructed from its elements — perhaps written rules — like a wall is constructed from bricks and mortar. While this perspective dominates accounting discourse, it has proved to be difficult to construct a practical model of accounting from its identifiable elements — the "bricks." Instead, practice has important emergent properties seen in the extended order, but not in the components. From this perspective, long encapsulated in the traditional meaning of the familiar phrase "generally accepted accounting principles" (GAAP), a financial reporting regime arises from its general acceptance in the community of business managers, accountants, investors, employees, etc.

These three approaches — attributes, goals, and practice — are not mutually exclusive. It is unlikely that any one of them is entirely satisfactory by itself; they complement one another. This book argues that such a syncretic attitude will help to build a better financial reporting regime.

1.2 Perspectives by time scale

Perspectives varied in detail and time often yield different insights into the nature and origins of a phenomenon. For example, walking through a neighborhood, flying over a city, and looking at earth from outer space allow one to see the same surface of the earth in very different ways, and yield related but quite different observations of the dwellings, landscape, and activities observed (see Figure 1.1). We can look at financial reporting also from various perspectives of time and detail. An auditor learns about different aspects of the same firm in checking a sheaf of customer invoices, in conducting an analytical review of the financial statements, or in assessing the performance of an organization over the

Figure 1.1: Three Perspectives on the surface of the earth. (a) Ground level. (b) Aerial perspective. (c) The blue marble (National Aeronautics and Space Administration (1972). AS17-148-22727: Picture taken by Apollo 17 crew on Dec. 7, 1972).

years. The facts rarely speak for themselves; what we observe depends on the level of spatial or temporal detail in our chosen perspective, and what we are looking for in a given perspective.[2]

Most accounting discourses on a financial reporting regime are focused on the treatment of specific types of transactions and possible ways of altering the treatments through rule-making or other regulatory actions. It takes a longer run view of the consequences of repeated cycles of transaction innovation followed by regulatory action, and includes institutional innovation as well as evolution of social norms as elements of the process that shape the financial reporting regime.

1.3 Rules and institutions

It is useful to think of three levels of analysis in accounting: transactions, rules for classifying and reporting transactions, and socio-political-economic institutions for making, implementing, and enforcing the rules. Since all events are not treated as transactions in accounting, the first level of analysis identifies which events are to be treated as transactions. The second level develops a classification scheme for transactions based on their observable attributes, and chooses how each class of transaction is to be recorded and reported. At the third level

[2] www.invisiblegorilla.com has interesting video examples of the phenomenon that people do not notice "obvious" things when they are not looking for them (accessed July 31, 2015).

lies the development of institutions to perform and oversee the tasks at the first two levels. Besides the legislatures and courts, bureaucratic regulatory and coordination structures in the government and private sector are examples of such institutions in the United States.

Most accounting instruction concerns the first two levels: learning to identify events that are considered transactions, and to decide how the transactions are to be classified and reported under the prevailing regime. How and why the rule-making institutions choose a particular rule receives less attention in our teaching. Even rarer is the analysis of the alternative design or evolution of institutions. These oft-ignored topics are important because the structure of institutions helps determine the scope and nature of the events they recognize as transactions, and the rules they promulgate.

To understand accounting regimes, a broad perspective on accounting institutions that create the regimes is needed. In the United States, for example, the relevant accounting institutions include not only the obvious candidates such as the federal Securities and Exchange Commission, the Financial (as well as the Government) Accounting Standards Board, the Government Accountability Office, and the Public Company Accounting Oversight Board, but also the American Institute of Certified Public Accountants, state securities regulators and CPA societies, various state and federal courts and industry regulatory commissions and revenue departments, all operating under their respective statutes, charters, regulations, and procedures. Although we shall confine our attention here to the first few larger institutions named above, the role of local institutions such as the chapters of Financial Executives International and the associations of accountants is also important.

1.4 Social norms

While rules and institutions are more formal, a great deal of our lives, including professional practice, is governed by less well-defined social norms. These are shared expectations held of one another's behavior in the relevant community. In a broader sense, social norms also compose an institution. Although they have played an important role in all professions and various aspects of our lives, their role in financial reporting has been muted during the recent decades. We shall explore the possible reasons and consequences of this phenomenon and discuss some options for the future.

