

**OFFICIAL MINUTES OF THE
APFA SPECIAL BOARD OF DIRECTORS MEETING
RADISSON HOTEL DFW SOUTH
IRVING, TEXAS 75062**

JULY 26 – 27, 2004

1048 Call to Order

President Ward called the special meeting of the APFA Board of Directors to order. This meeting was called by a request of a majority of the Board of Directors.

1050 Roll Call

Secretary Hildreth took the roll call. All Board Members, their designated representatives or proxy authorizations were present. A gallery was present. Additionally, APFA legal counsel, Steven Moldof was also in attendance.

1055 Agenda Review and Approval

Resolution #1, the proposed agenda, was presented. Several suggested changes were incorporated into the proposed agenda, presented as Resolution #1A. Resolutions #1 and #1A were presented, voted upon and approved.

OLD BUSINESS

Four items for discussion were withdrawn at this time.

Skyword

Resolution #2 was read into the record by the maker, Weston-DCA. (Attached)

There was extensive and lengthy discussion concerning this resolution and the changes it would effect in the APFA Policy Manual. Debate was held regarding the necessity for this procedural change wherein several viewpoints were brought forth. The maker was asked for clarification on and amendments to the wording of the resolution. The discussion continued within the membership of the Board.

Resolution #2 was put forth for a vote. Resolution is passed.

Skyword Express

Resolution #3 was presented and read into the record by the maker, Washbish-MIA. This resolution speaks to the schedule and approval process for the publication.

The maker spoke to the resolution and her reasons for putting it forth. President Ward opened the resolution to discussion from the Board Members. Questions were asked by several Board Members and clarification of language contained in resolution discussed.

Resolution #3 was put forth for a vote. The resolution is passed unanimously.

BREAK

BACK ON RECORD

1240 APFA Press Release

Resolution #4, maker – President Ward, was read into the record. President Ward spoke to this resolution, which would amend the policy manual concerning press release procedures. President Ward believes that the process should be streamlined requiring only his approval. Differing opinions were voiced by various members of the Board.

Resolution #4 is put forth for a vote. This resolution passes.

Another discussion item under Old Business is withdrawn.

Resolution #5, maker McCauley, BOSI, is presented to the Board. Once again, extensive discussion was held concerning the intent and content of the resolution.

Resolution #5 was put forth for a vote. This resolution is passed.

Headquarters Dress Code

Resolution #6 was presented and read into the record by Watson, IDF – maker. The maker spoke to the resolution and his reasons for bringing it forth. He stated that this policy can only be changed by the Board of Directors and this issue is contained in the APFA Policy Manual.

The question of the resolution was called. A vote was taken on, “Call the Question”, and was successful with a two-thirds majority voting in the affirmative. It was stated by the President that this has historically been the procedure followed by the Board in this type of instance. Legal counsel was called upon to give clarification of the issue and the continuation of speakers following the “Call the Question” request.

Resolution #6 was put forth for vote. This resolution is passed.

Resolution #7, maker – Watson-IDF, speaks to Resolution #5 passed at the April Board Meeting, which is the subject of this resolution. The maker speaks to his reasoning for the resolution. President Ward asks for discussion on this issue.

Several Board Members engaged in discussion concerning the intent and content of this resolution.

Resolution #7 is put forth for a vote. This resolution passes.

Resolution #8 is presented to the Board by Watson, IDF – maker. Once again, extensive discussion is held concerning the content and intent of the resolution. The maker is asked to amend the language of this amendment. The resolution will not be amended.

Resolution #8 is put forth for a vote. The resolution, as written, passed.

1410 BREAK FOR LUNCH

1548 BACK ON RECORD

Another discussion item is withdrawn.

Tabled Resolution #14

Resolution #14, tabled at the Annual Convention, is presented to the Board. The maker, Watson-IDF, asked the Board to once again table this resolution. This will be presented at the next Board Meeting. A hand vote is taken. This resolution is tabled.

Another discussion item is withdrawn.

Archives

The maker asks that this discussion and resolution be tabled until the next scheduled Board of Directors Meeting. A hand vote is taken. This item is tabled.

National Officer Recognition

The maker asks that this discussion and resolution be tabled until the next scheduled Board of Directors Meeting. A hand vote is taken. This item is tabled.

NEW BUSINESS

1554 Litigation Update

This discussion is off the record. The gallery is asked to leave the room for a short time.

BACK ON RECORD

National Committees

Resolution #9 is presented by the maker, McCauley-BOSI. There was extensive discussion regarding the content and intent of this resolution. The issue of the existence of a Health Committee was discussed, as well as, the staffing of such committee and by whom.

Resolution #9 put forth for a vote. This resolution also passes.

Legal Advice

Nikides-LAX read Resolution #10 into the record. The maker speaks to the resolution and his reasoning for presenting it. Both proponents and opponents of the resolution were recognized to speak about the subject resolution.

Resolution #10 is put forth for vote. This resolution fails.

