Segment reporting

Executive summary

September 2022

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Challenges remain in segment disclosures

Segment reporting has been a hot topic for financial statement preparers, auditors, investors, the SEC and the FASB ever since the FASB first issued guidance on the subject in 1997. Topic 280, Segment Reporting, was issued to address the needs of financial statement users for whom prior segment information had not provided enough detail about registrants' business performance.

Despite the FASB's efforts, the SEC staff has expressed concerns over several years about the lack of compliance. Specifically, the staff's concerns are that too few segments are being disclosed and not all required information about reported segments is being presented.

Topic 280 is based on the management approach, meaning that an entity's internal organizational structure dictates how segment information is compiled and presented. This approach requires an entity to make many judgments as it applies the foundational principles in Topic 280 – such as identifying the chief operating decision maker – to its unique internal organizational structure.

This executive summary provides an overview of the principles of Topic 280. Our related Handbook, Segment reporting, addresses the challenges that companies have had in applying these principles through in-depth interpretive guidance and examples.

Overall objective

Topic 280 requires certain entities to disclose information about their operations that typically is not obvious from the financial statements. It essentially allows financial statement users to 'see through the eyes of management' to understand how management views the operating results and financial position of the different reportable segments of the entity's business.

The primary objectives of Topic 280 are to help financial statement users:

See the entity's operating results and financial position from management's perspective – disaggregated in a manner that can enhance their ability to assess the entity's prospects for future cash flows.

Obtain a better understanding of financial performance across the entire entity, including revenues related to products and services and to geographic areas, as well as information about major customers.

Make more informed financial judgments about the entity as a whole.

Although Topic 280 is a 'disclosure' Topic, which leverages existing management information, complying with its requirements can involve a great deal of effort. An entity's financial results and financial position are disaggregated by reportable segment, and identifying reportable segments is a multi-step process.

Step 1	Identify the CODM (chief operating decision maker)
Step 2	Identify and aggregate operating segments
Step 3	Identify reportable segments based on quantitative threshold tests
Step 4	Disclose required information for each reportable segment

Scope

Topic 280 requires a public entity to disclose segment information in the notes to its financial statements.

A business entity is a public entity under Topic 280 if:

- it has issued debt or equity securities or is a conduit bond obligor for conduit debt securities that are traded in a public market – i.e. a domestic or foreign stock exchange or an over-the-counter market, including local or regional markets;
- it is required to file financial statements with the SEC; and/or
- it provides financial statements for the purpose of issuing any class of securities in a public market.

Nonpublic and not-for-profit entities are not required to adopt Topic 280; however, if they voluntarily adopt it, they are required to fully comply with Topic 280 and include the required segment disclosures for all periods presented.

Type of entity	Segment disclosures
Business entity that is a public entity	Required
• Business entity that is not a public entity – separate (stand-alone) financial statements • Not-for-profit entity	Discretionary but encouraged

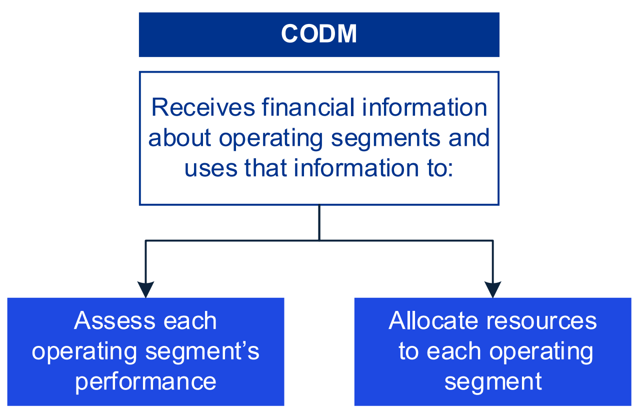
Step 1: Identify the CODM

The first step in applying Topic 280 is to identify the CODM. This concept is key because segment profit or loss and asset disclosures are based on the information provided to or regularly reviewed by the CODM.

The CODM is usually the highest level of management (e.g. the CEO or COO) responsible for the entity's overall resource allocation and performance assessment.

