

## Proposed Consequential and Conforming Amendments (Mark-up) - Proposed Text from WS1 and WS2 for Second Read -

### Note to IESBA

This agenda item includes the draft consequential and conforming amendments to Parts 1 to 4 of the Code resulting from the proposed ethics and independence standards for sustainability assurance engagements in Part 5. The proposed marked-up changes are to the 2024 version of the Code (i.e., the extant Code including all revisions to the Code which become effective by the end of 2024).

WS1's and WS2's explanations regarding the changes that are not editorial are included in grey boxes within the document. Changes made to the version posted for the IESBA September 2023 meeting are highlighted in yellow.

## PART 1 – COMPLYING WITH THE CODE, FUNDAMENTAL PRINCIPLES AND CONCEPTUAL FRAMEWORK

### SECTION 100

#### COMPLYING WITH THE CODE

(....)

#### Breaches of the Code

- R100.8** Paragraphs R400.80 to R400.89, 405.22 A1 to R405.29, ~~and~~ R900.50 to R900.55, R5400.80 to R5400.89 and 5405.22 A1 to R5405.29 address a breach of *International Independence Standards*. A professional accountant who identifies a breach of any other provision of the Code shall evaluate the significance of the breach and its impact on the accountant's ability to comply with the fundamental principles. The accountant shall also:
- (a) Take whatever actions might be available, as soon as possible, to address the consequences of the breach satisfactorily; and
  - (b) Determine whether to report the breach to the relevant parties.

#### Changes to paragraph R100.8 from September 2023

The Engagement Team-Group Audit standard introduced paragraphs 405.22 A1 to R405.29 relating to independence breaches at a component auditor firm, however, this conforming amendment was not included in the standard. Proposal is to include this in the sustainability exposure draft.

The independence standards in Part 5 are part of the *International Independence Standards*. Proposal to revise this paragraph to include reference to paragraphs R5400.80 to R5400.89 and the Part 5 equivalent ET-GA paragraphs 5405.22 A1 to R5405.29.

- 100.8 A1 Relevant parties to whom such a breach might be reported include those who might have been affected by it, a professional or regulatory body or an oversight authority.

(....)

## SECTION 120

### THE CONCEPTUAL FRAMEWORK

(....)

#### Requirements and Application Material

##### General

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

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

- (a) Part 2 – *Professional Accountants in Business*;
- (b) Part 3 – *Professional Accountants in Public Practice*; and
- (c) *International Independence Standards*, as follows:
  - (i) Part 4A – *Independence for Audit and Review Engagements*; and
  - (ii) Part 4B – *Independence for Assurance Engagements Other than Audit Engagements, and Review Engagements and Sustainability Assurance Engagements Addressed in Part 5; and*
- (d) Part 5 – *International Ethics Standards for Sustainability Assurance (including International Independence Standards)*.

#### Changes to paragraph 120.3 A1 from September 2023

Removed “; and” from (b).

Removed "that are not" before "Addressed" in (c)(ii) for clarity and added “; and”.

Changed the title for Part 5 and removed placeholder for final title of Part 5 in (d).

**R120.4** When dealing with an ethics issue, the professional accountant shall consider the context in which the issue has arisen or might arise. Where an individual who is a professional accountant in public practice is performing professional activities pursuant to the accountant’s relationship with the firm, whether as a contractor, employee or owner, the individual shall comply with the provisions in Part 2 that apply to these circumstances.

(....)

## PART - PROFESSIONAL ACCOUNTANTS IN BUSINESS

### SECTION 260

### RESPONDING TO NON-COMPLIANCE WITH LAWS AND REGULATIONS

#### Introduction

- 260.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 260.2 A self-interest or intimidation threat to compliance with the principles of integrity and professional behavior is created when a professional accountant becomes aware of non-compliance or suspected non-compliance with laws and regulations.
- 260.3 A professional accountant might encounter or be made aware of non-compliance or suspected non-compliance in the course of carrying out professional activities. This section guides the accountant in assessing the implications of the matter and the possible courses of action when responding to non-compliance or suspected non-compliance with:
- (a) Laws and regulations generally recognized to have a direct effect on the determination of material amounts, [impacts](#) and disclosures in the employing organization's financial statements [or sustainability information](#); and
  - (b) Other laws and regulations that do not have a direct effect on the determination of the amounts, [impacts](#) and disclosures in the employing organization's financial statements [or sustainability information](#), but compliance with which might be fundamental to the operating aspects of the employing organization's business, to its ability to continue its business, or to avoid material penalties.

