

New Zealand



Framework Overview

Professionalisation has been described as the social process by which a trade or occupation transforms itself into a true profession of the highest integrity and competency. The process involves the establishment of standards and group norms of conduct. Qualification for entry requires applicants to demonstrate conformity to standards and norms that reflect general expectations of the profession. Shareholders, investors and the wider stakeholder community are focusing more and more on the standards and competencies of their elected and/or appointed directors.

Until now, directing has been an open access activity, (subject to certain basic exceptions). Under section 151 of the Companies Act 1993, directors must be people (not corporate entities), adults (not under 18), and free from legal encumbrances that would prohibit them from serving as a director. None of these exceptions, however, pertain to professional competency. Indeed, in the current environment, the only qualification directors can trade on is their reputation in business or a profession. For aspiring directors at the beginning of their career, this emphasis on known experience acts as a barrier to the boardroom. This emphasis on reputation may also inadvertently prevent boardroom entry by qualified persons that have relevant experience, but who are not well known or socially connected. How then can would-be directors show that they are ready for the challenges of board service?

The New Zealand Director Competency Framework (the Framework) will help directors and boards to understand how to measure their performance and brings clarity to governance roles and their functions in a range of organisations. The Framework underpins the Institute of Directors' drive towards the professionalisation of the New Zealand director community and will guide director career path guidance including the Chartered Membership pathway, qualifications and DirectorSearch services. In addition it will also be used to inform a broad range of development initiatives and tools for both boards and directors.



The Framework was created by directors for all directors via a four-stage process involving:

- a review of existing director competency literature
- an online survey to canvass a broad sample population of active directors to determine their necessary skills and knowledge and those of boards.

Followed by:

- qualitative focus groups to provide clarity to the draft competency statements and to identify which competency statements could be considered core and optional to directors and boards in New Zealand depending on their different organisational and sectoral contexts
- a review period for directors to undertake a more comprehensive look at the draft
 Framework and provide feedback
- The Framework is consistent, and should be referred to in conjunction with *The Four Pillars of Governance Best Practice*.



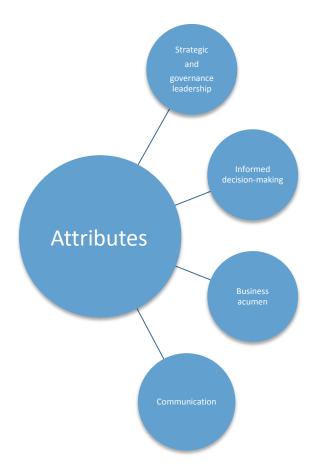
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Framework structure

The Framework is structured into essential and desirable attributes that are applicable to competencies categorised into four areas. Separate sets of competency statements exist for directors and for boards.



Director attributes

The attributes listed form an aspirational list of qualities the New Zealand director community considers to be most indispensable and desirable in directors. This list is not exhaustive as particular organisations may require specific attributes not listed here. Organisations are encouraged to customise this list accordingly. This list should also not be considered mandatory. Each board candidate or sitting director will have a unique combination of the attributes listed here. No director can be expected to have all of these attributes, however, this list enumerates the attributes that would most likely be sought in a director in the New Zealand context and should therefore be applied to all competencies in the Framework.

Attributes are acquired over time depending on the experiences that individuals have both in their personal and professional lives. A person who displays all of the essential attributes listed and a combination of the desirable attributes is likely to be a highly effective director in New Zealand.

Essential attributes	
EA1	Is truthful, trustworthy and demonstrates absolute integrity.
EA2	Upholds and lives by a strong personal standard of ethics.
EA3	Is frank and open when communicating, willing to admit errors and is assured when dealing with others.
EA4	Shows reliability, commitment, enthusiasm, encouragement and support.
EA5	Is aware of own strengths and weaknesses.
EA6	Is resilient and maintains composure and effectiveness in the face of adversity.
EA7	Acts with courage.
EA8	Shows energy, vitality and commitment to the organisation's values and culture and for his or her role as director.
EA9	Is alert and responsive to change.
EA10	Fosters cooperation and effective teamwork, is participative, collaborative and collegial values the input of others.