1.5 Learning and development

Social systems learn, develop, and change over time. To the extent we can design the institutions of accounting, they need to have a built-in capacity to learn and adapt to changes in the environment without being destabilized. Standardization of practice and their adaptation have an inherent conflict. Widely adopted and enforced standards are also more difficult to adapt to environmental changes. For example, the United States was the first to invest large amounts of capital in the mechanization of weights and measures and that standardization made it more costly and difficult to adopt the metric system which is now used almost everywhere else in the world.

In the past two decades, there has been a strong push towards standardization of financial reporting across the globe, accompanied by claims of its benefits. We analyze the consequences of standardization in financial reporting.

1.6 Ways forward

Finally, we explore the future of financial reporting, especially in light of the active interaction among financial reporting, law and financial engineering. The environment of financial reporting is defined in a significant measure by law and financial engineering. To the extent that rules of financial reporting are written down, they facilitate attempts of managers and their advisors to design newer transactions, instruments, and even organizational forms to bypass or defeat the intent of the rules.

Many conflicts and disagreements about accounting and auditing end up in the courts of law for their final resolution. An expanded role for the common law approach where community norms are decisive may help improve financial reporting.

References

A. R. Abdel-Khalik. How enron used accounting for prepaid commodity swaps to delay bankruptcy for one decade: The untold story. January 27, 2016. Available at: http://ssrn.com/abstract=2747119.

G. A. Ackerlof. The market for 'lemons': quality, uncertainty and the market mechanism. *Quarterly Journal of Economics*, 84(3):488–500, August 1970.

American Institute of Certified Public Accountants. *Audits of Corporate Accounts*. New York, 1932–34.

American Institute of Certified Public Accountants. *Report of the Special Committee on Financial Reporting (The Jenkins Committee Report)*. New York, 1994.

American Institute of Certified Public Accountants. *Accounting Trends and Techniques*. New York: AICPA, 64th edition, 2010.

American Institute of Certified Public Accountants: Accounting Principles Board. *Basic Concepts and Accounting Principles Underlying Financial Statements of Business Enterprises: Statement No. 4 of the APB*. New York: AICPA, 1970.

American Institute of Certified Public Accountants: Study Group on the Objectives of Financial Statements. *Objectives of Financial Statements*. New York: AICPA, 1973.

American Institute of CPAs. *Trends in the Supply of Accounting Graduates and the Demand for Public Accounting Recruits*. New York, 2002.

K. Arrow. *Social choice and Individual Values*. Wiley, 2nd edition, 1951. 1963.

A. Arya, J. Glover, and S. Sunder. Earnings management and the revelation principle. *Review of Accounting Studies*, 3(1–2):7–34, 1998.

A. Arya, J. Glover, and S. Sunder. Are unmanaged earnings always better for shareholders? *Accounting Horizons*, 17:111–116, 2003.

S. Baiman. The evaluation and choice of internal information systems within a multi-person world. *Journal of Accounting Research*, (Spring):1–15, 1975.

J. Barth, G. Caprio, and R. Levine. Bank regulation and supervision: What works best? *Journal of Financial Intermediation*, 13(2):205–248, 2004.

M. E. Barth, G. Clinch, and T. Shibano. International accounting harmonization and global equity markets. *Journal of Accounting and Economics*, 26 (1–3):201–235, 1999.

Bates vs State Bar of Arizona. 1977. 433 US 350.

W. T. Baxter. Recommendations on accounting theory. In W. T. Baxter and S. Davidson, editors, *The Accountant. Studies in Accounting Theory*, pages 414–427, London: Sweet & Maxwell and Homewood, IL.: Irwin, 1962, 1953.

C. Bell. *Ritual: Perspectives and Dimensions.* New York: Oxford University Press, 1997.

K. Belson. Ex-chief of WorldCom is found guilty in $11 billion fraud. *The New York Times*, March 16 2005. (http://www.nytimes.com/2005/03/16/business/exchief-of-worldcom-is-found-guilty-in-11-billion-fraud.html, accessed April 23, 2016).

J. E. Berg, J. Dickhaut, and K. McCabe. Trust, reciprocity, and social history. *Games and Economic Behavior*, 10:122–142, 1995.

L. Bernstein. Private commercial law in the cotton industry: Creating cooperation through rules, norms, and institutions. *Michigan Law Review*, 99 (1):1724–1790, 2001.

J. Bertomeu and R. Magee. Political pressures and the evolution of disclosure regulation. *Review of Accounting Studies*, 20:775–802, 2015a. Doi: 10.1007/s11142-014-9312-9.

J. Bertomeu and R. Magee. Mandatory disclosure and the asymmetry in financial reporting. *Journal of Accounting and Economics*, 59:284–299, 2015b. Doi: 10.1016/j.jacceco.2014.08.007.

