

Pathways to Governance

The role of education and training in
enhancing governance practice and
removing barriers to governance roles

Summary report drawing on governance research,
practitioner insights and international governance approaches
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Executive summary

Governance in Aotearoa New Zealand is operating in a complex and fast-changing environment. Boards are expected to navigate interconnected challenges including artificial intelligence, cybersecurity, geopolitical instability, climate change, stakeholder expectations and organisational culture, while also maintaining long-term organisational performance and resilience. At the same time, pathways into governance continue to rely heavily on informal networks, professional reputation and executive experience.

This research examined governance capability, pathways and barriers to participation, and explored the role education and training can play in strengthening governance practice, enhancing capability and supporting broader access to governance opportunities. It also considered governance capability approaches and education

requirements in New Zealand and selected international jurisdictions.

The research found that governance capability needs to be intentionally and actively developed rather than assumed. The findings also highlight the importance of strengthening governance pathways to support both capability and broader participation. Governance education, practical experience, mentoring, sponsorship, board evaluation and transparent appointment processes all have an important role to play.

The research project also informed a range of articles, practical governance resources and guidance to support governance capability development and board practice.

Key findings at a glance

1. Governance capability is distinct from professional expertise

Governance requires specific capabilities that extend beyond executive, professional or technical expertise.

2. Directors develop through experience, learning and practice

Governance capability is built progressively through education, mentoring, peer learning and practical experience.

3. Informal pathways continue to shape governance appointments

Shoulder-tapping, networks, reputation, sponsorship and personal connections continue to influence access to governance roles.

4. Access to governance development influences participation and capability

Affordable, accessible and practical education and development opportunities help broaden participation and strengthen capability.

5. Governance pathways are built progressively through opportunity and experience

Governance capability often develops progressively through community leadership, committee experience and increasing governance responsibility.

6. Barriers to governance require active attention

Personal, social and structural barriers continue to affect who enters, progresses and is heard in governance.

The changing governance environment

Boards today are operating in environments characterised by uncertainty, ambiguity and rapid change. Directors are expected to oversee organisational performance, long-term resilience, stakeholder trust, compounding and cascading risks, and organisational culture.

Issues such as artificial intelligence, cybersecurity, climate change, energy transition, social licence, geopolitical instability and regulatory change are reshaping the demands placed on boards across private, public and community sectors. Boards are expected to navigate uncertainty, challenge assumptions and make decisions that balance short-term performance with long-term value creation.

Education has long been considered the great equaliser. It has the potential to strengthen capability and broaden participation by creating more transparent and accessible pathways into governance. Accordingly, this research examined governance preparedness in New Zealand and internationally and considered how education and training can help make those pathways more deliberate, proportionate and inclusive.

Governance failures, scandals, inquiries and reviews have played an important role in shaping contemporary expectations of boards and directors. Examples such as Enron, Mainzeal, Lehman Brothers and the Post Office Horizon scandal have highlighted the consequences of governance failure, while reviews such as the Cadbury Review and the Reserve Bank of New Zealand and Financial Markets Authority's Governance Thematic Review of financial institutions have reinforced expectations around board accountability, capability, risk oversight and constructive challenge. Together, governance failures, reviews and reforms have reshaped how boards and directors are expected to govern in New Zealand and internationally.

Unlike many professions, there are no minimum education, licensing or registration requirements to become a director in New Zealand. Nor are there generally any mandatory continuing professional

development requirements once appointed. New Zealand therefore relies heavily on voluntary and self-directed governance development, which can leave preparation uneven across sectors and organisations. While directors carry significant legal duties and responsibilities, governance is often viewed as something that can be gleaned through experience rather than as a distinct discipline requiring specialised knowledge and capabilities. This contrasts with heightened legislative duties, stakeholder and regulatory expectations and growing scrutiny of board effectiveness.

These expectations highlight the challenge for boards and appointing bodies. Strong executive performance, professional expertise or not-for-profit board service can be valuable, but they do not automatically prepare someone for the judgement, oversight, challenge and collective decision-making required in governance. Capability cannot be assumed: effective governance is built through education, mentoring, practical experience and continuous learning.

Board effectiveness is also shaped by who is around the board table and how directors work together. Research has consistently found that diversity of thought, experience and perspective can strengthen board deliberations and decision-making. In Aotearoa New Zealand, this includes recognising governance-relevant experience and perspectives gained through iwi, hapū, marae and community leadership roles. Diverse boards are often better positioned to identify emerging risks, challenge assumptions and avoid groupthink.

These issues frame the research that follows: how governance capability is developed, how pathways into governance operate, and how barriers to participation can be addressed.

Research overview

The research examined pathways into governance, barriers to participation and the role that education and training can play in strengthening governance capability, broadening participation and supporting better governance practice in Aotearoa New Zealand.

