IESBA Meeting (September-October 2020)

Agenda Item

9-B

Engagement Team – Group Audits Independence
Strawman Draft

Note to IESBA

This strawman draft illustrates how the Task Force's proposals regarding the terms “audit engagement team,” “assurance engagement team” and “review engagement team” might be applied in the Code based on their proposed definitions. The Task Force would welcome any high-level comments or observations on the application of the proposed approach. Detailed comments of a drafting nature can be passed to staff offline.

Proposed approach:

- For extant references to engagement team in Part 3 → Changed to team (marked-up and highlighted in green)
- For extant references to engagement team in Part 4A → Changed to audit engagement team (marked up and highlighted in yellow)
- For Part 4B, extant references to assurance team have been changed to assurance engagement team only where the context implies individuals performing assurance procedures on the assurance engagement (marked up with blue font)
PART 3 - PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE

SECTION 300

APPLYING THE CONCEPTUAL FRAMEWORK – PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE

Requirements and Application Material

General

... 

Evaluating Threats

The Firm and its Operating Environment

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

  ● 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.

Addressing Threats

... 

Examples of Safeguards

300.8 A2 Safeguards vary depending on the facts and circumstances. Examples of actions that in certain circumstances might be safeguards to address threats include:

  ● Assigning additional time and qualified personnel to required tasks when an engagement has been accepted might address a self-interest threat.
  
  ● Having an appropriate reviewer who was not a member of the team review the work performed or advise as necessary might address a self-review threat.
  
  ● 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, advocacy or familiarity threats.
  
  ● Involving another firm to perform or re-perform part of the engagement might address self-interest, self-review, advocacy, familiarity or intimidation threats.
  
  ● Disclosing to clients any referral fees or commission arrangements received for recommending services or products might address a self-interest threat.
  
  ● Separating teams when dealing with matters of a confidential nature might address a self-interest threat.
SECTION 310
CONFLICTS OF INTEREST
Conflict Identification

... 

Threats Created by Conflicts of Interest

... 

310.8 A3 Examples of actions that might be safeguards to address threats created by a conflict of interest include:

- Having separate engagement teams who are provided with clear policies and procedures on maintaining confidentiality.

- ... 

Confidentiality

... 

When Disclosure to Obtain Consent would Breach Confidentiality

R310.12 When making specific disclosure for the purpose of obtaining explicit consent would result in a breach of confidentiality, and such consent cannot therefore be obtained, the firm shall only accept or continue an engagement if:

(a) The firm does not act in an advocacy role for one client in an adversarial position against another client in the same matter;

(b) Specific measures are in place to prevent disclosure of confidential information between the engagement teams serving the two clients; and

... 

Documentation

R310.13 In the circumstances set out in paragraph R310.12, the professional accountant shall document:

(a) The nature of the circumstances, including the role that the accountant is to undertake;

(b) The specific measures in place to prevent disclosure of information between the engagement teams serving the two clients; and
SECTION 320
PROFESSIONAL APPOINTMENTS

... Requirements and Application Material
Client and Engagement Acceptance

General

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.

SECTION 340
INDUCEMENTS, INCLUDING GIFTS AND HOSPITALITY

Introduction

...

Requirements and Application Material
...

Other Considerations

340.15 A1 If a professional accountant encounters or is made aware of inducements that might result in non-compliance or suspected non-compliance with laws and regulations by a client or individuals working for or under the direction of the client, the requirements and application material in Section 360 apply.

340.15 A2 If a firm, network firm or an audit team member is being offered gifts or hospitality from an audit client, the requirement and application material set out in Section 420 apply.

340.15 A3 If a firm or an assurance team member is being offered gifts or hospitality from an assurance client, the requirement and application material set out in Section 906 apply.
INTERNATIONAL INDEPENDENCE STANDARDS (PARTS 4A AND 4B)

PART 4A – INDEPENDENCE FOR AUDIT AND REVIEW ENGAGEMENTS

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. The terms “audit,” “audit team,” “audit engagement,” “audit engagement team,” “audit client,” and “audit report” apply equally to review, review team, review engagement, review engagement team, review client, and review engagement report, as defined respectively.