S. Beugelsdijk, H. L. F. de Groot, and A. B. T. M. van Schaik. Trust and economic growth: a robustness analysis. *Oxford Economic Papers*, 56:118–134, 2004.

C. Bicchieri. *The Grammar of Society: The Nature and Dynamics of Social Norms.* Cambridge University Press, 2006.

C. Bicchieri. *Norms in The Wild: How to Diagnose, Measure and Change Social Norms*. Cambridge University Press, 2015.

C. Bicchieri and H. Mercier. Norms and beliefs: How change occurs. *Iyyun: The Jerusalem Philosophical Quarterly*, 63:60–82, 2004.

D. Blackwell and M. A. Girshick. *Theory of Games and Statistical Decisions*. New York, NY: Wiley, 1979.

R. J. Bloomfield. A pragmatic approach to more efficient corporate disclosure. *Accounting Horizons*, 26(2):357–370, 2012.

C. Bray. *Madoff Pleads Guilty to Massive Fraud*. The Wall Street Journal, Dow Jones, Inc, March 12, 2009.

M. Bromwich, R. Macve, and S. Sunder. FASB/IASB revisiting the concepts: A comment on hicks and the concept of “income” in the conceptual framework. London School of Economics Working Paper, 2005.

N. C. Brown, T. E. Christensen, A. Menini, and T. D. Steffen. Non-GAAP earnings disclosures and IPO pricing. Yale University Working Paper, 2016.

H. G. Bullen and K. Crook. *Revisiting the Concepts: A New Conceptual Framework Project*. Norwalk, CT: Financial Accounting Standards Board and London: International Accounting Standards Board, May 2005.

A. H. Catanach and J. E. Ketz. IFRS is for criminals. *Grumpy Old Accountants*, 2011. Available at: https://www.sec.gov/comments/4-600/4600-21.pdf Accessed September 6, 2016.

D. Chambers, D. R. Hermanson, and J. L. Payne. Did sarbanes–oxley lead to better financial reporting? *The CPA Journal*, pages 24–27, September 2010. DigitalCommons@Kennesaw State University.

R. E. Cheit. *Setting Safety Standards: Regulation in the Public and Private Sectors*. Berkeley: University of California Press, 1990.

R. Coase. The problem of social cost. *Journal of Law and Economics*, 3:1–44, 1960.

J. Coleman. *Foundations of Social Theory*. Cambridge, MA: Harvard University Press, 1990.

K. S. Cook, editor. *Trust In Society*. Volume II in The Russell Sage Foundation Series on Trust. New York, NY: Russell Sage Foundation, 2001.

D. J. Cooper and M. J. Sherer. The value of corporate accounting reports: Arguments for a political economy of accounting. *Accounting Organizations and Society*, 9(3/4):207–232, 1984.

W. W. Cooper and Y. Ijiri, editors. *Kohler's Dictionary for Accountants*. Englewood Cliffs, NJ: Prentice-Hall, 6th edition, 1983.

C. Crook. Tougher rules can't repair banking's broken culture. *Bloomberg View* (August 3), 2015. Available at: http://www.bloombergview.com/articles/2015-08-03/tougher-rules-can-t-repair-banking-s-broken-culture.

C. Dellarocas. The digitization of 'word of mouth': Promise and challenges of online feedback mechanisms. *Management Science*, 49(10):1407–1424, 2003.

J. S. Demski. The general impossibility of normative accounting standards. *Accounting Review*, pages 718–723, 1973.

M. DeWally and L. H. Ederington. Reputation, certification, warranties, and information as remedies for buyers-sellers information asymmetries: lessons from the on-line comic book market. *Journal of Industrial Economics*, 52 (4):497–516, 2006.

R. Dezember, N. Friedman, and E. Ailworth. Key formula for oil executives' pay: Drill baby drill. *The Wall Street Journal*, March 11, 2016. Available at: http://www.wsj.com/articles/key-formula-for-oil-executives-pay-drill-baby-drill-1457721329, accessed March 13, 2016.

D. Dobija. The early evolution of corporate control and auditing: The english east india company. Kozminski University Working Paper, 2015.

A. Dontoh, J. Ronen, and B. Sarath. Financial statements insurance. *Abacus*, 49(3):269–307, 2013.

N. Dopuch and S. Sunder. FASB's statements on objectives and elements of financial accounting: A review. *The Accounting Review*, 55(1):1–22, January 1980.

