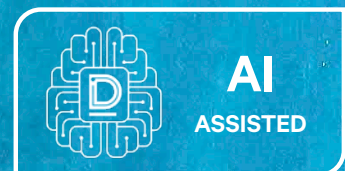
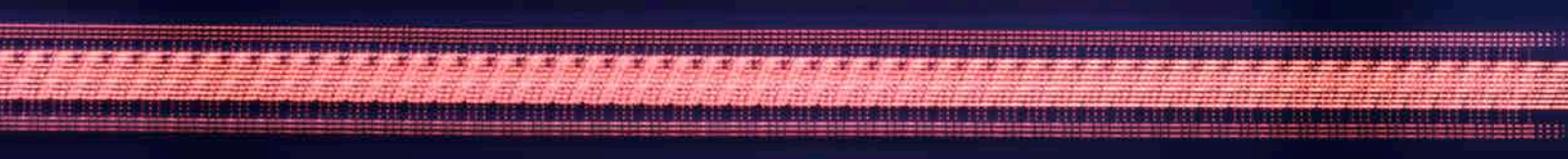


Boards at speed: Decisions, data and duties

Leadership Conference Reader • 2025





FOREWORD FROM IoD CHAIR ROSS BUCKLEY

Directors today are leading in a world of complexity, uncertainty and volatility. Technology is advancing faster than governance, climate and nature are central to strategy, and demographic shifts are reshaping our workforce, customers and communities. Growth is uneven, geopolitics disruptive and trust in institutions under pressure. None of this reduces the responsibility of boards to deliver performance – it makes our role clearer: hold fast to purpose, act with care and make decisions at pace.

From my experience – as Chair of the Institute of Directors, as a director including at ASB, and from many years working with boards – three challenges stand out.

First, how to strengthen decision-making when uncertainty is high. This calls for sharper board papers, braver agendas and the discipline to land decisions clearly.

Second, how to improve our fluency in AI, data and cyber. These are no longer niche topics but central to value creation and risk oversight.

Third, how to treat climate and nature as live issues on the balance sheet – shaping costs, cashflows and capital allocation, not just long-term commitments.

The strongest boards I see are both curious and cohesive. They invest in the chair-CEO partnership, create safe rooms where challenge is welcomed early, and hold themselves to account with the same openness and honesty they expect of management.

This Reader is designed to help you do just that: arrive at the Leadership Conference prepared and leave with ideas you can apply in your own boardroom.

