



International Federation of Consulting Engineers
The Global Voice of Consulting Engineers

FIDIC Integrity Management Committee (IMC)

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1. Purpose

The FIDIC Integrity Management Committee (IMC) (“the Committee”) is a Standing working committee of FIDIC appointed by the FIDIC Board, whose primary functions are to create, sustain and lead initiatives for FIDIC to promote integrity and raise awareness about corruption, notably to:

- Promote integrity including through initiatives aimed to advocate and fight against corruption in the global markets.
- Support and assist in developing and promoting use of FIDIC materials, products, and services that support integrity, notably by providing and making available tools and resources for the engineering consulting industry.
- Provide an expert resource for FIDIC on integrity anagement and anti-corruption matters.

The strategic priorities of the Committee are to:

- Regularly review the FIDIC Code of Ethics and associated policies, procedures or principles related to fighting corruption.
- Policy - Develop, promote and update FIDIC advocacy documents, FIDIC Body of Knowledge (FBOK) and position statements to assist in the fight against corruption.
- Training - Develop training materials, case studies and tools for FIDIC to promote and enhance integrity in consulting industry.
- Advocacy - Promote and drive change and commitment by industry leaders, practitioners and staff to refuse to engage in corrupt behaviour and activity
- Communication - Communicate and disseminate integrity and anti-corruption materials, messaging, and guidance on behalf of FIDIC as publications and the FIDIC website.
- Tools - Review, maintain, promote, and update integrity and anti-corruption tools (such as (FIMS and GPIMS) that can be adopted by Member Associations and their constituent or stakeholder firms and procurement organisations .
- Liaison - Liaise and collaborate with agencies responsible for fighting corruption, such as Transparency International, ISO, CoST, WFEO, GCNA, UN bodies responsible for implementing the United Nations Convention Against Corruption, and other international bodies.

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. Committee members shall be appointed and their tenure managed by the FIDIC Board under clause 3 to 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 FIDIC Board may appoint a Board Member to undertake the committee liaison duty² and persons with special expertise who may not be members of FIDIC or a Member Association to be members of the Committee³.

3. Chair and Vice Chair(s)

The Chair of the Committee shall be recommended to the Board by the Board Member undertaking the committee liaison duty⁴ and shall be appointed by the Board⁵.

The Committee shall select up to two persons 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 one (or both) Vice-Chair nominee(s) or other person as Vice-Chair(s).

The Vice-Chair(s) 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(s) 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 by the Secretariat or the Chair and submitted by 31 July each year. It shall be periodically updated as necessary or required by the Secretariat.

Every effort will be made by the Chair and the Vice-Chairs(s) 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 meeting quorum is attained when at least 4, or 50%, of the appointed members, whichever is greater attend the meeting within 10 minutes of the agreed meeting time, as long as the Chair or a Vice Chair is present to lead the meeting

Meetings may be conducted using any technology which is 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", under which Committee members must disclose, manage and resolve actual, perceived, or potential conflicts of interests of members and the Committee which if identified shall be addressed in the meeting and recorded in the minutes. Wherever possible, the Committee shall attempt to achieve consensus in its decision-making. Where the Chair of the meeting deems that a vote is necessary to make a decision it may be made by a simple majority of meeting attendees voting in favour or against the subject matter to be decided. Where the Chair of the Committee deems that a decision is necessary and a meeting is not planned or convened, decisions will be made by a simple majority of meeting attendees voting in favour or against the subject matter to be decided provided that:

² FIDIC By-Law VI. Working Committees, clause 13.

³ FIDIC By-Law VI. Working Committees, clause 4.

⁴ FIDIC By-Law VI. Working Committees, clause 13.

⁵ FIDIC By-Law VI. Working Committees, clause 2.

- the entire committee is notified of the subject matter and given a reasonable period to review the subject matter facts and any related supporting or opposing views;
- the date and time by which a vote is to be made is stated in the notice;
- the minimum number of members voting on the subject matter satisfies the quorum requirement above.

The Chair shall not have a casting vote.

FIDIC Board Directors are eligible to attend meetings of the Committee on request from the Chair, Vice-Chair(s) or as a Board Member undertaking the committee liaison duty and are entitled to receive a copy of any papers and prior minutes in advance of the meeting.

All meetings shall be documented in accordance with the protocol described in Section 7 to this document and are to include any disclosures made as a matter of Section 5 to this document. A meeting may be recorded; the recording may be held by the Secretariat in order to provide for a record of the session.

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.

To satisfy the content of Section 4 to this document, Committee members 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, (refer to separate Work Plan Appendix), as described in Section 8 of this document, to undertake specific assignments as may be appropriate.
- Update the Board, via the Chair, Vice-Chair(s) or Board Member undertaking the committee liaison duty, on any key issues affecting the ability of the Committee to undertake its work effectively and efficiently.
- Notify the 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.

In addition to the above responsibilities and 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 and which includes a breakdown of any Committee expenditure against approved budget items and proposed expenditure against approved budget items for the remainder of the year.
- Check and confirm the accuracy of meeting minutes taken, or recordings made, in accordance with Section 4 to this document for submission to and retention by the Secretariat within 30 days of any meeting held.

In addition to the above responsibilities, the Committee will work with the Secretariat to achieve the following objectives as they align with the Committee purpose and annual Work Plan:

- 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) 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 address specific areas of Committee's work in accordance with its Terms of Reference⁶. Task Groups are to undertake detailed tasks prescribed by the Committee and may be established on a standing basis or for a limited timeframe. In any event, the Committee shall review the Task Groups at the same time as it reviews these Terms of Reference and update the Work Plan/Appendix as a separate document.

The Committee shall establish Terms of Reference, as appropriate, 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 of this document.

⁶ FIDIC By-Law VI. Working Committees, clause 9.

9. Authority

The Committee has no authority to incur expenditure without prior Board or FIDIC CEO approval. Committee members are prohibited from entering into commitments of any kind on behalf of FIDIC⁷.

10. Review of the Terms of Reference

The Board approves the Terms of Reference for the Committee and the Committee shall review this Terms of Reference in a timeframe of 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.

⁷ FIDIC By-Law VI, Working Committees, clause 10.

Appendix

-----_Committee

Schedule of Task Groups

Number	Title	Purpose or Scope of Activity