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DECISION OF THE EUROPEAN COMMISSION

on Former High Representative / Vice-President Josep Borrell i Fontelles' post term of office activity as Chairperson of the Board of Trustees of the Barcelona Center for International Affairs (CIDOB)

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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,

Considering that:

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 unless the planned activity falls within the exceptions foreseen in paragraph 3, second subparagraph, lit. (a) to (f).

- 4) On 3 December 2024, Former High Representative/Vice-President Josep Borrell i Fontelles informed the Commission about his intention to accept an assignment as Chairperson of the Barcelona Center for International Affairs (hereafter mentioned with his acronym 'CIDOB'). Mr Borrell underlined that his assignment will be a non-executive function, will not be remunerated and will not give rise to any kind of compensation apart from travel expenses.
- 5) Mr Borrell underlined that, as Chairperson of CIDOB, he will be, twice a year, in charge of : (1) convening, participating and chairing the sessions of the CIDOB's Board of Trustees; (2) ensuring CIDOB's institutional representation before public and private institutions, together with the Director, and (3) inaugurating and participating in the main activities of CIDOB.
- 6) Such as mentioned in Mr Borrell's notification, CIDOB is a prestigious think tank founded in 1973 in Spain, considered as one of the main research centres in international relations in Europe, with a particularly relevant position in southern Europe. It is an international affairs research centre that, through excellence and relevance, seeks to analyse the global issues that affect political, social and governance dynamics, from the international to the local level ⁽¹⁾.
- 7) CIDOB is a civil society born organisation, established as a private foundation under Spanish law. Its Board of Trustees is composed of institutions and individuals (up to 25 members) and meets twice a year. Institutions currently represented in the Board include *Generalitat de Catalunya* (regional government of Catalonia), *Ajuntament de Barcelona* (City Council of Barcelona), Spanish Ministry of Foreign Affairs, European Union and Cooperation, *Diputació de Barcelona*, Metropolitan Area of Barcelona, and Interuniversity Council of Catalonia.
- 8) CIDOB was registered as a Foundation in 1979 and, in accordance with current legislation, is attached to the public sector of the *Generalitat de Catalunya*, the administration that carries out its financial control. CIDOB's current budget (approximately 2,5-3 MEUR) is divided into approximately 65% of the resources coming from the institutions of the Board and 35% coming from competitive research projects ⁽²⁾.
- 9) Mr Borrell explained that the CIDOB's Board of Trustees appoints a non-executive chairperson, for 4 years, renewable once, who exercises his/her position without payment. The executive functions are carried out by the Director of CIDOB, appointed by the Board of Trustees, following the proposal of the Chairperson.

⁽¹⁾ CIDOB's research priorities, publications and activities are accessible at www.cidob.org.

⁽²⁾ CIDOB's annual accounts, budget and statutes re accessible at <https://www.cidob.org/en/about-us/transparency> .

- 10) The notified activity is linked to Former High Representative / Vice-President Borell's previous responsibilities for Foreign Affairs and Security Policy. The Independent Ethical Committee was therefore requested, on 12 December 2024, to deliver its opinion on the compatibility of the notified activity with Article 245 of the Treaty on the Functioning of the European Union.
- 11) The Committee delivered its opinion on 10 February 2025. Taking into account the information provided by Former High Representative/Vice-President Borrell, the opinion first established the relevant facts regarding the nature of Mr Borrell's notified activity against the framework of CIDOB's nature, its activities, its partners, its governance structure, CIDOB's funding and the links between CIDOB and the European Commission.
- 12) The Committee noted that Former HRVP's envisaged position is that of non-executive Chairperson of CIDOB's Board of Trustees, which also involves the position of Chairperson of the Governing Council.
- 13) The Committee noted that CIDOB conducts studies and publishes reports, policy briefs, and articles on its research topics, such as geopolitics, security, Spanish and European Union policies, migration, diversity, and sustainable development. CIDOB also organises conferences, seminars, and workshops bringing together experts, policymakers and academics to discuss pressing global challenges. In addition, CIDOB carries out academic or research projects with other think tanks and institutions.
- 14) The Committee noted that CIDOB collaborates with a wide range of partners, including international organisations, governments, academic institutions, and private foundations. It has partnerships with international organisations such as the European Union, the United Nations Development Programme (UNDP) and the Organisation for Economic Co-operation and Development (OECD). Academic collaborations include ties with institutions like the London School of Economics and Sciences Po (Paris). CIDOB also receives support from private foundations such as the Open Society Foundations and Fundació "la Caixa".
- 15) As concerns CIDOB's governance, the Committee noted that CIDOB is managed by a Board of Trustees ("*Patronato*"), which serves as the organisation's highest governing body. The Board of Trustees is chaired by a Chairperson (function offered to Mr Borrell) and may delegate some of its tasks to a Governing Council, also chaired by the Chairperson. CIDOB is also assisted by an Advisory Council, composed of international experts and academics, and benefits from the guidance of consulting committees. The day-to-day operations are led by a director. The director is appointed by the Board of Trustees, following the proposal of the Chairperson. The director works with a team of researchers, project managers, and administrative staff.

