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DECISION OF THE EUROPEAN COMMISSION

on Executive Vice-President Margrethe Vestager's post term of office professional activity as Chairperson of the Board of Governors of the Technical University of Denmark ('Danmarks Tekniske Universitet')

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THE EUROPEAN COMMISSION,

Having regard to the Treaty on European Union,

Having regard to the Treaty on the Functioning of the European Union,

Having regard to the Treaty establishing the European Atomic Energy Community,

Having regard to the Commission Decision of 31 January 2018 (C(2018) 700 final) on a Code of Conduct for the Members of the European Commission, and in particular Article 11(3) thereof,

Whereas:

- 1) According to the second paragraph of Article 245 of the Treaty on the Functioning of the European Union, the Members of the Commission, when entering upon their duties, shall 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.
- 2) Article 339 of the Treaty on the Functioning of the European Union provides that the Members of the institutions of the Union shall be required, even after their duties have ceased, not to disclose information of any kind covered by the obligation of professional secrecy, in particular information about undertakings, their business relations or their cost components.
- 3) Article 11 of the Code of Conduct for the Members of the European Commission establishes a specific procedure for the assessment of planned professional activities which the Members or former Members of the Commission intend to take up after they have ceased to hold office. The Commission shall examine the information provided in order to determine whether the nature of the planned activity is compatible with Article 245 of the Treaty on the Functioning of the European Union. If the planned activity is related to the portfolio of the Member or former Member, the Commission shall decide only after having consulted the Independent Ethical Committee ('the Committee') unless the planned activity is within the scope of the exceptions set out in paragraph 3, second subparagraph, lit. (a) to (f).

- 4) On 10 July 2024, Margrethe Vestager, Executive Vice-President for A Europe Fit for the Digital Age, informed the Commission that the Danish government intended to nominate her to become the Chairperson of the Board of Governors of the Technical University of Denmark, with effect on 1 January 2025. She notified the Commission of her intention to accept the position.
- 5) Executive Vice-President Vestager declared that she gave instructions to her Cabinet to take particular care that no possible conflict of interest could arise, or be seen to arise, from her role as Executive Vice-President in charge of ‘A Europe fit for the Digital Age’.
- 6) She furthermore committed to acting with particular care during the last months of her mandate, bearing public perception in mind.
- 7) The Executive Vice-President’s responsibilities for ‘*A Europe Fit for the Digital Age*’ encompass innovation and research issues. Therefore, in line with Article 11(3) of the Code of Conduct for the Members of the European Commission, the Committee was requested on 26 July 2024 to provide its opinion on the compatibility Ms Vestager’s envisaged activity with Article 245 of the Treaty on the Functioning of the European Union.
- 8) The Committee delivered its opinion on 23 August 2024. The Committee considered the nature of the Technical University of Denmark, the role of its Board of Governors, Executive Vice-President Vestager’s envisaged position in the structure of the University and the funding of the University, in particular as regards funding received from the European Commission.
- 9) The Committee noted that Executive Vice-President Vestager would have the possibility to influence the decisions of the Board of Governors in her new function after the end of her mandate. While her vote would only be one out of ten, she would be responsible for the organisation of the work of the Board of Governors and would chair its meetings, granting her additional leverage within the Board of Governors.
- 10) The Technical University of Denmark, founded in 1829 and registered in Kongens Lyngby, Denmark, is an independent and self-governed university. Its study programmes focus on technical and natural sciences.
- 11) The Committee noted that the Technical University of Denmark is a member of the EuroTech Universities Alliance, a strategic partnership of six leading universities of science and technology. The alliance engages in advocacy towards the European Commission through its joint office in Brussels. The office in Brussels informs university staff about EU policy and funding.
- 12) The Committee noted that according to its website, the Technical University of Denmark offers scientific advice to international authorities and institutions, such as

the European Commission's Scientific, Technical and Economic Committee for Fisheries and the European Food Safety Authority.

