AN ASSET STRATEGIES GROUP REPORT

ASG

Strategic Portfolio Governance.

How to govern retail's largest asset.

Renew • Relocate • Close

A decision architecture for retail's largest, least flexible capital system.

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Contents.

— Executive Summary 03

01 The Governance Gap 04

02 Drift and Accumulation 05

03 The Portfolio Is an Organic Capital System 06

04 Defining Intent Before Constraint 07

05 Distort Capital 08

06 Institutionalizing Governance 10

07 The Long-Term Advantage 11

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Executive **Summary.**

Retailers scrutinize every dollar of new store growth while their largest capital exposure — the existing footprint — drifts without equivalent governance.

For most retailers, the investment and lease obligations embedded in their current store footprint represent the largest and least flexible use of enterprise capital. Lease commitments extend years into the future; store build out investments accumulate across decades. Market density decisions shape fixed-cost leverage, customer access, and cross-channel performance. Yet in many organizations, this asset class is not governed with the same level of deliberation applied to overall strategic growth.

Capital allocated to new store expansion is supported by rigorous market studies, competitive analysis, trade-area mapping, and increasingly sophisticated modeling. Growth initiatives are debated, assumptions are challenged, and the use of capital is justified. By contrast, legacy store renewals, and associated remodel activities are often evaluated episodically, triggered by lease events or annual capital cycles rather than by a strategic re-evaluation. Over time, this strategic imbalance produces a structural drift, mismatched market coverage, and costly mistakes in market density.

This paper reframes portfolio strategy as a core governance discipline. The retail footprint is not merely a collection of stores; it is a capital system that is embedded with risk, asset concentration, financial leverage, and long-term commitments.

Managing the existing real estate portfolio with intent will improve ROI and enterprise long term valuation.

> *Boards, private or public, that govern the entire physical footprint strengthen flexibility, reduce risk, and **maintain structural coherence** as markets evolve.*

The Governance Gap.

SECTION 01

The relevant board-level macro question is not simply where the company is growing overall — it is whether the current footprint still best serves tomorrow's customer.

Retail managements and their boards routinely review long-term strategy. Among other things, they debate digital investments, marketing spend, supply chain transformation, and capital allocation plans. Growth initiatives are modeled and scrutinized, and major investments are pressure-tested. Yet for many retailers, the largest forward-looking capital exposure on the balance sheet — their physical footprint — is not governed with equal intentionality.

The key governance requirement is simple. While new store growth is analyzed rigorously, legacy store renewals and inherited market configurations are often treated as extensions of the past rather than refreshed strategic choices. This asymmetry creates a governance gap: although growth is vetted as a strategy, renewals are treated as continuity. Structural misalignment follows, eroding profitability and flexibility.

CAPITAL SCRUTINY ASYMMETRY

New Store Growth	*Modeled, debated, pressure-tested. Every dollar justified.*	HIGH SCRUTINY
Legacy Renewals	*Episodic. Triggered by lease events. Treated as continuity.*	LOW SCRUTINY

The same dollar receives radically different oversight depending on which side of the gap it sits on.

Drift and Accumulation.

SECTION 02

Retail portfolios accumulate over time.

Stores are opened under different leadership teams, during different economic cycles, and under different assumptions about customer behavior and channel mix. Retail centers that once dominated the industry may have declined. Store formats that once drove growth may now be irrelevant, based on new patterns of customer engagement.

At each decision point — an opening, renewal, or remodel — the choice may have been rational given the context of that moment. But over time, incremental decisions layered one upon another can become liabilities:

- Leases are extended simply because their renewal dates arrive
- Capital is automatically deployed in reaction to refurbishment cycles that require it
- Markets are preserved because exiting feels too disruptive
- Outdated store designs are left in place

These decisions are triggered by a logical sequence of events that can become an inherited pattern. That pattern drifts far from the intent. Drift is rarely visible in a single quarter's results. Same-store sales may slip but still generate threshold EBITDA and occupancy ratios may creep up but still be acceptable. Yet over time, beneath those metrics, structural drift issues accumulate.

- Redundant locations in saturated trade areas have significant cost consequences
- Underserved pockets in high-growth markets are ignored
- Capital tied to declining centers erodes growth potential
- Market density is misaligned with digital penetration
- Heritage store size and design factors no longer represent the best of the brand

> *Retailers cannot eliminate uncertainty; they can manage **structural drift.** Drift compounds quietly — until exposed by stress.*

The Portfolio Is an Organic Capital System.

The store network footprint is not an operating artifact.

The network is an organic capital system. The governing principle is to maintain with intent a coherent store network aligned with current customer behavior.