#### Objectives of the Professional Accountant in Relation to Non-compliance with Laws and Regulations

- 260.4 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest. When responding to non-compliance or suspected non-compliance, the objectives of the professional accountant are:
- (a) To comply with the principles of integrity and professional behavior;
  - (b) By alerting management or, where appropriate, those charged with governance of the employing organization, to seek to:
    - (i) Enable them to rectify, remediate or mitigate the consequences of the identified or suspected non-compliance; or
    - (ii) Deter the non-compliance where it has not yet occurred; and
  - (c) To take such further action as appropriate in the public interest.

#### Requirements and Application Material

##### General

- 260.5 A1 Non-compliance with laws and regulations ("non-compliance") comprises acts of omission or commission, intentional or unintentional, which are contrary to the prevailing laws or regulations committed by the following parties:

- (a) The professional accountant's employing organization;
- (b) Those charged with governance of the employing organization;
- (c) Management of the employing organization; or
- (d) Other individuals working for or under the direction of the employing organization.

260.5 A2 Examples of laws and regulations which this section addresses include those that deal with:

- Fraud, corruption and bribery.
- Money laundering, terrorist financing and proceeds of crime.
- Securities markets and trading.
- Banking and other financial products and services.
- Data protection.
- Tax and pension liabilities and payments.
- Environmental protection.
- Public health and safety.
- Protection of human rights.
- Labor conditions and rights of employees.
- Consumer rights.

260.5 A3 Non-compliance might result in fines, litigation or other consequences for the employing organization, potentially materially affecting its financial statements or sustainability information. Importantly, such non-compliance might have wider public interest implications in terms of potentially substantial harm to investors, creditors, employees or the general public. For the purposes of this section, non-compliance that causes substantial harm is one that results in serious adverse consequences to any of these parties in financial or non-financial terms. Examples include the perpetration of a fraud resulting in significant financial losses to investors, and breaches of environmental laws and regulations endangering the health or safety of employees or the public.

**R260.6** In some jurisdictions, there are legal or regulatory provisions governing how professional accountants are required to address non-compliance or suspected non-compliance. These legal or regulatory provisions might differ from or go beyond the provisions in this section. When encountering such non-compliance or suspected non-compliance, the accountant shall obtain an understanding of those legal or regulatory provisions and comply with them, including:

- (a) Any requirement to report the matter to an appropriate authority; and
- (b) Any prohibition on alerting the relevant party.

(....)

### **Responsibilities of Senior Professional Accountants in Business**

(....)

*Addressing the Matter*

(....)

260.14 A2 Some laws and regulations might stipulate a period within which reports of non-compliance or suspected non-compliance are to be made to an appropriate authority.

**R260.15** In addition to responding to the matter in accordance with the provisions of this section, the senior professional accountant shall determine whether disclosure of the matter to the employing organization's external auditor or sustainability assurance practitioner performing a sustainability assurance engagement that is within the scope of the *International Independence Standards in Part 5*, if any, is needed.

**Changes to paragraph R260.15 from September 2023**

Wording changed for consistency with Part 5.

260.15 A1 Such disclosure would be pursuant to the senior professional accountant's duty or legal obligation to provide all information necessary to enable the auditor to perform the audit or the sustainability assurance practitioner to perform the sustainability assurance engagement that is within the scope of the *International Independence Standards in Part 5*.

**Changes to paragraph 260.15 A1 from September 2023**

Wording changed for consistency with Part 5.

*Determining Whether Further Action Is Needed*

**R260.16** The senior professional accountant shall assess the appropriateness of the response of the accountant's superiors, if any, and those charged with governance.

(....)

## PART 3 - PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE SECTION 300

### APPLYING THE CONCEPTUAL FRAMEWORK – PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE

#### Introduction

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

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

- Part 3 – *Professional Accountants in Public Practice*, Sections 300 to 399, which applies to all professional accountants in public practice, whether they provide assurance services or not.
- *International Independence Standards* as follows:
  - Part 4A – *Independence for Audit and Review Engagements*, Sections 400 to 899, which applies to professional accountants in public practice when performing audit and review engagements.
  - Part 4B – *Independence for Assurance Engagements Other than Audit Engagements, and Review Engagements, and Sustainability Assurance Engagements Addressed in Part 5*, Sections 900 to 999, which applies to professional accountants in public practice when performing assurance engagements other than audit engagements, or review engagements, or sustainability assurance engagements that are within the scope of the *International Independence Standards* in Part 5.
- Part 5 – *International Ethics Standards for Sustainability Assurance (including *International Independence Standards*)*, Sections 5100 to 5600, which applies to sustainability assurance practitioners.

