

## Responsibilities of a Director on the Institute of Internal Auditors NZ Board 2025

### National Board Member

**Purpose:** To govern the Institute in accordance with the Rules, By-Laws, and policies.  
To pursue and apply best practice for the benefit and viability of the Institute.  
To govern in accordance with the vision, mission, values, philosophies, and strategic goals of the Institute.

### Current Constitution Rules Prescriptive Purpose as of 25 February 2025:

#### 4. PURPOSES AND OBJECTS

The Institute is required to operate within the scope of its objects. The following objects outline the activities that The Institute may undertake.

- 4.1 To develop the profession of Internal Auditing and related disciplines in New Zealand.
- 4.2 To encourage persons practising Internal Auditing to adopt the Professional Standards and the Code of Ethics approved by The Institute.
- 4.3 To promote and advocate the Policies of The Institute.
- 4.4 To foster the training, education and qualifications of persons practising or intending to practice the profession in New Zealand.
- 4.5 To grant diplomas, certificates, and classifications of membership in recognition of a person's proficiency in the profession.
- 4.6 To provide adequate communication to keep members abreast of current events in Internal Auditing which can be beneficial to them, their employers and their communities.
- 4.7 To develop or provide lectures, meetings, conferences, and publications, to promote research in Internal Auditing and related disciplines and to liaise with other professional bodies or government departments (or agencies) on matters of common interest.
- 4.8 To promote any other activities which are in the interest of The Institute.
- 4.9 To represent the Profession of Internal Auditing in New Zealand by being a National Institute (Affiliate) of IIA Global.

#### IIA NZ BOARD OF DIRECTORS

The Board shall consist of representatives of the membership elected in accordance with processes as set out in the current By-Laws.

**Current Term:** Two years from the date of the Annual General Meeting at which the member was elected (unless co-opted to fill and an unexpired term). Board members serve an initial two-year term and may stand for re-election for one additional consecutive term. After

serving two consecutive terms, members must step down but may be eligible to rejoin after a break in service.

**2025 Constitution Term:** Board members serve a three-year term from the date of the Annual General Meeting at which they were elected (unless co-opted). They may stand for re-election for one additional consecutive term, allowing for a maximum of two consecutive terms (3+3 years). After completing two consecutive terms, members must step down but may be eligible to rejoin after a break in service.

Note: The current term structure is subject to change in accordance with the adoption of the IIA NZ Constitution at the AGM 2024 (held in 2025), as part of our obligation to the Incorporated Society Act changes.

#### **Duties of the Board and election of the IIA NZ Board Chair**

- 7.5 The Board shall elect a Chairperson at the first Board meeting after the Annual General Meeting of The Institute.
- 7.7 The duties of the Board are outlined in the By-Laws.
- 8.7 The Chairperson, shall be the Chairperson for all meetings of the Board for the 12 month period, or in his or her absence, a Chairperson for the meeting shall be elected from among the members of the Board (other than co-opted members) present.
- 8.8 The Board may co-opt from time-to-time additional members with or without full voting rights provided that at no time shall there be more than three [3] such co-opted members. Their term of office shall expire at the next Annual General Meeting of The Institute following their appointment unless their appointment is earlier rescinded by the Board. A person may be co-opted because they bring particular expertise to the Board and such person(s) may or may not be a current financial member.

#### **LEGAL PROCEEDINGS**

The Board shall have the sole responsibility to initiate and conduct legal proceedings brought against any individuals or organisations by The Institute and to defend legal proceedings brought against The Institute or its officers being agents of The Institute.

IIA NZ indemnifies all board directors and National office employed staff in their voluntary capacity but only while they are acting in that capacity.

#### **IIA NZ expects members of the National Board to:**

- Board members have a legal and fiduciary duty to ensure the organisation's sustainability, performance, and compliance through effective governance and collective decision-making.
- Integrate the principles of continuous quality improvement into all activities.
- Adhere to IIA NZ policies and disclose conflicts and declarations of interest.
- Respect IIA NZ members' privacy and uphold confidentiality rights.
- Maintain a professional and business-like demeanour through appropriate attire and behaviour when representing IIA NZ.
- Engage in and contribute to National Board meetings.