The CODM is a function and not a title. Therefore, the function of the CODM could be performed by more than one person (e.g. an executive committee or a management committee).

An entity cannot have more than one CODM.

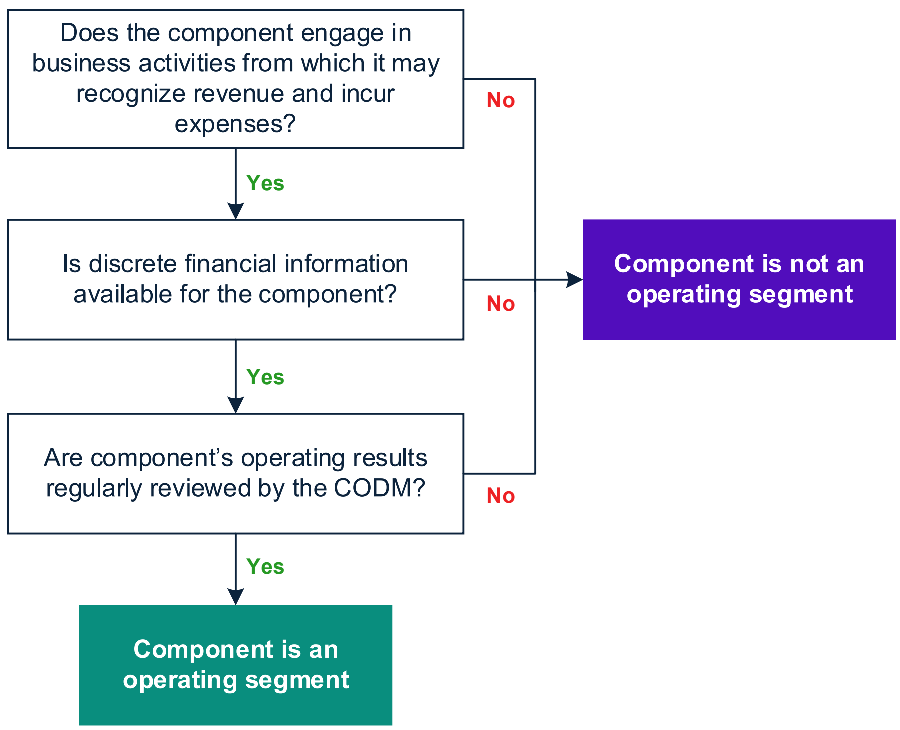


Step 2: Identify and aggregate operating segments

Operating segments reflect how an entity manages its business (e.g. by products and services or geographically); therefore, they are identified based on the management approach.

Operating segments should be evident from the structure of the entity's internal organization. Financial information is usually reported to the CODM consistent with that structure.

In identifying operating segments, there are three questions to ask about each component of the business.

