

UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY

In the Matter of:)	
Hope Hardison)	
Former Chief Administrative Officer)	AA-EC-2019-69
and Human Resources Director)	
)	
Wells Fargo Bank, N.A.)	
Sioux Falls, South Dakota)	

CONSENT ORDER

WHEREAS, the Office of the Comptroller of the Currency (“OCC”) intends to initiate cease and desist and civil money penalty proceedings against Hope Hardison (“Respondent”) pursuant to 12 U.S.C. § 1818(b) and (i) on the basis of Respondent’s activities while serving as Chief Administrative Officer and Human Resources Director of Wells Fargo Bank, N.A., Sioux Falls, South Dakota (“Bank”);

WHEREAS, in the interest of cooperation and to avoid the costs associated with future administrative and judicial proceedings with respect to the above matter, Respondent, without admitting or denying any wrongdoing, desires to consent to the issuance of this Consent Order (“Order”) issued pursuant to 12 U.S.C. § 1818(b) and (i);

NOW, THEREFORE, it is stipulated by and between the OCC, through the duly authorized representative of the Comptroller of the Currency (“Comptroller”), and Respondent that:

ARTICLE I

JURISDICTION

(1) The Bank is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

Initials: HH
Date: 1/17/20

(2) Respondent was an officer of the Bank and is an “institution-affiliated party” of the Bank as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within six (6) years from the date of this Order. *See* 12 U.S.C. § 1818(i)(3).

(3) The Bank is a national banking association within the meaning of 12 U.S.C. § 1813(q)(1)(A), and is chartered and examined by the OCC. *See* 12 U.S.C. § 1 *et seq.*

(4) The OCC is the “appropriate Federal banking agency” as that term is defined in 12 U.S.C. § 1813(q) and is therefore authorized to initiate and maintain these cease and desist and civil money penalty actions against Respondent pursuant to 12 U.S.C. § 1818(b) and (i).

ARTICLE II

COMPTROLLER’S FINDINGS

The Comptroller finds, and Respondent neither admits nor denies, the following findings:

(1) From 2011 to 2018, Respondent was the Bank’s Human Resources Director. She became the Bank’s Chief Administrative Officer in September 2015.

(2) Respondent was the Chair of the Bank’s Incentive Compensation Committee. She was also a member of the Bank’s Operating Committee, Team Member Misconduct Executive Committee, Ethics Committee, and Enterprise Risk Management Committee.

(3) Corporate Investigations reported to Respondent from 2012 through 2014.

(4) From at least 2002, the Community Bank, the largest line of business at the Bank, had a systemic sales practices misconduct problem.¹

(5) From at least 2013, Respondent should have known about the systemic sales practices misconduct problem in the Community Bank and its root cause.

¹ The term “sales practices misconduct” as used herein refers to the practice of Bank employees issuing products and services to customers without the customers’ consent, or transferring customers’ funds from one account to another without consent, or obtaining the customers’ consent by making a false or deceptive statement.

(6) From 2012 to October 2016, Respondent had oversight responsibilities for the EthicsLine program—a confidential hotline for Bank employees to report improper behavior—which was one of the Bank’s primary controls for detecting sales practices misconduct. Respondent failed to adequately oversee this critical control. With respect to Community Bank employee complaints supplied to Respondent regarding sales practices misconduct and related matters, under the Bank’s decentralized model, Respondent forwarded them to the Human Resources organization of the Community Bank and did not follow up on their disposition.

(7) During her tenure as Human Resources Director and Chair of the Incentive Compensation Committee, Respondent failed to adequately execute her oversight, governance, and escalation responsibilities with respect to the Community Bank’s incentive compensation plans.

(8) Respondent co-authored three annual incentive compensation risk impact memoranda in 2014, 2015, and 2016 that were provided to the Human Resources Committee of the Board of Directors and the OCC. In those memoranda, Respondent reported a “satisfactory” risk management rating for the Community Bank each year and recommended no incentive compensation adjustments for the Head of the Community Bank related to sales practices.

