

DPFC Board Meeting Minutes January 16, 2023

Notes taken by Alexis, augmented by Brock Auerbach-Lynn

In Attendance: Brock, Victoria, Mike, Suzanne, Christine, Nora, Troy, Whytnee, David. C

Meeting opened with all board members present. Meeting agenda was approved unanimously.

No owner comments were made.

Turnaround Plan: Board discussed current operations report with a focus on managing our vendors and products with our current cash flow. Discussed updates re: Ace Sushi, ERTC funds, and marketing efforts. We reviewed the details and updates to our turnaround plan and financing options and recapped recent conversations with Scot DeStasio from Columinate around next steps.

Discussed B7 Communications to the Board. The Board discussed this policy - reviewing l'Talia's assessment. Discussed communication policies and norms, and opportunities to improve them - particularly in times of crisis. Board voted to accept the B7 policy findings as laid out by the GM.

Discuss C7 Board Committee Principles. Board discussed this policy and still finds the details relevant/applicable. No significant issues raised. The board voted to find ourselves in compliance

Approvals: Board approved all items in the Approvals section / consent agenda including December meeting minutes, policy committee minutes, finance committee minutes, committee charters, and B1 updates

For February, the Board will have GM prepare B8 - Board Logistical Support for our review and discussion.

The board moved into executive session to discuss details around the turnaround plan and preparations for the Board retreat scheduled for late January with the focus on strategy for 2023 and action items for the turnaround.

Full Agenda:

Time	Item (lead, outcome) // Reference, page #	Mins
6:00	Opening, Check-in (Meeting norms +director check-ins)	10
6:10	Meeting Agenda (Decision) <i>Adopt proposed agenda, p.2</i>	3
6:13	Owner Comments (Listening, XX)	10
6:23	Turnaround Plan Check-in & Operations Report (Discussion) <i>Review December operations report, p4-15</i> <i>Discuss policy for returning Owner Equity</i>	15
6:38	Board <>Mgmt Comms (Discussion, Brock)	7
	<i>Policy monitoring: Executive Limitations. Reference: decision tree, p. 25</i>	
6:45	B7: Communication to the Board (Decision, Board) <i>Review POLICY report, p. 17-21</i>	7
	<i>Policy monitoring: Board Process. Reference: worksheet, p. 23</i>	
6:52	Board Monitoring: C7 Board Committee Principals (Decision, Board) <i>Review policy and monitoring worksheet, p.28</i> <i>Reference Policy Governance Principles, p. 26-27</i>	7
6:59	Policy Committee Moment (Discussion, Whytnee)	7
7:06	Approvals (Decision, Board) <i>Approve December meeting minutes, p.36-37</i> <i>Policy Committee Minutes p.38</i> <i>Finance Committee Minutes p.39-42</i> <i>Committee Charters</i> <i>BI Updates p.43-47</i>	3
7:09	Upcoming Items, Next Agenda (Decision, Board) <i>Review Annual Board Calendar, p.29-34</i> <i>Board Retreat planning?</i>	10
7:19	Meeting Assessment (Rounds)	5
7:24	Exec Session? (Discussion, XX) <i>Turnaround Plan?</i>	XX
x:xx	Adjourn (Decision, XX)	