R. M. Dworkin. *Law's Empire*. Cambridge, MA: Harvard University Press, 1986.

R. Dye and S. Sunder. Why not allow the FASB and the IASB standards to compete in the U.S.? *Accounting Horizons*, 15(3):257–271, 2001.

R. A. Dye. Strategic accounting choice and the effects of alternative financial reporting requirements. *Journal of Accounting Research*, 23(2):544–574, 1985.

R. A. Dye, J. Glover, and S. Sunder. Financial engineering and the arms race between accounting standard setters and preparers. *Accounting Horizons*, 29(2):265–295, 2015.

T. Ehrig, K. V. Katsikopoulos, J. Kuorikoski, S. Poyhonene, and S. Sounder. Limitations of behaviorally informed policy under social interaction. Working Paper, 2015. Available at: http://dx.doi.org/10.2139/ssrn.2685912.

M. A. Eisenberg. Corporate law and social norms. *Columbia Law Review*, 99 (5):1253–1292, 1999.

R. C. Ellickson. *Order Without Law: How Neighbors Settle Disputes.* Cambridge, MA, Harvard University Press, 1991.

R. C. Ellickson. Law and economics discovers social norms. *Journal of Legal Studies*, 27(2):537–52, 1998.

R. W. Emerson. *Politics*, essays: Second series. Available at: www.rwe.org/works/Essays-2nd_Series_7_Politics.htm, 1844.

L. Evans. Brothels, tombstones and morality: A literary look at offbeat perspectives on accounting and finance. University of Edinburgh, Presented at the Annual Meetings of the British Accounting Association, 2005.

S. Fearnley and S. Sunder. Global reporting standards: The esperanto of accounting. *Accountancy*, May 2006.

S. Fearnley and S. Sunder. Global accounting rules — an unfeasible aim. *Financial Times*, June 3 2012.

J. Ferrell and G. Saloner. Standardization, compatability, and innovation. *Rand Journal of Economics*, 16(1):70–83, 1985.

Financial Accounting Standards Board. *Objectives of Financial Reporting by Business Enterprises.* Statement of Financial Accounting Concepts No. 1. Norwalk, CT, 1978.

J. Fingleton and D. Schoenmaker. *The Internationalisation of Capital Markets and the Regulatory Response.* Graham and Thornton, 1992.

K. Fiolleau, K. Hoang, K. Jamal, and S. Sunder. How do regulatory reforms to enhance auditor independence work in practice? *Contemporary Accounting Research*, 30(3):864–890, 2013.

D. Friedman, R. Mark Isaac, D. James, and S. Sunder. *Risky Curves: On the Empirical Failure of Expected Utility.* London: Routledge, 2014.

M. Friedman. The social responsibility of business is to increase its profits. *The New York Times Magazine*, September 13 1970.

L. L. Fuller. *The Morality of Law.* Revised Edition, New Haven, CT, 1964.

S. Gallhofer and J. Haslam. The aura of accounting in the context of a crisis: Germany and the first world war. *Accounting, Organizations and Society*, 16(5/6):487–520, 1991.

J. M. Ganim. Double entry in the "*shipman's tale*: Chaucer and bookkeeping before Pacioli. *Chaucer Review*, 30(3):294–305, 1996.

N. Gennaioli and A. Shleifer. The evolution of precedent. Working Paper, Harvard University, 2005.

J. Glover. Can financial accounting regulators and standard setters get (and stay) ahead of the financial engineers? Emanuel Saxe Lecture at Baruch College, 2013.

B. E. Goetz. What's wrong with accounting? *Advanced Management*, (Fall) (1):151–57, 1939.

W. J. Goralski and M. Kolon. *IP Telephony*. Blacklick, OH, USA: McGraw-Hill Professional Book Group, 2000.

P. Grady, editor. *Memoirs and Accounting Thought of George O. May*. New York: The Ronald Press, 1962.

P. Grady. *Inventory of Generally Accepted Accounting Principles for Business Enterprises*. Accounting Research Study No. 7. New York: American Institute of CPAs, 1965.

M. Granovetter. Economic action, social structure: the problem of embeddedness. *American Journal of Sociology*, 91(3):481–510, 1985.

Group of Thirty. *Banking Conduct and Culture*. Washington DC: Group of Thirty, 2016.

M. Hale. The history of the common law of england, 1713. Available at: http://www.constitution.org/cmt/hale/history_common_law.htm.

