



VALLEY SCHOOLS WORKERS'
COMPENSATION GROUP

VALLEY SCHOOLS
INSURANCE GROUP

VALLEY SCHOOLS
EMPLOYEE BENEFITS GROUP

Management Board:

Tom Boone, Chairman/CEO

Jim DiCello, Vice-Chairman

Bill Maas, Secretary-Treasurer

Jill Barragan, Member

Mike Barragan, Member

Ken Hicks, Member

Jim Migliorino, Member

Michelle Myers, Member

VALLEY SCHOOLS MANAGEMENT GROUP

MINUTES OF THE MEETING OF JUNE 9, 2021

1. The meeting was called to order by Tom Boone, Chairman, at 3:06 p.m.

2. Board Members Present:

Tom Boone, Chairman/CEO

Bill Maas, Secretary-Treasurer

Jill Barragan, Member

Mike Barragan, Member

Jim DiCello, Member (attended via Zoom)

Ken Hicks, Member (attended via Zoom)

Jim Migliorino, Member

Michelle Myers, Member (attended via Zoom)

Staff Present:

Lisa Dessenberger, Executive Assistant

Tom Elliott, Executive Director Member Services

Laura Felten, Chief Financial Officer

Jodi Jerich, General Counsel

3. Approval of the minutes of the VSMG Board meeting held on May 26, 2021

MOTION: Jill Barragan SECOND: Mike Barragan VOTE: 8-0-0-0

Tom Boone – yes

Mike Barragan – yes

Jim Migliorino - yes

Bill Maas – yes

Jim DiCello – yes

Michelle Myers - yes

Jill Barragan – yes

Ken Hicks– yes

4. Approval of the minutes of the VSMG Executive Session held on May 26, 2021.

MOTION: Jim DiCello SECOND: Bill Maas VOTE: 8-0-0-0

Tom Boone – yes

Mike Barragan – yes

Jim Migliorino - yes

Bill Maas – yes

Jim DiCello – yes

Michelle Myers - yes

Jill Barragan – yes

Ken Hicks– yes

5. Discussion/review of Stop Loss Renewal.

Jim DiCello, Jim Migliorino and Jill Barragan met with Dick Webb of Cash, Sullivan and Cross to discuss the stop loss renewal issues. It was reported the meeting went well and a lot of information was shared by Mr. Webb, along with suggested recommendations the Member Districts can implement. A discussion took place about SIR. Tom Boone stated when the next renewal takes place, we should market more options. He suggested Valley Schools Board members become more active in attending conferences such as PRIMA to have face to face access to insurance company representatives and others who represent school districts around the country. Bill Maas also suggested talking to PRIMA Officers to ask pertinent questions about Stop Loss.

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 long-term planning and proposed changes to business models and organization structure, and changes to the Bylaws.

MOTION: Jill Barragan

SECOND: Bill Maas

VOTE: 8-0-0-0

Tom Boone – yes

Mike Barragan – yes

Jim Migliorino - yes

Bill Maas – yes

Jim DiCello – yes

Michelle Myers - yes

Jill Barragan – yes

Ken Hicks– yes

Executive Session convened at 3:24 p.m. and ended at 4:19 p.m.

7. Returned to regular session at 4:19

8. Possible action from Executive Session.

The following motions were made:

"I move to rescind the motion made and approved at the May 26, 2021 VSMG Board meeting relating to funding of NEWCO and to replace that motion with a new motion to approve funding at no more than \$7 PMPM to be deposited in the VSEBG Internal Services Fund for additional VSEBG services to Members."

MOTION: Mike Barragan SECOND: Jim DiCello VOTE: 8-0-0-0

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

"I move that the Board adopt and approve the changes to the First Amended and Restated Bylaws of the Valley Schools Management Group in the form presented to the Board and discussed with counsel in the Board's Executive Session."

MOTION: Bill Maas SECOND: Jim DiCello VOTE: 6-0-2-0

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

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

MOTION: Tom Boone SECOND: Bill Maas VOTE: 6-0-2-0

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

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

MOTION: Jill Barragan SECOND: Michelle Myers VOTE: 8-0-0-0

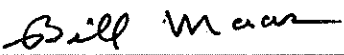
Tom Boone – <u>yes</u>	Mike Barragan – <u>yes</u>	Jim Migliorino - <u>yes</u>
Bill Maas – <u>yes</u>	Jim DiCello – <u>yes</u>	Michelle Myers - <u>yes</u>
Jill Barragan – <u>yes</u>	Ken Hicks– <u>yes</u>	

9. Board Member comments.

Several Board members expressed appreciation to Jodi Jerich.

10. The meeting adjourned at 4:26 p.m.

Respectfully submitted,



Bill Maas, Secretary

BM/lad