Ngā mihi

Ross Buckley CMIInstD

Chair, Institute of Directors New Zealand

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Peter Fogden on Unsplash

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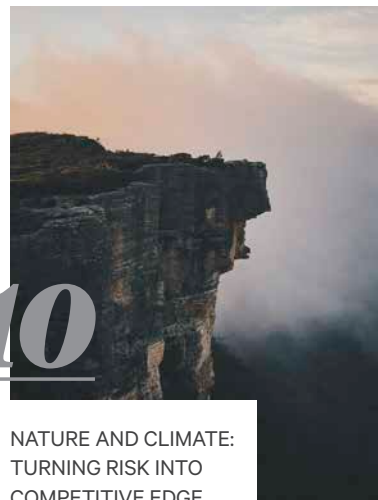
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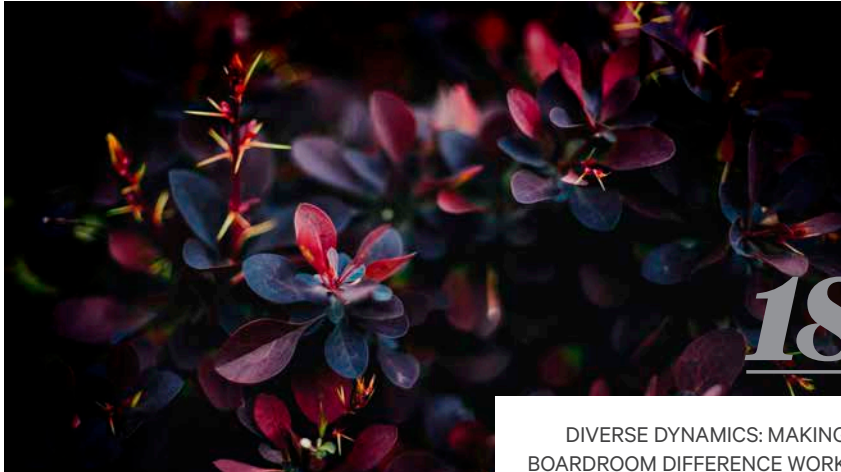
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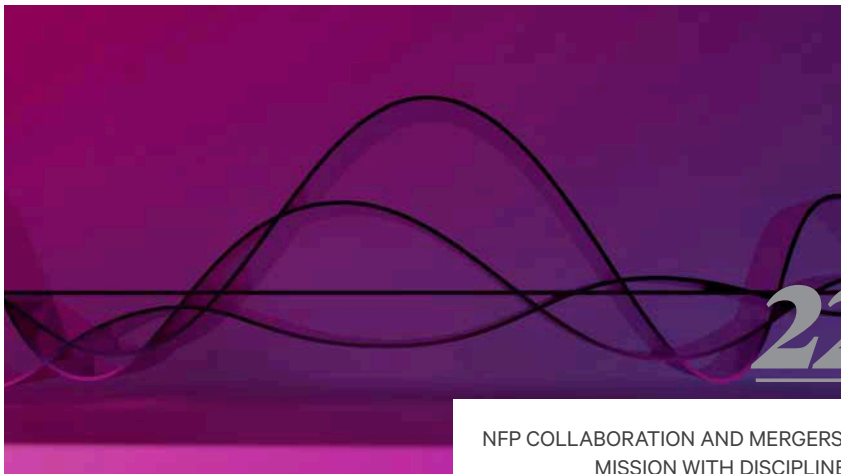
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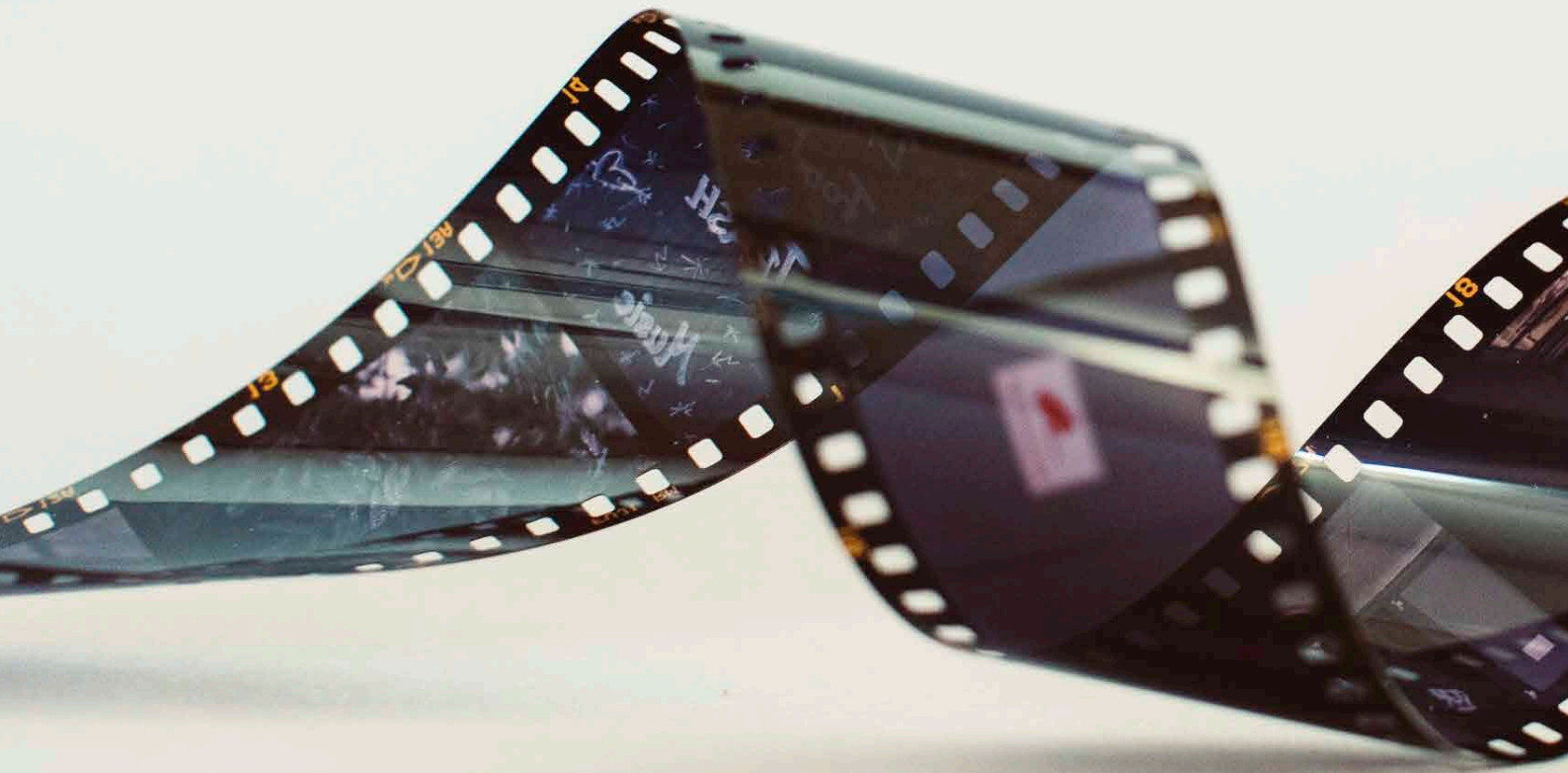
RISK: THE 'BREAKFAST OF CHAMPIONS'



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From curated content to action: A 'Reader' guide



This year's IoD Leadership Conference focuses on six conversations that boards often avoid until they can't. These are not edge issues; they are the themes shaping board performance, stakeholder confidence and long-term resilience in New Zealand today.

This Reader is designed as both preparation and follow-up. Use it before the conference to sharpen the questions you bring to each session, and afterwards as a reference point for board discussions. Each section begins with why the theme matters now, followed by short summaries and curated resources, mainly from IoD guides, toolkits and articles, with links so you can explore further.


The six areas are:

- **AI at the board table:** Boards are moving beyond asking "what is AI?" to overseeing where and how it creates value safely. This includes setting risk appetite, safeguarding data, and balancing opportunities in efficiency and customer experience with oversight of bias, explainability and workforce impacts.
- **Nature and climate as capital:** Climate and nature risks are now balance sheet items that affect costs, supply chains, financing and market access. This section provides resources on materiality, scenario planning, credible targets and opportunities in the transition.
- **The chair-CEO equation:** In volatile conditions, the chair-CEO partnership is central to performance. The focus here is on role clarity, information flows, cadence of engagement and how to reset rhythms during strategy shifts, major transactions or crises.
- **Diverse dynamics in complex decisions:** Diversity only adds value if it strengthens decision-making. This section explores how to create safe environments for dissent, check cognitive bias and convert varied perspectives into faster, stronger outcomes.
- **Not-for-profit collaboration and mergers:** For many NFPs, funding pressures are driving alliances, shared services or mergers. Guidance here covers purpose alignment, due diligence, stakeholder engagement and lessons from integration, while protecting trust and mission.
- **Risk oversight fit for the decade ahead:** Boards need to move beyond static risk registers to integrated oversight of interconnected risks such as cyber, AI, climate, supply chains and regulation. The resources show how to connect risk with strategy, culture and forward-looking indicators.