400.X This Part applies to all members of the audit engagement team, including component auditors performing audit procedures in a group audit engagement.

400.3 In this Part, the term “professional accountant” refers to individual professional accountants in public practice and their firms.

400.4 ISQC 1 requires a firm to establish policies and procedures designed to provide it with reasonable assurance that the firm, its personnel and, where applicable, others subject to independence requirements (including network firm personnel), maintain independence where required by relevant ethics requirements. ISAs and ISREs establish responsibilities for individuals engagement partners and engagement teams at the level of the engagement for audits and reviews, respectively. The allocation of responsibilities within a firm will depend on its size, structure and organization. Many of the provisions of this Part do not prescribe the specific responsibility of individuals within the firm for actions related to independence, instead referring to “firm” for ease of reference. Firms assign responsibility for a particular action to an individual or a group of individuals (such as an audit team), in accordance with ISQC 1. In addition, an individual professional accountant remains responsible for compliance with any provisions that apply to that accountant’s activities, interests or relationships.

... Requirements and Application Material

General

R400.11 A firm performing an audit engagement shall be independent.

R400.12 A firm shall apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence in relation to an audit engagement.
Related Entities

R400.20 As defined, an audit client that is a listed entity includes all of its related entities. For all other entities, references to an audit client in this Part include related entities over which the client has direct or indirect control. When the audit team knows, or has reason to believe, that a relationship or circumstance involving any other related entity of the client is relevant to the evaluation of the firm’s independence from the client, the audit team shall include that related entity when identifying, evaluating and addressing threats to independence.

R400.30 Independence, as required by this Part, shall be maintained during both:

(a) The engagement period; and

(b) The period covered by the financial statements.

400.30 A1 The engagement period starts when the audit engagement team begins to perform the audit. The engagement period ends when the audit report is issued. When the engagement is of a recurring nature, it ends at the later of the notification by either party that the professional relationship has ended or the issuance of the final audit report.

R400.31 If an entity becomes an audit client during or after the period covered by the financial statements on which the firm will express an opinion, the firm shall determine whether any threats to independence are created by:

(a) Financial or business relationships with the audit client during or after the period covered by the financial statements but before accepting the audit engagement; or

(b) Previous services provided to the audit client by the firm or a network firm.

400.31 A1 Threats to independence are created if a non-assurance service was provided to an audit client during, or after the period covered by the financial statements, but before the audit engagement team begins to perform the audit, and the service would not be permitted during the engagement period.

R400.73 If, following the discussion set out in paragraph R400.72(b), those charged with governance request the firm to continue as the auditor, the firm shall do so only if:

(a) The interest or relationship will be ended as soon as reasonably possible but no later than six months after the effective date of the merger or acquisition;

(b) Any individual who has such an interest or relationship, including one that has arisen...
through performing a non-assurance service that would not be permitted by Section 600 and its subsections, will not be a member of the audit engagement team for the audit or the individual responsible for the engagement quality control review; and

(c) Transitional measures will be applied, as necessary, and discussed with those charged with governance.
SECTION 510
FINANCIAL INTERESTS

Introduction

Requirements and Application Material

General

Financial Interests Held by the Firm, a Network Firm, Audit Team Members and Others

510.4 A1 The office in which the engagement partner practices in connection with an audit engagement is not necessarily the office to which that partner is assigned. When the engagement partner is located in a different office from that of the other audit engagement team members, professional judgment is needed to determine the office in which the partner practices in connection with the engagement.
SECTION 540
LONG ASSOCIATION OF PERSONNEL (INCLUDING PARTNER ROTATION) WITH AN AUDIT CLIENT

Introduction

Requirements and Application Material

All Audit Clients

540.3 A3 Factors that are relevant to evaluating the level of such familiarity or self-interest threats include:

(a) In relation to the individual:

- The overall length of the individual’s relationship with the client, including if such relationship existed while the individual was at a prior firm.
- How long the individual has been an audit engagement team member, and the nature of the roles performed.
- The extent to which the work of the individual is directed, reviewed and supervised by more senior personnel.
- The extent to which the individual, due to the individual’s seniority, has the ability to influence the outcome of the audit, for example, by making key decisions or directing the work of other audit engagement team members.
- The closeness of the individual’s personal relationship with senior management or those charged with governance.
- The nature, frequency and extent of the interaction between the individual and senior management or those charged with governance.

