



DIVERSITY POLICY

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Objective

The Illinois State Board of Investment (“ISBI”), through its Board of Trustees (the “Board”), has adopted this Diversity Policy (the “Policy”) to increase access and opportunities for emerging managers, brokers, and banks, who are minorities, women and persons with a disability as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act and the Illinois Pension Code.

A. Emerging and Minority Investment Managers

It is the primary goal of ISBI to develop and maintain an investment program that will help secure the retirement benefits of the participating retirement plans. In order to achieve this objective, investment advisers are selected based on their long-term records of performance, depth of investment staff, and consistency of approach, among other characteristics.

However, ISBI recognizes that even large, experienced, and successful investment organizations were once small, start-up firms with few assets under management. Today many such firms are owned by minorities, women, and persons with a disability. These firms are often started by experienced investment professionals, who show great promise, but find it difficult to compete with large majority owned organizations. The firms typically do not meet the minimum standards set for investment advisers by large investment programs such as ISBI. Consequently, they are not considered.

In order to gain exposure to these emerging organizations, ISBI has established the following aspirational goals:¹

- To utilize emerging investment managers² and firms owned by minorities, females, and persons with a disability³ for no less than 20% of ISBI’s total fund assets.

Goals for Utilization of Emerging and Minority Investment Managers Minority-Owned Businesses, Female-Owned Businesses, and Businesses Owned by Persons with a Disability

It is the goal of ISBI that, subject to its fiduciary responsibility, the use of emerging investment managers shall be significant in each of the broad asset classes in which ISBI is invested and not concentrated in any particular asset class.

ISBI has adopted the following minimum goals for the utilization of emerging and minority investment managers⁴:

¹ Effective January 1, 2016, Public Act 99-0462 requires ISBI to establish certain aspirational goals for the utilization of Minority Investment Managers.

² Effective April 3, 2009, Public Act 96-0006 revised the definition of “emerging investment manager.” As a result, the current definition applicable to ISBI is found in 40 Ill. Comp. Stat. § 5/1-109(4) and is defined as “a qualified investment adviser that manages an investment portfolio of at least \$10,000,000 but less than \$10,000,000,000 and is a ‘minority owned business’, ‘female owned business’ or ‘business owned by a person with a disability’ as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act.”

³ For purposes of this Policy, the term “Minority Investment Manager” includes emerging investment managers and/or minority owned business, female owned business, or business owned by a person with a disability as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act.

⁴ Public Act 96-0006 requires the establishment of “3 separate goals for (i) emerging investment managers that are minority owned businesses; (ii) emerging investment managers that are female owned businesses; and (iii) emerging investment managers that are businesses owned by a person with a disability.”

Goals for Utilization of Emerging and Minority Investment Managers
By Investment Manager Classification

| Classification | Percent of Total Portfolio | |
|----------------|----------------------------|----------|
| | Emerging | Minority |
| Minority-Owned | 5% - 10% | 5% - 10% |
| Female-Owned | 3% - 8% | 3% - 8% |
| Disabled | 0% - 2% | 0% - 2% |

Goals for the Utilization of Emerging and Minority Investment Managers
By Asset Class

| Asset Class | Percent of Asset Class | |
|---------------|------------------------|-----------|
| | Emerging | Minority |
| Equities | 8% - 10% | 8% - 10% |
| Fixed Income | 10% - 12% | 10% - 12% |
| Alternatives* | 1% - 5% | 1% - 5% |

* Alternative investments are not subject to the requirements set forth in Public Act 96-0006.

These goals will be reviewed annually by Staff and the Board.

For purposes of this Policy, the emerging and/or minority investment manager must provide documentation of a current State of Illinois certification⁵ or documentation of a current state issued certification. For emerging and/or minority investment manager without a state issued certification, an attestation by the investment manager or General Partner stating that the investment manager or advisor is a “minority owned business”, “female owned business” or “business owned by a person with a disability”, as those terms are defined by the Illinois Business Enterprise for Minorities, Females and Persons with Disabilities Act⁶ must be provided. The emerging and/or minority investment manager is required to immediately notify ISBI as to any change in the matters covered by any such attestation. On an annual basis, the emerging and/or minority investment manager must certify to ISBI that its state-issued certification is in good standing or, alternatively, that nothing in its attestation stating that the investment manager or advisor is a “minority owned business”, “female owned business” or “business owned by a person with a disability”, as those terms are defined by the Illinois Business Enterprise for Minorities, Females and Persons with Disabilities Act, has changed. ISBI and the Board are relying on certifications and/or investment manager attestations for reporting purposes. In the event it is discovered an investment manager

⁵ A “State of Illinois certification” is a certification granted by the Illinois Department of Central Management Services to a Minority Business Enterprise, a Female Business Enterprise or a Person with Disabilities Enterprise under the Business Enterprise Program for Minorities, Females, and Persons with Disabilities.

