

Proposed Revisions to Fee-related Proposals of the Code (Mark-up from Exposure Draft)

PART 4A – INDEPENDENCE FOR AUDIT AND REVIEW ENGAGEMENTS

SECTION 410

FEES

Introduction

- 410.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 410.2 Section 330 sets out application material relevant to applying the conceptual framework where the level and nature of fees and other remuneration arrangements might create a self-interest threat to compliance with one or more of the fundamental principles. This section sets out specific requirements and application material relevant to applying the conceptual framework to identify, evaluate and address threats to independence arising from fees charged to audit clients.

Requirements and Application Material

General

- 410.3 A1 Fees for professional services are usually negotiated with and paid by ~~an audit-the~~ client and might create threats to independence. This practice is generally recognized and accepted by intended users of financial statements.
- 410.3 A2 When the audit client is a public interest entity, stakeholders have heightened expectations regarding the firm's independence. As transparency can serve to better inform the views and decisions of those charged with governance and a wide range of stakeholders, this section provides for disclosure of fee-related information to both those charged with governance and stakeholders more generally for audit clients that are public interest entities.
- 410.3 A3 For the purposes of this section, audit fees comprise fees or other types of remuneration for an audit or review of financial statements. Where reference is made to the fee for the audit of the financial statements, this does not include any fee for an audit of special purpose financial statements or a review of financial statements. (Ref: paragraphs R410.2322(a), ~~410.22 A1~~, R410.3125(a), ~~410.25 A1 and R410.26~~)

Fees Paid by an Audit Client Identifying and Evaluating Threats

- 410.4 A1 When fees are negotiated with and paid by ~~an the~~-audit client, this creates a self-interest threat and might create an intimidation threat to independence.
- R410.4 A2 The application of the conceptual framework requires that ~~b~~Before a firm or network firm accepts an audit or any other engagement for an audit client, the firm ~~shall~~-determines whether

the threats to independence created by the fees proposed to the client are at an acceptable level. The application of the conceptual framework also requires the firm ~~The firm shall also to~~ re-evaluate such threats ~~where appropriate during the engagement period for the audit~~ when if facts and circumstances change during the engagement period for the audit.

410.4 A~~3~~² Factors that are relevant in evaluating the level of threats created when fees for an audit or any other engagement are paid by the audit client include:

- The level of the fees and the extent to which they have regard to the resources required, taking into account the firm's commercial and market priorities ~~and position~~.
- Any linkage between fees for the audit and those for services other than audit, and the relative size of both elements.
- The extent of any dependency between the level of the fee for, and the outcome of, the service.
- Whether the fee is for services to be provided by the firm or a network firm.
- The operating structure and the compensation arrangements of the firm and network firms.
- The significance of the client or a third party referring the client, for example to the firm, network firm, partner or office.
- The nature of the client, for example whether the client is a public interest entity.
- The relationship of the client to the related entities to which the services other than audit are provided, for example when the related entity is a sister entity.
- The involvement of those charged with governance in appointing the auditor and agreeing fees, and the apparent emphasis they and client management place on the quality of the audit and the overall level of the fees.
- Whether the level of the fee is set by an independent third party, such as a regulatory body.
- Whether the quality of the firm's audit work is subject to the review of an independent third party, such as an oversight body ~~there is external review of the quality of the firm's audit work.~~

410.4 A~~4~~³ The conditions, policies and procedures described in paragraph 120.15~~4~~² A3 (particularly the existence of a quality management system designed and implemented by the firm in accordance with ~~proposed~~ quality management standards issued by the IAASB-ISQM 1) might also impact the evaluation of whether the threats to independence are at an acceptable level.

410.4 A~~5~~⁴ The requirements and application material that follow identify circumstances which might need to be further evaluated when determining whether the threats are at an acceptable level. For those circumstances, application material includes examples of additional factors that might be relevant in evaluating the threats.

Level of Audit Fees

410.5 A1 Determining the fees to be charged to an audit client, whether for audit or other services, is a business decision of the firm taking into account the facts and circumstances relevant to that

specific engagement, including the requirements of technical and professional standards.

410.5 A2 ~~In addition to the factors identified in paragraph 410.4 A2, F~~ factors that are relevant in evaluating self-interest and intimidation threats created by the level of the audit fee paid by the audit client include:

- The firm's commercial rationale for the audit fee.
- Whether undue pressure has been, or is being, applied by the client to reduce the audit fee.

410.5 A3 Examples of actions that might be safeguards to address such threats- include:

- Having an appropriate reviewer who ~~does not take part was not involved~~ in the audit engagement assess the reasonableness of the fee proposed, having regard to the scope and complexity of the engagement.
- Having an appropriate reviewer who ~~did not take part was not involved~~ in the audit engagement review the work performed/undertaken.

Impact of Other Services Provided to an Audit Client

R410.6 ~~Subject to paragraph R410.7, Aa~~ firm shall not allow the audit fee to be influenced by the provision ~~by the firm or a network firm~~ of services other than audit to ~~an~~ the audit client by the firm or a network firm.

