

Opinion
of the
Independent Ethical Committee
established
by the European Commission
15 October 2025

Subject: Request for an opinion on Former High Representative of the Union for Foreign Affairs and Security Policy and Former Vice-President of the European Commission Josep Borrell i Fontelles’s envisaged post term of office activity as member of the Advisory Council of the Spanish ‘Defence Industry Cluster’ (CID)

On request of the President of the European Commission, the Independent Ethical Committee, composed of Ms Elisabeth Morin-Chartier, Ms Alexandra Prechal and Ms Gertrud Ingestad, delivers the present opinion:

Procedure

1. On 7 September 2025, Former High Representative of the Union for Foreign Affairs and Security Policy and Vice-President of the European Commission Josep Borrell i Fontelles (‘Former HR/VP Borrell’) notified an envisaged post term of office activity as member of the Advisory Council of the Spanish ‘*Clúster de la Industria de Defensa*’ (‘Defence Industry Cluster’ – Spanish acronym: CID).
2. On 16 September 2025, the Secretary-General of the European Commission asked the Committee, on behalf of the President of the Commission, to deliver an opinion on the compatibility of the envisaged post term of office activity with Article 245 of the Treaty on the Functioning of the European Union (TFEU).

Facts

The CID

3. The CID is a non-profit organisation founded on 10 July 2019¹ and headquartered in Santander (Spain).

¹ [Quiénes somos - Clúster de la Industria de Defensa](#)

4. It aims to reinforce Spain's defence technology and industrial base by encouraging collaboration and synergies among firms.² It also brings together research and knowledge centres, as well as various public and private entities.³
5. Its webpage currently lists 79 members, including prominent defence firms and SMEs.⁴

Activities of the CID

6. According to its webpage⁵, the CID supports companies by:
 - Fostering relationships and synergies among them.
 - Offering institutional backing and brand visibility.
 - Providing visibility before society and public institutions.
 - Facilitating relations with the Ministry of Defence, the Army, the Air Force, the Navy, and other national and international bodies such as the European Defence Agency and NATO.
 - Promoting R&D and the transfer of technology from research and knowledge centres.
 - Supporting participation in national and international trade fairs.
 - Organising training activities.
 - Facilitating access to national and international grants and subsidies.
 - Promoting participation in projects and calls for proposals of the European Union.
 - Holding socio-cultural and outreach activities such as events, technical workshops, conferences, seminars, networking sessions, visits to facilities and military centres, etc.
7. The CID awarded its 2024 Honorary Diploma to HR/VP Borrell for his effort and involvement in favour of the European defence and the development of its defence industry.⁶

Partners of the CID

8. CID's webpage features its list of members as well as 18 collaborators, including the Spanish Ministry of Defence.⁷ The Ministry's Directorate General of Armament and Material has provided institutional support to the CID since its inception.⁸

Governance of the CID

9. The CID comprises an Executive Committee as well as an Advisory Council.⁹

² This includes firms carrying out all or part of their activity in the defence sector and other firms that have capabilities or products of interest for defence and wish to enter the sector.

³ [Objetivos - Clúster de la Industria de Defensa](#)

⁴ [Miembros 2024 - Clúster de la Industria de Defensa](#), last consulted on 13 October 2025.

⁵ [Quiénes somos - Clúster de la Industria de Defensa](#)

⁶ [Borrell, el expresidente de Airbus, el general Servert, la empresa de misiles SMS y su exdirector, Diploma de Honor del CID - Clúster de la Industria de Defensa](#)

⁷ [Miembros - Clúster de la Industria de Defensa](#)

⁸ [Reunión en Vigo del Consejo Asesor Clúster Industria de Defensa - Noticias Defensa España](#)

⁹ [Noticias - Clúster de la Industria de Defensa](#)

10. The Executive Committee¹⁰ consists of six members (including a president) and a director.
11. The Advisory Council is composed of senior military and civilian experts.¹¹ According to its webpage, its current members include its President, its Vice-President and 19 advisors.¹² It is also supported by one external collaborator.
12. According to the invitation to HR/VP Borrell, the members of the Advisory Council are Spanish personalities of recognised standing and prestige, who are willing to contribute selflessly to the organisation's founding purposes, providing their knowledge, contacts and experience.
13. The CID features 16 working groups, allowing companies to work together on specific themes.¹³
14. The CID also has established territorial delegations within Spain.¹⁴

Funding of the CID

15. The CID indicates that it is non-profit.¹⁵ The CID is therefore not funded by commercial activity.
16. However, the Committee has not identified data detailing the funding of the CID.
17. The CID publishes on its transparency webpage¹⁶ that it received a grant of a subsidy of EUR100,000 for fiscal year 2024 from the Society for the Regional Development of Cantabria (Sodercan).
18. According to its website, the CID's projects and initiatives (such as innovation programmes or participation in EU defence fund proposals) can be supported through by national or European public instruments.¹⁷

Former HR/VP Borrell's envisaged activity

19. The CID offered Former HR/VP Borrell to join its Advisory Council as a member.
20. According to the invitation, the activity does not involve specific obligations beyond sharing his expertise, contacts and experience.
21. The position is non-remunerated.