(9) By reason of the foregoing conduct, grounds exist for the OCC to initiate these cease and desist and civil money penalty actions against Respondent pursuant to 12 U.S.C. § 1818(b) and (i)(2)(B).

ARTICLE III

ORDER FOR CIVIL MONEY PENALTY

Respondent consents to, and it is ORDERED that:

(1) Respondent shall pay a civil money penalty in the amount of Two Million Two Hundred Fifty Thousand Dollars (\$2,250,000.00), which shall be paid in full according to the following payment schedule:

- (a) at least Two Hundred and Fifty Thousand Dollars (\$250,000.00) shall be paid upon Respondent's execution of this Order; and
- (b) a final installment of any outstanding balance shall be paid on or before September 1, 2020.

(2) Respondent shall make payment in full according to the above schedule via wire transfer, in accordance with instructions provided by the OCC. The docket number of this case (AA-EC-2019-69) shall be referenced in connection with the submitted payment.

(3) This Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. § 1818.

ARTICLE IV

BANKRUPTCY

(1) If Respondent files for bankruptcy protection, Respondent shall notify the Enforcement Director within ten (10) days of the filing and shall provide a copy of the filing to the OCC by mail to Director, Enforcement, Office of the Comptroller of the Currency, 400 7th Street, SW, Washington, DC 20219 or by email to the address provided by the OCC.

(2) In any bankruptcy proceeding in which it is or may be contended that Respondent's obligation to pay a civil money penalty pursuant to this Order is subject to discharge, Respondent will in no manner contest the assertion of the OCC or any officer, employee, or agent of the OCC or any agent, officer, or representative of the United States,

pursuant to 11 U.S.C. § 523(a) or otherwise, that the civil money penalty obligation in the Order arises out of acts which result in claims not dischargeable in bankruptcy.

ARTICLE V

ORDER TO CEASE AND DESIST

Respondent consents to, and it is ORDERED that:

(1) Whenever Respondent is employed by or is otherwise affiliated with any depository institution as defined in 12 U.S.C. § 1813(c)(1) or otherwise becomes an institution-affiliated party as defined in 12 U.S.C. § 1813(u), Respondent shall:

- (a) Comply fully with all laws and regulations applicable to the institution;
- (b) Not engage or participate in any unsafe or unsound practice, as that term is used in Title 12 of the United States Code;
- (c) Fulfill her fiduciary duties of loyalty and care and, at all times, avoid placing her own interests above those of the institution;
- (d) Adhere to the institution's written policies and procedures, or receive written permission from appropriate authorized individuals to do otherwise; and
- (e) With respect to any Board or management committee of which she is a member, act diligently, prudently, honestly, and carefully in carrying out her responsibilities.

(2) Respondent shall cooperate fully and promptly with the OCC in any OCC investigation, OCC litigation, or OCC administrative proceeding related to the subject matter of this Order, including sales practices misconduct at the Bank.

(3) If Respondent is currently an institution-affiliated party, she shall provide the President or Chief Executive Officer of the institution with a copy of this Order within ten (10) days of execution of this Order.

(4) Prior to accepting any offer of a position that causes Respondent to become an institution-affiliated party, she shall provide the President or Chief Executive Officer of the institution with a copy of this Order.

(5) Within ten (10) days of satisfying the requirements of paragraphs (3) and/or (4) of this Article, Respondent shall provide written certification of her compliance to the OCC by mail to Director, Enforcement, Office of the Comptroller of the Currency, 400 7th Street, SW, Washington, DC 20219 or by email to the address provided by the OCC.

(6) If, at any time, Respondent is uncertain whether a situation implicates paragraph (1) of this Article, or if Respondent is uncertain about her duties arising from such paragraph, she shall obtain, at her own expense, and abide by the written advice of counsel regarding her duties and responsibilities with respect to the matter. To comply with this paragraph, Respondent shall engage counsel who is in no way affiliated with the institution; and who has never been subject to any formal sanctions by any Federal banking agency, either by agency order or consent, as disclosed on the banking agencies' websites.