410.6 A1 The audit fee ordinarily reflects a combination of matters, such as those identified in paragraph 410.232 A1. However, the provision of other services to ~~an the~~ audit client is not an appropriate consideration in determining the audit fee.

~~R410.76 A2~~ As an exception to pParagraph R410.6, ~~is not intended to prohibit when determining the audit fee, the firm may take into consideration the~~ cost savings ~~that can be~~ achieved as a result of experience derived from the provision of services other than audit to ~~thean~~ audit client.

Contingent Fees

410.~~87~~ A1 Contingent fees are fees calculated on a predetermined basis relating to the outcome of a transaction or the result of the services performed. A contingent fee charged through an intermediary is an example of an indirect contingent fee. In this section, a fee is not regarded as being contingent if established by a court or other public authority.

R410.98 A firm shall not charge directly or indirectly a contingent fee for an audit engagement.

R410.109 A firm or network firm shall not charge directly or indirectly a contingent fee for a non-assurance service provided to an audit client, if:

- (a) The fee is charged by the firm expressing the opinion on the financial statements and the fee is material or expected to be material to that firm;
- (b) The fee is charged by a network firm that participates in a significant part of the audit and the fee is material or expected to be material to that firm; or
- (c) The outcome of the non-assurance service, and therefore the amount of the fee, is dependent on a future or contemporary judgment related to the audit of a material amount in the financial statements.

410.109 A1 Paragraphs R410.98 and R410.910 preclude a firm or a network firm from entering into certain contingent fee arrangements with an audit client. Even if a contingent fee arrangement is not precluded when providing a non-assurance service to an audit client, it might still impact ~~the evaluation of~~ the level of the self-interest threat.

410.109 A2 Factors that are relevant in evaluating the level of such a threat include:

- The range of possible fee amounts.
- Whether an appropriate authority determines the outcome on which the contingent fee depends.
- Disclosure to intended users of the work performed by the firm and the basis of remuneration.
- The nature of the service.
- The effect of the event or transaction on the financial statements.

410.109 A3 Examples of actions that might be safeguards to address such a self-interest threat include:

- Having an appropriate reviewer who was not involved in performing the non-assurance service review the work performed ~~by the firm~~.
- Obtaining an advance written agreement with the client on the basis of remuneration.

Total Fees – Proportion of Fees for Services Other than Audit to Audit Fee

410.110 A1 The ~~evaluation of the~~ level of the self-interest threat might be impacted when a large proportion of fees charged by the firm or network firms to an audit client is generated by providing services other than audit to the client, due to concerns about the potential loss of either the audit engagement or other services. Such circumstances might also create an intimidation threat. A further consideration is a perception that the firm or network firm focuses on the non-audit relationship, which might create a threat to the auditor's independence-objectivity.

410.110 A2 Factors that are relevant in evaluating the level of such threats include:

- The ratio of fees for services other than audit to the audit fee.
- The length of time during which a large proportion of fees for services other than audit to the audit fee has existed.
- ~~The relationship to the audit client of the related entities for which the services other than audit are provided.~~
- The nature, scope and purposes of the services other than audit, including:
 - Whether they are recurring services.
 - Whether law or regulation mandates the services to be performed by the firm.
- ~~The qualitative and quantitative significance of the client to the firm and to the network.~~
- ~~The operating structure and the compensation arrangements of the firm and the network.~~

410.110 A3 ~~E~~An ~~ex~~amples of ~~an~~ actions that might be ~~a~~ safeguards to address such self-interest or intimidation threats includes:

- ~~H~~having an appropriate reviewer who was not involved in the audit or the service other than audit review the relevant audit work.
- Reducing the extent of services other than audit provided to the audit client.

Total Fees – Overdue Fees

410.124 A1 The ~~evaluation of the~~ level of the self-interest threat might be impacted if fees payable by ~~an~~the audit client for the audit or services other than audit are overdue during the period of the audit engagement.

410.124 A2 It is generally expected that the firm will obtain payment of such fees before the audit report is issued.

410.124 A3 Factors that are relevant in evaluating the level of such a self-interest threat include:

- The significance of the overdue fees to the firm.
- The length of time the fees have been overdue.
- The firm's assessment of the ability and willingness of the audit client to pay the overdue fees.

410.124 A4 Examples of actions that might be safeguards to address such a self-interest threat include:

- Obtaining partial payment of overdue fees.
- Having an appropriate reviewer who did not take part ~~was not involved~~ in the audit engagement review the audit work.

R410.132 When a significant part of the fees due from an audit client remains unpaid for a long time, the firm shall determine:

- (a) Whether the overdue fees might be equivalent to a loan to the client, in which case the requirements and application material set out in section 511 are applicable; and
- (b) Whether it is appropriate for the firm to be re-appointed or continue the audit engagement.

Total Fees – Fee Dependency

All Audit Clients

410.143 A1 When the total fees generated from an audit client by the firm expressing the audit opinion represent a large proportion of the total fees of that firm, the dependence on, and concern about the potential loss of fees from audit and other services from, that client impact ~~the~~ evaluation of the level of the self-interest threat and create an intimidation threat.