The research included:

- a survey of 115 directors exploring governance journeys, barriers to participation and perspectives on governance education, training and qualifications
- thematic analysis of interviews with six Māori and Pasifika women directors regarding governance pathways, barriers and director development experiences
- a broad literature review examining director and board capability, governance failures and reforms, diversity and inclusion, appointment processes, pathways into governance and barriers to participation
- analysis of governance capability approaches, appointment processes and education requirements across listed companies, unlisted private companies, public sector boards, local government, not-for-profit organisations, sporting organisations and governance membership bodies across New Zealand and seven international jurisdictions

Supporting evidence from these four research streams is provided in the Supporting evidence section: (A) Survey highlights, (B) Key themes from interviews, (C) Governance capability in New Zealand and (D) International lessons.

“The challenge is not whether someone has been successful; it is whether they can govern.”

Key findings

Key finding 1: Governance capability is distinct from professional expertise

What governance is: a distinct discipline with its own responsibilities, duties and capabilities

Boards today are expected to oversee organisational performance, culture, risk, long-term resilience and stakeholder trust. A recurring theme across the literature and participant insights was that governance capability cannot be assumed simply because an individual has executive, professional or sector expertise.

While professional and technical expertise remain valuable, governance requires a different set of skills. Directors are expected to exercise judgement, provide oversight, navigate competing stakeholder interests, challenge constructively, think strategically, focus on long-term decision-making and contribute to collective decision-making. These expectations reinforce the importance of recognising governance as a discipline in its own right rather than an extension of management or professional practice.

Survey participants also observed that governance responsibilities and legal duties are not always well understood. Participants frequently observed that individuals can enter governance roles without fully

appreciating the distinction between governance and management, or the governance obligations, responsibilities and liabilities associated with board service. Some described this as a 'we don't know what we don't know' challenge, particularly within smaller organisations and volunteer-based environments where governance and management responsibilities can be blurred and individuals may have limited exposure to formal board practices.

International governance reforms recognise this distinction through greater emphasis on director induction, board evaluation, continuing professional development and governance-specific capability frameworks. The findings also suggest that governance capability requires ongoing reflection, learning and adaptation as governance expectations continue to evolve.

“The strength of governance depends on who sits around the board table and who has the opportunity to get there.”

Key finding 2: Directors develop through experience, learning and practice

How directors learn: capability develops through education, mentoring, experience and reflection

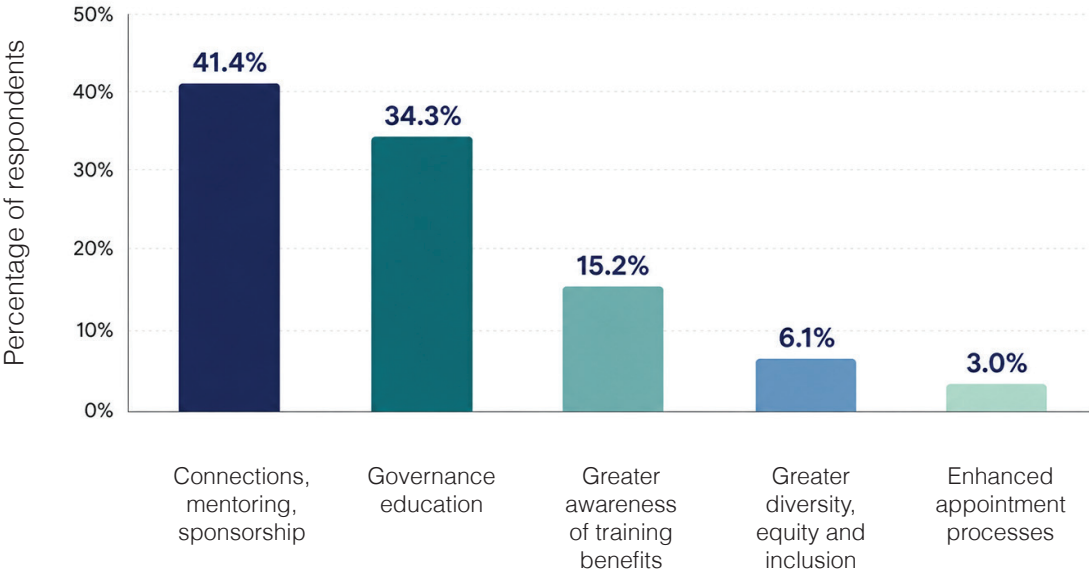
The findings suggest governance capability develops over time through a combination of practical experience, mentoring, observation, governance education, peer learning and reflection. Rather than being acquired through a single course or appointment, governance capability is typically built progressively through learning, practice and exposure to governance responsibilities.

The importance of relational support was reflected in the survey, where 41.4% of respondents identified connections, mentoring and sponsorship as the most beneficial support for their governance development. The findings indicate that capability is strengthened

when formal learning, mentoring, peer support and practical experience are connected rather than viewed as separate activities. They also reinforce that director development does not end with appointment. Continuous learning and development remain important as governance expectations, organisational risks and stakeholder demands continue to evolve.

Board evaluations, both individually and collectively, provide opportunities for directors and boards to assess performance, identify capability gaps, reflect on boardroom behaviours and strengthen governance effectiveness over time.

