

Responsibilities of a Director on the Institute of Internal Auditors NZ Board 2026

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 AGM 2025:

PURPOSES AND OBJECTS

The purposes of The Institute, within New Zealand and New Zealand's Exclusive Territory (being a geographic area defined and approved by The IIA Global), are:

- a. To develop the profession of Internal Auditing and related disciplines.
- b. To encourage persons practising Internal Auditing to adopt the Global Internal Audit Standards, issued by The IIA Global.
- c. To promote and advocate for The Institute and the Internal Auditing profession.
- d. To foster the training, education and qualifications of persons practising or intending to practise internal auditing.
- e. To grant diplomas, certificates, and classifications of membership in recognition of a person's proficiency in the profession.
- f. To provide adequate communication to keep Members abreast of current and flagship events in Internal Auditing which can be beneficial to them and to their employers.
- g. 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.
- h. To promote any other activities which are in the interest of The Institute.
- i. To represent the Profession of Internal Auditing.

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.

IIA NZ Constitution Term:

At the AGM 2025, Board members now 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.

2025 CONSTITUTION

In light of your interest in becoming an IIA NZ Board member, we ask that you also review the 2025 Constitution for further reference and information on the position and the duties it carries.

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 or Thursdays 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.

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 2026-2027

After the AGM, all elected Board members will receive Board meeting invites for the full tenure year, spanning June 2026 – May 2027. 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.

Vacation of Office

- a. A Board member may resign from the Board by written notice.
- b. A person automatically ceases to be a Board member if they:
 - i. cease to be a Member of The Institute; or
 - ii. fail to attend three (3) consecutive Board meetings without a leave of absence from the Chairperson; or
 - iii. become disqualified pursuant to section 47(3) of the Act; or
 - iv. die.
- c. A Board member may be removed from office by the Chairperson by reason of:
 - i. Inability to perform the requirements of the position; or
 - ii. Neglect of duty; or
 - iii. Misconduct; or
 - iv. Bankruptcy.

No act or proceeding of the Board or of any person authorised to act as a member of the Board shall be invalidated in consequence of there being a vacancy in the membership of the Board at the time of the act or proceeding, or of subsequent discovery of some defect in the election or appointment of any member of the Board.

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 June

2026 – May 2027. These meeting dates are set based on the Board and National Office schedules and are rarely subject to change.

The committees meet every 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 - 5 hours per week, increasing to 5 – 7 + 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 6 – 8 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 or by telephone at 04 384 8840.