

From: Jonathan Hill
Sent: 29 January 2017 11:04
To: ITALIANER Alexander (SG)
Subject: Approval

DOCUMENT 1

PARTIAL ACCESS

Dear Alexander

I am writing to seek Commission approval to take up appointment .

to become an Independent National Director of The Times Newspapers. There are six Independent National Directors, appointed, as part of statutory undertakings given in 1981, to ensure the independence of the editors of The Times and Sunday Times. The duties of the role would in fact generally be understood as being more akin to those of a trustee rather than a conventional company director.

I hope this provides your colleagues with the information they need, but I would of course be happy to answer any questions they might have.

With best wishes

Jonathan Hill



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary-General

DOCUMENT 2

PARTIAL ACCESS

Brussels,
SG/B3 Ares(2017)

Note to the Members of the Ad-Hoc Ethical Committee

Mr Christiaan Timmermans
Ms Dagmar Roth-Behrendt
Mr Heinz Zourek

Subject: Former Commissioner Lord Hill's

Former Commissioner Lord Hill e-mailed me on 29 January 2017 to seek the Commission's approval to take post-mandate appointment

Lord Hill also envisages to accept a post with The Times Newspapers as one of six "Independent National Directors" whose role consists in ensuring the independence of the editors of The Times and Sunday Times. This envisaged activity does not appear to present a specific link with Lord Hill's former Commission portfolio. Therefore, the Committee's opinion is not sought on it.

Alexander Italianer

Encl: Lord Hill's e-mail of 29 January 2017 (Ares(2017) 491580)

PARTIAL ACCESS

Ref. Ares(2017)715368 - 09/02/2017

From: Jonathan Hill
Sent: 08 February 2017 17:33
To: ITALIANER Alexander (SG)
Subject: Approval

DOCUMENT 3

Follow Up Flag: ACV for ARES attrib B3
Due By: 08 February 2017 19:00
Flag Status: Flagged

Dear Alexander

I am sorry to be doing this sequentially rather than in one go, but I am writing to seek the Commission's approval to take up an appointment as a Senior Adviser to Freshfields Bruckhaus Deringer LLP.

My role would be to give general political and economic advice to the firm and its clients in the UK, and worldwide. I am clear, as is the firm, that it would not include advising any financial services clients on EU financial services legislation.

I have made it explicit that I would not undertake any lobbying either for the firm or its clients, either in the UK or in Brussels; again, this position is well understood. I understand that Freshfields has a small public affairs practice based in Brussels: I would not be involved in developing any aspect of this business in any way at all.

I hope this provides the information you need but I am obviously happy to answer any questions your colleagues may have.

With best wishes,

Jonathan



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary-General

DOCUMENT 4

FULL ACCESS

Brussels,
SG/B3 Ares(2017)

Note to the Members of the Ad-Hoc Ethical Committee

Mr Christiaan Timmermans
Ms Dagmar Roth-Behrendt
Mr Heinz Zourek

Subject: Former Commissioner Lord Hill's envisaged post-mandate activity as Senior Adviser to Freshfields Bruckhaus Deringer LLP

Former Commissioner Lord Hill e-mailed me on 8 February to seek the Commission's approval to take up an appointment as a Senior Adviser to Freshfields Bruckhaus Deringer LLP (<http://www.freshfields.com/en/global/>).

Lord Hill underlined that his role would be to give general political and economic advice to the firm and its clients in the UK and worldwide, yet without including advising any financial services clients on EU financial services legislation. Lord Hill also underlined that he will not undertake any lobbying either for the firm or its clients, either in the UK or in Brussels. Lord Hill added that he will not be involved in Freshfields' Brussels-based small public affairs practice.

In accordance with paragraph 1.2 of the Code of Conduct for Commissioners, may I ask you to provide the Commission with the Committee's opinion on the compatibility of Lord Hill's envisaged activity as a Senior Adviser to Freshfields Bruckhaus Deringer LLP with Article 245(2) of the TFEU.

Alexander Italianer

Encl: Lord Hill's e-mail of 8 February 2017 (Ares(2017) 715368)

From: Jonathan Hill
Sent: 08 February 2017 17:33
To: ITALIANER Alexander (SG)
Subject: Approval

PARTIAL ACCESS

Follow Up Flag: ACV for ARES attrib B3
Due By: 08 February 2017 19:00
Flag Status: Flagged

Dear Alexander

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My role would be to give general political and economic advice to the firm and its clients in the UK, and worldwide. I am clear, as is the firm, that it would not include advising any financial services clients on EU financial services legislation.

I have made it explicit that I would not undertake any lobbying either for the firm or its clients, either in the UK or in Brussels; again, this position is well understood. I understand that Freshfields has a small public affairs practice based in Brussels: I would not be involved in developing any aspect of this business in any way at all.

I hope this provides the information you need but I am obviously happy to answer any questions your colleagues may have.

With best wishes,

Jonathan

(SG)

From: Christiaan Timmermans
Sent: Tuesday 21 February 2017 14:46
To: (SG)
Cc: Roth-Behrendt Dagmar; Heinz Zourek
Subject: Lord H

PARTIAL ACCESS

Dear

Could you please send us a precise description of the issues covered by the portfolio of Commissioner Hill together with an organigramme of the services for which he was responsible?

Thanks in advance and best regards,

Christiaan

'SG)

From: (SG)
Sent: Tuesday 21 February 2017 18:38
To: 'Christiaan Timmermans'
Cc: Roth-Behrendt Dagmar; Heinz Zourek
Subject: RE: Lord H
Attachments: Mission Letter Lord Hill.pdf; organisation-chart-dg-fisma_en.pdf

https://ec.europa.eu/info/mission-statement-financial-stability-financial-services-and-capital-markets-union_en

Dear Members of the Ad Hoc Ethical Committee,

Please find enclosed the requested information:

- Lord Hill's Mission Letter
- Organisation Chart of DG for Financial Stability, Financial Services and Capital Markets Union - DG FISMA

And a link to the Europa website of DG FISMA.

Best regards

European Commission
Secretariat General

B-1049 Brussels/Belgium



Jean-Claude Juncker,
President-elect of the European Commission

Brussels, 10 September 2014

Jonathan Hill

Commissioner for Financial Stability, Financial Services and Capital Markets Union


Dear Jonathan,

You are becoming a Member of the new European Commission at a particularly challenging time for the European Union. With the start of the new Commission, we have an exceptional opportunity, but also an obligation, to make a fresh start, to address the difficult geo-political situation, to strengthen economic recovery and to build a Europe that delivers jobs and growth for its citizens.

I want the new Commission to be a strong and political team. And I want you, with your political skills and experience, to fully play your part in this team.


We will have a lot to do in the years to come and we will have to show a united and clear sense of purpose from our very first day in office. In the Political Guidelines for the new European Commission that I presented to the European Parliament on 15 July, I set out a new Agenda for Jobs, Growth, Fairness and Democratic Change, focused on ten priorities. I had discussed and developed this Agenda in detail in meetings with all the political groups in the European Parliament. The Political Guidelines are, therefore, somewhat akin to a political contract that I concluded with the European Parliament to mark the beginning of a new mandate and to prioritise the work of the new Commission. I will be looking for your support, creativity and action to help deliver concrete results.

Following our recent discussions, I would like you to be the **Commissioner for Financial Stability, Financial Services and Capital Markets Union**. In this mission letter, I set out what I expect from you as a Member of the Commission as well as specific goals for which you will be responsible for reaching during our mandate.



A new way of working


Delivering the priorities of the Political Guidelines will require a reform of the way the Commission has operated up until now. Reform means change. I want us all to show that we are open to change and ready to adapt to it.



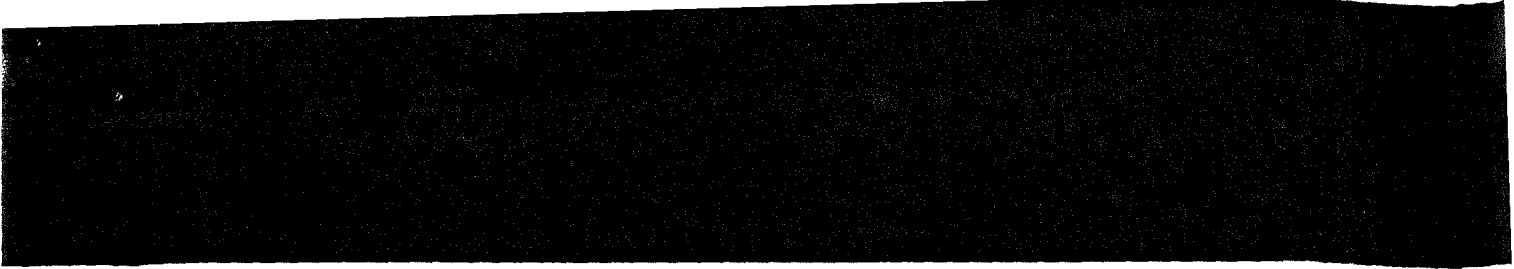
I want the Commission as a whole to be more than the sum of its parts. I therefore want us to work together as a strong team, cooperating across portfolios to produce integrated, well-grounded and well-explained initiatives that lead to clear results. I want us to overcome silo mentalities by working jointly on those areas where we can really make a difference. We cannot and should not do everything: I want the European Commission to be bigger and more ambitious on big things, and smaller and more modest on small things. I also want us to focus our energy and efforts on ensuring effective implementation and follow-up on the ground. I count on you to play your part in this new collaborative way of working.