Support preferences for governance development



Key finding 3: Informal pathways continue to shape governance appointments

How people access opportunities: networks, visibility and sponsorship continue to matter

The research highlighted the continuing influence of networks, visibility, reputation and prior executive experience in governance appointments. The survey found that shoulder tapping was the most common pathway into a first paid governance role, while broader governance research highlighted the continuing reliance on referrals and personal networks, particularly in private companies and not-for-profit organisations. While these pathways can assist boards to identify capable candidates, they may also unintentionally reduce transparency and limit opportunities for emerging directors, individuals outside established governance networks and traditionally underrepresented groups.

Both survey respondents and interview participants identified the importance of relationships, sponsorship and personal connections in creating governance opportunities. A number of participants highlighted sponsorship as particularly important in helping individuals gain visibility, build credibility and access

governance opportunities that might otherwise remain out of reach. At the same time, participants described barriers relating to access, visibility and assumptions about what constitutes governance readiness.

Participants also highlighted what some described as an “experience paradox”. Many noted that governance appointments often require prior governance experience, yet opportunities to gain that initial experience can be difficult to access. This can create a cycle in which emerging directors struggle to secure the opportunities needed to demonstrate governance capability and board readiness.

The findings indicate the need to broaden participation through more open and transparent recruitment practices, clearer capability expectations, greater recognition of diverse governance experiences and backgrounds, and more visible pathways into governance.

Key finding 4: Access to governance development influences participation and capability

What enables participation: affordability, accessibility and development opportunities matter

The findings suggest that access to governance development is strengthened when learning opportunities are practical, affordable and proportionate to governance responsibilities. Participants identified mentoring, governance education, board observer experiences and other practical learning opportunities as valuable mechanisms for supporting entry into governance and building governance capability.

Financial barriers were identified as a challenge, particularly where governance training, professional development and governance participation can involve significant personal cost. This can be especially relevant in community and not-for-profit settings where governance roles are often voluntary or modestly remunerated and access to development

opportunities and governance roles may be more limited in regional communities.

These barriers can limit access to governance development opportunities and slow capability development, particularly for emerging directors, those from regional communities, women, Māori, Pasifika and people entering through community and voluntary pathways.

Participants also highlighted the importance of understanding and raising awareness of the value of governance development. Several noted that organisations can face resistance when investing in governance training, despite increasing expectations of board performance and accountability.

Key finding 5: Governance pathways are built progressively through opportunity and experience

How governance careers develop: capability and board readiness are built over time

The findings highlighted the importance of structured opportunities that help people take on governance roles and responsibilities at different stages of their journey. The research also identified the value of multiple pathways, recognising that capability can develop through professional, community, voluntary, iwi, hapū and other leadership experiences. Rather than emerging through a single appointment, capability is often built progressively through increasing exposure to leadership and board-level decision-making responsibilities.

Board observer programmes, committee responsibilities, community governance roles and

other practical experiences were identified as important mechanisms for building confidence, judgement and board readiness. These stepping stone experiences provide exposure to board dynamics, decision-making and increasing levels of responsibility, helping individuals develop governance capability over time.

Strengthening governance pathways is not simply about increasing the number of board roles. It requires deliberate opportunities that help individuals step into progressively more responsible governance roles to deepen their knowledge and capability.

Key finding 6. Barriers to governance require active attention

How barriers operate: personal, social and structural factors affect who enters, progresses and is heard in governance

The research found that people experience barriers differently across entry, progression and participation. Survey respondents identified gender, financial pressures, time constraints, age and lack of networks or connections as barriers. Together, these barriers can affect entry into board roles, the ability to build capability, visibility and progression into more complex or influential positions. Financial pressures included the cost of training, low or unpaid board roles and limited access to professional development funding.

Interview participants highlighted additional barriers relating to gender, ethnicity, stereotypes and assumptions about capability or leadership style. Māori and Pasifika women directors also described

the additional expectations that can arise at the intersection of gender and ethnicity, including the pressure to represent communities, carry cultural responsibilities and prove credibility in ways that may not be expected of others. These findings reinforce that participation is shaped by access to roles, recognition of experience, voice in the boardroom and assumptions about who is seen as board-ready.

Removing barriers requires more than education alone. Transparent appointment processes, affordable and accessible development opportunities, mentoring, culturally responsive pathways and stronger recognition of diverse experience can help broaden who enters, progresses and is heard in governance.



