



**International Federation of Consulting Engineers**  
The Global Voice of Consulting Engineers



# FIDIC Europe Board (FEB)

Terms of reference 2020 – 2023

Document Owner	Federation CEO
Document Approver	FIDIC Board
Document Custodian	Head of Legal and Compliance
Review Frequency	2 Years
Last Review Date	April 2021
Document Status	_____
Document Version	Version _____



## Contents

1. Preamble .....	2
2. Purpose .....	2
3. Membership and Composition.....	3
4. Chair .....	3
5. Meetings of the FEB .....	3
6. Conflicts of Interest .....	4
7. Independent Advice .....	4
8. Responsibilities.....	4
9. Authority .....	5
10. Review of the Terms of Reference .....	5

## 1. Preamble

The 2020-2023 FIDIC-EFCA agreement, endorsed by the FIDIC and EFCA Boards, has taken effect as from 1 January 2020 and will expire on 31 December 2023. The objectives of this agreement are to:

- ensure the consistency of their policies and products as to avoid overlaps and unnecessary duplication,
- ensure the maximum efficiency of their actions as to provide maximum value for the Member Associations that are paying subscriptions to both organizations,
- more generally best represent the FIDIC Member Associations in Europe (“Europe” means, in this document, all countries listed in Appendix 1) and the EFCA Member Associations.

In this context, FIDIC is responsible for the leadership of and advocacy for the consulting engineering industry globally, and EFCA is responsible for the leadership of and advocacy for the consulting engineering industry towards:

- the European Union (EU) and European Free Trade Association (EFTA) countries representing together the European Economic Area (EEA),
- countries engaged in formal negotiations with regards to membership of the EU or EFTA,
- European Union Institutions.

For the first time, the 2020-2023 FIDIC-EFCA agreement also defines EFCA to act as FIDIC’s agent. All FIDIC Member Associations must therefore be able to participate in decision making relevant to non-EU matters in which they have a material interest. This is the reason why FIDIC and EFCA have agreed to establish a specific governing Board named the FIDIC Europe Board (“FEB”) as the Regional Board of FIDIC for Europe. The role of the FEB is to:

- oversee the operation of FIDIC in Europe,
- give all Member Associations of FIDIC in Europe (and especially the Member Associations that are not eligible to full EFCA membership) voting and polling rights on FIDIC matters consistent with those contained in the FIDIC statutes.

For the avoidance of doubt, EFCA will continue to represent its members to the European Union and the European Union Institutions, and be accountable to its Member Associations regarding its activities related to the EU, independently from FIDIC. The core activity of EFCA is therefore unaffected by this 2020-2023 FIDIC-EFCA agreement.

## 2. Purpose

The FEB primary functions are to:

- Promote inclusivity across all Member Associations of FIDIC in Europe
- Be the primary contact of the FIDIC Board on FIDIC matters for Europe
- Represent the “voice of Europe” on FIDIC matters
- Promote, direct and oversee FIDIC-EFCA recurring cooperation matters
- Support EFCA in its role as Agent of FIDIC in Europe
- Promote FIDIC to and liaise with the European countries located at the borders of Europe and Asia

The strategic priorities of the FEB are to:

- Promote FIDIC global initiatives in Europe
- Cascade the views and positions of FIDIC on global topics to European Member Associations of FIDIC
- Express the views and positions of European Member Associations of FIDIC, and of Europe as a whole, to FIDIC on global topics
- Reinforce FIDIC-EFCA alignment and cooperation
- Enhance proximity with countries located at the borders of Europe and Asia
- Align FIDIC and EFCA membership or observer membership in Europe

### 3. Membership and Composition

The FEB shall comprise up to 16 members being:

- All board members of EFCA (maximum of 13)
- The FIDIC Board Member designated to attend EFCA Board meetings as an observer
- Up to two elected representatives from European countries not eligible to be full members of EFCA

These two representatives shall be nominated by the FIDIC Board after consultation with EFCA, for a period of 3 years.

The FIDIC liaison to the EFCA Board will also attend all meetings of the FEB as a liaison with the FIDIC Board.

### 4. Chair

The President of EFCA will hold the position of Chair of the FEB.

There will be two Vice-Chairs of the FEB, one being a board member of EFCA and the other being one of the two elected representatives described in section 3.