To facilitate this, I have decided to organise the new Commission differently from its predecessors. I will entrust a number of well-defined priority projects to the Vice-Presidents and ask them to steer and coordinate work across the Commission in the key areas of the Political Guidelines. This will allow for a better focus and a much stronger cooperation amongst Members of the College, with several Commissioners working closely together as a team, led by the Vice-Presidents, in compositions that may change according to need and as new projects develop over time.

To empower them to deliver on their priority projects, the Vice-Presidents will act on my behalf and will help exercise my rights and prerogatives in their area of responsibility. In particular, the Vice-Presidents will be in charge of:

- 
- Steering and coordinating work in their area of responsibility. This will involve bringing together several Commissioners and different parts of the Commission to shape coherent policies and deliver results.
 - Assessing how and whether proposed new initiatives fit with the focus of the Political Guidelines. As a general rule, I will not include a new initiative in the Commission Work Programme or place it on the agenda of the College unless this is recommended to me by one of the Vice-Presidents on the basis of sound arguments and a clear narrative that is coherent with the priority projects of the Political Guidelines.
 - Managing and organising the representation of the Commission in their area of responsibility in the European Parliament, the Council, national Parliaments and other institutional settings as well as at international level.
 - Promoting a proactive and coordinated approach to the follow-up, implementation, and communication of our priority policies across the Union and internationally.

Respect for the principles of subsidiarity, proportionality and better regulation will be at the core of the work of the new Commission. We will concentrate our efforts on those areas where only joint action at European level can deliver the desired results. When we act, we will always look for the most efficient and least burdensome approach. Beyond these areas, we should leave action to the Member States where



they are more legitimate and better equipped to give effective policy responses at national, regional or local level.

I will therefore pay particular attention to the opinion of the first Vice-President, in charge of Better Regulation, Inter-Institutional Relations, the Rule of Law and the Charter of Fundamental Rights, before including any new initiative in the Commission Work Programme or putting it on the agenda of the College. This Vice-President will also be entrusted with the regular monitoring of procedures linked to the preparation of delegated and implementing acts to ensure full political ownership.

I will also pay particular attention to the opinion of the Vice-President for Budget and Human Resources as regards the impact of our activities on the financial resources and staff of the European Commission. We will have the privilege of being supported by an excellent, highly motivated European civil service and a professionally well-run administration, but its resources are limited and have to be used to best effect. This is also why I will want resources to be allocated to our priorities and to make sure that every action we take delivers maximum performance and value added. I also want all Commissioners to ensure sound financial management of the programmes under their responsibility, taking all necessary measures to protect the EU budget from fraud.

Under my supervision, Vice-Presidents will be supported by the Secretariat General in their tasks but will primarily rely on close cooperation with the relevant Commissioners and the services that report to them. In addition, Vice-Presidents will be able to draw on any service in the Commission whose work is relevant for their area of responsibility, in consultation with the relevant Commissioner.

With regard to the Union's external action, I have launched a pragmatic partnership with the new High Representative of the Union for Foreign Affairs and Security Policy, who, according to the Treaties, is one of the Vice-Presidents of the Commission. The new High Representative and I have agreed that she will play her role as a Commission Vice-President to the full. She will notably steer and coordinate the work of all Commissioners with regard to external relations through a Commissioners' Group on External Action to develop a joint approach. This Group will meet at least once a month in varying thematic and/or geographic formats, according to the needs identified by the High Representative/Vice-President or by me. The High Representative/Vice-President will regularly report back to me and the whole College about geopolitical developments. To liaise more effectively with the other Members of the College, we agreed that she will have her Headquarters in the Berlaymont, and that the Commission will put a Cabinet of an appropriate size at her disposal, about half of which will be Commission officials. We also agreed that, whenever she sees the necessity to do so, she will ask the Commissioner for European Neighbourhood Policy and Enlargement Negotiations and other Commissioners to deputise in areas related to Commission competence.

Working together in this new way across the Commission should help ensure that the final decisions we take as a College are well-prepared and focused on what is important and that we are all equipped to explain and defend them. We will have to show a team spirit to make the new system work. Our success will depend on each and every one of you: on the team leadership of the Vice-Presidents and on the readiness of Commissioners to be strong team players. I would ask you all to work together to ensure that this new system works well.

The Financial Stability, Financial Services and Capital Markets Union portfolio

You will be the Commissioner for Financial Stability, Financial Services and Capital Markets Union. You will, in particular, contribute to projects steered and coordinated by the Vice-President for Jobs, Growth, Investment and Competitiveness and the Vice-President for the Euro and Social Dialogue. For other initiatives requiring a decision from the Commission, you will, as a rule, liaise closely with the Vice-President for Jobs, Growth, Investment and Competitiveness.

In just a few years the EU has put forward an ambitious and unprecedented series of regulatory and supervisory reforms to secure financial stability and improve the supervision of financial markets. The economic and financial crisis has shown that a much stricter control of financial markets and institutions is necessary. You should in particular ensure that the Commission remains active and vigilant in implementing the new supervisory and resolution rules fully, making European banks more robust so that they can get back to lending to the real economy. I also want you to look at the social fairness of regulation in this field: we should avoid wrong incentives for managers in these industries and aim to strengthen the rights of consumers, in particular the most vulnerable.

Laying down the building blocks of a Banking Union was a huge step forward. However, there is still significant financial fragmentation in lending markets, which mainly hurts small and medium-sized enterprises and impairs the transmission of monetary policy. Completing the policy agenda and further repairing banks' balance sheets will be essential to help credit flow to the real economy again. The next frontier will be to develop and integrate capital markets as a source of financing for innovative projects and long-term investment.

During our mandate, I would like you to focus on the following:

- Contributing, as part of the project team steered and coordinated by the Vice-President for Jobs, Growth, Investment and Competitiveness, to the jobs, growth and investment package to be presented within the first three months of our mandate, by outlining measures to improve the investment environment and presenting concrete initiatives on the long-term financing of the economy. This will include seeking appropriate ways to revive sustainable and high quality securitisation markets, to reduce the cost of raising capital in the Union and to develop alternatives to our companies' dependence on bank funding.
- Continuing to put in place a regulatory framework which ensures the resilience and stability of the financial services sector. Financial markets and institutions should be appropriately regulated and supervised with, where relevant, appropriate crisis management tools.
- Ensuring that the financial services regulatory framework takes into account the needs and interests of consumers and retail investors and proposing any necessary measures to make financial services work better for citizens.
- Ensuring timely and effective implementation of the financial services regulatory reform agenda, including the accompanying delegated/implementing acts. All necessary arrangements for the Banking Union should be made so that the Single Resolution Board is set up and operational on time.

- Reviewing the functioning and the operation of the European Systemic Risk Board and the three Supervisory Agencies ("ESAs"), including their interaction with the Single Supervisory Mechanism and the Single Resolution Mechanism. Particular attention should be paid to reviewing the governance and the financing of these Agencies. On the latter, you should find a way to eliminate EU and national budgetary contributions to the ESAs which should be wholly financed by the sectors they supervise.
- Bringing about a well-regulated and integrated Capital Markets Union, encompassing all Member States, by 2019, with a view to maximising the benefits of capital markets and non-bank financial institutions for the real economy.
- Contributing, as part of the project team steered and coordinated by the Vice-President for the Digital Single Market, to ensure the safety and the modernisation of the Union's regulatory framework on digital/electronic payments in order to facilitate online purchases. The safety and appropriateness of certain virtual currencies should also be assessed and, where appropriate, relevant policy measures should be proposed.

To help you fulfil your responsibilities, a new Directorate-General for Financial Stability, Financial Services and Capital Markets Union will report to you.

Our principles: ethics and transparency

We must abide by the highest possible professional and ethical standards at all times. I want the European Commission to lead the way as a modern, efficient and transparent public administration, open to all input that helps us deliver work of a consistently high quality, in full independence and impartiality. Our conduct must be unimpeachable. You have received the Code of Conduct of the Members of the European Commission. I expect all of us to honour both the word and the spirit of the Code.

You will have seen that the Political Guidelines include a new commitment to transparency. Transparency should be a priority for the new Commission and I expect all of us to make public, on our respective web pages, all the contacts and meetings we hold with professional organisations or self-employed individuals on any matter relating to EU policy-making and implementation. It is very important to be transparent where specific interests related to the Commission's work on legislative initiatives or financial matters are discussed with such organisations or individuals.

Working in partnership for Europe

The Commission's partnership with the other EU institutions and the Member States, as defined in the Treaties, is fundamental. The Union only succeeds when everyone is pulling in the same direction: this is why we should work in the months to come to forge a common understanding between the institutions about what we want to achieve and how we will go about it.

The Commission's relationship with the European Parliament is the source of our democratic legitimacy. This must, therefore, be a political and not a technocratic partnership. I expect all Commissioners to invest

in this relationship and to make themselves available for and to take an active part in plenary sessions, committee meetings and trilogue negotiations. The meetings with the parliamentary committees over the weeks to come will be an opportunity for you to lay the foundations for a productive working relationship, to explain how your work will contribute to joint political priorities, and to demonstrate your commitment and suitability for your broader role as a Member of the College.

Effective policy-making also requires a deep understanding of every one of the Member States, of their common challenges and of their diversity. While fulfilling your obligation to participate in Commission meetings and engage with the European institutions, I want you all to be politically active in the Member States and in dialogues with citizens, by presenting and communicating our common agenda, listening to ideas and engaging with stakeholders. In this context, I want all Commissioners to commit to a new partnership with national Parliaments: they deserve particular attention and I want, under the coordination of the first Vice-President, in charge of Better Regulation, Inter-Institutional Relations, the Rule of Law and the Charter of Fundamental Rights, important proposals or initiatives to be presented and explained in national Parliaments by Members of the Commission. This should also allow us to deepen the country-specific knowledge within our institution and to build mutual understanding and effective channels of communication between the national and the European level.

