

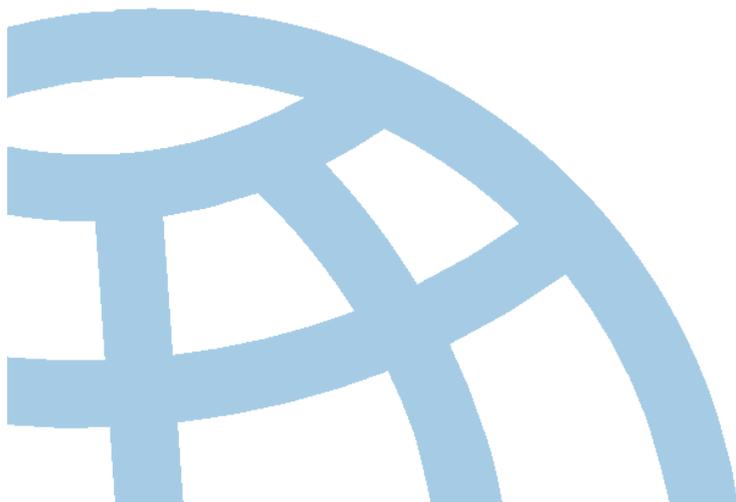


International Federation of Consulting Engineers
The Global Voice of Consulting Engineers

FIDIC Integrity Management Committee (IMC)

Terms of reference 2020 – 2022

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1. Purpose

The FIDIC Integrity Management Committee (IMC) (“the Committee”) is a working committee of FIDIC appointed by the FIDIC Board, whose primary functions are to:

- Lead FIDIC to raise awareness, advocate and fight against corruption in the global markets including consulting engineers, construction contractors, suppliers, international financial institutions, international development and assistance agencies and governments.
- Promote and market the use of FIDIC’s Integrity Management System (FIMS) and Government Procurement Integrity Management System (GPIMS) as effective tools for curbing the supply side of corruption.
- Provide an expert resource for FIDIC on the integrity related matters.
- Advise the FIDIC Board and Secretariat on all aspects of Integrity Management in the Consulting Engineering industry.

The strategic priorities of the Committee are to:

- Prepare white papers for the FIDIC Board on trends and issues of concern in anti-corruption and integrity management.
- Develop a FIDIC advocacy document and position statement to assist in the fight against corruption.
- Develop training materials, case studies and tools which enhance integrity in consulting industry.
- Maintain and where necessary update FIMS and GPIMS and develop friendlier and more user friendly and efficient tools that can be adopted by firms and procurement agencies.
- Collaborate with Transparency International, ISO, CoST, WFEO and other international bodies to fight corruption.
- Identify, collect, publish and promote best practice in integrity management across the Consulting Engineering industry.
- Update the FIDIC Body of Knowledge (FBOK) with the latest trends in integrity management in the consulting engineering industry.

2. Membership and Composition

The Committee shall comprise up to 10 members with relevant professional expertise and experience including, at least one representative of FIDIC Future Leaders Group¹.

Further, the composition of the Committee 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 VI “Working Committees”.

¹ The FIDIC Future Leaders is the group of young professionals (under the age of 40 years) of the International Federation of Consulting Engineers (FIDIC) providing FLs opportunities for FLs to participate actively in FIDIC with their peers and to develop as the next generation of consulting engineering industry leaders.

The CEO or a delegate from the Secretariat shall attend all meetings of the Committee. A FIDIC Board Member will be appointed by the Board to liaise with the Committee and the Board and shall be entitled to attend all meetings.

3. Chair

The Chair of the Committee shall be recommended to the Board by the Board Member undertaking the committee liaison duty and shall be appointed by the Board in accordance with FIDIC By-Law VI “Working Committees”.

The Committee 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 committee 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 Committee may select one of the other members of the Committee to chair the meeting.

4. Meetings of the Committee

The Committee 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 Committee members greater than 50% or a minimum of 4 whichever is greater.

Meetings may be conducted using any technology agreed by 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 Committee will be “Conflicts of Interest”. Disclosure, management and resolution of actual, perceived or potential conflicts of interests shall be addressed and be recorded in the minutes.

Wherever possible, the Committee 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 Committee.

The Chair shall not have a casting vote.

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

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

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

5. Conflicts of Interest

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

Members of the Committee 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 and policies.

Members of the Committee must disclose to the Chair and/or the Committee any actual, perceived or potential conflicts of interest which may exist as soon as the Committee 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 Committee 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 Committee 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 Committee 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 Committee 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 on activities and decisions, the Committee has undertaken since the last board meeting on or before a date advised by the Secretariat. The report should include a breakdown of Committee 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 Committee is expected to achieve the following:

- Produce relevant publications and guidance documents, as approved or requested by the Board.
- Develop papers, advice and recommendations for the Board relevant to progressing FIDIC's understanding or interests on global or regional matters.
- Promote the contribution and impact of the industry and develop relevant advocacy tools and documents.

- Scope, design and help to organise, support and attend industry events.
- Support regional groups in addressing key issues and concerns in the region.
- 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)² and training materials.
- Maintain online resources about the committee, its membership and activities.
- Collaborate with other Committees 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 Committee's mandate.
- Address queries from external stakeholders, regional groups or Member Associations.

8. Task Groups

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

The Committee shall establish Terms of Reference for each Task Group using FIDIC Committee Terms of Reference template (on which all FIDIC Committee'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 Committee has no authority to incur expenditure without prior Board or FIDIC CEO approval.

10. Review of the Terms of Reference

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

² FIDIC Body of Knowledge (FBOK) includes all FIDIC contracts, management systems, manuals, guidance documents and training materials.

Appendix

Integrity Management Committee

Schedule of Task Groups

Number	Title	Purpose or Scope of Activity