

**RESOLUTION OF THE BOARD OF DIRECTORS MEETING OF
GROUP HEALTH COOPERATIVE OF SOUTH CENTRAL WISCONSIN**

Meeting Date: December 18, 2025

WHEREAS, since December of 2024 a unionization effort has been ongoing at GHC-SCW;

WHEREAS, the GHC-SCW Board of Directors (“the Board”) has been constrained from engaging in dialogue with members and staff due to the ongoing organization effort and related labor laws;

WHEREAS, the Board has been further constrained by the litigation of blocking charges filed by the union after the National Labor Relations Board (the “NLRB”) determined an appropriate bargaining unit in March of 2025;

WHEREAS, despite the inability to engage in dialogue the Board has received comments and feedback from members at several regular meetings of the Board over the past year;

WHEREAS, the “Board held a Special Member Meeting on October 13, 2025 (the “Special Meeting”) at which five advisory motions were passed regarding the unionization effort;

WHEREAS, GHC-SCW’s Board of Directors considered each of the five advisory motions during the November and December Board of Directors meetings and desires to communicate the Board’s decision with regard to each;

NOW, THEREFORE BE IT RESOLVED, that after careful consideration of all information provided by members directly to the Board, during the Special Meeting, and otherwise provided for consideration, the Board provides its unanimous position on each of the five advisory motions passed during the Special Meeting:

Motion 1:

I move that the management of GHC-SCW disclose to the Founding Members and Class A Members the amount of money that has been spent in 2024 and 2025 for legal assistance and representation of the Cooperative by the law firm Husch Blackwell, LLP, regarding union recognition.

The Board recommends that management may disclose specific amounts paid to vendors at the level of information regularly reported to the Board. Member access to the Cooperative’s financial information includes Annual Reports, Form 990, and upon request, the same level of information regarding vendor fees reported to the Board of Directors. Beyond the information reported in required filings and forms, fees paid to specific vendors are considered confidential.

Motion 2:

Resolved, that by Friday, October 17 the GHC-SCW Board and administration shall notify GHC Workers United and SEIU Wisconsin of the cooperative’s intent to voluntarily recognize the bargaining unit democratically chosen by GHC-SCW workers in their December 12, 2024 filing with the NLRB; and that the policy of GHC-SCW shall henceforth be to observe strict neutrality regarding the unionization of any of its workers, refraining from offering any information about unionization that is not legally required, or any opinion about unionization, at all times.

The Board continues to respect GHC-SCW workers' right to self-determination and therefore recommends management continue to pursue an NLRB sanctioned election that includes all employees included in the bargaining unit that was previously approved by the NLRB.

Motion 3:

Resolved, that by Thursday, November 13, 2025, the Board shall compile in a single report a complete collection of all meeting minutes, emails, and other communications involving Board members, administrators, and/or supervisory employees regarding union activity, from January 2024 to the present. Communications reasonably covered by attorney-client privilege may be exempted, but all other communications shall be included. This report shall be provided to GHC Workers United and to any member upon request.

Be it further resolved, that by Thursday, November 13, 2025 the Treasurer shall issue a report detailing the amount GHC-SCW has spent on legal or consulting fees for matters related to the union issue, designating (a) the attorneys and firms hired where relevant, (b) the itemized tasks completed and hours spent, (c) the amounts spent on a monthly basis, and (d) which costs fell within any retainer and which beyond the retainer. The report shall also include the hourly rate of each attorney employed. The report shall also include the total amount spent on GHC-SCW's attorneys for the past three fiscal years before the current fiscal year. This report shall be provided to GHC Workers United and to any member upon request.

The Board recommends that management allow members, upon request, to review the minutes of the open session of GHC-SCW Board of Director's monthly meetings. Members, upon request, may review Board policies related to the Cooperative's governance. Internal business communications are considered confidential.

As previously stated, the Board recommends that management may disclose specific amounts paid to vendors at the level of information regularly reported to the Board. Member access to the Cooperative's financial information includes Annual Reports, Form 990, and upon request, the same level of information regarding vendor fees reported to the Board of Directors. Beyond the information reported in required filings and forms, fees paid to specific vendors are considered confidential.

Motion 4:

Resolved, that because membership has heretofore been denied an opportunity to duly and fully exercise its role "at the top of the [GHC-SCW] leadership chart" (<https://ghcscw.com/about-us/what-it-means-to-be-a-cooperative/>) regarding the unionization of the health care staff whom their funds employ, and who are unionizing, the Cooperative's new Board and administrators shall faithfully follow the democratically expressed will of the Cooperative's membership, including but not limited to the requirements enshrined in the Bylaws of this Cooperative — especially that at all Annual Meetings the Cooperative shall "implement reasonable measures to provide Members a reasonable opportunity to participate in the meeting and to provide Voting Members a reasonable opportunity to vote on matters submitted to the Voting Members" (Section 2.7.C).

And be it further resolved; and that the Board and administration shall not create Policies and Procedures that undermine the spirit of this organization's Bylaws, motions, and other expressions of membership will; and that this shall apply especially in matters related to unionization, and to all other matters concerning the membership.

GHC-SCW's 2026 Annual Meeting will be held on June 25, 2026. The Board seeks to balance requirements of GHC-SCW's Bylaws and state statute, the financial investment, technological

requirements, and member accessibility for the Annual Meeting venue and format. The Board will endeavor to support all members' opportunity to participate in the Annual Meeting.

Motion 5:

Resolved, that because membership has heretofore been denied an opportunity to duly and fully exercise its role "at the top of the [GHC] leadership chart" (<https://ghcscw.com/about-us/what-it-means-to-be-a-cooperative/>) regarding the unionization of the health care staff whom their funds employ, and who are unionizing, GHC shall hold a Special Meeting on the democratization of GHC governance, to be held no later than Friday, January 16, 2026. Members shall be permitted to submit any motions for discussion and a vote at this meeting, including but not limited to motions to amend the Cooperative's Bylaws on membership meetings and voting rights, as well as motions relating to GHC policies and procedures.

The Board Chair and the Board of Directors decline to call a Special Meeting at this time. Special Meetings can be called by the Board Chair, the Board of Directors, or by petition signed by 20% of the Cooperative's Voting Members.

BE IT FURTHER RESOLVED that this resolution shall be effective immediately upon its adoption.

SECRETARY'S CERTIFICATE OF BOARD RESOLUTIONS

I hereby certify that I am the duly elected and acting Secretary of the Cooperative, that the preceding Resolutions were duly adopted by the Board of Directors of the Cooperative at the regular meeting thereof held on December 18, 2025 and that said resolution has not been amended or revoked and remains in full force and effect as of the date hereof.

Ross Putman

Ross Putman, Secretary

12/23/2025

Date