The European Union has come through one of the most testing periods in its history. The effects of the economic and financial crisis are still causing great hardship in many parts of Europe. We live in a Union with a 29th state of unemployed people, many of them young people who feel side-lined. Until this situation has changed, this 29th state must be our number one concern, and we have to be very determined and very responsible in carrying out our work as Members of this Commission.

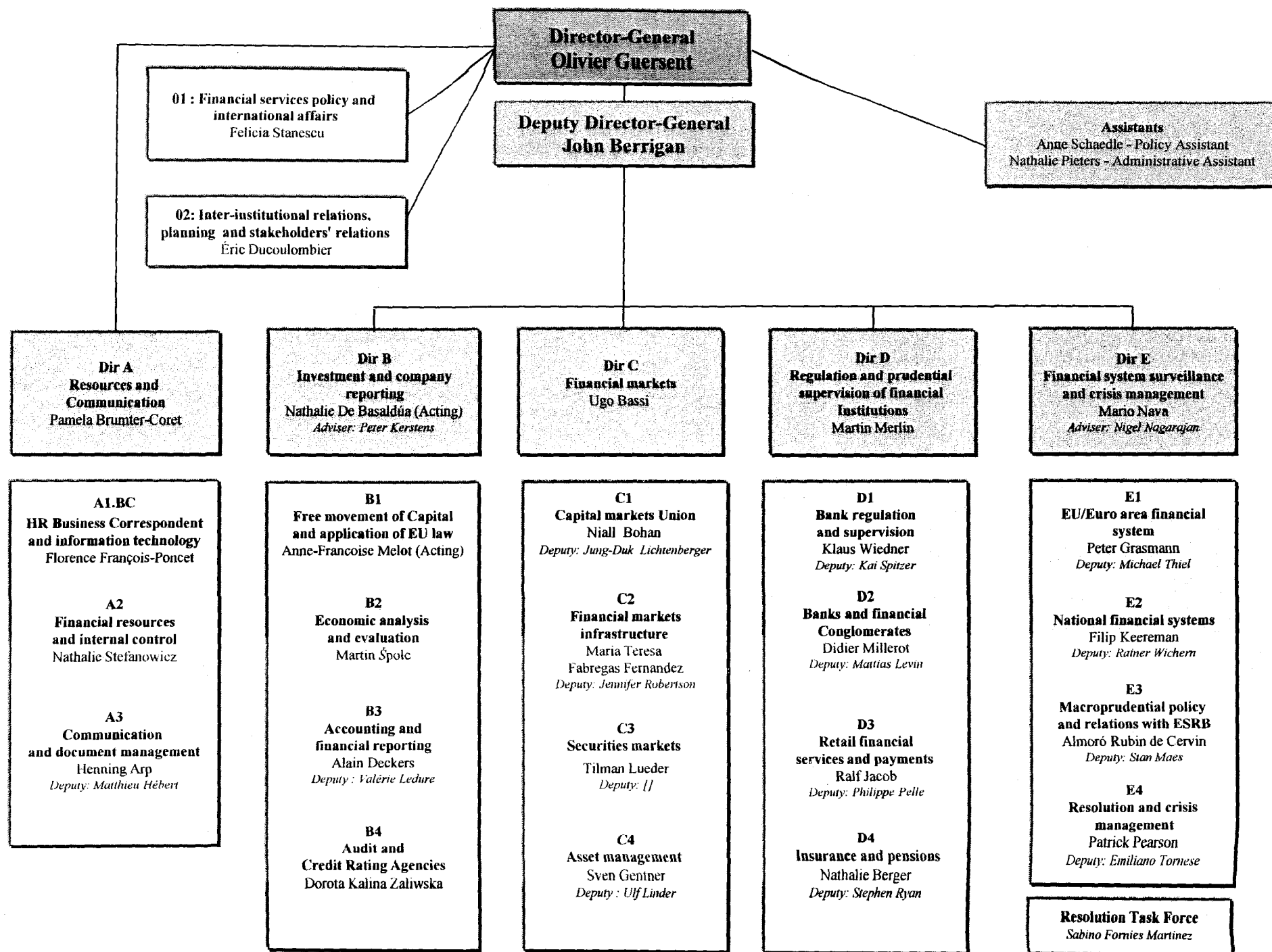
I am looking forward to working with you on the new start that our European Union needs now.



Jean-Claude JUNCKER

16.02.2017

DG for Financial Stability, Financial Services and Capital Markets Union



(SG)

From: ITALIANER Alexander (SG)
Sent: Tuesday 28 February 2017 20:15
To: Jonathan Hill
Cc: (SG)
Subject: Additional question
Attachments: Question Lord Hill 2.doc

PARTIAL ACCESS

Dear Jonathan,

The Ad Hoc Ethical Committee has transmitted an additional question to you just for the sake of clarity, although the answer is probably obvious.

I would appreciate your answer at your earliest convenience.

Best wishes,

Alexander

Question for Lord Hill

"It is the understanding of the Ad Hoc Ethical Committee that advisory function envisaged at Freshfields will be remunerated. Is this understanding correct?"

(SG)

From: ITALIANER Alexander (SG)
Sent: Tuesday 28 February 2017 20:15
To: Jonathan Hill
Cc: CLAEYS BOUUAERT Donatienne (SG)
Subject: Additional question
Attachments: Question Lord Hill 2.doc

PARTIAL ACCESS

Dear Jonathan,

The Ad Hoc Ethical Committee has transmitted an additional question to you just for the sake of clarity, although the answer is probably obvious.

I would appreciate your answer at your earliest convenience.

Best wishes,

Alexander

Question for Lord Hill

"It is the understanding of the Ad Hoc Ethical Committee that advisory function envisaged at Freshfields will be remunerated. Is this understanding correct?"

(SG)

From: (SG)
Sent: Wednesday 1 March 2017 16:48
To: (SG)
Cc: (SG); (SG)
Subject: FW: Additional question - Lord Hill

PARTIAL ACCESS

DOCUMENT 9

From: (SG) On Behalf Of (SG)
Sent: Wednesday, March 01, 2017 4:48 PM
To:
Subject: Additional question - Lord Hill

Dear Members of the Ad hoc Ethical Committee,

As requested by the Secretary-General, I am forwarding you the reply from Former Commissioner Lord Hill concerning the additional question you had raised.

With best regards,



European Commission
Secretariat General

B-1049 Brussels/Belgium

DOCUMENT 8

PARTIAL ACCESS

-----Original Message-----
From: Jonathan Hill
Sent: Wednesday, March 01, 2017 10:24 AM
To: ITALIANER Alexander (SG)
Subject: Re: Additional question

Dear Alexander

Yes, is the answer to the additional question from the Ad Hoc Ethical Committee.

Seeing this question, I am keen to re-iterate that I would be very happy to talk to the Committee

OUT OF THE SCOPE

(SG)

From: (SG)
Sent: Tuesday 14 March 2017 13:06
To: (SG)
Subject: Lord Hill
Sensitivity:

PARTIAL ACCESS

-----Original Message-----

From: Jonathan Hill
Sent: Thursday, March 09, 2017 12:54 PM
To: ITALIANER Alexander (SG)
Subject: Meeting yesterday

Dear Alexander

I wonder whether you would be able to pass a message of thanks to the members of the Ad Hoc Ethical Committee, whom I met yesterday.

With many thanks as always

Jonathan

Grateful for any guidance.

With best wishes as ever -

Jonathan

On 28 Feb 2017, at 19:15, <Alexander.Italianer@ec.europa.eu>
<Alexander.Italianer@ec.europa.eu> wrote:

Dear Jonathan,

The Ad Hoc Ethical Committee has transmitted an additional question to you just for the sake of clarity, although the answer is probably obvious.

I would appreciate your answer at your earliest convenience.

Best wishes,

Alexander

<Question Lord Hill 2.doc>

(SG)

From: (SG)
Sent: Thursday 9 March 2017 14:31
To: 'Christiaan Timmermans'

Cc: ITALIANER Alexander (SG)
Subject: Yesterday's meeting with Lord H.

PARTIAL ACCESS

Sensitivity:

Dear Members of the Ad Hoc Ethical Committee,

He also asked to pass on a message of thanks to the Committee. He found the meeting very helpful.

I thank you also for having had this meeting at such short notice.

Kind regards

European Commission
Secretariat General

B-1049 Brussels/Belgium

(SG)

PARTIAL ACCESS

From: Christiaan Timmermans
Sent: Thursday 9 March 2017 14:40
To: (SG)
Cc:
Subject: Re: Yesterday's meeting with Lord H.

; ITALIANER Alexander (SG)

Dear Donatienne, and what about his position as Senior Advisor with Freshfields?

(SG)

From:
Sent: Thursday 9 March 2017 14:46
To: 'Christiaan Timmermans'
Cc:
Subject: RE: Yesterday's meeting with Lord H.

(SG)

ITALIANER Alexander (SG)

Dear Christiaan,

The request for the Committee's opinion concerning his position as Senior Advisor with Freshfields remains.

Ad Hoc Ethical Committee

FULL ACCESS

Subject : Request for an opinion concerning former Commissioner Lord Hill.

