

APFA
SPECIAL BOARD OF DIRECTORS' MEETING
APRIL 5-6, 2015

Embassy Suites DFW South
Irving, Texas

0909 Call to Order

National President Glading called the Special Board of Directors Meeting to order asking National Secretary Pharr to take the roll call.

0910 Roll Call

National Secretary Pharr took the roll of those present at this time. All Board Members and Officers were present.

0911 National President's Remarks

National President Glading welcomed all and apologized for holiday meeting; however, noted that flight attendants work on holidays. She mentioned two very important issues that have taken a lot of time and work since the last Board Meeting in March. The first is the ETB / ISAP / PBS reserve issues. There have been some fixes to these problems. National President Glading was in Phoenix this week and thanked several APFA reps and members from the PHX base who spent the day in operations with her. She appreciated being able to see the problems first hand and it will be a tremendous help in attempting to solve these issues. She complimented the PHX flight attendants for their professionalism and determination. National President Glading has meetings with the Company set for this week concerning this issue. This is part of the reason for the Special Board Meeting being called on the holiday weekend. There were not two days consecutively available on the Officers' schedules other than this weekend.

The three day pre-funding arbitration is scheduled this month as well. The APFA feels their case is very strong. National Vice President Gluth asked that Board Members advise him if they are planning to attend this arbitration as lodging could be a problem as Congress is in session.

The Open Skies Initiatives are active with several airlines joining in. National President Glading spoke to the vocal position taken by the APFA concerning human rights and the Middle East carriers but it remains primarily about the loss of jobs.

National President Glading spoke to the results of the Company meeting with the APFA Board of Directors at their Annual Convention. It enabled issues to be highlighted and magnified for hopeful resolution. One result was that \$75 training pay was obtained for lineholders in March and April and 118 Winter Storm Juno disputes were settled in New York over 75% resulting in pay for lost hours.

National President Glading ended her remarks by acknowledging that there are new members of the Board and reiterated that the Board is here for the flight attendants and to put forth action that will be to their benefit. It is a really politically charged and challenging time for the APFA Board. National President Glading asked that all treat each other with respect.

0930 Resolution #1 – Agenda Review and Approval
Maker: Glading
Second: Pharr

A formal agenda had not been established. The new business items from the last Board Meeting, now old business, would be reviewed to form the agenda. If new items are added, they must be deemed information, discussion and/or action. If it is an action item, the resolution must be given to the National Secretary and Board at this time. Some items were removed as they had been resolved. Each item previously listed under new business was reviewed as to whether it would be included on this agenda or had been withdrawn or resolved prior to this meeting. New items were also added to the agenda.

The formation of the agenda and discussion involved therein took quite some time.

Resolution #1 establishing the agenda was put forth for a roll call vote and was passed unanimously.

0947 Break

This break was called allowing the National Secretary to amend and print the agenda as established in Resolution #1.

1025 Meeting Back On the Record

1026 Resolution #2 – Implementation Delays and Penalties
Maker: Nikides
Second: Vargas

This agenda item created discussion regarding the procedure according to Roberts' Rules of first presenting the resolution or discussion prior to reading resolution into the record. There was disagreement regarding this procedure. The maker however agreed to read the resolution into the record prior to his beginning discussion on this item.

Resolution #2 was read into the record by the maker, Nikides. This resolution suggests penalties should be involved in the delay of implementation of contract items contained in the JCBA. This resolution requests the National President and Negotiating Committee begin negotiating for penalties to be paid for any and all contractual provisions yet to be implemented. Additionally, the Negotiating Team should begin revaluing the provisions whose values have been diminished by not being implemented. The maker spoke to this resolution and the frustration of the membership concerning these delays in implementation. Examples were cited where monies

were lost by the flight attendants due to these provisions not being implemented. A lengthy statement from the Negotiating Team was read to the Board, wherein they outlined reasons that the proposed resolution would impede rather than promote the implementation of the JCBA. Discussion was now opened to the Board. Several points both for and against this resolution were brought forth. Several questions were asked of the maker regarding specifics and past practices of the Company. He strongly feels this issue must be addressed. The value of an item without an implementation date was questioned and explanation requested. Several points were made to continue the respect accorded to the Negotiating Team as they are still working with the Company on issues. An additional topic regarding reserve numbers was brought up and discussed. Rewording of the resolution was suggested by a Board Member. The maker suggested wording that he was comfortable with. Additional rewording was requested by members of the Board. Clarification questions were raised by Board Members regarding implementation dates. National President Glading reiterated that the Company will be attending a portion of the May Board Meeting where this can be raised and discussed. The perception of this issue from the flight attendant standpoint was raised and discussed. The re-wording discussion continued for some time with several suggestions being brought forth. It was agreed that the communication with flight attendants regarding this issue should be improved. The maker negatively spoke to several of the changes requested. It was requested that all changes accepted would be incorporated and a new copy of the resolution be distributed. It was decided to continue to the next agenda item while a new copy of the resolution was being printed.

