

**Promoting the Role and Mindset Expected of Professional Accountants  
Proposed Text and Related Notes**

(Mark-up)

**Note to IESBA Meeting Participants**

The proposed text sets out the Task Force's proposals about how the [\*International Code of Ethics for Professional Accountants \(including International Independence Standards\)\*](#) (the "revised and restructured Code" or the "Code") should be revised to:

- (a) Add an Introduction to the Code that will be positioned before Part 1 of the Code; and
- (b) Expand on the material in Sections 100, 110 and 120 of the Code.

This paper is organized as follows:

- Section A illustrates the proposed placement for the Introduction to the Code.
- Section B includes the proposed text for the Introduction to the Code.
- Section C includes proposed revisions to Sections 100, 110 and 120 of the Code.

**A. Proposed Placement for Introduction (Mark-up of IESBA Handbook, first page)**

**HANDBOOK OF THE INTERNATIONAL CODE OF ETHICS FOR PROFESSIONAL  
ACCOUNTANTS (INCLUDING INTERNATIONAL INDEPENDENCE STANDARDS)**

**2018 EDITION**

**How This Handbook is Arranged**

The contents of this Handbook are arranged by section as follows:

Introduction to the International Ethics Standards Board for Accountants®

The International Federation of Accountants' Role

Scope of This Handbook

Changes of Substance from 2017 Edition

**Guide to the Code**

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## B. Proposed Text for the New Introduction

### INTRODUCTION TO THE CODE

#### Matters for IESBA Consideration

1. Does the Board agree that the proposed text should be placed in the Introduction? The alternative would be for the text to be placed in Part 1 of the Code.

#### Task Force View

- The Task Force (TF) took into consideration IESBA members' comments during the December 2018 IESBA meeting about the length of the preliminary draft, its content and the proposed location.
- The TF agreed that the December 2018 draft material could be shortened to better achieve the aim of the proposed text to remind and exhort professional accountants (PAs) about the importance of their role and function in society, their responsibility to act in the public interest and how the Code helps PAs to meet this responsibility.
- With this aim in mind, the TF debated at length about the location of the material. The TF believes that the material would be more effective if non-technical language is used. The TF, therefore, concluded that the proposed material should be placed in a separate section before Part 1 of the Code. The TF was also of the view that the Guide to the Code serves a different purpose and is not a suitable location to "house" the proposed material.

1. Businesses, governments and other institutions involve members of the **accountancy** profession in an ever broadening range of matters. They do so because they recognize the skills and values that members of the **P**profession bring to the work they undertake through:

(a) Adherence to ethical principles and standards;

(b) Business acumen;

(c) Expertise on technical and other matters; and

(d) Professional judgment.

The application of these skills and values gives confidence that a professional accountant's advice or other output is fit for the purpose for which it was provided.

2. The *International Code of Ethics for Professional Accountants (including International Independence Standards (the Code))* is developed by the International Ethics Standards Board for Accountants (IESBA). The Code sets out high quality ethical standards for adoption by professional **organizations** which are members of the International Federation of Accountants (IFAC), or for their use as a basis for their codes of ethics, and for others responsible for setting ethical standards for professional accountants in their jurisdictions.

3. Compliance with the Code lies at the heart of building and maintaining public confidence in the Profession. The Code acknowledges all professional accountants have a responsibility to act in the

public interest. Although acting in the public interest can be demonstrated by compliance with the Code, every professional accountant has an obligation to apply the spirit, and not just the letter, of the Code, in light of reasonable and informed public expectation.

### **Matters for IESBA Consideration**

2. Does compliance with the Code always mean that a professional accountant meets his/her obligation to act in the public interest or is more required?

#### Task Force View

- The TF considered the December 2018 Board discussions on the relationship between complying with the requirements of the Code and the PA's responsibility to act in the public interest
- The TF recognized that the Board does not have the authority to legislate that compliance with the Code means a PA has successfully discharged their responsibility to act in the public interest and that such decision rests with the relevant adjudicator within a jurisdiction such as a court of law or a professional body's disciplinary process.
- Paragraph 3 aims to support the proposition that compliance with the Code provides prima facie evidence that a PA has acted in the public interest. It also highlights the importance of following not only the letter, but also the spirit of the Code in light of public expectations.

## C. Proposed Revisions to Sections 100, 110 and 120

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

## SECTION 100

### COMPLYING WITH THE CODE

#### Introduction General

100.1 A1 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest. ~~A professional accountant's responsibility is not exclusively to satisfy the needs of an individual client or employing organization. Therefore, the Code contains requirements and application material to enable professional accountants to meet their responsibility to act in the public interest. The provisions of the Code and, in particular, the fundamental principles and the conceptual framework, set out the behaviors and approach to professional activities expected of professional accountants and support their responsibility to act in the public interest.~~

100.1 A2 Individuals who are members of an IFAC member body are required to comply with the Code or its equivalent, irrespective of their role, the nature of their work (e.g. accounting, tax or consulting) and the capacity in which they are engaged (e.g. as employees, contractors, partners, directors, or volunteers).

