

A wide-angle photograph of the Panama City skyline, featuring numerous high-rise buildings and skyscrapers. The city is situated along a body of water, with a rocky breakwater in the foreground. The sky is blue with some light clouds.

2018 Global Council

*4-6 February
Panama City, Panama*

Paul Sobel, CIA, QIAL, CRMA
Chairman, Governance Task Force

GLOBAL GOVERNANCE

Agenda

- Governance Restructuring and Milestones
- Results of Global Membership Survey
- Global Council vs. Proposed Global Assembly
- Results of Advance Polling Questions
- Next steps
- Questions

Governance Restructuring

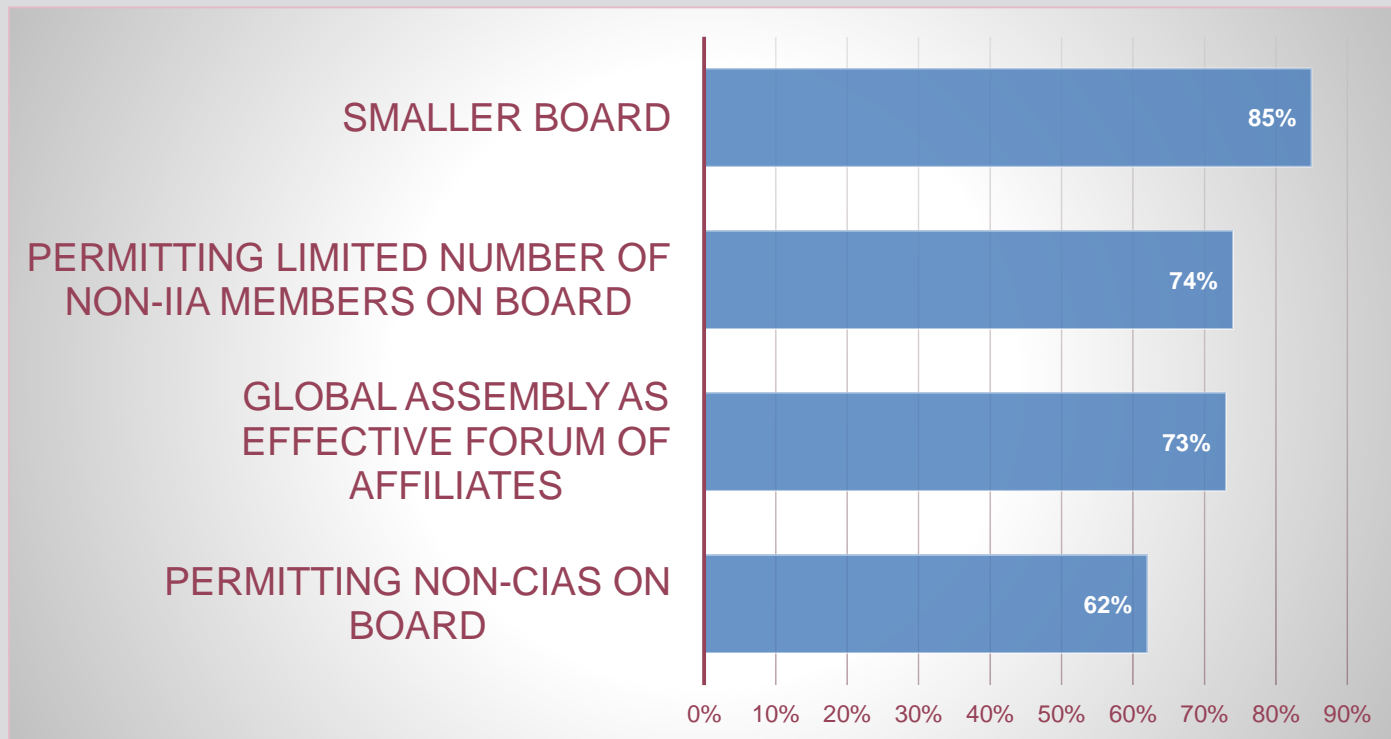
- Key elements of Global Governance Plan
 1. Reduces size of Global Board to 17 from 38
Non-CIAs and non-IIA members may be considered for Board positions
 2. Eliminates existing Executive Committee
 3. Establishes small Supervisory Committee to advise CEO and Board, and also serve as Compensation Committee
 4. Transforms Global Council to Global Assembly and increases its responsibilities

Key Milestones

- **Sept – Oct 2017** – Governance Proposal and survey were released to IIA members in 10 languages
- **Dec 2017** – Bylaws changes were approved by the Board to submit for membership vote
- **May 2018** – Membership vote on bylaws changes
- **July 2019** – Pending membership approval, new Global Board will be elected under new guidelines
- **1st Quarter 2020** – First Global Assembly will meet

Membership Survey Results

- 2,168 responses (75% from Affiliate members)



Survey Results

- Comments/concerns received from members and Affiliates:
 - Diversity
 - Nominating Process
 - North American representation on Board
 - Board connectivity with the Internal Audit Foundation
 - Detailed responsibilities of the Board, Supervisory Committee, Global Assembly

Global Council - Current

- Meets annually
- Provides input on strategic topics of current interest
- Serves as sounding board for new concepts and proposals
- Shares leading practices and enables benchmarking among Affiliates