Practical implications and actions

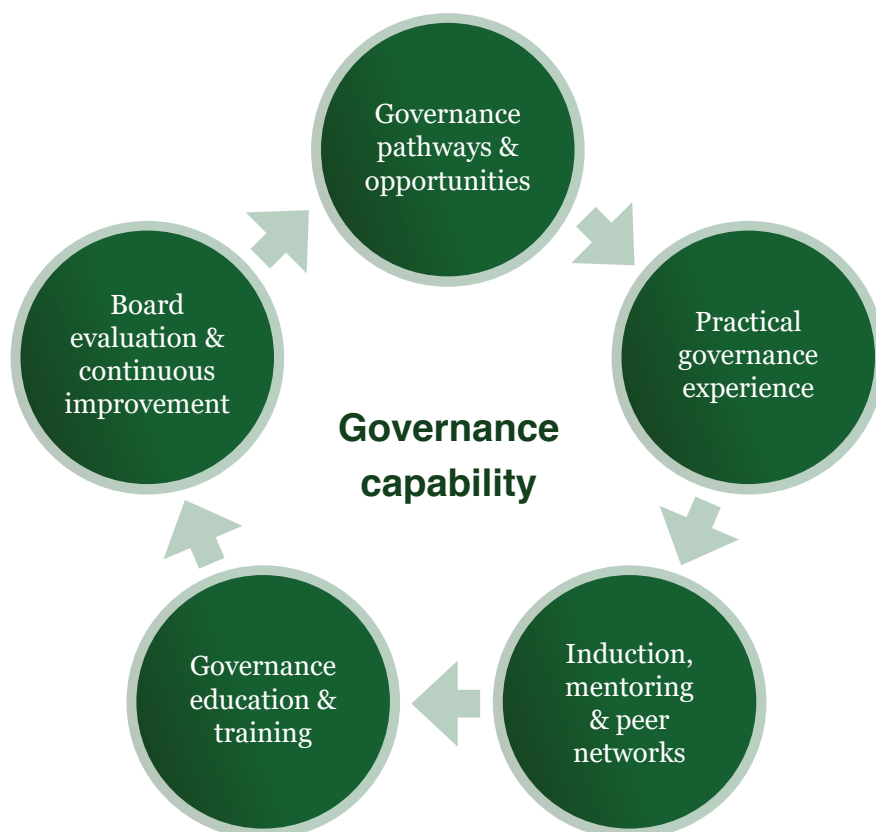
Embedding governance capability into board practice

Governance capability is strengthened when learning and development are built into ordinary board practice. Induction, board evaluation, skills planning, professional development and annual board development plans all provide opportunities to strengthen capability.

Boards should also assess capability against strategy, future risks and the organisation's operating environment, rather than relying only on current board composition or past experience.

Actions for boards:

- agree an annual board workplan that includes capability development linked to strategy, future risks and priority areas such as AI, cybersecurity, climate governance, financial oversight, culture or stakeholder engagement
- set aside budget and agenda time for governance development, external advice and facilitated board learning
- provide structured induction for all new directors, including organisational strategy, finances, key risks, culture and behaviours, stakeholder context, regulatory framework, governance responsibilities and director duties
- use board workshops or strategy sessions to build shared understanding of complex issues before major decisions
- use board evaluations to identify capability gaps, boardroom behaviours, decision-making issues, culture and future learning needs
- review board composition and skills matrices regularly to inform recruitment, succession planning and future capability priorities



Broadening governance pathways and reducing barriers


More transparent recruitment, clearer capability expectations and accessible development opportunities can help broaden access to governance opportunities, strengthen board diversity and support more effective governance by reducing the risk of groupthink and broadening board perspectives.

International examples show that structured development requirements can strengthen governance practice when they are proportionate, accessible and matched to the responsibilities of the role.

Actions for boards and recruiters:

- use structured appointment processes, succession planning and refreshed skills matrices to assess current and future board capability needs and support an appropriate mix of skills, experiences, perspectives and backgrounds

- advertise governance roles openly, including through community, sector, iwi, professional, diversity-focused and emerging director networks
- publish clear role descriptions, capability expectations, time commitments, remuneration and appointment criteria
- create mentoring opportunities and structured governance pathways through committee leadership roles, board observer programmes and other developmental experiences
- reduce financial barriers through scholarships, subsidised training, observer opportunities, online options and support for regional participation



“Future-ready boards are built through continuous learning, deliberate development and inclusive governance pathways.”

Developing individual governance capability

Governance capability develops over time through experience, learning, observation and practice. While boards, appointing bodies and governance organisations all play important roles, directors can also take active steps to strengthen their own governance capability and governance readiness.

Actions for directors:

- seek governance education and professional development opportunities relevant to current and future roles and responsibilities
- actively build board experience through community governance, committee leadership, voluntary board roles and other governance opportunities
- seek mentoring, sponsorship and peer learning opportunities to broaden governance knowledge and networks
- build understanding of governance responsibilities, director duties and emerging governance issues such as AI, cybersecurity, climate governance and organisational culture
- use board evaluations, feedback and self-assessment to identify governance capability strengths and areas for development
- broaden governance networks and exposure to different governance environments, sectors and governance perspectives

System-level changes

For governance organisations, appointing agencies, professional bodies and policymakers, the findings point to practical opportunities to strengthen governance capability across Aotearoa New Zealand.

International examples show that capability expectations can be reinforced through legislation, governance codes, listing rules, appointment frameworks, induction requirements, funding conditions and ongoing development requirements. Any approach needs to be proportionate and adaptable to different sectors, organisation sizes and governance responsibilities.