#### **Primary Objectives:**

- Govern the Institute effectively and align with IIA NZ direction, policy, and strategy, as well as the Rules of the Institute.
- Develop and annually review the Institute’s strategic plan.
- Approve the annual budget.
- Oversee the development of the annual strategic business plan and budget in conjunction of the co-opted IIA NZ Treasurer.
- From time to time, review reports and monitor the implementation of strategic and business plans.
- Prepare for, participate in, and contribute knowledge and experience to Board meetings while adhering to recognised protocols for appropriate conduct of Board meetings.
- Represent IIA NZ at meetings and forums with the IIA NZ CEO as required or in relation to portfolio or area of special interest.
- Be informed about the wider political, social, economic, and legal environments within which the Institute operates.
- Implement strategies which contribute to raising the awareness of IIA NZ and provide advocacy and policy advice to government/politicians and appropriate external agencies.
- Be conversant with the communications sent from the IIA NZ office to members.
- Be involved as a Committee Chair or sit on one or more IIA NZ Committees, additional to the Board role.

### **Board Meetings:**

Board members must attend scheduled Board meetings, predominantly held every six weeks on Wednesdays from 09:00 – 11:00 AM. Participation is online via Teams, with in person meetings twice a year. Consistent attendance is expected to fulfil governance responsibilities.

#### **8.2 Board Meeting Quorum:**

No business shall be transacted at any Board meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum shall be not less than half the Board members plus one, all personally present and eligible to vote.

#### **Board Meeting Schedule 2025-2026**

After the AGM, all elected Board members will receive Board meeting invites for the full tenure year, spanning May 2025 – May 2026. These meeting dates are set based on the Board and National Office schedules and are rarely subject to change.

No meetings are held in January.

The Board also meets in person twice per year: at the AGM in Wellington, with a Board induction meeting after the AGM and once in conjunction with the IIA NZ conference programme. Attendance is required for any extraordinary meeting when called.

It is vital that every board member turns up well prepared and up to date on the issues at hand. Board papers often contain sensitive information, and all reasonable care is to be taken to ensure they are kept secure.

#### **7.9 Vacation of Office**

- i. A Board member may resign from the Board by written notice.

- ii. A person ceases to be a Board member if he or she
  - a. Ceases to be a member of The Institute; or
  - b. Fails to attend three consecutive Board meetings without a leave of absence from the Chairperson.
- iii. A Board member may be removed from office by the Chairperson by reason of:
  - a. Inability to perform the requirements of the position.
  - b. Neglect of duty
  - c. Misconduct
  - d. Bankruptcy.

## **Committees**

IIA NZ has four strategic committees: Policy, Advocacy, Education, and Membership. After the AGM, all elected Board members will receive Board meeting invites for the full tenure year, spanning May 2025 – May 2026. These meeting dates are set based on the Board and National Office schedules and are rarely subject to change.

The committees meet every 4-6 weeks, whenever possible, and meetings are typically scheduled before a Board meeting. The format of committee meetings is determined by the committee and the IIA NZ CEO for the year. Each committee operates under an IIA NZ Committee Policy document, and every member who is part of the respective committee agrees to abide by the conditions outlined in this document.

## **Time Commitment**

Board members should anticipate a commitment of at least 2 hours per week, increasing to 5+ hours for Committee Chairs. This includes meeting preparation, attendance, and strategic initiatives. Time commitments may fluctuate based on governance responsibilities.

However, the precise time commitment is challenging to quantify due to the role's varied nature, which includes attendance at 4-6 weekly scheduled meetings, participation in two annual in-person days, engagement in the Board strategic committee, and support for Committee and/or Institute initiatives. Additionally, individuals are expected to allocate sufficient preparation time before each meeting and to respond to emails on a weekly basis.

For further information, please contact the Chief Executive, Sally Dunbar, at [ceo@iianz.org.nz](mailto:ceo@iianz.org.nz) or by telephone at 04 384 8840.