



RSM US LLP

July 5, 2022

Professional Ethics Executive Committee  
Professional Ethics Division  
American Institute of Certified Public Accountants  
1211 Avenue of the Americas, 19th Floor  
New York, NY 10036

Via email to [ethics-exposedraft@aicpa.org](mailto:ethics-exposedraft@aicpa.org)

**Re: Exposure Draft, *Proposed Revisions Related to Officers, Directors and Beneficial Owners*,  
AICPA Professional Ethics Division – June 3, 2022**

RSM US LLP (RSM) appreciates the opportunity to comment on the American Institute of Certified Public Accountants (AICPA) Professional Ethics Executive Committee's (PEEC) June 3, 2022 Exposure Draft, *Proposed Revisions Related to Officers, Directors and Beneficial Owners* (the Proposed Revised Interpretations). RSM is a leading provider of audit, tax and consulting services focused on the middle market.

Auditor independence is often referred to as the cornerstone of our profession because it is the foundation for the public's trust in assurance services. It is what sets the audit profession apart from other professions. High-quality independent audits and other attest services performed by our profession are critical to our clients' ability to obtain the equity capital and debt financing necessary to fund their operations.

We agree with aligning the requisite language in the Proposed Revised Interpretations with revisions from the loans, acquisitions, and other transactions project to update the threshold that defines where threats exist with ownership interests. We support the proposed changes to a more principles-based approach, notwithstanding that there will be additional documentation to demonstrate the position taken. Specifically, we agree with the proposed changes in:

- Proposed Revised Interpretation, "Offering or Accepting Gifts or Entertainment" (Section 1.120.010)
- Proposed Revised Interpretation, "Offering or Accepting Gifts or Entertainment" (Section 1.285.010)
- Proposed Revised Interpretation, "Conceptual Framework for Members in Public Practice" (Section 1.000.010)

**Other Possible Changes**

In our view, there are no other interpretations or guidance in the AICPA Code of Professional Conduct with thresholds that should be updated to better reflect where threats exist.

**Proposed Effective Date**

We agree that the Proposed Revised Interpretations should be effective on December 31, 2022, with earlier implementation allowed.

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We appreciate this opportunity to provide feedback on the Exposure Draft and would be pleased to respond to any questions you may have about our comments. Please direct any questions regarding this letter to Claire Blanton, National Director of Independence, Compliance and Ethics, at 704.206.7271.

Sincerely,

*RSM US LLP*

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