

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
v.)	Case No. 20-13293
)	Honorable David M. Lawson
INTERNATIONAL UNION, UNITED)	
AUTOMOBILE, AEROSPACE, AND)	
AGRICULTURAL IMPLEMENT)	Monitor’s Referendum Report
WORKERS OF AMERICA,)	
)	
Defendant.)	

Pursuant to Paragraph 11 of the January 29, 2021 Consent Decree in *United States v. Int’l Union, United Automobile, Aerospace, and Agricultural Implement Workers of America* (the “Consent Decree”),¹ the Court-appointed Monitor, Neil M. Barofsky, respectfully submits to the Department of Labor’s Office of Labor-Management Standards (“OLMS”) this report (“Referendum Report” or “Report”) regarding the referendum (“Referendum”) on the method for electing leadership of the International Executive Board (“IEB”) of the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (“UAW” or “Union”).

INTRODUCTION

Under its Constitution, the UAW has historically elected its President and other members of the IEB through a delegate election system.² Under this system, individual Union members elected delegates from their Local Union to represent them at the UAW Constitutional

¹ *United States v. Int’l Union, United Automobile, Aerospace, and Agricultural Implement Workers of America* (Jan. 29, 2021), No. 20-cv-13293 (E.D. Mich.), ECF No. 10.
² UAW Const., art. 10, § 4.

Convention,³ and those delegates in turn voted to elect the UAW's top leaders.⁴ Several of the individuals convicted of the crimes underlying the Consent Decree were elected through this process, including former UAW Presidents Dennis Williams⁵ and Gary Jones,⁶ former UAW Vice Presidents Joseph Ashton⁷ and Norwood Jewell,⁸ and former Regional Director Vance Pearson.⁹

Through the Consent Decree, the United States District Court for the Eastern District of Michigan gave the UAW's members an opportunity to vote on whether they wanted to change the manner in which the UAW elects its leadership.¹⁰ Specifically, the Consent Decree required the UAW to hold a Union-wide Referendum to decide whether it should maintain its existing delegate election process or switch to a direct election system under which each UAW member would vote directly to elect the International President, International Secretary-Treasurer, International Vice Presidents, and Regional Directors.¹¹

The Consent Decree tasked the Monitor with overseeing this Referendum, in cooperation with the UAW and in consultation with OLMS, including developing the rules, method, and ballot language used in the Referendum.¹² Referendum ballots were due at 10 a.m. ET on Monday, November 29, 2021, and the vote tabulation was completed three days later, at approximately 2 p.m. ET on Thursday, December 2, 2021. In all, UAW members and retirees voted decisively to replace the Union's delegate voting system with a direct voting system—also known as “one

³ UAW Const., art. 7, § 1(a).

⁴ UAW Const., art. 10, § 4.

⁵ Dennis Williams, Plea Agreement ¶ 4 (Sept. 30, 2020).

⁶ Gary Jones, Plea Agreement ¶ 4 (June 3, 2020).

⁷ Joseph Ashton, Plea Agreement at 4 (Dec. 5, 2019).

⁸ Norwood Jewell, Plea Agreement ¶ 3 (Apr. 2, 2019).

⁹ Vance Pearson, Plea Agreement ¶ 2 (Feb. 7, 2020).

¹⁰ Consent Decree ¶ 8; *see also* David Shepardson, *UAW members set to vote by Nov. 12 on election rules—monitor*, Reuters (Aug 13, 2021).

¹¹ Consent Decree ¶ 8.

¹² Consent Decree ¶¶ 9-10.

member, one vote”—in future elections for top UAW leadership, with 63.7%, or 89,615 of 140,586 votes, in favor of adopting the change. The results, broken down by Local Union, are attached as Exhibit A.

This Referendum Report summarizes the Referendum process and the steps taken by the Monitor to oversee the vote. It covers: (i) the Monitor’s work to put a foundation for the Referendum vote in place, including the establishment of rules, retention of a vendor, and creation of an election hotline; (ii) the creation of a global mailing list of names and addresses to which to send ballots; (iii) the updating of voting eligibility information by the Monitor; (iv) the mailing of ballots; (v) the collection and tabulation of ballots; and (vi) the result.

I. The Groundwork for the Referendum

To carry out the Consent Decree’s mandate to oversee the Referendum, the Monitor (a) enacted publicly available rules to govern the conduct of the Referendum vote; (b) hired a vendor to assist in administering the Referendum; (c) established an “Election Hotline” through which to communicate with members and the public about the Referendum process; and (d) implemented and enforced the Referendum’s rules concerning advocacy during the conduct of the Referendum. This section describes those activities.

A. Rules for the Referendum

Pursuant to the Consent Decree, the rules governing the Referendum were developed by the Monitor in consultation with the UAW, the Department of Justice (“DOJ”), and OLMS, as well as with input from the leadership of several Local Unions and independent advocacy organizations within the UAW, including the advocacy group Unite All Workers for Democracy (“UAWD”). The Monitor began meeting with these stakeholders shortly after appointment in order to discuss critical topics such as the composition of the electorate, the method of voting, and the means of communicating with members about the Referendum. Throughout this process, the

Monitor gave voice to the concerns of the advocacy groups, Local Unions, and Regional leaders, and indeed, many of their valuable suggestions and ideas were incorporated into the drafting of both the rules and the ballot itself,¹³ which were only adopted after they were agreed to by the UAW and approved by OLMS.

The Monitor issued several iterations of the rules before they were finalized. On August 13, 2021, with the agreement of the UAW and the approval of OLMS, the Monitor issued “Interim Rules” to govern the Referendum.¹⁴ On September 17, 2021, subsequent to the Court’s September 9, 2021 Order extending the Referendum deadline to November 29, 2021, the Monitor issued a set of “Second Interim Rules” reflecting updated dates and deadlines.¹⁵ On November 8, 2021, the Monitor finalized the rules for the Referendum (the “Final Referendum Rules” and together, referred to as the “Rules” or the “Referendum Rules”).¹⁶ A complete copy of the Final Referendum Rules is attached as Exhibit B, and is also available on the Monitor’s website at www.uawmonitor.com/electionsreferendum.

The Rules reflected three core principles that guided the administration of the Referendum: (1) that “the Referendum will be run in a fair and impartial manner,” and the Monitor will remain neutral as to its outcome; (2) that “the Referendum will be conducted in strict adherence with the applicable provisions of the Consent Decree, the UAW Constitution, the [Labor Management Reporting and Disclosure Act of 1959 (“LMRDA”)] and applicable federal law, and [the] Referendum Rules;” and (3) that “the Referendum will be conducted consistent with American

¹³ Meeting with UAWD (May 19, 2021) (suggesting a test mailing; voicing concerns about equal access in advocacy); Email from UAWD member to Election Hotline (Oct. 5, 2021) (suggesting the Monitor email the membership about the Referendum Forum webcast).

¹⁴ Office of the Monitor, *Interim Rules for the 2021 Referendum of the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America* (Aug. 13, 2021) (“First Interim Rules”).

¹⁵ Office of the Monitor, *Second Interim Rules for the 2021 Referendum of the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America* (Sept. 17, 2021) (“Second Interim Rules”).

¹⁶ Office of the Monitor, *Final Rules for the 2021 Referendum of the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America* (Nov. 8, 2021) (“Final Referendum Rules”).

democratic traditions by protecting the right of every member to vote by secret ballot on the Referendum question.”¹⁷

The Rules also established the timing of the election, with ballots due at 10 a.m. ET on Monday, November 29, 2021;¹⁸ the composition of the electorate, which included all members in good standing as of 5 p.m. ET on November 19, 2021, including part-time workers, reinstated members, and retired members;¹⁹ the method of voting as a secret mail-in ballot;²⁰ and the ballot language that described the Referendum question, including each election system, using neutral language.²¹

¹⁷ Final Referendum Rules at 4.

¹⁸ Final Referendum Rules at 12. By Order dated September 9, 2021, the District Court granted the parties’ joint motion to amend the Consent Decree and extended by 17 days the deadline by which the Referendum must be completed, to November 29, 2021. Order Granting Joint Motion to Amend Consent Decree to Extend Deadline for Completing Referendum at 2, *United States v. Int’l Union, United Automobile, Aerospace, and Agricultural Implement Workers of America* (Sept. 9, 2021), No. 20-cv-13293 (E.D. Mich.), ECF No. 46. This extension allowed for finalizing the Referendum Rules, selecting the preferred election vendor whose schedule required the additional time, and providing additional time for disseminating information concerning the Referendum to UAW members. Joint Motion for Minor Modification of Consent Order as to the Date the Referendum Vote Must Be Concluded at 1-2, *United States v. Int’l Union, United Automobile, Aerospace, and Agricultural Implement Workers of America* (Sept. 7, 2021), No. 20-cv-13293 (E.D. Mich.), ECF No. 43.

¹⁹ Final Referendum Rules at 6.

²⁰ Final Referendum Rules at 6. The Consent Decree requires that the Referendum be conducted by “secret ballot vote,” but does not specify the method by which those ballots should be submitted. Consent Decree ¶ 8. Following discussions with various stakeholders, the Monitor, the UAW, and OLMS jointly agreed that the Referendum should be conducted by mail-in ballot. Final Referendum Rules at 6; Meeting with UAW, DOJ, and OLMS (July 27, 2021). Though the Monitor considered in-person voting and electronic voting, mail-in voting—with all ballots required to be returned to a single, secure location—presented the best way to balance the need to promote the participation of all eligible voters with OLMS’s strict standards for ballot secrecy and security.

²¹ Referendum Ballot; Final Referendum Rules at 8.

B. Election Vendor

To assist in carrying out the Referendum process, the UAW, through a process that the Monitor participated in and closely supervised,²² selected an election vendor to oversee all mailings, collections, and tabulations of the secret ballots.²³ After the UAW solicited and received various proposals, the joint team of Merriman River Group and Election Systems & Software (“ESS”) (collectively, the “Election Vendor”) was selected based upon their experience and ability to undertake the administration of a secret, mail-in ballot on the large scale required for the Referendum vote. The Election Vendor was involved in various aspects of the Referendum process as further detailed below.

Included in that experience is Merriman River Group’s role as senior consultant to the Office of the Election Supervisor for the International Brotherhood of Teamsters, a role that it has held for 20 years. Its responsibilities in that matter have included analyzing data, supervising mailing and re-mail operations, operating a call center, processing ballots, testing eligibility, and conducting quality control during the tabulation phase.²⁴

C. Election Hotline

In July 2021, the Monitor established a phone number and email address to serve as an “Election Hotline” for contacting the Monitor about the Referendum (as well as other elections-related matters). The Monitor promoted the Election Hotline by including it on the Monitor’s website, in the Referendum Rules, and in other communications regarding the Referendum, such

²² Although the UAW conducted the vendor selection process, the Monitor was directly involved in the process. First, the Monitor and the UAW worked together to develop a list of potential vendors. The UAW then sent Requests for Proposal to several companies, some that had been recommended by other major unions and others that it otherwise thought might be capable of handling a large, secret-ballot election. Next, the Monitor and the UAW vetted the four vendor teams that submitted proposals, interviewed each of the prospective vendors, and evaluated their proposals. The UAW then selected Merriman River Group and ESS, and the Monitor concurred with that decision.

²³ Final Referendum Rules at 6.

²⁴ Email from Vendor to Monitor (Oct. 1, 2021).

as an August 2021 “test mailing” postcard sent to Union members, discussed below. Union members and Local Union leaders were able to access the Election Hotline to seek answers to their questions and concerns about the Referendum. Members also contacted the Election Hotline to provide updated contact information so that their correct address would be included in the list of individuals to whom the Union would be mailing ballots (the “Global Mailing List”), also discussed below. The Election Hotline has remained open through the post-Referendum period, so that members may continue to contact the Monitor with any questions or concerns regarding the Referendum. It will remain open as the Monitor transitions to generally overseeing IEB elections and, if the Referendum Election results are certified by the Court, as the UAW transitions to a direct election system.

As of November 29, 2021, the Monitor had received nearly 2,400 calls or emails to the Election Hotline seeking to, for example, update contact information, report a deceased UAW member, or to ask questions or voice a concern about the Referendum. Based on these messages, the Monitor transmitted corrected addresses it received to the UAW and the Election Vendor, which used that information to update the UAW’s Global Mailing List, discussed further below.²⁵

In addition, the Monitor developed a “Frequently Asked Questions” (FAQ) document posted on its website (www.uawmonitor.com/electionsreferendum) in response to questions

²⁵ Email from UAW to Monitor (Sept. 30, 2021) (describing UAW efforts to update list based on Election Hotline calls). Due to the volume of calls, the Monitor engaged a service provider, StoneTurn, to manage the Election Hotline beginning in October 2021. The Monitor’s Elections Team worked closely with StoneTurn to intake relevant information, respond to messages, and transmit updated information to the UAW and the Election Vendor.

submitted through the Election Hotline, which was regularly updated throughout the Referendum. The most recent version of the FAQ document is attached as Exhibit C.

D. Advocacy

The Consent Decree required that the Referendum be “conducted consistent with the standards applicable to the officer election provisions established in Title IV of the LMRDA.”²⁶ Among other things, Title IV prohibits the use of union funds to promote a candidate in an election.²⁷ As further detailed in the Monitor’s Initial Status Report filed with the Court on November 11, 2021, the Referendum was conducted in accordance with Title IV.

The application of Title IV meant that advocacy using Union or employer resources was not permitted, with two limited exceptions. First, groups and individuals interested in advocating for a position on the Referendum could register with the Monitor in order to gain access to the Union’s Global Mailing List, and that access to the Union’s list would not be considered the use of a Union resource under Title IV.²⁸ Registered advocates could then use their own resources to send emails or physical mailings via the Election Vendor to the email or mailing addresses on the Global Mailing List.²⁹ Before doing so, all applicants for registration were required to submit a “Declaration in Connection with Registration for Referendum Advocacy to the Monitor” in which they attested to their understanding of the Referendum Rules, their desire to advocate in good faith in connection with the Referendum question, and their intent to use the Global Mailing List properly. In total, 49 UAW members or groups registered as advocates and submitted the required

²⁶ Consent Decree ¶ 9.

²⁷ 29 U.S.C. § 481(g) (“No moneys received by any labor organization by way of dues, assessment, or similar levy, and no moneys of an employer shall be contributed or applied to promote the candidacy of any person in an election subject to the provisions of this subchapter. Such moneys of a labor organization may be utilized for notices, factual statements of issues not involving candidates, and other expenses necessary for the holding of an election.”).

²⁸ Final Referendum Rules at 16.

²⁹ All advocacy emails were sent through the Election Vendor. At no time was the Global Mailing List released to any individual member or group. Final Referendum Rules at 16.

declaration. UAWD, a registered group, sent out the only physical mailing to 76,511 members, a subset of the Global Mailing List, and registered advocates on both sides of the Referendum question sent several advocacy emails.