H. R. Hatfield. *Accounting: Its Principles and Problems*. D. Appleton and Company (reprinted Lawrence, KS: Scholars Book Co., 1971), 1927.

F. A. Hayek. The uses of knowledge in society. *American Economic Review*, 35:519–30, 1945.

F. A. Hayek. *The Fatal Conceit: The Errors of Socialism*. Chicago, IL: University of Chicago Press, 1991.

M. Hechter and K. Opp. *Social Norms*. New York, NY: Russell Sage Foundation Press, 2001.

M. Hellwig. *The Causes of the Financial Crisis*. Bonn, Germany: Max Planck Institute for Research on Collective Goods, Available at: http://www.cesifo-group.de/pls/guestci/download/CESifo%20Forum%202008/CESifo%20Forum%204/2008/forum4-08-focus3.pdf, 2008.

S. Hirota and S. Sunder. Price bubbles sans dividend anchors: Evidence from laboratory stock markets. *Journal of Economic Dynamics and Control*, 31 (6):1875–1909, June 2007.

S. Hirota, J. Huber, T. Stoeckl, and S. Sunder. Speculation and price indeterminacy in financial markets. Cowles Foundation Discussion Paper No. 2001, 2015. Available at: http://dx.doi.org/10.2139/ssrn.2613945.

M. W. Jackson. Goethe's economy of nature and the nature of his economy. *Accounting, Organizations and Society*, 17(5):459–469, 1992.

K. Jamal and S. Sunder. Is mandated independence necessary for audit quality? *Accounting, Organizations and Society*, 36(4/5):284–292, 2011a.

K. Jamal and S. Sunder. Unregulated markets for audit services. *Japanese Accounting Review*, 1:1–16, 2011b.

K. Jamal and S. Sunder. Monopoly versus competition in setting accounting standards. *ABACUS*, 50(4):369–385, 2014.

K. Jamal and H.-T. Tan. Joint effects of principles-based versus rules-based standards and auditor type in constraining financial managers' aggressive reporting. *The Accounting Review*, 85(4):1325–1346, 2010.

K. Jamal, M. S. Maier, and S. Sunder. Privacy in e-commerce: Competitive disclosure, reporting standards, and demand for assurance services sans government regulation. *Journal of Accounting Research*, 41(2):285–309, 2003.

K. Jamal, M. S. Maier, and S. Sunder. Enforced standards versus evolution by general acceptance: A comparative study of e-commerce privacy disclosure and practice in the U.S. and U.K. *Journal of Accounting Research*, 43(1): 73–96, 2005.

M. C. Jensen and K. J. Murphy. Performance pay and top-management incentives. *Journal of Political Economy*, 98(2):225–264, April 1990.

E. J. Joyce, R. Libby, and S. Sunder. FASB's qualitative characteristics of accounting information: A study of definitions and validity. *Journal of Accounting Research*, 20(2):654–675, 1982.

M. L. Katz and C. Shapiro. Network externalities, competition and compatibility. *The American Economic Review*, 75(3):424–40, 1985.

S. Kelman. *Regulating America, Regulation Sweden: A Comparative Study of Occupational Safety and Health Policy.* Cambridge, MA: MIT Press, 1981.

J. Kitchen. Costing terminology. In W. T. Baxter and S. Davidson, editors, *Accounting Research. Studies in Accounting Theory*, pages 399–413, Sweet & Maxwell, London, and Irwin, Homewood (Reprinted).: Irwin, 1962, 1954.

V. Klinkenborg. Johnson's dictionary. *The New York Times*, April 16, 2005.

A. Kohn. Why incentive plans cannot work. *Harvard Business Review* September–October, 1993.

S. Krislov. *How Nations Choose Product Standards and Standards Change Nations*. Pittsburgh, PA: University of Pittsburgh Press, 1997.

P. Landry. The common law: Tradition and stare decisis. Available at: http://www.blupete.com/Literature/Essays/BluePete/LawCom.htm.

M. Lang and A. Wambach. *The Fog of Fraud: Mitigating Fraud by Strategic Ambiguity.* Bonn, Germany: Max Planck Institute for Research on Collective Goods, 2010. Available at: http://www.coll.mpg.de/pdf_dat/2010_24online.pdf.

R. LaPorta, F. L. de-Silanes, and A. Shleifer. What works in securities laws? Working Paper, Harvard University and Yale University, 2003.

V. Laux and P. C. Stocken. Accounting standards, regulatory enforcement, and innovation, (November 24, 2015). Tuck School of Business Working Paper No. 2713170, 2016. Available at: http://dx.doi.org/10.2139/ssrn.2713170.

