

Agenda Item 2-C (Updated)

Proposed Revisions to Safeguards ED-1 Mark-up From Sept 26 Discussion

Note to IESBA Meeting Participants: Text shaded in gray was developed by the Structure Task Force

Part 1 – Complying with the Code, Fundamental Principles and the Conceptual Framework

...

Section 120

The Conceptual Framework

Introduction

120.1 The circumstances in which professional accountants operate might create threats to compliance with the fundamental principles. Section 120 sets out requirements and application material, including a conceptual framework, to assist the accountants in complying with the fundamental principles and meeting their responsibility to act in the public interest. Such requirements and application material accommodates the wide range of facts and circumstances, including the various professional activities, interests and relationships that create threats to compliance with the fundamental principles. In addition, it deters an accountant from concluding that a situation is permitted solely because that situation is not specifically prohibited by the Code.

Commented [DJ1]: 100.6

120.2 The conceptual framework specifies an approach for the professional accountant to:

Commented [DJ2]: 100.6

- (a) Identify threats to compliance with the fundamental principles;
- (b) Evaluate the threats identified; and
- (c) Address the threats by eliminating or reducing them to an acceptable level.

Requirements and Application Material

R120.3 The professional accountant shall apply the conceptual framework to identify, evaluate and address threats to compliance with the fundamental principles set out in Section 110.

Commented [DJ3]: New requirement

120.3 A1 Additional requirements and application material that are relevant to the application of the conceptual framework are set out in:

Commented [DJ4]: 100.3

- (a) Part 2 – *Professional Accountants in Business*;
- (b) Part 3 – *Professional Accountants in Public Practice*; and
- (c) Parts 4A and 4B – *International Independence Standards* as follows:
 - (i) Part 4A – *Independence for Audits and Reviews*; and
 - (ii) Part 4B – *Independence for Other Assurance Engagements*.

R120.4 When applying the conceptual framework, the professional accountant shall:

Commented [DJ5]: 100.7

- (a) Exercise professional judgment;
- (b) Remain alert for new information and to changes in facts and circumstances; and
- (c) Use the reasonable and informed third party test as described in paragraph 120.4 A1.
[As revised and agreed during Sept 27 IESBA Discussion]

Reasonable and Informed Third Party Concept

120.4 A1 The reasonable and informed third party test ~~is involves a~~ consideration by the professional accountant about whether the same conclusions would likely be reached by another ~~person,~~ the reasonable and informed third party. Such consideration is made from the perspective a reasonable and informed third party, weighing all the relevant facts and circumstances that the accountant knows, or could reasonably be expected to know, at the time the conclusions were are made. ~~A-The~~ reasonable and informed third party does not need to be an accountant, but would possess sufficient the relevant knowledge and ~~experience and knowledge,~~ to understand and evaluate the appropriateness of the accountant's conclusions in an objective manner.
[Marked from Sept 27 IESBA Discussion]

Commented [DJ6]: 100.7, 100.8

Identifying Threats

R120.5 The professional accountant shall identify threats to compliance with the fundamental principles.

Commented [DJ7]: New requirement

120.5 A1 An understanding of the facts and circumstances, including professional activities, interests and relationships that might compromise compliance with the fundamental principles, is a prerequisite to the accountant's identification of threats to such compliance. Certain conditions, policies and procedures established by the profession, legislation, regulation, the firm, or the employing organization that can enhance the professional accountant acting ethically, might also impact the identification of threats to compliance with the fundamental principles.

Commented [DJ8]: 100.8, 100.16

120.5 A2 Threats to compliance with the fundamental principles might be created by a broad range of facts and circumstances. It is not possible to define every situation that creates threats. In addition, the nature of engagements and work assignments might differ and, consequently, different types of threats might be created.

Commented [DJ9]: 100.12

120.5 A3 Threats to compliance with the fundamental principles fall into one or more of the following categories:

Commented [DJ10]: 100.6, 100.12

- (a) Self-interest threat – the threat that a financial or other interest will inappropriately influence ~~the a~~ professional accountant's judgment or behavior;
- (b) Self-review threat – the threat that a professional accountant will not appropriately evaluate the results of:
 - (i) ~~A a~~ previous judgment made; or
 - (ii) ~~An an~~ activity performed by the professional accountant, or by another individual within the accountant's firm or employing organization,

on which the accountant will rely when forming a judgment as part of performing a current activity ~~or providing a current service;~~

- (c) Advocacy threat – the threat that a professional accountant will promote a client's or employer's position to the point that the accountant's objectivity is compromised;
- (d) Familiarity threat – the threat that due to a long or close relationship with a client, or employer, a professional accountant will be too sympathetic to their interests or too accepting of their work; and
- (e) Intimidation threat – the threat that a professional accountant will be deterred from acting objectively because of actual or perceived pressures, including attempts to exercise undue influence over the accountant.