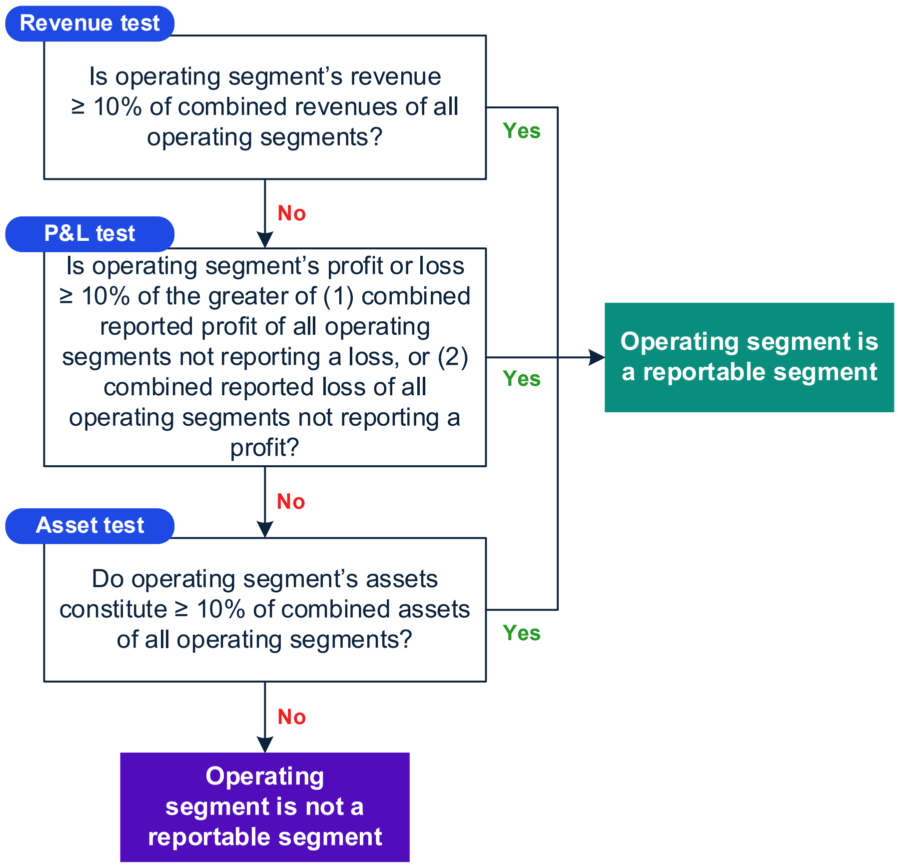


Topic 280 permits operating segments to be aggregated if they have similar economic characteristics and comply with specific aggregation tests. The process of demonstrating similar economic characteristics can be challenging and requires judgment. This is caused by the depth of analysis that is necessary to evaluate economic similarity and the lack of specific guidance in Topic 280 on how to perform this analysis.

The SEC, in its comment letters, regularly inquires about how an entity determines its operating segments and how economic characteristics are considered when operating segments are aggregated.

Step 3: Identify reportable segments

Topic 280 requires an entity to disclose information about operating segments that meet quantitative thresholds. An operating segment that meets these thresholds is called a reportable segment.



If the operating segments that meet the reportable segment quantitative thresholds do not represent at least 75% of total consolidated revenue, Topic 280 requires additional operating segments to be treated as reportable segments.

If an operating segment does not meet any of the initial reportable segment quantitative threshold criteria, it is an 'insignificant' operating segment. Depending on the circumstances, insignificant operating segments are either presented as a reportable segment, combined with other insignificant operating segments, or included in an 'all other' category.

Step 4: Disclosures

Segment disclosures

Topic 280 requires extensive disclosures by reportable segment in both annual and full interim financial statements.

General information	• Factors used to identify reportable segments • Types of products and services that produce revenue for each reportable segment
Information about profit or loss and assets	• Profit or loss and asset measures for each reportable segment • Additional quantitative information about profit or loss and assets • Additional qualitative information about profit or loss and assets
Reconciliations	Reconciled to corresponding consolidated amount: • Total reportable segment revenues • Total reportable segment profit or loss • Total reportable segment assets • Total reportable segment amounts for other significant items disclosed

If the CODM receives multiple measures to evaluate operating segments (e.g. EBITDA and net income), the entity needs to select the measure that is most consistent with its GAAP financial statements and use that measure in its segment disclosures. Generally, detailed segment information about profit or loss and assets is required only if regularly reviewed by the CODM.

Entity-wide information

Topic 280 also requires entity-wide information about an entity's revenues and long-lived assets, but only in annual financial statements.

Entity-wide disclosures	• Information about products and services • Information about geographic areas • Information about major customers

These disclosures need not be made on an entity-wide basis if they are already provided by segment.

Ongoing considerations

A change in the composition of reportable segments or in the segment measure used triggers the following reporting requirements.

Accounting for changes to segment reporting

Reporting period of change	Change in composition of segments	Change in segment measure
Annual period:	Restate prior periods presented in annual financial statements, if practicable	Disclose nature and effect of the change
Interim period:	Restate prior interim periods and prior annual period presented in interim financial statements, if practicable	Disclose difference in basis of measurement of segment profit or loss; the effect of the change need not be disclosed

For changes in the composition of segments, there is a practicality exception to the restatement principle. Under the exception, any item for which restatement is not practicable does not need to be restated. Items that do not qualify for the exception are required to be restated. Whether it is practical to restate an item depends on the individual facts and circumstances for that item; in our experience, use of this exception is rare.