Lawrence vs Texas. 539 U.S. 558, 2003. (https://supreme.justia.com/cases/federal/us/539/558/).

C. Levine. *Conservatism, Contracts and Information Revelation.* PhD Dissertation, Carnegie Mellon University, 1996.

M. Levine. Money stuff. *Bloomberg View.* March 11, 2016. Available at: http://bloombergview.com/articles/2016-03-11/passive-investors-and-insider-traders, accessed March 12, 2016.

A. C. Littleton. *Structure of Accounting Theory.* Sarasota, FL: American Accounting Association, 1953.

G. Livne and M. McNichols. An empirical investigation of true and fair override in the United Kingdom. *Journal of Business Finance & Accounting*, 36(1,2):1–30, 2009.

R. Lowenstein. Triple a failure. *The New York Times*, April 27, 2008.

J. S. Lublin. CEO bonuses rose 46.4% at 100 big firms in 2004. *The Wall Street Journal*, page A1, February 25, 2005.

K. MacNeal. *Truth in Accounting.* Philadelphia: University of Pennsylvania Press; reprinted by Scholars Book Co., 1939.

P. E. Madsen. How standardized is accounting? *The Accounting Review*, 86 (5):1679–1708, 2011.

P. E. Madsen. The pursuit of high quality accounting standards. *Accounting Horizons*, 27(4):867–876, 2013.

J. Maltby. Accounting and the soul of the middle class: Gustav Freytag's soll und haben. *Accounting, Organizations and Society*, 22(1):69–87, 1997.

G. O. May. *Financial Accounting: A Distillation of Experience.* New York: Macmillan Company, 1943. (reprinted by Lawrence, KS: Scholars Book Co., 1972).

V. McGrane and J. S. Lublin. SEC approval of pay-gap rule sparks concerns. August 5, 2015. Available at: http://www.wsj.com/articles/sec-set-to-approve-final-ceo-pay-ratio-rule-1438783961, accessed August 10, 2015.

W. McGregor. True and fair view — an accounting anachronism. *Australian Accountant*, 62(1):68–71, 1992.

B. D. Merino and J. L. Coe. Uniformity in accounting: A historical perspective. *Journal of Accountancy*, 146(2):62–69, 1978.

J. S. Mill. *Utilitarianism.* London: Parker, Son & Bourn, West Strand (via Google Books), first edition, 1863.

G. B. Moriarty and P. Livingston. Quantitative measures of the quality of financial reporting. *Financial Executive*, 17(5):53–56, July–August 2001.

A. M. C. Morison. The role of the reporting accountant today. In W. T. Baxter and S. Davidson, editors, *Studies in Accounting*, pages 265–293, London: The Institute of Chartered Accountants in England and Wales, 1977, 1970.

Organisation of Economic Co-operation and Development. *Report on the Cross-Border Enforcement of Privacy Laws.* Paris: OECD, 2006.

E. Ostrom. Crowding out citizenship. *Scandinavian Political Studies*, 23:3–16, 2000.

L. Pacioli. *Suma de Arithmetica, Geometria, Proportioni et Proportionalita.* Venice: Paganino de Paganini da Brescia, 1494.

R. H. Parker. Accounting in Chaucer's Canterbury Tales. *Accounting, Auditing and Accountability Journal*, 12(1):92–112, 1999.

W. A. Paton. Review of truth in accounting by Kenneth MacNeal. *Journal of Political Economy*, 48(2):296–298, 1940.

W. A. Paton and A. C. Littleton. *Introduction to Corporate Accounting Standards*. Sarasota, FL: American Accounting Association, 1940.

J. Peterson. *Count Down: The Past, Present and Uncertain Future of The Big Four Accounting Firms*. Studies in Accounting Thought. Emerald Publishing Group, 2015.

C. R. Plott and S. Sunder. Rational expectations and the aggregation of diverse information in laboratory security markets. *Econometrica*, 56(5): 1085–1118, 1988.

E. Posner. *Law and Social Norms*. Harvard University Press, 2002.

R. Posner. Social norms and the law: An economic approach. *American Economic Review*, 87(2):365–369, 1997.

R. Posner. *Economic Analysis of Law*. Boston, MA: Little Brown, 6th edition, 2003.

G. J. Previts and B. D. Merino. A history of accountancy in the USA. *Interpretation of the cultural significance of accounting*, Columbus, OH: Ohio State University Press, 1998.