100.1 A3 Additionally, firms that are subject to the Code or its equivalent have a responsibility to ensure individuals, who are not professional accountants, who provide professional services for those firms comply with the Code or its equivalent.

#### Fundamental Principles and Conceptual Framework

100.2 A1 The Code sets out five fundamental principles to be complied with by all professional accountants. It also includes a conceptual framework that sets out the approach to be taken to identify, evaluate and address threats to compliance with those fundamental principles and, for audits and other assurance engagements, threats to independence.

100.2 A2 The remainder of the Code applies the fundamental principles and the conceptual framework to a range of facts and circumstances that professional accountants may encounter, whether in business or in public practice.

### Matters for IESBA Consideration

3. Currently, the Code recognizes that the profession has accepted a responsibility to act in the public interest. Does the Board consider that there should be a Requirement that a professional accountant should act in the public interest (e.g., "R100.1 - A professional accountant shall act in the public interest when undertaking a professional activity.")?
4. Does the Board support the proposed text in paragraphs 100.1A1 – 100.2.A2?

### Requirements and Application Material

- 100.23 A1 The requirements in the Code, designated with the letter "R", impose obligations.
- 100.23 A2 Application material, designated with the letter "A," provides context, explanations, suggestions for actions or matters to consider, illustrations and other guidance relevant to a proper understanding of the Code. In particular, the application material is intended to help a professional accountant to understand how to apply the conceptual framework to a particular set of circumstances and to understand and comply with a specific requirement. While such application material does not of itself impose a requirement, consideration of the material is necessary to the proper application of the requirements of the Code, including application of the conceptual framework.

**R100.34** A professional accountant shall comply with the Code. There might be circumstances where laws or regulations preclude an accountant from complying with certain parts of the Code. In such circumstances, those laws and regulations prevail, and the accountant shall comply with all other parts of the Code.

100.34 A1 The principle of professional behavior requires a professional accountant to comply with relevant laws and regulations. Some jurisdictions might have provisions that differ from or go beyond those set out in the Code. Accountants in those jurisdictions need to be aware of those differences and comply with the more stringent provisions unless prohibited by law or regulation.

100.34 A2 A professional accountant might encounter unusual circumstances in which the accountant believes that the result of applying a specific requirement of the Code would be disproportionate or might not be in the public interest. In those circumstances, the accountant is encouraged to consult with a professional or regulatory body.

### Breaches of the Code

**R100.45** Paragraphs R400.80 to R400.89 and R900.50 to R900.55 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.

100.45 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 110

### THE FUNDAMENTAL PRINCIPLES

#### General

110.1 A1 There are five fundamental principles of ethics for professional accountants:

- (a) Integrity – to be straightforward and honest in all professional and business relationships.
- (b) Objectivity – ~~not to compromise exercise professional or business judgments because of independently of, and without being compromised by: bias, conflict of interest or undue influence of others.~~
  - (i) Perception, emotion or imagination;
  - (ii) Conflict of interest;
  - (iii) Bias; or
  - (iv) Undue influence of, or reliance on, individuals, organizations or other factors (including technology).

#### Matters for IESBA Consideration

5. Does the Board support the revised description of “Objectivity”?

##### Task Force View

- The TF considered that reframing the description of ‘Objectivity’ from “what not to do” to “what to do” would be more impactful for readers. This proposed change is also consistent with the descriptions of the remaining four fundamental principles in paragraph 110.1 A1.
- The TF was also of the view that “Perception, emotion or imagination” should be added as a key factor to remind PAs that their objectivity could also be affected by these elements.
- The TF discussed with members of the IESBA Technology Working Group the potential impact of new technology, such as machine learning, on a PA’s decision-making process and agreed that “other factors (including technology)” should be added to the text to highlight to PAs that their objectivity may also be impaired by the use of technology.

- (c) Professional Competence and Due Care – to:
  - (i) Attain and maintain professional knowledge and skill at the level required to ensure that a client or employing organization receives competent professional service, based on current technical and professional standards and relevant legislation; and
  - (ii) Act diligently and in accordance with applicable technical and professional standards.

- (d) Confidentiality – to respect the confidentiality of information acquired as a result of professional and business relationships.
- (e) Professional Behavior – to comply with relevant laws and regulations and avoid any conduct that the professional accountant knows or should know might discredit the profession.

