

APFA

BOARD OF DIRECTORS MEETING

SPECIAL BOARD OF DIRECTORS MEETING

via Teleconference
April 13, 2012

Resolution Tally Sheet	Resolution #: 1
	Maker: Glading
	Second: Gluth
	Date: 04/13/2012
	Time: 1:06 p.m.

Resolution Name: US Airways Term Sheet Support

AFFECTS POLICY MANUAL:

YES = <i>Yes</i>	ABS = <i>Abstain</i>	PXY = <i>Proxy Vote</i>
NO = <i>No</i>	N/A = <i>Absent</i>	REC = <i>Recuse</i>
PASS = <i>Pass</i>		

COMMENTS:

	B O S	B O S I	D C A	D F W	I D F	J F K	L A X	L A X I	L G A	M I A	I M A	O R D	I O R	R D U I	S F O	S T L	PRES — <i>Tie-Breaker</i>
	McCauley	Vargas	Prayon	O'Kelley	Bedwell	Nasca	Nikides	Wildish	Casadey	Moyer	Trautman	Breckenridge	Kilcran	MacPherson	Salas	Martin	Glading
YES	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
NO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PASS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ABS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
N/A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PXY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
REC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

YES: 16 **NO:** 0 **ABSTAIN:** 0 **ABSENT:** 0

Status: *Passed* *Failed* *Tabled* *Withdrawn* *Show of Hands*

WHEREAS, under Article III, Section 3.A of the APFA Constitution, the Board of Directors “is authorized and empowered to take any and all lawful action consistent with this Constitution to safeguard and protect the APFA and the rights, privileges duties and responsibilities of the officers, representatives and members of the APFA;” and

WHEREAS, in the past decade, Flight Attendants have provided American Airlines with massive concessions insisted on by the Company to help it be successful and, as a result of those

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concessions, have endured the most challenging and stressful working conditions in our careers; and

WHEREAS, despite these sacrifices, the Company has been mismanaged by a misguided management team pursuant to a flawed business plan; and

WHEREAS, as a result of its own mismanagement, AMR filed for Chapter 11 Reorganization on November 29, 2011 and is now seeking sweeping and unjustifiable changes through the bankruptcy process that would decimate our collective bargaining agreement; and

WHEREAS, the Company has not presented a sound business plan; and

WHEREAS, a potential purchase of the Company by US Airways presents a viable alternative that could create a stable and profitable carrier and thereby protect and promote Flight Attendants' careers; and

WHEREAS, US Airways will not pursue such a transaction without the cooperation of the unions and a path to labor cost certainty and a mechanism to ensure labor peace; and

WHEREAS, to that end, US Airways approached APFA (as well as the APA and TWU) to see if that could be accomplished extremely quickly, as time was of the essence if US Airways was going to proceed; and

WHEREAS, in discussions with US Airways, APFA'S negotiating team was able to achieve a Term Sheet that, when implemented, will result in changes far less drastic than those the Company has demanded and those likely to result from the Company's section 1113 motion that is pending in the bankruptcy court; and

WHEREAS, the Term Sheet provides terms and conditions of employment only during a bridge period beginning with the approval of a US Airways Plan of Reorganization and ending with the achievement of a new collective bargaining agreement; and

WHEREAS, under the Term Sheet, if a filing for a single carrier determination by the National Mediation Board results in certification of APFA as the representative of the flight attendants at the carrier, US Airways and APFA shall promptly engage in expedited negotiations to achieve a joint collective bargaining agreement; and

WHEREAS, the Term Sheet provides that if a new collective bargaining agreement is not reached and ratified within the specified time period, the parties shall immediately submit their dispute to final and binding interest arbitration; and

WHEREAS, consensual interest arbitration is a means of reaching a collective bargaining agreement under Section 6 of the Railway Labor Act, APFA offered to submit its current contract dispute with the Company to interest arbitration and also agreed to interest arbitration to settle the 1993 strike; and

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WHEREAS, the Term Sheet provides that any negotiations and any interest arbitration shall be for the purpose of achieving an agreement that is market-based in the aggregate;

WHEREAS, the Term Sheet provides that US Airways will provide APFA advisors access to their business plan to determine that the plan is satisfactory and that plan of reorganization is feasible and confirmable;

THEREFORE BE IT RESOLVED, that the APFA Board of Directors endorses and supports the Term Sheet.