

116TH CONGRESS  
1ST SESSION

# H. R. 1018

To amend the Securities Exchange Act of 1934 to require the submission by issuers of data relating to diversity and for other purposes.

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## IN THE HOUSE OF REPRESENTATIVES

FEBRUARY 6, 2019

Mr. MEEKS (for himself and Ms. ADAMS) introduced the following bill; which was referred to the Committee on Financial Services

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## A BILL

To amend the Securities Exchange Act of 1934 to require the submission by issuers of data relating to diversity and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*  
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “Improving Corporate  
5 Governance Through Diversity Act of 2019”.

6 **SEC. 2. SUBMISSION OF DATA RELATING TO DIVERSITY BY**  
7 **ISSUERS.**

8 Section 13 of the Securities Exchange Act of 1934  
9 (15 U.S.C. 78m) is amended by adding at the end the  
10 following:

1       “(s) SUBMISSION OF DATA RELATING TO DIVER-  
2   SITY.—

3           “(1) DEFINITIONS.—In this subsection—

4               “(A) the term ‘executive officer’ has the  
5               meaning given the term in section 230.501(f) of  
6               title 17, Code of Federal Regulations, as in ef-  
7               fect on the date of enactment of this subsection;  
8               and

9               “(B) the term ‘veteran’ has the meaning  
10              given the term in section 101 of title 38, United  
11              States Code.

12          “(2) SUBMISSION OF DISCLOSURE.—Each  
13          issuer required to file an annual report under sub-  
14          section (a) shall disclose in any proxy statement and  
15          any information statement relating to the election of  
16          directors filed with the Commission the following:

17               “(A) Data, based on voluntary self-identi-  
18               fication, on the racial, ethnic, and gender com-  
19               position of—

20                   “(i) the board of directors of the  
21                   issuer;

22                   “(ii) nominees for the board of direc-  
23                   tors of the issuer; and

24                   “(iii) the executive officers of the  
25                   issuer.

1           “(B) The status of any member of the  
2 board of directors of the issuer, any nominee  
3 for the board of directors of the issuer, or any  
4 executive officer of the issuer, based on vol-  
5 untary self-identification, as a veteran.

6           “(C) Whether the board of directors of the  
7 issuer, or any committee of that board of direc-  
8 tors, has, as of the date on which the issuer  
9 makes a disclosure under this paragraph,  
10 adopted any policy, plan, or strategy to promote  
11 racial, ethnic, and gender diversity among—

12                   “(i) the board of directors of the  
13 issuer;

14                   “(ii) nominees for the board of direc-  
15 tors of the issuer; or

16                   “(iii) the executive officers of the  
17 issuer.

18           “(3) ALTERNATIVE SUBMISSION.—In any 1-  
19 year period in which an issuer required to file an an-  
20 nual report under subsection (a) does not file with  
21 the Commission a proxy statement relating to the  
22 election of directors or an information statement, the  
23 issuer shall disclose the information required under  
24 paragraph (2) in the first annual report of issuer

1 that the issuer submits to the Commission after the  
2 end of that 1-year period.

3 “(4) BEST PRACTICES.—

4 “(A) IN GENERAL.—The Director of the  
5 Office of Minority and Women Inclusion of the  
6 Commission shall, not later than the end of the  
7 3-year period beginning on the date of the en-  
8 actment of this subsection and every three  
9 years thereafter, and in consultation with the  
10 advisory council established pursuant to sub-  
11 paragraph (C), publish best practices for com-  
12 pliance with this subsection.

13 “(B) COMMENTS.—The Director of the Of-  
14 fice of Minority and Women Inclusion of the  
15 Commission may, pursuant to subchapter II of  
16 chapter 5 of title 5, United States Code, solicit  
17 public comments related to the best practices  
18 published under subparagraph (A).

19 “(C) ADVISORY COMMITTEE.—The Direc-  
20 tor of the Office of Minority and Women Inclu-  
21 sion of the Commission shall, pursuant to the  
22 Federal Advisory Committee Act, establish an  
23 advisory council, that includes issuers and in-

1           vestors, to advise on the best practices pub-  
2           lished under subparagraph (A).”.

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