410.143 A2 In calculating the total fees of the firm, the firm might use financial information available from the previous financial year and estimate the proportion based on that information if appropriate.

410.143 A3 Factors that are relevant in evaluating the level of such threats include:

- The operating structure of the firm.

- ~~• The qualitative and quantitative significance of the audit client to the firm.~~
- Whether the firm is expected to diversify such that its dependence on the audit client is reduced~~to expand such that the significance of the client is likely to reduce.~~

410.143 A4 Examples of actions that might be safeguards to address such self-interest and intimidation threats include:

- Having an appropriate reviewer who is not a member of the firm review the audit work.
- Reducing the extent of services other than audit provided to the audit client.
- Increasing the client base of the firm to reduce dependence on the client.
- Increasing the extent of services provided to other clients.

410.143 A5 A self-interest or intimidation threat is created when the fees generated by a firm from an audit client represent a large proportion of the revenue of one partner or one office of the firm.

410.143 A6 Factors that are relevant in evaluating the level of such threats include:

- The qualitative and quantitative significance of the audit client to the partner or office.
- The extent to which the compensation of the partner, or the partners in the office, is dependent upon the fees generated from the client.

410.143 A7 Examples of actions that might be safeguards to address such self-interest and intimidation threats include:

- Having an appropriate reviewer who was not involved in the audit engagement review the audit work.
- Ensuring that the compensation of the partner is not significantly influenced by the fees generated from the client.
- Reducing the extent of services other than audit provided by the partner or office to the audit client.
- Increasing the client base of the partner or the office to reduce dependence on the client.
- Increasing the extent of services provided by the partner or the office to other clients.

Audit Clients that are Not Public Interest Entities

R410.154 When for each of five consecutive years total fees from an audit client that is not a public interest entity represent, or are likely to represent, more than 30% of the total fees received by the firm, the firm shall determine whether either of the following actions might be a safeguard to reduce the threats created to an acceptable level, and if so, apply it:

- (a) Prior to the audit opinion being issued on the fifth year's financial statements, have a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, review the fifth year's audit work; or
- (b) After the audit opinion on the fifth year's financial statements has been issued, and before the audit opinion is issued on the sixth year's financial statements, have a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, or a professional body review the fifth year's audit work.

R410.165 If the total fees described in paragraph R410.154 continue to exceed 30%, the firm shall each year determine whether either of the actions in paragraph R410.154 applied to the relevant year's engagement might be a safeguard to address the threats created by the total fees received by the firm from the client, and if so, apply it.

R410.176 When two or more firms are engaged to conduct an audit of the client's financial statements, the involvement of the other firm in the audit may be regarded each year as an action equivalent to that in paragraph R410.154 (a), if:

- (a) The circumstances addressed by paragraph R410.154 apply to only one of the firms expressing the audit opinion; and
- (b) Each firm performs sufficient work to take full individual responsibility for the audit opinion.

Audit Clients that are Public Interest Entities

R410.187 When for each of two consecutive years the total fees from an audit client that is a public interest entity represent, or are likely to represent, more than 15% of the total fees received by the firm, the firm shall determine whether, prior to the audit opinion being issued on the second year's financial statements, an review, consistent with the objective of an engagement quality review, performed by a professional accountant who is not a member of the firm expressing the opinion on the financial statements ("pre-issuance review") might be a safeguard to reduce the threats to an acceptable level, and if so, apply it.

R410.198 When two or more firms are engaged to conduct an audit of the client's financial statements, the involvement of the other firm in the audit may be regarded each year as an action equivalent to that in paragraph R410.178, if:

- (a) The circumstances addressed by paragraph R410.178 apply to only one of the firms expressing the audit opinion; and
- (b) Each firm performs sufficient work to take full individual responsibility for the audit opinion.

R410.2019 Subject to paragraph R410.210, if the circumstances described in paragraph R410.187 continue for five consecutive years, the firm shall cease to be the auditor after the audit opinion for the fifth year is issued.

R410.210 As an exception to paragraph R410.2019, the firm may continue to be the auditor after five consecutive years if there is a compelling reason to do so having regard to the public interest, provided that:

- (a) The firm consults with ~~an independent~~ regulatory ~~body~~ or professional body in the relevant jurisdiction and it concurs that having the firm continue as the auditor would be in the public interest; and
- (b) Before the audit opinion on the sixth and any subsequent year's financial statements is issued, the firm engages a professional accountant, who is not a member of the firm expressing the opinion on the financial statements, to perform a pre-issuance review.

410.210 A1 A factor which might give rise to a compelling reason is the lack of viable alternative firms to carry out the audit engagement, having regard to the nature and location of the client's

business.

Transparency of Information Regarding Fees for Audit Clients that are Public Interest Entities

Communication About Fee-related Information with Those Charged with Governance

410.224 A1 Communication by the firm of fee-related information (for both audit and services other than audit) with those charged with governance assists ~~them~~ in their assessment of the firm's independence. Effective communication in this regard also allows for a two-way open exchange of views and information about, for example, the expectations that those charged with governance might have regarding the scope and extent of audit work and impact on the audit fee.