#### Changes to paragraph 300.2 from September 2023

Removed placeholder for final title of Part 4B and "that are not" before "Addressed" for clarity.

Wording changed to "that are within the scope of the *International Independence Standards* in Part 5" for consistency with Part 5.

Removed placeholder for Part 5 title and added Section numbers.

300.3 In this Part, the term "professional accountant" refers to individual professional accountants in public practice and their firms.

(....)

## SECTION 360

### RESPONDING TO NON-COMPLIANCE WITH LAWS AND REGULATIONS

#### Introduction

- 360.1 Professional accountants are required to comply with the fundamental principles and apply the conceptual framework set out in Section 120 to identify, evaluate and address threats.
- 360.2 A self-interest or intimidation threat to compliance with the principles of integrity and professional behavior is created when a professional accountant becomes aware of non-compliance or suspected non-compliance with laws and regulations.
- 360.3 A professional accountant might encounter or be made aware of non-compliance or suspected non-compliance in the course of providing a professional service to a client. This section guides the accountant in assessing the implications of the matter and the possible courses of action when responding to non-compliance or suspected non-compliance with:
- (a) Laws and regulations generally recognized to have a direct effect on the determination of material amounts, [impacts](#) and disclosures in the client's financial statements [or sustainability information](#); and
  - (b) Other laws and regulations that do not have a direct effect on the determination of the amounts, [impacts](#) and disclosures in the client's financial statements [or sustainability information](#), but compliance with which might be fundamental to the operating aspects of the client's business, to its ability to continue its business, or to avoid material penalties.

#### Objectives of the Professional Accountant in Relation to Non-compliance with Laws and Regulations

- 360.4 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest. When responding to non-compliance or suspected non-compliance, the objectives of the professional accountant are:
- (a) To comply with the principles of integrity and professional behavior;
  - (b) By alerting management or, where appropriate, those charged with governance of the client, to seek to:
    - (i) Enable them to rectify, remediate or mitigate the consequences of the identified or suspected non-compliance; or
    - (ii) Deter the commission of the non-compliance where it has not yet occurred; and
  - (c) To take such further action as appropriate in the public interest.

#### Requirements and Application Material

##### General

- 360.5 A1 Non-compliance with laws and regulations ("non-compliance") comprises acts of omission or commission, intentional or unintentional, which are contrary to the prevailing laws or regulations committed by the following parties:

- (a) A client;
- (b) Those charged with governance of a client;
- (c) Management of a client; or
- (d) Other individuals working for or under the direction of a client.

360.5 A2 Examples of laws and regulations which this section addresses include those that deal with:

- Fraud, corruption and bribery.
- Money laundering, terrorist financing and proceeds of crime.
- Securities markets and trading.
- Banking and other financial products and services.
- Data protection.
- Tax and pension liabilities and payments.
- Environmental protection.
- Public health and safety.
- Protection of human rights.
- Labor conditions and rights of employees.
- Consumer rights.

360.5 A3 Non-compliance might result in fines, litigation or other consequences for the client, potentially materially affecting its financial statements or sustainability information. Importantly, such non-compliance might have wider public interest implications in terms of potentially substantial harm to investors, creditors, employees or the general public. For the purposes of this section, an act that causes substantial harm is one that results in serious adverse consequences to any of these parties in financial or non-financial terms. Examples include the perpetration of a fraud resulting in significant financial losses to investors, and breaches of environmental laws and regulations endangering the health or safety of employees or the public.

**R360.6** In some jurisdictions, there are legal or regulatory provisions governing how professional accountants should address non-compliance or suspected non-compliance. These legal or regulatory provisions might differ from or go beyond the provisions in this section. When encountering such non-compliance or suspected non-compliance, the accountant shall obtain an understanding of those legal or regulatory provisions and comply with them, including:

- (a) Any requirement to report the matter to an appropriate authority; and
- (b) Any prohibition on alerting the client.

(....)

### **Audits of Financial Statements**

(....)

