

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

**Date and place:** Tuesday, December 12<sup>th</sup>, 2023, 6:30 p.m. - 8:08 p.m. hybrid meeting

**Directors present in person:** Tamara Downs Schwei, Roderick McCulloch, Noel Nix, Jon Olson, Molly Phipps

**Directors present on Zoom:** Daniel Ramos Haaz, Taylor Mitsch, Devona Wells

**Directors absent:** None

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

**Member-owners present:** Erica Hanson

*Note: On 12.11.23, Sophia Yohannes-Smadi announced her resignation from the board via email.*

1. **Call to order.** President Molly Phipps called the meeting to order at 6:30 p.m. There was a quorum present.
2. **Check in question.** Directors took turns answering a check in question.
3. **Reading the ends:** Roderick McCulloch read the ends statement.
4. **Member welcome and questions:** There were no questions at this time. Later in the meeting, Erica asked for advice about starting a co-op. Board members pointed her to several resources.
5. **Agenda Review:** The agenda was reviewed. Molly proposed adding time to discuss Sophia's resignation after the committee assignment. Board Members agreed to add 10 minutes of discussion.
6. **Consent Agenda:** Jon moved, and Noel seconded to approve the items on the consent agenda, which included the acceptance of new member-owners (72), the approval of the minutes from November's board meeting, the CEO Report, the approval of membership repurchases (3) and the approval of quit claims (1). The motion passed unanimously.
7. **CEO Report:** For December's limitations report, Catherine needed to assess compliance with the ends statements.

8. **President's Report:** Molly wrote a President's Report for the board, submitting it with this month's packet. The report highlighted the committee selection process, conflicts of interest policy, and announcement of the Board Retreat date.
  9. **Finance Committee Report:** Daniel submitted Finance Committee minutes. Directors discussed the financial statements.
  10. The board took a brief break from 7:11p.m. to 7:18p.m. The meeting resumed at that time.
  11. **Committee Charter Review:** Directors discussed the charter and recurring tasks for each committee and created charges for the year to create functional alignment with the board.
  12. **Committee Assignments:** Directors discussed which committees they would like to serve on during 2024. The final assignments were as follows:
    - Executive Committee – Molly, Devona, Daniel, Tamara
    - Finance Committee – Daniel, Jon, Tamara
    - Recruitment Committee – Jon, Noel, Taylor
    - Development Committee – Devona, Roderick
    - Diversity, Equity, and Inclusion Committee – Taylor, Molly
  - Ad-hoc Committees
    - Strategy Committee - Noel, Tamara, Molly
    - Policy Committee - Molly, Devona, Taylor
- Every committee will touch base in January to set their tentative calendars for the year.
13. **Board Resignation:** Directors discussed options to move forward after Sophia's resignation.
  14. **Meeting Evaluation:** Directors evaluated the parts of the meeting that went well and what could be improved.
  15. **Adjournment:** The meeting adjourned at 8:08 p.m. The next regularly scheduled board meeting will be Tuesday, January 23rd 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