



**VSEBG 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 EMPLOYEE BENEFITS GROUP  
MINUTES OF THE ANNUAL MEETING ON APRIL 23, 2025**

1. The meeting was called to order by Tom Boone at 2:06 p.m.

2. **Board Members Present:**

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

**Board Members Absent:**

Michelle Myers, Member

**Staff Present:**

Lisa Dessenberger, Executive Assistant  
Jodi Jerich, General Counsel

3. Approval of the VSEBG Annual Board meeting minutes held May 15, 2024.

MOTION: Jill Barragan

SECOND: Ken Hicks

VOTE: 7-0-0-1

Tom Boone – yes

Jill Barragan – yes

Mike Barragan – yes

Jim DiCello – yes

Ken Hicks – yes

Bill Maas – yes

Jim Migliorino – yes

Michelle Myers – absent

4. Ratification of Acts of the Administrator for FY 2024-2025.

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."

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MOTION: Ken Hicks

SECOND: Jim DiCello

VOTE: 7-0-0-1

Tom Boone – yes

Jill Barragan – yes

Mike Barragan – yes

Jim DiCello – yes

Ken Hicks – yes

Bill Maas – yes

Jim Migliorino – yes

Michelle Myers – absent

5. Board Member Comments.

There were no Board Member comments.

6. Motion to convene Executive Session pursuant to:

A.R.S. § 38-431.03(A)(1) and (A)(3) for discussion or consultation with legal counsel for legal advice and the discussion and consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining or resignation of an officer, appointee, or employee for the purpose of appointment, reappointment, or removal of Director(s), and;

A.R.S. § 38-431.03(A)(3) for discussion or consultation with legal counsel for legal advice for the purpose of long-term planning, possible changes to business models and organizational structure, and changes to the Bylaws.

MOTION: Jill Barragan

SECOND: Mike Barragan

VOTE: 7-0-0-1

Tom Boone – yes

Jill Barragan – yes

Mike Barragan – yes

Jim DiCello – yes

Ken Hicks – yes

Bill Maas – yes

Jim Migliorino – yes

Michelle Myers – absent

Executive session convened at 2:07 p.m.

7. Returned to regular session at 2:07 p.m.

8. Possible action from Executive Session

The following motion was made:

"Pursuant to Article III, Section 2 of the VSEBG Bylaws, I move that Michelle Myers be removed as a Director of the Valley Schools Employee Benefits Group Board of Directors effective immediately".

MOTION: Jim DiCello

SECOND: Mike Barragan

VOTE: 7-0-0-1

Tom Boone – yes

Jill Barragan – yes

Mike Barragan – yes

Jim DiCello – yes

Ken Hicks – yes

Bill Maas – yes

Jim Migliorino – yes

Michelle Myers – absent

The following motion was made:

"Pursuant to Article VII of the VSEBG Bylaws, I move that the Board adopt and approve the changes to the Fifth Amended and Restated Bylaws of the Valley Schools Employee Benefits Group in the form presented to the Board and discussed with counsel in Executive Session".

MOTION: Jim DiCello

SECOND: Bill Maas

VOTE: 7-0-0-0

Tom Boone – yes

Jill Barragan – yes

Mike Barragan – yes

Jim DiCello – yes

Ken Hicks – yes

Bill Maas – yes

Jim Migliorino – yes

The following motion was made:

"Pursuant to Article III, Section 4, of the VSEBG Bylaws, I move that Dale Ponder be appointed as a Term Director of the Valley Schools Employee Benefits Group Board of Directors to serve a two-year term effective immediately".

MOTION: Jim DiCello

SECOND: Jill Barragan

VOTE: 7-0-0-0

Tom Boone – yes

Jill Barragan – yes

Mike Barragan – yes

Jim DiCello – yes

Ken Hicks – yes

Bill Maas – yes

Jim Migliorino – yes

9. The meeting adjourned at 2:09 p.m.

Respectfully submitted,



Jim Migliorino, Secretary

JM/lad