⁶ 30 ILCS 575

has misrepresented information to ISBI, such misrepresentation shall be grounds for termination of the relationship.

Minority investment managers may represent any asset class within ISBI's asset allocation. Allocations to minority investment managers will be made in accordance with the fiduciary standards under which all ISBI investment advisers operate.

Asset Management

1. Staff will review the statistical requirements for investment adviser searches as needed to provide better access to minority investment managers that have appropriate products.
2. Staff will use reasonable best efforts to include at least one minority investment manager in final Staff interviews, consistent with the requirements of the Illinois Pension Code. Staff will inform the Board of all minority investment manager candidates.
3. Staff will regularly meet with Illinois-based minority investment managers on-site and learn more about the Illinois-based minority investment manager community.
4. Staff will encourage ISBI consultants and strategic partners to be proactive and use creative approaches in achieving the Board's objectives with respect to the use of minority investment managers.

B. Minority and Illinois Brokerage

ISBI seeks to increase access and business with state certified, minority-owned broker/dealers and Illinois-based broker/dealers; therefore, ISBI, as a part of this Policy, has adopted minimum expectations for the use of minority-owned broker/dealers⁷ by investment advisers. The minimum expectations are established based on the asset class in which the investment adviser invests. In addition, ISBI will encourage its investment advisers to direct 25% of their trades to Illinois-based⁸ broker/dealers. It is further the policy objective of ISBI to encourage its investment advisers to seek to obtain best price execution to ensure that all transactions are executed in a manner that the total explicit and implicit costs of such transactions are the most favorable under the circumstances.

For purposes of this Policy, in order to be considered a minority-owned broker/dealer, documentation of a current State of Illinois certification or documentation of a current state issued certification must be provided to the Board.

Transactions completed with minority-owned broker/dealers on behalf of ISBI must be completed at rates fully competitive with the market. Subject to best execution, investment advisers for ISBI's separately managed investment portfolios are strongly encouraged to direct the below percentages of total eligible commission dollars or eligible trading volume to minority-owned broker/dealers.

| <u>Asset Class</u> | <u>Minimum Goal as a Percentage</u> |
|--------------------------------|--|
| U.S. Equity | 30% |
| International Developed Equity | 20% |
| Emerging Market Equity | 0-5% |

| <u>Asset Class</u> | <u>Minimum Goal as a Percentage</u> |
|--|--|
| Domestic Investment Grade Fixed Income | 20% |
| Domestic Below Investment Grade Fixed Income | 0 – 5% |
| International Developed and Emerging Market Fixed Income | 0 – 5% |
| Hedged Equity | 0 - 5% |

These goals will be reviewed annually by Staff.

Brokerage

1. Staff will strongly encourage, verbally and in writing, ISBI's public markets' investment advisers to directly utilize minority-owned brokers/dealers. Staff will add additional asset classes when appropriate.
2. Staff will strongly encourage, verbally and in writing, investment advisers to direct 25% of their trades to Illinois-based broker/dealers.
3. Staff will strongly encourage, verbally and in writing, investment advisers to obtain best price execution to ensure that all transactions are executed in a manner that the total explicit and implicit costs of such transactions are the most favorable under the circumstances.
4. Staff will provide to minority-owned broker/dealers the contact information for ISBI's public markets' investment advisers.
5. Staff will monitor the use of Illinois-based broker/dealers and minority-owned broker/dealers by ISBI's investment advisers, and report results to the Board on a quarterly basis. If an investment adviser reports less than their encouraged percentage of minority-owned broker/dealer utilization, Staff will require the adviser to state the reason for the shortfall. The Board will decide if the adviser's practices are in accordance with this Policy.
6. Staff will consider the use of Illinois-based broker/dealers and minority-owned broker/dealers when evaluating existing investment advisers.
7. Step-outs and correspondence are prohibited. With regard to international developed and emerging market fixed income, below investment grade domestic fixed income, emerging market equity, and hedged equity allocations, best efforts by ISBI's investment advisers shall be applied. Consistently with regards to commingled fund structures, best efforts by ISBI's investment advisers shall be applied.

⁷ In accordance with Public Act 96-0006, "minority-owned broker dealer" means "a qualified broker-dealer who meets the definition of 'minority owned business', 'female owned business', or 'business owned by a person with a disability', as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act."