360.18 A1 The purpose of the communication is to enable those responsible for audit work at the components, legal entities or business units to be informed about the matter and to determine



whether and, if so, how to address it in accordance with the provisions in this section. The communication requirement applies regardless of whether the group engagement partner's firm or network is the same as or different from the firms or networks of those performing audit work at the components, legal entities or business units.

#### Communicating the Matter to the Client's Sustainability Assurance Practitioner

**R360.18a** The professional accountant shall consider whether to communicate the non-compliance or suspected non-compliance to the client's sustainability assurance practitioner(s) performing a sustainability assurance engagement that is within the scope of the *International Independence Standards in Part 5*, if any.

#### **Change to paragraph R360.18a from September 2023**

Wording changed for consistency with Part 5.

#### Relevant Factors to Consider

**360.18a A1** Factors relevant to considering the communication in accordance with paragraph R360.18a include:

- Whether doing so would be contrary to law or regulation.
- Whether there are restrictions about disclosure imposed by a regulatory agency or prosecutor in an ongoing investigation into the non-compliance or suspected non-compliance.
- Whether the purpose of the engagement is to investigate potential non-compliance within the entity to enable it to take appropriate action.
- Whether management or those charged with governance have already informed the client's sustainability assurance practitioner about the matter.
- Whether and, if so, how the firm's or network firm's protocols or procedures address communication of non-compliance or suspected non-compliance within the firm or network firm.

#### **Change to paragraph 360.18a A1 from September 2023**

Formal change only as the substantive matter has already been discussed with and agreed by the IESBA at the June and September 2023 meetings:

This paragraph 360.18a A1 is inspired from extant 360.34 A1 which has an additional factor: "The likely materiality of the matter to the audit of the client's financial statements or, where the matter relates to a component of a group, its likely materiality to the audit of the group financial statements."

This factor was not retained in paragraph 360.18a A1 as it might not be reasonable to expect an auditor to recognize the materiality of a NOCLAR situation to the assurance of the client's or the group's sustainability information, especially if that auditor is not familiar with integrated or sustainability reporting. This is still the case even if the factor is worded in a different way.

Although that factor seems to set out a threshold for communication, not having it does not automatically mean that auditors need to communicate all NOCLAR or suspected NOCLAR to the sustainability assurance practitioner. Paragraph 360.18a A1 exemplifies some factors to consider but the auditor should use professional judgment to ultimately decide whether to communicate a certain NOCLAR or suspected NOCLAR situation.

### Purpose of Communication

360.18a A2 In the circumstances addressed in paragraph R360.18a, the purpose of the communication is to enable the engagement leader to be informed about the non-compliance or suspected non-compliance and to determine whether and, if so, how to address it in accordance with the provisions of Part 5.

### *Determining Whether Further Action Is Needed*

**R360.19** The professional accountant shall assess the appropriateness of the response of management and, where applicable, those charged with governance.

(....)

## 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 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. [In this Part, references to a firm expressing an opinion on the financial statements in an audit engagement means a firm expressing a conclusion on the financial statements in a review engagement.](#)

(....)

#### Changes to extant paragraph 400.2

See explanation regarding the proposed changes to paragraph 5400.3c in Part 5.

### Assurance Engagements other than Audit and Review Engagements

400.17 Independence standards for assurance engagements that are not audit or review engagements are set out in:

- [Part 4B – Independence for Assurance Engagements Other than Audit Engagements, and Review Engagements, and Sustainability Assurance Engagements Addressed in Part 5.](#)
- [Part 5 – International Ethics Standards for Sustainability Assurance \(including International Independence Standards\)](#)

#### Matters for IESBA’s Consideration

##### Title of Part 4B

Given the scope for Part 5, WS1 proposes that the IESBA change the title of Part 4B in line with its new scope to “*Part 4B – Independence for Assurance Engagements Other than Audit Engagements, Review Engagements, and Sustainability Assurance Engagements Addressed in Part 5.*”

## SECTION 540 LONG ASSOCIATION OF PERSONNEL (INCLUDING PARTNER ROTATION) WITH AN AUDIT CLIENT

### Changes to extant Section 540

At the June and September meetings, the IESBA discussed and agreed that familiarity and self-interest threats might be created if an individual served in a combination of roles as a member of the sustainability assurance team and a member of the audit team for the same client over a long period of time. Therefore, WS1 proposed that the firm consider the combination of the time the individual served on the sustainability assurance team and the audit team for the same client when determining the threats created by long association with the client.