- 13) The Committee noted that the Technical University of Denmark has been registered in the Joint Transparency Register of the European Parliament, the Council of the European Union, and the European Commission since 1 March 2024 (REG Number: 566008653066-89).
- 14) The Committee noted that the Board of Governors is the highest authority of the Technical University of Denmark and reports to the Minister for Science, Innovation and Higher Education for the activities of the University.
- 15) The Committee noted that the Rector, who is the Chairperson of an Executive Board, oversees the daily management of the University. He or she reports to the Board of Governors.
- 16) The Committee noted that departments, other university entities like research centres, staff entities supporting interdisciplinary tasks and different boards and councils complete the University's institutional structure.
- 17) The Committee noted that four affiliated companies (Bioneer Ltd. ; DFM Ltd. ; Pre-Seed Innovation and the DTU Science Park), with their own independent boards, support the University's core services. All four companies are fully-owned subsidiaries of the Technical University of Denmark.
- 18) The Committee noted that as highest authority, the Board of Governors is responsible inter alia for approving the University's strategy, budget and action plans, entering into development contracts with the Minister of Science, Technology and Innovation, appointing the Rector, approving the allocation of all resources and the principles on the use of resources as well as making decisions on new building projects.
- 19) The Committee noted that the Board of Governors consists of ten members: six external members, including the Chairperson, two staff representatives and two representatives elected by and from the students of the University.
- 20) The Committee noted that it takes its decisions by a majority of ordinary votes. In the event of a tied vote, the Chairperson has the deciding vote.
- 21) The Committee noted that the Board of Governors convenes four times a year and its meetings are public. It may hold additional meetings at the request of four of its members or of the Chairperson.
- 22) The Committee noted that the Board of Governors has a strategic and high-level decision-making function. As mentioned above, this includes the approval of the budget and financial spending of the Technical University of Denmark on a yearly basis.

- 23) The Committee noted that the Board of Governors is also responsible for disposing of the Technical University of Denmark's capital stock in the form of real estate and loans.
- 24) The Committee noted that the Board of Governors also reviews and discusses the university's financial statements, including the interim financial statements and the annual report with financial statements.
- 25) The Committee noted that the Board of Governors also assesses the university's financial risks and updates the Financial Risk Management Strategy every three years.
- 26) The Committee noted that the mandate would last four years, until 31 December 2029.
- 27) The Committee noted that the function of Chairperson of the Board of Governors is a paid position.
- 28) The Committee noted that the Chairperson has specific responsibilities within the Board of Governors. Those include being responsible for the strategic dialogue with the Minister on behalf of the University, acting as spokesperson of the Board of Governors, liaising with the Rector between Board of Governors meetings, being responsible for the organisation of the work of the Board of Governors, chairing the meetings of the Board of Governors, conducting salary negotiations with the preferred candidate for the post of Rector, assessing the independence, objectivity and competence of the institution auditor, ensuring that new members are introduced to the work of the Board of Governors, as well as specific tasks related to the appointment and reappointment of external members of the Board of Governors.
- 29) The Committee noted that in 2024, the Technical University of Denmark had annual revenues of EUR 836 million. The largest share of revenue came from grant-funded activities (39%), followed by national subsidies in the form of government research subsidies (27%) and government education subsidies (15%).
- 30) The Committee noted that the Technical University of Denmark has been a regular recipient of funding from the EU Budget implemented directly by the Commission (at Headquarters or in EU delegations to non-EU countries) and other EU bodies such as executive agencies ('direct management'). According to the Financial Transparency System of the European Commission, the Technical University of Denmark benefitted from 783 budgetary commitments from 2019 to 2023, amounting to a total contracted commitment of EUR 3.333,86 million, of which EUR 2.462,90 million have been utilised so far. These commitments were distributed over 23 different programmes and managed by 17 Commission Departments. Among these 23 programmes, the first three were Horizon Europe (EUR 1.476,37 million), Horizon 2020 (EUR 1.082,25 million), and Euratom Research and Training Programme (317,22 million).
- 31) The Committee noted that in addition to these programmes, programmes with a possible connection to Executive Vice-President Vestager's responsibilities include

the Digital Europe programme (EUR 87.96 million) and the Connecting Europe Facility (CEF) – Digital (EUR 4 million).