⁸ The definition of an "Illinois-based" firm is consistent with the Illinois Pension Code which defines "Illinois business" as "a business, including an investment adviser, that is headquartered in Illinois." 40 Ill. Comp. Stat. § 5/1A-108.5(a).

Consequences of Non-Compliance

ISBI continuously monitors investment advisers' compliance with this Policy and has established a series of consequences for those advisers who continually fail to meet expectations. The investment advisers are expected to achieve the desired levels of brokerage usage over a fiscal year period. The following steps will occur if the investment adviser continues to fall short of expectations:

1. A follow-up letter will be distributed to the investment advisers not achieving the minimum level of minority-owned broker/dealer usage. The investment advisers will be reminded of the brokerage usage expected by the Board.
2. Staff will conduct a meeting with the investment adviser to discuss the reasons for not achieving the desired level of brokerage usage.
3. Investment advisers not achieving the expected levels of minority-owned broker/dealer usage may be subject to a moratorium on additional funding.
4. If an investment adviser fails to comply with the request, they may be invited to appear before the Board to explain why they are unable to achieve the desired level of brokerage usage.
5. The investment adviser may be placed on the Investment Advisers Watch List.

C. Goals for Utilization of Minority-Owned Banks, Female-Owned Banks, and Banks Owned by Persons with a Disability (MWDBE Banks)

Above and beyond promoting the utilization of MWDBE investment managers and broker-dealers as required under Illinois Law, ISBI also seeks to promote the utilization of MWDBE investment banks within its private markets portfolio.

Therefore, as a part of this Policy, ISBI encourages its investment advisors to utilize MWDBE investment banks to the greatest extent possible, subject to best execution, and within the bounds of financial and fiduciary prudence. Engagement of MWDBE banks should be completed with terms competitive with the market. In addition to encouraging managers to utilize MWDBE investment banks, ISBI will also seek to foster opportunities for increased access for MWDBE banks within the industry.

Furthermore, ISBI shall encourage its investment advisors to be proactive and use innovative approaches in achieving the Board's objectives with respect to the use of MWDBE investment banks. Staff and ISBI's strategic partners will periodically monitor the utilization of MWDBE banks. ISBI may direct its strategic partners to provide publicly available fee data and other information about MWDBE investment banks, if available and requested. For purposes of this Policy, a MWDBE investment bank shall certify its status by the same process referenced in Section A.

D. Minority Contract and Service Utilization

Public Act 96-0006 states that ISBI shall adopt a policy which sets forth goals for the utilization of businesses owned by minorities, females, and persons with disabilities for all contracts and services. According to PA 96-0006, "The goals shall be based on the percentage of total dollar amount of all contracts let to minority owned businesses, female owned businesses, and businesses owned by a person with a disability, as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act."

In furtherance of the Act, ISBI, subject to its fiduciary responsibility, has set forth a minimum goal of 0-1% of the total dollar amount for all contracts for the utilization of businesses owned by minorities, females, and persons with disabilities.

In addition, pursuant to Public Act 99-0462, ISBI has set an aspirational goal to have no less than 20% of the total service contracts awarded for information technology, accounting, insurance brokerage, and legal services to be let to businesses owned by minorities, females, and persons with a disability, as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act.

E. Fiduciary Diversification

ISBI acts as fiduciary for the General Assembly Retirement System, the Judges' Retirement System of Illinois and the State Employees' Retirement System of Illinois. As a fiduciary, ISBI is responsible for managing, investing, reinvesting, preserving and protecting fund assets.⁹

It is the policy objective of ISBI to comply with all federal and state statutes, rules and regulations pertaining to ISBI's investments. PA 96-0006 encourages ISBI to increase the racial, ethnic, and gender diversity of its fiduciaries, to the greatest extent feasible within the bounds of financial and fiduciary prudence.¹⁰

In furtherance of the Act, it is the goal of ISBI to use its best efforts to increase the racial, ethnic, and gender diversity of its fiduciaries, including its consultants, strategic partners and senior staff, within the bounds of financial and fiduciary prudence.

As vacancies occur, ISBI will make every effort to increase the racial, ethnic, and gender diversity of its consultants, strategic partners and senior staff in accordance with this Policy and within the bounds of financial and fiduciary prudence.

In accordance with its Affirmative Action Plan, ISBI submits quarterly Workforce Analysis and Workforce Transaction Reports to the Department of Human Rights. ISBI will continue to report to the Department of Human Rights on both a quarterly and an annual basis.

This goal will be monitored and reviewed annually in conjunction with the annual Affirmative Action Plan.

⁹ See 40 ILCS 5/1-101.2

¹⁰ See 40 Ill. Comp. Stat. § 5/1-109.1