

Safeguards Phase 1 – Proposed Revisions to Safeguards ED-1

[Mark-up from ED]

Note: IESBA Members are asked to note that the text shaded in gray has been developed by, and will be presented by, the Structure Task Force.

Section 120

The Conceptual Framework

Introduction

- 120.1 The circumstances in which professional accountants operate might create ~~specific~~ threats to compliance with the fundamental principles. ~~The Section 120 sets out requirements and application material, including a~~ conceptual framework ~~assists, to assist~~ the accountant in complying with the fundamental principles and meeting ~~the~~their responsibility to act in the public interest. It ~~also~~ accommodates the ~~many variations in~~wide range of facts and circumstances, ~~including the various professional activities, interests and relationships~~ that create threats to compliance with the fundamental principles ~~and, In addition it~~ deters an accountant from concluding that a situation is permitted ~~if it~~solely because that situation is not specifically prohibited by ~~this~~the Code.
- 120.2 The conceptual framework specifies an approach for the professional accountant to:
- (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 which involves~~ identifying, evaluating and addressing threats to compliance with the fundamental principles ~~set out in Section 110.~~

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

- ~~Part 2 – Professional Accountants in Business;~~
- ~~Part 3 – Professional Accountants in Public Practice; and~~
- ~~Part 4 – International Independence Standards (Part 4A and 4B), as follows:~~
 - ~~Part 4A – Independence for Audits and Reviews; and~~
 - ~~Part 4B – Independence for Other Assurance Engagements.~~

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

- (a) ~~e~~Exercise professional judgment,
- (b) ~~r~~Remain alert ~~for new information and~~ to ~~changes in facts and~~ circumstances, and

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

~~(c) Take into account whether a the reasonable and informed third party test as described in paragraph 120.4 A1 below.~~

~~would likely conclude that the accountant has complied with the fundamental principles.~~

Reasonable and Informed Third Party **Concept**

120.4 A1 The ~~concept of a~~ reasonable and informed third party ~~is a test which~~ involves an ~~evaluation/consideration~~ by ~~the professional accountant about whether the same conclusions would likely be reached by another person a hypothetical person.~~ Such ~~a person, a reasonable and informed third party, possesses skills, would possess sufficient~~ knowledge and experience to objectively evaluate the appropriateness of the ~~professional~~ accountant's ~~judgments and conclusions, and.~~ This ~~evaluation entails~~ weighing all the relevant facts and circumstances that the accountant knows, or could reasonably be expected to know, at the time that the ~~conclusions were made~~ ~~evaluation is made to determine whether the accountant complies with the fundamental principles.~~

Identifying Threats

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

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.

120.5 A~~2~~⁴ Threats to compliance with the fundamental principles might be created by a broad range of facts and circumstances. It is not possible ~~impossible~~ 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.

120.5 A~~3~~² Threats to compliance with the fundamental principles fall into one or more of the following categories:

(a) Self-interest threat – the threat that a financial or other interest will inappropriately influence the professional accountant's judgment or behavior;

(b) Self-review threat – the threat that a professional accountant will not appropriately evaluate the results of ~~a~~:

(i) A previous judgment made; ~~i~~ or

(ii) An activity ~~or service~~ 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;

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

- (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 A~~35~~ A circumstance might create more than one threat, and a threat might affect compliance with more than one fundamental principle.

120.5 A~~46~~ Certain conditions, policies and procedures established by the profession, legislation, regulation, the firm or the employing organization ~~can affect the likelihood of~~ might promote professional accountants acting ethically. They might also facilitate the accountant's identification of threats ~~to compliance with the fundamental principles~~. Examples of such conditions, policies and procedures include:

- 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 requirements.
- Professional or regulatory monitoring and disciplinary procedures.

Evaluating Threats

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

120.6 A~~21~~ The ~~existence-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.

120.6 A~~32~~ The existence of conditions, policies and procedures discussed in paragraph 120.5 A~~54~~ ~~above~~ might also impact the professional accountant's evaluation of the level of threats to compliance with the fundamental principles.

