



October 31, 2012

International Ethics Standards Board for Accountants
545 Fifth Avenue, 14th Floor
New York, NY 10017

RE: Exposure Draft: *Proposed Change to the Definition of Those Charged with Governance*

To the members of the International Ethics Standards Board for Accountants:

Grant Thornton International Ltd (Grant Thornton International) appreciates the opportunity to comment on the July 2012, Exposure Draft: *Proposed Change to the Definition of Those Charged with Governance* (ED) approved for publication by the International Ethics Standards Board for Accountants (IESBA).

Grant Thornton International is a non-practicing, non-trading international umbrella organization and does not deliver services in its own name. Representative Grant Thornton International member firms have contributed to and collaborated on this comment letter with the public interest as their overriding concern.

Grant Thornton International is supportive of the proposed revision to the definition of those charged with governance as it will enhance the clarity and consistency of the definition, and more closely align it with the definition in ISA 260.

Grant Thornton International would like to thank the IESBA for this opportunity to comment. As always we welcome an opportunity to meet with representatives of the IESBA to discuss these matters further. My contact information is below.

Sincerely,

A handwritten signature in black ink that reads "Kim Gibson".

Kim Gibson
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