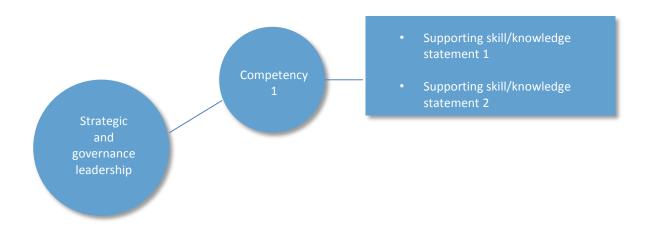


Essential attributes, continued		
EA11	Inspires others to achieve by ensuring clear understanding of goals.	
EA12	Willingly provides personal support.	
EA13	Takes charge of a situation when appropriate.	
EA14	Is loyal to and works in the interest of the entity governed.	
EA15	Is comfortable with and tolerant of reasonable risk, ambiguity and uncertainty.	
EA16	Respects the law.	
EA17	Demonstrates a propensity for decision-making.	
EA18	Understands the value of the group and respects his or her role within it.	
Desirable	Desirable attributes	
DA1	Is inventive and original when tackling issues and solving problems.	
DA2	Demonstrates a strong, positive first impression.	
DA3	Understands the feelings and needs of others and is compassionate and fairminded.	
DA4	Encourages new initiatives.	
DA5	Is committed to professional development and lifelong learning.	
DA6	Is culturally astute.	
DA7	Is emotionally intelligent, self-motivated and respectful of others.	
DA8	Is curious, inquisitive and intuitive.	



Director competency structure

For individual directors, competency statements in each of the four areas are supported by detailed statements of skill and/or knowledge.



Director competencies

The statements on the following pages describe the competencies important to all directors in New Zealand and are organised into four areas:

- strategic and governance leadership.
- informed decision-making.
- business acumen.
- communication.

More than ever, directors require a substantial knowledge base whether they are starting out in their governance career or progressing through their development pathway. These competency statements recognise this knowledge base and ask directors to go beyond simply having that knowledge to actually applying it to all aspects of their governance roles.

The chair

The director community in New Zealand advises that there should be no hierarchy of director roles on a board therefore dispelling the commonly-held perception that the role of chair commands a greater level of proficiency. It is accurate, however to suggest that the role of chair commands some different skills. The IoD has endeavoured to include these as separate statements of skill and knowledge in the area of strategic and governance leadership, for example driving strategy formulation as well as contributing to it.

It is also feasible that the chair might acquire responsibility for the evaluation or achievement of certain competencies required of individual directors on the board they are chairing.



How to refer to director competency statements and supporting statements of skill/knowledge

The following competency statements are considered important to all directors, therefore they should all be referred to in the recruitment of directors and in the evaluation of incumbent director capability. As with attributes, this list should be viewed as flexible enough to be able to address specific contexts, organisational purposes and various stages of an entity's life cycle. This may involve adding competency statements or adjusting the wording of existing statements but not pigeon-holing or stereotyping director competencies to specific organisation types. It is also important to recognise that many competencies are interlinked with others in the Framework and it may not be possible to achieve one without the others.

New Zealand directors cite the essential and desirable attributes identified in this document as being of critical importance in avoiding board dysfunction. Therefore these director competency statements must be referred to in conjunction with the essential and desirable director attributes. The competency statements in each of the four areas are supported by a number of detailed statements of skill and/or knowledge which should be referred to as a list of potential evaluative criteria.

Example

If a director demonstrates competency in statement 1 detailed in the table below then this director would be doing some or all of the things listed in skill and knowledge statements SGL01 to SGL07.

Strategic	and governance leadership Competency statement
Ref	Competencies and Supporting Statements
	1. Governance orientation. Distinguishes governance from management, understands and performs governance functions and engages with shareholders, management and employees as a governance representative.
SGL01	•Compreh am I here Reference : purpose for being on a particular board by asking 'why
SGL02	Applies understanding of governance and maintains a governance focus.
SGL03	Applies understanding of the role and responsibilities of directors and the principles of governance.
SGL04	Applies understanding of the role of management and distinguishes governance functions from those of management.