The challenge is not simply to read these resources, but to act on them. Aim to identify two or three priorities each board cycle, sharper questions, updated metrics or areas where deeper capability is needed. The 2025 Leadership Conference and this Reader are here to support directors in turning complex issues into clear actions that strengthen governance today and for the future.

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Markus Spiske on Unsplash

AI at the board table: From hype to hands-on



Generative AI has quickly shifted from novelty to normal. The question for boards is no longer if it will affect their organisation, but how and how fast. The bigger governance risk isn't moving too early – it's drifting into scattered pilots, staff using unapproved tools and unclear accountability. Directors need to understand where AI touches customers, finances and reputation, and whether there is a clear plan that balances value with proper safeguards. Put simply: is the organisation taking a deliberate, well-governed approach to learning about AI, or are staff and suppliers already using tools in ways the board doesn't see or control?

Photo by:
GVZ 42 on Unsplash

AI should be treated as a strategic capability, not just an IT add-on. That means assigning an executive owner, setting a budget and agreeing guardrails (boundaries aligned with the organisation's appetite for risk). Boards must expect management to provide a clear map: where AI could automate work, assist people or retire processes; what data powers these moves; and how success will be measured. Priority should go to projects that are important, testable and reversible if things go wrong.

The quality of data will shape the quality of AI outcomes. Boards should insist on clarity around data sources, ownership, permissions and potential biases. Policies covering sensitive data, customer consent and data storage must apply not only to in-house systems but also to third-party tools. So-called "shadow AI" – where staff paste data into public tools without approval – is a governance issue. The fix is to set clear boundaries, approve safe tools and provide training.

Every AI gain can also create new risks. Threats such as model poisoning (where attackers tamper with training data), prompt injection (tricking the system with hidden instructions), or automated fraud are already real. Oversight cannot sit in silos. Audit and risk, people and culture, and technology committees need a coordinated rhythm on AI so trade-offs are clear. Boards should also ask for "red team" exercises (where teams deliberately try to break or exploit systems) and for incident playbooks that cover data leaks, model errors and reputational responses.

AI doesn't remove the need for human judgement. Boards should set thresholds for when a person must approve an AI decision – "human-in-the-loop" – and when they must be able to intervene if something looks wrong – "human-on-the-loop". Directors should expect clear decision rights, audit trails and plain English explanations of what systems can and cannot do.

An AI policy should be short and practical – ideally one page – naming responsible roles, banned practices, approved tools, data rules and reporting lines. Pair this with quarterly updates that are commercial as well as technical: value delivered, risks identified, incidents including near misses, staff training progress and upcoming pilots. Importantly, 'not yet' should be an acceptable answer when a project fails security, ethics or business tests.

AI adoption is as much about job design and trust as technology. Where roles are augmented, staff need time and training. Where tasks are automated, redeployment plans must be credible. If workers feel they are being replaced by tools they are also asked to train, risks and errors will rise. Treat unions, contractors and professional groups as stakeholders in the change, not just audiences for announcements.

Finally, boards should track more than cost savings or speed. Ask for indicators such as customer outcomes, error rates, bias and fairness where people are affected, the number of shadow AI incidents, and how quickly model errors are fixed. These leading signals help boards judge whether AI is being scaled safely. The aim isn't to chase trends. It's to build fluency, maintain control and ensure AI strengthens rather than undermines long-term resilience.

DIG DEEPER INTO AI:

Governing in the age of disruption: Artificial intelligence (Global Network of Directors Institutes).

This global report helps boards oversee AI – not just the technology, but its strategic alignment, workforce impact, reputation, compliance and risk. It flags capability gaps (many boards still lack in-house AI expertise) and highlights rising concerns such as misinformation, bias, privacy and the spread of unsanctioned “shadow AI”. The takeaway for New Zealand directors is a benchmarking lens: compare your board’s literacy, policies and risk treatment to international practice, then prioritise upskilling and clearer accountability. It’s a concise way to test whether your oversight matches the speed and scope of change.

Read more: [Here](#)

A Director’s Guide to AI Board Governance

This practical guide sets out nine board-level principles – from treating AI as strategy, to risk categorisation, board capability, structure, data governance, people impact, trust and embedding AI into governance practice. It also clarifies the New Zealand context (no comprehensive AI statute yet, with stricter regimes offshore), helping directors calibrate policy, assurance and reporting. Use it to frame a one-page AI policy, assign clear roles and decide where “human-in-/on-the-loop” must apply. For New Zealand boards, it’s an actionable blueprint to fold into committee charters and quarterly reporting.

Read more: [Here](#)

Light on rules, heavy on responsibility: AI and the board’s role

New Zealand’s first national AI strategy, released in July, signals strong support for adoption but keeps regulation light. No new laws are planned, leaving boards responsible for ensuring ethical, safe and strategic use. The accompanying Responsible AI Guidance outlines key governance issues – oversight, accountability, data quality and risk management – without imposing binding rules. With trust in AI low among New Zealanders and employee use often outpacing oversight, boards must close the gap between practice and perception. Directors should demand visibility of AI use, test vendor claims, align policies with expectations and ensure staff are supported. The strategy urges investment, but governance must ensure AI strengthens capability and earns trust.

Read more: [Here](#)


AI in the boardroom: Balancing efficiency with prudence

The appeal of using AI for tasks such as minute-taking is clear, but the legal risks for boards are substantial. Directors remain personally responsible under the Companies Act to act with care, diligence and good faith, and cannot delegate these duties to AI. Board minutes are statutory records and courts regularly rely on them as evidence. If AI tools fabricate, omit or alter content, liability sits with directors, not providers. Data governance and confidentiality risks are equally pressing, with offshore storage and vendor training clauses common. Boards must establish robust oversight, verification and contractual safeguards before adopting AI, ensuring efficiency does not compromise statutory obligations.