- 32) The Committee noted that Executive Vice-President Vestager declared that she had held four meetings with the Technical University of Denmark during her mandate and underlined that she had not been involved in decisions regarding the funding of any projects of the Technical University of Denmark during this period.
- 33) The Committee further noted that the responsibilities of the Board of Governors only bear an indirect link with her current mandate as Executive Vice-President. In particular, the Board of Governors is not involved in the operational day-to-day management of the University and is not responsible for securing its funding. The envisaged position is therefore not such as to require interactions with the European Commission.
- 34) The Committee considered that Executive Vice-President Vestager would thus not be directly involved in the efforts of the Technical University of Denmark to secure funding from the European Commission.
- 35) For these reasons, the Committee concluded that there were no impediments which should prevent Executive Vice-President Vestager from accepting the position of Chairperson of the Board of Governors of the Technical University of Denmark.
- 36) The Committee however noted that the links between the Technical University of Denmark and the European Commission are substantial. It is thus likely that the University as a whole – as opposed to its Board of Governors only – would interact repeatedly with the European Commission during the envisaged activity of Executive Vice-President Vestager as Chairperson of the Board of Governors.
- 37) For this reason, the Committee recommended that a certain number of restrictions be set out explicitly in the Commission decision, in order to ensure the compatibility of the envisaged activity with the obligations applying during and after the end of the mandate.
- 38) The Commission considered the Independent Ethical Committee's opinion and concluded that Executive Vice-President Vestager's envisaged activity after the end of her term of office does not present any risk of incompatibility with her functions as Executive Vice-President in charge of '*A Europe Fit for the Digital Age*', provided that she abides by Article 339 of the Treaty on the Functioning of the European Union as well as the relevant provisions of the Code of Conduct for the Members of the Commission, namely Article 11(1), in conjunction with Article 5, Article 11(4) and Article 13(2) during a period of two years after her term of office.

HAS DECIDED AS FOLLOWS:

Article 1

Executive Vice-President Vestager's post term of office activity of Chairperson of the Board of Governors of the Technical University of Denmark is compatible with the second paragraph of Article 245 of the Treaty on the Functioning of the European Union, subject to the following conditions and restrictions:

- In accordance with Article 11(4) of the Code of Conduct for the Members of the Commission, during a period of two years following her term of office, Ms Vestager shall refrain from lobbying the Members of the Commission or their staff on behalf of the Technical University of Denmark, on matters for which the Executive Vice-President was responsible. She shall also refrain from lobbying the Members of the Commission or their staff on behalf of the Technical University of Denmark in view of obtaining the allocation of funds to the university. This prohibition on lobbying does not affect participation in public events or general exchanges of, and on, publicly available information with Members of the Commission or Commission staff.
- In accordance with Article 339 of the Treaty on the Functioning of the European Union, Ms Vestager shall refrain from using information of the kind covered by the obligation of professional secrecy regarding, in particular information about undertakings, their business relations or their cost components, when participating in any activity or decision-making procedure within the Technical University of Denmark. If it is not possible to exclude that such information could be relevant in said activity or decision-making procedure, Ms Vestager shall refrain from participating.
- In accordance with Article 11(1) of the Code of Conduct for the Members of the Commission, Executive Vice-President Vestager remains bound by the duties of collegiality and discretion, as laid down in Article 5 of the Code of Conduct for the Members of the Commission, with respect to the Commission's decisions and activities during her term of office.

Article 2

In line with Article 13(2) of the Code of Conduct for the Members of the Commission, Executive Vice-President Vestager shall inform the President of the Commission, in a timely manner, both before and after her term of office, if she has doubts on any situation regarding the application of the Code of Conduct for the Members of the Commission in relation to the Technical University of Denmark.

Done at Strasbourg, on 17 September 2024.