



State of Illinois

Commission on Equity and Inclusion

BOARD OF COMMISSIONERS BYLAWS

Article 1 - Compliance with Laws

The Commission on Equity and Inclusion (CEI) Board of Commissioners shall comply with all applicable laws, rules, and regulations, including those set forth in the Commission on Equity and Inclusion Act ("CEI Act"), 30 ILCS 574/40 et seq., the Business Enterprise for Minorities, Women, and Persons with Disabilities Act ("BEP Act"), 30 ILCS 575/1 et seq., and Title 44 Part 10 of the Illinois Administrative Code and the Illinois Procurement Code ("Code"), 30 ILCS 500/1 et seq.

Article 2 - Definitions

Board of Commissioners ("Board") means collectively the Chairperson of CEI, and the six Commissioners appointed by the Governor with the advice and consent of the Senate.

Chairperson (Chair) means the chairperson of the Commission, who is responsible for overseeing all Commission meetings, leading governing body activities, and assigning Commissioner tasks and responsibilities.

Commission on Equity and Inclusion ("Commission" or "CEI") means the Commission created pursuant to the CEI Act, 30 ILCS 574/1 et seq.

Commissioners means collectively the six Commissioners of CEI, and may at times include the Chair, unless specifically referenced in such section herein.

Executive Director means the Executive Director of CEI, who is responsible for collaborating with commissioners to execute vision, strategy, and innovation, and overseeing daily operations.

Secretary means the individual in the Office of the General Counsel (OGC) responsible for the taking of minutes, and other assigned secretarial duties, for the Commission meetings.

Article 3 – CEI Board of Commissioners

a. Commissioners

The Board consists of the following individuals:

1. the Chairperson of the Commission,
2. six Commissioners.

All appointed by the Governor with the advice and consent of the Senate. No more than 4 Commissioners shall be of the same political party. The Governor shall designate one Commissioner as Chairperson, who shall be the chief administrator of the commissioners.

b. Term

Of the Commissioners first appointed, 4 shall be appointed for a term to expire on the third Monday of January 2023, and 3 (including the Chairperson) shall be appointed for a term to expire on the third

Monday of January 2025.

Thereafter, each Commissioner shall serve for a term of 4 years and until his or her successor is appointed and qualified; except that any Commissioner chosen to fill a vacancy occurring otherwise than by expiration of a term shall be appointed only for the unexpired term of the Commissioner whom he or she shall succeed and until his or her successor is appointed and qualified.

c. Vacancies

In case of a vacancy on the Commission during the recess of the Senate, the Governor shall make a temporary appointment until the next meeting of the Senate, when he or she shall appoint a person to fill the vacancy. Any person so nominated who is confirmed by the Senate shall hold office during the remainder of the term and until his or her successor is appointed and qualified. Vacancies in the Commission shall not impair the right of the remaining Commissioners to exercise all the powers of the Commission.

d. Compensation and Expenses

The Board will serve as full time State Public Officials compensated per year at the amounts identified in the CEI Act. The Board shall be reimbursed for any ordinary and necessary expenses incurred in the performance of their duties. The Board is eligible to receive pension under the State Employees' Retirement System of Illinois as provided under Article 14 of the Illinois Pension Code.

e. Chairperson

The Chair shall serve as the chairperson for the Commission meetings.

f. Duty of Loyalty

The Board owes a duty of loyalty to the Commission, which requires the Chair and all Commissioners to act in the interest of advancing the interests of the Commission rather than in their own personal interest, or the interest of other Commissioners. The Board must have an undivided allegiance to the Commission and its mission and may not use their position as the Chair or as Commissioners, or information they have about the Commission, the BEP Program or any information provided by the Commission in their duties as the Chair or a Commissioner in a manner that allows them to secure a financial or any other benefit for themselves, their relatives, another Commissioner, or a BEP Council Member. Accordingly, no Commissioner may use his or her position on the Board for personal gain or to benefit another at the expense of CEI, its mission, or its reputation.

