

# **MEMORANDUM OF UNDERSTANDING TO STRENGTHEN THE INSTITUTIONAL FRAMEWORK OF THE INTERNATIONAL ACCOUNTING STANDARDS COMMITTEE FOUNDATION**

## **PREAMBLE**

The European Commission, the International Organization of Securities Commissions, the Financial Services Agency of Japan, and United States Securities and Exchange Commission (collectively referred to as “capital markets authorities” for the purposes of this Memorandum of Understanding), which together represent authorities responsible for setting the form and content of financial reporting in the majority of the world’s capital markets, and the Trustees of the International Accounting Standards Committee Foundation (“IASCF”):

Considering that capital markets authorities are generally charged with the development and administration of accounting standards;

Considering that capital markets authorities historically have looked to private or stand-alone bodies to assist in establishing accounting standards;

Considering that capital markets authorities generally oversee national accounting standard setters to ensure that they are capable of improving the accuracy, transparency, comparability and effectiveness of financial reporting and the protection of investor interests;

Considering that accounting standard-setters should strive to keep their standards current to reflect changes in the business environment, as well as consider promptly emerging accounting issues and changing business practices;

Recognizing that the International Accounting Standards Board (“IASB”) is a stand-alone international accounting standard-setter committed to developing, in the public interest, a single set of high quality, understandable and enforceable global standards, also known as International Financial Reporting Standards (“IFRS”);

Recognizing that the IASB develops accounting standards for use by companies from developed and developing economies;

Recognizing that IFRS are increasingly used around the world, yet the IASCF has no formal relationship to capital markets authorities;

Asserting that establishing a formal relationship between capital markets authorities and the IASCF will facilitate the ability of these authorities to effectively discharge their mandates relating to investor protection, market integrity and capital formation;

Recognizing that the IASB is overseen by an independent body, the IASCF, which is charged with serving the public interest;

Desiring to further enhance the public accountability of the IASCF to support the increasing use of IFRS around the world;

Recognizing that the IASCF has changed its constitution to recognize the role of the IASCF Monitoring Board in reinforcing the public accountability of the IASCF Trustees;

Affirming and supporting the independence of the IASCF in setting high-quality accounting standards, through the IASB, for use around the world, and

Desiring to help strengthen this independence by supporting the establishment of a non-voluntary, transparent and stable funding platform for the IASCF;

Have reached the following understanding:

## **ARTICLE I: DEFINITIONS**

For purposes of this Memorandum of Understanding (“MOU”),

1. “IASCF Monitoring Board” or “Monitoring Board” means a body established by agreement among its members, the mission and operation of which are described in its charter. Its relationship to the IASCF is described in this MOU. Its initial members are:
  - The European Commission;
  - The Emerging Markets Committee and the Technical Committee of the International Organization of Securities Commissions (“IOSCO”);
  - The Financial Services Agency of Japan; and
  - The US Securities and Exchange Commission.

The Basel Committee on Banking Supervision shall participate in the IASCF Monitoring Board as an observer with voice but no vote.

2. “IASCF Constitution” means the \_\_\_\_\_ 2009 Constitution of the IASCF, as amended from time to time.<sup>1</sup>
3. “Trustees” means the Trustees of the IASCF, whose roles are described in the IASCF Constitution.

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<sup>1</sup> Located at [www.iasb.org](http://www.iasb.org)

## **ARTICLE II: GENERAL PROVISIONS**

4. The IASCF Monitoring Board and the Trustees agree to collaborate in the manner specified in this MOU.
5. This MOU does not alter the terms of the relationship between the Trustees and the IASB. This MOU also does not alter the Trustees' responsibilities as described in the IASCF Constitution.

## **ARTICLE III: PURPOSE AND DUTIES OF THE IASCF MONITORING BOARD**

### **6. Purpose of the IASCF Monitoring Board**

The primary purpose of the IASCF Monitoring Board is to serve as a mechanism for formal interaction between capital markets authorities and the IASCF, thereby facilitating the ability of capital market authorities that allow or require the use of IFRS in their jurisdictions to effectively discharge their mandates relating to investor protection, market integrity and capital formation. The IASCF Monitoring Board will help ensure the public accountability of the IASCF by monitoring and reinforcing the public interest oversight function of the IASCF, as well as to promote the continued development of IFRS as a high-quality set of global accounting standards.