Acceptable Level

120.6 A~~43~~ An acceptable level is a level at which a professional accountant applying the reasonable and informed third party test would likely conclude that the professional accountant complies with the fundamental principles.

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

Re-evaluating Threats Consideration of New Information or Changes in Facts and Circumstances

R120.78 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.

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

- (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.

Addressing Threats

R120.87 If the professional accountant determines that the identified threats to compliance with the fundamental principles are not at an acceptable level, the professional accountant shall address the threats by eliminating or reducing them to an acceptable level. The professional accountant shall do so by:

- (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 discontinuing/ending the specific professional activity ~~or service involved~~.

Safeguards

120.87 A12 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.

120.78 A24 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. There are some situations where the threat created would be so significant that no safeguards could reduce the threat to an acceptable level. International Independence Standards C1 and C2 of the Code provide examples such situations.

Overall Assessment Consideration of Significant Judgments Made and Overall Conclusions Reached

R120.9 The professional accountant shall ~~review judgments made and form an~~ overall conclusions 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: reached to determine that threats to compliance with the fundamental principles are eliminated or reduced to an acceptable level, and that no further action is needed.

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

~~(a) Review any significant judgments made or conclusions reached.~~

~~(b) Take into account ~~the~~ reasonable and informed third party test described in paragraph 120.4 A1 is relevant to this assessment.~~

~~120.8 A2 If the professional accountant identifies a new threat, the application of the conceptual framework requires that the accountant evaluate and address this new threat as set out in paragraphs R120.5–R120.8 above.~~

Considerations for Audits, Reviews and Other Assurance Engagements

400-2 120.10 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 also apply to threats to compliance with independence.

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

~~PART C~~ **PART 3** PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE

Section 300

~~Application of~~ **Applying** the Conceptual Framework ~~Approach by~~ Professional Accountants in Public Practice

Introduction

300.1- This Part of the Code describes ~~considerations~~requirements and application material for professional accountants in public practice ~~in the application of~~when applying the conceptual framework set out in Section 120. ~~This Part~~it does not describe all of the facts and circumstances, including professional services, interests and relationships, that could be encountered by professional accountants⁴~~that~~ which create or might create threats to compliance with the fundamental principles. Therefore, professional accountants in public practice are ~~encouraged~~required to be alert for such facts and circumstances.

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

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

- ~~• Part 3 – Professional Accountants in Public Practice, Sections 300 to 399, applies to all professional accountants whether they provide assurance services or not.~~
- ~~• Part 4A – Independence for Audits and Reviews, Sections 400 to 899, applies to professional accountants in public practice when performing audit and review engagements.~~
- ~~• 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.~~

Requirements and Application Material

R300.42 A professional accountant shall comply with each of the fundamental principles set out in Section 110 and apply the conceptual framework set out in Section 120 to ~~eliminate~~identify, evaluate and address threats to compliance with those fundamental principles. ~~or to reduce them to an acceptable level.~~

Identifying Threats

300.52 A1 Compliance with the fundamental principles might be threatened by a broad range of facts and circumstances. The ~~following are~~ categories of threats, ~~and~~ are described in paragraph 120.5

⁴~~—In Part C and in C1 and C2, the term “professional accountant” refers to professional accountants in public practice and firms of professional accountants in practice.~~

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

A3. The following are examples of facts and circumstances within each of those categories of threats that might create ~~those~~ threats for a professional accountant ~~when~~who is undertaking a professional activity ~~or providing a professional service~~:

(a) Self-interest Threats

- A professional accountant having a direct financial interest in a client.
- A professional accountant firm having undue dependence on total fees from a client or the possibility of losing a significant client.
- A professional accountant having a significant close business relationship with a client.
- An audit team member entering into employment negotiation with the audit client.

(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 having prepared the original data used to generate records that are the subject matter of the assurance engagement.
- A professional accountant being, 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 performing a service for an assurance client that directly affects the subject matter information of the assurance engagement.