The conforming changes to Section 540 in Part 4A are in line with Section 5540 in Part 5.

(...)

### Introduction

- 540.1 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.
- 540.2 When an individual is involved in an audit, [or a combination of audit and sustainability assurance engagements for the same client](#), engagement over a long period of time, familiarity and self-interest threats might be created. This section sets out requirements and application material relevant to applying the conceptual framework in such circumstances.

### Requirements and Application Material

#### General

[540.3 A1](#) [References in this Section to key sustainability assurance leader, sustainability assurance team and sustainability assurance engagement are in the context of sustainability assurance engagements within the scope of the International Independence Standards in Part 5.](#)

#### All Audit Clients

- 540.~~43~~ A1 Although an understanding of an audit client and its environment is fundamental to audit quality, a familiarity threat might be created as a result of an individual's long association as an audit team member [or sustainability assurance team member](#) with:
- (a) The audit client and its operations;
  - (b) The audit client's senior management; or
  - (c) The financial statements on which the firm will express an opinion or the financial information which forms the basis of the financial statements.
- 540.3 A2 A self-interest threat might be created as a result of an individual's concern about losing a longstanding client or an interest in maintaining a close personal relationship with a member of senior management or those charged with governance. Such a threat might influence the individual's judgment inappropriately.

- 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 engagement team member [for the audit engagement or sustainability assurance engagement](#), 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 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.
- (b) In relation to the audit client:
- The nature or complexity of the client's accounting and financial reporting issues and whether they have changed.
  - Whether there have been any recent changes in senior management or those charged with governance.
  - Whether there have been any structural changes in the client's organization which impact the nature, frequency and extent of interactions the individual might have with senior management or those charged with governance.
- 540.3 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 a member of the client's senior management would be reduced by the departure of that member of the client's senior management.
- 540.3 A5 An example of an action that might eliminate the familiarity and self-interest threats created by an individual being involved in an audit engagement, [or a combination of audit and sustainability assurance engagements for the same client](#), over a long period of time would be rotating the individual off the audit team.
- 540.3 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 audit team or the nature and extent of the tasks the individual performs.
  - Having an appropriate reviewer who was not an audit team member review the work of the individual.
  - Performing regular independent internal or external quality reviews of the engagement.

**R540.54** 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 engagement team for the audit engagement;
- (b) Perform an engagement quality review, or a review consistent with the objective of an engagement quality review, for the 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.

**R540.6** Where an individual is a member of both the audit team and the sustainability assurance team for the same client and the firm decides that the level of the threats created can only be addressed by rotating the individual off both the audit team and the sustainability assurance team, the firm shall, in addition to complying with paragraph R540.5, determine an appropriate period during which the individual shall not:

- (a) Be a member of the engagement team for the sustainability assurance engagement;
- (b) Perform an engagement quality review, or a review consistent with the objective of an engagement quality review, for the sustainability assurance engagement; or
- (c) Exert direct influence on the outcome of the sustainability assurance 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 R540.7 to R540.22 also apply.

#### *Audit Clients that are Public Interest Entities*

**R540.75** Subject to paragraphs R540.97 to R540.119, in respect of an audit of a public interest entity, an individual shall not act in any of the following roles, or a combination of such roles, for a period of more than seven cumulative years (the “time-on” period):

- (a) The engagement partner;
- (b) The individual appointed as responsible for performing the engagement quality review;  
or
- (c) Any other key audit partner role; or
- (d) A key sustainability assurance leader.

After the time-on period, the individual shall serve a “cooling-off” period in accordance with the provisions in paragraphs R540.134 to R540.2149.

**R540.86** In calculating the time-on period, the count of years shall not be restarted unless the individual ceases to act in any one of the roles in paragraph R540.75(a) to (d) for a minimum period. This minimum period is a consecutive period equal to at least the cooling-off period determined in accordance with paragraphs R540.134 to R540.153 as applicable to the role in which the individual served in the year immediately before ceasing such involvement.

540.86 A1 For example,

- An individual who served as engagement partner for four years followed by three years off can only act thereafter as a key audit partner on the same audit engagement for three further years (making a total of seven cumulative years). Thereafter, that

individual is required to cool off in accordance with paragraph R540.175.