g. Duty of Care

The Chair and every Commissioner must discharge his or her duties in good faith with a degree of care that an ordinarily prudent person in a like position would exercise under similar circumstances. This requires using common sense, being diligent and attentive to CEI's needs and making thoughtful decisions in the best interest of the Commission. The Board may not take personal advantage of any business opportunity that is offered to them without disclosing their conflict to the Office of the General Counsel.

h. Confidentiality

The Board must protect the confidential and proprietary information brought before the Commission and must not use confidential information for his or her personal benefit or use such confidential information or his or her position as a Commissioner to the detriment of the Commission. Confidential information is

defined as information obtained through the Commissioner's position that has not become public information.

Article 4 – Duties and Responsibilities

In addition to the other powers and duties which may be prescribed in the CEI Act, the BEP Act, the Illinois Procurement Code or elsewhere in law, the Commission shall have the following powers and duties:

a. The Commission shall have a role in all State and university procurement by facilitating and streamlining communications between the Business Enterprise Council for Minorities, Women, and Persons with Disabilities, the purchasing entities, the Chief Procurement Officers, and others.

b. The Commission may create a scoring evaluation for State agency directors, public university presidents and chancellors, and public community college presidents. The scoring shall be based on the following 3 principles: (i) increasing capacity; (ii) growing revenue; and (iii) enhancing credentials. These principles should be the foundation of the agency compliance plan required under Section 6 of the Business Enterprise for Minorities, Women, and Persons with Disabilities Act.

c. The Commission shall exercise the authority and duties provided to it under Section 5-7 of the Illinois Procurement Code.

d. The Commission, working with State agencies, shall provide support for diversity in State hiring.

e. The Commission shall oversee the implementation of diversity training of the State workforce.

f. Each January, and as otherwise frequently as may be deemed necessary and appropriate by the Commission, the Commission shall propose and submit to the Governor and the General Assembly legislative changes to increase inclusion and diversity in State government.

g. The Commission shall have oversight over the following entities:

(1) The Illinois African American Family Commission;

(2) The Illinois Family Latino Commission;

(3) The Asian American Family Council;

(4) The Illinois Muslim American Advisory Council;

(5) The Illinois African American Fair Contracting Commission created under Executive Order 2018-07; and

(6) The Business Enterprise Council for Women, Minorities and Persons with Disabilities.

h. The Commission shall adopt any rules necessary for the implementation and administration of the requirements of the CEI Act.

i. The Commission shall exercise the authority and duties provided to it under Section 45-57 of the Illinois Procurement Code.

Article 5 – Commission Meetings

a. Schedule, Agenda, and Notice

The Commission shall meet monthly. Meetings are presided over by the Chair, who sets the agenda for the meeting in coordination with the Office of General Counsel.

Meeting notices are posted in accordance with the Open Meetings Act, 5 ILCS 120.

b. Quorum

A roll call shall be conducted at each meeting after the meeting is called to order. A quorum must be reached in order to vote on matters pending before the Commission. Quorum is achieved if a majority of voting Commissioners are present.

c. Voting rules

Matters pending before the Commission subject to vote will be added to the meeting agenda. Commissioners with a conflict of interest, as defined in the Conflict of Interest Policy set forth in Article 6 below, must refrain from voting.

d. Conduct

In order to conduct a fair and informed decision-making process during Commission meetings, meetings will be conducted in accordance with Robert's Rules of Order. The Chair is responsible for maintaining order. Commissioners are expected to treat all Commissioners, members of the public, and State employees with civility. Pursuant to Robert's Rules of Order, Commissioners must be recognized by the Chair prior to speaking.

e. Minutes

Minutes will be taken by the Secretary and provided to the Commissioners prior to the next regularly scheduled meeting. At the next regularly scheduled meeting, the Commissioners will vote to approve the minutes. If changes are needed, the Secretary will incorporate such changes. After the minutes are approved by the Commissioners, the minutes will be posted on the CEI website in accordance with the Open Meetings Act.

f. Public Comment

All meetings of the Commission are open to the public. The Commission will hear any interested member of the public pursuant to the guidelines outlined below. This time is for receipt of public comment not debate. Public comment will not exceed a total of thirty (30) minutes.