120.5 A4 A circumstance might create more than one threat, and a threat might affect compliance with more than one fundamental principle.

Commented [DJ11]: New application material

Evaluating Threats

R120.6 When the professional accountant identifies a threat to compliance with the fundamental principles, the accountant shall evaluate whether such a threat is at an acceptable level.

120.6 A1 The consideration of qualitative as well as quantitative factors is relevant to the professional accountant's evaluation of threats, as is the combined effect of multiple threats, if applicable.

Commented [DJ12]: 100.9

120.6 A2 The existence of conditions, policies and procedures discussed in paragraph 120.5 A1.5 might also impact the professional accountant's evaluation of the level of threats to compliance with the fundamental principles. ~~Certain conditions, policies and procedures established by the profession, legislation, regulation, the firm, or the employing organization might promote professional accountants acting ethically. They might also facilitate the accountant's evaluation of the level identification of threats to compliance with the fundamental principles.~~ Examples of such conditions, policies and procedures include:

Commented [DJ13]: 100.13, 100.14, 100.16

- Corporate governance requirements.
- Educational, training and experience requirements for the profession.
- Effective complaint systems which enable the professional accountant and the general public to draw attention to unethical behavior.
- An explicitly stated duty to report breaches of ~~ethical~~ ethics requirements.
- Professional or regulatory monitoring and disciplinary procedures.
- External review by a legally empowered third party of the reports, returns, communications or information produced by a professional accountant.

Acceptable Level

120.6 A3 An acceptable level is a level at which a professional accountant applying the reasonable and informed third party test would likely conclude that the accountant complies with the fundamental principles.

Commented [DJ14]: Glossary

Consideration of New Information or Changes in Facts and Circumstances

R120.7 If the professional accountant becomes aware of new information or changes in facts and circumstances that might impact whether a threat has been eliminated or reduced to an acceptable level, the accountant shall re-evaluate and address that threat accordingly.

Commented [DJ15]: New requirement

120.7 A1 Remaining alert throughout the professional activity assists the professional accountant in determining whether new information has emerged or changes in facts and circumstances have occurred that:

Commented [DJ16]: New application material

- (a) Impact the level of a threat; or
- (b) Affect the accountant's conclusions about whether safeguards applied continue to be appropriate to address identified threats.

Addressing Threats

R120.8 If the professional accountant determines that the identified threats to compliance with the fundamental principles are not at an acceptable level, the accountant shall address the threats by eliminating them or reducing them to an acceptable level. The accountant shall do so by:

Commented [DJ17]: New requirement

- (a) Eliminating the circumstances, including interests or relationships, that are creating the threats;
- (b) Applying safeguards, where available and capable of being applied; or
- (c) Declining or ending the specific professional activity.

Safeguards

120.8 A1 Safeguards are actions, individually or in combination, that the professional accountant takes that effectively eliminate threats to compliance with the fundamental principles or reduce them to an acceptable level. However, there are some situations in which threats can only be addressed by declining or ending the specific professional activity because the circumstances that created the threats cannot be eliminated or safeguards are not capable of reducing the level of the threat to an acceptable level.

Commented [DJ18]: 100.9, 100.13

120.8 A2 There are some situations in which the circumstances creating the threats cannot be eliminated and there are no safeguards to eliminate the threats created or reduce them to an acceptable level. In such situations, the professional accountant is required to decline or end the specific professional activity.

Consideration of Significant Judgments Made and Overall Conclusions Reached

R120.9 The professional accountant shall form an overall conclusion about whether the actions that the accountant takes, or intends to take, to address the threats created, will eliminate those threats or reduce them to an acceptable level. In forming the overall conclusion, the accountant shall:

Commented [DJ19]: New requirement

- (a) Review any significant judgments made or conclusions reached.
- (b) Take into account Use the reasonable and informed third party test.

Considerations for Audits, Reviews and Other Assurance Engagements

120.10 A1 Professional accountants in public practice are required to be independent when performing audits, reviews, or other assurance engagements. Independence is linked to the fundamental principles of objectivity and integrity. It comprises:

- (a) Independence of mind – the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, thereby allowing an individual to act with integrity, and exercise objectivity and professional skepticism.
- (b) Independence in appearance – the avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude that a firm's or an audit or assurance team member's integrity, objectivity or professional skepticism has been compromised.