Audit Fees-Fees for the Audit of the Financial Statements

R410.232 ~~Subject to paragraph R410.24,~~ The firm shall communicate in a timely manner with those charged with governance of an audit client that is a public interest entity:

- (a) Fees paid or payable to the firm or network firms ~~The level of the fee~~ for the audit of the financial statements on which the firm ~~expresses~~~~issued~~ an opinion; and
- ~~(b) Any fees for the audit of special purpose financial statements and review engagements;~~
~~and~~
- ~~(bc)~~ Whether the threats created by the level of those ~~the audit~~ fees are at an acceptable level, and if not, any actions the firm has taken or proposes to take to reduce such threats to an acceptable level.

410.232 A1 The objective of such communication is to provide the background and context to the ~~audit fees~~ fees for the audit of the financial statements on which the firm expresses an opinion to enable those charged with governance to consider the independence of the firm. The nature and extent of matters to be communicated will depend on the facts and circumstances and might include for example:

- Considerations affecting the level of the fees such as:
 - The scale, complexity and geographic spread of the audit client's operations.
 - The time spent or expected to be spent commensurate with the scope and complexity of the audit.
 - The cost of other resources utilized or expended in performing the audit.
 - The quality of record keeping and processes for financial statements preparation.
- Adjustments to the fees quoted or charged during the period of the audit, and the reasons for any such adjustments.
- Changes to laws and regulations and professional standards relevant to the audit that impacted the fees.

410.232 A2 The firm is encouraged to provide such information as soon as practicable and communicate proposed adjustments as appropriate.

R410.24 As an exception to paragraph R410.23, the firm may determine not to communicate the information set out in paragraph R410.23 to those charged with governance of an entity that is (directly or indirectly) wholly-owned by another public interest entity provided that:

- (a) The entity is consolidated into group financial statements prepared by that other public interest entity; and
- (b) The firm or a network firm expresses an opinion on those group financial statements.

Fees for Other Services ~~Other than Audit~~

R410.253 Subject to paragraph R410.27, tThe firm shall communicate in a timely manner with those charged with governance of an audit client that is a public interest entity:

- (a) The fees, other than those disclosed under paragraph R410.23 (a), charged to the client for the provision of services by the firm or a network firm during the period covered by the financial statements on which the firm expresses an opinion. For this purpose, such fees shall only include fees charged to the client and its related entities over which the client has direct or indirect control that are consolidated in the financial statements on which the firm will express an opinion;~~The fees charged during the period covered by the financial statements for the provision by the firm or a network firm of services other than audit to the client which for this purpose shall include only related entities over which the client has direct or indirect control;~~ and
- (b) As set out in paragraph in 410.11 A1, Wwhere the firm has identified that there is an impact on ~~the evaluation of~~ the level of the self-interest threat or that there is an intimidation threat to independence created by the proportion of ~~such~~ fees for services other than audit relative to the audit fee:
 - (i) Whether such threats are at an acceptable level; and
 - (ii) If not, any actions that the firm has taken or proposes to take to reduce such threats to an acceptable level.

410.253 A1 The objective of such communication is to provide the background and context to the fees for other services ~~other than audit~~ to enable those charged with governance to consider the independence of the firm. The nature and extent of matters to be communicated will depend on the facts and circumstances and might include for example:

- The amount of fees for other from services ~~other than audit~~ that are required by laws ~~and~~ and regulations.
- The nature of other services provided and their associated fees.
- Information on the nature of the services provided under a general policy approved by those charged with governance and associated fees.
- The proportion of fees referred to in paragraph R410.253(a) to the aggregate of the audit fees charged by the firm and network firms for the audit of the financial statements on which the firm expresses an opinion.

R410.26 The firm shall include in the communication required by paragraph R410.25(a) the fees, other than those disclosed under paragraph R410.23(a), charged to any other related entities over which the audit client has direct or indirect control for the provision of services by the firm or a

network firm, when the firm knows, or has reason to believe, that such fees are relevant to the evaluation of the firm's independence.

[410.26 A1 Factors the firm might consider when determining whether the fees, other than those disclosed under paragraph R410.23(a), charged to such other related entities, individually and in the aggregate, for the provision of services by the firm or a network firm are relevant to the evaluation of the firm's independence include:

- The extent of the audit client's involvement in the appointment of the firm or network firm for the provision of such services, including the negotiation of fees.
- The significance of the fees paid by the other related entities to the firm or a network firm.
- The proportion of fees from the other related entities to the fees paid by the client.]

R410.27 As an exception to paragraph R410.25, the firm may determine not to communicate the information set out in paragraph R410.25 to those charged with governance of an entity that is (directly or indirectly) wholly-owned by another public interest entity provided that:

- (a) The entity is consolidated into group financial statements prepared by that other public interest entity; and
- (b) The firm or a network firm expresses an opinion on those group financial statements.