The SEC requires registrants to provide retrospectively revised financial statements that present segment information under the new basis of segmentation. This requirement applies to periodic filings required under the Securities and Exchange Acts (e.g. proxy statements, Forms 10-Q and 10-K) and registration statements (e.g. Form S-1 filings).

SEC filings

US companies (domestic filers)

Certain SEC filings (e.g. Form 10-K and Form S-1) require a registrant to include segment information in the following sections.

Description of business	**MD&A**
Property	**Financial statements**

The information required by the SEC is based on the same segment structure developed under Topic 280 for the segment disclosures in the financial statements. However, SEC regulations require additional and different information based on this segment structure.

Non-US companies (FPIs)

The required segment disclosures in financial statements filed with a Form 20-F by Foreign Private Issuers depend on the basis of accounting used to prepare those financial statements.

- **US GAAP.** Financial statements prepared using US GAAP should already have the required segment disclosures.
- **IFRS® Standards as issued by the International Accounting Standards Board.** The segment disclosures are sufficient and therefore no additional Topic 280 disclosures are required.
- **Country GAAP.** Additional Topic 280 disclosures may be required.

Similar to domestic filers, FPIs have additional filing requirements for changes in segment structure.

Form 20-F also includes sections other than the financial statements section in which segment information may be presented.

Interaction with other Topics

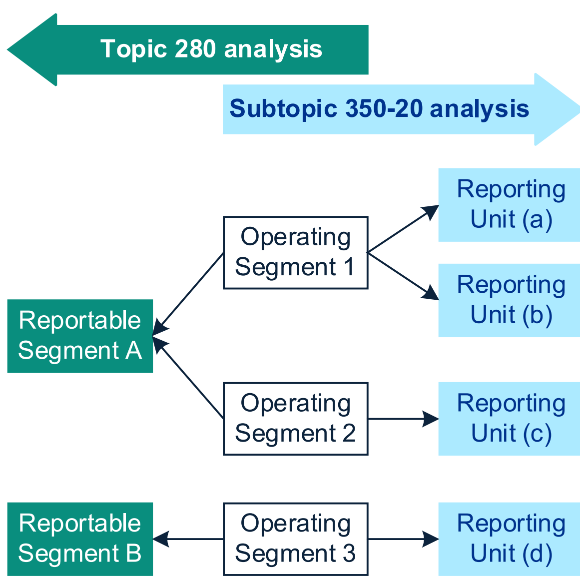
There is an interrelationship between segment reporting and several other Topics.

An entity discloses the following by reportable segment:

- discontinued operations;
- total costs expected to be incurred in connection with an exit or disposal activity;
- goodwill and changes in goodwill;
- the amount of goodwill acquired in a business combination; and
- impairments of long-lived assets and disposals of asset groups.

In addition, revenue is disaggregated and disclosed in categories that depict the nature, amount, timing and uncertainty of revenue and cash flows affected by economic factors. Sufficient information must be disclosed about the relationship between the disaggregated revenue and revenue information for each reportable segment.

Goodwill is assessed for impairment at the reporting unit level, which is defined as an operating segment, or one level below an operating segment. The following diagram illustrates the relationship between reporting units, operating segments and reportable segments. The concepts can be confusing because they both use operating segments as the starting point for analysis.



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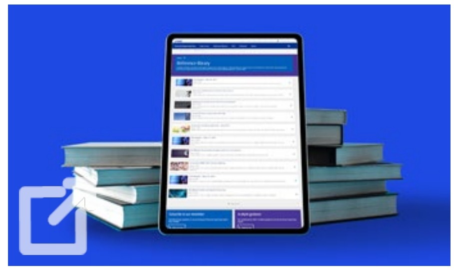

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