**R110.2** A professional accountant shall comply with each of the fundamental principles.

110.2 A1 The fundamental principles of ethics establish the standard of behavior expected of a professional accountant. The conceptual framework establishes the approach which an accountant is required to apply to assist in complying with those fundamental principles. Subsections 111 to 115 set out requirements and application material related to each of the fundamental principles.

110.2 A2 A professional accountant might face a situation in which complying with one fundamental principle conflicts with complying with one or more other fundamental principles. In such a situation, the accountant might consider consulting, on an anonymous basis if necessary, with:

- Others within the firm or employing organization.
- Those charged with governance.
- A professional body.
- A regulatory body.
- Legal counsel.

However, such consultation does not relieve the accountant from the responsibility to exercise professional judgment to resolve the conflict or, if necessary, and unless prohibited by law or regulation, disassociate from the matter creating the conflict.

110.2 A3 The professional accountant is encouraged to document the substance of the issue, the details of any discussions, the decisions made and the rationale for those decisions.

## **SUBSECTION 111 – INTEGRITY**

**R111.1** A professional accountant shall comply with the principle of integrity, which requires an accountant to be straightforward and honest in all professional and business relationships.

111.1 A1 Integrity implies fair dealing and truthfulness.

111.2 A1 Integrity also implies exercising resolve when confronting difficult situations, such as standing one's ground when facing pressure to do otherwise during the course of performing professional activities, and to challenge others as and when appropriate, even when doing so creates potential adverse personal or organizational consequences.

111.2 A2 Resolve involves acknowledging a dilemma, making a professional judgement as to the action(s) required to resolve that dilemma, and then acting accordingly.

### Matters for IESBA Consideration

6. Does the Board agree with the concept of “resolve”? Should an alternative term (e.g. courage, strength of character) be used?
7. Does the Board agree that the proposed text should form part of the material on integrity under Subsection 111?

### Task Force View

- At its December 2018 meeting, the Board was generally supportive of the TF’s rationale for developing new material about the need for confidence or strength of character as an enabler of compliance with the fundamental principles. However, the TF also noted that a few IESBA members expressed concerns about the use of the term “courage” in light of a previous presentation by representatives from the Institute of Chartered Accountants of Scotland (ICAS) at the [March 2016 IESBA meeting](#) about the proposed introduction of ‘moral courage’ as a new fundamental principle.
- The TF noted that during the discussion on the ICAS presentation during the March 2016 IESBA meeting, there was a suggestion that the term “moral” could be interpreted differently across cultures.
- Upon further consideration, the TF agreed that the term “resolve” should be used to explain that PAs need to have the determination to act appropriately in order to comply with the fundamental principles when facing difficult situations. The term “resolve” is defined in the Oxford Dictionaries as “firm determination to do something”.
- With regard to the location of the proposed text, the TF considered adding the material under Section 120 as an enabler to the application of the conceptual framework. However, on balance, the TF was of the view that the proposed text is best placed as application material under Subsection 111, given that the concept is closely aligned with acting with integrity.

**R111.32** A professional accountant shall not knowingly be associated with reports, returns, communications or other information where the accountant believes that the information:

- (a) Contains a materially false or misleading statement;
- (b) Contains statements or information provided recklessly; or
- (c) Omits or obscures required information where such omission or obscurity would be misleading.

111.32 A1 If a professional accountant provides a modified report in respect of such a report, return, communication or other information, the accountant is not in breach of paragraph R111.2.

**R111.43** When a professional accountant becomes aware of having been associated with information described in paragraph R111.2, the accountant shall take steps to be disassociated from that information.

## SUBSECTION 112 – OBJECTIVITY

**R112.1** A professional accountant shall comply with the principle of objectivity, which requires an accountant ~~not to compromise exercise~~ professional ~~or business~~ judgment ~~because of independently of, and without being compromised by: bias, conflict of interest or undue influence of others.~~

~~(a) Perception, emotion or imagination;~~

~~(b) Conflict of interest;~~

~~(c) Bias; or~~

~~(d) Undue influence of, or reliance on, individuals, organizations or other factors (including use of technology).~~

112.1 A1 An example of potential reliance on technology affecting objectivity is the professional accountant's use of information that has been generated from technology using some form of artificial intelligence. In such circumstances, there is a risk that undue reliance might be placed on these outputs by the accountant or that those outputs might unduly influence the exercise of professional judgement. Considerations for evaluating this risk include understanding the sources and processing of data to derive outputs and being satisfied that the outputs can be relied upon.

#### **Matters for IESBA Consideration**

8. Does the Board support the example of potential reliance on technology as application material for "Objectivity"?

**R112.2** A professional accountant shall not undertake a professional activity if a circumstance or relationship unduly influences the accountant's professional judgment regarding that activity.

