

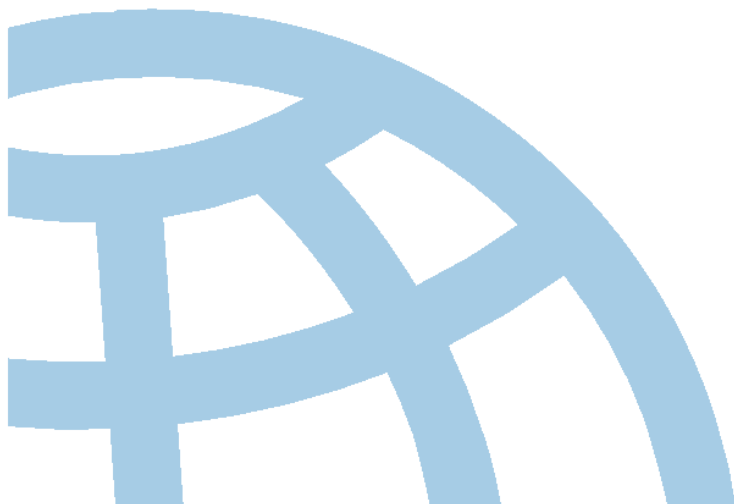


International Federation of Consulting Engineers
The Global Voice of Consulting Engineers

FIDIC Directors and Secretaries Advisory Council (D&SAC) Terms of Reference

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1. Purpose

The FIDIC Directors and Secretaries Advisory Council (D&SAC) (“the Council”) is an Advisory Council of FIDIC appointed by the FIDIC Board under Art.12 (7) of the FIDIC Statutes and By Law VIII to support the constituency represented by the Council, whose primary functions are to:

- Liaise between the FIDIC Board and Directors & Secretaries from FIDIC Member Associations (MAs).
- Provide insight information to the FIDIC Board on policy matters and industry trends.
- Provide input to assist FIDIC to achieve operational excellence.

The strategic priorities of the Council are to:

- 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 task groups as required to fulfil the council objectives.
- Facilitate introductions to MA member firms to support FIDIC initiatives.
- Update D&S on Board directives and solicit feedback as required.
- Make agenda recommendations for the annual FIDIC D&S meeting.

2. Membership and Composition

The Council shall comprise up to 10 members with relevant professional expertise and experience, including.

Further, the composition of the Council will reflect as much as possible diversity objectives of FIDIC in gender, culture or geography.

Members shall be appointed and their tenure managed in accordance with FIDIC By-Law VIII “Advisory Councils”.

The CEO or a delegate from the Secretariat shall attend all meetings of the Council. A FIDIC Board Member will be appointed by the President to liaise with the Council on behalf of the Board and shall be entitled to attend all meetings but shall not be entitled to vote on matters considered by the Council.

3. Chair

The candidates of the position of the Chair of the Council shall be presented to the Nominations Committee of the Board by the Board Member undertaking the Council liaison duty. The preferred candidate shall be recommended by the Board Nominations Committee to and appointed by the Board in accordance with FIDIC By-Law VIII “Advisory Councils”.

The Chair and vice chairs of the DNSAC should be professionals running FIDIC Member Associations on a full-time basis or at least in the majority of their time.

The Council shall select a person for the position of Vice-Chair, from among its members, to be recommended to the Board by the Board Member undertaking the Council liaison duty. The Board in its absolute discretion may appoint the Vice-Chair nominee or other person as Vice-Chair. The Vice-

Chair shall be appointed for a term of one (1) year and may be eligible for recommendation for a maximum of two (2) terms as Vice-Chair.

Should both the Chair and Vice-Chair be absent from a meeting, the Council may select one of the other members of the Council to chair the meeting if there is quorum (see section 4).

4. Meetings of the Council

The Council shall meet at least 4 times per year. An annual schedule of planned meetings shall be prepared and submitted by 31 July each year. It shall be periodically updated as necessary or required by the Secretariat.

Every effort will be made to co-ordinate with the members to maximise attendance. Where possible, at least twenty (20) working days' notice of any unplanned in-person meeting shall be provided to all members. Where possible, at least ten (10) working days' notice of any technology-based meeting shall be provided to all members.

A quorum shall be a number of Council members greater than 50% or a minimum of 4 whichever is greater.

Meetings may be conducted using any technology agreed by FIDIC with the members or held in-person where the Secretariat has provided approval for it.

A standing item on the agenda of each meeting of the Council will be "Conflicts of Interest". Disclosure, management and resolution of actual, perceived or potential conflicts of interests shall be addressed to the Chair of the Council and be recorded in the minutes.