Facts and Procedure

1. The Commission by note of the Secretary General from 20 February 2017 (Ares(2017)920893) has requested the opinion of the Ad Hoc Ethical Committee (hereafter: the Committee) on the appointment Lord Hill envisages to accept as Senior Adviser to the law firm Freshfields Bruckhaus Deringer LLP (hereafter: Freshfields) to give general political and economic advice to the firm and its clients in the UK and worldwide. The Committee is being asked its opinion on whether the appointment envisaged is compatible with the duty of integrity and discretion imposed on a former commissioner by Article 245 (2) TFEU.
2. The Committee has received copy of the e-mail from Lord Hill of 8 February 2017 seeking Commission approval for this appointment. Lord Hill makes clear in this e-mail that his role as Senior Adviser would not include advising any financial services clients on EU financial services legislation. He also makes explicit that he would not undertake any lobbying either for the firm or its clients, nor would he be involved in developing any aspect of Freshfields' public affairs practice based in Brussels. In answering a question of the Committee (e-mail of 28 February 2017) Lord Hill has confirmed that the advisory function will be remunerated (e-mail of 1 March 2017).

3. The Committee has heard Lord Hill during its meeting of 8 March 2017.

Assessment

4. In the capacity of Senior Adviser to Freshfields Lord Hill would give general political and economic advice to Freshfields itself and its clients in the UK and worldwide. However, such advice would not be given to financial services clients as far as this would concern EU financial services legislation.

The Committee considers the latter restriction not going far enough. Any advice asked by a financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. One might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects there might exist a direct link with matters covered by the portfolio of the former commissioner. Consequently, his privileged expertise and experience obtained as a commissioner responsible for the financial services sector would become available for and be used by such clients. That is precisely what the Code of Conduct intends to avoid, at least during the cooling off period of 18 months. Because of this clear risk “of passing on or commercially exploiting experience and knowledge”, as the Committee has phrased it in its opinion of 26 October 2016 concerning the case of former President Barroso, the Committee considers accepting such a general advisory capacity incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

On the other hand, accepting the advisory function without any limitation if it concerns Freshfields itself or its clients

not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee would therefore hold the envisaged appointment as Senior Adviser to Freshfields compatible with the obligations under the Code of Conduct and the Treaty provided:

- no advice would be given to financial services clients;
 - no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.
5. In his notification to the Commission Lord Hill has clarified that he would not undertake any lobbying activity on behalf of Freshfields or one of the latter's clients. The Committee considers this commitment in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

Opinion

The Ad Hoc Ethical Committee is of the opinion that :

- Lord Hill's envisaged appointment as Senior Adviser to Freshfields is compatible with Article 245 (2) TFEU provided that:
 - i. no advice would be given to financial services clients;
 - ii. no advice would be given to Freshfields itself or its non-

financial services clients on issues related to the
financial services sector;

- the commitment of Lord Hill not to undertake any lobbying activity on behalf of Freshfields or one of the latter's clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

Christiaan Timmermans
Dagmar Roth-Behrendt
Heinz Zourek

Date: 9 March 2017

From: (SG) **PARTIAL ACCESS**
Sent: Tuesday 14 March 2017 12:39
To: (SJ); (SJ)
Cc: (SG); (SG);
Subject: URGENT : Projet de décision de la Commission sur deux activités après cessation de fonctions de Lord Hill
Attachments: E-mail Lord Hill à AI 29.01.2017.pdf; E-mail Lord Hill à AI 08.02.2017.pdf; Opinion Lord Hill fin.doc; Draft Décision Lord Hill - The Times - Freshfields.doc
Importance: High

Chère The

Vous trouverez ci-joint un projet de décision de la Commission relatif à deux activités après cessation de fonctions à approuver par la Commission concernant Lord Hill, l'une au sein des Journaux *The Times* et l'autre en tant que Senior Advisor pour *Freshfields*.

Le Comité éthique ad hoc a été consulté sur la deuxième de ces activités et son avis du 9 mars est également annexé.

Merci de bien vouloir donner l'accord et/ou les observations du SJ.

Il conviendrait de soumettre cette décision à la 2205^{ème} réunion du Collège du mercredi 22 mars. L'avis du SJ serait dès lors apprécié dès que possible et au plus tard ce jeudi 16 mars à 15 H, car nous devons saisir le greffe jeudi après-midi.

Cette consultation sera également envoyée via ARES.

Je joins également les e-mails envoyés par Lord Hill au Secrétaire Général le 29 janvier et le 8 février.

Merci d'avance de ta collaboration.



European Commission
Secretariat General

B-1049 Brussels/Belgium

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union (TFEU), the Members of the Commission give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 29 January 2017, former Commissioner Jonathan Hill, Baron Hill of Oareford, informed the Commission about his intention to accept a post-mandate assignment to become an Independent National Director of The Times Newspapers.

On 8 February, Lord Hill wrote to the Commission seeking its approval to take up an appointment as a Senior Adviser to Freshfields Bruckhaus Deringer LLP.

The Times Newspapers

Lord Hill informed that his role as one of six Independent National Directors of The Times Newspapers, appointed as part of statutory undertakings given in 1981, would consist in ensuring the independence of the editors of The Times and Sunday Times. The duties of the role would in fact generally be understood as being more akin to those of a trustee rather than a conventional company director.

As this envisaged activity does not present a link with Lord Hill's former Commission portfolio, the Ad hoc Ethical Committee's opinion was not requested.

The Services of the Commission furthermore considered that the nature of the envisaged activity does not present any risk of incompatibility either with Lord Hill's former function as Member of the Commission or with the interests of the Institution. They therefore considered that the Commission could approve Lord Hill's envisaged activity as an Independent National Director of The Times Newspapers.

Freshfields Bruckhaus Deringer LLP

Lord Hill informed that his role would be to give general political and economic advice to Freshfields Bruckhaus Deringer LLP (hereafter Freshfields) and its clients in the UK and worldwide. Lord Hill made clear that his role as Senior Adviser would not include advising any financial services clients on EU financial services legislation. He also made it explicit that he would not undertake any lobbying either for Freshfields or its clients, either in the UK or in Brussels. Lord Hill added that he would not be involved in developing any aspect of Freshfields' public affairs practice based in Brussels.

In view of the link between Lord Hill's envisaged activity and his former responsibilities as Commissioner in charge of Financial Stability, Financial Services and Capital Markets Union, the Commission requested, on 20 February, the Ad hoc Ethical Committee's opinion on the compatibility of the envisaged activity with article 245(2) of the TFEU.

On 28 February, the Committee sought confirmation from Lord Hill if his function would be remunerated, which Lord Hill confirmed on 1 March.

At Lord Hill's suggestion, the Committee heard Lord Hill on 8 March. The Committee delivered its opinion on 9 March.

The Committee considered Lord Hill's reassurance that, in giving general political and economic advice to Freshfields itself and its clients in the UK and worldwide, such advice would not be given to financial services clients as far as this would concern EU financial services legislation. The Committee considered that this restriction did not go far enough: any advice asked by a financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. For the Committee, one might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects, there might exist a direct link with matters covered by Lord Hill's former portfolio. Consequently, Lord Hill's privileged expertise and experience obtained as Commissioner in charge of the financial services sector would become available for and be used by such clients. The Committee considered that this is precisely what the Code of Conduct intends to avoid, at least during the cooling-off period. For the Committee, accepting such a general advisory capacity would be incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

The Committee went on considering, on the other hand, that accepting the advisory function without any limitation if it concerns Freshfields itself or its clients not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee therefore concluded that Lord Hill's envisaged appointment as Senior Adviser to Freshfields would be compatible with the obligations under the Code of Conduct and the TFEU provided that (1) no advice would be given to Freshfields' financial services clients; (2) no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.

The Committee added that Lord Hill's stated commitment that he would not undertake any lobbying activity on behalf of Freshfields or one of its clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

The services of the Commission shared the Committee's opinion and more precisely the restrictions advocated therein, which should be stipulated for a period of eighteen months in line with the Code of Conduct for Commissioners. They also considered that, in line with the Code of Conduct for Commissioners, a period of eighteen months after Lord Hill's end of mandate should be established concerning the interdiction of lobbying with the Commission and its services. They also considered that Lord Hill should be reminded, in more general terms, about his obligations deriving from Articles 245 and 339 of the TFEU.

The Commission is invited:

- (1) to decide that the assignment which former Commissioner Jonathan Hill, Baron Hill of Oareford, wishes to conclude with The Times Newspapers to become one of its Independent National Director is compatible with article 245(2) of the TFEU;
- (2) to decide, taking into account the opinion delivered by the Ad hoc Ethical Committee on 9 March 2017, that Lord Hill's appointment as senior Adviser to Freshfields Bruckhaus Deringer LLP is compatible with article 245(2) of the TFEU provided that Lord Hill:
 - refrains, during a period of eighteen months after the end of his mandate, from providing advice to Freshfields' financial services clients;
 - refrains, during a period of eighteen months after the end of his mandate, from providing advice to Freshfields itself or its non- financial services clients on issues related to the financial services sector;
 - refrains, during a period eighteen months after the end of his mandate, from any lobbying activity on behalf of Freshfields or one of its clients with the Commission and its services on matters linked to his former portfolio;
 - respects his obligations deriving from articles 245 and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably the protection of the confidentiality and the collegiality of the matters dealt with by the Commission during his mandate.
- (3) to instruct the Secretary General to inform Lord Hill about the present decision, yet drawing his attention to the conditions stipulated therein concerning the second of the envisaged activities above mentioned.