- 16) The Committee noted that CIDOB's structural funding brought by institutions members of the Board of Trustees accounts for 59,6% of its resources (EUR 1.539.566,27), while 25,3% (EUR 654.084,51) are attributed to European projects. The rest is divided among other projects (EUR 302.911,18), activities (EUR 40.000,00), publications and documentation (EUR 25.000,80) and own resources (EUR 19.654,82).
- 17) Committee finally noted that CIDOB works closely with the European Union, particularly through projects funded by Horizon Europe and other EU programmes. The Committee noted that CIDOB is not listed in the EU Transparency Register.
- 18) The Committee recalled the legal framework applicable to the assessment of the post term of office activities of former Members of the Commission and eventually concluded on the restrictions and conditions deemed necessary in order to ensure the compatibility of Mr Borrell's envisaged activity with Article 245 of the Treaty on the Functioning of the European Union.
- 19) As a preliminary consideration, the Committee noted that former Members of the Commission have a right to engage in work and to pursue a freely chosen or accepted occupation after the term of their office. This right needs to be balanced with the obligations set out in Article 245 TFEU and the Code of Conduct for the Members of the European Commission, which develops these obligations in more detail.
- 20) The Committee noted that the notified activity is related to Former HRVP Borrell's responsibilities on Foreign Affairs and Security Policy and that the Board of Trustees, as well as the Governing Council, have a very prominent role within the structure of CIDOB. In particular, as Chairperson, Mr Borrell's responsibilities will include institutional representation before public and private bodies, which raises the question of their role vis-à-vis the European Commission. It results therefrom that the activity involves substantial responsibilities within a structure that may have contacts with the European Commission, in the field of activity of Former HRVP Borrell's previous responsibilities.
- 21) This being said, the Committee noted that the Chairperson of the Board of Trustees of the CIDOB does not hold any executive responsibilities. The Committee also underlined that the objectives of the CIDOB and Former HRVP Borrell's involvement are not for profit and aim to achieve objectives that are widely shared, including by the European Union.
- 22) The Committee came to the conclusion that Former HRVP Borrell's envisaged post term of office activity is compatible with Article 245 of the Treaty on the Functioning of the European Union, considering nevertheless that the Commission decision should recall and explicitly spell out a number of restrictions in order to ensure the compatibility of the activity with the obligations applying after the end of the mandate.

- 23) The decision should recall explicitly that Article 11(4) of the Code also applies to this activity for a period of two years after the end of the mandate, i.e. until 30 November 2026 and that Article 11(4) of the Code provides that former Members shall not lobby the Commission on behalf of their own business, that of their employer or client, on matters for which they were responsible within their portfolio.
- 24) Moreover, in view of the importance of the envisaged position and the links of CIDOB with the Commission, the Committee considered that Former HRVP Borrell should not contact the services of the Commission previously under his responsibilities on matters related to the activities of CIDOB. This concerns the Directorate-General for European Civil Protection and Humanitarian Aid Operations (DG ECHO), the Directorate-General for International Partnerships (DG INTPA), the Directorate-General for Enlargement and Eastern Neighbourhood (DG ENEST) and the Directorate-General for Middle East, North Africa and Gulf (DG MENA) (formerly the Directorate-General for Neighbourhood and Enlargement Negotiations – DG NEAR), the Directorate-General for Trade (DG TRADE), as well as the Service for Foreign Policy Instruments (FPI).
- 25) The Committee considered that the Commission decision should also recall the confidentiality obligation laid down in Article 339 of the Treaty on the Functioning of the European Union, as well as the general obligations set out in Article 11(1) of the Code, in conjunction with Article 5, as regards the duty of integrity, discretion and collegiality with respect to the Commission's decisions and activities during Former Commissioners' term of office.
- 26) The Committee considered it important that both the former High Representative/Vice-President and CIDOB were aware of the obligations of Former Members of the Commission, which continue to apply after their term of office. The Committee recommended therefore that the Commission decision should include a condition that former High Representative/Vice-President Borrell shares a copy of the Commission Decision with CIDOB and confirm this to the Commission. This would provide the Commission with an additional assurance that situations which could create a risk for the respect of those obligations would be avoided or addressed by both Former HRVP Borrell and CIDOB.
- 27) Under these conditions, the Committee considered that the envisaged activity would be compatible with Article 245 TFEU on the condition that the above-mentioned obligations, conditions, and restrictions were explicitly and in full set out in the decision and brought to the attention of CIDOB by Former HRVP Borrell.
- 28) The Commission has considered the Committee's opinion and shares its conclusions. In addition, the Commission considers that the interdiction of lobbying in relation to the services of the Commission should also be extended to the European External Action Service (EEAS) which, while not a service of the Commission, fell under the responsibilities of Mr. Borrell. In line with the Committee's opinion, the Commission