R540.4 If a firm decides that the level of the threats created can only be addressed by rotating the individual off the audit team, the firm shall determine an appropriate period during which the individual shall not:

(a) Be a member of the audit engagement team engagement team for the audit engagement;
(b) Provide quality control for the audit engagement; or
(c) Exert direct influence on the outcome of the audit engagement.

The period shall be of sufficient duration to allow the familiarity and self-interest threats to be addressed. In the case of a public interest entity, paragraphs R540.5 to R540.20 also apply.

Restrictions on Activities During the Cooling-off Period

R540.20 For the duration of the relevant cooling-off period, the individual shall not:
(a) Be an audit engagement team member or provide quality control for the audit engagement;

(b) Consult with the audit engagement team or the client regarding technical or industry-specific issues, transactions or events affecting the audit engagement (other than discussions with the audit engagement team limited to work undertaken or conclusions reached in the last year of the individual’s time-on period where this remains relevant to the audit);

(c) Be responsible for leading or coordinating the professional services provided by the firm or a network firm to the audit client, or overseeing the relationship of the firm or a network firm with the audit client; or

(d) Undertake any other role or activity not referred to above with respect to the audit client, including the provision of non-assurance services that would result in the individual:
   (i) Having significant or frequent interaction with senior management or those charged with governance; or
   (ii) Exerting direct influence on the outcome of the audit engagement.
SECTION 600
PROVISION OF NON-ASSURANCE SERVICES TO AN AUDIT CLIENT

Introduction
...

Requirements and Application Material
General
...

SUBSECTION 605 – INTERNAL AUDIT SERVICES

Introduction
...

Requirements and Application Material
...

605.4 A3 When a firm uses the work of an internal audit function in an audit engagement, ISAs require the performance of procedures to evaluate the adequacy of that work. Similarly, when a firm or network firm accepts an engagement to provide internal audit services to an audit client, the results of those services might be used in conducting the external audit. This creates a self-review threat because it is possible that the audit engagement team will use the results of the internal audit service for purposes of the audit engagement without:

(a) Appropriately evaluating those results; or
(b) Exercising the same level of professional skepticism as would be exercised when the internal audit work is performed by individuals who are not members of the firm.

605.4 A4 Factors that are relevant in evaluating the level of such a self-review threat include:

- The materiality of the related financial statement amounts.
- The risk of misstatement of the assertions related to those financial statement amounts.
- The degree of reliance that the audit engagement team will place on the work of the internal audit service, including in the course of an external audit.

605.4 A5 An example of an action that might be a safeguard to address such a self-review threat is using professionals who are not audit team members to perform the service.

Audit Clients that are Public Interest Entities

R605.5 A firm or a network firm shall not provide internal audit services to an audit client that is a public interest entity, if the services relate to:

(a) A significant part of the internal controls over financial reporting;
(b) Financial accounting systems that generate information that is, individually or in the aggregate, material to the client’s accounting records or financial statements on which the firm will express an opinion; or
(c) Amounts or disclosures that are, individually or in the aggregate, material to the financial statements on which the firm will express an opinion.

SECTION 800
REPORTS ON SPECIAL PURPOSE FINANCIAL STATEMENTS THAT INCLUDE A RESTRICTION ON USE AND DISTRIBUTION (AUDIT AND REVIEW ENGAGEMENTS)

Introduction

... 

Requirements and Application Material

General

...