### **SUBSECTION 113 – PROFESSIONAL COMPETENCE AND DUE CARE**

**R113.1** A professional accountant shall comply with the principle of professional competence and due care, which requires an accountant to:

(a) Attain and maintain professional knowledge and skill at the level required to ensure that a client or employing organization receives competent professional service, based on current technical and professional standards and relevant legislation; and

(b) Act diligently and in accordance with applicable technical and professional standards.

113.1 A1 Serving clients and employing organizations with professional competence requires the exercise of sound judgment in applying professional knowledge and skill when undertaking professional activities.

113.1 A2 Maintaining professional competence requires a continuing awareness and an understanding of relevant technical, professional and business developments. Continuing professional development enables a professional accountant to develop and maintain the capabilities to perform competently within the professional environment.

- 113.1 A3 Diligence encompasses the responsibility to act in accordance with the requirements of an assignment, carefully, thoroughly and on a timely basis.
- R113.2** In complying with the principle of professional competence and due care, a professional accountant shall take reasonable steps to ensure that those working in a professional capacity under the accountant's authority have appropriate training and supervision.
- R113.3** Where appropriate, a professional accountant shall make clients, the employing organization, or other users of the accountant's professional services or activities, aware of the limitations inherent in the services or activities.

## **SUBSECTION 114 – CONFIDENTIALITY**

- R114.1** A professional accountant shall comply with the principle of confidentiality, which requires an accountant to respect the confidentiality of information acquired as a result of professional and business relationships. An accountant shall:
- (a) Be alert to the possibility of inadvertent disclosure, including in a social environment, and particularly to a close business associate or an immediate or a close family member;
  - (b) Maintain confidentiality of information within the firm or employing organization;
  - (c) Maintain confidentiality of information disclosed by a prospective client or employing organization;
  - (d) Not disclose confidential information acquired as a result of professional and business relationships outside the firm or employing organization without proper and specific authority, unless there is a legal or professional duty or right to disclose;
  - (e) Not use confidential information acquired as a result of professional and business relationships for the personal advantage of the accountant or for the advantage of a third party;
  - (f) Not use or disclose any confidential information, either acquired or received as a result of a professional or business relationship, after that relationship has ended; and
  - (g) Take reasonable steps to ensure that personnel under the accountant's control, and individuals from whom advice and assistance are obtained, respect the accountant's duty of confidentiality.
- 114.1 A1 Confidentiality serves the public interest because it facilitates the free flow of information from the professional accountant's client or employing organization to the accountant in the knowledge that the information will not be disclosed to a third party. Nevertheless, the following are circumstances where professional accountants are or might be required to disclose confidential information or when such disclosure might be appropriate:
- (a) Disclosure is required by law, for example:
    - (i) Production of documents or other provision of evidence in the course of legal proceedings; or
    - (ii) Disclosure to the appropriate public authorities of infringements of the law that come to light;

- (b) Disclosure is permitted by law and is authorized by the client or the employing organization; and
- (c) There is a professional duty or right to disclose, when not prohibited by law:
  - (i) To comply with the quality review of a professional body;
  - (ii) To respond to an inquiry or investigation by a professional or regulatory body;
  - (iii) To protect the professional interests of a professional accountant in legal proceedings; or
  - (iv) To comply with technical and professional standards, including ethics requirements.

114.1 A2 In deciding whether to disclose confidential information, factors to consider, depending on the circumstances, include:

- Whether the interests of any parties, including third parties whose interests might be affected, could be harmed if the client or employing organization consents to the disclosure of information by the professional accountant.
- Whether all the relevant information is known and substantiated, to the extent practicable. Factors affecting the decision to disclose include:
  - Unsubstantiated facts.
  - Incomplete information.
  - Unsubstantiated conclusions.
- The proposed type of communication, and to whom it is addressed.
- Whether the parties to whom the communication is addressed are appropriate recipients.

**R114.2** A professional accountant shall continue to comply with the principle of confidentiality even after the end of the relationship between the accountant and a client or employing organization. When changing employment or acquiring a new client, the accountant is entitled to use prior experience but shall not use or disclose any confidential information acquired or received as a result of a professional or business relationship.

## **SUBSECTION 115 – PROFESSIONAL BEHAVIOR**

**R115.1** A professional accountant shall comply with the principle of professional behavior, which requires an accountant to comply with relevant laws and regulations and avoid any conduct that the accountant knows or should know might discredit the profession. A professional accountant shall not knowingly engage in any business, occupation or activity that impairs or might impair the integrity, objectivity or good reputation of the profession, and as a result would be incompatible with the fundamental principles.

115.1 A1 Conduct that might discredit the profession includes conduct that a reasonable and informed third party would be likely to conclude adversely affects the good reputation of the profession.