1134 Domestic Boarding

The domestic boarding implementation was delayed in order to be implemented at the same time as international. The speaker disagreed with this decision and felt that the domestic change should have been implemented. Several Board Members commented on this issue and where this decision originated. An attendee spoke to the Board regarding the agents taking bags for check-in from deadheading or commuting flight attendants. They were told this was a new gate agent policy. He felt, because of the boarding process, it has affected passengers as well where bags were taken to be checked while overhead bin space was still available; however, deadheading flight attendants have been targeted for bag check. The point was also brought forth that agents are attempting to close the door 10 minutes prior to departure. Deadheading flight attendants should be able to valet check if the agent insists on checking bag. The current Company policy was reviewed. As understood, if a working flight attendant, deadheading included, the bag should not be checked. The term 'working' needs definition. LUS currently has a person working valet checked bags at the gate; whereas, LAA does not. Pay protection for the loss of checked bags was also discussed.

1157 Continuation – Resolution #2

The revised Resolution #2 was read into the record by the maker, Nikides. Resolution #2 was put forth for a roll call vote. This resolution was passed (20-yes).

1201 Break for Lunch

1253 Meeting Back On the Record

National President Glading listed the items she had agreed to speak with Company about which were raised during the previous discussions.

1256 Resolution #3 – Policy Manual 4.A.7 – Minutes
Maker: Vargas
Second: Bedwell

Resolution #3 was read into the record by the maker, Vargas. This resolution addresses all resolutions that are read into the record and are subsequently postponed or tabled will be included in the minutes. As a point of clarification, if this resolution passes, resolutions going forward outlined in this proposed resolution can be viewed on the website. Rules were suspended for the maker of this resolution to speak to the intent of the resolution. Resolution #3 was put forth for a roll call vote and was passed unanimously. (20-yes)

1315 Resolution #4 – Policy Manual 5.H.3.a & 5.a
Maker: Vargas
Second: O’Kelley

Resolution #4 was read into the record by the maker, Vargas. This resolution requires any National Officer or National Chair who qualify for APFA corporate apartments to provide proof yearly of permanent primary residency outside of the DFW area, which will be verified by Legal Counsel, who will then notice the Board of Directors via email. The maker stated this is for checks and balances only. This resolution was put forth for a roll call vote and was passed unanimously. (20-yes)

1320 Resolution #5 – Retirement & A5 – Resolution #5
Maker: Vargas
Second: Bedwell

Resolution #5 was read into the record by the maker, Vargas. This resolution speaks to the ability of a Union National Officer to retire from office with the lifetime travel benefit of an A5. The resolution restricts National Officers from this time forward from being able to do so. Additionally, it forms a committee to meet with the Company concerning this policy and the three (3) former National Officers ability to utilize this benefit. The maker spoke to this resolution and the history of this issue. The maker has not been able to obtain the official American Airlines policy concerning the A5. These passes, in retirement, are not service charge free and imputed income applies. This A5 retirement pass policy for Union Officers is available to APA, TWU and APFA. The point was made that APFA can not restrict a flight attendant from accepting a Company benefit. Legal Counsel was asked for an opinion and due to attorney-client privilege, the meeting was taken off the record.

1336 Meeting Taken Off the Record

1403 Meeting Back On Record

Clarification was requested regarding how the current Union Officers utilize the A5. National President Glading explained that when traveling on Union business there is no service charge or imputed income; however, if the travel (A5) is personal, then a service charge and imputed income applies. If a Union Officers retires out of office, then all A5 travel includes a service charge and imputed income. There is no service charge free travel.

National Vice President Gluth spoke to the Board regarding the history of the A5 travel benefit as per the Board's request at a previous meeting. A copy of his report was forwarded to all Board Members. Management does not release the names of those individuals who retired with any class of A pass travel. National Vice President Gluth continued by stating that the APA pays for the imputed income accessed for their National Officers' personal travel. Not very many of the APA former officers retired out of office. The TWU has the largest amount of former officers with A5 retirement benefits and shared information with the APFA. The TWU ceased cooperating with National Vice President Gluth when they became aware of a petition asking for the termination of this benefit.