also considers that in the context of such activities, for a period of two years after ceasing to hold office, Mr. Borrell should also refrain from contacting Members of the Commission or staff of Commission services or the EEAS on matters related to the activities of CIDOB. This limitation should not apply for any such professional contacts limited to facilitating possible occasional events that constitute general public debates or discussions on topics of broad interest, for which Mr. Borrell should however pay particular attention to respecting his obligations laid down in the Treaties and the Code of Conduct.

- 29) In line with previous situations in which the notified activity is closely linked to the former portfolio, the Commission also considers necessary to explicitly remind Mr Borrell about the provision contained in Article 11(4) of the Code of Conduct for the Members of the European Commission.

HAS DECIDED AS FOLLOWS:

Article 1

Former High Representative/Vice-President Josep Borrell i Fontelles's envisaged post term of office activity as Chairperson of the Board of Trustees of the Barcelona Center for International Affairs (CIDOB) is compatible with Article 245 of the Treaty on the Functioning of the European Union, subject to the respect of the conditions and restrictions set out in Article 2.

Article 2

- 1) In accordance with Article 339 of the Treaty on the Functioning of the European Union, Former High Representative/Vice-President Borrell shall refrain from disclosing or using information of the kind covered by the obligation of professional secrecy that he obtained as Member of the Commission, in particular information about undertakings, their business relations or their cost components;
- 2) In line with Article 11(1) of the Code of Conduct for the Members of the Commission, in conjunction with Article 5 of the Code, Former High Representative/Vice-President Borrell remains bound by the duties of collegiality and discretion, with respect to the Commission's decisions and activities during his term of office. He shall not disclose what was said at meetings of the Commission and shall apply a high sense of discretion with regard to the use of information and insights that he obtained during his mandate in relation to the performance of his portfolio obligations and, in general, in relation to his duties as Member of the Commission;
- 3) Former High Representative/Vice-President Borrell shall refrain from lobbying the Commission on behalf of CIDOB on matters for which he was responsible within his

former Commission portfolio, for a period of two years after ceasing to hold office, i.e. until 30 November 2026;

- 4) In the context of such activities, Former High Representative/Vice-President Borrell shall, for a period of two years after ceasing to hold office, i.e. until 30 November 2026, refrain from contacting the services of the Commission previously under his responsibilities on matters related to the activities of CIDOB other than occasional events, public debates or discussions on topics of interest for CIDOB. This limitation of contacts concerns the Directorate-General for European Civil Protection and Humanitarian Aid Operations (DG ECHO), the Directorate-General for International Partnerships (DG INTPA), the Directorate-General for Enlargement and Eastern Neighbourhood (DG ENEST) and the Directorate-General for Middle East, North Africa and Gulf (DG MENA) (formerly the Directorate-General for Neighbourhood and Enlargement Negotiations – DG NEAR), the Directorate-General for Trade (DG TRADE), the Service for Foreign Policy Instruments (FPI) as well as the European External Action Service (EEAS);
- 5) When having professional contacts, on behalf of CIDOB, with Members or staff of the European Commission or the EEAS during the period of two years after the end of the mandate with a view to facilitating possible occasional events that constitute general public debates or discussions on topics of broad interest, Former High Representative/Vice-President Borrell shall pay particular attention to respecting his obligations laid down in the Treaties and the Code of Conduct.
- 6) Former High Representative/Vice-President Borrell Commissioner shall share a copy of the present Decision with the CIDOB and inform the Secretary-General of the Commission thereof;
- 7) In line with Article 13(2) of the Code of Conduct for the Members of the Commission, Former High Representative/Vice-President Borrell shall inform the President of the Commission, in a timely manner, if and when he has a doubt with regard to the application of the present Decision or the Code of Conduct in general before acting on the matter in relation to which the doubt arises.

Done at Strasbourg, 11 March 2025.

The President
Ursula von der Leyen