



Management Board

Tom Boone, Chairman/CEO
Mike Barragan, Vice-Chairman
Bill Maas, Treasurer
Jim Migliorino, Secretary
Jill Barragan, Member
Jim DiCello, Member
Ken Hicks, Member
Michelle Myers, Member

VALLEY SCHOOLS MANAGEMENT GROUP
MINUTES OF THE MEETING OF MAY 24, 2023

1. The meeting was called to order by Tom Boone, Chairman, at 11:34 a.m.

2. **Board Members Present:**

Tom Boone, Chairman/CEO
Jim DiCello, Vice-Chairman
Bill Maas, Secretary-Treasurer
Jill Barragan, Member
Mike Barragan, Member
Ken Hicks, Member
Jim Migliorino, Member

Board Members Absent:

Michelle Myers, Member

Staff Present:

Lisa Dessenberger, Executive Assistant
Tom Elliott, Executive Director Member Services
Laura Felten, Chief Financial Officer
Raquel Flores, Administrative Assistant
Jodi Jerich, General Counsel
Leigh Steele, Director Marketing and Communications
Kendall Taylor, Executive Director Health and Wellness Services (arrived at 12:25 p.m.)

Guests Present:

Meghaen Dell'Artino, Lobbyist, Public Policy Partners
Gretchen Jacobs, Lobbyist, Arizona Governmental Affairs (arrived at 11:40 a.m.)

3. Approval of the VSMG Board meeting minutes on April 19, 2023.

MOTION: <u>Jill Barragan</u>	SECOND: <u>Mike Barragan</u>	VOTE: <u>7-0-0-1</u>
Tom Boone – <u>yes</u>	Mike Barragan – <u>yes</u>	Jill Barragan – <u>yes</u>
Jim DiCello – <u>yes</u>	Ken Hicks - <u>yes</u>	Bill Maas – <u>yes</u>
Jim Migliorino – <u>yes</u>	Michelle Myers – <u>absent</u>	

4. Approval of the VSMG Executive Session meeting held on April 19, 2023.

MOTION: <u>Mike Barragan</u>	SECOND: <u>Ken Hicks</u>	VOTE: <u>7-0-0-1</u>
Tom Boone – <u>yes</u>	Mike Barragan – <u>yes</u>	Jill Barragan – <u>yes</u>
Jim DiCello – <u>yes</u>	Ken Hicks - <u>yes</u>	Bill Maas – <u>yes</u>
Jim Migliorino – <u>yes</u>	Michelle Myers – <u>absent</u>	

5. Motion to convene Executive Session pursuant to A.R.S. §38-431.03(A)(3) for consultation and discussion with legal counsel regarding a Conflict of Interest Policy for the Board of Directors.

This item was tabled until the October 2023 VSMG Board meeting.

Mr. Boone will work on a VSMG draft COI policy with:
Mike Barragan
Jim DiCello
Bill Maas

6. Return to Regular Session.

There was no Executive Session.

7. Possible action from Executive Session.

There was no Executive Session.

Mr. Boone turned the meeting over to Jim DiCello, Vice-Chairman.

8. Legislative update – Meghaen Dell’Artino/Gretchen Jacobs.

Jodi Jerich introduced Meghaen Dell’Artino and Gretchen. Meghaen and Gretchen provided a legislative update to the Board regarding the end of the political session, discussed several bills and budget issues at the Capitol, and provided information on various bills.

9. Approval of the Valley Schools Insurance Group (“VSIG”), Valley Schools Workers’ Compensation Group (“VSWCG”), Valley Schools Employee Benefits Group (“VSEBG”), and Valley Schools Management Group (“VSMG”) financial statement for the month of April 2023 - Laura Felten.

VSIG – Laura Felten reviewed the financial statements in detail for the Valley Schools Insurance Group for April 2023.

VSWCG – Laura Felten reviewed the financial statements in detail for the Valley Schools Workers’ Compensation Group for the month of April 2023. A short discussion took place pertaining to claims.

VSEBG – Laura Felten reviewed the financial statements in detail for the Valley Schools Employee Benefits Group for the month of April 2023.

VSMG – Laura Felten reviewed the financial statements in detail for the Valley Schools Management Group for the month of April 2023.

MOTION: Mike Barragan

SECOND: Ken Hicks

VOTE: 7-0-0-1

Tom Boone – yes

Mike Barragan – yes

Jill Barragan – yes

Jim DiCello – yes

Ken Hicks - yes

Bill Maas – yes

Jim Migliorino – yes

Michelle Myers – absent

10. Review/approve proposed budgets for FY 2023-2024 – Laura Felten.

Mr. Boone made some opening comments before Laura Felten reviewed the individual budgets. He stated that due to timing, some of the internal services fund changes would result in the need to bring a revised budget back to the Board at the October 2023 meeting. Laura noted that for clarity, the budget presentation would also differ in format when brought back in October.

VSIG – Laura Felten reviewed the proposed budget for the Valley Schools Insurance Group. She discussed contributions and reviewed several conversations she has had with some of the Members. A discussion took place on stop loss/reinsurance.

VSWCG – Laura Felten reviewed the proposed budget for the Valley Schools Workers' Compensation Group. A discussion took place on contributions.

VSEBG – Laura Felten reviewed the proposed budget for the Valley Schools Employee Benefits Group. She discussed renewals and invoicing that affect the budget.