Read more: [Here](#)



Nature and climate: Turning risk into competitive edge



Climate and nature risks are no longer disclosure issues; they are decision issues. Markets are already pricing them in. Insurers are retreating from marginal assets, lenders are tightening terms and customers are questioning how and where products are made. For New Zealand boards, these external signals matter, but the real pressure is internal: deciding what is material, where to allocate capital, how to manage risk and how to position strategy for resilience and growth.

Directors need clear visibility of where the business is most exposed. Physical risks – such as flood, fire and heat – can disrupt sites, supply chains and logistics. Transition risks show up through carbon pricing, new policies or tighter customer standards. Liability risks arise when claims cannot be substantiated or when products fall short of evolving rules. Boards should ask management for straightforward exposure maps that highlight which revenue lines, assets, customers, suppliers and counterparties sit in the highest-risk zones.

Photo by:
Billy Pasco on Unsplash

Addressing climate and nature is not just defensive. Efficiency gains and product redesign protect margins today: electrifying fleets, cutting energy use, switching to circular materials and improving demand forecasting. Nature-positive investments, such as restoring wetlands or protecting catchments, reduce downside risks while strengthening licence to operate. The board's role is to test which initiatives deliver quick returns, which require patient capital and how they align with the broader capital plan.

Directors should ask for scenarios, not slogans. Two or three plausible futures are enough to stress-test cashflows, asset lives and resilience. Capital proposals should make the trade-offs clear. How do costs and revenues shift if carbon or insurance prices rise? Which revenues are at risk if customer standards tighten? Which projects create option value in uncertain conditions? Incentives should link execution to measurable outcomes – emissions, adaptation milestones and nature targets – alongside financial performance.

Disclosure rules will keep changing but substance matters more than form. A credible plan should include a pathway that shows how emissions and nature impacts will reduce over time; a resilience story that explains how operations, supply chains and products will adapt; and evidence that withstands scrutiny, backed by data, governance and assurance.

Governance structures must keep pace. Climate and nature are not new silos but lenses on existing risks. Audit and risk committees should probe data quality, scenario processes and third-party dependencies. Health and safety oversight should extend to climate-amplified hazards and workforce wellbeing. Succession and capability planning must cover roles central to resilience and decarbonisation. And as operations digitise to improve efficiency and traceability, boards must also keep a close watch on cyber risks.

Supply chains are often the weak link. Boards should expect a tiered view of critical suppliers and consider how to support them with templates, financing or incentives. Collaboration across sectors can raise standards faster and reduce duplication, especially for exporters facing tighter border requirements.

Credibility will come from visible action. Communities look for flood-proofed facilities, greener transport and more efficient buildings. Employees need training and resources to deliver change safely. Investors expect candour, evidence and discipline. This is not activism; it is capital discipline under new conditions – governance that protects the downside while creating the right to grow.

Good practice should be clear. A plain English plan linking climate and nature to strategy. A handful of initiatives moving from pilot to scale. Board reporting that blends financial and non-financial measures. And risk and assurance processes that treat climate and nature as part of the core governance system. Done well, this is not about compliance – it's about building advantage.

DIG DEEPER INTO NATURE AND CLIMATE:

Climate governance – key resources for boards

This curated gateway brings together governance guides, practical checklists, reporting frameworks and tools tailored for directors. It ranges from starter resources such as the Board Toolkit and Sustainability Reporting Guide, through to materials for climate reporting entities, including transition planning and scenario analysis. It also features insights and reflections from directors, such as *Lessons from the front line* and *What difference can directors make?* The collection supports boards to clarify roles, strengthen oversight of risk and capital, and meet evolving national disclosure requirements and international trade standards.

Read more: [Here](#)

Navigating the short- and long-term trade-offs

This article helps boards balance short-term survival against long-term resilience. The temptation to focus narrowly on immediate pressures can create the bigger risk of short-term gain but long-term pain. This article highlights how capital allocation decisions need to take a broader view, considering not just financial returns but also human, natural and social capital. Embedding this wider perspective is vital in today's uncertain environment, particularly for New Zealand where fragile natural resources and intergenerational impacts must shape strategy and guide sustainable business performance.

Read more: [Here](#)

Accelerating business investment for a competitive future

Climate change poses urgent challenges and significant opportunities for businesses that act decisively. Drawing on research from NZIER and the IoD's Top Five issues for 2025, this article argues investment in climate mitigation and adaptation is not just risk management but a path to long-term value, market access and competitive strength. Directors face investment risks, greenwashing pressures and "free-rider" hesitancy. The article empowers boards to integrate climate into governance, capital allocation and stakeholder communication, turning climate action into a strategic advantage.

Read more: [Here](#)

The real business risk is ignoring sustainability

Boards ignoring sustainability – whether climate, nature or human rights – risk overlooking serious threats to capital, continuity and competitiveness. Sustainability is not a separate nice-to-have but a core business risk. Disrupted supply chains, forced labour exposure and emission-heavy operations can undermine resilience and market access. Instead of asking what it costs to act, boards should ask what it costs not to. Embedding sustainability across risk registers, scenario planning, KPIs and governance strengthens reputation and long-term value, not just avoids losses.

Read more: [Here](#)

The chair-CEO equation: Trust, tension and performance



At the top of any organisation sits a productive paradox: the chair must be the CEO's most committed partner and sharpest critic. In times of volatility, that balance is easy to lose. Too much distance invites surprises; too much familiarity creates blind spots. The chair's role is to hold both truths at once – creating the conditions for the CEO to succeed while maintaining the independence to say “not yet” or “no” when value or values are at risk.

High-performing chairs start with role clarity. They make explicit what is advice and what is instruction, what belongs in the board pack and what is just a corridor conversation, and when the chair is speaking as a supportive partner versus as the voice of the board. That clarity then shapes an operating rhythm: regular touchpoints with the CEO, pre-briefs to surface issues early, and disciplined agendas that focus on the few decisions that really matter.