PricewaterhouseCoopers. *Revenue from Contracts with Customers: Global Edition*. 2014. Available at: http://www.pwc.com/us/en/cfodirect/assets/pdf/accounting-guides/pwc-revenue-recognition-global-guide-2014.pdf, accessed March 12, 2016.

R. D. Putnam. *Making Democracy Work*. Princeton, NJ: Princeton University Press, 1993.

P. J. Richerson and R. Boyd. *Not By Genes Alone: How Culture Transformed Human Evolution*. University of Chicago Press, 2004.

W. Z. Ripley. Stop, look, listen: The shareholder's right to adequate information. *Atlantic Monthly (September)*, 1926.

S. Ro. Wall street is wrestling with the possibility that stocks are being propped up by an illusion of profits. *Yahoo Finance* March 9, 2016. Available at: http://finance.yahoo.com/news/stock-bull-market-gaap-pro-forma-earnings-accounting-debate-162728826.html, accessed March 12, 2016.

R. Romano. *The Advantages of Competitive Federalism for Security Regulation*. Washington DC: American Enterprise Institute, 2002. Available at: https://www.aei.org/publication/the-advantage-of-competitive-federalism-for-securities-regulation/.

R. Romano. The Sarbanes-Oxley Act and the making of quack corporate governance. *Yale Law Journal*, 114:1521–1611, 2005.

J. Ronen. Post-enron reform: Financial statement insurance, and GAAP revisited. *Stanford Journal of Law, Business and Finance*, 8(1), 2002.

N. Russell. *The Novelist and Mammon. Literary Responses to the World of Commerce in the Nineteenth Century.* Oxford: Clarendon Press, 1986.

Sarbanes-Oxley Act of 2002, 2002. Available at: http://news.findlaw.com/hdocs/docs/gwbush/sarbanesoxley072302.pdf.

R. M. Schindler. The real lesson of new Coke. *Marketing Research*, pages 22–26, 1992.

E. Schmalenbach. *Pretiale Wirtschaftslenkung.* Band 2: Pretiale Lenkung des Betriebes. Bremen: Dorn, 1948.

H. G. Schulzrinne and J. D. Rosenberg. A comparison of sip and h.323 for internet telephony. In *Proceedings of the 1998 Workshop on Network and Operating System Support for Digital Video (NOSSDAV'98)*, Cambridge, UK, July 1998.

Securities and Exchange Commission. SEC proposes rules to require companies to disclose the relationship between executive pay and a company's financial performance. April 29, 2015. Available at: http://www.sec.gov/news/pressrelease/2015-78.html, accessed August 10, 2015.

A. B. Seligman. On the limits of confidence and role expectations. *American Journal of Economics and Sociology*, 57(4):391–404, 1998.

R. R. Shield. *Diamond Stories: Enduring Change on the 47th Street.* Ithaca, NY: Cornell University Press, 2002.

R. Shiller. How wall street learns to look the other way. *The New York Times*, Feb. 8 2005.

R. J. Shiller. *Irrational Exuberance.* Princeton, NJ: Princeton University Press, 2000.

K. Sivakumar and G. Waymire. Enforceable accounting rules and income measurement by early 20th century railroads. *Journal of Accounting Research*, 41(2):397–432, May 2003.

G. H. Sorter. An 'events' approach to basic accounting theory. *The Accounting Review*, 44(1):12–19, 1969.

L. Spacek. The need for an accounting court. *The Accounting Review*, 33(3): 368–379, 1958.

G. J. Stigler. The theory of economic regulation. *The Bell Journal of Economics and Management Science*, 2(1):3–21, 1971.

S. Sunder. Why is the FASB making too many accounting rules? *The Wall Street Journal*, April 17, 1981.

S. Sunder. Limits to information. In K. Bindon, editor, *1983 Accounting Research Convocation; Proceedings*, School of Accountancy, University of Alabama, 1984.

S. Sunder. Political economy of accounting standards. *Journal of Accounting Literature*, 7:31–41, 1988.

S. Sunder. *Theory of Accounting and Control*. Cincinnati, OH: Thomson Learning, 1997.

S. Sunder. Regulatory competition among accounting standards within and across international boundaries. *Journal of Accounting and Public Policy*, 21(3):219–234, 2002a.

S. Sunder. Regulatory competition for low cost-of-capital accounting rules. *Journal of Accounting and Public Policy*, 21:147–149, 2002b.