- R115.2** When undertaking marketing or promotional activities, a professional accountant shall not bring the profession into disrepute. A professional accountant shall be honest and truthful and shall not make:
- (a) Exaggerated claims for the services offered by, or the qualifications or experience of, the accountant; or
  - (b) Disparaging references or unsubstantiated comparisons to the work of others.
- 115.2 A1 If a professional accountant is in doubt about whether a form of advertising or marketing is appropriate, the accountant is encouraged to consult with the relevant professional body.

## **SECTION 120**

### **THE CONCEPTUAL FRAMEWORK**

#### **Introduction**

- 120.1 The circumstances in which professional accountants operate might create threats to compliance with the fundamental principles. Section 120 sets out requirements and application material, including a conceptual framework, to assist accountants in complying with the fundamental principles and meeting their responsibility to act in the public interest. Such requirements and application material accommodate the wide range of facts and circumstances, including the various professional activities, interests and relationships, that create threats to compliance with the fundamental principles. In addition, they deter accountants from concluding that a situation is permitted solely because that situation is not specifically prohibited by the Code.
- 120.2 The conceptual framework specifies an approach for a professional accountant to:
- (a) Identify threats to compliance with the fundamental principles;
  - (b) Evaluate the threats identified; and
  - (c) Address the threats by eliminating or reducing them to an acceptable level.

#### **Requirements and Application Material**

##### **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 and Review Engagements.*

**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.

**R120.5** When applying the conceptual framework, the professional accountant shall:

- (a) Exercise professional judgment [with a questioning mindset](#);
- (b) Remain alert for new information and to changes in facts and circumstances; and
- (c) Use the reasonable and informed third party test described in paragraph 120.5 A4.

*Exercise of Professional Judgment [with a Questioning Mindset](#)*

120.5 A1 Professional judgment involves the application of relevant training, professional knowledge, skill and experience commensurate with the facts and circumstances, including the nature and scope of the particular professional activities, and the interests and relationships involved. In relation to undertaking professional activities, the exercise of professional judgment is required when the professional accountant applies the conceptual framework in order to make informed decisions about the courses of actions available, and to determine whether such decisions are appropriate in the circumstances.

120.5 A2 An understanding of known facts and circumstances is a prerequisite to the proper application of the conceptual framework. Determining the actions necessary to obtain this understanding and coming to a conclusion about whether the fundamental principles have been complied with also require the exercise of professional judgment. [In such circumstances, the professional accountant might consider whether:](#)

- [The accountant's expertise and experience are sufficient to reach a conclusion.](#)
- [There is a need to consult with others with relevant expertise or experience.](#)
- [The accountant's own preconception or bias might be affecting the accountant's exercise of professional judgment.](#)

[120.5 A3](#) [Having a questioning mindset when exercising professional judgment enables the professional accountant to identify situations and information \(or the lack thereof\) that might require critical analysis. Critical analysis involves an appropriate evaluation of such situations and information to the extent determined by the accountant to be relevant to the advice or other outputs of the professional activity being undertaken.](#)

120.5 A43 In exercising professional judgment [with a questioning mindset](#), the professional accountant might consider, among other matters, whether:

- There is reason to be concerned that potentially relevant information might be missing from the facts and circumstances known to the accountant.

- There is an inconsistency between the known facts and circumstances and the accountant's expectations.
- ~~The accountant's expertise and experience are sufficient to reach a conclusion.~~
- ~~There is a need to consult with others with relevant expertise or experience.~~
- The information provides a reasonable basis on which to reach a conclusion.
- ~~The accountant's own preconception or bias might be affecting the accountant's exercise of professional judgment.~~
- There might be other reasonable conclusions that could be reached from the available information.

#### **Matters for IESBA Consideration**

9. Does the Board agree that "questioning mindset" should be included as a requirement in combination with the exercise of professional judgment in paragraph R120.5?
10. Does the Board agree with the material relating to "questioning mindset" and "critical analysis" in para 120.5 A3?
11. Does the Board agree with the location of the proposed text in Section 120.5 as part of the material on professional judgment?

#### Task Force View

- The TF is of the view that having a questioning mindset is essential for a PA when exercising professional judgment in the course of undertaking professional activities. By having this state of mind, a PA will assess the circumstances and information at hand and determine if any critical analysis might be necessary.
- Para 120.5 A3 is intended to make it clear that a questioning mindset is a characteristic or state of mind when assessing situations and information which will allow PAs to, amongst other things, determine whether further or other steps should be taken. Critical analysis is the term used to describe a type of assessment technique that a PA might consider to be a necessary step that forms part of the accountant's exercising of professional judgment.
- The TF took into consideration the clear majority views from responses to IESBA Consultation Paper, [\*Professional Skepticism – Meeting Public Expectations\*](#) that the Code should not require all PAs to exercise professional skepticism as defined in the ISAs and that that term is a term of art in audit and assurance standards and should be reserved for use by IAASB.
- The TF is of the view that the use of "questioning mindset" and "critical analysis" does not interfere with the use of "professional skepticism" in the ISAs nor will it create any undue confusion about how professional skepticism should be exercised as a result of the introduction of "questioning mindset" and "critical analysis" into the Code.