Beneficial approaches include:

- develop structured governance development pathways for aspiring and newly appointed directors, including induction, mentoring, peer learning, networking, board observer programmes and other opportunities to gain practical governance experience
- require regular board evaluation and periodic external review for publicly accountable or complex governance entities
- provide practical governance resources, tools and examples for directors, boards and appointing agencies
- encourage open, transparent and professional recruitment processes that clearly articulate role requirements, reduce reliance on informal networks and recognise diverse governance pathways, lived experience and community leadership alongside traditional executive or professional backgrounds
- consider proportionate induction, governance education or minimum capability expectations for higher-risk or publicly accountable governance roles
- improve access to governance development through affordable, regional, online and culturally responsive learning opportunities, including scholarships, funding support and collaborative delivery models
- provide clearer guidance and signposting to help aspiring and emerging directors identify credible, high-quality governance training and development options
- improve awareness of governance responsibilities, director duties and liabilities, particularly within SMEs and NFPs where individuals may not fully understand the distinction between governance and management

Supporting evidence



A. Survey highlights

The survey provides insights into pathways into board roles, development experiences, barriers to participation and perspectives on education and training. While the findings should be considered indicative rather than statistically representative, they offer a useful snapshot of how directors access opportunities, build capability and navigate board careers in Aotearoa New Zealand.

A total of 115 directors completed the survey, including both Institute of Directors members (53%) and non-members (47%).

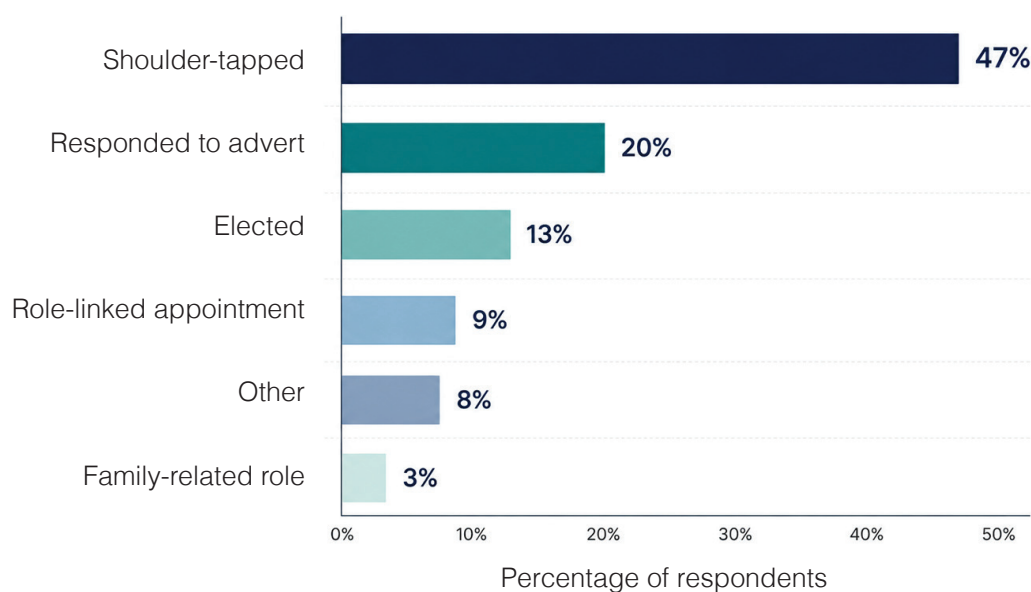
Demographic profile

- Women comprised 63% of respondents and men 37%.
- Most respondents were aged between 40 and 64 years (71%), with 14% aged 18–39 years and 15% aged 65 years and over.
- The majority of respondents identified as New Zealand European (85%), followed by Māori (5%), Pacific peoples (2%) and other ethnicities (8%).
- Respondents were drawn from across New Zealand, with 57% from the North Island and 43% from the South Island.

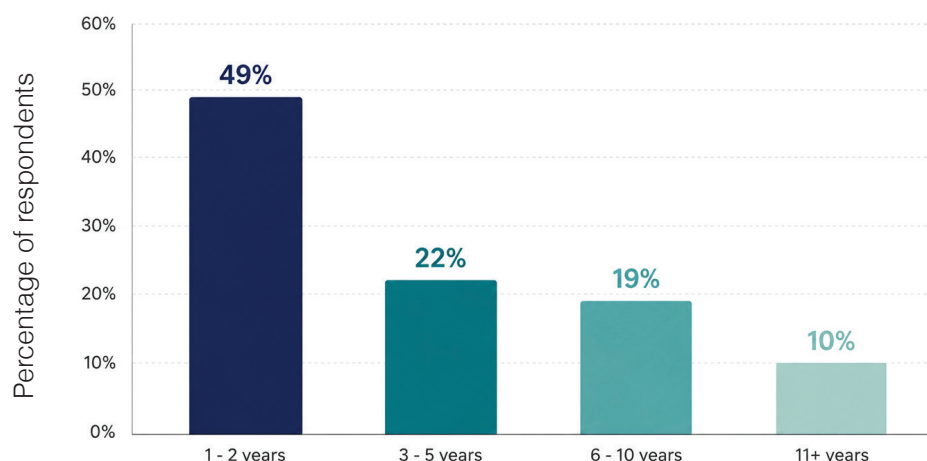
Governance experience and pathways

- 64% of respondents had previously held or were currently in a paid governance role.
- 47% secured their first paid governance role after being shoulder-tapped or asked, 20% through responding to an advertisement and 13% through an election.
- Nearly half of respondents (49%) had only one to two years of governance experience prior to securing their first paid governance role.
- Respondents most commonly held governance roles in not-for-profit organisations (38%), followed by small companies (16%) and large companies (14%).