Strategic and governance leadership

Ref	Competencies and supporting statements
	1. Governance orientation
	Distinguishes governance from management, understands and performs governance functions and engages with shareholders, management and employees as a governance representative.
SGL01	Comprehends their specific purpose for being on a particular board by asking 'why am I here as a director?'
SGL02	Applies understanding of governance and maintains a governance focus.
SGL03	Applies understanding of the role and responsibilities of directors and the principles of governance.
SGL04	Applies understanding of the role of management and distinguishes governance functions from those of management.
SGL05	Provides qualified guidance and support to management/executives of the organisation at appropriate times.
SGL06	Represents in a professional manner, the collective (one) voice of the board when interacting with shareholders, management and employees.
SGL07	Follows and adheres to agreed boardroom and meeting protocols.
	2. Big picture thinking
	Demonstrates strategic/big picture thinking.
SGL08	Comprehends and articulates the 'big picture' and maintains a strategic outlook.
	Understands the purpose of each of the following financial reports and its intended audience:
	 statement of financial performance – income statement
SGL09	 statement of financial position – balance sheet
	• cashflow statement
	annual report.
SGL10	Encourages and proactively seeks diversity of thought in the boardroom.
SGL11	Comprehends technology demands and progress, research and development and the future direction of the sector/industry as a whole.
SGL12	Comprehends the world-wide context and the economic, sustainability, social and political impacts on the organisation.



Ref	Competencies and supporting statements
	3. Constructive change management
	Contributes constructively to strategic change management.
SGL13	Responds to and influences constructively, future-focused strategic change management within an organisation.
	4. Political awareness
	Understands and adapts to the political context of the day and actively maintains interactions and political awareness at a strategic level.
SGL14	Comprehends the needs and strategic/political context(s) of the sector the organisation operates within domestically and internationally.
SGL15	Understands and where appropriate, interacts with strategic government processes to represent the organisation and forge relationships across/between the public and private sectors.
SGL16	Adapts governance approach to reflect the government environment (local/central) and/or the context the organisation operates within.
SGL17	Applies political instinct and knowledge of the political context to relevant situations.
	5. Strategy and culture
	Contributes to/drives strategy formulation, direction, implementation and communication and the (re)development of organisational culture based on the vision and strategy.
SGL18	Applies understanding of the strategy formulation and planning process.
SGL19	Challenges board thinking to consider what is outside the box and encourage innovation.
SGL20	Contributes actively to strategic planning, formulation, debate, direction setting, implementation, monitoring and review.
SGL21	Drives strategic planning, formulation, debate, direction setting, implementation, monitoring and review.
SGL22	Contributes actively to the achievement of strategic goals, objectives and priorities.
SGL23	Drives the achievement of strategic goals, objectives and priorities.
SGL24	Develops, articulates and champions the organisation's strategic vision and values.



Ref	Competencies and supporting statements
SGL25	Demonstrates leadership through strategic decision-making, questions strategic options and assesses strategic proposals.
SGL26	Aligns actions and behaviours in the boardroom to the organisations vision, direction, and values.
SGL27	Understands and contributes to the (re)development of culture based on the vision and strategy.
SGL28	Draws on the experience and judgment of self and fellow directors to develop sound strategy.
SGL29	Applies understanding of the different effects of strategies on the business.
SGL30	Provides strategic guidance and support to the CEO and management team to achieve outcomes.
	6. Specific sector knowledge
	Establishes and maintains specific sector knowledge and applies it at the governance level.
SGL31	Seeks continuously to develop and maintain a comprehensive understanding of the business/sector/industry.
SGL32	Applies knowledge of business operations to inform a governance perspective.
SGL33	Recognises differences in organisation types and adapts governance approach and strategic leadership style accordingly.
	7. Fiduciary compliance
	Understands and complies with fiduciary responsibilities and legal frameworks.
SGL34	Understands and complies with fiduciary responsibilities and legal/regulatory frameworks/requirements that apply to directors and the organisation they are a director of.
SGL35	Applies knowledge of the Companies Act (1993) and company law and knows when to seek advice.
SGL36	Recognises perceived and real conflict of interest situations, when to declare an interest and acts accordingly and appropriately.