(SG)

From: DIGIT CORPORATE NOTIFICATION SYSTEM
Sent: Thursday 16 March 2017 11:32
To: (SG)
Subject: Ares - Document envoyé par (S.J.F) - "Avis du SJ -
Projet de décision de la Comm..." - Ares(2017)1383071

INSTANT NOTIFICATION

16/03/2017

CNS

Corporate Notification System

ARES**DOCUMENT**

Titre	Avis du SJ - Projet de décision de la Commission sur deux activités après cessation de fonctions de Lord Hill		
Envoyé par	I(SJ.F),	(S.J.F)	
N° d'enregistrement	Ares(2017)1383071		
Niveau de sensibilité	Restriction de traitement		
Information de timbre	Avis du Service Juridique		

PARTIAL ACCESS[Commission](#) [Autres institutions](#) [Externe](#) [On the Go](#)

CNS vous envoie les notifications à partir des applications telles que ARES, DECIDE, SYSPER.
Vous pouvez **modifier les paramètres de préférence ici.**

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union (TFEU), the Members of the Commission give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 29 January 2017, former Commissioner Jonathan Hill, Baron Hill of Oareford, wrote to the Commission seeking its approval to take up an appointment to become an Independent National Director of The Times Newspapers.

On 8 February 2017, Lord Hill wrote to the Commission seeking its approval to take up an appointment as a Senior Adviser to Freshfields Bruckhaus Deringer LLP.

The Times Newspapers

Lord Hill informed the Commission that he would be one of six Independent National Directors of The Times Newspapers, appointed, as part of statutory undertakings given in 1981, to ensure the independence of the editors of The Times and Sunday Times. He stated that the duties of the role would in fact generally be understood as being more akin to those of a trustee rather than a conventional company director.

As this envisaged activity does not present a link with Lord Hill's former Commission portfolio, the Ad hoc Ethical Committee's opinion was not requested.

The Services of the Commission considered that the nature of the envisaged activity does not present a risk of incompatibility either with Lord Hill's former function as Member of the Commission or with the interests of the Institution. They therefore considered that the Commission could approve Lord Hill's envisaged activity as an Independent National Director of The Times Newspapers.

Freshfields Bruckhaus Deringer LLP

Lord Hill informed the Commission that his role would be to give general political and economic advice to Freshfields Bruckhaus Deringer LLP (hereafter Freshfields) and its clients in the UK and worldwide. Lord Hill made clear that his role as Senior Adviser would not include advising any financial services clients on EU financial services legislation. He stated that he made it explicit to Freshfields that he would not undertake any lobbying either for the firm or its clients, either in the UK or in Brussels. Lord Hill

added that he would not be involved in developing any aspect of Freshfields' public affairs practice based in Brussels.

In view of the link between Lord Hill's envisaged activity and his former responsibilities as Commissioner in charge of Financial Stability, Financial Services and Capital Markets Union, the Secretary-General requested, on 20 February, the Ad hoc Ethical Committee's opinion on the compatibility of the envisaged activity with article 245(2) of the TFEU.

On 28 February, the Committee sought confirmation from Lord Hill whether his function would be remunerated, which Lord Hill confirmed on 1 March.

At Lord Hill's suggestion, the Committee heard Lord Hill on 8 March. The Committee delivered its opinion on 9 March.

The Committee considered that advice requested by a Freshfield financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. For the Committee, one might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects, there might exist a direct link with matters covered by Lord Hill's former portfolio. Consequently, Lord Hill's privileged expertise and experience obtained as Commissioner in charge of the financial services sector would become available for and be used by such clients. For the Committee, accepting a general advisory capacity would be incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

The Committee went on considering that accepting an advisory function without any limitation if it concerns Freshfields itself or its clients not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee therefore concluded that Lord Hill's envisaged appointment as Senior Adviser to Freshfields would be compatible with the obligations under the Code of Conduct and the TFEU provided that (1) no advice would be given to Freshfields' financial services clients; (2) no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.

The Committee added that Lord Hill's stated commitment that he would not undertake any lobbying activity on behalf of Freshfields or one of its clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

The services of the Commission shared the Committee's opinion and more precisely the restrictions advocated therein, which should be stipulated for a period of eighteen months in line with the Code of Conduct for Commissioners. They also considered that, in line with the Code of Conduct for Commissioners, a period of eighteen months after Lord Hill's end of mandate should be established concerning the interdiction of lobbying with the Commission and its services. They also considered that Lord Hill should be reminded, in more general terms, about his obligations deriving from Articles 245 and 339 of the TFEU.

The Commission is invited:

- (1) to decide that the appointment of former Commissioner Jonathan Hill, Baron Hill of Oareford, as one of the Independent National Director of The Times Newspapers is compatible with article 245(2) of the TFEU;
- (2) to decide, taking into account the opinion delivered by the Ad hoc Ethical Committee on 9 March 2017, that Lord Hill's appointment as senior Adviser to Freshfields Bruckhaus Deringer LLP is compatible with article 245(2) of the TFEU provided that Lord Hill:
 - refrains, during a period of eighteen months after the end of his mandate, from providing advice to Freshfields' financial services clients;
 - refrains, during a period of eighteen months after the end of his mandate, from providing advice to Freshfields itself or its non- financial services clients on issues related to the financial services sector;
 - refrains, during a period eighteen months after the end of his mandate, from any lobbying activity on behalf of Freshfields or one of its clients with the Commission and its services on matters linked to his former portfolio;
 - respects his obligations deriving from articles 245 and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably the protection of the confidentiality and the collegiality of the matters dealt with by the Commission during his mandate.
- (3) to instruct the Secretary General to inform Lord Hill about the present decision, yet drawing his attention to the conditions stipulated therein concerning the second of the envisaged activities above mentioned.

DOCUMENT 16

Ref. Ares(2017)1563334 - 23/03/2017

From: ITALIANER Alexander (SG)
Sent: 15 March 2017 10:12
To: Jonathan Hill
Cc: (SG)
Subject: Opinion of Ad-Hoc Ethical Committee
Attachments: Opinion Lord Hill fin.doc

PARTIAL ACCESS

Importance: High

Dear Jonathan,

Please find enclosed for your information the opinion of the Ad-Hoc Ethical Committee as regards your envisaged activity at Freshfields.

Please let me know if the opinion raises any comments from your side.

With best wishes,

Alexander

Ad Hoc Ethical Committee

FULL ACCESS

Subject : Request for an opinion concerning former Commissioner Lord Hill.

Facts and Procedure

1. The Commission by note of the Secretary General from 20 February 2017 (Ares(2017)920893) has requested the opinion of the Ad Hoc Ethical Committee (hereafter: the Committee) on the appointment Lord Hill envisages to accept as Senior Adviser to the law firm Freshfields Bruckhaus Deringer LLP (hereafter: Freshfields) to give general political and economic advice to the firm and its clients in the UK and worldwide. The Committee is being asked its opinion on whether the appointment envisaged is compatible with the duty of integrity and discretion imposed on a former commissioner by Article 245 (2) TFEU.
2. The Committee has received copy of the e-mail from Lord Hill of 8 February 2017 seeking Commission approval for this appointment. Lord Hill makes clear in this e-mail that his role as Senior Adviser would not include advising any financial services clients on EU financial services legislation. He also makes explicit that he would not undertake any lobbying either for the firm or its clients, nor would he be involved in developing any aspect of Freshfields' public affairs practice based in Brussels. In answering a question of the Committee (e-mail of 28 February 2017) Lord Hill has confirmed that the advisory function will be remunerated (e-mail of 1 March 2017).

3. The Committee has heard Lord Hill during its meeting of 8 March 2017.

Assessment

4. In the capacity of Senior Adviser to Freshfields Lord Hill would give general political and economic advice to Freshfields itself and its clients in the UK and worldwide. However, such advice would not be given to financial services clients as far as this would concern EU financial services legislation.

The Committee considers the latter restriction not going far enough. Any advice asked by a financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. One might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects there might exist a direct link with matters covered by the portfolio of the former commissioner. Consequently, his privileged expertise and experience obtained as a commissioner responsible for the financial services sector would become available for and be used by such clients. That is precisely what the Code of Conduct intends to avoid, at least during the cooling off period of 18 months. Because of this clear risk “of passing on or commercially exploiting experience and knowledge”, as the Committee has phrased it in its opinion of 26 October 2016 concerning the case of former President Barroso, the Committee considers accepting such a general advisory capacity incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

On the other hand, accepting the advisory function without any limitation if it concerns Freshfields itself or its clients

not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee would therefore hold the envisaged appointment as Senior Adviser to Freshfields compatible with the obligations under the Code of Conduct and the Treaty provided:

- no advice would be given to financial services clients;
 - no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.
5. In his notification to the Commission Lord Hill has clarified that he would not undertake any lobbying activity on behalf of Freshfields or one of the latter's clients. The Committee considers this commitment in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

Opinion

The Ad Hoc Ethical Committee is of the opinion that :

- Lord Hill's envisaged appointment as Senior Adviser to Freshfields is compatible with Article 245 (2) TFEU provided that:
 - i. no advice would be given to financial services clients;
 - ii. no advice would be given to Freshfields itself or its non-

financial services clients on issues related to the
financial services sector;

- the commitment of Lord Hill not to undertake any lobbying activity on behalf of Freshfields or one of the latter's clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

Christiaan Timmermans
Dagmar Roth-Behrendt
Heinz Zourek

Date: 9 March 2017

(SG)

From: ITALIANER Alexander (SG)
Sent: Wednesday 15 March 2017 12:59
To: SELMAYR Martin (CAB-JUNCKER)
Cc: (CAB-JUNCKER); (SG);
Subject: OJ 2205 - Draft decision concerning post-mandate activities of Lord Hill
Attachments: E-mail Lord Hill à AI 29.01.2017.pdf; E-mail Lord Hill à AI 08.02.2017.pdf; Opinion Lord Hill fin.doc; Draft Décision Lord Hill - The Times - Freshfields Rev SJ Clean.doc
Importance: High

Dear Martin,

Please find attached, for your agreement or comments, a draft Commission Decision that could be put in the next College agenda under QABD concerning two post-mandate activities envisaged by former Commissioner Jonathan Hill, one as an Independent National Director of The Times Newspapers and the other as a Senior Adviser to Freshfields.