(7) This Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. § 1818.

ARTICLE VI

CLOSING

(1) By executing this Order, Respondent waives:

- (a) the right to a Notice of Charges for Issuance of an Order to Cease and Desist and a Notice of Civil Money Penalty Assessment under 12 U.S.C. § 1818(b) and (i);
- (b) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(b) and (i) and 12 C.F.R. Part 19;
- (c) all rights to seek judicial review of this Order;
- (d) all rights in any way to contest the validity of this Order; and
- (e) any and all claims for fees, costs, or expenses against the United States, the OCC, or any officer, employee, or agent of the OCC, related in any way to this enforcement matter or this Order, whether arising under common law or under the terms of any statute, including, but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412.

(2) Respondent shall not cause, participate in, or authorize the Bank (or any subsidiary or affiliate of the Bank) to incur, directly or indirectly, any expense relative to the negotiation and issuance of this Order except as permitted by 12 C.F.R. § 7.2014 and Part 359. In addition, Respondent shall not, directly or indirectly, obtain or accept any indemnification (or other reimbursement) from the Bank (or any subsidiary or affiliate of the Bank) with respect to such amounts except as permitted by 12 C.F.R. § 7.2014 and Part 359; provided, however, Respondent may not obtain or accept such indemnification with respect to payment of the civil money penalty.

(3) Respondent acknowledges that she has read and understands the premises and obligations of this Order and declares that no separate promise or inducement of any kind has

been made by the OCC or any officer, employee, or agent of the OCC to cause or induce Respondent to agree to consent to the issuance of this Order and/or to execute this Order.

(4) This Order constitutes a complete settlement of any proceedings arising out of Respondent's acts, omissions, or violations related to sales practices misconduct, including those described in the Comptroller's Findings (Article II of this Order). The OCC agrees not to institute any enforcement proceedings for Respondent's acts, omissions, or violations related to sales practices misconduct unless such acts, omissions, or violations reoccur. However, Respondent's acts, omissions, or violations related to sales practices misconduct, including those described in Article II, may be used by the OCC in future enforcement actions to establish a pattern of misconduct or the continuation of a pattern of misconduct.

(5) This Order shall not be construed as an adjudication on the merits and, except as set forth in paragraph (4) above, shall not inhibit, estop, bar, or otherwise prevent the OCC from taking any action affecting Respondent if, at any time, the OCC deems it appropriate to do so to fulfill the responsibilities placed upon the OCC by the several laws of the United States.

(6) Nothing in this Order shall preclude any proceedings brought by the OCC to enforce the terms of this Order, and nothing in this Order constitutes, nor shall Respondent contend that it constitutes, a waiver of any right, power, or authority of any other representatives of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

(7) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818, and expressly does not form, and may not be construed to form, a contract binding on the United States, the OCC, or any officer, employee, or agent of the OCC. Respondent expressly acknowledges that no officer, employee, or agent of the OCC has

statutory or other authority to bind the United States, the United States Treasury Department, the OCC, or any other federal bank regulatory agency or entity, or any officer, employee, or agent of those entities, to a contract affecting the OCC's exercise of its supervisory responsibilities.

(8) This Order is "issued with the consent of . . . the institution-affiliated party concerned," pursuant to 12 U.S.C. § 1818(h)(2).

(9) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements, or prior arrangements between the parties, whether oral or written.

(10) The provisions of this Order are effective upon issuance by the OCC, through the Comptroller's duly authorized representative, whose hand appears below, and shall remain effective and enforceable, except to the extent that, and until such time as, any provisions of this Order shall have been amended, suspended, waived, or terminated in writing by the OCC, through the Comptroller's duly authorized representative.

IN TESTIMONY WHEREOF, the undersigned has hereunto set her hand.

/s/ Hope Hardison

1/17/20

Hope Hardison

Date

IT IS SO ORDERED.

/s/ Greg Coleman 1/21/20

Gregory J. Coleman
Deputy Comptroller
Large Bank Supervision