S. Sunder. Management controls, expectations, common knowledge and culture. *Journal of Management Accounting Research*, 14:173–187, 2002c.

S. Sunder. Rethinking the structure of auditing and accounting. *Indian Accounting Review*, 7:1–15, 2003.

S. Sunder. Minding our manners: Accounting as social norms. *The British Accounting Review*, 37:367–387, 2005a.

S. Sunder. Social norms versus standards of accounting. In M. Dobija and S. Martin, editors, *General Accounting Theory: Towards Balanced Development*, pages 157–177, Cracow, Poland: Cracow University of Economics, 2005b. Available at: http://faculty.som.yale.edu/shyamsunder/Research/Accounting%20and%20Control/Published%20Articles/127.Social%20Norms%20v%20Standards/127.SocialNormsStandardsofAccountingGAT3.pdf.

S. Sunder. Uniform financial reporting standards: Reconsidering the top-down push. *The CPA Journal*, April 2007.

S. Sunder. Extensive income and value of the firm: Who gets what? Yale ICF Working Paper No. 02-15, 2008. Doi: 10.2139/ssrn.309747. Available at SSRN: http://ssrn.com/abstract=309747.

S. Sunder. IFRS and the accounting consensus. *Accounting Horizons*, 23(1): 101–111, 2009.

S. Sunder. Adverse effects of accounting uniformity on practice, education, and research. *Journal of Accounting and Public Policy*, 29(2):99–114, 2010a.

S. Sunder. 'True and fair' as the moral compass of financial reporting. *Research on Professional and Ethics in Accounting*, 14:3–11, 2010b.

S. Sunder. IFRS monopoly: the pied piper of financial reporting. *Accounting and Business Research*, 41(3):291–306, 2011a.

S. Sunder. Paradox of writing clear rules: Interplay of financial reporting and engineering. *The Japanese Accounting Review*, 1:119–130, 2011b.

S. Sunder. Risk in accounting. *ABACUS*, 51(4):536–548, 2015. Doi: 10.1111/abac.12060.

S. Sunder. Better financial reporting: Meanings and means. *Journal of Accounting and Public Policy*, 35:211–223, 2016.

J. Tavakoli. *Structured Finance and Collateralized Debt Obligations*. New York: Wiley Finance, 2nd edition, 2008.

R. H. Thaler and C. R. Sunstein. *Nudge: Improving Decisions About Health, Wealth, and Happiness*. Yale University Press, 2008.

The Economist. An end to killing kids, March 2, 2005. Available at: http://www.economist.com/node/3714479.

H. D. Thoreau. 'civil disobedience'. originally published as "resistance to civil government" (1849). In *The Writings of Henry David Thoreau*, volume 4, page 356, 1906. Houghton Mifflin Available at: https://www.walden.org/documents/file/library/collections/harding/hardingfindingaidseriesiii.pdf.

United Kingdom Companies Act, 2006. (http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf, accessed April 23, 2016).

United Kingdom Data Protection Act, 1998. (http://www.legislation.gov.uk/ukpga/1998/29/contents, accessed April 23, 2016).

United States House of Representatives. Report of the subcommittee on oversight and investigations of the committee on interstate and foreign commerce (Moss committee), 94th congress, second session. *Federal Regulation and Regulatory Reform*, 1976. (http://njlaw.rutgers.edu/collections/gdoc/hearings/7/76603689/76603689_1.pdf, accessed April 23, 2016).

United States Senate. Subcommittee on reports, accounting and management, committee on government operations (Metcalf committee). *The Accounting Establishment*, 1976. (https://www.archive.org/stream/accstabl00unit/accstabl00unit_djvu.txt, accessed April 23, 2016).

United States vs Newman. 773 F.3d 438 (2d Cir. 2014).

Voltaire. *Candide*. 1759 [1918]. The Modern Library (https://www.gutenberg.org/files/19942/19942-h/19942-h.htmaccessed April 23, 2016).

G. Waymire and S. Basu. Accounting is an evolved economic institution. *Foundations and Trends in Accounting*, 2(1–2):1–174, 2007.

S. Weinberg. *Dreams of a Final Theory*. New York, NY: Vintage Books, 1992.

J. Q. Wilson. *The Politics of Regulation*. New York, NY: Basic Books Yale University Press, 1980.

S. A. Zeff. *Forging Accounting Principles in Five Countries: A History and An Analysis of Trends*. Arthur Andersen & Co. Lecture Series. Champaign, IL: Stipes Publishing Co, 1972.