- [An individual who served as an engagement partner for two years for the audit of the sustainability assurance client's financial statements might be appointed as the individual responsible for performing the engagement quality review for the sustainability assurance engagement for five further years. Thereafter, that individual is required to cool off in accordance with paragraph R540.18.](#)

**R540.97** As an exception to paragraph R540.75, key audit partners whose continuity is especially important to audit quality may, in rare cases due to unforeseen circumstances outside the firm's control, and with the concurrence of those charged with governance, be permitted to serve an additional year as a key audit partner as long as the threat to independence can be eliminated or reduced to an acceptable level.

540.97 A1 For example, a key audit partner may remain in that role on the audit team for up to one additional year in circumstances where, due to unforeseen events, a required rotation was not possible, as might be the case due to serious illness of the intended engagement partner. In such circumstances, this will involve the firm discussing with those charged with governance the reasons why the planned rotation cannot take place and the need for any safeguards to reduce any threat created.

**R540.108** If an audit client becomes a public interest entity, a firm shall take into account the length of time an individual has served the audit client as a key audit partner [or a key sustainability assurance leader](#) before the client becomes a public interest entity in determining the timing of the rotation. If the individual has served the audit client as a key audit partner [or a key sustainability assurance leader](#) for a period of five cumulative years or less when the client becomes a public interest entity, the number of years the individual may continue to serve the client in ~~that the~~ capacity [of a key audit partner](#) before rotating off the [audit](#) engagement is seven years less the number of years already served. As an exception to paragraph R540.75, if the individual has served the audit client as a key audit partner [or a key sustainability assurance leader](#) for a period of six or more cumulative years when the client becomes a public interest entity, the individual may continue to serve in ~~that the~~ capacity [of a key audit partner](#) with the concurrence of those charged with governance for a maximum of two additional years before rotating off the [audit](#) engagement.

**R540.119** When a firm has only a few people with the necessary knowledge and experience to serve as a key audit partner on the audit of a public interest entity, rotation of key audit partners might not be possible. As an exception to paragraph R540.75, if an independent regulatory body in the relevant jurisdiction has provided an exemption from partner rotation in such circumstances, an individual may remain a key audit partner for more than seven years, in accordance with such exemption. This is provided that the independent regulatory body has specified other requirements which are to be applied, such as the length of time that the key audit partner may be exempted from rotation or a regular independent external review.

#### Other Considerations Relating to the Time-on Period

**R540.120** In evaluating the threats created by an individual's long association with an audit engagement, a firm shall give particular consideration to the roles undertaken and the length of an individual's association with the audit engagement [or the sustainability assurance engagement for the same client](#) prior to the individual becoming a key audit partner.

540.120 A1 There might be situations where the firm, in applying the conceptual framework, concludes that it is not appropriate for an individual who is a key audit partner to continue in that role

even though the length of time served as a key audit partner is less than seven years.

#### Cooling-off Period

**R540.131** If the individual acted as the engagement partner for seven cumulative years, the cooling-off period shall be five consecutive years.

**R540.142** Where the individual has been appointed as responsible for the engagement quality review and has acted in that capacity for seven cumulative years, the cooling-off period shall be three consecutive years.

**R540.153** If the individual has acted as a key audit partner other than in the capacities set out in paragraphs R540.131 and R540.142 for seven cumulative years, the cooling-off period shall be two consecutive years.

540.164 A1 The partner rotation requirements in this section are distinct from, and do not modify, the cooling-off period required by ISQM 2 as a condition for eligibility before the engagement partner can assume the role of engagement quality reviewer (see paragraph 325.8 A4).

#### Service in a combination of key audit partner or key sustainability assurance leader roles

**R540.175** If the individual acted in a combination of key audit partner or key sustainability assurance leader roles and served as the engagement partner or engagement leader for four or more cumulative years, the cooling-off period shall be five consecutive years.

**R540.186** Subject to paragraph R540.197(a), if the individual acted in a combination of key audit partner or key sustainability assurance leader roles and served as the key audit partner or key sustainability assurance leader responsible for the engagement quality review for four or more cumulative years, the cooling-off period shall be three consecutive years.

**R540.197** If an individual has acted in a combination of engagement partner, engagement leader and engagement quality reviewer roles for four or more cumulative years during the time-on period, the cooling-off period shall:

- (a) As an exception to paragraph R540.186, be five consecutive years where the individual has been the engagement partner or engagement leader for three or more years; or
- (b) Be three consecutive years in the case of any other combination.