¹⁰ [Comité ejecutivo del CID Cluster de Defensa, comité ejecutivo del Cluster de Defensa, comité del CID, Manuel Vila Presidente del Cluster de Defensa](#)

¹¹ [Noticias - Clúster de la Industria de Defensa](#)

¹² [Consejo Asesor - Clúster de la Industria de Defensa](#)

¹³ [Grupos de Trabajo - Clúster de la Industria de Defensa](#)

¹⁴ [El Clúster de la Industria de Defensa crea sus tres primeras delegaciones territoriales](#)

¹⁵ [Quiénes somos - Clúster de la Industria de Defensa](#)

¹⁶ For the implementation of the 'Programme for the Promotion of Sectoral Clusters' - [Transparencia - Clúster de la Industria de Defensa](#)

¹⁷ [The Defense Cluster networking event brought together more than 60 companies - Defense News Spain](#)

Links between the CID and the European Commission

22. The CID is not listed in the Transparency Register of the European Parliament, the Council of the European Union and the European Commission.
23. However, the Spanish defence industry has close contacts with the European Commission and its members can register individually in the Transparency Register.¹⁸
24. Moreover, the CID may play a role in helping its members secure European funding.

Legal context

25. Article 245 TFEU provides:

The Members of the Commission shall refrain from any action incompatible with their duties. Member States shall respect their independence and shall not seek to influence them in the performance of their tasks.

The Members of the Commission may not, during their term of office, engage in any other occupation, whether gainful or not. When entering upon their duties they 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. In the event of any breach of these obligations, the Court of Justice may, on application by the Council acting by a simple majority or the Commission, rule that the Member concerned be, according to the circumstances, either compulsorily retired in accordance with Article 247 or deprived of his right to a pension or other benefits in its stead.

26. Article 339 TFEU provides:

The members of the institutions of the Union, the members of committees, and the officials and other servants of the Union shall be required, even after their duties have ceased, not to disclose information of the kind covered by the obligation of professional secrecy, in particular information about undertakings, their business relations or their cost components.

27. Article 15(1) and (2) of the Charter of Fundamental Rights of the European Union provides:

1. Everyone has the right to engage in work and to pursue a freely chosen or accepted occupation.

2. Every citizen of the Union has the freedom to seek employment, to work, to exercise the right of establishment and to provide services in any Member State.

¹⁸ [organisation detail - Transparency register - European Union](#)

28. Article 2(7) of the Code of Conduct for the Members of the European Commission (hereafter the 'Code of Conduct') provides:

7. Former Members shall respect the obligations arising from their duties that continue to have an effect after their term, in particular the duty to behave with integrity and discretion as regards the acceptance of certain appointments or benefits in line with Article 245 of the Treaty on the Functioning of the European Union, and the obligations specified in this Code of Conduct.

29. Article 5 of the Code of Conduct provides:

1. Members shall comply with the duty of loyalty towards the Commission and discretion in discharging their duties. They shall act and express themselves with the restraint that their office requires.

2. Members shall refrain from disclosing what is said at meetings of the Commission.

3. Without prejudice to the disciplinary provisions applicable to officials and other agents, Members are responsible for the proper handling and any external transmission by members of their Cabinets of classified documents, of sensitive information or of confidential documents submitted to the College for adoption or information.

4. Members shall not make any comment that would call into question a decision taken by the Commission or which may harm the Commission's reputation.

30. Article 11 of the Code of Conduct provides:

1. After ceasing to hold office, former Members shall continue to be bound by their duty of integrity and discretion pursuant to Article 245 of the Treaty on the Functioning of the European Union. They shall continue to be bound by the duties of collegiality and discretion, as laid down in Article 5, with respect to the Commission's decisions and activities during their term of office.

2. Former Members shall inform the Commission with a minimum of two months' notice of their intention to engage in a professional activity during a period of two years after they have ceased to hold office. For the purposes of the present Code, 'professional activity' means any professional activity, whether gainful or not, other than any unpaid activity which has no link with the activities of the European Union and which does not give rise to lobbying or advocacy vis-à-vis the Commission and its services such as:

(a) charitable or humanitarian activities;

(b) activities deriving from political, trade unionist and/or philosophical or religious convictions;

(c) cultural activities;

(d) the mere management of assets or holdings or personal or family fortune, in a private capacity;

(e) or comparable activities.