Information is the currency of trust. The chair, CEO or general manager, and board secretary should agree on a short list of “always on” indicators that go to the board every meeting – milestones for strategy execution, key risks, signals on culture and talent, and any issues that could damage customers or reputation. Equally important is a “no surprises” rule: if numbers, risks or narratives shift, the chair hears about it first, and fast. That enables the board to respond at a pace that matches the issue.

Tension, when handled well, is not a flaw but a feature. Chairs need to create safe rooms where dissent is invited early, ideas are tested rigorously and once a decision is taken the board moves forward as one. This depends on craft: asking sharp questions, balancing airtime, pausing debates that go in circles and naming trade-offs explicitly. When challenge is normal, decisions are stronger and execution is faster.

Succession planning is strategy in disguise. A chair who treats CEO succession as a one-off event risks instability. A chair who rehearses scenarios, maps internal and external options, and calibrates time horizons is protecting the enterprise. The same applies to the chair’s own role and to committee leadership. Renewal plans reduce key-person risk and send a clear message to investors and staff that the organisation is stronger than any one individual.

The partnership also has a crisis mode. Before the bad day arrives, the chair and CEO should agree who does what when an incident breaks: who speaks, on what facts, with which escalation thresholds; how the board convenes between meetings; and what the first 24, 48 and 72 hours will look like. Rehearsing these steps means when a crisis comes, the organisation can move from confusion to containment far faster.

Performance conversations must be both structured and human. The chair, with the board’s agreement, sets expectations for the CEO’s objectives at the start of the year, links them to strategy and risk appetite, and ensures timely, specific feedback. This should not be an annual ambush. Mid-course corrections signal maturity, not weakness. And the chair should also seek feedback – candid reviews of their own effectiveness and of board-management interactions help keep the system honest.

Finally, protect the relationship with small, deliberate rituals: a walk-through before complex meetings, a short debrief afterwards, joint visits to key customers or regulators, and time spent on talent and culture, not just numbers. The aim is not intimacy but fluency: two leaders reading the same game quickly. When trust and tension coexist, boards land the big calls, CEOs execute with confidence and the organisation learns openly without losing its nerve.

DIG DEEPER INTO HIGH-PERFORMING CHAIRS AND CEOS:

Getting to know the CEO

This *Boardroom* magazine article distills lessons from a live chair transition at Auckland Airport, focusing on how to protect and refresh the chair-CEO relationship during succession. It underscores the *Four Pillars of Governance Best Practice* view that this relationship is central to board effectiveness, then shows the practical routines: early pre-briefs, no-surprises protocols, clear role lines that keep oversight sharp without drifting into a “board of two”. For New Zealand directors, it’s a local case study in continuity under scrutiny, with takeaways that apply equally to listed, SOE and NFP boards. It’s a quick read to calibrate your own cadence with the CEO before, during and after leadership change.

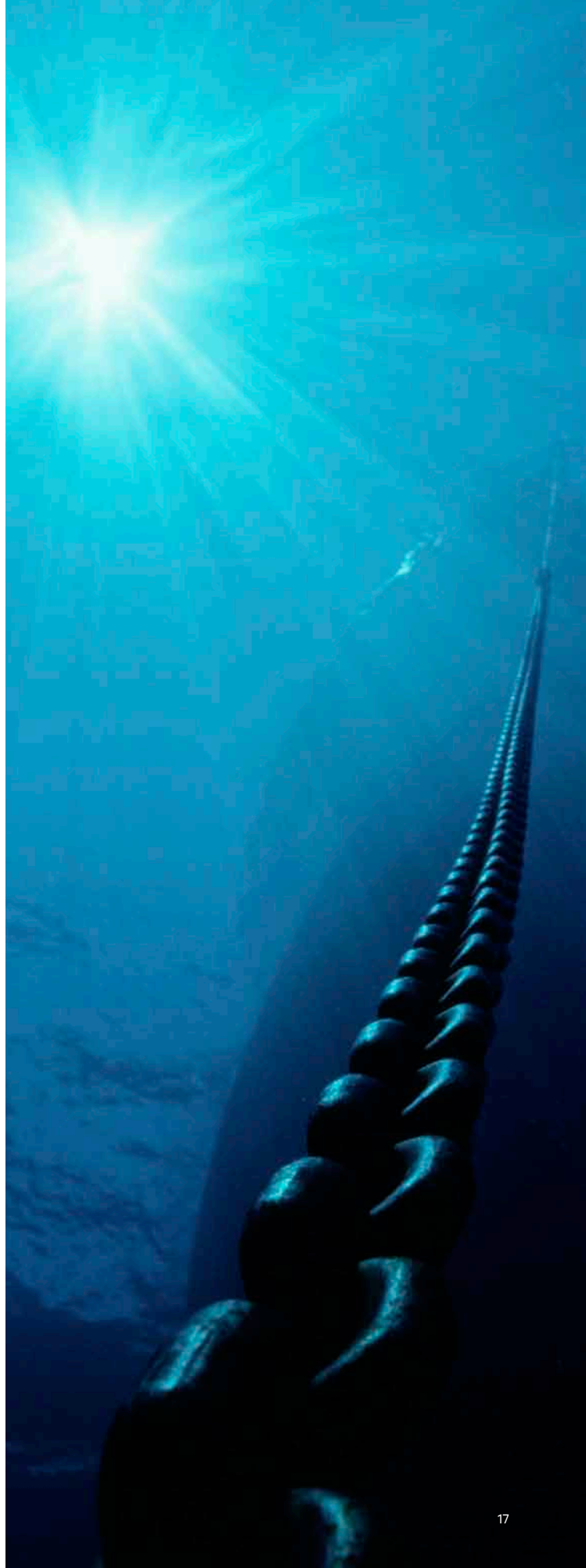
Read more: [Here](#)

Will it make the board go faster?