### **7. Duties of the IASCF Monitoring Board**

The principal responsibilities of the IASCF Monitoring Board are to:

- i) Participate in the Trustee nominations process;
- ii) Approve Trustee nominees;
- iii) Review the adequacy and appropriateness of Trustee arrangements for financing the IASB;
- iv) Review the Trustees' oversight of the IASB's standard setting process, in particular with respect to its due process arrangements;
- v) Confer with the Trustees regarding their responsibilities, in particular in relation to the regulatory, legal and policy developments that are pertinent to the IASCF's oversight of the IASB; and
- vi) Refer matters of broad public interest related to financial reporting for consideration by the IASB through the IASCF.

## **8. Trustee Selection**

- A. Criteria for the selection or reappointment of a Trustee are those contained in the IASCF Constitution.
- B. In accordance with paragraph 7 of the IASCF Constitution, the Trustees shall establish procedures to invite applications for Trustee positions, including advertising vacant positions. These procedures shall be agreed by the IASCF Monitoring Board. The selection process will be administered by the Trustees in a transparent manner.
- C. The Trustees will propose a candidate for each open Trustee position. The Trustees shall provide the reasoning behind their choice of candidate. The IASCF Monitoring Board may submit names for the Trustees' consideration.
- D. Each Trustee candidate must be approved by the IASCF Monitoring Board.
- E. The Trustees will nominate a Chair from among their members, subject to the approval of the IASCF Monitoring Board.

## **9. IASB Oversight, Due Process and Funding**

- A. The IASCF Monitoring Board will confer with the Trustees regarding their oversight responsibilities in the following principal areas:
  - i. procedures relating to the due process and general oversight of the IASB;
  - ii. the IASB's agenda-setting process and work program, including the adequacy of the IASB's resources in the light of its work program;
  - iii. the adequacy of the IASB's procedures to ensure prompt and fair consideration of changes to IFRS accounting principles and standards so as to take into account emerging accounting issues and changing business practices;
  - iv. the IASB's due process, including the process for carrying out impact assessments and cost-benefit analyses;
  - v. the IASB's efforts to improve the accuracy and effectiveness of financial reporting and to protect investors; and
  - vi. the adequacy and appropriateness of the sources of funding and any other revenue arrangements of the IASCF, as well as the annual budget of the IASCF.
- B. The IASCF Monitoring Board may refer accounting issues to, and will confer regarding these issues with, the Trustees and the IASB Chair.
  - i. The Trustees will work with IASB to ensure these issues are addressed in a timely manner.

- ii If the IASB determines that consideration of the issue(s) identified by the IASCF Monitoring Board is not advisable or that the issue(s) cannot be resolved within the time frame suggested by the Monitoring Board, the Trustees should:
  - 1. call on the IASB to undertake all reasonable efforts to consider issue(s) in a manner that is consistent with the public interest, taking into account the protection of investors.
  - 2. call on the IASB to explain its position through the Trustees regarding the IASB's position on the issue(s); and
  - 3. promptly notify the IASCF Monitoring Board of the IASB's position.

**ARTICLE IV: COMMUNICATION BETWEEN THE IASCF MONITORING BOARD AND THE TRUSTEES**

- 10. The Trustees shall communicate with the IASCF Monitoring Board regarding their work, including in the following ways:
  - A. The Trustees shall report on the work of the IASCF annually in writing;
  - B. The Trustees shall meet regularly with the IASCF Monitoring Board to discuss its work. By common agreement of the two Chairpersons, other organizations with public policy responsibilities related to financial reporting may be invited to participate in these meetings on an *ad hoc* basis;
  - C. Upon request of the IASCF Monitoring Board, the Trustees, the Chairman of the Trustees, or the Chairpersons of the Trustees and the IASB shall meet with the IASCF Monitoring Board regarding any area of work of either the IASCF or the IASB. Without limitation, these discussions may cover the status of any matter that the IASCF Monitoring Board has referred for timely consideration by the IASCF and/or the IASB.
  - D. The IASCF Monitoring Board members shall update the IASCF and/or its staff on significant events in the regulatory environment (including those that relate to audit requirements and practices), or other areas to assist the IASCF in carrying out its responsibilities.
  - E. From time to time, the IASCF Monitoring Board and the Trustees shall discuss the functioning of this MOU and discuss whether changes are appropriate. Changes must be approved by a consensus among all signatories to this MOU.

**ARTICLE V: TERMINATION**

- 11. The IASCF Monitoring Board or the Trustees may terminate this MOU upon 60 days written notice.

Signed at \_\_\_\_\_, this \_\_\_\_ day of \_\_\_\_\_, 2009.