A motion was made to call the question. The Board was polled and the motion failed.

Several members of the Board spoke to the necessity of addressing the perception of impropriety that exists amongst the flight attendant corp regarding this issue.

A break was suggested allowing the maker and members of the Board to caucus off the record concerning this resolution. The National Officers were not included in this discussion.

1432 Break

1523 Meeting Back On the Record

The discussion continued regarding Resolution #5. Amendments to this resolution were made off the record. The maker read amended Resolution #5 into the record. This resolution speaks to the A5 pass for Officers continuing upon retirement from American Airlines and the APFA's opposition to this. Resolution #5 was passed unanimously. (20-yes)

1530 Resolution #6 – Legal Counsel and Independent Counsel

Maker: Vargas

Second: Nikides

Resolution #6 was read into the record by the maker, Vargas. This resolution speaks to the ability of the Board of Directors, with a majority vote, to request a second legal opinion. This resolution also establishes a pool of three attorneys/firms from which to choose this second opinion. This resolution was then opened to discussion. The question was raised as to budgeting and also how to establish the legal pool. Board Members spoke to this resolution both for and against. A Board Member asked for example/s where they would have asked for a second

opinion. No specifics were given at this time; however, it was felt by many on the Board they would like to have that option. This lengthy discussion continued with many differing opinions offered.

The maker spoke to a revision of the suggested resolution. Changes were made to the originally presented resolution. The resolution was reviewed for wording prior to the vote. Amended Resolution #6 was put forth for a roll call vote and was passed unanimously. (20-yes)

1618 TDY

This discussion pertained to Union representatives utilizing TDY taking them out of their base. An individual must be on reserve active status. If you are on a paper bid, you would not be eligible. A point was made that the TDY situation would exist as there was need for the staffing and a union rep should not accept AP removal during that time as it would short the base they were to be assisting. Statements were made both positive and negative toward this TDY option being utilized by a union rep. It was agreed that a policy should be put in place. Three individuals will prepare a policy addressing this issue both voluntary TDY and drafted TDY as pertains to an APFA rep. This proposed policy will be presented at the May Board Meeting.

1636 Resolution #7 – Dues Obligation

Maker: Martin

Second: Kaswinkel

Resolution #7 was read into the record by the maker, Martin. This resolution speaks to dues owed by flight attendants on an involuntary LOA covering the period 1/8/2010 through 6/18/2014. The maker explained the history of this action requested in the resolution. Rosemary Cooper of the APFA Dues Department was available to the Board for questions and implementation issues. Rosemary stated there are approximately 1300 flight attendants who fall into this category. Board Members requested clarification on several issues involved. This complicated issue was discussed for quite some time. A question was asked of Legal Counsel which was considered attorney/client privilege; therefore, the meeting was taken off the record.

1649 Meeting Taken Off the Record

1801 Meeting Back On the Record

National President Glading stated that it was necessary to extend the meeting as it had been nine (9) hours, the limit in the Constitution. A motion was made to extend the meeting for one (1) additional hour. This motion was passed and the meeting continued under Dues Obligation. The maker was meeting with Legal Counsel concerning this resolution. The Board agreed to move on to the next agenda item while the subject resolution (#7) was being amended.

1803 APFA Counsel – Resolution #8 - Withdrawn

The maker asked to speak to the Board off the record concerning this resolution enabling the new Board Members to be briefed as well as discussion amongst the Board.

1803 Meeting Taken Off the Record

1827 Meeting Back On the Record

At this time, the maker asked to withdraw the resolution entitled APFA Counsel.

1828 Voluntary Division Transfers

The discussion regarded the transfer from one division to another within the entire system; i.e., LAA to LUS bases and the qualifications and training involved. It is felt that many flight attendants would like to have this opportunity as soon as possible. This issue will be discussed with the Company at the May Board Meeting.

1831 HNL/OGG Staffing

The discussion revolved around the elimination of the purser position on these flights. The inherent problems involved in this decision were outlined and the possible solution by eliminating certain services offered. There has been no official response from the Company regarding the problems/solutions for this new procedure. National President Glading will follow up on this as well as addressing it during the Company attendance at the May Board Meeting. Other bases had this concern on certain flights where the purser position was eliminated. Grievances will be filed concerning this issue.

