

TIA Governance Consultation: Close Out Report

August 2025

Thank you for your feedback

Over the past year, TIA members have taken part in an important [consultation](#) on our future governance. The review was required to ensure we can meet the requirements to re-register under the Incorporated Societies Act 2022 but was also an opportunity to design a governance framework that reflects best practice and positions TIA strongly for the future.

Thank you to everyone who contributed, whether through the online survey, drop-in sessions, consultation webinar or by providing written submissions. In total, 45 responses were received from across all parts of the tourism industry, alongside written submissions from several sector organisations representing around 30% of our membership.

Your input has been invaluable. It has helped us refine the detail and given the Board confidence to progress an updated constitution to members for approval at the TIA AGM in October 2025.

What we heard

The consultation has shown broad and positive support for the proposed change. Members have endorsed the direction and the principle of balancing best practice governance with a strong industry voice.

Overall, the consultation showed strong endorsement for the proposals:

- **87% of respondents agreed the proposed governance structure is appropriate.**
- **85% believed it would maintain or improve member and industry representation.**
- **84% supported the introduction of director remuneration for the skills-based Board.**

Key themes from member feedback

- Support for a **skills-based TIA Board**, balanced by strong industry voice through a **member-elected TIA Tourism Council**.
 - Broad agreement that directors of the **new skills-based Board should be remunerated**, with suggestions ranging from \$5,000–\$10,000 per annum.
 - **The need for clarity between the roles for the Council versus the Board** and ways of working, and reassurance that industry representation remains strong.
 - **Feedback on sector-specific representation** in some areas (notably cruise and inbound tourism).
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How the Board has responded

The TIA Board carefully reviewed and considered all feedback received through the consultation and has refined the proposal and made updates as a result, as summarised on the following page.

'You Said'	'We Did'
A skills-based Board is the right approach, and directors should be fairly compensated.	Based on feedback and benchmarking we have agreed to propose director remuneration from 1 April 2026, at \$7,500 per annum. This will be put the AGM for member approval.
Council may need to meet more than twice a year, especially at the start.	The Constitution provides for at least two meetings annually and additional meetings if required. Council will likely meet three times in the first year to support the transition process.
Relationships between the Council and Board will be key. There needs to be mechanism for sector input to the Board and to avoid a two-tier structure.	<p>The constitution sets out distinct roles for the Council (member and industry representation) and the Board (governance of TIA). We will have charters for the Board and Council to clearly define the roles and avoid duplication. To ensure effective communication and sector input, we have included the following mechanisms:</p> <ul style="list-style-type: none"> • Council is responsible for appointing the TIA Board. • The Council Chair will serve as a member of the TIA Board and Nominations Committee. • The Board Chair, or their representative, will attend each Council meeting to update on the Board's activity. • The Board will be made up of a majority of TIA members (at least 5 out of a potential 7 directors). • The Council will provide a quarterly industry scan report to be shared with the Board.
Independent directors are valuable – should they be mandatory rather than optional?	The Constitution enables up to two independent directors but does not make them compulsory, retaining flexibility to meet future needs and broadening the options available.
You should consider term limits for Board directors and Council members.	We have now included maximum term limits in the constitution, these will be: 9 consecutive years for the TIA Board and 12 consecutive years for the Tourism Council.
Small businesses must be represented.	A dedicated co-opted seat on the TIA Tourism Council for a small business operator has been written into the Constitution.
There should be clear criteria for Board appointments and nominations.	The Nominations Committee will be responsible for ensuring there are fair and robust appointment processes. We will ensure criteria are published when calling for nominations
Ensure Māori capability and diversity are considered.	We have included a Māori representative seat on the TIA Tourism Council. The skills criteria for Board members will include Māori capability. We will enable Council and Board members to participate in Māori capability development.
Stronger representation was sought in some areas including Inbound Tourism, Cruise and RTOs.	We have updated the TIA Tourism Council composition in the constitution to an 18-seat Council, which now includes: an additional elected Inbound Tourism seat, one dedicated Local Government (RTO) seat, and an additional co-opted seat (which could be used for cruise or other representation). This responds to feedback along with the need to maintain representation, inclusivity, balance and flexibility. We have not included specific sector representatives on the new TIA Board, as we have taken a skills-based approach.
You wanted clarity on who appoints the Board Chair and Tourism Industry New Zealand Trust (TINZT) Trustees.	The Board will appoint its Chair. For transparency, this process will be supported by the Nominations Committee, which includes the Council Chair and is a Council Committee. The TIA Board will continue to appoint TINZT trustees.

Next steps

An updated TIA Constitution incorporating these outcomes has been prepared for member approval at the TIA Annual General Meeting in October 2025. If approved, TIA will re-register under the Incorporated Societies Act and move to the new governance model in a phased transition through 2026.

Thank you once again for your feedback. We look forward to working with you to finalise and implement this new governance framework, ensuring TIA is well positioned to represent our industry into the future.

Ngā mihi nui

Your TIA Board