Informed decision-making

Ref	Competencies and supporting statements
	1. Critical thinking
	Applies critical thinking to analyse, assess, evaluate, distil and question information.
IDM01	Identifies the key issues and opportunities within information in a structured manner.
IDM02	Evaluates and assesses the adequacy and relevance of information provided and seeks further information or clarification when information is insufficient, missing or inadequate.
IDM03	Questions and challenges assumptions and bias behind information to gain a high level of understanding of specific risks.
IDM04	Understands the data analysis process in use and uses this understanding to ascertain the validity of information provided.
IDM05	Synthesises own critical-thinking in order to evaluate complex situations and options.
IDM06	Retains a governance level focus when analysing information for decision-making.
IDM07	Adapts thinking for ambiguous situations.
	2. Conceptual reasoning
	Uses conceptual reasoning to recognise trends and exceptions, interpret data and provide relevant commentary.
IDM08	Interprets a range of data and develops own commentary to explain interpretations.
IDM09	Dissents confidently in the boardroom if something feels "wrong".
IDM10	Recognises and explains the trends and patterns, exceptions and anomalies in provided information and identifies areas of risk.
IDM11	Identifies the options from within the information provided and articulates the pitfalls and prospects.
IDM12	Contributes strategic input and conceptual reasoning to solve problems and improve decision making at a governance level.
IDM13	Infers and extrapolates conclusions from limited information.



Ref	Competencies and supporting statements
	3. Cause and effect
	Applies decision-making criteria and understands consequences, cause, and effect.
IDM14	Balances decision-making to align with strategic intent and to reflect the interests of all parties even when the situation may be ambiguous.
IDM15	Contributes to the development of, understands and applies robust and transparent criteria to the decision-making process.
IDM16	Evaluates a range of options and alternatives to contribute to rational decision-making.
IDM17	Recognises and articulates decision cause and effect, and takes responsibility for the decision consequences and implications.
	4. Performance indicators
	Maintains a strategic focus and applies understanding of strategic key performance indicators to the decision making process.
IDM18	Reflects on strategic goals and objectives when monitoring achievement and variances of strategic key performance indicators.
IDM19	Applies understanding of the organisation's strategic key performance indicators to the decision-making process.
	5. Strategic reporting
	Sets reporting requirements by specifying what information is required for decision-making and commits to analysis and informed decision making by pre-reading board papers, seeking further information when required and digesting information in preparation for discussion.
IDM20	Recognises what information is critical for strategic decision-making.
IDM21	Contributes to the setting of congruent strategic reporting requirements in order to inform decision making and articulates these requirements to management.
IDM22	Contributes to the strategic analysis of reports by digesting information and formulating questions to proactively prepare for and participate in meaningful discussions during board meetings.
IDM23	Conducts own research and seeks further information and clarification when required.



IDM24	Draws on own sector/industry and commercial knowledge to identify gaps in information, challenge assumptions, present logical arguments and provide perspective.
IDM25	Applies fluency with financial concepts to the review of internal financial reports.
IDM26	Understands strategically the broader implications of decision-making and participates in collaborative decision making.
IDM27	Makes decisions.
IDM28	Uses information communications technology securely to support director activities (communication, information gathering, etc) inside and outside of the boardroom.



Business acumen

Ref	Competencies and supporting statements
	1 Growing the business
	Applies business/commercial knowledge to influence business growth.
BA01	Focuses on extending the business and improving performance.
BA02	Maximises commercial/competitive advantage.
BA03	Determines a realistic approach to growth according to the size and scale of the organisation.
BA04	Appreciates the key determinants and measurements of success for the organisation.
BA05	Maintains oversight of organisational culture, depth of management and awareness of competition.
BA06	Recognises what makes a critical difference for both the business and the particular market.
BA07	Deduces action(s) required to improve business performance and mitigate risk.
	2. Performance monitoring
	Focuses on results, monitors and evaluates strategic performance in order to achieve outcomes.
BA08	Discerns strengths and weaknesses in arguments and recommends a course of action based on facts over ambition.
BA09	Contributes to the development of stretching but achievable goals, objectives and key performance indicators.
BA10	Implements and monitors performance against key performance indicators in order to achieve outcomes and respond to changes in market and economic dynamics.
BA11	Tracks actions in relation to the achievement of goals and objectives.
BA12	Increases board and own understanding of the sector, the market and its influences.
BA13	Evaluates business performance against strategy to maintain understanding of business position and identify where flexibility or agility is required.