Method of securing first paid governance role



Governance experience before first paid governance role



Barriers to governance

- 78% of respondents reported experiencing barriers in obtaining governance roles.
- The most commonly identified barriers were gender (12.5%) and financial barriers (10.4%), followed by time constraints (9.7%), lack of networks or connections (9%) and age (9%).
- Financial barriers included the low pay associated with many not-for-profit roles, the cost of training and limited access to professional development funding.
- Respondents identified mentoring (15.2%), affordable governance training (7.1%), networking opportunities (7.1%) and board shadowing opportunities (7.1%) as the most helpful supports for governance development.

Qualifications and governance development

- 67% of respondents considered governance education or training would enhance governance quality, despite 63% not supporting mandatory qualifications or training requirements.
- 32% of respondents who had received governance-related training prior to their first board role identified tertiary education, particularly law, accounting and MBA programmes, as a key source of governance learning.
- While 68% of respondents had not undertaken governance-related training prior to their first board role, 83% had undertaken governance training after being appointed to a board role.
- The Institute of Directors was the primary source of governance training for 70% of respondents who had undertaken governance development after appointment.

B. Key themes from interviews

Interviews with Māori and Pasifika women directors highlighted several recurring themes relating to governance pathways, capability development and inclusion.

Entry points into governance

- Participants commonly entered governance through community leadership, professional experience, industry involvement and relationship-based pathways rather than through formal governance career pathways.
- Visibility, networks and established relationships were often important in creating governance opportunities. Participants also described formal application processes as difficult to navigate at times, particularly where role expectations, selection criteria or informal expectations were unclear.

Education and training

- Participants identified practical governance experience as an important source of learning alongside formal education and development programmes.
- Governance education was viewed as valuable for building confidence, governance knowledge and understanding of responsibilities, particularly as expectations continue to evolve.

Mentorship, coaching and peer support

- Mentoring, sponsorship and encouragement from experienced leaders were identified as important supports for governance participation and development.
- Participants highlighted the value of peer learning, coaching, networks and opportunities to observe or learn from experienced directors in building confidence and navigating governance environments.

Barriers and intersectionality

- Participants described barriers relating to gender, ethnicity, governance stereotypes and assumptions about capability or leadership style.
- Participants highlighted the additional expectations and pressures that can arise at the intersection of gender and ethnicity. They described how gender and ethnicity stereotypes can interact to influence perceptions of capability, access to governance opportunities, and expectations around representation and contribution.



C. Governance capability in New Zealand

New Zealand has traditionally relied on voluntary governance development, informal pathways and self-directed learning. This has produced many capable directors, but it also means preparation can be uneven across sectors and organisations.

In a small, relationship-based governance environment, networks can be useful. They can also narrow the pool of candidates and make opportunities less visible to people outside established circles.

Unlike some international jurisdictions, New Zealand has few formal governance capability requirements outside specific sectors and governance contexts. Governance development is largely voluntary and supported through professional bodies, sector organisations, governance networks and individual boards.

Legal duties under legislation such as the Companies Act 1993, Health and Safety at Work Act 2015, Charities Act 2005, Incorporated Societies Act 2022 and Crown Entities Act 2004 continue to increase expectations on directors and board members, despite the absence of universal governance education or capability requirements.

Recent governance failures, inquiries and reviews have also reinforced expectations that directors understand and fulfil these responsibilities effectively, regardless of sector or organisational size. They have also highlighted the importance of board effectiveness, board composition, succession planning, governance capability and constructive challenge in supporting effective governance and reducing the risk of failure.

Research also highlights the value of diversity of thought, experience and perspective in strengthening board effectiveness. Diverse boards are often better placed to challenge assumptions, consider a broader range of risks and opportunities, and reduce the likelihood of groupthink. Conversely, governance reviews and inquiries have repeatedly identified limited challenge, homogeneous thinking and insufficient scrutiny as contributing factors in governance failures and poor decision-making.

New Zealand governance research has also highlighted capability and sustainability challenges within many not-for-profit organisations, particularly where boards rely heavily on volunteer governance capacity and limited development resources.

Participants also highlighted the importance of recognising diverse governance traditions, experiences and pathways, including capability and experience developed through iwi, hapū, marae and community leadership roles. These experiences can provide valuable skills, perspectives and governance capabilities that are not always recognised within traditional board recruitment processes.

At the same time, expectations in New Zealand are evolving rapidly. Increasing stakeholder scrutiny, health and safety responsibilities, climate change, AI, cybersecurity and broader expectations around organisational culture and long-term stewardship are reshaping what boards are expected to oversee.