120.5 A5 The requirement to exercise professional judgement with a questioning mindset applies to all professional accountants when undertaking any professional activity. Professional skepticism, which is described in paragraphs 120.13 A1 and 120.13 A2, applies only to professional accountants when performing audits, reviews and other assurance engagements.

#### **Matters for IESBA Consideration**

12. Does the Board agree with the explanation of the relationship between “to exercise professional judgment with a questioning mindset” and professional skepticism as described in paragraph 120.5 A5? Is it necessary?

#### Task Force View

- The TF did not consider it necessary for the Code to further explain the correlation between the application of a questioning mindset for all professional activities and the application of professional skepticism when performing audits, reviews and other assurance engagements.

#### *Reasonable and Informed Third Party*

120.5 A~~6~~<sup>4</sup> The reasonable and informed third party test is a consideration by the professional accountant about whether the same conclusions would likely be reached by another party. Such consideration is made from the perspective of a reasonable and informed third party, who weighs all the relevant facts and circumstances that the accountant knows, or could reasonably be expected to know, at the time the conclusions are made. The reasonable and informed third party does not need to be an accountant, but would possess the relevant knowledge and experience to understand and evaluate the appropriateness of the accountant’s conclusions in an impartial manner.

#### **Identifying Threats**

**R120.6** The professional accountant shall identify threats to compliance with the fundamental principles.

120.6 A1 An understanding of the facts and circumstances, including any professional activities, interests and relationships that might compromise compliance with the fundamental principles, is a prerequisite to the professional accountant’s identification of threats to such compliance. The existence of certain conditions, policies and procedures established by the profession, legislation, regulation, the firm, or the employing organization that can enhance the accountant acting ethically might also help identify threats to compliance with the fundamental principles. Paragraph 120.8 A2 includes general examples of such conditions, policies and procedures which are also factors that are relevant in evaluating the level of threats.

120.6 A2 Threats to compliance with the fundamental principles might be created by a broad range of facts and circumstances. It is not possible to define every situation that creates threats. In addition, the nature of engagements and work assignments might differ and, consequently, different types of threats might be created.

120.6 A3 Threats to compliance with the fundamental principles fall into one or more of the following categories:

- (a) Self-interest threat – the threat that a financial or other interest will inappropriately influence a professional accountant’s judgment or behavior;
- (b) Self-review threat – the threat that a professional accountant will not appropriately evaluate the results of a previous judgment made; or an activity performed by the accountant, or by another individual within the accountant’s firm or employing organization, on which the accountant will rely when forming a judgment as part of performing a current activity;
- (c) Advocacy threat – the threat that a professional accountant will promote a client’s or employing organization’s position to the point that the accountant’s objectivity is compromised;
- (d) Familiarity threat – the threat that due to a long or close relationship with a client, or employing organization, a professional accountant will be too sympathetic to their interests or too accepting of their work; and
- (e) Intimidation threat – the threat that a professional accountant will be deterred from acting objectively because of actual or perceived pressures, including attempts to exercise undue influence over the accountant.

120.6 A4 A circumstance might create more than one threat, and a threat might affect compliance with more than one fundamental principle.

### **Evaluating Threats**

**R120.7** When the professional accountant identifies a threat to compliance with the fundamental principles, the accountant shall evaluate whether such a threat is at an acceptable level.

#### *Acceptable Level*

120.7 A1 An acceptable level is a level at which a professional accountant using the reasonable and informed third party test would likely conclude that the accountant complies with the fundamental principles.

#### *Factors Relevant in Evaluating the Level of Threats*

120.8 A1 The consideration of qualitative as well as quantitative factors is relevant in the professional accountant’s evaluation of threats, as is the combined effect of multiple threats, if applicable.

120.8 A2 The existence of conditions, policies and procedures described in paragraph 120.6 A1 might also be factors that are relevant in evaluating the level of threats to compliance with the fundamental principles. Examples of such conditions, policies and procedures include:

- Corporate governance requirements.
- Educational, training and experience requirements for the profession.
- Effective complaint systems which enable the professional accountant and the general public to draw attention to unethical behavior.

- An explicitly stated duty to report breaches of ethics requirements.
- Professional or regulatory monitoring and disciplinary procedures.