120.10 A2 Parts 4A and 4B of the Code comprise the *International Independence Standards*. These parts set out requirements and application material on how to apply the conceptual framework to maintain independence when performing audits, reviews or other assurance engagements, as the case may be. Professional accountants and firms are required to comply with these standards in order to be independent in relation to such engagements. The conceptual framework to identify, evaluate and address threats to compliance with the fundamental principles applies in the same way to compliance with independence requirements. The categories of threats to compliance with the fundamental principles described in paragraph 120.5 A3 are also apply to the categories of threats to compliance with independence.

Commented [DJ20]: New sentences

Commented [DJ21]: 290.6

Commented [DJ22]: New application material

PART 3 – PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE

Section 300

Applying the Conceptual Framework – Professional Accountants in Public Practice

Introduction

300.1 This Part of the Code describes requirements and application material for professional accountants in public practice when applying the conceptual framework set out in Section 120. It does not describe all of the facts and circumstances, including professional services activities, interests and relationships, that could be encountered by professional accountants in public practice, which create or might create threats to compliance with the fundamental principles. Therefore, professional accountants in public practice are required to be alert for such facts and circumstances.

Commented [DJ23]: 200.1

300.23 The requirements and application material that apply to professional accountants in public practice are set out as follows:

Commented [DJ24]: New introductory material

- Part 3 – *Professional Accountants in Public Practice*, Sections 300 to 399, applies to all professional accountants, whether they provide assurance services or not.
- Part 4 – *International Independence Standards* as follows:
 - (i) Part 4A – *Independence for Audits and Reviews*, Sections 400 to 899, applies to professional accountants in public practice when performing audit and review engagements.
 - (ii) Part 4B – *Independence for Other Assurance Engagements*, Sections 900 to 999, applies to professional accountants in public practice when performing assurance engagements other than audit and review engagements.

300.32 The term “professional accountant” refers to professional accountants in public practice and their firms wherever it occurs in the remainder of Part 3 Professional Accountants for Public Accountants.

Commented [DJ25]: Footnote to 200.1

Requirements and Application Material

R300.4 A professional accountant shall comply with the fundamental principles set out in Section 110 and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to compliance with the fundamental principles.

Commented [DJ26]: New

Identifying Threats

300.5 A1 Compliance with the fundamental principles might be threatened by a broad range of facts and circumstances. The categories of threats are described in paragraph 120.5 A3. The following are examples of facts and circumstances within each of those categories of threats that might create threats for a professional accountant who is undertaking a professional service activity:

Commented [DJ27]: 200.1, 200.2, 200.4, 200.6, 200.7, 200.8

(a) Self-interest Threats

- A professional accountant having a direct financial interest in a client.

- ~~—~~ A professional accountant having ~~undue dependence on total fees from a client or the possibility of losing a significant client, quoting a fee so low that it may be difficult to perform the professional service in accordance with applicable technical and professional standards for that price.~~
- ~~—~~ A professional accountant having a ~~significant close business relationship joint venture with a client.~~
- ~~—~~ A professional accountant accepting a professional service before knowing all the pertinent facts.
- ~~—~~ An audit team member entering into employment negotiation with the client.

~~(e)~~(b) Self-review Threats

- A professional accountant issuing an assurance report on the effectiveness of the operation of financial systems after ~~designing or implementing the systems.~~
- A professional accountant being asked to assess and comment on processes that were designed by the accountant, ~~or having recently been, a director or officer of the client, or having recently been employed by the client in a position to exert significant influence over the subject matter of the engagement.~~
- A professional accountant having prepared the original data used to generate records that are the subject matter of the assurance engagement.
A professional accountant performing a service for an assurance client that directly affects the subject matter information of the assurance engagement.
- A professional accountant discovering a significant error when evaluating the results of a previous professional service performed by a member of the accountant's firm.

(d)(c) Advocacy Threats

- A professional accountant promoting the interests of, or shares in, a client.
- A professional accountant acting as an advocate on behalf of an audit client in litigation or disputes with third parties.

(e)(d) Familiarity Threats

- ~~An engagement team member, professional accountant~~ having a close or immediate family member who is a director or officer of the client, ~~or is an employee of the client and is in a position to exert significant influence over the subject matter of the engagement.~~
- A director or officer of the client, or an employee in a position to exert significant influence over the subject matter of the engagement, having recently served as the engagement partner.
- An audit team member ~~Personnel~~ having a long association with the assurance ~~audit~~ client.

~~(f)~~(e) Intimidation Threats

- A professional accountant being threatened with dismissal from a client engagement.
- A professional accountant feeling pressured to agree with the judgment of a client employee because the employee has more expertise on the matter in question.
- A professional accountant being informed by the firm that a planned promotion will not occur unless the accountant agrees with an audit client's inappropriate accounting treatment.
- A professional accountant having accepted a significant gift from a client and being threatened that such offer will be made public.