Fee Dependency

R410.284 Where the total fees from an audit client that is a public interest entity represent or are likely to represent more than 15% of the total fees received by the firm, the firm shall communicate with those charged with governance:

- (a) That fact and whether this situation is likely to continue;
- (b) The safeguards applied to address the threats created, including, where relevant, the use of a pre-issuance review (Ref: Para R410.187); and
- (c) Any proposal to continue as the auditor under paragraph R410.210.

Public Disclosure of Fee-related Information

410.29 A1 In view of the public interest in the audits of public interest entities, it is beneficial for stakeholders to have visibility about the commercial relationships between the firm and the audit client which might reasonably be thought to bear on independence. In a wide number of jurisdictions, there already exist requirements regarding the disclosure of fees by an audit client for both audit and services other than audit paid and payable to the firm and network firms. Such disclosures often require the disaggregation of fees for services other than audit into different categories.

R410.3025 If laws and regulations do not require an audit client to disclose audit fees, fees for services other than audit paid or payable to the firm and network firms and information about fee dependency, the firm shall discuss with those charged with governance of an audit client that is a public interest entity:

- (a) The benefit to the client's stakeholders of the client making such disclosures that are

not required by laws and regulations in a manner deemed appropriate, taking into account the timing and accessibility of the information; and

(b) The information that might enhance the users' understanding of the fees paid or payable and their impact on the firm's independence.

410.3025 A15 Examples of ~~The firm might also discuss with the client whether disclosure of other~~ information relating to fees that might enhance the users' understanding of the fees paid or payable and their impact on how they might influence the firm's independence. ~~The nature and extent of matters to be considered will depend on the facts and circumstances and might include for example:~~

- Comparative information offer the prior year's fees for audit and services other than audit.
- The nature of services and their associated fees as disclosed under paragraph R410.3125(b).
- Safeguards applied when the total fees from the client represent or are likely to represent more than 15% of the total fees received by the firm.

R410.31 After the discussion with those charged with governance as set out in paragraph R410.30, to the extent that the audit client that is a public interest entity does not make the relevant disclosure, subject to paragraph R410.32, the firm shall publicly disclose. ~~The firm shall be satisfied that the following information is publicly disclosed in a timely and accessible manner:~~

(a) Subject to paragraph R410.26, the F ~~ees~~ paid or payable to the firm and network firms for the audit of the financial statements on which the firm expresses ~~issued~~ an opinion; comprising

(i) Fees paid or payable to the firm and network firms, and

(ii) Actual or estimated fees paid or payable to other firms that have performed audit procedures on the engagement;

(b) Fees, other than those disclosed under (a), charged to the client for the provision of services by the firm or a network firm during the period covered by the financial statements on which the firm expresses an opinion. For this purpose, such fees shall only include fees charged to the client and its related entities over which the client has direct or indirect control that are consolidated in the financial statements on which the firm will express an opinion. ~~The total amount of fees charged during the period covered by the financial statements for the provision of services by the firm or a network firm to the audit client, which, for this purpose shall include only related entities over which the client has direct or indirect control, other than as disclosed under (a); and~~

(c) Any fees, other than those disclosed under (a) and (b), charged to any other related entities over which the audit client has direct or indirect control for the provision of services by the firm or a network firm when the firm knows, or has reason to believe, that such fees are relevant to the evaluation of the firm's independence; and

(d) If applicable, the fact that the total fees received by the firm from the audit client represent, or are likely to represent, more than 15% of the total fees received by the firm

for two consecutive years, and the year that this situation first arose.

~~The requirements in subparagraphs (a) and (b) above may be met by compliance with laws and regulations which substantively satisfy the corresponding requirements.~~

~~410.31 A1 The firm might also disclose other information relating to fees that will enhance the users' understanding of the fees paid or payable and the firm's independence, such as the examples described in paragraph 410.30 A1.~~

~~[410.31 A2 Factors the firm might consider when making the determination required by paragraph R410.31(c) are set out in paragraph 410.26 A1.]~~

~~410.25 A1 The fees disclosed usually reflect the fees paid or estimated to be paid for the services based on the information available at the time of the disclosure. The fees paid or estimated to be paid for the audit engagement include all such fees paid or payable to firms in relation to the audit work performed on which the audit opinion is based.~~

~~410.25 A2 An example of when compliance with laws and regulations would not substantively satisfy paragraph R410.25 is in the case of disclosure of fees for services other than audit, the exclusion of fees for services provided by network firms to the audit client and related entities over which the client has direct or indirect control.~~

~~410.3125 A33 Such information might be disclosed,~~

~~(a) By the audit client in its financial statements, annual report or proxy statement, or~~

~~(b) When disclosing fee-related information in compliance with paragraph R410.31, the firm might disclose the information in a manner deemed appropriate taking into account the timing and accessibility of the information to stakeholders, if not by the audit client, by the firm in a manner deemed appropriate for the circumstances for example:~~

- ~~• On the firm's website.~~
- ~~• In the firm's transparency report.~~
- ~~• In an audit quality report.~~
- ~~• Through targeted communication to specific stakeholders, for example a letter to the shareholders.~~
- ~~• In the auditor's report.~~

