

**AMENDMENT IN THE NATURE OF A SUBSTITUTE
TO H.R. 1018
OFFERED BY MR. MEEKS OF NEW YORK**

Strike all after the enacting clause and insert the following:

1 SECTION 1. SHORT TITLE.

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

**4 SEC. 2. SUBMISSION OF DATA RELATING TO DIVERSITY BY
5 ISSUERS.**

6 Section 13 of the Securities Exchange Act of 1934
7 (15 U.S.C. 78m) is amended by adding at the end the
8 following:

9 “(s) SUBMISSION OF DATA RELATING TO DIVER-
10 SITY.—

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

12 “(A) the term ‘executive officer’ has the
13 meaning given the term in section 230.501(f) of
14 title 17, Code of Federal Regulations, as in ef-
15 fect on the date of enactment of this subsection;
16 and

1 “(B) the term ‘veteran’ has the meaning
2 given the term in section 101 of title 38, United
3 States Code.

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

9 “(A) Data, based on voluntary self-identi-
10 fication, on the racial, ethnic, and gender com-
11 position of—

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

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

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

18 “(B) The status of any member of the
19 board of directors of the issuer, any nominee
20 for the board of directors of the issuer, or any
21 executive officer of the issuer, based on vol-
22 untary self-identification, as a veteran.

23 “(C) Whether the board of directors of the
24 issuer, or any committee of that board of direc-
25 tors, has, as of the date on which the issuer

1 makes a disclosure under this paragraph,
2 adopted any policy, plan, or strategy to promote
3 racial, ethnic, and gender diversity among—

4 “(i) the board of directors of the
5 issuer;

6 “(ii) nominees for the board of direc-
7 tors of the issuer; or

8 “(iii) the executive officers of the
9 issuer.

10 “(3) ALTERNATIVE SUBMISSION.—In any 1-
11 year period in which an issuer required to file an an-
12 nual report under subsection (a) does not file with
13 the Commission a proxy statement relating to the
14 election of directors or an information statement, the
15 issuer shall disclose the information required under
16 paragraph (2) in the first annual report of issuer
17 that the issuer submits to the Commission after the
18 end of that 1-year period.

19 “(4) BEST PRACTICES RELATING TO DIVER-
20 SITY.—

21 “(A) IN GENERAL.—The Director of the
22 Office of Minority and Women Inclusion of the
23 Commission shall, not later than the end of the
24 3-year period beginning on the date of the en-
25 actment of this subsection and every three

1 years thereafter, and in consultation with the
2 advisory council established pursuant to sub-
3 paragraph (C), publish best practices for com-
4 pliance with this subsection.

5 “(B) COMMENTS.—The Director of the Of-
6 fice of Minority and Women Inclusion of the
7 Commission may, pursuant to subchapter II of
8 chapter 5 of title 5, United States Code, solicit
9 public comments related to the best practices
10 published under subparagraph (A).

11 “(C) ADVISORY COMMITTEE.—The Direc-
12 tor of the Office of Minority and Women Inclu-
13 sion of the Commission shall, pursuant to the
14 Federal Advisory Committee Act, establish an
15 advisory council, that includes issuers and in-
16 vestors, to advise on the best practices pub-
17 lished under subparagraph (A).”.

