



VALLEY SCHOOLS WORKERS'
COMPENSATION GROUP

VALLEY SCHOOLS
INSURANCE GROUP

VALLEY SCHOOLS
EMPLOYEE BENEFITS GROUP

VALLEY SCHOOLS EMPLOYEE BENEFITS GROUP

MINUTES OF THE ANNUAL MEETING ON JUNE 9, 2021

1. The meeting was called to order by Tom Boone at 4:27 p.m.

2. **Board Members Present:**

- Tom Boone, Chairman/CEO
- Bill Maas, Secretary-Treasurer
- Jill Barragan, Member
- Jim DiCello, Member (attended via Zoom)
- Jim Migliorino, Member
- Michelle Myers, Member (attended via Zoom)

Staff Present:

- Lisa Dessenberger, Executive Assistant
- Jodi Jerich, General Counsel

Guests Present:

Mike Barragan, Assistant Superintendent for Business and Auxillary Services, Glendale Elementary School District (*Mike Barragan officially became a Member of the VSEBG Board after the motion recorded on agenda item #6*)

3. Approval of the minutes of the VSEBG Annual Board meeting held on December 16, 2020.

MOTION: Jill Barragan SECOND: Jim Migliorino VOTE: 6-0-0-0

Tom Boone – <u>yes</u>	Jill Barragan – <u>yes</u>	Jim Migliorino - <u>yes</u>
Bill Maas – <u>yes</u>	Jim DiCello – <u>yes</u>	Michelle Myers - <u>yes</u>

4. Approval of the minutes of the VSEBG Executive Session held on December 16, 2020.

MOTION: Jim Migliorino SECOND: Bill Maas VOTE: 5-0-1-0

Tom Boone – <u>yes</u>	Jill Barragan – <u>abstain</u>	Jim Migliorino - <u>yes</u>
Bill Maas – <u>yes</u>	Jim DiCello – <u>yes</u>	Michelle Myers - <u>yes</u>

5. Ratification of Acts of the Administrator for FY 2020-2021

The following motion was made:

"I move that all acts performed and contracts or agreements entered into and all actions of any nature that have been taken or authorized with respect to the Corporation by its Administrator, the Valley Schools Management Group, be approved, ratified and adopted as the Corporation's actions, and the Corporation assumes all liability hereunder as though such acts or contracts or agreements had been performed or entered into initially by the Corporation."

MOTION: Jim Migliorino SECOND: Jim DiCello VOTE: 6-0-0-0

Tom Boone – yes
Bill Maas – yes

Jill Barragan – yes
Jim DiCello – yes

Jim Migliorino - yes
Michelle Myers - yes

6. Motion to convene Executive Session, pursuant to:

A.R.S. § 38-431.03(A)(1) – Discussion and consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining, or resignation of a public officer, appointee, or employee of any public body; for the purpose of appointment of Directors and election of Officers, and;

A.R.S. § 38-431.03(A)(3) – Discussion and consultation for legal advice with counsel; for the purpose of changes to the Bylaws.

Per advice from Jodi Jerich, General Counsel, an Executive Session was not necessary. The following motions were made:

"I move that the Board adopt and approve the changes to the Third Amended and Restated Bylaws of the Valley Schools Employee Benefits Group in the form presented to the Board and as discussed with legal counsel."

MOTION: Tom Boone SECOND: Jill Barragan VOTE: 6-0-0-0

Tom Boone – yes
Bill Maas – yes

Jill Barragan – yes
Jim DiCello – yes

Jim Migliorino - yes
Michelle Myers - yes

"I move that Mike Barragan be appointed to the VSEBG Board as a Permanent Director effective immediately."

MOTION: Tom Boone SECOND: Jill Barragan VOTE: 6-0-0-0

Tom Boone – yes
Bill Maas – yes

Jill Barragan – yes
Jim DiCello – yes

Jim Migliorino - yes
Michelle Myers - yes

"Pursuant to Article IV of the Bylaws, I move that Jim DiCello be elected Vice-Chairman of the VSEBG Board effectively immediately."

MOTION: Jill Barragan

SECOND: Bill Maas

VOTE: 7-0-0-0

Tom Boone - yes

Mike Barragan - yes

Michelle Myers - yes

Bill Maas - yes

Jim DiCello - yes

Jill Barragan - yes

Jim Migliorino - yes

7. Return to Regular Session.

There was no Executive Session.

8. Possible action from Executive Session.

There was no Executive Session.

9. Board Member comments.

Mike Barragan thanked the Board and stated he looks forward to working with the group.

The meeting adjourned at 4:43 p.m.

Respectfully submitted,



Bill Maas, Secretary