The draft decision has been agreed with the Legal Service.

Many thanks!

Best,

Alexander

FULL ACCESS

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union (TFEU), the Members of the Commission give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 29 January 2017, former Commissioner Jonathan Hill, Baron Hill of Oareford, wrote to the Commission seeking its approval to take up an appointment to become an Independent National Director of The Times Newspapers.

On 8 February 2017, Lord Hill wrote to the Commission seeking its approval to take up an appointment as a Senior Adviser to Freshfields Bruckhaus Deringer LLP.

The Times Newspapers

Lord Hill informed the Commission that he would be one of six Independent National Directors of The Times Newspapers, appointed, as part of statutory undertakings given in 1981, to ensure the independence of the editors of The Times and Sunday Times. He stated that the duties of the role would in fact generally be understood as being more akin to those of a trustee rather than a conventional company director.

As this envisaged activity does not present a link with Lord Hill's former Commission portfolio, the Ad hoc Ethical Committee's opinion was not requested.

The Services of the Commission considered that the nature of the envisaged activity does not present a risk of incompatibility either with Lord Hill's former function as Member of the Commission or with the interests of the Institution. They therefore considered that the Commission could approve Lord Hill's envisaged activity as an Independent National Director of The Times Newspapers.

Freshfields Bruckhaus Deringer LLP

Lord Hill informed the Commission that his role would be to give general political and economic advice to Freshfields Bruckhaus Deringer LLP (hereafter Freshfields) and its clients in the UK and worldwide. Lord Hill made clear that his role as Senior Adviser would not include advising any financial services clients on EU financial services legislation. He stated that he made it explicit to Freshfields that he would not undertake any lobbying either for the firm or its clients, either in the UK or in Brussels. Lord Hill

added that he would not be involved in developing any aspect of Freshfields' public affairs practice based in Brussels.

In view of the link between Lord Hill's envisaged activity and his former responsibilities as Commissioner in charge of Financial Stability, Financial Services and Capital Markets Union, the Secretary-General requested, on 20 February, the Ad hoc Ethical Committee's opinion on the compatibility of the envisaged activity with article 245(2) of the TFEU.

On 28 February, the Committee sought confirmation from Lord Hill whether his function would be remunerated, which Lord Hill confirmed on 1 March.

At Lord Hill's suggestion, the Committee heard Lord Hill on 8 March. The Committee delivered its opinion on 9 March.

The Committee considered that advice requested by a Freshfield financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. For the Committee, one might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects, there might exist a direct link with matters covered by Lord Hill's former portfolio. Consequently, Lord Hill's privileged expertise and experience obtained as Commissioner in charge of the financial services sector would become available for and be used by such clients. For the Committee, accepting a general advisory capacity would be incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

The Committee went on considering that accepting an advisory function without any limitation if it concerns Freshfields itself or its clients not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee therefore concluded that Lord Hill's envisaged appointment as Senior Adviser to Freshfields would be compatible with the obligations under the Code of Conduct and the TFEU provided that (1) no advice would be given to Freshfields' financial services clients; (2) no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.

The Committee added that Lord Hill's stated commitment that he would not undertake any lobbying activity on behalf of Freshfields or one of its clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

The services of the Commission shared the Committee's opinion and more precisely the restrictions advocated therein. They also considered that Lord Hill's commitment not to undertake any lobbying with the Commission or its services should be noted as a condition for taking up the appointment. In line with the Code of Conduct for Commissioners, these restrictions would apply during the period of eighteen months after Lord Hill's end of mandate. However, after that period, Lord Hill remains bound by the obligations deriving from Articles 245 and 339 of the TFEU, of which he should be reminded in more general terms.

The Commission is invited:

- (1) to decide that the appointment of former Commissioner Jonathan Hill, Baron Hill of Oareford, as one of the Independent National Directors of The Times Newspapers is compatible with Article 245(2) of the TFEU;
- (2) to decide, taking into account the opinion delivered by the Ad hoc Ethical Committee on 9 March 2017, that Lord Hill's appointment as senior Adviser to Freshfields Bruckhaus Deringer LLP is compatible with Article 245(2) of the TFEU provided that, at least during a period of eighteen months after the end of his mandate, Lord Hill :
 - refrains from providing advice to Freshfields' financial services clients;
 - refrains from providing advice to Freshfields itself or its non- financial services clients on issues related to the financial services sector;
 - refrains from any lobbying activity on behalf of Freshfields or one of its clients with the Commission and its services on matters linked to his former portfolio.
- (3) to instruct the Secretary-general to inform Lord Hill about the present decision, yet drawing his attention to the conditions stipulated therein concerning the second of the envisaged activities mentioned above, and to remind him of his obligations deriving from articles 245 and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably the protection of the confidentiality and the collegiality of the matters dealt with by the Commission during his mandate.

(SG)

From: Jonathan Hill
Sent: 21 March 2017 22:54
To: ITALIANER Alexander (SG)
Subject: Re: Opinion of Ad-Hoc Ethical Committee

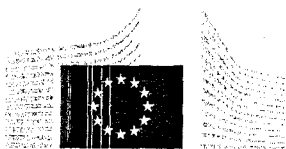
PARTIAL ACCESS

Dear Alexander

Thank you for your e-mail. I am sorry not to have got back to you sooner to say that I have no comments on the opinion you kindly sent me.

With best wishes

Jonathan



COMMISSION EUROPÉENNE...

SECRETARIAT GENERAL

DOCUMENT 19

FULL ACCESS

Bruxelles, le 24 mars 2017

C(2017) 1929

COMMISSION INTERNE

OJ 2206

**ACTIVITES APRES CESSATION DE FONCTION
D'UN MEMBRE DE LA COMMISSION**

Communication de M. le PRESIDENT

Cette question est inscrite à l'ordre du jour de la 2206^{ème} réunion de la Commission le 29 mars 2017.

Destinataires : Membres de la Commission

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union (TFEU), the Members of the Commission give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 29 January 2017, former Commissioner Jonathan Hill, Baron Hill of Oareford, wrote to the Commission seeking its approval to take up an appointment to become an Independent National Director of The Times Newspapers.

On 8 February 2017, Lord Hill wrote to the Commission seeking its approval to take up an appointment as a Senior Adviser to Freshfields Bruckhaus Deringer LLP.

The Times Newspapers

Lord Hill informed the Commission that he would be one of six Independent National Directors of The Times Newspapers, appointed, as part of statutory undertakings given in 1981, to ensure the independence of the editors of The Times and Sunday Times. He stated that the duties of the role would in fact generally be understood as being more akin to those of a trustee rather than a conventional company director.

As this envisaged activity does not present a link with Lord Hill's former Commission portfolio, the Ad hoc Ethical Committee's opinion was not requested.

The services of the Commission considered that the nature of the envisaged activity does not present a risk of incompatibility either with Lord Hill's former function as Member of the Commission or with the interests of the Institution. They therefore considered that the Commission could approve Lord Hill's envisaged activity as an Independent National Director of The Times Newspapers.

Freshfields Bruckhaus Deringer LLP

Lord Hill informed the Commission that his role would be to give general political and economic advice to Freshfields Bruckhaus Deringer LLP (hereafter Freshfields) and its clients in the UK and worldwide. Lord Hill made clear that his role as Senior Adviser would not include advising any financial services clients on EU financial services legislation. He stated that he made it explicit to Freshfields that he would not undertake any lobbying either for the firm or its clients, either in the UK or in Brussels. Lord Hill added that he would not be involved in developing any aspect of Freshfields' public affairs practice based in Brussels.

In view of the link between Lord Hill's envisaged activity and his former responsibilities as Commissioner in charge of Financial Stability, Financial Services and Capital Markets Union, the Secretary-General requested, on 20 February, the Ad hoc Ethical Committee's opinion on the compatibility of the envisaged activity with Article 245(2) of the TFEU.

On 28 February, the Committee sought confirmation from Lord Hill whether his function would be remunerated, which Lord Hill confirmed on 1 March.

At Lord Hill's suggestion, the Committee heard Lord Hill on 8 March. The Committee delivered its opinion on 9 March.

The Committee considered that advice requested by a Freshfield financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. For the Committee, one might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects, there might exist a direct link with matters covered by Lord Hill's former portfolio. Consequently, Lord Hill's privileged expertise and experience obtained as Commissioner in charge of the financial services sector would become available for and be used by such clients. For the Committee, accepting a general advisory capacity would be incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

The Committee went on considering that accepting an advisory function without any limitation if it concerns Freshfields itself or its clients not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee therefore concluded that Lord Hill's envisaged appointment as Senior Adviser to Freshfields would be compatible with the obligations under the Code of Conduct and the TFEU provided that (1) no advice would be given to Freshfields' financial services clients; (2) no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.

The Committee added that Lord Hill's stated commitment that he would not undertake any lobbying activity on behalf of Freshfields or one of its clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

The services of the Commission shared the Committee's opinion and more precisely the restrictions advocated therein. They also considered that Lord Hill's commitment not to undertake any lobbying with the Commission or its services should be noted as a condition for taking up the appointment. In line with the Code of Conduct for Commissioners, these restrictions would apply during the period of eighteen months after Lord Hill's end of mandate. However, after that period, Lord Hill remains bound by the obligations deriving from Articles 245 and 339 of the TFEU, of which he should be reminded in more general terms.