Financial Interests, Loans and Guarantees, Close Business Relationships, and Family and Personal Relationships

R800.10 When the firm performs an eligible audit engagement:

(a) The relevant provisions set out in Sections 510, 511, 520, 521, 522, 524 and 525 need apply only to the members of the audit engagement team, their immediate family members and, where applicable, close family members;

(b) The firm shall identify, evaluate and address any threats to independence created by interests and relationships, as set out in Sections 510, 511, 520, 521, 522, 524 and 525, between the audit client and the following audit team members:

(i) Those who provide consultation regarding technical or industry specific issues, transactions or events; and

(ii) Those who provide quality control for the engagement, including those who perform the engagement quality control review; and

(c) The firm shall evaluate and address any threats that the audit engagement team has reason to believe are created by interests and relationships between the audit client and others within the firm who can directly influence the outcome of the audit engagement.

800.10 A1 Others within a firm who can directly influence the outcome of the audit engagement include those who recommend the compensation, or who provide direct supervisory, management or other oversight, of the audit engagement partner in connection with the performance of the audit engagement including those at all successively senior levels above the engagement partner through to the individual who is the firm’s Senior or Managing Partner (Chief Executive or equivalent).

R800.11 When the firm performs an eligible audit engagement, the firm shall evaluate and address any threats that the audit engagement team has reason to believe are created by financial interests in the audit client held by individuals, as set out in paragraphs R510.4(c) and (d), R510.5, R510.7 and S10.10 A5 and A9.

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

SECTION 900
APPLYING THE CONCEPTUAL FRAMEWORK TO INDEPENDENCE FOR ASSURANCE ENGAGEMENTS OTHER THAN AUDIT AND REVIEW ENGAGEMENTS

Introduction

General

900.1 This Part applies to assurance engagements other than audit and review engagements (referred to as “assurance engagements” in this Part). Examples of such engagements include:
- An audit of specific elements, accounts or items of a financial statement.
- Performance assurance on a company’s key performance indicators.

900.2 In this Part, the term “professional accountant” refers to individual professional accountants in public practice and their firms.

900.3 ISQC 1 requires a firm to establish policies and procedures designed to provide it with reasonable assurance that the firm, its personnel and, where applicable, others subject to independence requirements maintain independence where required by relevant ethics standards. ISAEs establish responsibilities for engagement partners and engagement teams at the level of the engagement. The allocation of responsibilities within a firm will depend on its size, structure and organization. Many of the provisions of Part 4B do not prescribe the specific responsibility of individuals within the firm for actions related to independence, instead referring to “firm” for ease of reference. Firms assign responsibility for a particular action to an individual or a group of individuals (such as an assurance team) in accordance with ISQC 1. In addition, an individual professional accountant remains responsible for compliance with any provisions that apply to that accountant’s activities, interests or relationships.

900.4 Independence is linked to the 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 assurance team member’s integrity, objectivity or professional skepticism has been compromised.

In this Part, references to an individual or firm being “independent” mean that the individual or firm has complied with the provisions of this Part.

---

Requirements and Application Material

General

R900.14 A firm performing an assurance engagement shall be independent.
A firm shall apply the conceptual framework set out in Section 120 to identify, evaluate and address threats to independence in relation to an assurance engagement.

…

[Paragraphs 900.22 to 900.29 are intentionally left blank]

Period During which Independence is Required

R900.30 Independence, as required by this Part, shall be maintained during both:

(a) The engagement period; and

(b) The period covered by the subject matter information.

900.30 A1 The engagement period starts when the assurance engagement team begins to perform assurance services with respect to the particular engagement. The engagement period ends when the assurance report is issued. When the engagement is of a recurring nature, it ends at the later of the notification by either party that the professional relationship has ended or the issuance of the final assurance report.

R900.31 If an entity becomes an assurance client during or after the period covered by the subject matter information on which the firm will express a conclusion, the firm shall determine whether any threats to independence are created by:

(a) Financial or business relationships with the assurance client during or after the period covered by the subject matter information but before accepting the assurance engagement; or

(b) Previous services provided to the assurance client.