**R540.2018** If the individual acted in any combination of key audit partner or key sustainability assurance leader roles other than those addressed in paragraphs R540.175 to R540.197, the cooling-off period shall be two consecutive years.

#### Service at a Prior Firm

**R540.2119** In determining the number of years that an individual has been a key audit partner or a key sustainability assurance leader as set out in paragraph R540.75, the length of the relationship shall, where relevant, include time while the individual was a key audit partner on ~~that the audit~~ engagement or a key sustainability assurance leader on the sustainability assurance engagement for the same client at a prior firm.

**R540.220** [Intentionally left blank]

#### Restrictions on Activities During the Cooling-off Period

**R540.231** For the duration of the relevant cooling-off period, the individual shall not:



- (a) Be an engagement team member or perform an engagement quality review, or a review consistent with the objective of an engagement quality review for the audit engagement or the sustainability assurance engagement;
- (b) Consult with the engagement team or the client regarding technical or industry-specific issues, transactions or events affecting the audit engagement or sustainability assurance engagement (other than discussions with the 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 engagement or sustainability assurance engagement);
- (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 or sustainability assurance engagement.

540.234 A1 The provisions of paragraph R540.234 are not intended to prevent the individual from assuming a leadership role in the firm or a network firm, such as that of the Senior or Managing Partner (Chief Executive or equivalent).

## **PART 4B – INDEPENDENCE FOR ASSURANCE ENGAGEMENTS OTHER THAN AUDIT ENGAGEMENTS, AND REVIEW ENGAGEMENTS, AND SUSTAINABILITY ASSURANCE ENGAGEMENTS ADDRESSED IN PART 5**

### **SECTION 900**

#### **APPLYING THE CONCEPTUAL FRAMEWORK TO INDEPENDENCE FOR ASSURANCE ENGAGEMENTS OTHER THAN AUDIT ENGAGEMENTS, AND REVIEW ENGAGEMENTS, AND SUSTAINABILITY ASSURANCE ENGAGEMENTS WITHIN THE SCOPE OF THE INTERNATIONAL INDEPENDENCE STANDARDS IN PART 5**

##### **Introduction**

###### **General**

900.1 This Part applies to assurance engagements other than audit engagements, ~~and~~ review engagements, and sustainability assurance engagements within the scope of the International Independence Standards in Part 5. Examples of such engagements include:

- Assurance on an entity's key performance indicators.
- Assurance on an entity's compliance with law or regulation.
- Assurance on performance criteria, such as value for money, achieved by a public sector body.
- Assurance on the effectiveness of an entity's system of internal control.
- ~~Assurance on an entity's non-financial information, for example, environmental, social and governance disclosures, including greenhouse gas statement.~~
- An audit of specific elements, accounts or items of a financial statement.
- A sustainability assurance engagement that is not addressed in the International Independence Standards in Part 5, for example:
  - A sustainability assurance engagement where the sustainability information on which the sustainability assurance practitioner expresses an opinion is reported in accordance with a framework designed to meet the information needs of specified users.
  - A sustainability assurance engagement where the sustainability information on which the sustainability assurance practitioner expresses an opinion is reported in accordance with entity-developed criteria.
  - A sustainability assurance engagement for which the sustainability assurance report is a restricted use and distribution report.

(...)

**Changes to extant Paragraph 900.1**

The proposed changes clarify the sustainability assurance engagements that are within the scope in Part 4B and Part 5.

The examples of sustainability assurance engagements in this paragraph are in line with the examples provided in paragraph 5400.3e in Part 5.

### **Audit and Review Engagements**

900.10 Independence standards for audit and review engagements are set out in Part 4A – Independence for Audit and Review Engagements. If a firm performs both an assurance engagement and an audit or review engagement for the same client, the requirements in Part 4A continue to apply to the firm, a network firm and the audit or review team members.

### [Sustainability Assurance Engagements Addressed in Part 5](#)

[900.11 Part 5 sets out independence standards for certain sustainability assurance engagements. If a firm performs both a sustainability assurance engagement within the scope of the International Independence Standards in Part 5 and another assurance engagement within the scope of this Part for the same client, the requirements in Part 5 continue to apply to the firm, a network firm and the sustainability assurance team members.](#)

### **New Paragraph 900.11**

The new paragraph provides guidance regarding the applicable provisions when the firm provides a sustainability assurance engagement addressed by Part 5 and another assurance engagement (which might be another sustainability assurance engagement not within the scope of Part 5) to the same client