In addition, registered individuals and groups were invited to participate in an organized Referendum Forum webcast, overseen by the Monitor, during which 28 registered participants offered their views on the Referendum question and asked questions of the Monitor.³⁰ The webcast was open to viewing by any and all members of the UAW and the public more broadly. The webcast took place on October 7, 2021, via Zoom videoconference and YouTube, and the Monitor subsequently posted a recording of the Referendum Forum on its website at www.uawmonitor.com/electionsreferendum so that all UAW members who wished to view the Forum webcast could do so at their convenience. The Monitor also requested that the UAW post the Forum webcast recording on the UAW website, but the UAW declined to do so. No members of the IEB chose to participate in the Forum webcast.

The Monitor otherwise enforced the Referendum Rules prohibiting the use of Union resources for advocacy in connection with the election. This included conducting several investigations where the Monitor found that no violation of the Referendum Rules occurred. Those investigations related to:

- An allegation that comments made by UAW President Raymond Curry during a media roundtable advocating in favor of the delegate system violated the rules barring Union officials from advocating when acting in their official capacities.³¹ The Monitor concluded that Mr. Curry's comments were permissible under one of the exceptions detailed in the Rules, which permit brief spontaneous comments made in response to a question, but nonetheless reminded Mr. Curry and other members of the

³⁰ Final Referendum Rules at 14.

³¹ Letter to UAW President (Sept. 8, 2021).

IEB to maintain great caution when commenting on their position on the Referendum while acting in their official capacities.³²

- An allegation that Union resources may have been used to facilitate a Referendum-related meeting that occurred alongside an official Union regional leadership meeting.³³ The Monitor determined that the regional meeting in question had been long planned and did not involve the use of Union resources for Referendum-related activity, and that further, there was no evidence of pretextual meetings being planned by the IEB.³⁴
- An allegation that UAW members had been advocating for direct elections in front of a workplace and were told to leave by a Local Union officer. The Monitor determined that the preexisting workplace rules prohibited public display where the UAW members were advocating³⁵ and that no violation occurred.³⁶
- An allegation that a UAW employee may have been moved into a different position because they expressed openness to the direct voting system. Although retaliation for a view on the Referendum question was prohibited by the Referendum Rules,³⁷ the Monitor determined that the transfer was for a non-retaliatory reason.³⁸
- An allegation that a website which advocated for the delegate system was built using the source code from the UAW's main website. The Monitor determined that the website was not built using the source code from the UAW website.³⁹
- Allegations that improper advocacy emails had been sent to members.⁴⁰ Upon inspection, however, these were emails properly sent by registered advocates via the Election Vendor through the Monitor-approved process described above.

In other instances, the Monitor found violations of the Referendum Rules, but none had any material impact on the outcome of the Referendum vote. For example, some of the violations constituted improper advocacy in favor of the delegate system. Because a majority of the voters

³² *Id.*; Final Referendum Rules at 15.

³³ Email from UAW Member to Monitor (Sept. 23, 2021).

³⁴ Letter to UAW Counsel (Sept. 27, 2021); Letter from UAW Counsel to Monitor (Oct. 1, 2021).

³⁵ Letter to UAW Member (Nov. 19, 2021).

³⁶ Final Referendum Rules at 13 (noting that freedom to advocate may be limited by the employer's rules).

³⁷ Final Referendum Rules at 13.

³⁸ Email among Monitor Elections Team (Dec. 3, 2021).

³⁹ Email among Monitor Elections Team (Nov. 22, 2021).

⁴⁰ *See, e.g.*, Email from UAW Member to Election Hotline (Nov. 10, 2021).

in the Referendum voted *against* the delegate system, any improper advocacy in favor of that system necessarily could not have materially impacted the Referendum result. These included:

- During a Union meeting, a Local Union officer said that they were “personally opposed” to the Referendum, which others present fairly interpreted to convey support for the delegate system. A formal warning was issued to the Local Union officer.⁴¹ Because there were only approximately ten attendees at this meeting, and because the direct election system prevailed, this violation had no material impact on the outcome of the Referendum.
- A Local Union officer expressed support for the delegate voting system at a Local Union meeting and suggested that the 15 other board members of that Local Union present at the meeting should encourage others to also vote for the delegate system. A formal warning was issued to the Local Union officer.⁴² Because there were only 15 board members at this meeting, and because the direct election system prevailed, this violation had no material impact on the outcome of the Referendum.
- Two Local Union websites expressed support for the delegate voting system.⁴³ Upon discovery, the Monitor immediately contacted the Local Union officers, who promptly removed the material. The combined membership of these two Locals is approximately 8,283 active and retired members, but the websites are publicly available, so the Monitor is unable to discern how many individuals may have seen the posting. Irrespective of the number of members who saw the offending material before it was taken down, because the direct election system prevailed, these violations had no material impact on the outcome of the Referendum.

The Monitor also found two instances of improper advocacy in favor of the direct election system. These violations were limited in nature, impacting far fewer members than the direct election system’s 38,644 vote margin of victory. Further, these violations were offset to some extent by the improper advocacy in favor of the delegate system, discussed directly above. In both cases, as detailed below, the violations did not have a material impact on the outcome of the Referendum. These violations included:

⁴¹ Letter to UAW Local Officer (Nov. 19, 2021).

⁴² Letter to UAW Local Officer (Nov. 27, 2021).

⁴³ Email among Monitor Elections Team (Nov. 18, 2021); Email among Monitor Elections Team (Nov. 23, 2021).

- An email sent by a Trustee of a Local Union to a Union distribution list of 135 members with official UAW email addresses, advocating in favor of the direct election system and inviting the recipients to encourage their constituencies to support that position.⁴⁴ A formal warning letter was issued to the Trustee who sent the email that further violations could result in disciplinary action under the Consent Decree, and the cosigners on the email were also given notice of the transgression.⁴⁵ Because this email was only sent to approximately 135 members, and because the direct election system prevailed by 38,644 votes, this violation did not have a material impact on the outcome of the Referendum.
- A UAW member's posting of an email from the UAWD advocating for the direct election system to a portal created by the national American Federation of Labor and Congress of Industrial Organizations (the "AFL-CIO"). The email had previously been sent by the UAWD to members through the Election Vendor as per the Election Rules. One of the recipients of that email forwarded that on to the AFL-CIO portal. According to data from the UAW, the email was received by 892 individuals who subscribed to the portal, which is not limited to UAW members as the portal is available to anyone in the general public who signed-up to receive news and information posted there. It is not a distribution list for only UAW members. A formal warning was issued to the UAW member, who was temporarily suspended from the portal during the pendency of the investigation.⁴⁶ As potential remediation, the Monitor offered advocates for the delegate system the opportunity to utilize the same portal to send a similar email, but they declined to do so. Because of the substantial margin of victory for the direct voting system relative to the number of individuals who received the email, and because the risk of any impact was offset by the offer to proponents of the delegate system to send an email through the same portal, this violation did not have a material impact on the outcome of the Referendum.

II. The Global Mailing List for the Referendum

The Monitor established a mailing list for use in the Referendum. At the onset of the monitorship, the UAW did not have a sufficiently accurate or comprehensive centralized mailing list for its members. The UAW's system for maintaining member information is dependent on receiving information about members from each of the Local Unions through UAW's centralized

⁴⁴ Letter to UAW Member (Sept. 23, 2021).

⁴⁵ *Id.*

⁴⁶ Letter to UAW Member (Nov. 10, 2021).

information database—the Local Union Information System (“LUIS”); however, not all Local Unions routinely uploaded (or even had the technological capacity to routinely upload) that information to LUIS.⁴⁷ The UAW’s mailing list therefore required significant attention.⁴⁸

Following the Monitor’s work to improve the list, which is described in this section, over a million member and retiree addresses were uploaded to the vendor as part of the Global Mailing List,⁴⁹ which continued to be updated and improved through November 19, 2021, the deadline by which members were required to be in good standing to vote in the Referendum (the “eligibility deadline”).

1. Outreach to UAW Members and Local Union Leadership

The Monitor undertook concerted efforts to work with Local Unions in order to update the Global Mailing List for the Referendum. For example, on July 12, 2021, the Monitor and the UAW sent a joint letter to all Local Union officers, asking that they immediately contact the members of their Local Union and request that they update their mailing addresses and email addresses as soon as possible.⁵⁰ On July 28, 2021, the Monitor and the UAW emailed a similar letter directly to the 41,320 members whose email addresses were contained on the LUIS database at that time, and also posted the letter on the UAW’s Facebook page.⁵¹ Following this outreach, Local Unions began submitting updated information to LUIS. On November 4, 2021, the Monitor

⁴⁷ Meetings with UAW and Vendor (July and Aug. 2021).

⁴⁸ Beyond the efforts to described herein, the Monitor team explored other methods for improving the quality of the address list. At the urging of some members, the Monitor team contacted the Chief Legal Officer for the UAW Retiree Medical Benefits Trust to explore the possibility of utilizing their database for identifying the best addresses for retirees. Unfortunately, privacy restrictions prevented the Monitor from being able to do so. Similarly, the Monitor team investigated other databases within the Union with the potential to improve the Monitor’s ability to communicate with members, such as UAWire, but learned that such system permitted anyone, including non-members, to sign up for information about the Union, and hence was not a reliable source for these purposes.

⁴⁹ Email from UAW to Vendor (Oct. 7, 2021).

⁵⁰ Letter to Local Union Officers (July 12, 2021).

⁵¹ Emails from UAW to Monitor Team (July 16, 2021; July 27, 2021). At the outset of the Referendum, the Monitor learned that that LUIS contained email addresses for only 39,528 active members and 1,792 retired members (totaling 41,320). Through the Referendum process, the Monitor worked to increase the number of emails maintained on LUIS in order to facilitate better communication directly with the membership.

and the UAW jointly sent another letter to Local Unions reminding them to update information in LUIS, including specifically updating information regarding the members' standing for the eligibility analysis discussed below.⁵²

The Monitor and the UAW also assisted specific Local Unions that sought assistance in updating their electronic records. Two Local Unions, for example, flagged that they needed assistance in inputting their members' data into LUIS, as they had not previously maintained addresses in an electronic form.⁵³ The Monitor coordinated outreach from the UAW's Information Technology ("IT") team to assist these Local Unions in updating these records. Both the UAW's IT Director and the help desk for LUIS were available to assist Local Unions as well.⁵⁴ In addition to submitting information through LUIS, some Local Unions updated their member contact information by emailing the information to the UAW's IT Director or to the Monitor, who worked with the UAW to have it uploaded into the LUIS system.⁵⁵

Although the Monitor provided that all Local Unions should target an initial deadline of July 28, 2021, to update their mailing lists,⁵⁶ the UAW continued to accept updated contact information for purposes of the Referendum's Global Mailing List, and the Election Vendor continued to issue new ballots accordingly, through November 19, 2021. After that date, the only additional ballots that were sent out were five replacement ballots that were mailed on November 22, 2021, in response to requests that had arrived over the previous weekend.

⁵² Letter to Local Union Officers (Nov. 4, 2021).

⁵³ Email from Local Union to Monitor (Aug. 2, 2021).

⁵⁴ Letter to Local Union Officers (July 12, 2021).

⁵⁵ Email from Monitor Elections Team to UAW (Sept 24, 2021) (forwarding two Local Union list updates that came to the Monitor's Election Hotline).

⁵⁶ Letter to Local Union Officers (July 12, 2021).

2. Election Vendor's Tests

In addition to working with the Local Unions, the Monitor also oversaw testing and improvements to the Global Mailing List by working directly with the Election Vendor. In August 2021, the UAW sent the Global Mailing List to the Election Vendor after the first round of updates had been received from Local Unions. The Election Vendor then ran those addresses through the National Change of Address (“NCOA”) database maintained by the United States Postal Service. The Postal Service identified approximately 46,000 of the Global Mailing List’s 1,052,390 addresses with identifiable errors—meaning addresses that did not have proper postal formatting—and another approximately 89,000 addresses where the UAW member had moved to a new address since January 1, 2018.

On August 27, 2021, the Elections Vendor mailed postcards regarding the upcoming Referendum to everyone on the Global Mailing List at that time, as well as to the corrected addresses it received from the NCOA database.⁵⁷ In addition to informing members of the upcoming Referendum, the Elections Vendor used the approximately 91,000 postcards returned as undeliverable (“RAU”) to identify addresses that still needed to be updated. That information was returned to the UAW, which in turn provided this information to Local Unions to aid in their efforts to update member addresses.

3. Outreach to Members

The Monitor also reached out to the electorate to encourage eligible voters to update their contact information with their Local Unions. This outreach took a variety of forms, including:

- **The Monitor’s Website.** Since it went live in August 2021, the Monitor’s website has included content encouraging UAW members to update their contact information.⁵⁸ The website also directed members to contact the Monitor via the dedicated phone and email Election Hotline through which

⁵⁷ Final Referendum Rules at 10-11.

⁵⁸ *Elections/Referendum*, UAW Monitor, <https://www.uawmonitor.com/electionsreferendum>.

members could ask questions, provide direct updates, and lodge complaints relating to the Referendum.⁵⁹

- **The Election Hotline.** Over the Election Hotline, the Monitor received numerous questions regarding updating addresses from individual members and Local Unions. The Monitor instructed members to update that information with their Local Union, while simultaneously providing that information directly to the UAW and Election Vendor. The Monitor also received many reports of deceased UAW members and sent that list to the UAW and Election Vendor as well.
- **Communication to All Members.** In July 2021, the Monitor and the UAW posted a joint letter to all UAW members on the UAW’s website requesting that the members update their addresses with their Local Unions as soon as possible.⁶⁰ As described above, that letter was also mailed to all of the email addresses that the UAW had on file at the time in the LUIS system.
- **Referendum Forum Webcast.** On October 7, 2021, the Monitor hosted the Referendum Forum webcast described above. During the webcast, the Monitor encouraged members to update their contact information. The webcast was recorded and posted on the Monitor’s website.
- **One-page Information Sheet.** A one-page Referendum information sheet outlining the key election dates and encouraging members to update their address information was also sent to Local Unions to be posted on jobsites and in Union facilities, as well as on the Monitor’s website and the UAW’s website, to promote the Referendum.⁶¹

III. Member Eligibility Information from LUIS

In addition to updating mailing addresses, the Monitor determined that the LUIS database’s record of whether members were in good standing—and therefore whether they were eligible to vote—also had to be refreshed. As LUIS is entirely reliant on the Local Unions to provide accurate

⁵⁹ Contact, UAW Monitor, <https://www.uawmonitor.com/contact>.

⁶⁰ Letter to UAW Members (July 12, 2021).

⁶¹ *Elections/Referendum*, UAW Monitor, <https://www.uawmonitor.com/electionsreferendum>; *Attention: All UAW Members 2021 Referendum on International Executive Board (IEB) Election Method*, UAW, <https://uaw.org/attention-uaw-members-2021-referendum-international-executive-board-ieb-election-method>.

information, and because Local Unions demonstrated varying levels of diligence and technical sophistication in this regard, this aspect of the LUIS database needed substantial updating.