#### *Consideration of New Information or Changes in Facts and Circumstances*

**R120.9** If the professional accountant becomes aware of new information or changes in facts and circumstances that might impact whether a threat has been eliminated or reduced to an acceptable level, the accountant shall re-evaluate and address that threat accordingly.

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

- (a) Impact the level of a threat; or
- (b) Affect the accountant's conclusions about whether safeguards applied continue to be appropriate to address identified threats.

120.9 A2 If new information results in the identification of a new threat, the professional accountant is required to evaluate and, as appropriate, address this threat. (Ref: Paras. R120.7 and R120.10).

#### **Addressing Threats**

**R120.10** If the professional accountant determines that the identified threats to compliance with the fundamental principles are not at an acceptable level, the accountant shall address the threats by eliminating them or reducing them to an acceptable level. The accountant shall do so by:

- (a) Eliminating the circumstances, including interests or relationships, that are creating the threats;
- (b) Applying safeguards, where available and capable of being applied, to reduce the threats to an acceptable level; or
- (c) Declining or ending the specific professional activity.

#### *Actions to Eliminate Threats*

120.10 A1 Depending on the facts and circumstances, a threat might be addressed by eliminating the circumstance creating the threat. However, there are some situations in which threats can only be addressed by declining or ending the specific professional activity. This is because the circumstances that created the threats cannot be eliminated and safeguards are not capable of being applied to reduce the threat to an acceptable level.

#### *Safeguards*

120.10 A2 Safeguards are actions, individually or in combination, that the professional accountant takes that effectively reduce threats to compliance with the fundamental principles to an acceptable level.

### *Consideration of Significant Judgments Made and Overall Conclusions Reached*

**R120.11** The professional accountant shall form an overall conclusion about whether the actions that the accountant takes, or intends to take, to address the threats created will eliminate those threats or reduce them to an acceptable level. In forming the overall conclusion, the accountant shall:

- (a) Review any significant judgments made or conclusions reached; and
- (b) Use the reasonable and informed third party test.

### Other Considerations when Applying the Conceptual Framework

#### Bias

120.12 A1 Being aware of the risk of bias, whether conscious or unconscious, is important to the effective application of the conceptual framework when identifying, evaluating and addressing threats to compliance with the fundamental principles.

#### **Matters for IESBA Consideration**

13. Does the Board support the inclusion of bias in Section 120?

#### Task Force View

- “Bias” may be defined as “inclination or prejudice for or against one person or group, especially in a way considered to be unfair” or “inclination to present or hold a partial perspective at the expense of (possibly equally valid) alternatives”. In contrast to conscious bias, unconscious bias is hidden, implicit and unintentional in nature.
- The TF noted the generally accepted view that unconscious bias can distort the way a person thinks and therefore cloud their judgement. Further, the TF is of the view that unconscious bias can impair a PA’s exercise of professional judgment and their ability to apply the conceptual framework.
- Whilst noting that bias is already cited as a factor that may impact a PA’s objectivity under subsection 110, the TF formed the view that it is important to expand the concept in Section 120 by highlighting that being aware of one’s bias, whether conscious and unconscious, will reduce the risk and impact of bias and therefore contribute towards effective application of the conceptual framework.
- With regards to location, the TF had considered inserting the application material towards the end of Section 110 to highlight that bias is a potential threat to compliance with each of the fundamental principles. However, given the potential impact of bias on exercising judgment, the TF has determined that it would more appropriate to include the proposed text in Section 120.
- The TF also wishes to draw to the Board’s attention that the IAASB recently approved for public exposure [ISA 220 \(Revised\) Exposure Draft \(ISA 220 ED\)](#) on quality management at the engagement level. Amongst other things, the ISA 220 ED includes new application material on the potential impact of unconscious or conscious auditor bias on the engagement team’s professional judgement, as well as four examples of unconscious auditor bias that may affect the exercise of professional skepticism. In developing its proposed text, the TF considered the relevant material on bias in ISA 220 ED to ensure there is no undue inconsistency with the TF’s proposed text.

120.12 A2 Examples of unconscious bias that are relevant to be aware of in order to effectively apply the conceptual framework include:

- A tendency to use an initial piece of information as an “anchor” against which subsequent information is inadequately assessed (commonly referred to as “Anchoring Bias”);
- A tendency to place more weight on events or experiences that immediately come to mind or are readily available than those that are not (commonly referred to as “Availability Bias”);
- A tendency to place more weight on information that corroborates an existing belief than information that contradicts or casts doubt on that belief (commonly referred to as “Confirmation Bias”);
- A tendency to coalesce around a proposition, rather than challenging and questioning it (commonly referred to as “Groupthink”);
- A tendency to be over-optimistic about future events and to underestimate the likelihood of negative events (commonly referred to as “Overconfidence Bias”)

or

[A tendency to overestimate one’s own ability to make accurate assessments of risk or other judgments or decisions (IAASB definition of “Overconfidence Bias”);

- A tendency to base an understanding on a pattern of experiences, events or beliefs that is considered to be representative (commonly referred to as “Representation Bias”); and
- A tendency for a person’s expectations to influence how the person views a particular matter or person (commonly referred to as “Selective Perception”).

