

**APFA
SPECIAL BOARD OF DIRECTORS MEETING
AUGUST 26, 2019**

**Holiday Inn DFW Airport South
Fort Worth, Texas**

1108 Call to Order

National President Bassani called the Special Meeting of the Board of Directors to order.

1109 Opening Remarks by National President Bassani

National President Bassani announced that a Reserve Round Table will be held at APFA Headquarters. Once the Hotline is released, it will be a first come, first served for the membership to sign up to attend at APFA Headquarters.

The Boston Roadshow, which was cancelled due to weather, will be held on September 24th with the Negotiating Team. A makeup visit for the base in Washington, D.C., will be held on September 25th.

National President Bassani then spoke to the negotiation information now displayed, section by section, on the APFA website, APFA.org., showing the current status. This is the first time this information has been posted by the APFA in this format.

The APA elected new National Officers at the end of July. A meeting was held this past week with the newly elected National Officers. The APFA and APA's bargaining coalition will continue with all other Unions on the property. They will be communicating with the APFA throughout the process.

National President Bassani stated that she has sent letters to all Flight Attendant Unions in the country in an attempt to revive the Flight Attendant Coalition. The coalition has been dormant for a few years, and this would be an opportunity for unions to work collectively on important Flight Attendant issues. After receiving many positive responses, we are looking to schedule a meeting in the fall.

National President Bassani spoke to the many events being held on September 11th. These ceremonies will be shown on the APFA website. APFA will be represented at Ground Zero in New York, the Pentagon and Shanksville, Pennsylvania as well as at the 9/11 Flight Crew Memorial in Grapevine, Texas.

The Attendance Policy Arbitration is continuing. The Company will be continuing to present their case on September 12-13th at the Westin DFW North. All members in good standing are welcome and invited to attend.

The Global Air Quality Conference is being held in London in September and will be attended by the Smoke & Fume Specialist Thomas Houdek, Safety Chair Jeffrey Ewing, and National President Bassani, who has been asked to be a keynote speaker. The APFA will be participating in a Human Trafficking Survey in the future along with other Flight Attendant Unions.

National President Bassani spoke to this Special Board of Directors Meeting and the reason for it. The APFA is dedicated to transparency and the Board is pleased to see membership attendance at this meeting. The issues to be dealt with have been thoroughly researched and the National Officers and Board of Directors are ready to resolve the issues.

1115 Roll Call

National Secretary Hillman was asked to take the roll call. All members of the Board of Directors and National Officers were present.

1116 Agenda Review and Approval

Additions, deletions and amendments to the agenda as presented were requested at this time. Additions to New Business were requested.

1120 Resolution #1a – Amend the Agenda

Maker: Bassani

Second: Gunter

Resolution #1a amending the agenda was put forth for a roll call vote and was passed unanimously. (13-yes, 0-no)

1122 Resolution #1 – Approve the Agenda

Maker: Bassani

Second: Geiss

Resolution #1 approving the agenda as amended was put forth for a roll call vote and was passed unanimously. (13-yes, 0-no)

1123 NEW BUSINESS

1123 Resolution #2 – Payouts to former National Officers

Maker: Gunter

Second: Babi

Resolution #2 was read into the record by the maker, National Treasurer Gunter. This resolution speaks to an overpayment to former National Officers and research into the past practice of interpreting the APFA Policy Manual, Section 6.B. and to confirm, if in fact, overpayments were made and the amounts in question. It was determined during the investigation that there was a deviation from past practice in interpreting the policies of the APFA with respect to payouts.

The resolution spoke to the individuals involved and the monies to be recovered. There was no additional discussion requested concerning this resolution. Resolution #2 was put forth for a roll call vote and was passed. (12-yes, 0-no, 1-abstain)

1126 Resolution #3 - PPO Bid Maximum – Briefly Postponed

1126 LM2/Accounting

Several clarification questions were asked by a Board Member concerning the distribution of the past month's financials and the approximate filing date for the LM2s. The speaker also requested information regarding an additional accountant that may be hired as previously discussed at a Board Meeting. National Treasurer Gunter addressed the accountant situation to the Board. After the leave of absence of the previous Accountant, APFA obtained the services of an accounting clerk from an accounting temp service. It was later determined that the APFA Staff Member would not be returning following the leave, therefore, National Treasurer Gunter began taking applications for a new Accountant. He feels it is imperative to have an Accountant vs. a clerk with knowledge of our programming to ensure the correctness of the monthly financials, the annual audit, and the LM2's. National Treasurer Gunter addressed issues which affected the timely filing of the LM2's. Although a hardship exemption allowed a paper filing, the Treasurer believed an electronic filing can occur once the Annual Audit is complete, which is under way.