In this article, Matt Prichard reflects on the dual role of a chair: to be both the CEO’s most committed partner and their clearest critic. By preparing rigorously and keeping discussions anchored in the organisation’s mission, the chair elevates board performance and strengthens strategic alignment. Inspired by Sir Peter Blake’s guiding question – “Will it make the boat go faster?” – Prichard urges chairs to reconnect board decisions to their fundamental purpose. He also highlights the power of courage: the ability to speak plainly and calmly when it matters most, and to reinforce governance grounded in purpose.

Read more: [Here](#)

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Diverse dynamics: Making boardroom difference work



Complex problems punish sameness. When issues are messy and multi-factor, homogenous boards default to familiar answers and miss weak signals. Diversity of thought is the antidote – but only if boards create the conditions for difference to be expressed, tested and translated into decisions. That is as much about culture and chairing as it is about composition.

Start with how the board works, not just who sits around the table. Psychological safety does not mean politeness; it means a standard where challenge is expected and ideas judged on their merits. The chair sets this tone by asking the naïve question without apology, drawing out quieter voices, and pausing dominant ones when they narrow the field. When dissent is normalised early, meetings are shorter, clearer and lighter on ‘after-meetings’.

Photo by:
Chloe MG on Unsplash

Decision design matters. Strong boards don't debate loosely, they structure judgement. Pre-reads should frame the decision question, outline options and highlight the variables that really move value. Meetings work best when exploration is separated from commitment. Tools such as pre-mortems (imagining a decision has failed and working backwards to spot risks), red-teaming (having someone argue the opposing case), base-rate checks (looking at how similar decisions played out elsewhere) and asking, "what would make us change our mind?" bring rigour and reduce noise.

Composition still counts. A skills matrix should look forward three to five years, not mirror yesterday's business. Directors with lived experience of customers, technology, capital markets, people and place sharpen conversations. So do those comfortable with uncertainty and willing to change their minds in public. Refreshment is strategic: term limits, mentoring and committee rotations keep energy high without losing institutional memory.

Inclusion turns diversity into performance. That shows up in small but telling behaviours: crediting ideas properly, inviting second-order questions and recording minority views where relevant. It also relies on meeting discipline – concise board packs, clear time limits, explicit thresholds for closure and 'disagree and commit' once a call is made. Small rituals compound impact, such as a quick round for lingering concerns or a short debrief on what changed directors' minds.

Information flow is the fuel. Boards need a few leading indicators that cut across functions – customer insight, culture and talent health, operational resilience and

emerging risks. If boards only see good news, difference withers; if they are flooded with data, attention fragments. The chair, CEO and board secretary must tune this mix, so directors arrive ready to contribute, not to catch up.

What happens between meetings matters, too. Site visits, customer calls and time with management below the top team broaden perspective and reduce reliance on a single narrative. Rotating which directors lead deep dives spreads ownership and surface new questions. Briefly inviting outside voices – a regulator, a cybersecurity partner, an industry peer – can test assumptions without outsourcing judgement.

Diversity applies to time horizons as well. Every agenda should leave room for the long view, alongside the next quarter. Considering plausible futures and backing the few decisions that shift the dial prevents boards from sliding into incrementalism. However, boards that focus only on the long-term risk losing execution in the present. Balance is key.

Finally, measure the system. Evaluations should probe not just competencies but dynamics: whose voice was missing, which decisions dragged, what information arrived late, how often minds were changed by argument not hierarchy. Tracking a few markers – options considered, minority views altering the call – helps boards improve.

The result is better decisions and fewer blind spots. Directors come prepared to disagree well, change their minds and commit once the decision is made. Difference becomes a source of competitive advantage that rivals will struggle to copy.

DIG DEEPER INTO DIVERSE BOARD DYNAMICS:

Awareness of others creates safety in the boardroom

This resource highlights practical micro-behaviours that lift the quality of challenge and contribution, from reading body language and energy in the room to noticing how your own reactions shape others' willingness to speak. It emphasises the chair's role in setting tone and tempo, and echoes director Maria King's reminder that self-awareness is a governance skill, not a soft extra. Linked to an accompanying podcast, it offers New Zealand directors a useful conversation starter to reset norms before high-stakes discussions and fine-tune meeting design so more voices surface earlier and decisions improve.

Read more: [Here](#)

Embrace diversity because the 'tipping point' is close

New Zealand's demographics are shifting rapidly: the workforce and future generations are becoming increasingly Māori, Pasifika and Asian. Director Paul Spoonley warns boards must not just notice this change – they must respond. The organisations that embrace leadership diversity are already gaining in productivity, innovation and competitive edge, while those that lag risk being left behind. This article is a clear call to action for boards to think long term, building the depth and resilience needed for New Zealand's evolving economy and workforce.

Read more: [Here](#)

Why inclusion belongs in the boardroom

This piece frames LGBTQIA+ inclusion as good governance rather than seasonal messaging, linking inclusive practices to board culture, risk oversight and decision quality. It sets out practical steps and highlights the IoD's Rainbow Directors' Network as a community for learning and support. It's a timely reframing for boards and directors that moves inclusion from branding to performance. It can be used to anchor discussions on how culture enables candour, challenge and better decision-making.

Read more: [Here](#)

Three actions to support effective decision-making for your board

This article ties psychological safety (the emotional foundation) and independent thinking (the cognitive engine) to measurable improvements in group decision-making. It lays out three practical moves boards can adopt quickly, then suggests indicators to watch as habits take hold. For directors and boards, it's a ready checklist to convert 'better dynamics' into repeatable practice. Turn the three actions into standing agenda items and track the difference over a quarter.