~~410.25 A4 If the firm discloses the information required by paragraph R410.25 in the audit report, it would be appropriate to do so as part of the auditor's other reporting responsibilities in accordance with ISA 700 (Revised).~~

~~410.25 A6 The disclosure is regarded as accessible if the information required by paragraph R410.25 is readily available for any stakeholder in a manner that stakeholders are specifically informed about or the firm has reason to believe that stakeholders know about.~~

~~**R410.26** As an exception to paragraph R410.25(a), where the audit client does not make the disclosure specified in R410.25(a) and the firm is not able to obtain or provide an estimate of the fees referred to in paragraph R410.25(a)(ii), the firm shall be satisfied that the fee information that is available is publicly disclosed together with an explanation, to the extent possible, of the qualitative significance of the fee information which is not available.~~

R410.32 As an exception to paragraph R410.31, the firm may determine not to publicly disclose the information set out in paragraph R410.31 relating to:

- (a) A parent entity that also prepares group financial statements provided that the firm or a network firm expresses an opinion on the group financial statements; or
- (b) An entity (directly or indirectly) wholly-owned by another public interest entity provided that:
 - (i) The entity is consolidated into group financial statements prepared by that other public interest entity; and
 - (ii) The firm or a network firm expresses an opinion on those group financial statements.

Considerations for Review Clients

R410.327 This section sets out requirements for a firms to communicate fee-related information of an audit client that is a public interest entity and to disclose publicly fee-related information to the extent that the client does not disclose such information~~to be satisfied that such information is publicly disclosed~~. As an exception to those requirements, the firm may determine not to communicate or pursue disclosure of such information where a review client is not also an audit client.

PROPOSED CONSEQUENTIAL AND CONFORMING AMENDMENTS

SECTION 120

THE CONCEPTUAL FRAMEWORK

....

Considerations for Audits, Reviews and Other Assurance Engagements

Independence

120.1542 A1 Professional accountants in public practice are required by *International Independence Standards* 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.

120.1542 A2 International Independence Standards set out requirements and application material on how to apply the conceptual framework to maintain independence when performing audits, reviews or other assurance engagements. Professional accountants and firms are required to comply with these standards in order to be independent when conducting 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 120.6 A3 are also the categories of threats to compliance with independence requirements.

120.1542 A3 Conditions, policies and procedures described in paragraphs 120.6 A1 and 120.8 A2 that might assist in identifying and evaluating threats to compliance with the fundamental principles might also be factors relevant to identifying and evaluating threats to independence. In the context of audits, reviews and other assurance engagements, the existence of a quality management system designed and implemented by a firm in accordance with the proposed quality management standards issued by the IAASB ~~ISQM 1~~ is an example of such conditions, policies and procedures.

SECTION 270

PRESSURE TO BREACH THE FUNDAMENTAL PRINCIPLES

...

Requirements and Application Material

General

R270.3 A professional accountant shall not:

- (a) Allow pressure from others to result in a breach of compliance with the fundamental principles; or
- (b) Place pressure on others that the accountant knows, or has reason to believe, would result in the other individuals breaching the fundamental principles.

270.3 A1 A professional accountant might face pressure that creates threats to compliance with the fundamental principles, for example an intimidation threat, when undertaking a professional activity. Pressure might be explicit or implicit and might come from:

- Within the employing organization, for example, from a colleague or superior.
- An external individual or organization such as a vendor, customer or lender.
- Internal or external targets and expectations.

270.3 A2 Examples of pressure ~~from others~~ that might result in threats to compliance with the fundamental principles include:

- Pressure related to conflicts of interest:
 - Pressure from a family member bidding to act as a vendor to the professional accountant's employing organization to select the family member over another prospective vendor.

See also Section 210, *Conflicts of Interest*.

- ...

- Pressure related to level of fees

- Pressure exerted by a professional accountant on another professional accountant to provide professional services at a fee level that does not allow for sufficient and appropriate resources (including human, technological and intellectual property resources) to perform the services in accordance with technical and professional standards

See also Section 330, *Fees and Other Type of Remuneration*

~~270.3 A3—An example of pressure placed on others that might result in threats to other individuals' compliance with the fundamental principles would be pressure exerted on another professional accountant to provide professional services at a fee level that does not allow for sufficient and appropriate resources (including human, technological and intellectual property resources) to perform the services in accordance with technical and professional standards.~~

270.3 A3 Factors that are relevant in evaluating the level of threats created by pressure include:

- The intent of the individual who is exerting the pressure and the nature and extent of the pressure.
-

SECTION 330

FEES AND OTHER TYPE OF REMUNERATION

...

Application Material

Level of Fees

- 330.3 A1 The level of fees might impact a professional accountant's ability to perform professional services in accordance with technical and professional standards.
- 330.3 A2 A professional accountant might quote whatever fee is considered appropriate. Quoting a fee lower than another accountant is not in itself unethical. However, the level of fees quoted creates a self-interest threat to compliance with the principle of professional competence and due care if the fee quoted is so low that it might be difficult to perform the engagement in accordance with applicable technical and professional standards.
- 330.3 A3 Factors that are relevant in evaluating the level of such a threat include:
- (a) Whether the client is aware of the terms of the engagement and, in particular, the basis on which fees are determined and which professional services are covered.
 - (b) Whether the level of the fee is set by an independent third party such as a regulatory body.
- 330.3 A4 Examples of actions that might be safeguards to address such a self-interest threat include:
- (a) Adjusting the level of fees or the scope of the engagement.
 - (b) Having an appropriate reviewer review the work performed.