Ref	Competencies and supporting statements
	3. Own business performance
	Draws and continuously builds on own proven business performance.
BA14	Demonstrates commercial savvy through evidence-based examples of proven business performance.
BA15	Anticipates changes in market and economic dynamics.
	4. Business principles
	Applies knowledge of business principles.
BA16	Understands business principles and theories and applies this knowledge in practice at a governance level.
BA17	Uses sector/industry/market specific knowledge to adapt thinking and actions to address the agreed performance requirements of specific organisation types (eg service performance as opposed to financial performance), and identify industry specific risks.
	5. Trends and opportunities
	Recognises trends and opportunities, increases own awareness of market dynamics and the business operating environment and contributes to competitive organisational positioning.
BA18	Recognises and analyses strategic trends, risks and opportunities within the environment the organisation operates.
BA19	Investigates and grows own awareness of market dynamics and sector/industry developments.
BA20	Comprehends and articulates the local impact of global trends.
BA21	Contributes to an organisational position of competitive advantage.
BA22	Converts challenges into sustainable growth opportunities.
	6. Driving business
	Understands the business drivers and establishes and maintains own market awareness and industry specific knowledge.
BA23	Establishes and maintains a sufficient level of industry/sector specific knowledge, market awareness and the environment the business operates in.
BA24	Understands what drives the business and draws on this knowledge in decision making.



Ref	Competencies and supporti	ng statements			
	7. Financial fluency				
	Demonstrates fluency with a range of financial concepts.				
BA25	Describes and applies the following financial concepts in considering organisation financial performance:				
	Earnings before the deduction of interest, tax and amortisation Solvency Resource allocation Metrics	Pricing Margin analysis Investing Funding Depreciation	Ratios Equity Budgeting Forecasting Variances Trends Expected industry norms Capital investment		
	8. Managing risk				
	Identifies, assesses and mana	ges risk.			
BA26	Identifies financial, operating, market, health and safety, and legal risks.				
BA27	Understands and uses appro	opriate risk assessment	tools.		
BA28	Uses risk-management tool	s to best effect.			
BA29	Interprets and assesses exp	ert advice on how to ma	anage certain risks.		
BA30	Challenges current risk-mar in place for the time.	nagement-practices to e	nsure best risk-management is		
BA31	Assists with the high level d plans.	evelopment of continge	ncy and disaster recovery		
	9. Organisation brand				
	Understands brand equity, who orientation.	nat the brand represents, is co	ustomer focused and has a marketing		
BA32	Understands and applies kn	owledge of brand equit	у.		
BA33	Understands and articulates what the organisation's brand represents.		s brand represents.		
BA34	Maintains a customer focus	and marketing orientat	ion.		



Communication

Ref	Competencies and supporting statements	
	Stakeholder engagement	
	Identifies and engages with co-directors, management, key individuals and stakeholders to establish and maintain effective relationships.	
C01	Identifies purpose and objectives for communication and tailors messages and communication style for the audience in focus.	
C02	Understands the information needs of a range of audiences and adapts content accordingly.	
C03	Prepares and presents confidently in the boardroom and where necessary, in public forums and is accessible and approachable.	
C04	Leads consultation in the boardroom and between governance and management and governance and key individuals and stakeholders.	
C05	Engages sustainably at all levels of the organisation to enhance information flow and develop functional relationships.	
C06	Creates and maintains professional networks within and externally of the organisation.	
C07	Compels audiences to listen and establishes rapport quickly.	
	2. Messaging	
	Utilises verbal and non-verbal communication techniques to structure concise and articulate messages that are delivered and received completely.	
C08	Listens actively.	
C09	Delivers messages in a range of settings in a manner that gains support, commitment and agreement.	
C10	Expresses ideas and messages in clear, simple terms to individuals and groups inside and outside of the boardroom.	
C11	Seeks and responds constructively to feedback.	
C12	Applies emotional intelligence when participating in the boardroom, argues cogently and de-personalises views before expressing them.	
C13	Displays interpersonal agility and professionalism in the face of dissent.	



C14	Accentuates messages with positive and constructive tones, is honest, transparent and professional at all times.
C15	Summarises and structures information clearly and concisely, whether verbal or written and confirms accurate and complete receipt.
Ref	Competencies and supporting statements
	3. Channels, strategies and policies
	Uses relevant communication channels and strategies and adheres to associated policies and protocols.
C16	Actively participates in boardroom discussions.
C17	Adheres to agreed boardroom communication and meeting protocols and respects the confidentiality of information inwards and outwards.
C18	Facilitates collegial discussion in the boardroom in order to constructively consider and debate ideas and viewpoints.
C19	Implements governance communications strategies in accordance with organisational protocols.
C20	Represents the organisation in a way which maintains authority, credibility, and that is consistent with the vision, mission and values of the organisation.
C21	Uses relevant communication channels (including social media and email) at appropriate times to support message delivery and receipt.
C22	Demonstrates understanding of disclosure requirements, media priorities and the organisation's media protocols.