1. Public comment is encouraged and will continue to be listed as an agenda item at every regular Commission meeting. The public comment period will be held at the end of the meeting.
2. The Chair will open public comment by announcing the allotted time provided for the comment period and for individual speakers.
3. Each individual wishing to be heard during the public comment period, will be given up to 3 minutes to make a comment. A speaker may not yield unused time or their time to another speaker.
4. The public comment period will not be used to air personal grievances, make political endorsements or for political campaign purposes, nor discuss matters which are the subject of public hearings. Speakers shall address all comments to the Commission as a whole and not to individual Commissioners. Discussions between speakers and members of the audience shall not be allowed.
5. This time is for receipt of public comment not debate. The Chair/Commissioners will not enter into a dialogue with citizens. Questions from the Commissioners will be for clarification purposes

only. Public comment will not be used as a time for problem solving or reacting to comments made but, rather, for hearing the citizens for informational purposes only.

6. The Chair may assign staff to provide information requested by a speaker during the public comment period.

Every Commission public meeting is subject to the Rules of Decorum, and the Chair is responsible for maintaining order. Anger, rudeness, ridicule, obscene or profane language, impatience, and lack of respect for others and personal attacks are not acceptable behavior. Any person who violates the rules of decorum may result in the forfeiture of the speaker's right to speak and removal from the meeting.

The following conduct is strictly prohibited during the public meeting:

1. Noisy outbursts or other distracting actions such as applauding, cheering, or booing.
2. Intimidation, personal attacks or insulting someone's character and/or integrity.
3. Obscene language, lewd acts, or disorderly conduct.
4. Talking or audience comment during the proceedings.
5. Eating or drinking during the proceedings.
6. Inappropriate dress.
7. Signs, banners, posters, flags, photo boards.
8. Leaving the meeting in a manner that causes disruption.
9. Electronic devices which have not been silenced.

Article 6 – Conflict of Interest Policy

a. Purpose

The purpose of the Conflict of Interest Policy is to assist in protecting the legitimacy of the Commission and to prevent individual or State agency interests from driving policy, decisions, or recommendations made by the Commission and its subcommittees. This Policy is meant to bring to light any new or existing transactions, relationships, or arrangements that might benefit the private interest of a Commissioner or the entity they represent. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to Boards and Commissions.

b. Conflicts

A conflict of interest may arise when a person has an existing or potential personal or financial interest or any other interest that impairs, or might appear to impair, his or her independence or objectivity in the discharge of responsibilities and duties to the Commission. Conflicts may arise from circumstances including, but not limited to, a person's or their family member's direct or indirect ownership in a company or organization, employment by or membership on a board of a company, state agency, public institution of higher education, or organization, membership on a committee, board, council, or commission with a mission that conflicts with that of CEI, close personal friendship with a person who owns, is employed by, or a member of a company or organization, or any other circumstance that may cause a Commissioner to be impartial.

Any Commissioner with authority who has an actual or apparent direct or indirect personal or financial interest, as defined below, must report such conflict in accordance with procedures set forth in this Conflict of interest policy.

i. *Financial Interest*

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity for which the Commission is issuing a recommendation or decision.
- (b) A compensation arrangement with any entity or individual for which the Commission is issuing a recommendation or decision.
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Commission is issuing a recommendation or decision. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- (d) Advisory role on a board, commission or task force, secondary employment by a State agency or public institution of higher education.

ii. *Personal Interest*

A person has a personal interest if the person is:

- (a) A member or employee of an organization or association that represents minority, women, or persons with disability-owned business or prime contractors;
- (b) A close personal friend of an owner or a board member of a company or organization;
- (c) A family member of an owner or board member of a company or organization.