R900.32 Threats to independence are created if a non-assurance service was provided to the assurance client during, or after the period covered by the subject matter information, but before the assurance engagement team begins to perform assurance services, and the service would not be permitted during the engagement period. In such circumstances, the firm shall evaluate and address any threat to independence created by the service. If the threats are not at an acceptable level, the firm shall only accept the assurance engagement if the threats are reduced to an acceptable level.

900.32 A1 Examples of actions that might be safeguards to address such threats include:

● Using professionals who are not assurance team members to perform the service.

● Having an appropriate reviewer review the assurance and non-assurance work as appropriate.

…
SECTION 940
LONG ASSOCIATION OF PERSONNEL WITH AN ASSURANCE CLIENT

Introduction

Requirements and Application Material

General

940.3 A3 Factors that are relevant to evaluating the level of such familiarity or self-interest threats include:

- The nature of the assurance engagement.
- How long the individual has been an assurance team member, the individual’s seniority on the team, and the nature of the roles performed, including if such a relationship existed while the individual was at a prior firm.
- The extent to which the work of the individual is directed, reviewed and supervised by more senior personnel.
- The extent to which the individual, due to the individual’s seniority, has the ability to influence the outcome of the assurance engagement, for example, by making key decisions or directing the work of other assurance engagement team members.
- The closeness of the individual’s personal relationship with the assurance client or, if relevant, senior management.
- The nature, frequency and extent of interaction between the individual and the assurance client.
- Whether the nature or complexity of the subject matter or subject matter information has changed.
- Whether there have been any recent changes in the individual or individuals who are the responsible party or, if relevant, senior management.

940.3 A4 The combination of two or more factors might increase or reduce the level of the threats. For example, familiarity threats created over time by the increasingly close relationship between an individual and the assurance client would be reduced by the departure of the individual who is the responsible party.

940.3 A5 An example of an action that might eliminate the familiarity and self-interest threats in relation to a specific engagement would be rotating the individual off the assurance team.

940.3 A6 Examples of actions that might be safeguards to address such familiarity or self-interest threats include:

- Changing the role of the individual on the assurance team or the nature and extent of the tasks the individual performs.
- Having an appropriate reviewer who was not an assurance team member review the work of the individual.
• Performing regular independent internal or external quality reviews of the engagement.

R940.4 If a firm decides that the level of the threats created can only be addressed by rotating the individual off the assurance team, the firm shall determine an appropriate period during which the individual shall not:

(a) Be a member of the assurance engagement team for the assurance engagement;
(b) Provide quality control for the assurance engagement; or
(c) Exert direct influence on the outcome of the assurance engagement.

The period shall be of sufficient duration to allow the familiarity and self-interest threats to be addressed.
### GLOSSARY, INCLUDING LISTS OF ABBREVIATIONS

| Assurance client | The responsible party that is the person (or persons) who:  
|:-----------------|:---------------------------------------------------------|
|                  | (a) In a direct reporting engagement, is responsible for the subject matter; or  
|                  | (b) In an assertion-based engagement, is responsible for the subject matter information and might be responsible for the subject matter.  
| Assurance engagement | An engagement in which a professional accountant in public practice expresses a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the outcome of the evaluation or measurement of a subject matter against criteria.  
|                  | (For guidance on assurance engagements, see the International Framework for Assurance Engagements issued by the International Auditing and Assurance Standards Board. The International Framework for Assurance Engagements describes the elements and objectives of an assurance engagement and identifies engagements to which International Standards on Auditing (ISAs), International Standards on Review Engagements (ISREs) and International Standards on Assurance Engagements (ISAEs) apply.)  
| Assurance Team | (a) All members of the assurance engagement team for the assurance engagement;  
|                | (b) All others within a firm who can directly influence the outcome of the assurance engagement, including:  
|                | (i) Those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the assurance engagement partner in connection with the performance of the assurance engagement;  
|                | (ii) Those who provide consultation regarding technical or industry specific issues, transactions or events for the assurance engagement; and  
|                | (iii) Those who provide quality control for the assurance engagement, including those who perform the engagement quality control review for the assurance engagement.  
| Audit | In Part 4A, the term “audit” applies equally to “review.”  
| Audit client | An entity in respect of which a firm conducts an audit engagement. When the client is a listed entity, audit client will always include its related entities. When the audit client is not a listed entity, audit client includes those related entities over which the client has direct or indirect control. (See also paragraph R400.20.)  
|              | In Part 4A, the term “audit client” applies equally to “review client.”
## Audit engagement