(c) Advocacy Threats

- ~~The~~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

(d) Familiarity Threats

- ~~An member of the~~ engagement team member having a close or immediate family member who is a director or officer of the client, or is an employee of the client ~~who 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.
- Senior pPersonnel having a long association with the assurance client.

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

(e) Intimidation Threats

- A ~~professional accountant firm~~ 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 ~~a partner of~~ the firm that a planned promotion will not occur unless the accountant agrees with an audit client's inappropriate accounting treatment.

~~The categories of threats are also discussed in Section 120.~~

Evaluating Threats

300.26 A12 Conditions, ~~policies and procedures established by the profession, legislation, regulation, the firm or the employing organization~~ 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 include the nature of:

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

The Client and its Operating Environment

300.62 A23 The ~~professional accountant's evaluation of the~~ level of a threat might be impacted by the following ~~types of client or professional service that is provided~~:

- (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 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, ~~with a large number and wide range of stakeholders.~~

300.62 A34 ~~The corporate governance structure, including the leadership of a client might promote compliance with the fundamental principles. Accordingly, A professional an~~ accountant's evaluation of the level of ~~the a~~ threat might also be impacted by a client's operating environment. For example:

- 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 Conceptual Framework contained in Section 120 applies in all circumstances~~

- 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 Service Activity Being Provided~~

300.62 A~~45~~ The ~~professional accountant's evaluation of the~~ level of a threat is impacted by the nature and scope of the professional ~~activity~~service. ~~Examples of professional services, the The International Independence Standards (Parts 4A and 4B) includes a further discussion with examples of the~~ threats that might arise ~~as a result, and how when~~ a professional accountant provides certain types of professional services, i.e., a non-assurance service to an audit or assurance client. ~~may address those threats are discussed in International Independence Standards C1 and C2.~~

The Firm and its Operating Environment

300.62 A~~56~~ 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:

- Leadership of the firm that promotes compliance with the fundamental principles and establishes the expectation that ~~professional accountants~~ assurance team members will act in the public interest.
- ~~Methods and processes~~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 ~~for~~within the firm for decisions concerning compliance with the fundamental principles, including decisions about ~~the permissibility of~~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.

~~Re-evaluating Threats Consideration of New Information or Changes in Facts and Circumstances~~

300.62 A~~640~~ New information or changes in facts and circumstances might

- (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.

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

300.62 A744 Examples of new information or changes in facts and circumstances that might impact the level of a threat include:

- 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 ~~the engagement partner's~~ an engagement team member's immediate family member is recently employed by the client.

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

Addressing Threats

~~300.2 A7~~ ~~If the professional accountant determines that the identified threats to compliance are not at an acceptable level, Section 120 requires that the accountant address those threats by:~~

- ~~(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 discontinuing the specific professional activity or service involved.~~

~~300.2 A8~~ ~~There are some situations where the threat created would be so significant that no safeguards could reduce the threat to an acceptable level, and the threats may not be addressed by applying the requirements in Section 120. International Independence Standards C1 and C2 provide examples of such situations.~~

Examples of Safeguards

300.72 A19 Section 120 sets out requirements and application material for addressing threats. Safeguards vary depending on the facts and circumstances. ~~The following are~~ Below are examples of actions that in certain circumstances might be safeguards and may be applied to ~~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 ~~otherwise~~ advise as necessary might address a self-review threat.
- Having a professional accountant who was not a member of the team review the work performed or ~~otherwise~~ advise as necessary might address self-review threats.

~~The Conceptual Framework contained in Section 120 applies in all circumstances~~

- 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.
- ~~Consulting those charged with governance or an independent third party, including a committee of independent directors, a professional regulatory body or another professional accountant might address advocacy or intimidation 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.

Overall Assessment

~~300.2 A12 When applying the conceptual framework, Section 120 requires that the professional accountant reviews judgments made and overall conclusions reached to determine that threats to compliance with the fundamental principles are eliminated, or reduced to an acceptable level and that no further action is needed. The reasonable and informed third party test described in Section 120 is relevant to this assessment.~~