Prior to this update, the LUIS database contained a selection of data fields that Local Unions could mark reflecting the “active” or “inactive” status of their members. Those fields, however, did not necessarily capture a member’s *potential* eligibility to vote in the Referendum, only a snapshot of their status at the time it was last adjusted in the database. For example, a member could have been marked as “inactive” in LUIS for a number of reasons. The “inactive” list indeed contains over 500,000 “members,” most of whom have no longer been affiliated with the Union for decades (including many deceased members). But at the same time, a Local Union could also have marked someone as “inactive” merely for dues payment delinquency—which is something that could be remedied in time for the member to come into good standing with the Union by the Referendum eligibility deadline. The dilemma was that, since short-term “inactive” (and potentially eligible) members were lumped in with many long-since dormant members, there was no way on the face of LUIS’s “inactive” list to determine who should be mailed a ballot in case they came into good standing by the eligibility deadline.

Accordingly, after consultation with OLMS, the Monitor and the UAW worked together to create new fields in the LUIS database that reflect whether a member was eligible, potentially eligible, or ineligible to vote. On November 4, 2021, the Monitor and the UAW then sent a joint letter to all Local Union officers directing that they immediately update the data in the LUIS system by populating these new eligibility fields to reflect the accurate standing of their members.⁶² The Local Unions were asked to provide weekly updates on this data, and were directed to report on a daily basis any changes during the week of November 15, 2021.⁶³ Ballots were sent out

⁶² Letter to Local Union Officers (Nov. 4, 2021).

⁶³ *Id.*

accordingly, if eligible or potentially eligible individuals—including new members—had not previously received them. After the November 19, 2021, 5 p.m. EST, eligibility deadline, the Local Unions made a final update to LUIS; the Election Vendor then used this final, most up-to-date list of members in good standing for the vote tabulation, representing 1,031,655 potentially eligible votes.

IV. Mailing of Ballots

In preparation for mailing of the ballots, approximately 1.3 million ballots were printed.⁶⁴ On October 19, 2021, the Election Vendor began mailing ballots to UAW members on the Global Mailing List. A supplemental mailing to members who had been added to the Global Mailing List since the UAW first transmitted the list to the Election Vendor followed on October 25, 2021. In these mailings, the Election Vendor sent, through its printer and mailing house, Christian Edwards, in Des Moines, Iowa, approximately 1,074,274 ballot packets to UAW members, including retirees, in both active and inactive Local Unions⁶⁵ in the United States and Canada, based on the final Global Mailing List provided by the UAW using LUIS records.

Between October 29, 2021, and November 15, 2021, the Election Vendor mailed approximately 25,579 additional ballot packages based on regular updates to the Global Mailing List from the UAW (including daily updates in the final week of eligibility), as well as individual

⁶⁴ Most of the printed ballots were mailed out of the Election Vendor's facility in Des Moines, Iowa. After the initial wave of ballots were mailed out, approximately 50,000 blank ballots were sent to the Election Vendor's voting tabulation facility in Hamden, Connecticut, to fulfill subsequent ballot requests made directly to the Election Vendor team. As described below, additional ballots were eventually mailed out of both the Des Moines and Hamden locations during October and November 2021. At the conclusion of the Referendum, the remaining unused ballots in Hamden (approximately 48,641) were stored with the rest of the Referendum materials; the 23,100 unused ballots in Des Moines were stored there; and with the approval of OLMS, the leftover mailing envelopes were destroyed. At no time were any blank Referendum ballots lost or not accounted for.

⁶⁵ Inactive Local Unions are Local Unions that closed (usually because the corresponding plant closed) and therefore consist of only retired members, who were eligible to vote in the Referendum.

requests for replacement ballots through the Election Hotline. Specifically, these supplemental ballot packet mailings were distributed to:

- Individuals whose Local Unions listed them as new members in LUIS or whose LUIS status code was changed from “inactive” (and therefore ineligible) by the Local Union to “potentially eligible,” indicating that they could come into good standing before the November 19, 2021, eligibility deadline (totaling 24,210 ballots);⁶⁶ and
- Individuals who requested replacement ballots through the Election Vendor call center (totaling 1,369 ballots).

On November 15 and November 16, 2021, the beginning of the final week before the eligibility deadline, the Election Vendor mailed supplemental ballot packages via second-day delivery. Starting on November 17, 2021, the Election Vendor sent the packages via overnight delivery, in an effort to increase the likelihood that late-requested ballots would be returned on time. Other than five replacement ballots that were mailed out on November 22, 2021 (but were requested prior to the deadline on November 19, 2021), no further ballots were mailed out after November 19, 2021, as it was determined to be unlikely that ballots could be mailed and returned by the November 29, 2021 ballot deadline (especially in light of the intervening holiday). There were 61 requests for ballots made over the Election Hotline during the week of November 22, 2021, through November 29, 2021, which were not fulfilled as there would have been insufficient time for the ballots to be mailed and returned.

During this process, the Election Vendor also kept track of the ballot packets that were RAU (returned to the vendor by the U.S. Postal Service as undeliverable). The Election Vendor utilized the services of a data vendor called TargetSmart to obtain better addresses for those that came back as undeliverable prior to November 12, 2021 (approximately 83,000 RAUs) and was able to send ballot packets to 52,635 better addresses, reducing the returned rate to just 3.8%

⁶⁶ Letter to Local Union Officers (Nov. 4, 2021).

overall for the membership mailing. Between November 12, 2021, and November 19, 2021, 4,268 additional RAUs were logged in by the Election Vendor. The RAUs for which TargetSmart did not identify improved addresses have all since been returned to the UAW so that the Local Unions can further identify accurate addresses. As of January 4, 2022—the most recent day that the Election Vendor scanned RAUs—the count was 91,402 total RAUs.

The Monitor encountered and dealt with a few issues that arose during the ballot mailing process, including:

- Ballots were delayed in getting to the approximately 1,184 eligible members in Canada. Though the ballots were properly mailed in the initial ballot mailing the week of October 19, 2021, they were held up in Canadian customs. After learning about this issue, the Monitor arranged for a supplemental mailing of all ballots and drop-shipped those ballots to a law office in Toronto so they could immediately be placed in the Canadian postal system. Unfortunately, those ballots were also held up by Canadian customs. It is unclear when the ballots ultimately arrived; however, the Election Vendor did receive several returned ballots from Canadian UAW members by the November 29, 2021, deadline.
- A limited number of members received more than one ballot in error. The Monitor consulted with the Election Vendor who was able to flag any duplicate ballots in its system, so that no member would be able to have their vote counted twice, even if they mailed back both ballots back, which occurred 96 times. If both ballots were mailed back, only the last ballot received was processed and counted.
- The Monitor's Initial Status Report, filed on November 11, 2021, reported that more than 170,000 voted ballots had been received by November 10, 2021. The Monitor learned subsequently that the estimate provided by the Election Vendor (which had been calculated by visually scanning the number of trays of what the Vendor believed to be returned ballots) at that time was incorrect. The U.S. Postal Service had incorrectly combined the counts for returned ballots and a certain number of RAU ballots to the Election Vendor in trays designated for returned ballots. Once the Election Vendor scanned the mail, the Election Vendor was able to revise and correct the estimated count of voted returned ballots. The Monitor posted this information on its website once it learned of the error.

V. Collecting and Tabulating Ballots

On October 26, 2021, the Election Vendor, accompanied by a private security officer and under the Monitor's oversight, began the process of picking up all ballots returned to the U.S. Post Office box designated for this Referendum, located at a Postal Annex in Hamden, Connecticut, where the ballot collection and tabulation process occurred. This pick-up process continued every weekday morning through November 29, 2021, at 10 a.m. ET, the deadline by which ballots were required to be received. Once ballots were picked up, they were stored at the Election Vendor's Hamden counting facility, which was equipped with around-the-clock, on-site security provided by a private firm as well as security cameras that recorded and streamed all activity for observation.⁶⁷ In total, 143,044 ballot packages were returned by the deadline. This total number of returned ballot packages does not include any of the approximately 100 ballot envelopes which were defaced to remove or mask the pre-printed identifying information on them. They were marked "Void" and not scanned or logged-in.

As of January 4, 2022, the Election Vendor had received 3,228 ballot packages which arrived late, after the November 29, 2021, 10 a.m. ET deadline. These ballots were not counted, as per the Referendum Rules, but also would not have materially impacted the results because of the margin of victory for the direct voting system.

⁶⁷ On December 1, 2021, the Election Vendor learned that 19 ballots had been sent via "express mail" to the local U.S. Post Office (a different location than the Postal Annex where returned voted ballots arrived). Although these ballots were retrieved from the post office after the November 29 deadline, the Election Vendor was able to determine that 15 of the 19 ballots at issue were properly received by the post office by November 29, 2021, at 10 a.m. ET. Under the supervision of OLMS, those 15 ballots were therefore included in the ballot tabulation.

A. Eligibility Determinations

As per the Referendum Rules, the Election Vendor only counted votes of active or retired individuals who were in good standing with the UAW, as determined by the information provided by the UAW from the LUIS database as of the November 19, 2021, eligibility deadline.⁶⁸

From November 22 to November 24, 2021, the Election Vendor electronically scanned the returned voted ballot envelopes to determine the respective member's eligibility status based on the information contained in an Election Control Roster ("ECR") of eligibility information created by the Vendor based on the LUIS membership list provided by the UAW.

The ballot envelopes which were scanned were placed in to several different categories. The ballot envelopes from members listed in the ECR as in good standing by their Local Union were coded as "Eligible." The ballot envelopes for all members not in good standing or flagged by their Local Union as "potentially eligible" were coded as "Challenged" (code "C2"). There were 16 returned ballot envelopes designated C2, out of a potential 824 members in the database meeting these criteria. Ballot envelopes for all individuals who requested ballots but were not listed in the LUIS database at all, were also coded as "Challenged" (code "C3"). There were 219 returned ballot envelopes designated C3, out of 436 individuals not in the database at all who had requested them. In addition, any members who requested replacement ballots through the Election Vendor call center were marked as a "Duplicate" so their ballot would not be processed until it was determined that they had only returned one ballot.

The Election Vendor utilized the term "precinct" to refer to the main grouping to be used when scanning ballots into the Election Vendor's system.⁶⁹ The Election Vendor's system

⁶⁸ Final Referendum Rules at 7.

⁶⁹ By and large, each precinct constituted an individual Local Union. However, ballots for Local Unions with fewer than 100 members were combined, by regions, into a Regional Consolidated Local precinct in order to maintain voter

identified any ballots that were missorted—meaning ballots that belonged to a different precinct—which were immediately removed from the incorrect precinct and sorted into the proper precinct. As the Election Vendor scanned the barcodes on the returned envelopes, the laptop screens used by the staff indicated whether a member was coded Eligible or Challenged. If a ballot envelope was coded Eligible, the Election Vendor placed it in the mail tray for further processing and tabulation. If the scanned code on the ballot envelope indicated Challenged (C2 or C3), the Election Vendor marked the “challenge code” on the envelope and segregated that ballot within the relevant precinct tray. At the end of the scanning process, all Challenged ballots were bundled together, placed back into the precinct tray, and segregated from the Eligible ballots, only to be evaluated if their volume could impact the outcome of the vote count. Ballot envelopes marked as Void were also bundled and then stored with their respective precincts. During the scanning process the data was recorded on one of the Election Vendor’s laptop computers and stored in multiple places: on a master file on a dedicated server, in a file on the laptop, and on data sticks as back-up.

Following eligibility scanning, precinct trays of ballots were returned to the “Ballot Security Area” for further processing to begin on November 29, 2021. By the conclusion of the Referendum process, of the total of the 143,044 returned and scanned (non-voided) ballot envelopes,⁷⁰ 142,772 were deemed Eligible, and 272 were designated as Challenged (either C2 or C3).

anonymity. There were eight such precincts. Inactive Local Unions were also processed and tabulated on a regional basis. There were also eight such precincts for the Inactive Local Unions.

⁷⁰ A small number of ballot envelopes were marked “Void” at the eligibility scanning stage and not scanned. These ballots were therefore not included in the number of returned ballots. Ballots which were deemed “Void” *after* they were extracted from the envelope (either because the member voted for both sides or included a personally identifying mark on the ballot) were included in the number of returned ballots.

B. Ballot Processing and Vote Tabulation

On November 29, 2021, the Election Vendor began its tabulation process, which was closely overseen by representatives of the Monitor and by OLMS.⁷¹ In addition, several representatives of the UAW and other Union groups who previously registered with the Monitor as advocates also observed the process, including multiple members of UAWD.⁷² During this operation, an Election Vendor Floor Supervisor tracked the stages of the processing for each precinct.

The process was as follows:

- A Floor Supervisor retrieved from the Ballot Security Area Supervisor the ballots for a designated precinct which had been identified through the eligibility scan process and Eligible ballots. At the Floor Supervisor's direction, the staff brought the tray(s) of Eligible ballots for that precinct to the table of a two-person Processing Team.
- The Processing Team took their precinct tray(s) of Eligible ballots to the slitter station where a Slitting Operator processed the opening of the return envelopes for all Eligible ballots for that precinct.
- Once the slitting process was completed, the Processing Team returned the now opened envelopes to their table and began extracting the voted ballots, in their secrecy sleeve, from the returned ballot envelopes. If a ballot had been returned without a secrecy sleeve, Processing Team members set the envelope aside so that a supervisor could remove the voted ballot in a manner that would ensure the secrecy of the member's vote.
- If two ballots were returned in one envelope/secrecy sleeve, or if a member voted for both options on the same ballot, then those ballots were marked as Void and separated so that they would not be counted. Any ballots that

⁷¹ Final Referendum Rules at 12.

⁷² Final Referendum Rules at 17-18; Letter to Registrants (Nov. 9, 2021). Title IV of the LMRDA also sets forth rules regarding candidates' rights to observe voting at the polls and the vote tabulation process, and to inspect the membership list. 29 U.S.C. § 481(c). In consultation with OLMS, the Monitor made the decision to afford these same opportunities to registered advocates. To that end, on November 9, 2021, registrants were invited to inspect the UAW's Global Mailing List at UAW's International Headquarters in Southfield, Michigan and to observe the ballot mailing, collection, and tabulation process in Hamden, Connecticut. While no registrants took the opportunity to inspect the Global Mailing List or observe any ballot process beyond the actual tabulation, six individual Registrants or representatives of UAWD, along with representatives of the UAW, observed at least some of the ballot tabulation process during the week of November 29, 2021.

had personal identifying marks on them (*e.g.*, the ballot was signed by the member) were also marked as Void and separated.

- When this process was completed, the Processing Team bundled the empty return envelopes and placed them back in the precinct tray along with the bundled Challenged ballots and any bundled Void ballots. The Team then proceeded to extract the voted ballots from the secrecy sleeves of all eligible members, placing the ballots face-down on the table.
- At the conclusion of this extraction process, the Processing Team prepared the voted ballots for tabulation by unfolding them and placing them back into the precinct tray(s). The Processing Team bundled the empty secrecy sleeves and stored them in clear bags, and took the precinct trays to the tabulation area where a Tabulation Supervisor took custody of the precinct tray(s) and placed them in the queue for tabulation. The Challenged ballots remained sealed and unopened, and were not tabulated.
- During the tabulation process, ballots that were damaged or machine unreadable were taken to a designated re-mark/re-make area where staff, under the direct supervision of the Election Vendor's in-house legal counsel, marked a new ballot corresponding to the voter's ballot marking and voided the defective ballot.
- Once all ballots for a precinct were tabulated, those results were printed out and a copy of the tabulation report was posted in a three-ring binder on the count floor.
- The precinct's trays were then returned to the ballot storage area where all ballot material associated with that precinct (envelopes, challenged ballots, void ballots, and voted ballots) were re-packed in bankers' boxes and sealed. At the conclusion of the Referendum tabulation, those ballots were stored in a secure facility and will be maintained for one year.