A reasonable assurance engagement in which a professional accountant in public practice expresses an opinion whether financial statements are prepared, in all material respects (or give a true and fair view or are presented fairly, in all material respects), in accordance with an applicable financial reporting framework, such as an engagement conducted in accordance with *International Standards on Auditing*. This includes a Statutory Audit, which is an audit required by legislation or other regulation.

*In Part 4A, the term “audit engagement” applies equally to “review engagement.”*

## Audit Engagement Team

All partners and staff performing the audit engagement, and any other individuals who perform audit procedures on the engagement, excluding an auditor’s external expert and internal auditors who provide direct assistance on an engagement.

Engagement teams include personnel and might also include other individuals who perform audit procedures who are from:

(a) A network firm; or

(b) A firm that is not a network firm, or another service provider.

For example, an individual from another firm might perform audit procedures on the financial information of a component in a group audit engagement, attend a physical inventory count or inspect physical fixed assets at a remote location.

## Audit team

(a) All members of the audit engagement team for the audit engagement;

(b) All others within a firm who can directly influence the outcome of the audit engagement, including:

(i) Those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the engagement partner in connection with the performance of the audit engagement, including those at all successively senior levels above the engagement partner through to the individual who is the firm’s Senior or Managing Partner (Chief Executive or equivalent);

(ii) Those who provide consultation regarding technical or industry-specific issues, transactions or events for the engagement; and

(iii) Those who provide quality control for the engagement, including those who perform the engagement quality control review for the engagement; and

(c) All those within a network firm who can directly influence the outcome of the audit engagement.

*In Part 4A, the term “audit team” applies equally to “review team.”*

## Assurance Engagement

All partners and staff performing the assurance engagement, and any individuals engaged by the firm or a network firm who perform assurance procedures on the
### Team

Team engagement. This excludes external experts engaged by the firm or by a network firm.

The term “engagement team” also excludes individuals within the client’s internal audit function who provide direct assistance on an audit engagement when the external auditor complies with the requirements of ISA 610 (Revised 2013), *Using the Work of Internal Auditors*.

### Review Client

An entity in respect of which a firm conducts a review engagement.

### Review Engagement

An assurance engagement, conducted in accordance with *International Standards on Review Engagements* or equivalent, in which a professional accountant in public practice expresses a conclusion on whether, on the basis of the procedures which do not provide all the evidence that would be required in an audit, anything has come to the accountant’s attention that causes the accountant to believe that the financial statements are not prepared, in all material respects, in accordance with an applicable financial reporting framework.

### Review Engagement Team

All partners and staff performing the review engagement, and any individuals engaged by the firm or a network firm who perform review procedures on the engagement. This excludes external experts engaged by the firm or by a network firm.

### Review Team

1. All members of the review engagement team for the review engagement; and
2. All others within a firm who can directly influence the outcome of the review engagement, including:
   - Those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the engagement partner in connection with the performance of the review engagement, including those at all successively senior levels above the engagement partner through to the individual who is the firm’s Senior or Managing Partner (Chief Executive or equivalent);
   - Those who provide consultation regarding technical or industry specific issues, transactions or events for the engagement; and
   - Those who provide quality control for the engagement, including those who perform the engagement quality control review for the engagement; and
3. All those within a network firm who can directly influence the outcome of the review engagement.