The Commission is invited:

- (1) to decide that the appointment of former Commissioner Jonathan Hill, Baron Hill of Oareford, as one of the Independent National Directors of The Times Newspapers is compatible with Article 245(2) of the TFEU;
- (2) to decide, taking into account the opinion delivered by the Ad hoc Ethical Committee on 9 March 2017, that Lord Hill's appointment as senior Adviser to Freshfields Bruckhaus Deringer LLP is compatible with Article 245(2) of the TFEU provided that, at least during a period of eighteen months after the end of his mandate, Lord Hill :
 - refrains from providing advice to Freshfields' financial services clients;
 - refrains from providing advice to Freshfields itself or its non-financial services clients on issues related to the financial services sector;
 - refrains from any lobbying activity on behalf of Freshfields or one of its clients with the Commission and its services on matters linked to his former portfolio.
- (3) to instruct the Secretary-General to inform Lord Hill about the present decision, yet drawing his attention to the conditions stipulated therein concerning the second of the envisaged activities mentioned above, and to remind him of his obligations deriving from Articles 245 and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably the protection of the confidentiality and the collegiality of the matters dealt with by the Commission during his mandate.

(SG)

From: (CAB-JUNCKER)
Sent: Thursday 23 March 2017 19:30
To: (SG)
Cc: ITALIANER Alexander (SG); (SG); AYET PUIGARNAU
Jordi (SG); (SG)
Subject: RE: LORD HILL
Attachments: Draft Décision Lord Hill - The Times - Freshfields Rev cab clean.doc
Sensitivity: Personal

Voici le projet de décision avec des petites corrections de ma part ("Article" en anglais devrait toujours y figurer avec majuscules).
Merci d'utiliser cette version.

From: (SG)
Sent: Thursday, March 23, 2017 1:10 PM
To: (CAB-JUNCKER)
Cc: ITALIANER Alexander (SG); (SG); AYET PUIGARNAU Jordi (SG);
(SG)
Subject: LORD HILL
Sensitivity: Personal

Chère

Suite à l'email d'Alexander, il appartient au cabinet du Président de donner son accord pour que le projet de décision sur Lord Hill puisse être inscrite à l'OJ de la réunion de la Commission du 29 mars prochain, sous QABD.

Pour ta facilité, tu trouveras ci-joint la dernière version du projet de décision.

Merci d'avance,

(SG)

From: (CAB-JUNCKER)
Sent: Monday 27 March 2017 13:00
To: (SG)
Cc: (SG); ITALIANER Alexander (SG);
SG); AYET PUIGARNAU Jordi (SG); (SG);
(SG)
Subject: RE: LORD HILL

Merci. Il faut circuler au Greffe.

From: (SG)
Sent: Monday, March 27, 2017 10:28 AM
To: (CAB-JUNCKER)
Cc: (SG); ITALIANER Alexander (SG); (SG);
AYET PUIGARNAU Jordi (SG); (SG); (SG)
Subject: FW: LORD HILL

Tu trouveras ci-joint la version corrigée de la décision selon tes instructions.



Secrétariat général de la Commission

Adresse e-mail:

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union (TFEU), the Members of the Commission give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 29 January 2017, former Commissioner Jonathan Hill, Baron Hill of Oareford, wrote to the Commission seeking its approval to take up an appointment to become an Independent National Director of The Times Newspapers.

On 8 February 2017, Lord Hill wrote to the Commission seeking its approval to take up an appointment as a Senior Adviser to Freshfields Bruckhaus Deringer LLP.

Freshfields Bruckhaus Deringer LLP

Lord Hill informed the Commission that his role would be to give general political and economic advice to Freshfields Bruckhaus Deringer LLP (hereafter Freshfields) and its clients in the UK and worldwide. Lord Hill made clear that his role as Senior Adviser would not include advising any financial services clients on EU financial services legislation. He stated that he made it explicit to Freshfields that he would not undertake any lobbying either for the firm or its clients, either in the UK or in Brussels. Lord Hill added that he would not be involved in developing any aspect of Freshfields' public affairs practice based in Brussels.

In view of the link between Lord Hill's envisaged activity and his former responsibilities as Commissioner in charge of Financial Stability, Financial Services and Capital Markets Union, the Secretary-General requested, on 20 February, the Ad hoc Ethical Committee's opinion on the compatibility of the envisaged activity with Article 245(2) of the TFEU.

On 28 February, the Committee sought confirmation from Lord Hill whether his function would be remunerated, which Lord Hill confirmed on 1 March.

At Lord Hill's suggestion, the Committee heard Lord Hill on 8 March. The Committee delivered its opinion on 9 March.

The Committee considered that advice requested by a Freshfield financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. For the Committee, one might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects, there might exist a direct

link with matters covered by Lord Hill's former portfolio. Consequently, Lord Hill's privileged expertise and experience obtained as Commissioner in charge of the financial services sector would become available for and be used by such clients. For the Committee, accepting a general advisory capacity would be incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

The Committee went on considering that accepting an advisory function without any limitation if it concerns Freshfields itself or its clients not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee therefore concluded that Lord Hill's envisaged appointment as Senior Adviser to Freshfields would be compatible with the obligations under the Code of Conduct and the TFEU provided that (1) no advice would be given to Freshfields' financial services clients; (2) no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.

The Committee added that Lord Hill's stated commitment that he would not undertake any lobbying activity on behalf of Freshfields or one of its clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

The services of the Commission shared the Committee's opinion and more precisely the restrictions advocated therein. They also considered that Lord Hill's commitment not to undertake any lobbying with the Commission or its services should be noted as a condition for taking up the appointment. In line with the Code of Conduct for Commissioners, these restrictions would apply during the period of eighteen months after Lord Hill's end of mandate. However, after that period, Lord Hill remains bound by the obligations deriving from Articles 245 and 339 of the TFEU, of which he should be reminded in more general terms.

The Times Newspapers

Lord Hill informed the Commission that he would be one of six Independent National Directors of The Times Newspapers, appointed, as part of statutory undertakings given in 1981, to ensure the independence of the editors of The Times and Sunday Times. He stated that the duties of the role would in fact generally be understood as being more akin to those of a trustee rather than a conventional company director.

As this envisaged activity does not present a link with Lord Hill's former Commission portfolio, the Ad hoc Ethical Committee's opinion was not requested.

The services of the Commission considered that the nature of the envisaged activity does not present a risk of incompatibility either with Lord Hill's former function as Member of the Commission or with the interests of the Institution. They therefore considered that the Commission could approve Lord Hill's envisaged activity as an Independent National Director of The Times Newspapers.

The Commission is invited:

- (1) to decide, taking into account the opinion delivered by the Ad hoc Ethical Committee on 9 March 2017, that the appointment of former Commissioner Jonathan Hill, Baron Hill of Oareford, as Senior Adviser to Freshfields Bruckhaus Deringer LLP is compatible with Article 245(2) of the TFEU provided that, at least during a period of eighteen months after the end of his mandate, Lord Hill:
 - refrains from providing advice to Freshfields' financial services clients;
 - refrains from providing advice to Freshfields itself or its non-financial services clients on issues related to the financial services sector;
 - refrains from any lobbying activity on behalf of Freshfields or one of its clients with the Commission and its services on matters linked to his former portfolio;
- (2) to decide that Lord Hill's appointment as one of the Independent National Directors of The Times Newspapers is compatible with Article 245(2) of the TFEU;
- (3) to instruct the Secretary-General to inform Lord Hill about the present decision, yet drawing his attention to the conditions stipulated therein concerning the second of the envisaged activities mentioned above, and to remind him of his obligations deriving from Articles 245 and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably the protection of the confidentiality and the collegiality of the matters dealt with by the Commission during his mandate.



COMMISSION EUROPÉENNE

SECRÉTARIAT GÉNÉRAL

Bruxelles, le 27 mars 2017

C(2017) 1929/2

*Annule et remplace le document C(2017)1929,
à la demande du cabinet auteur*

COMMISSION INTERNE

OJ 2206

ACTIVITES APRES CESSATION DE FONCTION
D'UN MEMBRE DE LA COMMISSION

Communication de M. le PRESIDENT

Cette question est inscrite à l'ordre du jour de la 2206^{ème} réunion de la Commission
le 29 mars 2017.

Destinataires : Membres de la Commission

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union (TFEU), the Members of the Commission give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 29 January 2017, former Commissioner Jonathan Hill, Baron Hill of Oareford, wrote to the Commission seeking its approval to take up an appointment to become an Independent National Director of The Times Newspapers.

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In view of the link between Lord Hill's envisaged activity and his former responsibilities as Commissioner in charge of Financial Stability, Financial Services and Capital Markets Union, the Secretary-General requested, on 20 February, the Ad hoc Ethical Committee's opinion on the compatibility of the envisaged activity with Article 245(2) of the TFEU.

On 28 February, the Committee sought confirmation from Lord Hill whether his function would be remunerated, which Lord Hill confirmed on 1 March.

At Lord Hill's suggestion, the Committee heard Lord Hill on 8 March. The Committee delivered its opinion on 9 March.

The Committee considered that advice requested by a Freshfield financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. For the Committee, one might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects, there might exist a direct

link with matters covered by Lord Hill's former portfolio. Consequently, Lord Hill's privileged expertise and experience obtained as Commissioner in charge of the financial services sector would become available for and be used by such clients. For the Committee, accepting a general advisory capacity would be incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

The Committee went on considering that accepting an advisory function without any limitation if it concerns Freshfields itself or its clients not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee therefore concluded that Lord Hill's envisaged appointment as Senior Adviser to Freshfields would be compatible with the obligations under the Code of Conduct and the TFEU provided that (1) no advice would be given to Freshfields' financial services clients; (2) no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.