Members of the Monitor's team were present for the duration of the ballot processing and observed no irregularities. Indeed, the entire process ran smoothly and efficiently. One registered advocate who observed the count stated that they were "quite impressed by the professional[ly] r[un] and organized tabulation process" and "happy [they] took the time off to witness history."⁷³

⁷³ Email from Registered Advocate to Election Hotline (Dec. 5, 2021).

VI. Results

The vote count was completed on December 2, 2021, at approximately 2 p.m. ET. In total, 143,044 returned ballot packages were received, and, after Challenged ballots (235) and Void ballots (2,223)⁷⁴ were separated, 140,586 votes were counted. Out of those 140,586 votes, 50,971 members voted for the delegate voting system (36.3%) and 89,615 members voted for the direct voting system (63.7%). The Monitor posted this information on its website and issued a press release announcing the unofficial results. The results, broken down by Local Union, are attached as Exhibit A. All of the Referendum materials—ballots, envelopes, count sheets, etc.—have been placed in storage and will be maintained for a year.

The Monitor has not received any formal protests following the announcement of the unofficial Referendum results. Any protests must be received no later than seven days after the Monitor’s submission of this Referendum Report to OLMS.⁷⁵ This Report will be posted on the Monitor’s website upon submission to OLMS.

* * *

This constitutes the Monitor’s Referendum Report under Paragraph 11 of the Consent Decree. If OLMS endorses the Referendum result, the Monitor will then file this Referendum Report with the Court for a final determination as to the validity of the vote. If the Court certifies the result, the Monitor will confer with the UAW and then “draft language amending the UAW Constitution affirming the ‘one member, one vote’ principle for inclusion in the UAW Constitution at the next UAW Constitutional Convention.”⁷⁶ The Monitor will also “develop all election rules

⁷⁴ The number of Void ballots also includes ballots that were returned blank.

⁷⁵ Final Referendum Rules at 21.

⁷⁶ Consent Decree ¶ 12.

and methods for the election of members of the IEB during the period of oversight,” in “consultation with the UAW[.]”⁷⁷

The Monitor expects that the next election of the UAW’s President, Secretary-Treasurer, Vice Presidents, and Regional Directors—the first vote under the new system—will likely take place in the second half of 2022.

⁷⁷ Consent Decree ¶ 13.

Pursuant to Paragraph 11 of the Consent Decree, the foregoing constitutes the Referendum
Report of the Monitor, Neil M. Barofsky.

Date: January 7, 2022

A handwritten signature in black ink, appearing to read "Neil M. Barofsky", written in a cursive style.

Neil M. Barofsky, Monitor

Exhibit A

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
REGION 1					
7	235	23.9%	747	76.1%	982
22	263	33.6%	520	66.4%	783
44	16	36.4%	28	63.6%	44
51	60	16.8%	298	83.2%	358
140	179	23.2%	592	76.8%	771
155	128	39.6%	195	60.4%	323
160	294	23.0%	982	77.0%	1,276
212	175	29.3%	422	70.7%	597
228	283	33.2%	569	66.8%	852
251	18	48.6%	19	51.4%	37
375	23	22.1%	81	77.9%	104
400	356	37.9%	584	62.1%	940
412	352	26.3%	986	73.7%	1,338
653	578	39.3%	893	60.7%	1,471
771	49	38.0%	80	62.0%	129
869	140	19.1%	593	80.9%	733
889	119	36.1%	211	63.9%	330
961	24	15.7%	129	84.3%	153
1248	64	29.4%	154	70.6%	218
1264	186	21.7%	672	78.3%	858
1508	18	40.9%	26	59.1%	44
1700	203	16.1%	1,056	83.9%	1,259
1781	110	57.6%	81	42.4%	191
1869	10	43.5%	13	56.5%	23
1979	12	36.4%	21	63.6%	33
2071	11	47.8%	12	52.2%	23
2200	9	34.6%	17	65.4%	26
2280	135	27.2%	361	72.8%	496
2500	52	48.6%	55	51.4%	107
5960	308	31.0%	687	69.0%	995
9699	56	41.2%	80	58.8%	136
Consol. Locals 1	27	36.0%	48	64.0%	75
Closed Ret. Locals 1	695	40.0%	1,043	60.0%	1,738
REGION 1 TOTAL	5,188	29.7%	12,255	70.3%	17,443
REGION 1A					
38	8	21.6%	29	78.4%	37
163	324	31.2%	716	68.8%	1,040
174	144	38.2%	233	61.8%	377
182	253	26.8%	690	73.2%	943
245	144	31.7%	310	68.3%	454
372	160	30.7%	362	69.3%	522
387	137	34.4%	261	65.6%	398
600	1,133	30.8%	2,544	69.2%	3,677

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
723	169	32.8%	347	67.2%	516
845	86	37.9%	141	62.1%	227
892	121	42.6%	163	57.4%	284
898	209	39.6%	319	60.4%	528
900	376	28.1%	962	71.9%	1,338
931	41	27.9%	106	72.1%	147
1284	52	30.6%	118	69.4%	170
1970	13	31.7%	28	68.3%	41
1975	18	40.0%	27	60.0%	45
1976	11	25.0%	33	75.0%	44
3000	188	20.6%	723	79.4%	911
6000	1,377	46.5%	1,584	53.5%	2,961
Closed Ret. Locals 1A	697	40.9%	1,007	59.1%	1,704
REGION 1A TOTAL	5,661	34.6%	10,703	65.4%	16,364
REGION 1D					
8	20	69.0%	9	31.0%	29
19	11	42.3%	15	57.7%	26
62	8	30.8%	18	69.2%	26
113	9	39.1%	14	60.9%	23
135	21	46.7%	24	53.3%	45
138	11	42.3%	15	57.7%	26
167	165	41.1%	236	58.9%	401
330	16	59.3%	11	40.7%	27
362	221	44.4%	277	55.6%	498
383	40	66.7%	20	33.3%	60
388	11	34.4%	21	65.6%	32
455	69	39.4%	106	60.6%	175
467	117	50.4%	115	49.6%	232
475	34	44.7%	42	55.3%	76
503	31	54.4%	26	45.6%	57
539	18	72.0%	7	28.0%	25
566	21	50.0%	21	50.0%	42
598	516	24.2%	1,618	75.8%	2,134
602	450	31.8%	964	68.2%	1,414
651	389	40.7%	567	59.3%	956
652	807	41.8%	1,125	58.2%	1,932
659	841	32.9%	1,712	67.1%	2,553
668	227	43.3%	297	56.7%	524
699	605	43.1%	800	56.9%	1,405
724	52	36.4%	91	63.6%	143
828	3	15.0%	17	85.0%	20
1002	49	35.8%	88	64.2%	137
1243	132	42.9%	176	57.1%	308
1402	12	44.4%	15	55.6%	27

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
1433	25	58.1%	18	41.9%	43
1666	22	44.0%	28	56.0%	50
1753	60	38.7%	95	61.3%	155
1811	10	37.0%	17	63.0%	27
1819	9	37.5%	15	62.5%	24
1950	9	37.5%	15	62.5%	24
2017	14	32.6%	29	67.4%	43
2031	59	42.8%	79	57.2%	138
2093	96	48.2%	103	51.8%	199
2145	36	56.3%	28	43.8%	64
2151	77	49.7%	78	50.3%	155
2178	12	37.5%	20	62.5%	32
2256	68	44.2%	86	55.8%	154
2270	45	31.9%	96	68.1%	141
2275	3	9.4%	29	90.6%	32
2304	8	33.3%	16	66.7%	24
2600	44	41.9%	61	58.1%	105
4911	64	35.4%	117	64.6%	181
6888	16	55.2%	13	44.8%	29
Closed Ret. Locals 1D	1,502	45.6%	1,791	54.4%	3,293
REGION 1D TOTAL	7,085	38.8%	11,181	61.2%	18,266
REGION 2B					
5	30	50.8%	29	49.2%	59
12	485	20.8%	1,845	79.2%	2,330
14	412	31.8%	883	68.2%	1,295
70	31	41.9%	43	58.1%	74
86	18	31.6%	39	68.4%	57
128	22	30.1%	51	69.9%	73
211	221	45.9%	260	54.1%	481
292	387	48.7%	408	51.3%	795
402	548	53.7%	472	46.3%	1,020
440	72	23.8%	231	76.2%	303
531	15	50.0%	15	50.0%	30
573	27	38.6%	43	61.4%	70
638	20	55.6%	16	44.4%	36
647	95	41.5%	134	58.5%	229
658	43	61.4%	27	38.6%	70
674	102	49.0%	106	51.0%	208
685	477	20.2%	1,885	79.8%	2,362
856	39	60.0%	26	40.0%	65
863	248	31.4%	541	68.6%	789
886	18	45.0%	22	55.0%	40
913	192	61.0%	123	39.0%	315
933	629	41.2%	896	58.8%	1,525

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
977	270	35.2%	496	64.8%	766
1005	404	39.1%	629	60.9%	1,033
1050	72	45.6%	86	54.4%	158
1112	679	46.8%	773	53.2%	1,452
1166	81	23.1%	269	76.9%	350
1216	141	45.6%	168	54.4%	309
1219	193	38.3%	311	61.7%	504
1250	355	34.2%	683	65.8%	1,038
1302	36	22.0%	128	78.0%	164
1327	10	30.3%	23	69.7%	33
1435	107	20.0%	427	80.0%	534
1588	34	47.2%	38	52.8%	72
1765	60	50.4%	59	49.6%	119
1803	21	44.7%	26	55.3%	47
1834	25	54.3%	21	45.7%	46
1949	12	48.0%	13	52.0%	25
1963	27	40.9%	39	59.1%	66
2000	236	27.5%	622	72.5%	858
2021	11	33.3%	22	66.7%	33
2049	14	53.8%	12	46.2%	26
2075	105	38.7%	166	61.3%	271
2147	14	45.2%	17	54.8%	31
2192	18	36.0%	32	64.0%	50
2209	375	20.8%	1,429	79.2%	1,804
2213	19	22.1%	67	77.9%	86
2262	36	45.6%	43	54.4%	79
2308	24	28.6%	60	71.4%	84
2317	28	32.6%	58	67.4%	86
2335	6	11.8%	45	88.2%	51
2413	14	37.8%	23	62.2%	37
3044	4	13.8%	25	86.2%	29
3055	18	28.6%	45	71.4%	63
3056	8	36.4%	14	63.6%	22
3462	14	30.4%	32	69.6%	46
4199	11	28.9%	27	71.1%	38
5242	17	42.5%	23	57.5%	40
Consol. Locals 2B	345	38.9%	542	61.1%	887
Closed Ret. Locals 2B	3,355	56.9%	2,541	43.1%	5,896
REGION 2B TOTAL	11,330	38.5%	18,129	61.5%	29,459
				#DIV/0!	
REGION 4					
6	71	55.0%	58	45.0%	129
31	393	30.6%	892	69.4%	1,285
72	323	62.7%	192	37.3%	515
74	97	24.8%	294	75.2%	391

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
75	57	44.9%	70	55.1%	127
79	87	28.6%	217	71.4%	304
94	443	40.4%	654	59.6%	1,097
95	575	58.1%	415	41.9%	990
120	10	41.7%	14	58.3%	24
125	17	37.0%	29	63.0%	46
180	139	57.4%	103	42.6%	242
249	481	21.7%	1,732	78.3%	2,213
281	129	23.8%	412	76.2%	541
282	19	31.1%	42	68.9%	61
291	36	62.1%	22	37.9%	58
407	11	50.0%	11	50.0%	22
434	123	32.9%	251	67.1%	374
450	115	32.4%	240	67.6%	355
469	20	50.0%	20	50.0%	40
492	24	40.7%	35	59.3%	59
551	165	19.7%	672	80.3%	837
578	92	34.1%	178	65.9%	270
579	60	69.0%	27	31.0%	87
588	202	35.8%	363	64.2%	565
592	87	61.7%	54	38.3%	141
710	61	34.9%	114	65.1%	175
718	12	46.2%	14	53.8%	26
719	144	62.6%	86	37.4%	230
722	38	36.5%	66	63.5%	104
751	199	47.0%	224	53.0%	423
803	20	41.7%	28	58.3%	48
807	108	57.4%	80	42.6%	188
833	219	52.5%	198	47.5%	417
838	596	31.6%	1,289	68.4%	1,885
865	333	32.7%	684	67.3%	1,017
867	16	69.6%	7	30.4%	23
893	142	67.3%	69	32.7%	211
974	647	51.0%	621	49.0%	1,268
997	48	66.7%	24	33.3%	72
1024	15	51.7%	14	48.3%	29
1102	48	52.7%	43	47.3%	91
1178	10	25.6%	29	74.4%	39
1237	48	47.5%	53	52.5%	101
1268	425	26.2%	1,200	73.8%	1,625
1391	2	10.0%	18	90.0%	20
1414	14	50.0%	14	50.0%	28
1472	21	56.8%	16	43.2%	37
1761	11	36.7%	19	63.3%	30
1887	26	36.1%	46	63.9%	72

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
1896	8	28.6%	20	71.4%	28
2020	11	34.4%	21	65.6%	32
2096	81	39.5%	124	60.5%	205
2114	45	54.2%	38	45.8%	83
2125	15	46.9%	17	53.1%	32
2162	47	72.3%	18	27.7%	65
2250	326	22.2%	1,145	77.8%	1,471
2293	11	37.9%	18	62.1%	29
2366	3	4.9%	58	95.1%	61
2379	14	32.6%	29	67.4%	43
3212	15	30.6%	34	69.4%	49
3555	16	39.0%	25	61.0%	41
4121	158	23.4%	517	76.6%	675
Consol. Locals 4	108	43.5%	140	56.5%	248
Closed Ret. Locals 4	1,455	51.2%	1,388	48.8%	2,843
REGION 4 TOTAL	9,292	37.4%	15,545	62.6%	24,837
REGION 8					
10	399	58.8%	279	41.2%	678
76	19	41.3%	27	58.7%	46
129	38	45.8%	45	54.2%	83
171	203	37.8%	334	62.2%	537
186	19	39.6%	29	60.4%	48
218	88	39.8%	133	60.2%	221
230	15	55.6%	12	44.4%	27
276	218	25.1%	651	74.9%	869
298	21	63.6%	12	36.4%	33
342	18	45.0%	22	55.0%	40
431	15	46.9%	17	53.1%	32
472	28	53.8%	24	46.2%	52
509	76	42.7%	102	57.3%	178
523	12	50.0%	12	50.0%	24
737	100	60.6%	65	39.4%	165
738	34	42.5%	46	57.5%	80
766	61	50.4%	60	49.6%	121
788	51	41.8%	71	58.2%	122
816	51	73.9%	18	26.1%	69
848	57	38.8%	90	61.2%	147
862	712	19.0%	3,045	81.0%	3,757
868	12	38.7%	19	61.3%	31
870	11	47.8%	12	52.2%	23
882	9	36.0%	16	64.0%	25
887	102	44.5%	127	55.5%	229
952	60	34.1%	116	65.9%	176
967	30	33.0%	61	67.0%	91

