

**APFA
SPECIAL BOARD OF DIRECTORS' MEETING
JANUARY 12-13, 2016**

**Sheraton Hotel
Dallas, Texas**

1421 Call to Order

National President Gluth called this Special Board of Directors' Meeting to order.

1422 Roll Call

The roll call was taken by National Vice President Knuth with all Board Members present; however, National Secretary Pharr and National Treasurer Gunter were unable to attend.

1423 Resolution #1a – Amend the Agenda

Maker: Gluth

Second: MacPherson

At this time, revisions and additions to the presented agenda were requested. Some additions were requested. Resolution #1A was presented amending the agenda. This resolution was passed unanimously.

1428 Resolution #1 – Approve the Agenda

Maker: Gluth

Second: Knuth

Resolution #1 was put forth for a roll call vote approving the agenda as amended. This resolution also was passed unanimously.

1429 Letter to Company Regarding Former APFA President

An off the record discussion took place amongst the APFA Board of Directors present, regarding this situation and the APFA response during the morning portion of the meeting.

National President Gluth stated that the purpose of the letter is to express the APFA's displeasure concerning the Company's actions, especially in the middle of National Officer Elections. Conversations have occurred with the Company concerning the former APFA National President's employment and APFA was informed that the Company will hire whom they wish with no resolution to APFA's concerns. National President Gluth asked for input from the Board as well as attendees at this meeting.

It was suggested that a small group formulate a suggested letter allowing input from the Board of Directors. It was also suggested that this letter be worded requiring a response from the Company, rather than just state the APFA's anger at its timing, implication of actions, etc.

Several individuals did share their opinions with the Board. National President Gluth did state that it had been suggested that an independent outside firm be hired to conduct an internal investigation and interview any and all involved. The issue of a confidentiality agreement and the problems of enforcement of such were discussed. This type of situation has never before been an issue for APFA. It was decided to move forward with the meeting agenda and return to this issue prior to the adjournment of this meeting.

1443 Resolution #2 – Non-Compete Resolution
Maker: Nikides
Second: Gluth

The maker spoke to a resolution he previously put forward and had been passed in October. It had been suggested that this resolution be revisited with stronger language containing penalties. The maker's resolution was read into the record. This resolution restricts the named Union representatives from accepting employment with the Company within two years of leaving a Union position. This resolution was put forth for discussion and did continue for some time. Language was amended that pertained to those covered under the employment restriction spoken to in the resolution. The exact wording of the resolution was extensively discussed and revised. Several questions of clarification were raised extending the discussion. The enforcement of this policy was raised as pertains to a necessary Constitutional change. An Oath of Office was suggested as an additional safeguard. A suggestion was brought forth to obtain the policy concerning this situation from other unions either on the property or outside of the Company. Once again, the specific wording of this resolution was questioned regarding transition from a union position to a company position.

At this time, it was requested that the meeting be taken off the record for a briefing by legal counsel.

1523 Meeting Taken Off the Record

1612 Meeting Back On the Record

Amended Resolution #2 was read into the record by the maker, Nikides. This resolution speaks to the commitment and loyalty of each union representative. Each will be asked to sign a commitment that they will not accept employment with the American Airlines group or subsidiaries in a management/consulting capacity within two years of leaving Union office or an elected position. The Board recommends a change to the APFA Constitution to reflect this mandate and will seek financial and legal penalties for anyone who violates this requirement. This resolution as brought forward was opened for discussion. Several questions were raised. It was requested that the meeting be taken off the record briefly.

1615 Meeting Taken Off the Record

1617 Meeting Back On the Record

Clarification questions were raised as well as the legality or enforcement of the policy as stated in the resolution. This dilemma was discussed at length. It was felt that this resolution was a step toward a constitutional referendum concerning this issue. Wording was again discussed and the maker's resistance to extensive revision. A brief legal opinion was given off the record prior to the vote. Resolution #2 was put forth for a roll call vote and was passed. (13 yes, 1 no)

1626 National Officer Results Announcement

The Board Member spoke to the way the results were disseminated via social media. It was felt that the information was disseminated prior to the APFA official announcement. The meeting was taken off the record for briefing by legal counsel.