Read more: [Here](#)

NFP collaboration and mergers: Mission with discipline

Not-for-profit (NFP) organisations are being squeezed from both sides: demand climbs while funding fragments and compliance costs rise. Collaboration, and in some cases mergers, are shifting from optional to inevitable – or risk dissolution. The governance question is not “should we merge?” but “what outcomes for our communities justify partnering, and on what terms?” Boards that answer this well start with strategy, not structure. They define the mission-critical results they want to deliver in three to five years, set guardrails on culture and risk, and then explore the full spectrum of options from shared services to amalgamation.

Before rushing in, boards need a clear case for change. That means asking management for evidence of unmet need, duplication and where scale or complementarity could lift outcomes. It also means specifying the non-negotiables: who you serve, what must not be lost (trust, place, identity), and the non-negotiables on ethics and safeguarding.

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Allison Saeng on Unsplash

A shortlist of tests can then frame each option:

- **The mission test:** Does this improve outcomes and equity for beneficiaries?
- **The economics test:** Is there a path to resilience without starving frontline work?
- **The risk test:** What new risks are introduced and how will they be controlled?
- **The legitimacy test:** Do stakeholders see this as serving, not abandoning, the kaupapa?

Partnership selection should be treated like strategy, not speed dating. Define what a 'good partner' looks like: complementary services or geographies, values alignment, quality standards, digital maturity, governance strength and financial health. Light-touch diligence can help test early signals before investing in a full process. If promising, boards should agree principles for negotiation: transparency with staff and funders, respect for place-based relationships, early clarity on brand and naming, and continuity of service during transition.

Due diligence must go beyond balance sheets. Alongside finance and legal, boards should assess service quality, workforce (including volunteers), health and safety, cultural competency, digital infrastructure, property and compliance matters. Map contingent liabilities and reputational exposures with the same discipline as financial risks. Where government contracts or major philanthropic funding is involved, engage early because approvals and deed variations take time, and funders expect a credible benefits plan.

Boards must also lead the people side. Mergers and collaborations fail more often on culture than numbers.

Cultural compatibility assessments should ask: how are decisions made? how is conflict resolved? how are communities and tangata whenua engaged? what behaviours are rewarded?

Board composition is another sensitive issue: agree early how the new board will be sized and structured, ensuring skills and community representation.

Integration is rarely smooth. Directors must shift from 'our' to 'shared' interests, and conflict management is essential. One strategy is appointing a single integration leader and ensuring the chair-CEO partnership is strong enough to navigate the 'messy middle'. Integration is a programme of work, not an event, so boards should insist on a Day-1/Day-100 plan that protects frontline services, sets a few priorities and sequences the rest. Harmonisation of systems and policies should be carefully timed, with a change calendar to avoid overwhelming staff. Communication with beneficiaries and partners is critical – silence breeds anxiety and damages trust.

Finally, not every situation calls for a merger. Many NFPs will gain more from shared procurement, joint bids or back-office platforms that preserve local identity while unlocking scale. The board's job is to choose the lightest structure that delivers the mission and to revisit that choice as conditions change. When collaboration is guided by strategy, with people protected and numbers honest, the payoff is resilience and scale in service of purpose. That is governance at its best: stewarding impact through change without losing the heart of why the organisation exists.

DIG DEEPER INTO NFP COLLABORATIONS AND MERGERS:

Not-for-profit governance hub

This is the one-stop doorway into the IoD's NFP content. It aggregates practical guidance, courses, board evaluations, submissions and curated articles for directors across charities and community organisations. The hub highlights current policy themes (for example, recent submissions affecting fees and levies) and points to development offers and the NFP Shared Interest Group to help boards lift capability fast. It's a useful place to scan what's changing in the operating environment before you consider collaboration or structural change. It shortens the path for directors and boards from problem to resource and keeps board conversations anchored in current practice.

Read more: [Here](#)

Where is your strategy?

This article calls time on firefighting and urges NFP boards to reclaim strategy as their core work, citing evidence that many boards either skip strategy or treat it as an ad-hoc exercise. Chartered Fellow Jo Cribb offers prompts to anchor every meeting in long-term purpose and measurable outcomes, so operational noise doesn't drown out direction. Directors can lift these questions straight into agendas and pre-reads to test whether decisions truly advance mission. It's ideal groundwork for collaboration or merger discussions because it clarifies principles before structures.

Read more: [Here](#)

Multiplying the impact

This article makes the case that not-for-profit organisations can amplify their outcomes through collaboration rather than competition. Drawing on the Tuakana Teina mentoring programme, it highlights how chairs and boards more broadly benefit from one-on-one support to shift from operational thinking to strategic leadership. Collaboration, even with peers in the sector, can unlock better advocacy and more robust outcomes especially amid tight funding. The message is clear: investing in governance and partnering wisely helps NFPs do more, together.

Read more: [Here](#)

Charity governance reviews: A requirement and an opportunity

Since October 2023, all registered charities must conduct a governance review at least every three years under the Charities Act. But this isn't just a compliance hurdle – it's a chance for boards to strengthen leadership, resilience and impact. Reviews should assess whether governance supports the mission, manages risks effectively and keeps structures fit for purpose. They also help boards identify practical improvements and boost public trust and stakeholder confidence. In short, governance reviews aren't just good compliance – they're good leadership.

Read more: [Here](#)

Risk: The 'breakfast of champions'





Boards are judged by how they handle risk on a bad day, not a good one. The decade ahead will compress threats and shorten reaction times as cyber, health and safety, climate and reputation risks collide. Managing risks in isolation no longer works. When issues overlap, boards need a joined-up approach.

The task is to set appetite with intent, build resilience deliberately and demand reporting that tells directors what they need to know, not everything they could know. The goal is fewer surprises and faster recovery.

A usable risk appetite statement makes clear what the organisation will and won't do, where it will take calculated risks and what is non-negotiable. It must link to strategy and capital, not just colour-coded charts. Boards should ask for a short list of 'crown jewel' assets – systems, people, brands and relationships that, if impaired, threaten viability – and a simple map of the dependencies around them, including suppliers, data and sites. If those maps don't exist, that is the first task.