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
1183	234	50.6%	228	49.4%	462
1247	14	31.8%	30	68.2%	44
1407	24	39.3%	37	60.7%	61
1590	118	66.7%	59	33.3%	177
1617	13	65.0%	7	35.0%	20
1649	13	43.3%	17	56.7%	30
1805	8	34.8%	15	65.2%	23
1821	27	45.8%	32	54.2%	59
1853	411	22.1%	1,447	77.9%	1,858
1872	139	59.1%	96	40.9%	235
1921	23	42.6%	31	57.4%	54
1968	33	62.3%	20	37.7%	53
2069	73	14.5%	429	85.5%	502
2083	24	53.3%	21	46.7%	45
2164	145	21.5%	528	78.5%	673
2350	12	34.3%	23	65.7%	35
2360	11	39.3%	17	60.7%	28
2383	20	33.9%	39	66.1%	59
2402	19	45.2%	23	54.8%	42
2404	20	32.3%	42	67.7%	62
2406	18	52.9%	16	47.1%	34
2865	308	16.1%	1,610	83.9%	1,918
3047	51	50.5%	50	49.5%	101
3058	11	21.2%	41	78.8%	52
3062	13	56.5%	10	43.5%	23
3063	28	70.0%	12	30.0%	40
3520	76	39.2%	118	60.8%	194
4123	18	31.0%	40	69.0%	58
5010	8	25.8%	23	74.2%	31
5285	104	50.2%	103	49.8%	207
5286	46	38.3%	74	61.7%	120
5287	24	39.3%	37	60.7%	61
5810	217	30.7%	490	69.3%	707
6645	32	42.1%	44	57.9%	76
9025	16	48.5%	17	51.5%	33
Consol. Locals 8	158	39.6%	241	60.4%	399
Closed Ret. Locals 8	2,055	53.1%	1,814	46.9%	3,869
REGION 8 TOTAL	7,023	34.5%	13,326	65.5%	20,349
REGION 9					
55	37	40.2%	55	59.8%	92
338	40	58.0%	29	42.0%	69
629	19	51.4%	18	48.6%	37
644	41	44.1%	52	55.9%	93
677	385	38.7%	611	61.3%	996

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
686	436	45.4%	525	54.6%	961
774	380	35.1%	704	64.9%	1,084
787	51	51.0%	49	49.0%	100
897	234	42.2%	320	57.8%	554
1069	147	50.7%	143	49.3%	290
1097	212	41.2%	303	58.8%	515
1186	13	50.0%	13	50.0%	26
1193	54	51.9%	50	48.1%	104
1326	21	46.7%	24	53.3%	45
1612	40	34.2%	77	65.8%	117
2177	39	53.4%	34	46.6%	73
2210	73	54.9%	60	45.1%	133
2300	24	32.9%	49	67.1%	73
2326	15	40.5%	22	59.5%	37
2327	27	41.5%	38	58.5%	65
2367	24	61.5%	15	38.5%	39
3039	12	31.6%	26	68.4%	38
3170	17	63.0%	10	37.0%	27
3303	131	38.1%	213	61.9%	344
Consol. Locals 9	94	42.7%	126	57.3%	220
Closed Ret. Locals 9	1,054	56.5%	812	43.5%	1,866
REGION 9 TOTAL	3,620	45.3%	4,378	54.7%	7,998
REGION 9A					
259	56	31.1%	124	68.9%	180
376	88	54.0%	75	46.0%	163
405	10	35.7%	18	64.3%	28
422	164	64.1%	92	35.9%	256
571	164	37.2%	277	62.8%	441
712	23	53.5%	20	46.5%	43
1596	46	34.3%	88	65.7%	134
2110	100	20.7%	383	79.3%	483
2121	22	28.6%	55	71.4%	77
2179	10	24.4%	31	75.6%	41
2320	92	16.1%	481	83.9%	573
2322	36	17.4%	171	82.6%	207
2324	14	33.3%	28	66.7%	42
2325	78	15.6%	421	84.4%	499
2373	6	25.0%	18	75.0%	24
2377	39	61.9%	24	38.1%	63
2396	18	60.0%	12	40.0%	30
3999	43	36.8%	74	63.2%	117
4100	13	15.9%	69	84.1%	82
5118	11	2.5%	426	97.5%	437
6950	29	20.6%	112	79.4%	141

UNOFFICIAL UAW REFERENDUM RESULTS

Final 12/2/21

LOCALS BY REGION

LOCAL	Delegate	Delegate%	Direct	Direct%	Total Counted
7770	18	64.3%	10	35.7%	28
7902	111	14.7%	642	85.3%	753
Consol. Locals 9A	22	62.9%	13	37.1%	35
Closed Ret. Locals 9A	299	67.0%	147	33.0%	446
REGION 9A TOTAL	1,512	28.4%	3,811	71.6%	5,323
REGION 99 TOTAL	260	47.5%	287	52.5%	547
TOTAL	50,971	36.3%	89,615	63.7%	140,586

Exhibit B

FINAL RULES FOR THE
2021 REFERENDUM
OF THE INTERNATIONAL UNION,
UNITED AUTOMOBILE, AEROSPACE,
AND AGRICULTURAL IMPLEMENT
WORKERS OF AMERICA

PREPARED BY THE OFFICE OF THE MONITOR

NEIL M. BAROFSKY

JENNER & BLOCK LLP

As of November 8, 2021

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**FINAL RULES FOR THE
2021 REFERENDUM
OF THE INTERNATIONAL UNION, UNITED AUTOMOBILE,
AEROSPACE, AND AGRICULTURAL IMPLEMENT
WORKERS OF AMERICA
(as of November 8, 2021)**

Please note that certain dates and deadlines concerning the Referendum have been changed since the initial Interim Rules were issued on August 13, 2021.

SECTION ONE

Introduction

1. Role and Authority of the Independent Monitor

On January 29, 2021, the United States District Court for the Eastern District of Michigan (the “Court”), issued a Consent Decree in the matter of United States v. International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (the “UAW” or the “Union”), 20 Cv. 13293 (DML-RSW), concluding civil litigation previously brought by the Department of Justice against the Union (the “Consent Decree”). On May 12, 2021, pursuant to the terms of the Consent Decree, and by Order granting the Government’s unopposed motion, Neil M. Barofsky of Jenner & Block LLP was appointed to serve in the capacity as Independent Monitor of the UAW. The Consent Decree provided specific authority for the Independent Monitor to oversee a referendum to be conducted within six months of the Monitor’s appointment (the “Referendum”). Subsequently, by Order dated September 9, 2021, the District Court ordered that the Consent Decree be amended to reflect that the deadline by which the Referendum must be completed is on or before November 29, 2021.

2. Consent Decree Mandate

The Consent Decree states:

8. . . . the UAW shall hold a secret ballot vote (a referendum) by all UAW members concerning the method and procedures for the election of the members of the [International Executive Board (“IEB”)]. Specifically, the UAW membership shall vote whether to keep the current method for electing members to the IEB or, instead, the method should be changed to a direct election, sometimes referred to as “one member, one vote,” by which each UAW member shall directly elect the IEB.

9. The UAW agrees that the United States Department of Labor, Office of Labor-Management Standards (“OLMS”) shall, upon request of the Monitor, assist the Monitor in administering the UAW membership vote on the referendum described above to ensure it is conducted consistent with the standards applicable to the officer election provisions established in Title IV of the [Labor Management Reporting and Disclosure Act of 1959 (the “LMRDA”)].

10. The Monitor and the UAW shall develop the rules, method, and ballot language to be used in the referendum, and shall obtain approval from OLMS for those rules, method and ballot language prior to conducting the referendum.

11. At the conclusion of the referendum, the Monitor will prepare a report summarizing the results and provide it to OLMS for approval. If OLMS is satisfied that the referendum was properly conducted and that no violation of the rules may have affected the outcome thereof, the report shall be filed with the Court for final approval. If OLMS fails to endorse the referendum results, it shall state the basis and reasons for its decision in writing not later than 14 days after the results of the referendum are provided to it and provide that to the parties; and the parties may appeal that OLMS decision to the Court. If the Court finds, by clear and convincing evidence (or other standard of proof that is required by law), that the referendum was not properly conducted and that a violation of the rules may have affected the outcome thereof, a new referendum will be held as soon as practicable thereafter using the same provisions and methodology described herein.

12. If the membership of the UAW chooses the “one member, one vote” principle through the referendum, the UAW Constitution shall be amended to incorporate that principle with respect to its IEB elections prior to the next IEB elections taking place at or following the next UAW Constitutional Convention in June 2022. In such case, the Monitor will promptly confer with the UAW to draft language

amending the UAW Constitution affirming the “one member, one vote” principle for inclusion in the UAW Constitution at the next UAW Constitutional Convention.

13. *If the membership of the UAW chooses the “one member, one vote” principle through the referendum, the Monitor, in consultation with the UAW, shall develop all election rules and methods for the election of members of the IEB during the period of oversight. Without regard to the method of election – delegate election or direct election – nothing in this consent decree will eliminate or limit a union member’s right to seek relief from the Secretary of Labor and OLMS pursuant to the LMRDA, 29 U.S.C. § 401, et seq.*

Consent Decree, ¶¶ 8-13.

Further, by Order dated September 9, 2021, the District Court ordered that the Consent Decree be amended to reflect that the deadline by which the Referendum must be completed is on or before November 29, 2021.

September 9, 2021, Order, at 2.

3. UAW Election Principles

The UAW Constitution is the living law of our Union. It guarantees basic trade union rights to all members. It is intended to protect equally the rights of individual members, and of the Union as a whole.

The most important of these trade union rights is the right of the membership to fair, democratic election procedures in all instances when they vote to choose their officials. In order to guarantee this right, the UAW Constitution provides basic regulations for the conduct of elections for local union office, convention delegates and stewards and committee members.

See Preface to the UAW Guide for Local Union Election Committees.

4. The Monitor’s Statement of Principles

As mandated by the Consent Decree and informed by the UAW Guide for Local Union Election Committees and the guidance of OLMS, the 2021 Referendum will be guided by three important principles:

First, the Referendum will be run in a fair and impartial matter, and the Monitor will neither endorse nor give the appearance of endorsing one side of the Referendum question over the other, nor promulgate or enforce any discriminatory Rule.

Second, the oversight of the Referendum will be conducted in strict adherence with the applicable provisions of the Consent Decree, the UAW Constitution, the LMRDA and applicable federal law, and these Referendum Rules.

Third, the Referendum will be conducted consistent with American democratic traditions by protecting the right of every member to vote by secret ballot on the Referendum question. This principle mandates the improvement of accurate membership mailing information to ensure the enfranchisement of as many members as possible; the broad education of members on the fact of the Referendum to facilitate as broadly as possible their participation in it; and the fair counting of ballots and certainty around the accuracy of the Referendum results.

5. The Referendum Rules

Pursuant to the Consent Decree, any and all rules imposed for the Referendum require agreement or approval from the Monitor, the UAW, and OLMS (the “Referendum Rules”). The rules that follow (the “Final Rules,” “Rules,” or “Referendum Rules”) reflect the efforts by the Monitor to achieve that agreement.

As described in the First and Second Interim Rules, OLMS and the UAW initially reached an impasse on the issue of the use of Union resources to advocate on the Referendum question. As the parties were unable to reach an accommodation with the Court on this issue, the rules contained in the First and Second Interim Rules remain in effect, and, as detailed below, any use of Union resources to advocate for either side of the Referendum unless otherwise permitted by the Referendum Rules is strictly prohibited. These Final Rules (1) remove references to the efforts of the parties to negotiate an amendment to the Consent Decree regarding the application of Title IV of

the LMRDA to the Referendum; and (2) expand the Rules regarding inspection of membership lists and observing the Referendum vote count.

* * *

SECTION TWO Referendum Overview

1. The Referendum

In accordance with the Consent Decree, the Referendum is to be held on a single question: whether to keep the current method of electing members of the IEB in which elected local union delegates to the UAW's Constitutional Convention vote for IEB members, or whether the method should be changed to a direct election by which each UAW member shall directly elect the members of the IEB. The Referendum will be conducted by secret mail-in ballot and overseen by the Monitor working in consultation with OLMS. An election vendor selected by the UAW in consultation with the Monitor (the "Election Vendor") will oversee all mailings, collections, and tabulations of the secret ballots.¹

2. The Electorate

All UAW members in good standing as of November 19, 2021, are eligible to vote in the Referendum, including members who are part time workers, reinstated members, and retired members (the "Electorate"). See LMRDA, Title IV, Section 401(e); UAW Constitution, Article 38, Section 10(a). A member's dues obligation must be current in order to be in good standing and be eligible to vote. This means that a member must not be delinquent in the payment of dues at the time of voting. A member in good standing whose dues have been checked off by the employer may not be disqualified from voting because of any delay or failure by the employer to send the dues to the local union. A member who has failed to pay dues can lose good standing. No trial or notice is required.

Members who work only part time but pay the required dues may not be denied the right to vote. Reinstated members who have regained good standing lost because of a previous dues delinquency cannot be restricted from voting. Any member in good

¹ Multiple vendors may be needed to undertake the various tasks necessary to facilitate the Referendum. Nonetheless, the term "Election Vendor" is utilized throughout the Referendum Rules even if it may ultimately refer to multiple vendors.

standing who is retired shall be entitled to a “retired membership status” which, without being required to pay membership dues during the period of such retirement, shall entitle her/him to all of the privileges of membership, including the right to vote in this Referendum. See UAW Constitution, Article 6, Section 19.

All members will receive a ballot in October 2021. **To have a vote counted in the Referendum, however, the members must assure that they are in good standing by November 19, 2021, at which time a final list of eligible members will be provided to the Election Vendor.** To the extent that the member can take whatever measures are necessary to ensure that they are officially in good standing with the Union, they should do so before November 19, 2021. Only the votes of members in good standing as of November 19, 2021, at 5 p.m. ET, will be counted.

3. General Time Frames

The Referendum shall be conducted pursuant to the specific schedule included herein. Initially, there will be a multi-month process to update and improve the Union’s lists of members’ and retired members’ mailing addresses and e-mail addresses. In October 2021, using the improved mailing list, the Election Vendor will print and mail secret ballots to the Electorate. These ballots will be returned by mail to a centralized location and in November 2021, the Election Vendor will count the votes subject to established protocols. With respect to all dates contained herein – with the exception of the final deadline for the vote as set by the Court (November 29, 2021) and the deadline by which a member must be in good standing for their vote to be counted (November 19, 2021) – all dates are targets and should be considered approximate subject to further modification.