The Chair of the FEB will invite eligible FEB members to nominate for each Vice Chair position.

In case of more than one candidate for each Vice-Chair position, the FEB will select each by a vote of the remaining FEB members during the FEB Board meeting, preceding the end of the term described in section 3.

### 5. Meetings of the FEB

The FEB shall meet at least 4 times per year. It is intended to meet as a specific sequence (right before, during or right after) of the EFCA Board. 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 FIDIC 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 FEB members greater than 50%.

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

A standing item on the agenda of each meeting of the FEB 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 FEB 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.

The Chair shall not have a casting vote.

All FEB meetings shall be minuted.

## 6. Conflicts of Interest

Members of the FEB must comply with their legal, statutory and fiduciary duties and obligations as FEB members, when discharging their responsibilities as members of the FEB.

Members of the FEB shall act in good faith and in the best interests of FIDIC in Europe as a whole, act with care and diligence and for proper purpose.

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

## 7. Independent Advice

The FEB may engage independent advisers on legal, accounting or other professional advice as may be necessary to undertake their function. The FEB shall seek the approval of the full FEB before proceeding with the engagement.

## 8. Responsibilities

The FEB has the following responsibilities:

- Contribute to achieving FIDIC's strategic objectives in Europe and more generally
- Cascade the views and positions of FIDIC on global topics to European Member Associations of FIDIC
- Express the views and positions of European Member Associations of FIDIC, and of Europe as a whole, to the Board of FIDIC and to the FIDIC Secretariat on non EU/EFTA or global topics
- Promote, direct and oversee FIDIC-EFCA recurring cooperation matters

- Promote cooperation and best practice sharing with other FIDIC Regional Groupings
- Promote and support the participation of European representatives in FIDIC committees
- Dedicate specific efforts to liaise with the European countries located at the borders of Europe and Asia
- Update the FIDIC Board on any key issues affecting the ability of the FEB to undertake its work effectively and efficiently
- Notify the FIDIC Board or FIDIC Secretariat, as the case may be, of any issues which may impact FIDIC in Europe and/or European Member Associations and both their interests or their reputations
- Annually review the operation of the 2020-2023 FIDIC – EFCA Agreement and recommend future development proposals to the FIDIC Board

## 9. Authority

The FEB is accountable to the FIDIC Board and shall report to each meeting of the FIDIC Board on activities and decisions it has undertaken since the prior scheduled meeting of the FIDIC Board.

The FEB has no authority to incur expenditure without FIDIC Board or FIDIC Operations Oversight Committee approval.

## 10. Review of the Terms of Reference

The FEB 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 FEB shall recommend any changes proposed to the Terms of Reference to the FIDIC Board for its approval.

## Appendix 1 - Countries of Europe

	Full EFCA members as of April 2021	Observer EFCA members as of April 2021	FIDIC (hence FIDIC Europe) members as of April 2021
Albania	N		Y
Andorra		N	N
Austria	Y		Y
Belarus		N	N
Belgium	Y		Y
Bosnia & Herzegovina		N	Y
Bulgaria	Y		Y
Croatia	N		Y
Cyprus	N		Y
Czech Republic	Y		Y
Denmark	Y		Y
Estonia	Y		Y
Finland	Y		Y
France	Y		Y
Georgia		N	Y
Germany	Y		Y
Greece	Y		Y
Hungary	Y		Y
Iceland	N		Y
Ireland	Y		Y
Italy	Y		Y
Kosovo		N	N
Latvia	Y		Y
Lichtenstein	N		N
Lithuania	N		Y
Luxembourg	Y		Y
Malta	N		N
Moldova		N	Y
Monaco		N	N
Montenegro	N		Y
Netherlands	Y		Y
North Macedonia	Y		Y
Norway	Y		Y
Poland	Y		Y
Portugal	Y		Y
Romania	Y		Y
Russia		Y	Y
San Marino		N	N
Serbia	Y		Y
Slovakia	N		Y
Slovenia	Y		Y
Spain	Y		Y
Sweden	Y		Y
Switzerland	Y		Y
Turkey	Y		Y
Ukraine		Y	Y
United Kingdom		N	Y
Vatican City		N	N



**International Federation of Consulting Engineers**  
The Global Voice of Consulting Engineers