1630 Meeting Taken Off the Record

1634 Meeting Back On the Record

Several Board Members commented that the results appeared on social media prior to their being officially alerted by APFA. Social media is instantaneous and it would be very difficult to insure an official APFA announcement prior to being posted. The D.O.L. states that once the electronic balloting is complete, it is public knowledge. The candidate notification process or lack thereof was discussed. This issue will be put on the agenda for the Annual APFA Convention.

1642 Voter Engagement/Ineligibles

A Board Member questioned the large number of ineligible voters at this time. She requested a list be submitted for each base allowing clarification or assistance to those who are deemed ineligible. Legal Counsel provided definitions and categories of those in bad standing and ineligible to vote. The reasons for ineligibility were discussed extensively by the Board as well as suggested solutions outside of becoming dues current.

1656 Informational Picketing

An informational picketing may take place during the Earnings Meeting, at AA Headquarters. The Communications Department has organized the demonstrations in the past. National President Gluth would like to form a committee to volunteer to organize this. The ACT Committee was suggested as the organizers. This proposed demonstration would be taking place in two weeks. Several ideas were suggested and questions were raised as to location, theme, etc. A volunteer or volunteers were requested to work with the Communications Department organizing this event. A Board Member brought up the "silent walk" demonstration, which can be held inside the terminal of any airport and has proven very effective.

1709 Mobilization Committee

This item will be deferred until tomorrow's meeting.

1709 ID Update

A question was raised regarding the new ID's that are issued without date of hire. Several NOD's were filed based on Rule 16. All ID's issued from this point forward will not include date of hire. The reason for this was requested. The Company feels it is not necessary on the ID and to prevent mistakes concerning the hire date. The expiration dates have been staggered, which was felt could cause additional problems. The pilots' new badges do not show date of hire.

1720 New Uniform

The speaker wished to address the Company goal of having all flight attendants in one uniform by September, 2016, while still not having all contract items implemented. He felt this was a leverage item. A comment was made that all contract items are not scheduled to be implemented until April, 2017. A comment was made by a member of the APFA team working on the implementation that they did not feel the Company was stalling and they are working very hard to accomplish the implementation. Additionally, the question was raised what the legal issue is as far as refusing to wear the uniform when told to do so. This suggestion by the speaker did create much discussion amongst the Board. Several differing opinions were brought forth.

National President Gluth spoke to the letter to the Company previously addressed during this meeting. A tentative letter for revision by the Board will be distributed this evening for discussion at tomorrow's meeting. Additionally, the Mobilization Committee will be formulated and discussed.

A motion to recess for the evening was agreed to unanimously by the Board.

1744 Meeting Recessed

**APFA
SPECIAL BOARD OF DIRECTORS' MEETING
DAY TWO
JANUARY 13, 2016**

1436 Call to Order

National President Gluth called day two of the Special Board of Directors' Meeting to order. The Board Meeting began earlier in the day off the record with a briefing by the Negotiating Team.

1436 Roll Call

National President Gluth, the only National Officer present at this time, took the roll call of the Board. All Base Presidents were present with the exception of MIA.

1438 Resolution #3 – Mobilization Task Force
Maker: Bedwell
Second: Valenta

Resolution #3 was read into the record by the maker, Bedwell. This resolution speaks to the formation of the Mobilization Committee, appoints the members of this committee and speaks to its funding. The resolution was open to discussion. Several questions were raised regarding the purpose and time involved in the intent of this committee. This committee is charged with educating and engaging approximately 26,000 flight attendants, which could be very costly. A proposed member of the Committee asked the Board about their expectations prior to the March Annual Convention. Also, the question of whether the Budget Committee should be advised for inclusion in the proposed budget was raised. Members of the Board felt that this Committee should be given more direction by the Board as to what they wish to see accomplished prior to setting it in motion. This created additional discussion. The maker's goal was to determine why there is a disconnect in communication and interest in the Union. He felt that the diversified group suggested would bring new input into this effort. Ideas from the LUS mobilization efforts will be utilized as well. The point was made that the definition of mobilization and this committee's assignment should be clear and agreed to by all.

Resolution #3 was put forth for a roll call vote and was passed. (13 yes, 1 absent)

1455 Meeting Taken Off the Record

1606 Meeting Back On the Record

Discussions were held off the record concerning the proposed letter from the APFA to American's CEO, Doug Parker. The proposed letter was discussed briefly on the record.

1610 Resolution #4 – Motion to Adjourn
Maker: Britton
Second: Valenta

The motion to adjourn was agreed to by the Board via verbal vote.