4. Mailing List Improvement

The Monitor will work with the IEB, UAW counsel, and other UAW personnel (the “Union Leadership Team”) to connect with local unions to update the mailing lists of all their members and retired members. This will be a multi-phase process. The Monitor and the Union Leadership Team will jointly communicate to the members and leadership of the local unions instructing the members to immediately update their mailing and e-mail addresses with their local unions. Local union leadership should update their membership lists and, for most local unions, this information should be updated on the

Union's centralized database. Local union leadership will provide the updated lists to the Union Leadership Team and update the Union's centralized database, and from these sources, the Union Leadership Team will create a global mailing list (the "Global Mailing List"). In August 2021, the Election Vendor will utilize the Global Mailing List to send a postcard notifying members and retired members of the upcoming Referendum. Undelivered and returned post cards will be collected in order to identify individual members whose recorded addresses may not be accurate. The Union Leadership Team will communicate this information to local union leaders, and another effort will be undertaken to correct the addresses where possible. No later than October 8, 2021, the Union Leadership Team will provide a final list to the Election Vendor to be used as the Global Mailing List for the first official ballot mailing, as well as additional mailings from Union members and groups, as described herein. Updates to the Global Mailing List will be provided to the Election Vendor after October 8, 2021, and on a regular basis for use in supplemental ballot mailings until the Referendum has ended.

5. **Ballot**

Once approved by OLMS, the final ballot package will be mailed out by the Election Vendor on October 19, 2021. The ballot will ask the Electorate to vote for either the existing convention delegate voting system or the direct election system. The ballot package will include a description of both systems drafted by the Monitor, after considering input from interested parties, using clear and neutral language explaining the two options. Any member who does not receive a ballot in a reasonable amount of time after the October 19, 2021 mailing can contact the Election Vendor directly at UAWBallot@merrimanriver.com or 855-433-8683 to request a ballot.

6. **Advocacy and Communications to the Electorate**

Individual members and groups in the Union will be permitted to advocate for either side of the Referendum question, as detailed in Section Four below. Individuals and groups in the Union wishing to formally participate in a coalition in support of either side of the Referendum question must register with the Monitor by September 22, 2021. Any registered individuals or groups will be invited to participate in an organized Referendum Forum webcast and will be able to advocate their position as contemplated in Section Four below.

7. **Announcement of the Result and Report to OLMS and to the Court**

At the conclusion of the vote tabulations, the Monitor will announce the unofficial result of the Referendum vote and prepare a report summarizing the results to OLMS. OLMS will review the Referendum record to determine whether it was properly conducted, and, if satisfied, the report of the Referendum will be filed with the Court. The Court will make a final determination as to the validity of the Referendum results, and once approved, the election system voted for by the majority of the Electorate will be utilized in future IEB elections, including the 2022 election of IEB members.

8. **Complaints and Protest**

Members with questions or complaints regarding the Referendum process and procedures should contact the Monitor using the hotline e-mail and phone number provided at the end of the Referendum Rules. Formal protests regarding the Referendum results will be subject to the process described herein.

* * *

SECTION THREE

Schedule

The following is a calendar of the major events related to the Referendum.

Week of July 12, 2021

- The process of updating the mailing lists maintained by the Union began, including instructing members (including retired members) to update their mailing address and e-mail addresses. The Monitor and the IEB issued formal communications to local Union officials by mail and posted a communication to the members on the Union website, as well as sending an e-mail communication to those members whose e-mail addresses have been provided to the central Union database. Additional means of communicating such as local union websites and Facebook pages, work site bulletin boards, and if possible, in Solidarity, the Union magazine, may also be used as part of this process, as long as consistent with these Rules.

Wednesday, July 28, 2021

- Initial deadline for members to advise local unions of address changes. Nonetheless, members should continue to update their addresses with the Union beyond this initial deadline.

Friday, August 13, 2021

- Deadline for the UAW to complete creation of the Global Mailing List using the internal database and information received from local unions. The Union will promptly transmit the Global Mailing List to the Election Vendor for postcard mailing.

Friday, August 27, 2021

- Referendum notice postcards mailed to members using Global Mailing List.
- On a rolling basis, as “undelivered” postcards are returned, the Election Vendor will create lists of members whose addresses still require updating. This information will be provided to the Union Leadership Team, who will use these lists to work with local union leaders to undertake additional measures to correct and update mailing lists.
- At the time of the postcard mailing, the Global Mailing List will be available for use by individuals or groups registering with the Monitor to advocate on behalf of one side or the other of the Referendum question. The process and protocols for accessing this resource are described below.

Wednesday, September 22, 2021

- Deadline by which individuals or organized groups wishing to formally participate in a coalition in support of either side of the Referendum question and participate as described in Section Four below must register with the Monitor.

Thursday, October 7, 2021, 6 p.m. ET

- Referendum Forum webcast event about Referendum, featuring registered individuals and groups wishing to be heard on the Referendum question.

Friday, October 8, 2021

- Deadline for the Union to provide Global Mailing List to Election Vendor for ballot mailing.

Tuesday, October 19, 2021

- Mail-in ballots distributed by Election Vendor to all eligible voters using final Global Mailing List commencing at 10 a.m. ET.

Friday, November 19, 2021, 5 p.m. ET

- Deadline by which members must be in “good standing” in order to have their vote counted in the Referendum.

Monday, November 29, 2021 (CONSENT DECREE DEADLINE)

- All ballots must be received by the designated U.S. Post Office to be picked up by the Election Vendor by Monday, November 29, 2021, at 10 a.m. ET.
- As soon as practicable, the Election Vendor begins tabulation of ballots under oversight of Monitor Team and OLMS.
- Once the tabulation is complete, the unofficial results of the Referendum are announced by the Monitor.

After the Votes are Counted

- The Monitor will prepare a report summarizing the Referendum process and result and provide it to OLMS for approval.
- If OLMS endorses the Referendum result, the report shall be filed with the Court for final approval.
- If OLMS fails to endorse the Referendum, that decision is appealable to the Court. If the Court finds that the Referendum was not properly conducted and that a violation of the rules may have affected the outcome, a new Referendum will be held as soon as practicable.

* * *

SECTION FOUR

Advocacy Around Referendum Question

Consistent with the Consent Decree, the UAW Constitution, the LMRDA and applicable federal law, and these Referendum Rules, interested Union members, individually or in concert with other members, may seek to advocate on behalf of one side of the Referendum question or the other.

1. Freedom to Advocate

A Union member, including a member who is a Union officer or employee, has the right to participate in campaign activities, including the right to openly support or oppose either side of the Referendum question and to make personal contributions to the advocacy of either side of the Referendum question. Members will be permitted to use employer or Union bulletin boards to advocate for either side of the Referendum question, to solicit support, to distribute leaflets or literature, to conduct rallies, to hold fundraising events, or to engage in similar activities on employer or Union premises, except as otherwise prohibited or limited by the employer's rules, the UAW Constitution, or the Referendum Rules.

Any improper advocacy, as defined by the Monitor, whether by word of mouth or otherwise, and expressly including any threats, intimidation, retaliation, penalty, discipline or improper interference or reprisal of any kind, or any similar conduct is strictly prohibited, and reports of such violations shall be investigated by the Monitor.

2. Equal Access

Individual members or groups of members are permitted to communicate with the Electorate in favor of either side of the Referendum question. In the interest of facilitating equal access to the most significant Union resources – such as the Union's Global Mailing List – the Monitor invites individuals or groups within the Union to register with the Monitor via e-mail at UAWMonitor-Election@jenner.com no later than September 22, 2021, if they wish to participate in a coalition supporting either side of the

Referendum. The Monitor will approve the registration of such individuals or coalitions as long as they are members in good standing with the Union who will attest to their good faith use of the process to advocate in connection with the Referendum question and for no other purpose. This registration effort is in no way intended to limit individual UAW members or other groups of UAW members from independently expressing their views on the Referendum question, but rather to provide an organized way for the Monitor to facilitate equal access to those organized groups and individuals supporting each side. At a minimum, a group must be registered with the Monitor in order (i) to be eligible to utilize the Global Mailing List for the purposes of mass communication with the Electorate; and (ii) to participate in an organized Referendum Forum webcast. The Monitor will oversee the use of these Union resources and, as described herein, prescribe additional rules if necessary. At all times, the Monitor will apply these rules fairly, equitably, and uniformly to individuals or coalitions irrespective of their position on the Referendum question.

3. Use of Union/Employer Resources

Federal law prohibits the use of any Union or employer resources to promote the candidacy of any person in a Union election, and Union officers and employees may not campaign for a candidate on time paid for by the Union. See LMRDA, Title IV, Section 401(g). This prohibition on the use of Union or employer resources in candidate elections extends beyond funds to include things such as (but not limited to) computer equipment and networks, facilities, vehicles, paid time, and contact lists or systems that were created or compiled as part of official duties or functions. OLMS has advised the Monitor of its view that the language of the Consent Decree mandates that this provision also be applied to the Referendum, and, accordingly, employer or Union resources at either a local or international level may not be used to advocate for either side of the Referendum question.

As per these Rules, Union and employer resources cannot be used to advocate directly, or by facilitating or managing others, for or against either side of the Referendum question. This prohibition includes, by way of example, the following non-exhaustive list of expenditures:

- Union funds – at the International or Local Union level – and employer funds cannot be used to pay for any expenditures in connection with advocating for or

against either side of the Referendum question. This includes, but is not limited to, mailings (whether postal or e-mail), phone calling or other forms of telemarketing, hard copy literature distributed in any form, merchandising, promotional events or items, and advertising buys in any medium or jurisdiction.

- The Union’s Global Mailing List can be utilized by groups of members and individual members for the purpose of mailings to advocate for or against either side of the Referendum question, provided that the group/individual pays for its own mailing and Union funds are not used. Anyone seeking to do so must contact the Monitor to make the necessary arrangements.
- Union or employer equipment (including copiers, computers, printers, telephones, e-mail, etc.), office space, office supplies, websites, newsletters, social media, membership lists, facilities, cash, or any other financial or in-kind resources cannot be used to advocate for or against either side of the Referendum question.
- Advocacy for a position on the Referendum question – through oral or written speech – cannot be conducted on union or employer time (including during union meetings or training events). Employer rules regarding traditional campaigning in candidate elections must be followed for this Referendum. These rules apply to any union (including the national, state association, local, and any other union) and to any employer (whether or not they employ union members).
- The Rules do not prevent Union officers and employees from advocating a position on the Referendum outside of working hours. Any official or employee doing so should be careful to document that these efforts are outside of working hours in order to be able to justify these efforts if there is a future inquiry. For the purposes of the Rules, “incidental” advocacy is not prohibited, such as responding to a direct question or statement regarding the Referendum, or correcting a misstatement. However, if such a response is protracted or otherwise interferes with the work of the Union, it may be deemed as advocacy using Union resources.

To reiterate, this list is not meant to be exhaustive. If you have any questions about whether any action or statement will run afoul of this prohibition, please e-mail the Monitor hotline to get specific guidance before engaging in the uncertain conduct.

4. Access to the Global Mailing List

Persons or groups registered as discussed above will have the opportunity to apply to make reasonable use of the Global Mailing List to distribute literature to all or any portion of the Electorate. The Global Mailing List will be maintained by the Election Vendor, updated as per the schedule contained in these Referendum Rules. Requests from registered persons or groups to use the Global Mailing List will be accepted by the Election Vendor at any time after the Election Vendor has commenced its work on this Referendum, but any mailing would occur no sooner than the official mailing of the postcard in August 2021, as referenced herein. At no time will any address list of the membership be released to any individual member or group. All mailings – whether postal mail or e-mail – will be facilitated by the Election Vendor. Processes and procedures for utilizing membership mailing lists through the Election Vendor will be established. All costs for mailings will be the responsibility of the requesting registered group, and the Election Vendor will apply a uniform pricing schedule for all mailings associated with this Referendum. No entities outside the Union and its members will be permitted access to membership lists for any purpose.

5. Additional Rules and Restrictions

Consistent with the goals of fairness and equal access, the Monitor reserves the right to promulgate additional rules or restrictions on advocacy efforts at any time, including imposing additional limits on such efforts.

* * *

SECTION FIVE

Voting

1. Process

All voting will be conducted on or about the schedule set forth above, absent unforeseen events. The Election Vendor will mail the ballot package to the Electorate starting on Tuesday, October 19, 2021, at 10 a.m. ET. Returned ballots must be received through the postal mail at the designated U.S. Postal facility by Monday, November 29, 2021, at 10 a.m. ET. No ballots will be accepted through any other process or procedure other than those set out by these Referendum Rules, which requires all ballots to be returned to the Election Vendor by postal mail.

2. Invasion of Ballot Secrecy

This Referendum will be carried out consistent with the secret ballot provision of Title IV of LMRDA, Section 401(b). No Union member, officer, employee, business agent, steward or any other person or entity may demand or require any member to give or show his or her ballot to any other person or entity, or demand or require any member to mark his or her ballot in the presence of any other person. A Union member may not give his or her unsealed ballot, marked or unmarked, to any other person or entity.

3. Observers and Inspection of Membership List

The Referendum will be carried out consistent with the provisions of Title IV of LMRDA, Section 401(c). This section sets forth rules regarding the rights of candidates in candidate elections to observe voting at the polls and the vote tabulation process, and to inspect the membership list. OLMS has advised that, for the purposes of this Referendum, the individuals and groups who registered with the Monitor to advocate in support of one side of the Referendum question and submitted the required Declaration in Connection with Registration for Referendum Advocacy to the Monitor (the "Registrants") should be offered an opportunity to formally observe the ballot mailing, collection, and tabulation process, and to inspect the membership list if requested.

With respect to serving as an observer, an individual Registrant (or a representative of a registered group) may be present, at their own expense, to observe the ballot mailing, collection, and tabulation process. As described in the Rules, on October 19, 2021, the Election Vendor began distributing Referendum ballots from a facility in Des Moines, Iowa. The ballot mailing process will continue for the remainder of the Referendum because of (i) new members joining the Union; (ii) updated addresses being uploaded from Local Unions to the centralized database; and (iii) members' requests for new or replacement ballots. Starting on October 26, 2021, the Election Vendor began the daily collection of returned ballots from the U.S. Postal Service facility and transportation of them to the Election Vendor's facility in Hamden, Connecticut (the "Election Center"). Between November 19, 2021, at 5 p.m. ET, and the morning of November 29, 2021, the Election Vendor will be working at the Election Center to establish the final voter eligibility list, and on November 29, 2021, the Election Vendor will begin tabulating the ballots. Because of security, space limitations, and other considerations, if a Registrant wishes to observe any aspect of this process, it is imperative that they notify the Monitor immediately by emailing UAWMonitor-Election@jenner.com or calling 212-303-2529. If they specifically wish to observe the counting of the ballots at the Election Center in Hamden, Connecticut, starting on November 29, 2021, the Monitor must receive the request no later than Wednesday, November 17, 2021, at 5 p.m. ET. The Monitor may limit the number of observers depending on what security, space limitations, or other considerations so require. All Registrants and observers shall be treated without discrimination. Further, all observers must show proof of full vaccination for COVID-19, and appropriate face coverings must be worn at all times while inside the Election Center. If an observer does not have a face covering, one will be provided to them on site. The Monitor reserves the right to impose other or additional health and safety requirements as he deems necessary. At no time shall observers interfere with the Election Vendor or any member of the Monitor Team in the performance of their duties, as that will be grounds for immediate termination of their opportunity to be an observer.