A personal or financial interest is not necessarily a conflict of interest. A conflict arises if a matter is pending before the Commission in which the Commissioner has a personal or financial interest. A person who has a personal or financial interest must report such interest in accordance with procedures set forth in this Conflict of Interest Policy.

c. Procedures

If a Commissioner has an actual or potential conflict of interest, they must disclose the existence of the financial or personal interest to the Ethics Officer and CEI legal counsel. Disclosures must be made using the conflict of interest disclosure form, a copy of which will be provided to all Commissioners no less than annually. In the event reported conflicts of interest align with Commission meeting action, said conflicts of interest will reflect on the meeting agenda or be disclosed preceding the administration of commissioner voting protocol.

If the Ethics Officer and CEI legal counsel determine that a reported conflict of interest is of such a nature that discussion is warranted or that it is unclear whether a conflict exists, the conflict will be resolved and disclosed, if warranted, preceding the Call to Order of the meeting.

d. Violations of the Conflict of Interest Policy

If the Commission has reason to believe a Commissioner has (i) failed to disclose an actual or possible conflict of interest or (ii) has otherwise violated the Conflict of Interest Policy by participating in discussions or decisions regarding the related matter or votes or attempts to vote on a related matters, they shall inform the Ethics Officer and the Office of General Counsel of the basis for such belief.

If, after hearing the response of such individual and making such further investigation as may be warranted by the circumstances, the Office of General Counsel determines that the Commissioner has, in fact, failed to disclose a direct or indirect financial or other actual or potential conflict of interest or has otherwise violated the Conflict of Interest Policy, it shall recommend to the Governor the appropriate disciplinary and corrective action.

e. Records of Reported Conflicts of Interest

Records of all reported conflicts and Commission decisions regarding conflicts, if applicable, shall be maintained by the Ethics Officer for a period of no less than two years.

The minutes of all Commission and Subcommittee meetings shall contain:

(a) The names of the Commissioners who have disclosed or otherwise were found to have a conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Commission's determination regarding the conflict of interest, if applicable.

(b) The names of the persons who were present for discussions and votes relating to the matter before the Commission, the content of the discussion, and a record of any votes taken in connection with the proceedings.

f. Gifts, Other Relationships, and Benefits

Commissioners or any of their relatives shall not directly or indirectly:

(a) Accept any gift, entertainment, services, loans, or promises of future benefits from any person who might personally benefit or whose company, organization, or employees might benefit or appear to benefit because of the Commissioner's connection with the Commission, unless the fact of such gifts, entertainment, services, or loans are disclosed to the CEI Ethics Officer, and allowable by the State Ethics Act, the Commissioner Code of Conduct and applicable law. This does not apply to gifts or similar entertainment of nominal value as defined in applicable law and Executive Order.

(b) Utilize their positions for personal, professional, political, or monetary gain by acting individually on behalf of the Commission.

g. Annual Disclosure Statement

Not less frequently than annually, each Commissioner shall acknowledge that they have received a copy of the Conflict of Interest Policy, have read and understand the policy, agree to comply with the policy, and understand their actions as a Commissioner shall be in furtherance of the mission and purpose of the Commission. This statement shall further include any existing or other material conflicts of interest.

A copy of the annual disclosure statement, all reported conflicts, and Commission determinations regarding Conflicts will be maintained by the Ethics Officer and Office of the General Counsel for a minimum of two years.

h. Resolution of Conflicts

If a reported conflict is resolved, the Commissioner must notify the CEI Office of General Counsel. The Office of General Counsel will notify the Commission at the next regularly scheduled meeting. After a conflict has been resolved, the Commissioner may participate in discussions and vote on related matters unless the Commissioner is unable to act impartially based on the nature of the conflict.