These shifts place pressure on current development models. They also point to the need for broader pathways, stronger support for emerging directors, structured induction and a more normalised expectation that boards undertake regular reviews and directors continue learning throughout their governance careers.

The research also suggested there may be value in improving public understanding of governance. Councils, incorporated societies and community organisations can face resistance when spending money on governance training, particularly where stakeholders view development as a discretionary cost rather than a core part of organisational performance, accountability and stewardship. Greater recognition of governance as a capability that requires development may help support appropriate investment in education, training and development.

D. International lessons

Internationally, many jurisdictions are placing greater emphasis on director induction, ongoing development, board evaluation, transparent appointment processes and more structured approaches to governance capability. There is also increasing recognition that diversity of thought, experience and perspective contributes to board effectiveness, decision-making quality and organisational performance. As a result, many jurisdictions are strengthening expectations

around board composition, succession planning and inclusive appointment practices. While approaches may differ, governance capability is increasingly expected to be developed intentionally, not assumed.

The following examples are illustrative rather than exhaustive. Further detail and source references are available in the full thesis.

Australia: Strengthening local government governance

Most Australian states and territories mandate elected local government members to undertake formal governance training, structured induction and/or continuing professional development through local government legislative or regulatory requirements.

Importantly, these requirements extend beyond understanding the functions of local government and increasingly focus on governance capability itself, including areas such as roles and responsibilities, conduct, financial oversight, decision-making and accountability. In some jurisdictions, elected members are also required to undertake ongoing refresher training and continuing professional development throughout their terms.

Embedded within state and territory local government legislation, these requirements reflect the recognition that elected members require structured governance development and ongoing support throughout their terms.

Lesson from Australia:
Australia demonstrates how mandatory induction, governance training and ongoing professional development requirements can be embedded within local government legislation to support governance capability development for elected members.

Lesson from Canada:

Transparent, merit-based appointment processes can help ensure boards have the skills, experience and perspectives needed while broadening access to governance opportunities.

Canada: Merit-based public sector governance appointments

Canadian public-sector and Crown governance frameworks increasingly use more formalised and transparent appointment processes designed to strengthen governance capability and improve confidence in board appointments.

Since 2016, public-sector appointments have placed greater emphasis on open merit-based selection processes, while also taking diversity and inclusion into consideration. Governance capability requirements are typically determined through enabling legislation or organisation-specific board mandates, which may include skills matrices, formal induction processes, regular board evaluations and director training and education. Together, these mechanisms support board effectiveness, strengthen transparency and help ensure boards have an appropriate mix of skills, experience and perspectives.

India: Formal governance entry requirements for independent directors

India has introduced more formal governance entry requirements for independent directors through reforms under the Companies Act 2013 and related Securities and Exchange Board of India governance requirements for listed entities.

A key feature of the reforms is the Independent Directors Databank, a national online repository of individuals who are eligible and interested in serving as independent directors. The databank is intended to support director identification and appointment processes while also encouraging greater awareness of governance responsibilities and expectations. The reforms also introduced proficiency assessment requirements for certain independent directors, formal independence requirements, and expectations for ongoing director familiarisation and training. Together, these measures place greater emphasis on governance-specific capability, director responsibilities and continuing governance development for independent directors. At the same time, aspects of the system have raised questions about accessibility, including whether formal registration, testing and compliance requirements may create unintended barriers for some potential governance participants.

Lesson from India:

India demonstrates how governance capability expectations can be formalised through director registration, governance education, proficiency assessment and independence requirements. The example also highlights the need to balance capability expectations with accessibility, ensuring governance pathways remain open to people with diverse backgrounds and experiences.

Lesson from Singapore:

Governance training requirements can support director readiness while ensuring boards continue to develop capability in emerging areas such as sustainability and climate governance.

Singapore: Mandatory training for listed company directors

Singapore Exchange listing rules include mandatory training requirements for directors of listed issuers, including sustainability and climate-related governance training requirements for directors.

The rules require first-time directors of listed issuers to undertake prescribed training where they do not have prior listed company board experience. Listed issuers are also expected to provide ongoing training and development opportunities to ensure directors continue to develop relevant skills and knowledge.

The reforms reflect growing recognition that directors require ongoing governance capability development to oversee complex responsibilities, emerging risks and evolving regulatory expectations, particularly in areas such as sustainability and climate governance.

South Africa: Governance principles for sporting organisations

South Africa's King IV Report on Corporate Governance (commonly referred to as the 'King Code') is a widely adopted governance framework used across public, private and not-for-profit organisations. Similar to New Zealand's NZX Corporate Governance Code, but broader in scope and application, it promotes a principles-based approach emphasising ethical leadership, stakeholder inclusivity, accountability and governance outcomes rather than compliance alone.

The South African Sports Confederation and Olympic Committee requires recognised national sporting federations to adopt governance principles aligned with the King Code, including expectations relating to board independence, accountability, governance structures and oversight. Affiliated sporting bodies are also expected to adhere to principles relating to transformation, equity and non-discrimination, reflecting South Africa's broader focus on inclusive participation and representation in sport.