Wherever possible, the Council shall attempt to achieve consensus in its decision-making. Where a vote is deemed necessary to make a decision it may be made by a simple majority vote of meeting attendees. Decisions may also be made outside of any meeting by a simple majority resolution or agreement in writing by the majority of members of the Council.

The Chair shall not have a casting vote.

FIDIC Board Directors are eligible to attend meetings of the Council on request and are entitled to receive a copy of any papers in advance of the meeting.

Where approved by the Secretariat, the Council may request independent advisers or management staff to attend meetings and assist the Council with its deliberations and undertake functions.

All meetings shall be minuted in accordance with the protocol described in Section 7.

5. Conflicts of Interest

Members of the Council must comply with their legal, statutory and fiduciary duties and policy obligations, when discharging their responsibilities as members of the Council. The Secretariat shall provide information to assist Council members as appropriate to their functions.

Members of the Council shall act in good faith and in the best interests of FIDIC as a whole, act with care and diligence and for proper purpose as described in the Statutes, By Laws and policies.

Members of the Council must disclose to the Chair and/or the Council any actual, perceived or potential conflicts of interest which may exist as soon as the Council Member becomes aware of any issue and shall recuse themselves from discussion and or decisions which may involve that conflict.

6. Independent Advice

Subject to approval of the Secretariat, the Council may request the CEO to engage independent advisers or other professional advice as may be necessary to undertake their function. The CEO will be responsible for managing any such engagement.

7. Responsibilities

The Council has the following responsibilities:

- Establish and manage Task Groups, as described in Section 8, to undertake specific assignments as may be appropriate.
- Update the Board on any key issues affecting the ability of the Council to undertake its work effectively and efficiently.
- Notify the FIDIC Secretariat of any issues which may impact FIDIC and/or Member Associations and both their interests or their reputations.
- Prepare an annual action plan including target outputs, impacts and benefits to FIDIC's goals, objectives and strategic plan, using a format provided by the Secretariat and submit it to the CEO by 31 July each year for approval and guidance by the Board.

With administration by the Secretariat, the Council shall:

- Prepare and submit an annual budget, as part of the annual action plan described above and submit it to the CEO by 31 July each year for approval or guidance by the Board.
- Prepare and submit reports of activities and decisions undertaken by Council since the last Board meeting as advised by the Secretariat. The report should include a breakdown of Council spend against approved budget items and proposed spend against budget items for the remainder of the year.
- Prepare and submit approved minutes of meetings to the Secretariat within 30 days of any meeting held.

Working with the Secretariat, the Council is expected to achieve the following, to the extent they are relevant to the Council's interests and better support the constituency represented by the Council

- Develop papers, advice, proposals and recommendations for the Board relevant to progressing FIDIC's understanding or interests.
- Propose policy or practice to the FIDIC Board for adoption and implementation
- Promote the contribution and impact of the constituency represented by the Council and propose relevant advocacy tools and documents.
- Support the Secretariat to develop relevant publications and guidance documents, as approved or requested by the Board.
- Scope, design and help to organise, support and attend industry events.
- Support the constituency in addressing key issues and concerns of the constituency.
- Ensure established task groups and activities are managed to retain a source of knowledge for FIDIC and its members.
- Develop tools and guides for the industry, update the FIDIC Body of Knowledge (FBOK) and training materials.
- Maintain online resources about the Council, its membership and activities.
- Collaborate with other Councils to ensure the best outcome is achieved for FIDIC
- Identify and engage relevant external stakeholders, who may have particular interest in FIDIC's interests or work under the Council's mandate.

- Support the Secretariat to address queries from external stakeholders, other groups or Member Associations.

8. Task Groups

The Council may appoint Task Groups to support it to address specific areas of the Council's work and to undertake detailed tasks prescribed by the Council. Task Groups may be established on a standing basis or for a limited time. In any event, the Council shall review the Task Groups at the same time as it reviews its Terms of Reference.

The Council shall establish Terms of Reference for each Task Group using FIDIC Advisory Council Template Terms of Reference (on which all FIDIC Council's Terms of Reference are based). The number, name and purpose of each shall be described in the attached Schedule in the format included in the Appendix. The Schedule of Task Groups shall be updated with each report to the Board required in Section 7.

9. Authority

The Council has no authority to incur expenditure without prior Board or FIDIC CEO approval.

10. Review of the Terms of Reference

The Council shall review the Terms of Reference in not more than two years since it or any revision of it was approved by the Board of FIDIC. The Council shall recommend any changes proposed to the Terms of Reference to the FIDIC Board for its approval.