Evaluating Threats

300.6 A1 Conditions, policies and procedures established by the profession, legislation, regulation, the firm or the employing organization as described in 120.5 A1 that might enhance the professional accountant's identification of threats and also impact the evaluation of whether a threat to compliance with the fundamental principles is at an acceptable level. Such conditions, policies and procedures might relate to include the nature of:

Commented [DJ28]: 200.3, 200.12

- (a) The client and its operating environment;
- (b) The professional activity-service being provided; and
- (c) The firm and its operating environment.

The Client and its Operating Environment

300.6 A2 The professional accountant's evaluation of the level of a threat might be impacted by the following whether the client is:

Commented [DJ29]: New application material

- (a) An audit client and whether the audit client is a public interest entity;
- (b) An assurance client that is not an audit client; or
- (c) A non-assurance client.

For example, providing a non-assurance service to an audit client that is a public interest entity, might be perceived to result in a higher level of threat to compliance with the fundamental principle of objectivity. ~~Such a threat might be further increased when the audit client is a public interest entity.~~

300.6 A3 The corporate governance structure, including the leadership, of a client might promote compliance with the fundamental principles. Accordingly, a professional accountant's evaluation of the level of a threat might also be impacted by a client's operating environment. For example:

Commented [DJ30]: New application material

- The client requires appropriate persons other than management to ratify or approve the appointment of a firm to perform an engagement.
- The client has competent employees with experience and seniority to make managerial decisions.

- The client has implemented internal procedures that facilitate objective choices in tendering non-assurance engagements.
- The client has a corporate governance structure that provides appropriate oversight and communications regarding the firm's services.

The Type of Professional Activity/Service

300.6 A4 The professional accountant's evaluation of the level of a threat is impacted by the nature and scope of the professional activity/service. In addition, the International Independence Standards (Parts 4A and 4B) include a further discussion with examples of the threats that might arise when a professional accountant provides certain types of professional services, i.e., a non-assurance service, to an audit or assurance client.

Commented [DJ31]: New application material

The Firm and its Operating Environment

300.6 A5 A professional accountant's evaluation of the level of a threat might be impacted by the work environment within a firm and its operating environment. For example:

Commented [DJ32]: New application material

- Leadership of the firm that promotes compliance with the fundamental principles and establishes the expectation that assurance team members will act in the public interest.
- Conditions, policies or procedures for establishing and monitoring compliance with the fundamental principles by all personnel.
- Compensation, performance appraisal and disciplinary policies and procedures that promote compliance with the fundamental principles.
- Management of the reliance on revenue received from a single client.
- The engagement partner having authority within the firm for decisions concerning compliance with the fundamental principles, including decisions about accepting or providing non-assurance services to an audit client.
- Educational, training and experience requirements.
- Processes to facilitate and address internal and external concerns or complaints.

Consideration of New Information or Changes in Facts and Circumstances

300.6 A6 New information or changes in facts and circumstances might:

Commented [DJ33]: New application material

- (a) Impact the level of a threat; or
- (b) Affect the professional accountant's conclusions about whether safeguards applied continue to be appropriate to address identified threats as intended.

300.6 A7 Examples of new information or changes in facts and circumstances that might impact the level of a threat include:

Commented [DJ34]: New application material

- When the scope of a professional service is expanded.
- When the client becomes a listed entity or acquires another business unit.
- When the firm merges with another firm.

- ~~Where an engagement team member's immediate family member is recently employed by the client. When the professional accountant is jointly engaged by two clients and a situation evolves in a dispute between the two clients.~~

In the situations described above, actions that were already implemented as safeguards might no longer be effective in addressing threats. Accordingly, the application of the conceptual framework requires that the professional accountant ~~assess the need to re-evaluate and address any new~~ the threats and ~~address them accordingly~~ (see paragraphs R120.7 and R120.8).

Addressing Threats

Examples of Safeguards

300.7 A1 Section 120 sets out requirements and application material for addressing threats. Safeguards vary depending on the facts and circumstances. ~~Below are e~~Examples of actions that in certain circumstances might be safeguards in addressing threats:

- ~~Having a professional accountant who was not involved with the non-assurance service provided to an audit client review the non-assurance work performed, or advise as necessary, might address a self-review threat. Assigning appropriate time and qualified staff to the task might address a self-interest threat.~~
- Having a professional accountant who was not a member of the team review the work performed or advise as necessary might address self-review threats.
- Using different partners and engagement teams with separate reporting lines for the provision of non-assurance services to an assurance client might address self-review and familiarity threats.
- Involving another firm to perform or re-perform part of the engagement might address self-interest, self-review, advocacy or familiarity threats.
- ~~Rotating assurance team personnel might address self-interest and familiarity threats. Disclosing to intended users of the work performed by the professional accountant and the basis of remuneration might address self-interest and advocacy threats.~~