Article 7 – Attendance Policy

The Commission's effectiveness in advancing its mission of increasing supplier diversity in the State of Illinois is dependent upon achieving quorum. Therefore, the Commission has resolved that it should adopt an internal policy regarding Commissioners' attendance at meetings of the body to address specific baseline standards, how and when Commissioners are to be excused from attending meetings.

Regular attendance at Commission meetings is essential to maintain continuity and cohesion in the management and governance of the Commission.

a. Purpose

This Commission Attendance Policy is intended to encourage regular attendance at meetings, establish attendance standards for appointed Commissioners, and to provide procedures to deal with failures in such attendance.

b. Policy

Commissioners are expected to demonstrate their commitment to the Commission by attending all meetings of the Commission. Each Commissioner has elected to sit, except when prevented by unforeseeable events.

c. Attendance Requirements

Except in the event of a notified absence, defined below, each Commissioner is expected to attend each Commission meeting in-person. If a Commissioner is absent for two consecutive Commissioner meetings without first notifying the Office of the General Counsel of their absence, or if a Commissioner is absent for three consecutive meetings having notified the Office of General Counsel of their absence, that Commissioner is in breach of their obligations and may be reported to the Chair as described in the "Process" section.

d. Electronic Attendance

Commissioners may attend Commission meetings via the WebEx platform provided by the Office of General Counsel in accordance with the requirements of the OMA (5 ILCS 120/7(a)) by notifying the Office of General Counsel in accordance with subsection f. below. The Office of General Counsel will notify the Chair of such notice and a motion shall be made, seconded and approved by vote at the meeting to allow for the Commissioners electronic participation in accordance with the OMA. Electronic attendance shall not be counted towards a quorum, unless the Commissioner has been granted approval by a vote of the in-person Commissioners present at the applicable meeting. Except as provided herein, electronic attendance shall not be counted towards a quorum, unless remote electronic attendance is authorized under Section 7(e) of the OMA.

e. Site Expansion

Pursuant to Section 2.01 of the OMA, the Commission may achieve quorum by utilizing its right to extend public meetings to other public buildings within the State of Illinois.

f. Notified Absences

A Commissioner's absence shall constitute a "notified absence" where the Commissioner, at least 24 hours in advance of the meeting, informs the Office of General Counsel the Commissioner will be absent. An absence due to unforeseen circumstances such as illness or emergency shall also qualify as a notified absence where the Commissioner reports such absence to the Office of General Counsel as soon as reasonably possible.

g. Responsibilities

The Office of General Counsel shall notify Commissioners of forthcoming meetings. Where Commissioners are prevented from attending any meeting, they should notify the Office of General Counsel of their intended absence at least 24 hours prior to the meeting.

It is the responsibility of the Office of General Counsel to monitor the attendance of each Commissioner. The Office of General Counsel shall record attendance at Commissioner meetings. The attendance of Commissioners shall be tracked by the Office of General Counsel designated as the Secretary for the meeting and recorded in the minutes of the meeting.

The meeting Secretary shall record as non-notified all absences involving neither advanced notice nor unforeseen circumstances. The meeting Secretary shall provide attendance records and minutes to the Chair.

h. Process

If a Commissioner is in breach of their attendance requirements, the Chair shall consult the individual to discuss the matter and attempt to resolve them.

i. Report to Governor

The Chair shall report instances of a Commissioner having two consecutive non-notified absences as well as any instances of three consecutive absences of a Commissioner from regular meetings in a fiscal year to the Governor. The report will include attendance at Commission meetings.

j. Annual Attendance Report

At the end of each fiscal year, the Office of General Counsel shall submit a written report and the Commissioner attendance sheet to the Chair detailing each Commissioner's attendance at all Commission meetings for that fiscal year.

Article 8 – Violations of Bylaws

All violations of the Bylaws shall be recorded by the meeting Secretary. If a Commissioner suspects another Commissioner has violated these Bylaws, they must report such potential violation to the Office of General Counsel. If a Commissioner violates these Bylaws three or more times in any calendar year, the Office of General Counsel shall report such incidents to the Chair.