



VALLEY SCHOOLS WORKERS'  
COMPENSATION GROUP

VALLEY SCHOOLS  
INSURANCE GROUP

VALLEY SCHOOLS  
EMPLOYEE BENEFITS GROUP

## VALLEY SCHOOLS INSURANCE GROUP

### MINUTES OF THE ANNUAL MEETING ON JUNE 9, 2021

1. The meeting was called to order by Tom Boone at 4:52 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 Axillary Services, Glendale Elementary School District (*Mike Barragan officially became a Member of the VSIG Board after the motion recorded on agenda item #5*)

3. Approval of the minutes of the VSIG Annual Board meeting held on May 27, 2020.

MOTION: Bill Maas

SECOND: Jim Migliorino

VOTE: 5-0-1-0

Tom Boone - yes

Bill Maas - yes

Jill Barragan - yes

Jim DiCello - yes

Jim Migliorino - yes

Michelle Myers - abstain

4. Ratification of Acts of the Administrator for FY 2019-2020.

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: Michelle Myers      VOTE: 6-0-0-0

Tom Boone - yes  
Bill Maas - yes

Jill Barragan - yes  
Jim DiCello - yes

Jim Migliorino - yes  
Michelle Myers - yes

5. 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 Second Amended and Restated Bylaws of the Valley Schools Insurance Group in the form presented to the Board and as discussed with legal counsel."*

MOTION: Tom Boone      SECOND: Jim Migliorino      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 VSIG Board as a Permanent Director effective immediately."*

MOTION: Tom Boone      SECOND: Michelle Myers      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 VSIG 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

6. Return to Regular Session.

There was no Executive Session.

7. Possible action from Executive Session.

There was no Executive Session.

8. Board Member comments.

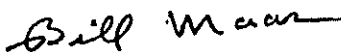
It was suggested the Board reconsider the action of agenda item #3, 'Approval of the minutes of the VSIG Annual Board meeting held on May 27, 2020. A discussion took place regarding amending those minutes and the following motion was made:

*"I move to approve the minutes of the VSIG Annual Board meeting held on May 27, 2020 as amended to ~~strikethrough~~ the portions of the minutes whenever Mike Barragan voted."*

MOTION: Bill Maas      SECOND: Jim Migliorino      VOTE: 6-0-1-0  
Tom Boone-yes      Mike Barragan -yes      Michelle Myers - abstain  
Bill Maas - yes      Jim DiCello - yes  
Jill Barragan - yes      Jim Migliorino - yes

9. The meeting adjourned at 5:03 p.m.

Respectfully submitted,



Bill Maas, Secretary