SECTION 320

PROFESSIONAL APPOINTMENT

...

Requirements and Application Material

Client and Engagement Acceptance

General

- 320.3 A1 Threats to compliance with the principles of integrity or professional behavior might be created, for example, from questionable issues associated with the client (its owners, management or activities). Issues that, if known, might create such a threat include client involvement in illegal activities, dishonesty, questionable financial reporting practices or other unethical behavior.
- 320.3 A2 ...
- 320.3 A3 A self-interest threat to compliance with the principle of professional competence and due care is created if the engagement team does not possess, or cannot acquire, the competencies to perform the professional services.

320.3 A4 Factors that are relevant in evaluating the level of such a threat include:

- An appropriate understanding of:
 - The nature of the client's business;
 - The complexity of its operations;
 - The requirements of the engagement; and
 - The purpose, nature and scope of the work to be performed.
- Knowledge of relevant industries or subject matter.
- Experience with relevant regulatory or reporting requirements.
- The existence of quality control policies and procedures designed to provide reasonable assurance that engagements are accepted only when they can be performed competently.
- The level of fees and the extent to which they have regard to the resources required, taking into account the professional accountant's commercial and market priorities ~~and~~ position.

320.3 A5 Examples of actions that might be safeguards...

SECTION 400

APPLYING THE CONCEPTUAL FRAMEWORK TO INDEPENDENCE FOR AUDIT AND REVIEW ENGAGEMENTS

Introduction

General

- 400.1 It is in the public interest and required by the Code that professional accountants in public practice be independent when performing audit or review engagements.
- 400.2 This Part applies to both audit and review engagements unless otherwise stated. The terms "audit," "audit team," "audit engagement," "audit client," and "audit report" apply equally to review, review team, review engagement, review client, and review engagement report.
- 400.3 In this Part

PART 4B – INDEPENDENCE FOR ASSURANCE ENGAGEMENTS OTHER THAN AUDIT AND REVIEW ENGAGEMENTS

SECTION 905

FEES

Introduction

- 905.1 Firms are required to comply with the fundamental principles, be independent and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence.
- 905.2 Fees or other types of remuneration might create a self-interest or intimidation threat. This section sets out specific requirements and application material relevant to applying the conceptual framework to identify, evaluate and address threats to independence arising from fees charged to assurance clients.

Requirements and Application Material

~~Identifying and Evaluating Threats~~

~~Fees Paid by an Assurance Client~~

905.3 A1 ~~When fees are negotiated with and paid by an assurance client, this creates a self-interest threat and might create an intimidation threat to independence.~~

~~R~~905.3 A2 ~~The application of the conceptual framework requires that b~~Before a firm accepts an assurance engagement for an assurance client, the firm ~~shall~~determines whether the threats to independence created by the fees proposed to the ~~assurance~~ client are at an acceptable level. The application of the conceptual framework also requires the firm ~~shall also to~~ re-evaluate such threats when facts and where appropriate during the engagement period if circumstances change during the engagement period.

905.3 ~~A3~~2 Factors that are relevant in evaluating the level of threats created when fees are paid by the assurance client include:

- The level of the fees for the assurance engagement and the extent to which they have regard to the resources required, taking into account the firm's commercial and market priorities ~~and position~~.
- The extent of any dependency between the level of the fee for, and the outcome of, the service.
- The significance of the client, for example to the firm or partner.
- The nature of the client.
- The nature of the assurance engagement.
- The involvement of those charged with governance in agreeing fees.
- Whether the level of the fee is set by an independent third party, such as a regulatory body.

- ~~• Whether there is external review of the firm's system of quality management.~~

905.3 A~~4~~³ The conditions, policies and procedures described in paragraphs 120.1542 A3 (particularly the existence of a quality management system designed and implemented by a firm in accordance with quality management standards issued by the IAASB [proposed] ISQM 1) might also impact the evaluation of whether the threats to independence are at an acceptable level.

905.3 A~~5~~⁴ The requirements and application material that follow identify circumstances which might need to be further evaluated when determining whether the threats are at an acceptable level. For those circumstances, application material includes examples of additional factors that might be relevant in evaluating the threats.

Level of Fees for Assurance Engagements

905.4 A1 Determining the fees to be charged to an assurance client, whether for assurance or other services, is a business decision of the firm taking into account the facts and circumstances relevant to that specific engagement, including the requirements of technical and professional standards.

905.4 A2 ~~In addition to factors identified in paragraph 905.3 A2, f~~actors that are relevant in evaluating self-interest and intimidation threats created by the level of the fee for an assurance engagement when paid by the assurance client include:

- The firm's commercial rationale for the fee for the assurance engagement.
- Whether undue pressure has been, or is being, applied by the client to reduce the fee for the assurance engagement.

