



**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 APRIL 23, 2025**

1. Tom Boone, Chairman, called the meeting to order at 11:38 a.m.

2. **Board Members Present:**

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

**Board Members Absent:**

Michelle Myers, Member

**Staff Present:**

Elvis Becerra, Director Account Management Services  
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, Marketing Director

**Guest Present:**

Dale Ponder, Chief of Finance and Operations – Crane Elementary School District

3. Approval of the VSMG Board meeting minutes held on February 26, 2025.

MOTION: Jill Barragan

SECOND: Bill Maas

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

4. Approval of the VSMG Executive Session meeting minutes held on February 26, 2025.

MOTION: <u>Jim DiCello</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>	

Tom Boone turned the VSMG Board meeting over to Mike Barragan, Vice-Chairman.

5. Approval of the Valley Schools Insurance Group ("VSIG"), Valley Schools Workers' Group ("VSWCG"), Valley Schools Employee Benefits Group ("VSEBG"), and Valley Schools Management Group ("VSMG") financial statements for the months of February 2025, and March 2025 – Laura Felten

VSIG—Laura Felten reviewed the VSIG financial statements in detail. She noted that VSIG is performing well. She stated that part of a large claim has been settled. Interest earnings are strong.

VSWCG—Laura Felten reviewed the VSWCG financial statements in detail. Claims are down within the Workers' Compensation department, and interest income is moving up each month. Jim Migliorino made a statement about cash flows, to which Laura Felten and Jim DiCello replied.

VSEBG—Laura Felten reviewed the VSEBG financial statements in detail. Claims have dropped compared to the last financial statements. Bill Maas inquired about fixed expenses, and Laura Felten answered.

VSMG—Laura Felten reviewed the VSMG financial statements in detail.

MOTION: <u>Jim DiCello</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>	

6. Discussion relating to preliminary budgets for FY 2025-2026 – Laura Felten.

VSIG – Laura Felten discussed the details of the FY 2025-26 preliminary budget for VSIG in detail. She also reviewed some supplemental summary information from the AON actuarial study. Conversation took place. Jim Migliorino stated that multiple deductibles and SIRs are being reviewed, and discussion took place.

VSWCG – Laura Felten discussed the details of the FY 2025-26 preliminary budget for VSWCG in detail. She also reviewed some supplemental summary information from the AON actuarial study. She noted a new member is being added to the VSWCG, and the preliminary budget numbers reflect this information. Bill Maas asked some questions regarding adding a new member, contributions, and net positions, to which Tom Boone and Laura Felten answered. Discussion took place.

VSEBG – Laura Felten discussed the details of the FY 2025-26 preliminary budget for VSEBG in detail. She highlighted that VSEBG is adding new members, some of the new products being offered, and how this reflects on the budget recommendations. Ken Hicks asked for clarification on some fees and expenses and Ms. Felten answered. Tom Boone and Tom Elliott added some additional information. Discussion took place.

VSMG – Laura Felten discussed the details of the FY 2025-26 preliminary budget for VSMG in detail. She stated that several line-item increases can be traced to new membership. Bill Maas and Jim Migliorino commented, and a short discussion occurred.

7. Review/approve the VSMG Board meeting dates for Fiscal Year 2025-26 – Tom Boone.

The board discussed the proposed VSMG Board meeting dates for FY 2025-26. Jim DiCello requested the proposed date for April 22, 2026, be changed to April 29, 2026. The motion below reflects accepting and approving the FY 2025-26 VSMG Board meeting calendar dates, with the change to the April 2026 meeting date.

MOTION: Jim DiCello

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

8. Review/approve the VSMG calendar for Fiscal Year 2025-26 – Tom Boone.

MOTION: Jim DiCello

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

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

Tom Boone reviewed the date and time of the next VSMG Board meeting and some upcoming conference dates. Mr. Boone asked Leigh Steele to provide details to the board on the award VSMG received. Leigh Steele announced that Valley Schools won first place in the micro-category, which is companies under 100 employees, for the 2025 Phoenix Business Journal's Healthiest Employer Award. Several of the VSMG member districts were recognized, including GESD, City of Glendale, City of Surprise, and Agua Fria UHSD.

10. Board Member comments.

Ken Hicks thanked staff for all the support given to TUHSD and specifically recognized Tom Elliott. Jill Barragan welcomed Dale Ponder to the meeting. She also noted that VSWCG has taken very good care of one of their employees with a WC situation. Bill Maas talked about adding a possible position to VSMG, and a short discussion took place. Jim DiCello spoke about his positive experience with Hinge Health, and Jim Migliorino recognized and thanked the Valley Schools administrative staff for their hard work. He also stated he will be stepping down from the VSMG Board after June 30, 2025, as he has accepted a position with AASBO. Mike Barragan congratulated staff and leadership for their awards won, thanked and commended Laura Felten for an exceptional presentation she gave to PUSD, and acknowledged Dale Ponder. He also wished Jim Migliorino success in his new endeavor with AASBO.

11. 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: Jim DiCello

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

The Board exited regular session at 1:01 p.m. and took a short break. Executive Session convened at 1:10 p.m.

12. Returned to regular session at 1:49 p.m.

The Chairman recessed the VSMG Board at 1:50 p.m.

The Board meeting reconvened at 2:10 p.m.

13. Possible action from Executive Session.

The following motion was made:

"Pursuant to Article III, Section 2 of the VSMG Bylaws, I move that Michelle Myers be removed as a Director of the Valley Schools Management 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 VI of the VSMG Bylaws, I move that the Board adopt and approve the changes to the Third Amended and Restated Bylaws of the Valley Schools Management Group in the form presented to the Board and discussed with counsel in Executive Session."

MOTION: Jim DiCello

SECOND: Mike 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



The following motion was made:

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

MOTION: Jim DiCello

SECOND: Mike 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

Tom Boone and the VSMG Board Members welcomed Dale Ponder to the Board. Dale Ponder expressed his appreciation and gratitude and thanked the Board for the privilege of serving.

14. The meeting adjourned at 2:20 p.m.

Respectfully submitted,



Jim Migliorino, Secretary

JM/lad