1837 Resolution #7 – Continued

Amended Resolution #7 was read into the record by the maker, Martin. This resolution was put forth for a roll call vote and was passed unanimously. (20-yes)

1844 Resolution #9 – Maintenance Agreement – WITHDRAWN

Maker: Britton

Second: Darak

Resolution #9 was read into the record by the maker, Britton. This resolution speaks to the extension of the agreement until May 31, 2015. The original agreement expired on March 31, 2015, which forwarded all LUS dues back to AFA to administer the contract. There was some discussion regarding the timeline of the Maintenance Agreement. The maker withdrew this resolution.

1852 Resolution #10 – JSIC

Maker: Kaswinkel

Second: Darak

Resolution #10 was read into the record by the maker, Kaswinkel. This resolution speaks to the requirements for the members of the JSIC – Joint Scheduling Implementation Committee. This raised the question of individuals being appointed to this committee who were also full time in other positions. The APFA Constitution was consulted concerning this question. The discussion explored the pros and cons of dual duty as pertains to the JSIC. Resolution #10 was passed with a vote of 14-yes, 6-no.

1910 Meeting Recessed

A motion was made to extend the length of the meeting. The motion failed and the Special Board of Directors' Meeting was recessed until Monday, April 6 @ 9:00 am.

**SPECIAL APFA
BOARD OF DIRECTORS' MEETING
DAY TWO
APRIL 6, 2015**

0914 Call to Order

National President Glading called day two of this special meeting to order.

0915 Roll Call

National Secretary Pharr was asked to take the roll call and all were present for the continuation of the Special Board of Directors' Meeting.

0916 Resolution #10 – JSIC – Reconsideration

A motion was brought forth to reconsider Resolution #10. Discussion began regarding the wording in this resolution concerning the appointments to the JSIC and the ramifications of this resolution. A procedural question was asked of Legal Counsel regarding the appropriate action to reconsider a resolution. It was determined that discussion could occur while the motion was on the floor. One Board Member was concerned about policy being established for committee formation. Comments were made that more new people need to be involved to gain experience and expand the pool of knowledgeable individuals to fill positions and that a concerted effort should be made by all to do so. Several opinions were brought forth both for and against the intent of this resolution. This discussion continued for some time.

The Board took a poll on whether to vote on the reconsideration or for the Board to caucus on the issue. It was determined by a majority that the Board would vote on whether or not to reconsider Resolution #10 passed on April 5, 2015. A roll call vote was taken and the motion failed; therefore, Resolution #10 will stand. (8-yes, 12-no)

1006 Constitution Article 3 Section 4

This was a discussion item only. The Constitutional article referred to addresses the APFA Executive Committee. It was suggested that a discussion be had concerning the abolishment of the Executive Committee and solely utilizing the Board of Directors, which will be decreasing in size to 14 with the combined operations. Several comments were made both for and against and the complexity of doing that. This would require a change to the Constitution. This subject was brought up to encourage discussion. A point of information was given by Legal Counsel that this was considered by the Constitution Committee during the last referendum but the Board did not wish to do so at that time. A Board Member felt that the role of the Executive Committee in conjunction with the Board should be more thoroughly explained including the role of the Ad Hoc members. The Executive Committee cannot make policy, only suggest/recommend to the

Board of Directors. Comments were made regarding the length of time the Ad Hoc elections take.

1022 Committees

The speaker was concerned about the various committees formed and the notification process regarding these committees. The MEET Committee was used as an example; however, National President Glading did state that this was shared with the Board during the weekly BOD call on the Friday after the MEET initiative was conceived. National President Glading will have an update presentation added to the agenda for the MAY meeting. The Board Member was concerned with a response from a member of the team/committee. There was continued discussion regarding the importance and value of the weekly BOD call and the information that is shared on those calls.

1047 Board/EC/Conference Call – Postponed

1047 Transparency for Union Business – Postponed

1059 Resolution #11 – Payloss

It was determined that not all Board Members had a copy of this Resolution. It was decided to take the lunch break at this time allowing copies to be made.

1053 Break including lunch

1157 Meeting Back On the Record

1158 Resolution #11 – Payloss – Continued

Maker: Gunter

Second: Breckenridge

Resolution #11 was read into the record by the maker, Gunter. This resolution speaks to the difference in compensation for LUS versus LAA flight attendants for trip removals as the PBS applies only to LUS. This assigns the Budget Committee to formulate a solution to this inequity to be presented at the May Board Meeting. This resolution was opened to discussion. A Board Member explained how schedules are built for LUS under the PBS which is totally seniority driven. A question was raised regarding the difference of an LAA reserve flight attendant max versus a junior LUS flight attendant.