120.12 A3 Steps that might be taken to mitigate the impact of bias include involving others in the evaluation process, seeking advice from experts or introducing a devil’s advocate to provide appropriate challenge.

#### **Matters for IESBA Consideration**

14. Does the Board agree that it would be helpful to include in the Code examples of the different types of bias that may arise?
15. Does the Board agree with the descriptions of different types of bias in paragraph 120.12 A2?

#### Task Force View

- Whilst research and studies that explain the different categories of unconscious or cognitive biases are publicly available, the TF considered that it would be helpful and impactful to include in the Code, by way of examples, a list of common unconscious biases that are relevant to all PAs in the context of complying with Code. An alternative is to discuss the types of unconscious bias in a staff publication or other types of non-authoritative material.

### Organizational Culture

120.13 A1 The effective application of the conceptual framework is enhanced when the organizational culture at a firm or employing organization consistently promotes the importance of ethical values that align with the fundamental principles and other provisions set out in the Code.

120.13 A2 The promotion of an ethical culture is most effective when led by committed leaders and managers who overtly support the achievement of those principles by having in place appropriate education and training programs, performance criteria, management processes, and consequences when ethical principles are not upheld.

#### **Matters for IESBA Consideration**

16. Does the Board agree that the text on organizational culture should be added to the Code to remind professional accountants of its potential impact on the application of the conceptual framework?

#### Task Force View

- Upon further consideration, the TF maintained its view that having the right organizational culture and tone at the top is important in ethical behavior of PAs.
- Such view is reinforced by IAASB's recently approved International Standard on Quality Management (ISQM) 1 ED which contains proposed requirements and application material about the importance of a firm's culture in influencing the behavior of its personnel.

### **Considerations for Audits, Reviews and Other Assurance Engagements**

#### **Matters for IESBA Consideration**

17. Should the section on "Considerations for Audits, Review and other Assurance Engagements" (paragraphs 12.15 A1 – 12.15 A2) be revised as a new Section (e.g. Section 130)?

### *Independence*

120.14~~2~~ 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.

120.14~~2~~ 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.

### *Professional Skepticism*

120.153 A1 Under auditing, review and other assurance standards, including those issued by the IAASB, professional accountants in public practice are required to exercise professional skepticism when planning and performing audits, reviews and other assurance engagements. Professional skepticism and the fundamental principles that are described in Section 110 are inter-related concepts.

120.153 A2 In an audit of financial statements, compliance with the fundamental principles, individually and collectively, supports the exercise of professional skepticism, as shown in the following examples:

- Integrity requires the professional accountant to be straightforward and honest. For example, the accountant complies with the principle of integrity by:
  - (a) Being straightforward and honest when raising concerns about a position taken by a client; and
  - (b) Pursuing inquiries about inconsistent information and seeking further audit evidence to address concerns about statements that might be materially false or misleading in order to make informed decisions about the appropriate course of action in the circumstances.

In doing so, the accountant demonstrates the critical assessment of audit evidence that contributes to the exercise of professional skepticism.

- Objectivity requires the professional accountant ~~not to compromise~~ exercise professional or business judgment because of independently of, and without being compromised by: bias, conflict of interest or the undue influence of others.

- (a) Perception, emotion or imagination;
- (b) Conflict of interest;
- (c) Bias; or
- (d) Undue influence of, or reliance on, individuals, organizations or other factors (including technology).

For example, the accountant complies with the principle of objectivity by:

- (a) Recognizing circumstances or relationships such as familiarity with the client, that might compromise the accountant's professional or business judgment; and

- (b) Considering the impact of such circumstances and relationships on the accountant's judgment when evaluating the sufficiency and appropriateness of audit evidence related to a matter material to the client's financial statements.

In doing so, the accountant behaves in a manner that contributes to the exercise of professional skepticism.

- *Professional competence and due care* requires the professional accountant to have professional knowledge and skill at the level required to ensure the provision of competent professional service, and to act diligently in accordance with applicable standards, laws and regulations. For example, the accountant complies with the principle of professional competence and due care by:
  - (a) Applying knowledge that is relevant to a particular client's industry and business activities in order to properly identify risks of material misstatement;
  - (b) Designing and performing appropriate audit procedures; and
  - (c) Applying relevant knowledge when critically assessing whether audit evidence is sufficient and appropriate in the circumstances.

In doing so, the accountant behaves in a manner that contributes to the exercise of professional skepticism.