

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

**Date and place:** Tuesday, September 24, 2024, 6:30 p.m. - 7:45 p.m. zoom meeting

**Directors present on Zoom:** Roy Berger, Roderick McCulloch, Taylor Mitsch, Noel Nix, Molly Phipps, Daniel Ramos-Haaz, Tamara Downs-Schwei, Devona Wells

**Directors absent:** Jon Olson

**Staff present:** Catherine Downey, CEO; Kristi Broughton, Finance Director; Madeline Summers, Administrative Assistant to the Board of Directors

Commented [MP1]: Should this just be staff present?

Commented [MP2]: finance

**Consultants:** Marc Kotsonas CPA, Mahoney

**Member-owners present:** Taylor Baez, Ethan Carlson, Janette Corcelius, Eric Foster, Rowan Garrigan, Wayne Harvey, Donald Lorr, Joe Oliverius, Brooklyn Petrich, Michael Prideaux, Meridith Richmond, Cirien Saadeh, Steve Tuckner, Jennifer Facendola, Will Hommeyer, Sheila O'Keefe, Colin Drager

**Community Members present:** Liz Pearson, Annie Pasbrig, iMaat, Teresa, and an unnamed person

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:** Molly read the ends statement. [A -Ends](#)
4. **Member welcome and questions:** Member owners attended the meeting to speak in support of the market staff's efforts to unionize. Board President Molly Phipps clarified the board's role.
5. **Agenda Review:** The agenda was reviewed.
6. **Consent Agenda:** Roderick moved, and Noel seconded to approve the items on the consent agenda, which included the acceptance of new member-owners (75), the approval of the minutes from August's board meeting, the CEO FYI Report, and the approval of membership repurchases (6). The motion passed.
7. **Education:** Directors welcomed Marc Kotsonas from Mahoney to give a presentation on the Annual Audit Presentation.

**Taylor moved and Devona seconded to approve the annual audit as it. The motion passed.**

8. **President's Report:** Molly submitted a Presidents report that gave further detail on the Annual Meeting, NCG Participation Report for Board Review, and the proposed D Policies.
9. **CEO Monitoring:** Catherine submitted a report on the B1 Policies and gave remarks on how the data supports compliance.

**Daniel moved, and Roy seconded to approve the CEO Monitoring Reports on B1 Financial Conditions and Activities. The motion passed.**

10. **CBLD Contract Renewal** Directors discussed CBLD (Columinate) contract renewal. President Molly shared her perspective, emphasizing the value of having an external expert who can provide insight into what the board can and cannot change.

Directors are in favor of working with Thane again.

**Daniel motioned to continue the contract with Columinate, with Roy seconding the motion. The motion passed.**

11. **Policy Committee** The Policy committee presented the updated D Policies, highlighting that these policies used more concise language to convey the policy.

**Roderick moved and Taylor seconded the motion to approve the updated D Policies. The motion passed.**

12. **Finance Committee** The Finance Committee remarked that much of their reporting was already done by Marc in the Audit presentation. Some things of note were the governance budget, the compliance for our loans, and that the market had a strong quarter overall.

13. **DEI Committee** The DEI committee reported on the next steps in the process for the IDI. This will likely involve a half day workshop that the Directors will complete at the retreat or on another weekend date in early 2025.

14. **Annual Meeting Logistics** the Marketing Team prepped Directors for what to expect at the Annual Meeting.

15. **Meeting Evaluation:** Directors evaluated the parts of the meeting that went well and what could be improved.

## **16. Executive Session**

17. **Adjournment:** The meeting adjourned at 8:05 p.m. The next regularly scheduled board meeting will be the Annual Meeting on Tuesday, Oct 24 at 7:00 p.m. at Union Depot.

Respectfully submitted by Tamara Downs Schwei, Secretary

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Date: \_\_\_\_\_

