

DPFC Board Meeting Minutes

May 15, 2023

Present: Brock Auerbach-Lynn, Suzanne Keers, Nora Byrne, Mike Strode, Whytnee Bush, Troy Martin, l'Talia McCarthy, Victoria Birkbeck, Christine Bucheit

6:00 **Opening, Check-in**

- Check-in: What's your favorite board game?

6:10 **Meeting Agenda** (Decision)

- *Board moves to adopt agenda as written*

6:13 **Owner Comments** (Listening, Mike Strode)

No owner comments

6:15 **Operations Report, Firebrand Progress, and Q&A** (Discussion, Board)

- *IM: April sales stayed steady. Earned Retention Credit FINALLY arrived in our bank account.*
- *Engagement with Firebrand Consulting officially started May 8th. Store resets are in progress and moving quickly. Ace Sushi opening is still held up by need for city inspections, but we are hopeful these will happen soon. Communication is ongoing.*
- *Firebrand happy with speed of resets. These resets are designed to improve shopping experience, increase sales. Marketing meeting happened today, staff meeting happens tomorrow. In phase two the team will work on prepared food pans etc.*
- *Update on lenders and finalizing the agreement: DPFC has finalized loan forbearance from CCLF/Shared Capital through October 1, 2023.*
- ***Financial review: Suzanne/Brock will circle back with lenders to get needed documentation.***
- *NLRB next steps: DPFC lawyer received email with next steps from NLRB Compliance Manager—but not info on payment/timeline. Waiting for a response. Judgment had to be re-written, received by DPFC a week ago—this pushed back the date for compliance again. Once info is received we will send checks as required.*

Review scorecard

- ***Board asks for info on percentage of sales by owners***

In-person board meetings

- *The board will return to in-person meetings starting June 2023! We will continue to offer the option to participate virtually when board members are traveling.*

6:48 **Board Role in Turnaround** (Discussion, Nora)

NB: How do we want to check in with each other? Offers to create survey about current commitments/capacity

MS: Offers survey tool

WB suggest we continue with retreat follow up which will likely feed into this.

7:00 **Board Retreat Follow Up** (Discussion: Brock)

- Define board spaces for conversations outside of board meetings

- Bring back Slack?
 - WB: also we should just have fun together
 - CB: Grateful for updates, but email makes it hard to know my role. I think we need better tools to build consensus and more conversation.
 - MS: Opportunity here to implement some new communication norms.
Suggests Understand, Explore, Decide framework
 - **VB: offers to get agenda etc back on track**
 - MS: Mentions that Slack has voting functionality
 - SK: Exec check-ins and finance committee meeting are places where a lot is discussed, sounds like people need more context
 - **NB and MS volunteers to revisit and re-organize Slack, establish norms**
- Review Executive Limitation Policies (Whytnee)
 - Policy committee will take a pass through B Policies to look at creating “light” versions—Monday June 5, 6:00. NB is interested
 - Will also consider emergency management policy
 - Determining Governance vs. Ops decisions (five column spreadsheet)
 - VB suggests we suspend B-policy reporting through August, and use board meeting time to explore this tool
 - BA suggests we crowdsource topics we want to apply this matrix to
 - Define power of executive committee
 - WB—sees this as part of the crisis management policy
 - MS: Suggests we draft a charter for this committee offline and discuss it in June.
 - Board agrees to defer GM review until post Firebrand engagement (August 2023)

7:03 **B3: Asset Protection** (Decision, Board)

Board accepts report as written— note that B.3.1 Follow up Needed. Re-report every month moving forward.

7:28 **Board Monitoring: C8 Governance Investment** (Decision, Board)

5

BA: Notes that we have cut expenses (such as board admin)

MS: We should self-evaluate how we want to get training— from what sources etc

TM: I think we’ve really improved on new director orientation over the past few years

WB: Suggest we revisit in a few months, VB seconds

SK: I will make the board budget

BA: I do not have capacity for board training planning, but would love if someone wants to take it on. NB offers to add to capacity check survey.

Board finds themselves out of compliance with C8,, to revisit in a few months

7:32 **Approvals**

Board approves *Finance Committee Meeting Minutes, April Board Meeting Minutes*

7:38 **Upcoming Items, Next Agenda** (Decision)

Reschedule GM evaluation or check-in (after Firebrand engagement)

BA: notes that elections will come up soon. VB suggests this can be part of our owner communications.

NB suggests we prioritize owner interactions.

Reschedule GM evaluation or check-in (after Firebrand engagement)

VB offers to flesh out agenda, send for approval offline

7:45 **Meeting Adjourned**