BREAK

1742 Access to Financial Information

Resolution #11 is presented and read into the record by President Ward, maker. President Ward feels that an appropriate request by an officer or member of the Board of Directors should be fulfilled within a time limit as outlined in resolution.

Resolution #11 is put forth for vote. This resolution is passed.

Pensions United Airlines

The Board of Directors discussed the current situation at United Airlines. It was deemed necessary to look into as many alternatives and rules governing pension plans as are available. It was agreed that an informational project should be undertaken. Some APFA members will be contacted who have had previous experience on this issue.

Coordinators/Training

The local base chairs would like to have input regarding the training of local reps. Some of the base chairs feel that there are an abundance of people previously trained and that now is not the time to invest in training costs. Other bases feel that are short staffed. It

was also offered that some base chairs wanted the training to be proffered through them; thereby, enabling them to determine the individuals awarded this privilege.

MT / TM

The Board discussed the above referenced codes appearing on flight attendant schedules. The MT code blocks the flight attendant from flying, picking up time. Mallon-ORD felt this was a double jeopardy situation and will following up with a memo.

FMLA

Board members are concerned about changes to the awarded FMLA policy. It was understood, in the award, that any changes would be reviewed by the arbitrator.

1830 Adjournment -- reconvene at 0900

JULY 27, 2004

0940 Meeting Called to Order

Sick/ Travel Changes

The Board discussed the recent changes to the Sick Travel Policy. Questions were asked regarding a presidential grievance on this issue. It is imperative that flight attendants be made aware of this change, as disciplinary measures have been taken at some bases.

Contract

LAX chair is concerned that no contract has been printed and distributed after the Restructuring Agreement. He feels that flight attendants need the printed information and have been taken advantage of since they have no reference materials. President Ward said that the Contract Department is working on a 'pull -out' quick reference document to be mailed in the next Skyword. This project is close to being completed. There was discussion regarding Article 24, which compels the Company to provide a printed contract. If the Company refuses to print such, a presidential grievance is the only recourse.

Crew Schedule

Several bases have received complaints regarding different interpretations of work rules by crew schedulers. Some reserve flight attendants are being required to contact crew schedule on the second day of their working trip, to check for assignment following their

return. The Board consensus is that this must be addressed. The 24 in 7 regulation was also discussed as pertains to deadheading on the seventh day. The issue of international reserves being used on domestic trips was also discussed. This seems to be happening on a system wide basis versus only in operational crisis. Continental is the only other airline with separate domestic and international divisions. The Scheduling Coordinator does pull open time daily to monitor the assignment of trips.

Returning Furlougees

LGA has had several furlougees return to their base. It has been common practice at LGA that when AA issues an attendance discipline step, the flight attendant is given the option that if perfect attendance is attained for a year, they will be brought back to base level. Flight attendants in this position were encouraged to take a one- year leave. When they returned, they would be at the base level. The furlougees, having been off more than a year, are not being given this opportunity of correcting attendance problems. They remain at the level at which they were furloughed. A resolution and clarification to this practice needs to be pursued.

DFW – MOD

For information only, LGA wanted to inform the Board that the DFW MOD's were meeting inbound flight attendants with close connection times and escorting them to the next gate. This did not allow flight attendant's to stop at a bathroom or pick up food for the outbound flights. The Board concurs that the DFW MOD's are indeed a most helpful group, but meeting the inbound flight attendants with food would be more appreciated.

Website

Resolution #12 was read into the record by maker, Weston-DCA.

Clarification regarding the intent and language of this resolution was requested. This resolution prompted a lengthy debate involving several members of the Board. A short break was taken during this debate. The meeting resumed with several members of the Board being recognized by the chair to speak to the issue.

Resolution #12 was put forth for vote. The resolution is passed.

1300 LUNCH BREAK

1450 BACK ON RECORD

Parking and Tolls

Resolution #13 is read into the record by O'Kelley -DFW, maker. The maker speaks to the resolution stating that this is a clarification that reps are to park in employee parking whenever possible. The reimbursement, if needed, is for day meetings only.

Resolution #13 is put forth for vote. This resolution passes unanimously.

Resolution #14 is read into record by maker, Edwards-JFK. The maker speaks to the resolution, which includes the Vice President in all meetings with the Company.

Resolution #14 is put forth for vote. The resolution passes.

Two items listed on agenda for discussion were withdrawn.

Election Procedures

Resolution #15 is read into the record by maker, Mitchell-LAXI. This resolution reverses Resolution #9 passed on 6-28-04 by the Executive Committee. This resolution dissolves the Election Procedure Task Force.

Discussion was opened to members of the Board. Proponents and opponents spoke, at length, regarding the Election Procedure Task Force. The maker was asked to table this resolution until after the Constitutional Revision vote is in, as well as the scheduled Budget Committee Meeting on July 28th. The maker declines to table the resolution.

Resolution #15 is put forth for vote. This resolution also passes.

Commuter Policy

No resolution presented, item for discussion only. Several bases are compiled of numerous commuters. Weight restrictions are occurring more and more. This issue is treated as a load factor, by the Company, but the restrictions occur with no prior notification. President Ward was asked to address this issue with the Company.

