

112<sup>TH</sup> CONGRESS  
2<sup>D</sup> SESSION

# H. R. 3791

To amend the Securities Exchange Act of 1934 to require annual disclosures relating to the compensation brackets in which an issuer's minority and women employees reside.

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## IN THE HOUSE OF REPRESENTATIVES

JANUARY 18, 2012

Mr. MEEKS 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 annual disclosures relating to the compensation brackets in which an issuer's minority and women employees reside.

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. FINDINGS.**

4       Congress finds the following:

5               (1) Breaking through the “glass ceiling” by mi-  
6       norities and women is a bipartisan issue.

7               (2) Former Massachusetts Governor Mitt Rom-  
8       ney advocated an idea for imposing pressure on pub-

1       lic companies to benefit minorities and women dur-  
2       ing a debate with then-Senator Edward M. Kennedy  
3       in 1994, stating: “I believe that public companies  
4       and Federal agencies should be required to report in  
5       their annual 10K the number of minorities and  
6       women by income group across the company, so we  
7       can identify where the glass ceiling is and break  
8       through it. And I think that the market of America  
9       will say ‘that company has not promoted women, has  
10      not promoted minorities’ and will put pressure on  
11      American corporations and agencies to respond.”.

12 **SEC. 2. DISCLOSURES RELATING TO COMPENSATION OF**  
13 **MINORITIES AND WOMEN.**

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

17       “(r) DISCLOSURES RELATING TO COMPENSATION OF  
18 MINORITIES AND WOMEN.—

19               “(1) IN GENERAL.—Not later than 270 days  
20       after the date of the enactment of this subsection,  
21       the Commission shall issue final rules that require  
22       each issuer required to file an annual report under  
23       this section to—

24                       “(A) using compensation information for  
25       all employees, determine the 5 compensation

1 brackets in which the issuer’s employees reside  
2 (where such brackets contain an equal number  
3 of employees and range from the 20 percent of  
4 employees with the lowest compensation to the  
5 20 percent of employees with the highest com-  
6 pensation); and

7 “(B) include in the issuer’s annual report  
8 the number of minorities and women employed  
9 by the issuer that fall into each of the com-  
10 pensation brackets.

11 “(2) SELF-REPORTING.—For purposes of iden-  
12 tifying an employee as a minority or woman for pur-  
13 poses of paragraph (1)(B), an issuer shall rely on  
14 self-reporting by such employee.”.

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