Laura also reviewed a handout as a supplemental to a question about payment frequency as a follow-up from the April 19, 2023, meeting.

VSMG – Laura Felten reviewed the proposed budget for the Valley Schools Management Group. Tom Boone made note of the success and effectiveness that Valley Schools has had with RFPs this past year and discussed consultants and business travel.

MOTION: <u>Jill Barragan</u>	SECOND: <u>Mike Barragan</u>	VOTE: <u>6-0-0-2</u>
Tom Boone – <u>yes</u>	Mike Barragan – <u>yes</u>	Jill Barragan – <u>yes</u>
Jim DiCello – <u>yes</u>	Ken Hicks - <u>yes</u>	Bill Maas – <u>absent</u>
Jim Migliorino – <u>yes</u>	Michelle Myers – <u>absent</u>	

A motion was made to revote on this agenda item as Bill Maas stepped out of the room just before the vote was cast.

MOTION: <u>Mike Barragan</u>	SECOND: <u>Jill Barragan</u>	VOTE: <u>7-0-0-1</u>
Tom Boone – <u>yes</u>	Mike Barragan – <u>yes</u>	Jill Barragan – <u>yes</u>
Jim DiCello – <u>yes</u>	Ken Hicks - <u>yes</u>	Bill Maas – <u>yes</u>
Jim Migliorino – <u>yes</u>	Michelle Myers – <u>absent</u>	

11. Review of 2023 Annual Reports and Disclosure Statements to be filed with the Arizona Corporation Commission – Jodi Jerich/Tom Boone.

Jodi Jerich reviewed the 2023 Annual Reports and Disclosure Statements for the VSIG, VSWCG, VSEBG, and VSMG.

12. Review/approve the VSMG Board meeting dates for Fiscal Year 2023-24 – Tom Boone.

Discussion occurred regarding the proposed Fiscal Year 2023-24 meeting dates. Due to some scheduling conflicts, the decision was made to hold the October meeting on October 25, 2023.

Approval of the VSMG Board meeting dates for Fiscal Year 2023-24 as proposed, with changes as discussed to October 25, 2023.

MOTION: <u>Mike Barragan</u>	SECOND: <u>Jill Barragan</u>	VOTE: <u>7-0-0-1</u>
Tom Boone – <u>yes</u>	Mike Barragan – <u>yes</u>	Jill Barragan – <u>yes</u>
Jim DiCello – <u>yes</u>	Ken Hicks - <u>yes</u>	Bill Maas – <u>yes</u>
Jim Migliorino – <u>yes</u>	Michelle Myers – <u>absent</u>	

13. Review/approve the VSMG calendar for Fiscal Year 2023-24 – Tom Boone.

MOTION: <u>Mike Barragan</u>	SECOND: <u>Jill Barragan</u>	VOTE: <u>7-0-0-1</u>
Tom Boone – <u>yes</u>	Mike Barragan – <u>yes</u>	Jill Barragan – <u>yes</u>
Jim DiCello – <u>yes</u>	Ken Hicks - <u>yes</u>	Bill Maas – <u>yes</u>
Jim Migliorino – <u>yes</u>	Michelle Myers – <u>absent</u>	

14. Executive Director Member Services summary report and update – Tom Elliott.

Tom Elliott reviewed the Experience Report with the Board. He then reviewed medical increases for the members and the 5-year average. Numbers are running better than the national trend.

15. Chairman/CEO summary report and update – Tom Boone.

Tom Boone reviewed the next meeting date and noted that his assistant would send an email with future conference information. He also thanked Valley Schools staff member Barbara Vetter for all her work on maintaining and decorating the office building.

16. Board Member Comments.

Several Board members thanked Valley Schools for supporting their District Foundations and expressed gratitude towards Valley Schools staff.

17. Motion to convene Executive Session pursuant to A.R.S. § 38-431.03(A)(3) and (A)(4) for the purpose of discussion and consultation with legal counsel regarding WESD RFP No. 22.033 and; A.R.S. § 38-431.03(A)(3) and (A)(4) for the purpose of discussion and consultation with legal counsel regarding prescription rebates.

MOTION: Mike Barragan SECOND: Bill Maas VOTE: 7-0-0-1

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

The Board took a short recess at 1:30 p.m. and convened Executive Session #1 at 1:38 p.m.

18. Returned to Regular Session at 3:02 p.m.

19. Possible action from Executive Session.

There was no action from Executive Session #1.

20. Motion to convene Executive Session, pursuant to § 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.

MOTION: Jill Barragan SECOND: Mike Barragan VOTE: 7-0-0-1

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

Executive Session #2 convened at 3:03 p.m.

21. Regular Session returned at 3:28 p.m.

22. Possible action from Executive Session.

The following motion was made:

"Pursuant to Article IV of the Bylaws, I move that Mike Barragan be elected as the Vice-Chairman, and Jim Migliorino be elected as the Secretary of the Valley Schools Management Group Board of Directors, effective July 1, 2023."

MOTION: Jim DiCello

SECOND: Tom Boone

VOTE: 7-0-0-1

Tom Boone – yes

Mike Barragan – yes

Jill Barragan – yes

Jim DiCello – yes

Ken Hicks - yes

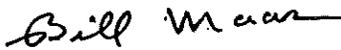
Bill Maas – yes

Jim Migliorino – yes

Michelle Myers – absent

23. The meeting adjourned at 3:29 p.m.

Respectfully submitted,



Bill Maas, Secretary

BM/lad