The next agenda item is withdrawn.

Building Access

Resolution #16 is read into the record by Horan-DCAI, maker. Horan-DCAI speaks to the reason for the resolution. This resolution allows coordinators to have after-hours access to the APFA.

Resolution #16 is voted upon. This resolution passes unanimously.

Budget Reduction

BREAK – 1625

BACK ON RECORD – 1655

Motion to revisit previously approved Resolution #14

A motion by the SFO Chair was presented to revisit Resolution #14, maker Edwards-JFK.

A hand vote was taken to reconsider this previously discussed and voted upon resolution. It was deemed, by vote, that the result of the previous discussion and vote would be revisited.

SFO Chair expressed her reasoning for this request. Extensive and lengthy discussion took place regarding this issue.

Resolution #14 is put forth, once again, for a vote. At this time, the resolution fails.

Budget Reduction

Resolution #17 is read into the record by Watson-IDF, maker. The maker feels that only the Board of Directors should decide budget issues and not the Executive Committee. Board members discussed this issue. A Budget Committee Meeting is scheduled for the 28th of July and it is felt that it would be prudent to wait for recommendations of the Budget Committee. Some members of the Board felt that no cuts are necessary. The Treasurer had suggested a discussion concerning a recommended 8% cut in certain budgets as an agenda item for the Budget Committee Meeting. The language of this resolution, as it relates to the guidelines of the Constitution, was discussed.

The maker agreed to amend the resolution so that it conforms with the APFA Constitution, but wishes his intent to remain the same. The maker asks to meet with legal counsel concerning the language of the resolution. The Board agrees to this request.

MEETING OFF THE RECORD

1755 BACK ON THE RECORD

Watson, IDF states that there is no way to write this resolution with the original intent. The Secretary was correct in his interpretation. The resolution is withdrawn.

DOL Update

The meeting is taken off the record as the President updates the Board of Directors concerning the status of the Department of Labor investigation. Resolution #17A, maker Watson-IDF, is read into the record. Discussion ensues regarding this resolution. IMA Chair would like to submit a substitute resolution. Legal counsel is asked for the appropriate procedure concerning a substitution.

The substitute resolution #17A is read into the record and is spoken to by the maker. This resolution ask that the Board of Directors acknowledge the sixteen (16) ballots in question and mandate that they be counted. There are several differing opinions concerning this resolution and its objective.

Substitute Resolution #17A is put forth for vote. This resolution fails.

The discussion is then directed to original Resolution #17. President Ward asks for discussion on this. Five board members choose to speak to the resolution. Secretary Hildreth asks the Board if they feel a second, independent legal opinion concerning the original and substitute resolution procedures is required. He believes that advising on this matter could be a conflict of interest for legal counsel present. Additional opinions, both pro and con, were offered by the board members.

Resolution #17 is put forth for a vote. The resolution passes.

Legal Counsel

President Ward reads Resolution #18, of which he is the maker. This resolution readdresses the previously discussed and passed Executive Committee Resolution #3. The Board asks that the subject resolution (#3) be read into the record.

President Ward states that this resolution reverses the ability of the Treasurer to retain counsel. All else contained in this resolution will remain the same. It is only vacating the portion of the resolution that deals with the issue of retention of legal counsel.

Resolution #18 is put forth for a vote. The resolution is passed.

Executive Committee Packets

Resolution #19 was read into record by maker, O'Kelley -DFW. It was stated that base chairs did not receive an Executive Committee Meeting packet prior to the meeting held in Boston. When discussed at the meeting, Secretary Hildreth stated that the entire Executive Committee Meeting packet would be forwarded to the Board of Directors along with the completed official minutes.

A question was asked regarding the specific procedure for this.

Secretary Hildreth stated that he would comply with the procedures as outlined in the APFA Policy Manual. He had previously understood that only the agenda was to be forwarded to the Board prior to the meeting. Since he was now aware that this is not the procedure to be followed, he will forward the entire meeting packet to the Board of Directors prior to any scheduled Executive Committee Meeting.

Resolution #19 was put forth for vote. This resolution is passed.

APFA Equipment

An update was given regarding the video equipment, owned by APFA that was lost by UPS while being shipped to Boston. At this point in time it has not been located by UPS. Secretary Hildreth is awaiting a resolution to this situation and has not replaced this equipment yet. There will be an insurance settlement if it is not located.

Buy On Board

DFW Chair O'Kelley stated that there was an article in a local newspaper regarding the Buy On Board program and that American Airlines was considering this program. What is APFA's position on this?

President Ward responded that comments he received from the Company so far is that they are looking at a lot of things and there are several options. He will keep the Board posted.

Two additional agenda/discussion items were withdrawn at this time.

A motion was put forth to adjourn the meeting, maker Watson-IDF. This motion was passed unanimously. President Ward announced the meeting had been adjourned.

2042 MEETING ADJOURNED