Board competency structure

For boards, high level competency statements are detailed under each of the four areas of competency and are applicable to the board as a collective group of people. Board competency statements **do not** include detailed supporting skill/knowledge statements.



The following statements describe the competencies that all boards must have and demonstrate collectively to be effective. These competency statements only apply to boards as a collective group of people as opposed to individual directors on a board. Typically, these competency statements would be referred to in a board performance appraisal and where gaps are identified in the board's collective competency set, recruitment of directors to fill those gaps occurs thereafter.

Important note

Unlike individual director competency statements, board competency statements **do not** have supporting detailed skill and knowledge statements.

How to refer to board competency statements

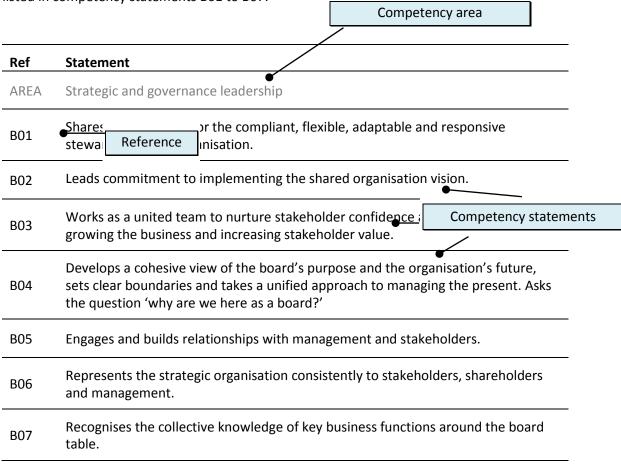
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It is recommended that these competency statements are used in an integrative fashion as in most cases statements are co-dependent on at least one other competency statement in the board competency set. New Zealand directors cite the essential and desirable attributes identified in this document as being of critical importance in avoiding board dysfunction. Therefore, these board competency statements must be referred to in conjunction with the essential and desirable director attributes.



Example

If a board was to demonstrate competency in the area of strategic and governance leadership, as detailed in the table below then this board collectively would be doing all of the things listed in competency statements B01 to B07.





Strategic and governance leadership

Ref	Competency statement	
AREA	Strategic and governance leadership	
B01	Shares responsibility for the compliant, flexible, adaptable and responsive stewardship of an organisation.	
B02	Leads commitment to implementing the shared organisation vision.	
B03	Works as a united team to nurture stakeholder confidence and for the purpose of growing the business and increasing stakeholder value.	
B04	Develops a cohesive view of the board's purpose and the organisation's future, sets clear boundaries and takes a unified approach to managing the present. Asks the question "why are we here as a board?"	
B05	Engages and builds relationships with management and stakeholders.	
B06	Represents the strategic organisation consistently to stakeholders, shareholders, and management.	
B07	Recognises the collective knowledge of key business functions around the board table.	

Informed for decision-making

Ref	Competency statement	
AREA	Informed decision-making	
B08	Demonstrates a collective understanding of risk and policy.	
B09	Achieves consensus (where appropriate) when identifying and mitigating business risk.	
B10	Draws on and applies collective wisdom when making decisions.	
B11	Collaborates to achieve a collective understanding of the organisation's strengths, weaknesses, opportunities, and threats.	



Business acumen

Ref	Competency statement	
AREA	Business acumen and achieving results	
B12	Adds value collectively to organisation performance.	
B13	Recognises, recruits and retains a balanced and high performing team (governance and management).	
B14	Monitors, motivates and evaluates management performance and remuneration diligently, and holds management to account.	
B15	Monitors and evaluates own performance diligently.	
B16	Collectively understands the financial/commercial/risk position of the organisation and the environment it operates within.	

Communication

Ref	Competency statement	
AREA	Communication	
B17	Listens, debates and demonstrates the use of independent thought.	
B18	Commits and adheres to agreed meeting protocols.	
B19	Presents a united front when communicating outside of the boardroom.	