The Committee added that Lord Hill's stated commitment that he would not undertake any lobbying activity on behalf of Freshfields or one of its clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

The services of the Commission shared the Committee's opinion and more precisely the restrictions advocated therein. They also considered that Lord Hill's commitment not to undertake any lobbying with the Commission or its services should be noted as a condition for taking up the appointment. In line with the Code of Conduct for Commissioners, these restrictions would apply during the period of eighteen months after Lord Hill's end of mandate. However, after that period, Lord Hill remains bound by the obligations deriving from Articles 245 and 339 of the TFEU, of which he should be reminded in more general terms.

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As this envisaged activity does not present a link with Lord Hill's former Commission portfolio, the Ad hoc Ethical Committee's opinion was not requested.

The services of the Commission considered that the nature of the envisaged activity does not present a risk of incompatibility either with Lord Hill's former function as Member of the Commission or with the interests of the Institution. They therefore considered that the Commission could approve Lord Hill's envisaged activity as an Independent National Director of The Times Newspapers.

The Commission is invited:

- (1) to decide, taking into account the opinion delivered by the Ad hoc Ethical Committee on 9 March 2017, that the appointment of former Commissioner Jonathan Hill, Baron Hill of Oareford, as Senior Adviser to Freshfields Bruckhaus Deringer LLP is compatible with Article 245(2) of the TFEU provided that, at least during a period of eighteen months after the end of his mandate, Lord Hill:
 - refrains from providing advice to Freshfields' financial services clients;
 - refrains from providing advice to Freshfields itself or its non-financial services clients on issues related to the financial services sector;
 - refrains from any lobbying activity on behalf of Freshfields or one of its clients with the Commission and its services on matters linked to his former portfolio;
- (2) to decide that Lord Hill's appointment as one of the Independent National Directors of The Times Newspapers is compatible with Article 245(2) of the TFEU;
- (3) to instruct the Secretary-General to inform Lord Hill about the present decision, yet drawing his attention to the conditions stipulated therein concerning the second of the envisaged activities mentioned above, and to remind him of his obligations deriving from Articles 245 and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably the protection of the confidentiality and the collegiality of the matters dealt with by the Commission during his mandate.



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary-General

DOCUMENT 23

Brussels,
SG/B3 Ares(2017)

PARTIAL ACCESS

The Rt. Hon.
The Baron Hill of Oareford
By e-mail to:

Dear Lord Hill,

Thank you for your e-mails of 29 January and 8 February 2017. I would like to inform you that the Commission, during its 2206th meeting of today:

- (1) decided, taking into account the opinion delivered by the Ad hoc Ethical Committee on 9 March 2017, that your appointment as Senior Adviser to Freshfields Bruckhaus Deringer LLP is compatible with Article 245(2) TFEU provided that, for at least a period of eighteen months after the end of your mandate, you :
 - refrain from providing advice to Freshfields' financial services clients;
 - refrain from providing advice to Freshfields itself or its non-financial services clients on issues related to the financial services sector;
 - refrain from any lobbying activity on behalf of Freshfields or one of its clients with the Commission and its services on matters linked to your former portfolio;
- (2) decided that your appointment as one of the Independent National Directors of The Times Newspapers is compatible with Article 245(2) TFEU.

I would like to remind you of your obligations under Articles 245 and 339 TFEU and the Code of Conduct for Commissioners concerning notably the protection of the confidentiality and the collegiality of the matters dealt with by the Commission during your term of office.

Please find enclosed Commission Decision C(2017) 1929/2.

Yours faithfully,

Alexander Italianer

Encl: Commission Decision C(2017) 1929/2

Copy: President Juncker



COMMISSION EUROPÉENNE

SECRETARIAT GÉNÉRAL

Bruxelles, le 27 mars 2017

C(2017) 1929/2

*Annule et remplace le document C(2017)1929,
à la demande du cabinet auteur*

COMMISSION INTERNE

OJ 2206

**ACTIVITES APRES CESSATION DE FONCTION
D'UN MEMBRE DE LA COMMISSION**

Communication de M. le **PRESIDENT**

Cette question est inscrite à l'ordre du jour de la 2206^{ème} réunion de la Commission le 29 mars 2017.

Destinataires : Membres de la Commission

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union (TFEU), the Members of the Commission give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 29 January 2017, former Commissioner Jonathan Hill, Baron Hill of Oareford, wrote to the Commission seeking its approval to take up an appointment to become an Independent National Director of The Times Newspapers.

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In view of the link between Lord Hill's envisaged activity and his former responsibilities as Commissioner in charge of Financial Stability, Financial Services and Capital Markets Union, the Secretary-General requested, on 20 February, the Ad hoc Ethical Committee's opinion on the compatibility of the envisaged activity with Article 245(2) of the TFEU.

On 28 February, the Committee sought confirmation from Lord Hill whether his function would be remunerated, which Lord Hill confirmed on 1 March.

At Lord Hill's suggestion, the Committee heard Lord Hill on 8 March. The Committee delivered its opinion on 9 March.

The Committee considered that advice requested by a Freshfield financial services client about general political or economic questions, even if not specifically related to EU financial services legislation, would normally, one way or another, be related to the financial services sector. For the Committee, one might expect such advice to be asked from the perspective of what might affect the interests of such a client and be relevant for the development of its future strategies. Thus, in these respects, there might exist a direct

link with matters covered by Lord Hill's former portfolio. Consequently, Lord Hill's privileged expertise and experience obtained as Commissioner in charge of the financial services sector would become available for and be used by such clients. For the Committee, accepting a general advisory capacity would be incompatible with the duty of integrity and discretion in so far as financial services clients are concerned.

The Committee went on considering that accepting an advisory function without any limitation if it concerns Freshfields itself or its clients not belonging to the financial services sector would also cause such risks in so far as advice given would be financial services related.

The Committee therefore concluded that Lord Hill's envisaged appointment as Senior Adviser to Freshfields would be compatible with the obligations under the Code of Conduct and the TFEU provided that (1) no advice would be given to Freshfields' financial services clients; (2) no advice would be given to Freshfields itself or its non-financial services clients on issues related to the financial services sector.

The Committee added that Lord Hill's stated commitment that he would not undertake any lobbying activity on behalf of Freshfields or one of its clients is in conformity with the obligations following from the duty of integrity and discretion imposed by the Treaty.

The services of the Commission shared the Committee's opinion and more precisely the restrictions advocated therein. They also considered that Lord Hill's commitment not to undertake any lobbying with the Commission or its services should be noted as a condition for taking up the appointment. In line with the Code of Conduct for Commissioners, these restrictions would apply during the period of eighteen months after Lord Hill's end of mandate. However, after that period, Lord Hill remains bound by the obligations deriving from Articles 245 and 339 of the TFEU, of which he should be reminded in more general terms.

The Times Newspapers

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As this envisaged activity does not present a link with Lord Hill's former Commission portfolio, the Ad hoc Ethical Committee's opinion was not requested.

The services of the Commission considered that the nature of the envisaged activity does not present a risk of incompatibility either with Lord Hill's former function as Member of the Commission or with the interests of the Institution. They therefore considered that the Commission could approve Lord Hill's envisaged activity as an Independent National Director of The Times Newspapers.

The Commission is invited:

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 - refrains from providing advice to Freshfields itself or its non-financial services clients on issues related to the financial services sector;
 - refrains from any lobbying activity on behalf of Freshfields or one of its clients with the Commission and its services on matters linked to his former portfolio;
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- (3) to instruct the Secretary-General to inform Lord Hill about the present decision, yet drawing his attention to the conditions stipulated therein concerning the second of the envisaged activities mentioned above, and to remind him of his obligations deriving from Articles 245 and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably the protection of the confidentiality and the collegiality of the matters dealt with by the Commission during his mandate.



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary-General

DOCUMENT 24

Brussels,
SG/B3 Ares(2017)

FULL ACCESS

Note to the Members of the Ad-Hoc Ethical Committee

Mr Christiaan Timmermans

Ms Dagmar Roth-Behrendt

Mr Heinz Zourek

Subject: Commission Decision on former Commissioner Lord Hill's post term of office activities

Dear colleagues,

Please find enclosed, for your information, Commission Decision C(2017) 1929/2, adopted at its 2206th meeting of 29 March 2017, about former Commissioner Lord Hill's post mandate activities as Senior Adviser to Freshfields Bruckhaus Deringer LLP and as Independent National Director of The Times Newspapers.

Following the Commission's request of 20 February, the Ad hoc Ethical Committee delivered its opinion on Lord Hill's envisaged activity with Freshfields on 9 March 2017.

I take this occasion to thank you for the Committee's opinion.

Thanks for your help!

Alexander Italianer

Encl: Commission Decision C(2017)1929/2



COMMISSION EUROPÉENNE

SECRÉTARIAT GÉNÉRAL

Bruxelles, le 27 mars 2017

C(2017) 1929/2

*Annule et remplace le document C(2017)1929,
à la demande du cabinet auteur*

COMMISSION INTERNE

OJ 2206

**ACTIVITES APRES CESSATION DE FONCTION
D'UN MEMBRE DE LA COMMISSION**

Communication de M. le **PRESIDENT**

Cette question est inscrite à l'ordre du jour de la 2206^{ème} réunion de la Commission
le 29 mars 2017.

Destinataires : Membres de la Commission

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

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