Explanations of the LUS PBS system continued as well as comparisons to the current LAA system. This resolution suggests a minimum of 85 hours with a cap of 105 to apply to both LUS and LAA on a temporary basis only until a permanent solution can be formulated. This is for full month paper bid eligible representatives only. Several questions were raised regarding this very complicated issue. This is a suggestion for a temporary one month (April) solution with the possibility of utilizing in May.

It was suggested that the resolution be amended to limit the time of its applicability. Sixty (60) days was suggested allowing certain members to support this resolution. The discussion continued for some time with several clarification questions raised. Amendments were suggested to be considered by the maker and second. The maker will consider these changes with additional input from the Board. A poll was taken whether this resolution should apply only to LUS, which a majority of the Board agreed to. A second poll was taken restricting the length of this temporary solution to a ninety (90) day, or three month period, which a majority of the Board also concurred with. These amendments will be incorporated into Resolution #11 prior to the vote.

A motion to amend Resolution #11 was put forth with changes requested by the Board. Amended Resolution #11 was read into the record and the changes were accepted by the maker and second. At this time, Resolution #11 was put forth for a roll call vote and was passed. (14-yes, 6-no)

1301 Resolution #12 – SAC – WITHDRAWN
Maker: Legeros
Second: Britton

Resolution #12 was read into the record by the maker, Legeros. This resolution speaks to the formation of a special advisory panel which would be consulted prior to the release of any public statements on behalf of the APFA and the membership. This discussion focused on a recent letter released concerning Etihad Airlines. National President Glading spoke to this recent press release and its relationship with the Open Skies Policy, which will ultimately have a direct effect on jobs at American Airlines. All attorneys involved in the Open Skies issue, including the other airlines in this effort, reviewed this letter. It was felt at this time by many that the meeting should be taken off the record briefly.

1309 Meeting Taken Off the Record

1331 Meeting Back On the Record

After discussions were conducted off the record amongst the Board of Directors, the maker requested that Resolution #12 be withdrawn.

1332 Meeting Format

The Board Member responsible for this agenda item shared his reasons for the requested discussion. He felt that the Board Meeting format could be streamlined as much of the information presented via Departmental Chairs had previously been supplied via written reports, and reported to the most recent Executive Committee meeting. Additionally, it was felt that other information could have been shared electronically prior to the meeting. The Company participation and presentations to the Board were also discussed. The suggestion was made that the Chairs be available, should there be a question on their report or a specific issue. A specific time line was suggested for questions to be presented to the Department Chairs.

1343 President - POSTPONED

Under this agenda item, the resolution had not been submitted as it was considered a “possible” action item. It was suggested that a break be taken allowing the Board to review the resolution that the Board Member wished to submit.

1344 Meeting Taken Off the Record

1951 Meeting Back On the Record

The meeting was brought back on the record after lengthy discussions off the record. The agenda item, President, was postponed until the next scheduled Board of Directors Meeting in May.

1952 Resolution #13 – JFK Trip Removals/Budget – WITHDRAWN

Maker: Eherts

Second: Bedwell

Resolution #12 was read into the record by the maker, Eherts. This resolution speaks to trip removals authorized without the knowledge or consent of the JFK Base President. Examples of these removals were cited by the maker as well as teleconferences with some of the National Officers. It was acknowledged that indeed the base president is in charge of the budget; and should have the ability to determine the other trip removals. This was a difference of interpretation of language contained in the Policy Manual and situations that have arisen in the past. The history of the reasons for the language in the Policy Manual was discussed. Language is not provided for the transition period after elections. It was suggested that clarification be determined concerning the partial paper bid, and clarification for the transition periods. Several Board Members shared opinions and how they have / would handle this situation.

At this time, it was necessary to formally extend the meeting for an additional hour. The meeting was extended by a majority vote of the Board.

The discussion regarding the subject paper and partial paper bid trip removals continued. The policy language was highlighted and input given from several different Board Members and Officers. Once again, it was acknowledged that it may be necessary to formulate policy concerning the transition period. Some scenarios were discussed that could occur during this period. The problem was deemed to be concerning the partial paper bid for the Base Vice President and who should authorize that during the transition period. The National Treasurer was asked to submit a resolution for the next Board Meeting that would clarify who should have the authority to do that. For this meeting’s purposes, the maker was asked to withdraw this resolution after a solution was suggested for the problem which occurred this month. The maker agreed to withdraw Resolution #12.

2034 O'Neill & Associates - POSTPONED

This agenda item and resolution were postponed until the next Board Meeting.

2035 Motion to Adjourn

A motion was made to adjourn the Special Board of Directors' Meeting, which was unanimously passed by the Board. The Board Meeting was officially adjourned.