Sample Proposal

**Audit Firm Independence Report Proposal**

Auditor independence is the foundation for investor confidence in financial reporting. The Public Company Accounting Oversight Board (PCAOB) describes auditor independence as “both a description of the relationship between auditor and client and the mindset with which the auditor must approach his or her duty to serve the public.” One measure of an independent mindset is the auditor’s ability to exercise “professional skepticism,” an attitude that includes a questioning mind and a critical assessment of audit evidence. An auditor must conduct an audit engagement “with a mindset that recognizes the possibility that a material misstatement due to fraud could be present, regardless of any past experience with the entity and regardless of the auditor’s belief about management’s honesty and integrity.”

In a system in which corporate audit clients pay for-profit accounting firms to audit their financial statements, every effort must be made to protect auditor independence. Long-term auditor-client relationships are common, with the average auditor tenure at the largest 100 U.S. companies averaging 28 years, and 21 years at the 500 largest companies. Proxy data indicates that BMC Software, Inc (“Company”) has retained Ernst & Young LLP as its outside auditor since 2002, and paid $63,975,000 in total fees to Ernst & Young over the last 10 years.

We believe the Board’s Audit Committee, whose members have a principal responsibility to protect auditor independence, should provide shareholders an annual Audit Firm Independence Report to give shareholders insight into the auditor–client relationship and efforts undertaken to protect auditor independence.

**Therefore, Be it Resolved:** That the shareholders of BMC Software, Inc request that the Board Audit Committee prepare and disclose to Company shareholders an annual Audit Firm Independence Report that provides the following:

1. Information concerning the tenure of the Company’s audit firm if such information is not already provided, as well as the aggregate fees paid by the Company to the audit firm over the period of its engagement;
2. Information as to whether the Board’s Audit Committee has a policy or practice of periodically considering audit firm rotation or seeking competitive bids from other public accounting firms for the audit engagement, and if not, why;
3. Information regarding the mandated practice of lead audit partner rotation that addresses the specifics of the process used to select the new lead partner, including the respective roles of the audit firm, the Board’s Audit Committee, and Company management;
4. Information as to whether the Board’s Audit Committee has a policy or practice of assessing the risk that may be posed to the Company by the long-tenured relationship of the audit firm with the Company;
5. Information regarding any training programs for audit committee members relating to auditor independence, objectivity, and professional skepticism, and
6. Information regarding additional policies or practices, other than those mandated by law and previously disclosed, that have been adopted by the Board’s Audit Committee to protect the independence of the Company’s audit firm.