



## **OFFICE OF THE ADVISORY COMMITTEE ON BUSINESS APPOINTMENTS**

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### **BUSINESS APPOINTMENT APPLICATION: Sir Jeremy Flemming KCMG CB, former Director of the Government Communications Headquarters (GCHQ). Paid appointment with Mastercard Europe Services LTD (Mastercard).**

1. Sir Jeremy, former Director of GCHQ, sought advice from the Advisory Committee on Business Appointments (the Committee) under the government's Business Appointments Rules for Former Crown Servants (the Rules) on an appointment he wishes to take up with Mastercard Europe Services LTD (Mastercard) as an executive advisor.
2. The purpose of the Rules is to protect the integrity of the government. The Committee has considered the risks associated with the actions and decisions made during Sir Jeremy's time in office, alongside the information and influence he may offer Mastercard. The material information taken into consideration by the Committee is set out in the annex.
3. The Committee's advice is not an endorsement of the appointment - it imposes a number of conditions to mitigate the potential risks to the government associated with the appointment under the Rules.
4. The Rules set out that Crown servants must abide by the Committee's advice<sup>1</sup>. It is an applicant's personal responsibility to manage the propriety of any appointment. Former Crown servants are expected to uphold the highest standards of propriety and act in accordance with the 7 Principles of Public Life.

#### **The Committee's consideration of the risks presented**

5. Mastercard has a regulatory relationship with government, though this responsibility sits within HM Treasury and not Sir Jeremy's former department, GCHQ. Sir Jeremy did not meet with Mastercard, nor make any decision

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<sup>1</sup> Which apply by virtue of the Civil Service Management Code, The Code of Conduct for Special Advisers, The King's Regulations and the Diplomatic Service Code

specific to the company during his time in service. As such, the Committee<sup>2</sup> considered there is no reason it might be perceived this appointment is a reward for decisions made or actions taken in office.

6. As the former Director of GCHQ, Sir Jeremy would have had access to a range of particularly sensitive information, including that which relates to geopolitics, international risk and cyber. As a result there are real and perceived risks he could offer Mastercard an unfair advantage due to insight gained in office. Government confirmed to the Committee it was not concerned about any specific information he had access to in relation to this company and matters affecting it. It considered the standard waiting period in this case was sufficient given his ongoing duty of confidentiality.
7. The Committee also considered there is a risk it could be perceived his network and influence might assist Mastercard unfairly in regard to providing access to government.

### **The Committee's advice**

8. Whilst this is not a direct overlap with Sir Jeremy's role in office, as the former Director of GCHQ he will have access to a range of sensitive information that could be seen to benefit the vast majority of potential employers. The standard conditions below prevent individuals from making improper use of privileged information and contacts gained in office, alongside his ongoing duty of confidentiality.
9. Under government's Rules, Sir Jeremy is also subject to a 3 month waiting period due to his seniority in government and the range of information he would be exposed to. This provides a suitable gap between his access to sensitive information and decision making and taking up this appointment.
10. The Committee advises the Prime Minister, under the Government's Business Appointment Rules, that this role with **Mastercard Europe Services LTD** should be subject to the following conditions:
  - He should not draw on (disclose or use for the benefit of himself or the persons or organisations to which this advice refers) any privileged information available to him from his time in Crown service;
  - for two years from his last day in Crown service, he should not become personally involved in lobbying the UK government on behalf of Mastercard Europe Services LTD (including parent companies, subsidiaries, partners and clients); nor should he make use, directly or indirectly, of his contacts in the government and/or Crown service contacts to influence policy, secure business/funding or otherwise unfairly advantage Mastercard Europe Services LTD (including parent companies, subsidiaries, partners and clients); and

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<sup>2</sup> This application for advice was considered by Jonathan Baume; Isabel Doverty; The Rt Hon Lord Pickles; Richard Thomas; Mike Weir and Lord Larry Whitty. Andrew Cumpsty and Sarah de Gay were unavailable.

- for two years from his last day in Crown service, he should not provide advice to Mastercard Europe Services LTD (including parent companies, subsidiaries, partners and clients) on the terms of, or with regard to the subject matter of, a bid with, or contract relating directly to the work of the UK government.
11. The advice and the conditions under the government's Business Appointment Rules relate to an individual's previous role in government only; they are separate to rules administered by other bodies such as the Office of the Registrar of Consultant Lobbyists or the Parliamentary Commissioner for Standards. It is an applicant's personal responsibility to understand any other rules and regulations they may be subject to in parallel with this Committee's advice.
  12. By 'privileged information' we mean official information to which a Minister or Crown servant has had access as a consequence of his or her office or employment and which has not been made publicly available. Applicants are also reminded that they may be subject to other duties of confidentiality, whether under the Official Secrets Act, the Civil Service Code or otherwise.
  13. The Business Appointment Rules explain that the restriction on lobbying means that the former Crown servant/Minister '*should not engage in communication with Government (Ministers, civil servants, including special advisers, and other relevant officials/public office holders) – wherever it takes place - with a view to influencing a Government decision, policy or contract award/grant in relation to their own interests or the interests of the organisation by which they are employed, or to whom they are contracted or with which they hold office*'.
  14. You must inform us as soon as Sir Jeremy takes up employment with this organisation, or if it is announced that he will do so. Please also inform us if Sir Jeremy proposes to extend or otherwise change the nature of his role as, depending on the circumstances, it may be necessary for him to make a fresh application.
  15. Once the appointment has been publicly announced or taken up, we will publish this letter on the Committee's website, and where appropriate, refer to it in the relevant annual report.

Yours Sincerely,

Isabella Wynn  
**Committee Secretariat**

## **Annex A - Material information**

### The role

1. Sir Jeremy described Mastercard as a global payments and technology business. The website describes itself as a global technology company in the payments industry. As part of its services Mastercard works with governments to implement solutions around electronic payments increasing efficiency, convenience and security and help address the financial needs of citizens.
2. Sir Jeremy said he will provide advice to Mastercard's Board and Executive team on emerging trends, geopolitics and tech. He confirmed his role will not involve contact with the government.

### Dealings in office

3. Sir Jeremy advised the Committee that he did not meet with Mastercard in an official capacity while in service and was not involved in any commercial or contractual decisions relating to Mastercard. He also told the Committee he did not have any involvement in any relevant policy development or decisions that would have affected Mastercard and did not meet with its competitors; nor did he have access to sensitive information regarding these competitors.

### Department Assessment

4. Cabinet Office said Mastercard is a major financial payments and technology firm and as such is regulated by government. GCHQ does not have a relationship with GCHQ.
5. The Cabinet Office noted Sir Jeremy is a very senior civil servant in a sensitive area of public service. It stated *'While it is possible that Sir Jeremy could have information that could be relevant to his new employer, there is nothing to suggest that this is a significant concern for this particular proposed role'*.
6. Sir Jeremy's role at GCHQ is in a particular area of the Government's work and would not necessarily expose him to a wide range of undeclared policy information. As per the usual Perm Sec seniority level he is subject to the 3 month waiting period which it stated *'...should be sufficient to manage any risk of this nature'*.
7. The National Security Secretariat also provided their view in this case and confirmed that they have no concerns relating to this appointment.
8. All departments confirmed they had no concerns with this appointment and recommended the standard conditions and waiting period apply.