Cyber now cuts across every other risk. A ransomware attack can freeze systems, halt safety controls, stop payroll and customer service, and leak data. As operations digitise to save energy or track origin, attack surfaces expand. Boards should expect joined-up oversight across audit, risk, people and culture, and technology committees, with a shared rhythm on cyber, data, privacy and AI. They should ask for evidence of scenario exercises, independent testing, assurance on critical vendors, and a plan covering the first 72 hours – who decides, who speaks and when escalation is triggered.

Health and safety remain foundational, especially with recent legal changes and precedents. Strong boards see it as a performance system, not just compliance. That means regular discussions about the quality of work, learning from near-misses, managing contractors effectively and visible leadership from boardroom to frontline.

Resilience is also an investment choice. Scenario work should focus on the events that matter most: a payments outage, a supply chain shock, a regulatory investigation or a safety failure in peak season. Each exercise should end with clear actions – controls to strengthen, stocks

to hold, contracts to adjust or alternate suppliers to pre-qualify. Capital proposals should state recovery time objectives and show how redundancy is priced in.

Culture is both a control and a cause of risk. Most failures begin with small signals ignored: a workaround that becomes normal, a metric gamed or poor behaviour excused because results look good. Boards need line of sight to 'work as done', not just the averages. That means asking for outliers, themes from whistleblowing and exit interviews, and stories of 'bad days' from the frontline. Minutes should also capture minority views and the reasoning behind close calls – a discipline that strengthens decisions and protects when choices are later reviewed.

Risk reporting should be concise and decision ready. Boards need a one-page summary each meeting that highlights shift against appetite, status of top controls on crown jewel assets, third-party risks, incidents and learnings, and progress on resilience initiatives. They should insist on leading indicators that show whether the organisation is getting safer – such as mean time to detect and recover, supplier assurance coverage, or verification of safety controls.

By year-end, good practice looks like this: a clear appetite statement tied to strategy; crown jewel and dependency maps tested through scenarios; cross-committee rhythm on coupled risks; concise reporting with useful indicators; and a culture that learns quickly from near-misses. Done well, risk does not slow you down – it allows you to move faster with confidence because you have rehearsed the bad day. Directors' and officers' insurance is a last resort; boards must still show the judgement expected of any competent director.

DIG DEEPER INTO EFFECTIVE BOARD RISK MANAGEMENT:

Health and Safety Governance: A Good Practice Guide

This refreshed guide helps boards lift health and safety performance. It replaces the IoD's 2016 handbook and gives directors and other officers practical tools, self-assessments and plain English principles to lift health and safety performance. It was produced with WorkSafe, the Business Leaders' Health and Safety Forum, and the General Manager Safety Forum and is designed to be used directly in the boardroom. For directors and boards, it's a credible basis to update committee charters, due diligence routines and board reporting. It is aligned to current expectations under the Health and Safety at Work Act 2015 and likely to be fit for purpose for the changes the Government has announced. This most downloaded IoD resource for 2024 makes it easy to embed checklists and templates into your next meeting pack. And there is also a board pack (available on the IoD website) that can also support your board discussions.

Read more: [Here](#)

Cyber risk: A practical guide 2025

The latest edition retains five core principles for board oversight and adds guidance on fast-emerging risks. This extends from AI-driven attacks and deepfake fraud to quantum-era cryptography and third-party security. It explains what boards should see in dashboards, the cadence for testing response plans, and how to align cyber resilience with strategy and risk appetite. Directors and boards can lift the structure straight into committee workplans and incident playbooks to improve readiness in a landscape where threats evolve monthly. It also contains an actionable template for reporting and board education.

Read more: [Here](#)

Risk – IoD topic hub

This live hub aggregates the IoD's latest risk articles, guides and research across sectors – from directors and officers (D&O) liability trends to macro shocks and operational resilience. It's updated frequently and links out to deeper resources and reports, making it a handy always-on reference between meetings. For boards, it helps keep agendas current and ensures risk discussions reflect what's moving now, not last quarter's headlines. Bookmark it as your jumping-off point for pre-reads and committee updates.

Read more: [Here](#)

D&O insurance: The shifting sands of risk (2025)

The IoD's annual D&O report, produced with IoD sponsors Marsh and Dentons, tracks how litigation, regulation, market conditions and new exposures (AI, ESG, insolvency) are reshaping directors' personal risk. The 2025 edition signals heightened legal jeopardy and sets out practical steps to strengthen governance and tailor coverage. Directors can use the document to discuss with their boards the emerging claim drivers, pressure-test disclosures and engage brokers on policy terms and limits. It's essential context before your D&O insurance next renewal or governance review.

Read more: [Here](#)

Some concluding thoughts



The boards that will thrive in the years ahead won't just move quickly – they'll combine pace with discipline.

To carry the momentum of the 2025 IoD Leadership Conference into your boardroom, consider:

- **AI at the board table:** Set a simple AI policy and ask for regular updates that cover value delivered, risks managed and lessons learned
- **Nature and climate as capital:** Map your climate and nature exposures and ensure at least two material initiatives are built into capital and operating plans
- **The chair-CEO equation:** Rehearse how the board and management will operate in a crisis, so roles and responsibilities are clear before pressure mounts
- **Diverse dynamics in complex decisions:** Review how your board agendas and processes encourage genuine debate and ensure important differences are surfaced early
- **Not-for-profit collaboration and mergers:** In the NFP context, choose the lightest form of collaboration that supports purpose, demonstrate the benefits quickly and protect trust throughout
- **Risk oversight fit for the decade ahead:** Update your risk reporting so it highlights forward-looking indicators and shows how strategy, culture and risk appetite connect

By year-end, aim to be able to say with confidence: our board knows its most important risks, engages with AI responsibly, has a credible climate and nature pathway, and works in a way that earns stakeholder trust.

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