National Treasurer Gunter spoke to hiring an Accountant to replace the former Accountant, and how the hiring process interacts with the UAW contract for the staff union on property. The APFA and UAW must negotiate the new position prior to hiring the Sr. Accountant as it will require a higher skill level for the new position. He has three (3) people he wishes to interview again and hopes to have the position filled in September. A suggestion was brought forth from the gallery regarding a forensic accounting firm. National President Bassani explained the processes that are in place, and the plans for a financial review after the audit was complete. The gallery speaker was invited to meet with the National Treasurer to have her additional concerns/questions addressed.

An additional gallery member spoke to his financial concerns and the actions he has taken as of this date. He wished to submit a resolution for consideration of the Board. The subject resolution was given to Legal Counsel for review. National President Bassani requested that this individual come to Headquarters to review the audit and meet with the Treasurer and President. Legal Counsel present spoke to the procedures to be followed for the subject review. He stated that all labor unions are regulated more stringently than regular business thru statutes of the Federal government. Because Unions are involved in inter-state commerce, it involves Federal law. Certain reports are required to be filed and are open to the membership and the public. The Treasurer cannot be the accountant nor auditor. They must be separate individuals. Additionally, there is oversight by the Department of Labor. Legal Counsel went on to explain that typically an outside, independent audit is conducted and very rarely is a forensic audit done. The law does allow for an inspection of documents at a mutually convenient time for the Union and member. Protocol, order and review must be established for this review and inspection; not

the copying of documents. The resolution submitted by the member will be reviewed by Legal Counsel. Legal Counsel was unable to bring forth an opinion on this immediately; however, will research and review the resolution for the APFA and the member submitting this resolution. The member stated that he was in agreement with this review and wanted the information submitted to be handled correctly and as quickly as possible. Legal Counsel will be meeting with the member outside of this meeting to accomplish this.

1155 Clarification on Resolution #2, APFA Strategic Communications Specialist, from the August 12, 2019 SBOD Meeting

The maker of the subject resolution wished to clarify that there was no violation by National President Bassani of Policy Manual Section 4.A.10.5 as was stated in Resolution #2 from the Special Board of Directors Meeting on August 12, 2019.

1158 Clarification on Resolution #4, Pay Loss Parity, from the May 6, 2015 SBOD Meeting

The Board Member bringing this agenda item forward explained the purpose of this resolution. This resolution spoke to the differences in pay of representatives from PBS and non-PBS bases. The speaker stated that this was never intended to supplement a full-time trip removal. If this is occurring, he felt it must immediately stop. Other Board Members agreed with this interpretation. It was felt that this may need to be clarified in the Policy Manual during the Fall Board Meeting.

1201 Resolution #3 - PPO Bid Maximum (Continuation of discussion)
Maker: Gunter
Second: Geiss

Resolution #3 was read into the record by the maker, National Treasurer Gunter. This resolution speaks to revisions of the APFA Policy Manual concerning PPO bid maximums. The resolution was opened to discussion. Legal Counsel asked for clarification on whether this was a revision or a total replacement of language. The maker stated that it was a total replacement of previous language. A correction of wording was also requested. The bid maximum is currently 110, not 105. The language in the policy manual needed to be updated to reflect the current bid max. Several questions and comments were brought forth regarding the 110 maximum. This issue created extensive Board discussion concerning compliance with the Policy Manual and the elimination of any abuse of policy. The point was made that this puts the policy in line with the current contract language. After a lengthy discussion, Resolution #3 was put forth for a roll call vote and was passed. (12-yes, 1-no)

1224 Working Lunch Break

Discussions held during lunch will be under attorney-client privilege and with the Board of Directors only.

1314 Meeting Back On the Record

1314 Continuation of Discussion – Resolution #2 from the August 12, 2019 SBOD Meeting

National President Bassani yielded to an AdHoc member who felt that a Motion to Reconsider should be utilized. This motion, under the name of the maker of the original resolution #2, was read into the record. This motion requests that this resolution be reconsidered at the next meeting of the APFA Board of Directors on October 16, 2019. This motion also requests that publication of the minutes of the Special BOD Meeting on August 12, 2019, be suspended until after reconsideration.

The Motion to Reconsider was put forth for a vote; however, the vote was postponed for clarification. This motion is a procedural issue only; however, it did create additional discussion concerning the original Resolution #2 and the actions outlined therein. Members of the Board and gallery did participate in this discussion. It was suggested to settle this issue during this meeting rather than postpone until the Fall Board Meeting. It was stated by a Board Member that the issue needing more clarification was the policy for a notification process by the National President.

After additional discussion, the maker of the Motion to Reconsider asked to withdraw the motion.

1331 Resolution #4 – Adjourn
Maker: Kaswinkel
Second: Milenkovic

The Special Board of Directors Meeting was adjourned by a unanimous show of hands. The Base Presidents and AdHoc members of the Executive Committee were asked to remain for a confidential discussion with Legal Counsel.