

**Mississippi Market Cooperative, Inc.  
Board of Directors Meeting Minutes**

**Date and place:** Tuesday, November 14<sup>th</sup>, 2023, 6:15 p.m. - 8:19p.m. hybrid meeting

**Directors present in person:** Tamara Downs Schwei, Roderick McCulloch, Taylor Mitsch, Molly Phipps, Devona Wells

**Directors present on Zoom:** Noel Nix, Jon Olson

**Directors absent:** Daniel Ramos Haaz, Sophia Yohannes-Smadi

**Administrative staff present:** Catherine Downey, CEO; Madeline Summers, Administrative Assistant to the Board of Directors

**Member-owners present:** None

**Also present:** Thane Joyal, Columinate consultant

*Note: On October 5, 2023, directors voted via email to approve the 2023 audit. Molly moved and Devona seconded the motion; it passed by majority.*

1. **Call To order.** President Molly Phipps called the meeting to order at 6:18 p.m. There was a quorum present.
2. **Check in question.** Directors took turns answering a check in question.
3. **Reading the ends:** Taylor read the ends statement. [A -Ends](#)
4. **Member welcome and questions:** There were no member-owners in attendance.
5. **Agenda Review:** The agenda was reviewed. No changes were made.
6. **Appreciation for outgoing board members:** Devona expressed appreciation for Amy Hang's two years of service on the board. Amy recently completed her term in October.
7. **Welcome New Board Members:** Devona extended a warm welcome to Roderick McCulloch. He was elected to a three-year term at the Annual Meeting. Daniel, Tamara, and Noel were elected to three year terms as incumbents. Devona and Taylor were elected to two year terms as incumbents.
8. **Elect Board Officers:** The board deputized Catherine Downey to chair the nominating and election of officers. Catherine Downey read the "Electing Officers" guideline to familiarize everyone with the process.

Nominations were accepted for President. Molly nominated herself for President; Molly gave a statement of intent, noting that this would be her 3rd year as President. The board voted.

**Molly was elected President by a unanimous vote.**

Nominations were accepted for Vice President. Devona nominated herself for Vice President. Tamara acknowledged her interest in this role but has decided to defer to next year. Devona gave a statement of intent noting that she continued to have the capacity and a

demonstrated commitment to the Vice President role. The board voted. **Devona was elected Vice President by a unanimous vote.**

Nominations were accepted for Treasurer. Catherine mentioned that Daniel had submitted written intent to nominate himself for Treasurer. Directors affirmed that they had reviewed the letter and did not need to read the letter aloud in the meeting. The board voted. **Daniel was elected Treasurer by a unanimous vote.**

Nominations were accepted for Secretary. Jon nominated Tamara for the position. Tamara gave a statement of intent in support of the nomination and noted her committee work led her to interest in serving as Secretary. The board voted. **Tamara was elected Secretary by a unanimous vote.**

**9. Consent Agenda: Roderick moved, and Taylor seconded to approve the items on the consent agenda, which included the acceptance of new member-owners (319), the approval of the minutes from September's board meeting, the approval of membership repurchases (12) and the approval of quit claims (0). The motion passed unanimously.**

10. **Education:** Devona reviewed *C5 – Directors' Code of Conduct*.

11. **Format for board meetings:** Molly had sent out a survey asking directors to give their preferences for 2024 meetings, and she shared the results. Directors weighed accessibility, recruitment, technology, engagement, and staffing considerations.

12. **CEO Report:** Catherine gave remarks on the monitoring report

**Tamara moved, and Devona seconded to approve Catherine's monitoring report. The motion passed unanimously.**

13. **President's Report:** Molly wrote a President's Report for the board, submitting it with this month's packet. Highlighting specifically the board retreat.

14. The board took a brief break from 7:27p.m. to 7:32p.m. The meeting resumed at that time.

15. **Executive Committee Minutes** Directors did not have questions or concerns at this time.
16. **Finance Report:** The Finance report was not submitted for the board packet. The decision was made for Daniel and Tamara to do a 5-minute overview at the next board meeting.
17. **Policy Review:** The Strategy Committee is working through the policy register.
18. **Strategic Planning:** The Executive Committee is assessing the appropriate level of strategic planning for the Board to be involved in.
19. **Meeting Evaluation:** Directors evaluated the parts of the meeting that went well and what could be improved.
20. **Executive Session:** The board went into executive session around 7:48 p.m. Madeline was excused at that time; Catherine was excused shortly after.
21. **Adjournment:** The meeting adjourned at 8:19 p.m. The next regularly scheduled board meeting will be Tuesday, December 12 at 6:30 p.m. The location for directors and co-op staff will be announced shortly before the meeting. Member-owners and guests are invited to attend virtually.

Respectfully submitted by Tamara Downs Schwei, Secretary

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