With respect to inspection of the membership list, the Monitor will make available *for physical onsite inspection only* the most current Global Mailing List used by the Election Vendor to mail Referendum ballots to any Registrants who request it. All inspections of the Global Mailing List shall take place at the UAW's International Headquarters, currently located at 26300 Northwestern Highway, Southfield, MI 48076, under the supervision of the Monitor or his designee. If a Registrant wishes to inspect

the membership list, they should notify the Monitor immediately by emailing UAWMonitor-Election@jenner.com or calling 212-303-2529, and a reasonable date and time for the inspection can be scheduled. The Monitor may limit the number of Registrants permitted to inspect the Global Mailing List where security, space limitations, or other considerations so require. All Registrants shall be treated without discrimination. Further, all Registrants seeking to inspect the Global Mailing List at the UAW's International Headquarters must show proof of full vaccination for COVID-19, and must wear an appropriate face covering at all times. The Monitor reserves the right to impose other or additional health and safety requirements as he deems necessary. Registrants will be afforded a reasonable amount of time to inspect the Global Mailing List under a process as determined by the Monitor or his designee. Registrants may view the electronic list in whole or in part, or request that the individual overseeing the inspection look up or search for specific members' information on the list. Registrants will **not** be permitted to copy, photograph, or otherwise duplicate the information contained in the Global Mailing List in any way.

4. Tabulation and Announcement of the Referendum Result

The Election Vendor shall tabulate the votes as soon as practicable after the deadline by which all ballots must be received. The Election Vendor will establish guidelines regarding the handling and counting of ballots, and they will be made available to review after the Election Vendor is engaged. Consistent with Title IV of LMRDA, Section 401(c), upon completion of the vote count by the Election Vendor, under the supervision of the Monitor, the Monitor shall announce the unofficial result of the Referendum which will be posted on the Monitor's website at www.uawmonitor.com/electionsreferendum, and on the Union website. Announcement of the Referendum result does not constitute certification, which is required before the result is official.

5. Certification of the Referendum Result

After the Referendum process is completed in accordance with the Referendum Rules, the Monitor shall prepare and submit a report summarizing the Referendum to OLMS. OLMS will review the Referendum to determine whether it was properly conducted, and, if satisfied, the report of the Referendum will be filed with the Court.

The Court will make a final determination as to the validity of the Referendum result, and, once approved, the Monitor will certify the result.

In the event that violations of the Referendum Rules or applicable law occurred that may have affected the outcome of the Referendum, as determined by OLMS or the Court, a new referendum will be held as soon as practicable thereafter using the same provisions and methodology described herein. The Monitor will promptly promulgate a schedule for a rerun referendum.

6. Preservation of Referendum Records

Pursuant to Title IV of the LMRDA, Section 401(e), all ballots and records pertaining to the Referendum shall be preserved under the auspices of the Monitor for one (1) year following the conclusion of the Referendum.

* * *

SECTION SIX

Complaint and Protest Procedure

1. Questions and Complaints

If any individual has a question or complaint about the Referendum process and procedures, he or she should contact the Referendum e-mail hotline at UAWMonitor-Election@jenner.com or call 212-303-2529. Any potential violation of the Referendum Rules should be reported immediately so that the matter can be investigated where appropriate and corrective action be taken, if necessary.

2. Filing a Formal Protest

A formal protest of the Referendum based upon a potential violation of the Referendum Rules or applicable law may be filed by any member of the Union in good standing as defined above. A protest must be filed with the Monitor within seven (7) days of the time when the complainant becomes aware or reasonably should have become aware of the action under protest, but no later than seven (7) days after the Monitor's filing of its final report of the Referendum with OLMS. A protest must be filed in writing by delivering a letter to the Monitor at the address on the last page of the Rules by personal delivery, overnight mail, or email. The protest shall contain a clear and concise statement of the grounds for the protest and the complainant's name, address, email address, phone number, and local union affiliation. The complainant bears the burden of presenting some evidence of the alleged improper conduct. The Monitor must provide a copy of the protest to any other person or entity whom the Monitor determines may be a subject of the protest decision or remedy. The person or entity who is the subject of the protest shall have the opportunity to present evidence and/or legal argument to the Monitor.

3. Resolving a Protest

The Monitor may undertake an investigation with or without a protest having been filed, if he believes that the Referendum Rules have been violated or that any other conduct has occurred which may prevent or has prevented a fair, honest, and open Referendum. The Monitor has the right to conduct interviews and request and receive documents. If appropriate, the Monitor may hold a hearing to hear evidence on the conduct in question.

The Monitor shall, in his discretion, consult OLMS in connection with issuing a written decision, making findings of fact, and ordering appropriate relief. All relevant parties shall be notified promptly of the decision, which must be obeyed unless and until it is stayed or overturned by order of the Court.

4. Appeal to the District Court

Any person who alleges that they were aggrieved by a decision of the Monitor under these procedures may seek review before the Court within thirty (30) calendar days after service of the Monitor's decision.

* * *

SECTION SEVEN**Administration****1. Role of the IEB and the UAW**

Officers and members of the IEB and employees of the UAW shall carry out the responsibilities assigned to them in the Referendum Rules in a competent manner that is free of discrimination or partisanship.

2. Enforcement of the Rules and Additional Rules

The Monitor expressly reserves the right to issue orders to enforce the Referendum Rules and any rights and prohibitions contained therein, and to make application to the Court for enforcement as may be required. The Referendum Rules are not intended to be exhaustive and may be amended without notice at any time by the Monitor. Additional rules may be promulgated as needed during the Referendum period.

3. Role of OLMS

It should be clearly understood that all phases of the Referendum are subject to Department of Labor supervision. No aspect will be conducted without prior consultation with and approval of OLMS.

4. Monitor Team for the Referendum

Neil Barofsky, Esq., Monitor
Kali Bracey, Esq., Jenner & Block LLP

Glen McGorty, Esq. | Lisa Umans, Esq.
Crowell & Moring LLP

All Referendum-related inquiries should be directed to:
UAWMonitor-Election@jenner.com or 212-303-2529.

All formal protests related to the Referendum should be delivered to:

Neil Barofsky, Esq., Monitor
Jenner & Block LLP
919 3rd Avenue
New York, NY 10022
or UAWMonitor-Election@jenner.com

Please visit the Monitor's website, www.uawmonitor.com.

Exhibit C

UAW REFERENDUM

FREQUENTLY ASKED QUESTIONS

REFERENDUM OVERVIEW

Why is a Referendum being held? What is it about?

In December 2020, the UAW reached an agreement with the Department of Justice (“DOJ”) to resolve potential criminal liability of the UAW through a Consent Decree, which was issued by the United States District Court for the Eastern District of Michigan on January 29, 2021. The Consent Decree requires the UAW to hold a secret ballot Referendum by all UAW members concerning the method and procedures for the election of the members of the International Executive Board (“IEB”). Specifically, the UAW membership must vote on the following question: whether to (1) maintain the current method of electing IEB members through the delegate system whereby Local Union delegates vote at UAW Constitutional Conventions to elect the members of the IEB, or (2) change the method to a direct election system whereby each UAW member will vote directly to elect the members of the IEB. For more information concerning the Referendum, please see the Referendum Rules published on the Monitor’s website at www.uawmonitor.com/electionsreferendum.

When will the Referendum take place?

The Referendum will take place in November 2021. All important dates and deadlines are set forth in the Referendum Rules, which are posted on the Monitor’s website at www.uawmonitor.com/electionsreferendum. All dates are approximate and subject to change. Three critical dates and deadlines are set forth below:

- Pursuant to the Court’s September 9, 2021 order amending the Consent Decree, the final deadline for the Referendum is **November 29, 2021**. **All completed ballots must be received by the designated U.S. Post office to be picked up by the Election Vendor by Monday, November 29, 2021, at 10 a.m. ET, in order to be counted. *Please note that this deadline has moved since the original version of the Interim Rules.***
- **Members must be in good standing by November 19, 2021, at 5 p.m. ET, for their vote to be counted. *Please note that this deadline has moved since the original version of the Interim Rules.***
- Ballot packages will be mailed to all UAW members, including part-time workers and retired members, in October 2021.

Please make sure to check back regularly for updates and any changes in the schedule.

When will the result of the Referendum be announced?

The Election Vendor will begin the tabulation of votes as soon as practicable after the voting deadline, under the oversight of the Monitor and the Department of Labor’s Office of Labor Management Standards (“OLMS”). Once the tabulation is complete, the Monitor will announce

the unofficial result of the Referendum. The Monitor will then prepare a report summarizing the Referendum process and result and provide it to OLMS for approval. If OLMS endorses the Referendum result, the report shall be filed with the District Court for final approval. Once approved by the Court, the Monitor will certify the result.

Is the Monitor part of the UAW?

No. In May 2021, The United States District Court for the Eastern District of Michigan appointed Neil M. Barofsky of Jenner & Block LLP as the Independent Monitor of the UAW, pursuant to the Consent Decree entered into by the United States and the UAW in *United States v. International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America*, No. 20-cv-13293 (E.D. Mich.). The Monitor is independent of, and does not work for or represent, either of the parties to the Consent Decree. For more information regarding the Monitor's role, please visit the Monitor's website at www.uawmonitor.com/about.

What is the role of the Monitor in the Referendum?

The Consent Decree mandates that the Monitor maintain oversight over all IEB elections during the six-year Monitorship period, and provides specific authority for the Monitor to oversee the Referendum this fall. The Monitor is required to administer the Referendum in consultation with the UAW (including through the development of the rules, method, and ballot language to be used in the Referendum), subject to final approval from OLMS. The Monitor will prepare a report at the conclusion of the Referendum and provide it to OLMS and ultimately the District Court for approval. If the result of the Referendum is a change from the current method of electing members of the IEB (the delegate system) to the direct election system, the Monitor, in consultation with the UAW, will develop all election rules and methods for the new system in time for the next IEB election. Regardless of the result of the Referendum, the Monitor will continue to have an oversight role concerning IEB elections.

Further, the Referendum will be run in a fair and impartial matter, and the Monitor will neither endorse nor give the appearance of endorsing one side of the Referendum question over the other, nor promulgate or enforce any discriminatory Rule.

Is the Monitor a neutral party?

Yes. The Referendum will be run in a fair and impartial matter, and the Monitor will neither endorse nor give the appearance of endorsing one side of the Referendum question over the other, nor promulgate or enforce any discriminatory Rule.

Why are there Interim Rules?

Pursuant to the Consent Decree, any and all rules imposed for the Referendum require agreement or approval from the Monitor, the UAW, and OLMS. Based on the language of the Consent Decree, OLMS has expressed its view that the Referendum must be conducted pursuant to all provisions of Title IV of the LMRDA, including, among other things, the application of section 401(g) which prohibits the use of Union resources from being used to advocate for either side. The parties to the Consent Decree considered seeking to modify the Consent Decree by a motion to amend filed with the Court, but to keep the Referendum process moving forward, the Monitor,

the UAW, and OLMS agreed to the issuance of Interim Rules, which **include** the section 401(g) prohibition on the use of all Union and employer resources for advocating or promoting a position on the Referendum. If the Consent Decree were to be amended, the rules would be updated accordingly.

The Interim Rules were amended once in order to update the final deadline for the Referendum, and certain interim dates, consistent with the Court's September 9, 2021 order. Accordingly, the current operative version of the Referendum Rules are the Second Interim Rules.

In October 2021, the parties ultimately sought to amend the Consent Decree to amend the application of Title IV of the LMRDA to the Referendum, but the Court denied the parties' request. Final Referendum Rules will likely be issued soon.

If the UAW membership votes for the direct election system, how will the rules change for future IEB elections?

If the majority of votes support a change to the direct election system, the method of electing members to the IEB will change. IEB members will no longer be elected by Local Union delegates at UAW Constitutional Conventions, but will instead be elected directly by the Union membership. The rules for this system, if it passes, will be developed by the Monitor in consultation with the UAW and with the guidance of OLMS before the next IEB election in 2022.

VOTING/UPDATING MAILING LIST

How will the Monitor ensure the enfranchisement of all members?

The Referendum will be conducted consistent with American democratic traditions by protecting the right of every eligible member to vote by secret ballot on the Referendum question. This principle mandates the improvement of accurate membership mailing information to ensure the enfranchisement of as many members as possible; the broad education of members on the fact of the Referendum to facilitate as broadly as possible their participation in it; and the fair counting of ballots and certainty around the accuracy of the Referendum results. To that end, UAW leadership has worked with the Monitor to implement a multi-phase process to update and improve UAW's lists of members' and retired members' mailing addresses and e-mail addresses and to notify and inform all members about the upcoming vote so that all eligible members who want to vote can make their voices heard. Further, in consultation with the Monitor, the UAW has engaged an Election Vendor to oversee all mailings, collections, and tabulations of the secret ballots, which will further ensure fairness and accuracy.

Who is eligible to vote in the Referendum?

All UAW members in good standing as of November 19, 2021, at 5 p.m. ET, are eligible to vote in the Referendum, including members who are part time workers, reinstated members, and retired members. In order to be considered in good standing and be eligible to vote, your dues obligation must be current. This means you must not be delinquent in the payment of dues as of November 19, 2021, at 5 p.m. ET. If you wish to vote in the Referendum, please take whatever

measures are necessary to ensure that you are officially in good standing with the Union before November 19, 2021, at 5 p.m. ET.

What if I paid my dues but my employer has not sent my dues to my Local Union? Am I still eligible to vote?

A member whose dues have been checked off by the employer or who has requested the same of his or her employer may not be disqualified from voting because of any delay or failure by the employer to send the dues to the Local Union.

Am I eligible to vote if I only work part time?

Yes. Members who work only part time but pay the required dues and are therefore in good standing may not be denied the right to vote.

Am I still eligible to vote if I had a previous dues delinquency?

Reinstated members who have regained good standing lost because of a previous dues delinquency cannot be restricted from voting.

I am retired member. Can I still vote in the Referendum?

Yes. Any member in good standing who is retired shall be entitled to a “retired membership status” which, without being required to pay membership dues during the period of such retirement, shall entitle her/him to all of the privileges of membership, including the right to vote in this Referendum. Your Local Union does not need to have an established retiree chapter in order for you to be eligible to vote as a retired member. However, you should confirm that your Local Union has a record of your membership status. If the Local Union does not have a record of your membership status, and you are not able to have the Local Union put you on record as having membership status, please reach out to the Monitor’s Elections Team at UAWMonitor-Election@jenner.com or 212-303-2529.

How do I cast my vote in the Referendum?