905.4 A3 Examples of actions that might be safeguards to address such threats include:

- Having an appropriate reviewer who does not take part ~~was not involved~~ in the assurance engagement assess the reasonableness of the fee proposed, having regard to the scope and complexity of the engagement.
- Having an appropriate reviewer who did not take part ~~was not involved~~ in the assurance engagement review the work performed.

Contingent Fees

905.5 A1 Contingent fees are fees calculated on a predetermined basis relating to the outcome of a transaction or the result of the services performed. A contingent fee charged through an intermediary is an example of an indirect contingent fee. In this section, a fee is not regarded as being contingent if established by a court or other public authority.

R905.6 A firm shall not charge directly or indirectly a contingent fee for an assurance engagement.

R905.7 A firm shall not charge directly or indirectly a contingent fee for a non-assurance service provided to an assurance client if the outcome of the non-assurance service, and therefore, the amount of the fee, is dependent on a future or contemporary judgment related to a matter that is material to the subject matter information of the assurance engagement.

905.7 A1 Paragraphs R905.6 and R905.7 preclude a firm from entering into certain contingent fee arrangements with an assurance client. Even if a contingent fee arrangement is not precluded when providing a non-assurance service to an assurance client, it might still impact ~~the~~

~~evaluation of~~ the level of the self-interest threat.

905.7 A2 Factors that are relevant in evaluating the level of such a threat include:

- The range of possible fee amounts.
- Whether an appropriate authority determines the outcome on which the contingent fee depends.
- Disclosure to intended users of the work performed by the firm and the basis of remuneration.
- The nature of the service.
- The effect of the event or transaction on the subject matter information.

905.7 A3 Examples of actions that might be safeguards to address such a self-interest threat include:

- Having an appropriate reviewer who was not involved in performing the non-assurance service review the relevant assurance work.
- Obtaining an advance written agreement with the client on the basis of remuneration.

Total Fees—Overdue Fees

905.8 A1 The ~~evaluation of the~~ level of the self-interest threat might be impacted if fees payable by the assurance client for the assurance engagement or other services are overdue during the period of the assurance engagement.

905.8 A2 It is generally expected that the firm will obtain payment of such fees before the assurance report is issued.

905.8 A~~3~~² Factors that are relevant in evaluating the level of such a self-interest threat include:

- The significance of the overdue fees to the firm.
- The length of time the fees have been overdue.
- The firm's assessment of the ability and willingness of the client or other relevant party to pay the overdue fee.

905.8 A~~3~~⁴ Examples of actions that might be safeguards to address such a self-interest threat include:

- Obtaining partial payment of overdue fees.
- Having an appropriate reviewer who did not take part in the assurance engagement review the work performed.

R905.9 When a significant part of the fees due from an assurance client remains unpaid for a long time, the firm shall determine:

- (a) Whether the overdue fees might be equivalent to a loan to the client, in which case the requirements and application material set out in Section 911 are applicable; and
- (b) Whether it is appropriate for the firm to be re-appointed or continue the assurance engagement.

Total Fees—Fee Dependency

- 905.10 A1 When the total fees generated from an assurance client by the firm expressing the conclusion in an assurance engagement represent a large proportion of the total fees of that firm, the dependence on, and concern about the potential loss of fees from, that client impact the ~~evaluation of the~~ level of the self-interest threat and create an intimidation threat.
- 905.10 A2 A self-interest and intimidation threat is created in the circumstances described in paragraph 905.10 A1 even if the assurance client is not responsible for negotiating or paying the fees for the assurance engagement.
- 905.10 A3 In calculating the total fees of the firm, the firm might use financial information available from the previous financial year and estimate the proportion based on that information if appropriate.
- 905.10 A4 Factors that are relevant in evaluating the level of such threats include:
- The operating structure of the firm.
 - ~~The qualitative and quantitative significance of the assurance client to the firm.~~
 - Where the firm is expected to diversify such that its dependence on the assurance client is reduced~~to expand such that the significance of the client is likely to reduce.~~
- 905.10 A5 Examples of actions that might be safeguards to address such self-interest and intimidation threats include:
- Reducing the extent of services other than assurance engagements provided to the client.
 - Increasing the client base ~~of~~in the firm to reduce dependence on the assurance client.
- 905.10 A6 A self-interest or intimidation threat is ~~also~~ created when the fees generated by at~~the~~ firm from an assurance client represent a large proportion of the revenue from an individual partner's clients.
- 905.10 A7 Factors that are relevant in evaluating the level of such threats include:
- The qualitative and quantitative significance of the assurance client to the partner.
 - The extent to which the compensation of the partner is dependent upon the fees generated from the client.
- 905.10 A8 Examples of actions that might be safeguards to address such a self-interest or intimidation threat include:
- Having an appropriate reviewer who was not an assurance team member review the work.
 - Ensuring that the compensation of the partner is not significantly influenced by the fees generated from the assurance client.
 - Increasing the client base of the partner to reduce dependence on the client.