



## **FIDIC Directors & Secretaries Advisory Council CHARTER**

### **Background**

- D&S Meeting Marrakech 2016
  - MA participation on FIDIC Board explored
  - Draft Corporate Governance Framework presented
- Governance survey 2017
- Not enough support for change to Board membership
- Directors & Secretaries (D&S) Meeting Jakarta 2017
- D&S Advisory Council charter proposed and accepted
- Inaugural D&S Advisory Council selected
- D&S Meeting Berlin 2018
- Amendment/update to D&S Advisory Council charter proposed and accepted

### **Purpose**

- Provide insight to the Board on policy matters and industry trends
- Provide input to assist FIDIC to achieve operational excellence
- Facilitate collaboration, share information and promote development of Member Associations' (MAs) capacity and capability
- Advise the Board and the Secretariat on how to better support MA capacity building
- Create D&S working committees as required to fulfil charter
- Liaise between Board and D&S
- Facilitate introductions to MA member firms to support FIDIC initiatives
- Update D&S on Board issues and solicit feedback as required
- Make agenda recommendations for annual D&S meeting

### **Meetings**

- Minimum of 4 times per year corresponding with FIDIC Board meetings
- In-person meetings two times per year:
  - one at the annual FIDIC Conference
  - one at FIDIC HQ or location proposed by the FIDIC Secretariat
- Teleconferences at least two times per year

### **Administrative support**

- FIDIC Secretariat will attend meetings for minute taking and administrative support
- All minutes to be approved by Council and filed with FIDIC Secretariat who will circulate approved minutes to MAs
- Communicate D&S Advisory Council output to other MAs

### **Membership and Composition**

- Minimum of 5 and maximum of 9 members as proposed by the D&S meeting at the annual FIDIC conference
- Composition should include representation from each region (Americas, Europe, Africa, Middle East, Asia) and a mix of developed and developing nations represented to the extent practicable



- Composition should reflect diversity of gender, culture, experience and skills to the extent practicable
- The FIDIC CEO is a non-voting *ex-officio* member
- Non-voting members may be directly appointed for a limited period of time to provide a specific expertise or perspective

### **Governance and selection of Council**

- At the conclusion of the annual D&S meeting, the D&S will select the D&S Advisory Council for the upcoming year
- Normally terms will be for two years plus option for 1 year extension but not exceeding 33% standing for election each year
- The FIDIC secretariat will advertise vacancies on the Council to the MAs who may propose members for election to the council
- The Council shall act as nominating committee and propose nominees that best reflect desired composition – however additional candidates may also stand for election
- Should the number of candidates exceed the number of vacant positions, a secret ballot will be taken by the D&S at the annual meeting and the candidates with the highest number of votes will be elected to fill these vacant positions

### **Selection of Chair and Vice-Chair**

- At its first meeting following the annual D&S meeting, the Council will elect a Vice-Chair for the upcoming year
- The Chair will normally serve for a one-year term
- The Vice-Chair will be the Chair-Elect
- At the conclusion of the annual D&S meeting, the preceding year's Vice-Chair will become Chair for the upcoming year
- The outgoing Chair may serve one additional year as past-Chair to provide continuity and encourage institutional memory

### **Role of Chair**

- Provides strategic leadership and direction
- Convenes and presides over D&S Advisory Council meetings
- Attends FIDIC Board meetings
- With other Council members, develops agenda for and preside over annual D&S meeting
- Role of Vice-Chair
- Assists Chair and acts as alternate to Chair as required
- Is the designated Chair-Elect
- Chairs one D&S working committee

### **Replacement of the Chair**

- In the event that the Chair is unable to complete the current term, the Vice-Chair will assume the position of the Chair
- Such circumstances will not affect the term of office of the new Chair who will continue to serve through the next term as planned
- In conjunction with the above, the Council will elect a new Vice-Chair at the time the incumbent Vice-Chair position has been vacated through a vote of the Council members present at the next and earliest Council meeting



- A vote of more than 50% of the members present in favour of such candidate for the position of Vice-Chair is required

#### **Financial support**

- Chair: expenses for all in-person FIDIC Board meetings attended
- Members: expenses for one in-person meeting at FIDIC HQ

#### **Reporting**

- Formal reports to each Board meeting
- Formal report to annual D&S meeting
- Formal Report to FIDIC GAM on previous year's activities