In October 2021, all members will receive a ballot package which will include detailed instructions on how to fill out and return the completed ballot by mail. Per the Referendum Rules, all returned ballots must be **received by November 29, 2021, at 10 a.m. ET**. In order to ensure that your ballot arrives on time, we encourage you to place it in the mail **as early as possible**. As described in the Referendum Rules, these dates are subject to change. Please check back regularly for updates.

Is my vote secret?

Yes. All members will receive a ballot package containing a ballot secrecy sleeve, in addition to an outer return envelope, voter instructions, and the ballot itself. The secrecy sleeve, often called an inner envelope or “privacy sleeve,” is a paper envelope within which members will place their ballots. The secrecy sleeve enclosing the ballot is then placed inside the return envelope. The purpose of the secrecy sleeve is to protect your privacy by separating the ballot itself from the

outer envelope, which contains an identifying bar code. Neither the UAW nor the Monitor will have access to the ballots, and the envelopes will not be opened until the Election Vendor begins the tabulation process. A Union member should not give his or her unsealed ballot, marked or unmarked, to any other person or entity.

What can I do to ensure that I receive a ballot?

All members will receive a ballot package at their last address on file with the UAW. In order to ensure that the UAW has your correct mailing address on file, you should update your mailing address (and e-mail address) with your Local Union **as soon as possible**, and encourage others to do the same.

Will I be notified when my ballot has been received?

There is no mechanism in place for members to be notified once their ballots have been received by the Election Vendor. Members should send ballots as instructed using the pre-paid postage and not send by registered mail or return-receipt because it may impact the routing of the ballot. Rather, to ensure your ballot is received and counted, you should follow the instructions given and return your ballot as promptly as possible, allowing more time than usual for delivery by the U.S. Postal Service in order to make sure your ballot arrives in advance of the November 29, 2021 deadline.

I received two ballots, to the same name and address. What do I do?

You may send back **either** ballot. However, if you end up sending back multiple ballots, only the last one received will be counted. Our efforts to ensure that every member who may be eligible to vote in the Referendum receives a ballot may mean that in certain limited circumstances people may receive more than one ballot—but our system is set up so that no matter how many ballots someone sends in, only one ballot per member will be counted. This is the case even if the duplicate ballots reflect two different UAW ID numbers.

Will my ballot be secure and how will it be counted?

On October 26, 2021, the Election Vendor, accompanied by a private security officer and under the Monitor's oversight, began the process of picking up all ballots returned to the U.S. Post Office box designated for this Referendum. This pick-up process will continue every weekday morning through November 29, 2021, at 10:00 a.m. EST, the deadline by which ballots must be received. Once the ballots are picked up, they are stored at the Election Vendor's counting facility, which is equipped with around-the-clock, on-site security provided by a private firm as well as security cameras that record and stream all activity for observation.

On November 29, 2021, the Election Vendor will begin its tabulation process, which will be closely overseen by the Monitor and OLMS. Representatives of the UAW and other Union groups who previously registered with the Monitor as advocates have been invited to observe the counting of the votes to ensure that supporters of both sides of the Referendum question can be represented. The Election Vendor will only count votes of active or retired members who are in good standing with the UAW, as determined by the final list provided from the LUIS database as

of the November 19, 2021, 5:00 p.m. EST eligibility deadline. Once all votes have been counted, the results will be transmitted to the Monitor.

Where should I send my updated mailing and email addresses?

You should send your updated mailing address and email address to your Local Union **as soon as possible**, and encourage others to do the same. If you have further questions about where to send this information, please contact your Local Union leadership. If you are unable to reach your Local Union leadership, please reach out to the Monitor's Elections Team at UAWMonitor-Election@jenner.com or 212-303-2529.

What is the deadline for updating my mailing address and email address?

You should send your updated mailing address and email address to your Local Union **as soon as possible**, and encourage others to do the same. If you have further questions about where to send this information, please contact your Local Union leadership. If you are unable to reach your Local Union leadership, please reach out to the Monitor's Elections Team at UAWMonitor-Election@jenner.com or 212-303-2529.

Where and when should Local Unions send their updated mailing lists?

If you are a Local Union official, please provide your Local Union's mailing list to the International Union by uploading it to the Local Unions Information System (LUIS). If this is not possible, please send the list to ITDirector@uaw.net. When you do so, please indicate the local union this list pertains to. If you have any technical issues please contact the LUIS helpdesk (313-926-4485) or email ITDirector@uaw.net. **Please do this as soon as possible.**

When can I expect UAW's Global Mailing List to be updated?

UAW leadership has worked with the Monitor to implement a multi-phase process to update and improve the UAW's records of members' and retired members' mailing addresses and e-mail addresses. As part of this process, UAW has been working expeditiously to update its Global Mailing List. The updated Global Mailing List as of October 8, 2021 was transmitted to the Election Vendor for use in the dissemination of Referendum ballot packages. However, as UAW continues to improve its records for both new and existing members, the Global Mailing List will continue to be updated accordingly.

ADVOCACY

Can I campaign or advocate for one side of the Referendum question?

Yes. Any Union member, including a member who is a Union officer or employee, has the right to participate in campaign activities, including the right to openly support or oppose either side of the Referendum question and to make personal contributions to the advocacy of either side of the Referendum question. Members will be permitted to solicit support, to distribute leaflets or literature, to conduct rallies, to hold fundraising events, or to engage in similar activities on employer or Union premises, except as otherwise prohibited or limited by the employer's rules, the UAW Constitution, the Referendum Rules, or any governing federal, state or local law or

regulation. Members do not need to register with the Monitor in order to engage in these activities. **However, Union and employer resources cannot be used to advocate directly, or by facilitating or managing others, for or against either side of the Referendum question. Union officers and employees are not prohibited from advocating a position on the Referendum outside of working hours and in a personal capacity.**

Individuals and groups in the Union interested in participating in a coalition in support of either side of the Referendum question and wishing to utilize UAW's Global Mailing List for the purposes of mass communication with the Electorate by postal mail or email must register with the Monitor by email at UAWMonitor-Election@jenner.com by September 22, 2021. Any registered individuals or groups will also be invited to participate in an organized Referendum Forum webcast to be held on or about October 7, 2021, at 6 p.m. ET. The Monitor will approve the registration of such individuals or groups as long as they are members in good standing with the Union who will attest in a declaration provided by the Monitor to their good faith use of the process to advocate in connection with the Referendum question and for no other purpose.

How can I utilize UAW's Global Mailing List to send postal mail or e-mails to the Electorate?

Individual members or groups of members are permitted to communicate with the Electorate in favor of either side of the Referendum question. Individuals and groups in the Union who wish to utilize UAW's Global Mailing List for the purposes of mass communication with the Electorate by postal mail or email must register with the Monitor via e-mail at UAWMonitor-Election@jenner.com no later than September 22, 2021. The Monitor will approve the registration of such individuals or groups as long as they are members in good standing with the Union who attest in a declaration provided by the Monitor to their good faith use of the process to advocate in connection with the Referendum question and for no other purpose. The Union's Global Mailing List can be utilized by registered members for the purpose of mailings or emails to advocate for or against either side of the Referendum question, provided that the group/individual pays for its own mailing or emails and Union funds are not used. **Use of Local or International Union funds to conduct such a mailing is prohibited.**

Once their registration has been accepted by the Monitor, registered individuals or groups may begin submitting requests to the Election Vendor to send postal mail or email using the UAW's Global Mailing List. All requests to use the Global Mailing List to send postal mail should be made via e-mail to Matthew Fitch at matt@merrimanriver.com and Jody Clouse at jody@merrimanriver.com, copying the Monitor's Elections Team at UAWMonitor-Election@jenner.com. All requests to use the Global Mailing List to send emails should be sent to Bob Harrington at bob@mydbsolutions.com, copying the Monitor's Elections Team at UAWMonitor-Election@jenner.com. Please be advised that, at present, the Global Mailing List has e-mail addresses for only a small portion of the membership.

Further information will be provided by the Election Vendor once the request is received, including all associated costs. Please note that all requests will be honored as soon as practicable subject to the Election Vendor's own process and requirements for contracting and payment. We cannot guarantee that mailings will be sent out the same date as the request is made, only that they will be sent as soon as practicable.

Can I access UAW’s Global Mailing List to send postal mail or e-mails myself to the Electorate?

No. All such mailings – whether postal mail or e-mail – will be facilitated through the Election Vendor. At no time will any address list of the membership be released to any individual member or group. All requests by registered individuals or groups to use the Global Mailing List to send postal mail should be made via e-mail to Matthew Fitch at matt@merrimanriver.com and Jody Clouse at jody@merrimanriver.com, copying the Monitor’s Elections Team at UAWMonitor-Election@jenner.com. All requests to use the Global Mailing List to send emails should be sent to Bob Harrington at bob@mydbsolutions.com, copying the Monitor’s Elections Team at UAWMonitor-Election@jenner.com. Please be advised that, at present, the Global Mailing List has e-mail addresses for only a small portion of the membership.

Further information will be provided by the Election Vendor once the request is received, including all associated costs. Please note that all requests will be honored as soon as practicable subject to the Election Vendor’s own process and requirements for contracting and payment. We cannot guarantee that mailings will be sent out the same date as the request is made, only that they will be sent as soon as practicable.

Will there be limitations on either the content or formatting of emails or mailings?

For privately-funded emails or postal mailings, the only limitation on content will be that the materials sent must not run afoul of any federal, state or local prohibitions, e.g., federal obscenity regulations. They must also be consistent with whatever guidelines are established by the Election Vendor. The content will otherwise not be edited or censored in any way.

With respect to emails in particular, the Election Vendor will provide the acceptable formatting and/or file size of any email that may be sent out by their system. Attachments will be strongly discouraged because of the high rate of spam filtering attachments generate. In addition, any email will have an “unsubscribe” button for any recipient wishing to not receive additional emails, as required by law.

However, the Monitor reserves the right to modify this position if the Monitor believes it necessary.

Was the Referendum Forum webcast recorded? Where can I find the recording?

The Referendum Forum webcast held on October 7, 2021, was recorded, and a video is posted on the Monitor’s website at www.uawmonitor.com/electionsreferendum.

Can UAW use Union or employer resources to advocate for one side of the Referendum?

Per the Referendum Rules, Union (International or Local) and employer resources cannot be used to advocate directly, or by facilitating or managing others, for or against either side of the Referendum question. However, Union officers and employees are not prohibited from advocating a position on the Referendum outside of working hours and in a personal capacity. Any official or employee doing so should be careful to document that these efforts are outside of working hours in order to be able to justify these efforts if there is a future inquiry.

What constitutes Union or employer resources? What is prohibited?

- Union funds – at the International or Local Union level – and employer funds cannot be used to pay for any expenditures in connection with advocating for or against either side of the Referendum question. This includes, but is not limited to, mailings (whether postal or email), phone calling or other forms of telemarketing, hard copy literature distributed in any form, merchandising, promotional events or items, and advertising buys in any medium or jurisdiction.
- Union or employer equipment (including copiers, computers, printers, telephones, e-mail, etc.), office space, office supplies, websites, newsletters, social media, membership lists, facilities, cash, or any other financial or in-kind resources cannot be used to advocate for or against either side of the Referendum question.
- Advocacy for a position on the Referendum question – through oral or written speech – cannot be conducted on Union or employer time (including during Union meetings, training events, or press conferences). This specifically includes affirmative statements or responses to questions if the statement or response can be understood as a call to action, i.e., something that a listener would reasonably understand as intended to convince others to support or vote for one side of the Referendum question over the other, regardless of the intent of the speaker.

Note that “incidental” advocacy that may occur on Union or employer time, i.e., briefly confirming the fact of one’s support for one side or the other in response to an unexpected question, or correcting a misstatement, is not prohibited. However, if such a statement or response is protracted, planned in advance, or otherwise interferes with the work of the Union or the employer, it may be deemed as advocacy using Union or employer resources. Further, employer rules regarding campaigning in candidate elections must be followed for this Referendum.

- These rules apply to any union (including labor organizations outside of the UAW) and to any employer (whether or not they employ union members).

Can I post advocacy materials in support of either side of the Referendum to my Local Union’s *unofficial* website or social media page?

Yes, advocacy materials may be posted to any unofficial Local Union website or social media account as long as the website or social media account is truly unaffiliated with the Local Union and is not in any way paid for or supported by Union funds or resources.

Can my Local Union provide neutral information about the Referendum?

Yes. There is no limitation on the provision of neutral information by the International and Local Unions regarding the Referendum. While *advocacy* using Union resources is currently prohibited under the Consent Decree and the Referendum Rules, the Rules do not prevent anyone, including Union officers and employees, from providing factual information about the

Referendum, including, for example, when the Referendum will take place, when to expect a ballot, and the deadline by which ballots must be received in order to counted.

What should I do if I'm not sure about whether certain advocacy is permitted?

You should contact the Monitor's Referendum/Elections e-mail hotline at UAWMonitor-Election@jenner.com or call 212-303-2529 to get specific guidance **before engaging in the contemplated conduct.**

What will happen if there is any improper advocacy?

As with any violation of the Rules, any reports of improper advocacy, as defined by the Monitor, whether by word of mouth or otherwise, and expressly including any threats, intimidation, retaliation, penalty, discipline or improper interference or reprisal of any kind, or any similar conduct, will be investigated by the Monitor and appropriate disciplinary action will be taken, if necessary.

What should I do if I want to report a violation of the Referendum Rules or voice any other concern regarding the Referendum?

You should contact the Monitor's Referendum/Elections e-mail hotline at UAWMonitor-Election@jenner.com or call 212-303-2529. Any potential violation of the Referendum Rules should be reported immediately so that the matter can be investigated where appropriate and corrective action taken, if necessary.

Can I protest the result of the Referendum?

At the conclusion of the Referendum, a formal protest of the result based upon a potential violation of the Referendum Rules or applicable law may be filed by any member of the Union in good standing as defined in the Referendum Rules.

A protest must be filed with the Monitor within seven (7) days of the time when the complainant becomes aware or reasonably should have become aware of the action under protest, but no later than seven (7) days after the Monitor's filing of its final report of the Referendum with OLMS. A protest must be filed in writing by delivering a letter to the Monitor at the address on the last page of the Referendum Rules by personal delivery, overnight mail, or email. The protest shall contain a clear and concise statement of the grounds for the protest and the complainant's name, address, email address, phone number, and Local Union affiliation. The complainant bears the burden of presenting some evidence of the alleged improper conduct.

What happens if there was a violation of the Referendum Rules?

The Monitor may undertake an investigation with or without a protest having been filed, if the Monitor believes that the Referendum Rules have been violated or that any other conduct has occurred which may prevent or has prevented a fair, honest, and open Referendum. The Monitor has the right to conduct interviews and request and receive documents. If appropriate, the Monitor may hold a hearing to hear evidence on the conduct in question. The Monitor shall, in

his discretion, consult OLMS in connection with issuing a written decision, making findings of fact, and ordering appropriate relief – which could include a rerun of the Referendum. In the event that a violation of the Referendum Rules or applicable law is found to have affected the outcome of the Referendum, as determined by OLMS or the Court, a new referendum will be held as soon as practicable thereafter using the same provisions and methodology described in the Referendum Rules.