3. 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, and if the planned activity is related to the portfolio of the former Member, it shall decide only after having consulted the Independent Ethical Committee.

Without prejudice to the possibility for the President to seek its opinion in cases of doubt, the Independent Ethical Committee does not need to be consulted where former Members intend to:

(a) continue to serve the European interest in an Institution or Body of the European Union;

(b) take up functions in the national civil service of a Member State (at national, regional or local level)

(c) engage with international organisations or other international bodies dealing with public interests and in which either the EU or one or several of its Member States are represented;

(d) engage in academic activities;

(e) engage in one-off activities for a short duration (1 or 2 working days);

(f) accept honorary appointments.

4. Former Members shall not lobby Members or their staff on behalf of their own business, that of their employer or client, on matters for which they were responsible within their portfolio for a period of two years after ceasing to hold office.

5. In the case of a former President, the periods set out in paragraphs (2) and (4) shall be three years.

6. The duties set out in paragraphs (2) and (4) shall not apply where the former Member is engaging in public office.

7. Decisions taken under paragraph (3) determining compatibility with Article 245 of the Treaty on the Functioning of the European Union and related opinions of the Independent Ethical Committee shall be made public with due consideration to the protection of personal data.

Opinion

31. The Committee notes that 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, which develops these obligations in more detail.
32. The Committee further notes that the envisaged role consists in contributing to the CID's activities by providing one's knowledge, contacts and experience.
33. The role is therefore advisory and does not involve lobbying or responsibilities in securing funding on behalf of the CID.
34. However, the Committee finds that there is a clear link between the defence sector and the former responsibilities of Former HR/VP Borrell, which included the European Common Security and Defence Policy.
35. Moreover, the Committee considers that providing one's 'knowledge, contacts and experience' in this specific context may create risks regarding the interests of the Commission and the European Union. This is because Commission internal information that HR/VP Borrell acquired during his mandate, as well as his contacts within the Commission, are very likely to be highly relevant for the CID or its members.
36. The Commission decision should therefore explicitly spell out restrictions in order to ensure the compatibility of the activity with the obligations applying after the end of the mandate.
37. First, the decision should recall the confidentiality obligation laid down in Article 339 TFEU, as well as the general obligations set out in Article 11(1) of the Code, in conjunction with Article 5. These articles provide that former Members of the Commission continue to be bound by the duty of integrity and discretion as well as by the duties of collegiality and discretion with respect to the Commission's decisions and activities during their term of office.
38. The decision should furthermore recall 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. Article 11(4) provides that former Members shall not lobby⁽¹⁹⁾ the Commission on behalf of their own business, that of their employer or client, on matters for which they were responsible within their portfolio, for a period of two years after ceasing to hold office. This also includes the participation in an Advisory Council.

⁽¹⁹⁾ The term 'lobbying' means any activity carried out with the objective of influencing the formulation or implementation of policy or legislation, or the decision-making processes of the Commission as set out in Article 3 of Interinstitutional Agreement of 20 May 2021 between the European Parliament, the Council of the European Union and the European Commission on a mandatory transparency register; it includes indirect lobbying on behalf of clients through indirect measures with the same objective of influencing the formulation or implementation of policy or legislation, or the decision-making processes of the Commission such as organising or participating in meetings, conferences, events or consultation or hearings, organising communication campaigns or the preparation of position papers and applies independently of the location; it also covers any activity with a view to obtaining EU funding.

39. In view of the large scope of the advice he is expected to provide during his envisaged activity, the decision should extend this obligation not to lobby the Commission to all matters in which Former HR/VP Borrell was involved at college level, even if he was not directly responsible for them as part of his portfolio responsibilities.
40. Furthermore, the decision should recall that, in case former Members have a doubt regarding their obligations, they must inform the President of the Commission in a timely manner and before acting on the matter relating to which the doubts arise, according to Article 13(2) of the Code.
41. Finally, the Committee considers it important that both HR/VP Borrell and the CID are fully aware of the obligations of former Members of the Commission, which continue to apply after their term of office. The Committee therefore recommends that the Commission decision include a condition that HR/VP Borrell share a copy of the Commission Decision with the CID and confirm this to the Commission. This is in line with previous opinions of the Committee²⁰ that aimed to ensure full transparency of the applicable obligations, conditions and restrictions and provide the Commission with an additional assurance that situations which could create a risk for the respect of those obligations will be avoided or addressed by both Former HR/VP Borrell and the CID.
42. Under these conditions, the Committee considers that the envisaged activity would be compatible with Article 245 TFEU.

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²⁰ For a recent example, see Opinion of the Independent Ethical Committee of 11 March 2025 on the request for an opinion on Former Commissioner Hahn's envisaged post term of office activity as non-remunerated adviser to the Federation of Austrian Industries. [Former European Commissioners' authorised occupations - European Commission](#)