Rather than relying solely on prescriptive governance rules, the framework encourages organisations to apply governance principles in ways that are appropriate to their organisational context, governance responsibilities and stakeholder environment.

**Lesson from South Africa:
South Africa demonstrates how sector-wide governance frameworks can reinforce expectations around ethical leadership, accountability and good governance while allowing organisations flexibility in how principles are applied.**

Lesson from the United Kingdom:

The United Kingdom demonstrates how governance codes can embed clear expectations for regular board evaluation, periodic external review and public reporting on resulting actions as mechanisms for strengthening board effectiveness and accountability.

United Kingdom: Board evaluation as governance best practice

The United Kingdom has embedded board evaluation into mainstream listed company governance practice through the UK Corporate Governance Code, equivalent to New Zealand's NZX Corporate Governance Code.

The Code encourages regular board evaluations, including externally facilitated reviews for larger listed organisations, to assess board effectiveness, board dynamics, culture and governance performance, and to support ongoing improvement. Listed companies are also expected to publicly disclose how evaluations have been conducted, the outcomes identified and the actions taken in response.

Board evaluations can play an important role in identifying risks of groupthink, poor culture, stale governance practices and declining board effectiveness. The approach reflects growing recognition that effective governance requires regular evaluation, continuous improvement and adaptation, rather than relying solely on director experience or tenure.

United States: Stakeholder expectations influencing governance practices

In the United States, investor, regulator and market expectations increasingly emphasise board oversight capability in areas such as cybersecurity, risk management and environmental, social and governance (ESG) oversight.

Institutional investors, regulators such as the Securities and Exchange Commission, proxy advisers and governance organisations have increasingly emphasised the importance of boards demonstrating appropriate expertise and oversight capability in emerging and technically complex risk areas.

This has contributed to greater focus on board composition, skills matrices, director evaluations and governance disclosures relating to oversight capability in areas such as cybersecurity, emerging technologies and ESG. Increasingly, boards are expected to demonstrate not only that these risks are being managed, but that they have the capability and oversight arrangements necessary to govern them effectively.

Lesson from the United States:

Boards should regularly assess whether their capability, composition and oversight arrangements remain fit for purpose as stakeholder expectations and governance risks evolve.

“Governance capability cannot be assumed. It is built through learning, experience, opportunity and continuous development.”

Governance resources

This body of work also informed the development of articles and practical governance resources designed to support director development, inclusion and effective governance practice across a range of governance environments. Additionally, the full thesis is available on the [Otago Polytechnic Research Repository](#) for those seeking further detail on the research findings, methodology and international review.

Getting on Board with Diversity

A practical guide exploring the relationship between diversity, inclusion and governance effectiveness, including the benefits of diverse boards, barriers to participation and actions boards can take to strengthen inclusive governance practices and decision-making.

Board Evaluation Guide

A practical guide to planning, conducting and following up board evaluations, including guidance on evaluation objectives, scope, methodology, implementation and continuous improvement.

Professional Development Guide

A practical resource to help directors assess their governance capability, identify development priorities and plan ongoing learning and professional development throughout their governance journey.

Additional governance development resources and networks

- [Institute of Directors Women Directors' Network](#)
- [Institute of Directors Mentoring for Diversity programme](#)
- [Institute of Directors Shared Interest Groups](#)
- [Institute of Directors not-for-profit governance](#)
- [Institute of Directors courses](#)
- [Ministry for Women Board Connector](#)
- [Community Governance Aotearoa](#)

Related articles

- [The shifting DEI landscape](#)
- [Building future-ready boards](#)
- [The importance of shared spaces - and being heard](#)
- [Confidence isn't capability: why director development matters](#)
- [Leadership to governance: Intentional pathways for women](#)
- [Breaking the board evaluation stigma](#)
- [Borrow my boots: The power of showing up for one another](#)

About the author

Judene Edgar MNZM CMInstD is a Principal Governance Advisor with the Institute of Directors' Governance Leadership Centre and leads Chapter Zero New Zealand, supporting directors with governance research, thought leadership and practical guidance on governance issues and board practice.

Judene has extensive governance and public leadership experience, including 12 years as a local government elected member and governance roles across a range of private, public and not-for-profit organisations. She is currently Deputy Chair of Rātā Foundation, Chair of Nelson Historic Theatre Trust, a trustee of Network Tasman Trust and serves on the Executive Committee of Energy Trusts of New Zealand.

Prior to joining the Institute of Directors, Judene ran her own consultancy for more than 20 years, specialising in governance, strategy, policy and communications across infrastructure, energy, health, housing, solid waste, aviation and not-for-profit organisations.

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Judene was appointed a Member of the New Zealand Order of Merit in the 2026 New Year Honours for services to governance, local government and the community.





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This report is based on research undertaken as part of a Master of Professional Practice at Otago Polytechnic and is intended to support governance discussion, capability development and effective governance practice.

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