

What are the responsibilities of a Board Director?

As the representative of the organization's members with responsibility for the management of the business and affairs of the Cooperative, the Board will focus on the Cooperative's longer-term ends, purposes and future opportunities to serve the needs of the member-owners. The Board will conduct itself to fulfill its distinctive role, provide strategic and ethical leadership, be accountable for all activities of the Cooperative and discharge its legal responsibilities.

How many Board members are there?

There are eleven (11) Board members - nine (9) Individual Class Directors and two (2) Practitioner Employee Class Directors.

How many Board positions are open for election?

Each year, there are three (3) Individual Class Director positions open for election.

What is the Board term commitment? Are there term limits?

The Board term is three (3) years. Both Individual Class Directors and Practitioner Class Directors seated after 2022 are limited to three three-year terms.

Who should apply?

Consistent with the Cooperative's bylaws, a candidate must be a voting member of the Cooperative, be at least 18 years of age, a non-employee (Individual Class Director), and not have an employment or financial interest which conflicts with the mission, objectives or goals of the Cooperative. Those wanting to be a voice for the Cooperative should apply.

What is the monthly time commitment?

The time commitment is about 10-15 hours per month. Generally, and depending on the director responsibility, directors meet 2-4 times each month. Directors should also be prepared for meetings including, pre-reads and committee work.

When does the Board meet?

The monthly Board schedule includes Board and committee meetings scheduled late afternoon/evenings each month.

Annually, directors attend a planning meeting each Fall, the member meeting in June and periodic all-staff meetings during the year.

Are directors compensated?

Consistent with the Cooperative's bylaws, Individual Class Directors receive a fixed compensation for their time and practitioner Employee Class Directors receive no compensation.

Where are meetings held?

Monthly meetings are held virtually or hybrid (virtually or in-person at the GHC administrative office located at 1265 John Q Hammons Drive in Madison).

Will new Board directors receive training?

Board orientation is provided and consists of a review of Board governance, clinical information, financial information and insurance information.

How are Board members elected?

Per the Cooperative's bylaws, for Individual Class Directors, the Nominations Committee will solicit nominations from all voting members at least 120 days before the annual membership meeting. Those nominated will submit written applications and the Nominations Committee will recommend at least two nominees for each position. At least 25 days before the annual membership meeting, the Nominations Committee shall inform all voting members of the nominees. Each voting member is entitled to one ballot via online or paper mail voting prior to the annual meeting. The nominees receiving the greatest number of votes, including absentee votes, shall be declared elected during the annual meeting of membership.

Board of Director Committees

- Board Development Committee
- Business Strategy Committee
- Finance Committee
- Audit Committee
- Quality, Safety and Patient Experience Committee
- Governance Committee
- Ad Hoc Legislative Committee

Learn more about these committees and the ways they impact our Cooperative on the next page.

Why are there committees?

Consistent with the Cooperative's bylaws, the Board may establish committees to help carry out its responsibilities. Such committees will complement but not override the Board's fundamental responsibilities or compromise the Board's delegation of decision-making authority to the Chief Executive Officer.

What are the committees?

The main committees are the following:

- **Board Development Committee** ensures Board quality and future viability, effective processes and structure and development and evaluation of the Board and of individual Board members.
- **Business Strategy Committee** is tasked with exploring, in cooperation with management, future revenue possibilities for the Cooperative; working with other committees and the chair to design strategic and generative discussions at Board meetings; and suggesting policies related to revenue growth and contraction, including monitoring recommendations. Such policies will relate to innovative insurance products and services, insurance markets, medical products and services and partnerships consistent with GHC's long-term strategic goals, mission, vision and values.
- **Finance Committee** assists the Board in fulfilling its oversight of management's responsibilities concerning financial, investment, capital management, and other financially-related matters.
- **Audit Committee** is charged with assisting GHC-SCW's Board of Directors in fulfilling its oversight of management's responsibilities concerning the performance of the annual audit and risk-related issues.
- **Quality, Safety and Patient Experience Committee** assists the Board of Directors in its efforts to monitor and provide leadership for GHC-SCW's quality of care, patient safety, patient satisfaction, operational and clinical quality.
- **Governance Committee** is charged with developing, implementing and maintaining the organizational structure for GHC-SCW's Board and committee management. This structure is meant to provide efficient governance practices, including policies and procedures, and to ensure the Board fulfills its fiduciary responsibilities.
- **Ad Hoc Legislative Committee** is tasked with working with the President and Chief Executive Officer to identify national, state and local governmental issues and/or trends that may have an immediate or future impact on the Cooperative and suggest strategies to respond to those issues

What are the next steps for Board nominees?

- Board nominees submit their applications by the due date in March.
- The Nominations Committee meets to review the nominees and approves the final slate of nominees. The Nominations Committee notifies the final nominees in early April.
- For due diligence, all final nominees will be subject to a criminal background check.
- Final nominees will need to submit a headshot photo for publication if not provided in application.
- The annual meeting announcement, including nominee and voting information, is mailed to members in May.

What are the next steps after the election?

- A GHC representative will contact newly elected directors to schedule Board orientation and provide a schedule of board meetings.
- The election results will be released via GHC's website, social media channels and the next House Call.
- Elected directors will attend the next board meeting in July.