GC – Weaknesses

- Affiliates are encouraged, but not required to participate
- Representatives often change annually and may not have much background on topics
- On-going dialog is not maintained with GC representatives between annual meetings
- Timing does not always coincide with IIA's key initiatives

Global Assembly Concepts

- Global Assembly would carry a stronger voice to assist the Global Board in carrying out its responsibilities
- Affiliates would designate an official GA representative for 1 to 3 years
- Representatives would be engaged throughout the year with touch points in addition to the in-person meeting
- Periodic surveys/online meetings could solicit input on key initiatives and Board actions
- All Global Board and Nominating Committee Chairman would participate in GA meetings

Global Assembly – Affiliate Polling Questions

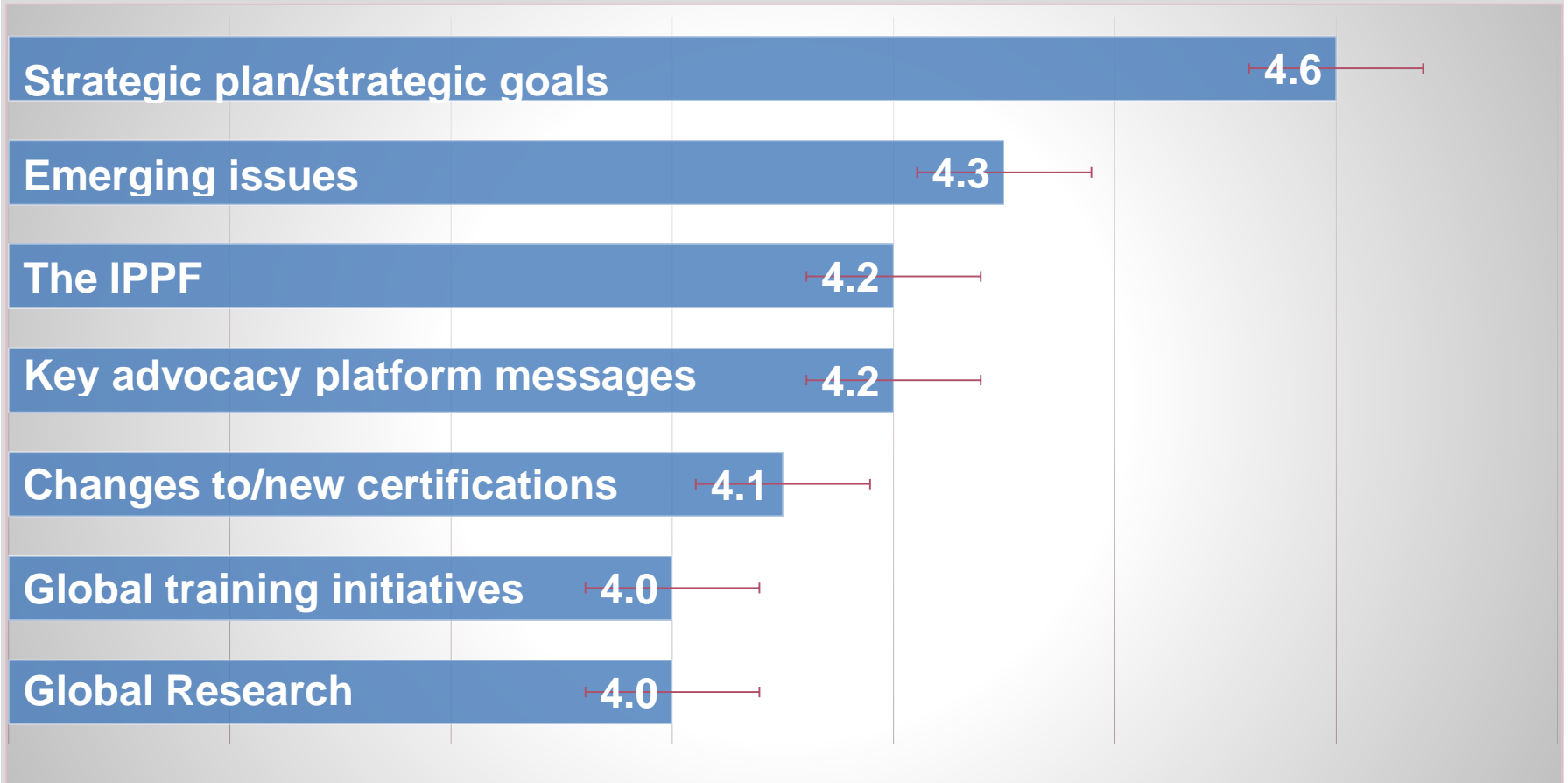
- All Affiliates received advance polling questions in January
- 102 responses were received

Polling Results

- Strong agreement on key principles (on a 5-point scale):
 - GA is integral element in IIA governance (4.5)
 - Each Affiliate should have a voice in GA (4.5)
 - Global Board should participate in GA (4.4)
 - For continuity, Affiliate Delegates should serve more than one (1) year (4.2)
 - GA delegates should have interim touchpoints during the year (4.2)

Polling Results

GA and affiliates should provide a voice on:



Next Steps

- Based on GC input, draft new charter and responsibilities for the Global Assembly
- Consider incorporation of some agenda changes in 2019 Global Council
- Prepare for first Global Assembly in 2020

Questions?