Today's customer behavior is heavily influenced by digital. Customers no longer think of stores in isolation. They experience accessibility, coverage, convenience, and redundancy across the footprint — where they work, live, and shop — and between channels, most importantly the digital channel. Strategy must be guided by the customer journey.

Store-by-store renewal decisions have previously defaulted to simple P&L exercises (e.g., close the bottom 15% of performers). Viewed as an organic network, stores are not interchangeable assets. Some serve as coverage anchors. Others support high-lifetime-value customers, function as service nodes or fulfillment hubs, or absorb clearance activity. Some outperform their real estate quality; others underperform.

Network-level strategy coherence requires:

- Understanding core customer geographies at granular levels
- Building a "future opportunity" layer in market plans
- Ranking center fit and viability
- Clarifying store roles that drive decisions
- Mapping travel patterns and trade-area interactions
- Modeling revenue transfer, recapture, and digital impact from open/close scenarios
- Accounting for lease duration and trigger events
- Adjusting the store P&L to reflect its true omnichannel value

> *Effective portfolio governance requires managing the **system**, not just the unit.*

Defining Intent Before Constraint.

Intent precedes constraint; otherwise, constraint becomes a default strategy.

In many organizations, portfolio decisions are triggered by lease calendars and capital cycles. When a renewal approaches the store's future is evaluated. When capital becomes available, projects are prioritized, and when performance dips, closures are debated. This sequencing positions constraint before intent; effective governance reverses that order.

Leadership must first identify a future-state footprint thesis:

- What role should physical retail play within the omnichannel model?
- What level of geographic coverage is required?
- How many stores are needed in each major market?
- Which store roles are essential to preserve?
- Where is density advantageous — and where is it redundant?

Only after these reference points are established should constraints, including lease terms, capital limits, and operational capacity, shape execution. When lease timing or capital availability drives decisions without a reference framework, portfolios drift toward convenience, not profitability. When intent is explicit, renewals and closures become steps toward a defined portfolio configuration.

DEFAULT ORDER

Lease event → Capital allocated → Decision made

Result: Drift.

GOVERNED ORDER

Footprint thesis → Store roles defined → Constraints applied

Result: Coherence.

This discipline does not eliminate trade-offs; it clarifies them.

Distort Capital.

A first-order question is "how much capital?"

Capital investment in the current store footprint is often constrained due to lack of clear return on investment. But that is the wrong lens. Depreciation is a real cost, not "free cash flow," and not re-investing in the existing store network is turning a productive asset into an eroding asset. The annual depreciation expense is a good placeholder for the capital requirement. A vetted portfolio strategy will provide additional clarity.

No retailer can afford to fully remodel every store when its lease term expires. One of the primary purposes of portfolio strategy is to explicitly distort capital and lease terms to benefit the best locations and minimize risk exposure on marginal ones.

The principle is simple; the application is complex. Stores exist within a larger network and often serve different purposes within it. Some are in good condition; some devalue the brand. Some occupy promising locations; others are in areas trending downward. Some anchor market expansion; others exist in overstored markets.

Capital Distortion Architecture

The portfolio strategy playbook requires an explicit decision architecture, including clearly defined store roles and threshold triggers differentiated by role and designed to distort capital toward its best use.

Store Role

Every retailer has, in their unspoken institutional knowledge, a definition of store roles, often reflected in past portfolio decisions. The first step in bringing discipline to portfolio strategy is to explicitly classify each location by store role or attribute:

- Is it a clearance store or a flagship?
- A hub-and-spoke configuration or a return processing node?
- Is the location "must have" for brand elevation — even if operating performance is below standard?
- Is it essential to support high-lifetime-value customers, does it function as a service node or fulfillment hub, or to absorb clearance activity?
- Is it in an "A" high quality location, or a core store in "B" location, or a "C" store in an at-risk center?

Threshold Triggers by Store Role.

SECTION 05

Decision criteria — triggers — are unique to each retailer but typically include store profitability, sales trends, store age and condition, and design type, and all are developed for each store role.

- A core store with average profit in a B-tier center warrants a short-term renewal with maintenance-level capital. The same store with an old prototype or size issue or damaged condition may warrant higher capital or an expand / downsize strategy.
- A flagship store with strong performance qualifies for a full remodel.
- An equally strong performing store in a deteriorating center may be flagged for a relocation and a short-term renewal until a better solution comes together.

Decision criteria are explicitly designed to distort investment and lease term toward the best stores and minimize risk on marginal performers.

Renew.

High potential. Invest and distort capital toward the best stores.

Flagship · A-tier · HLV anchor

Relocate.

Strong store, wrong center. Short-term renewal until a better fit emerges.

Deteriorating B/C centers

Close.

Low potential. Exit or dispose. Minimize risk exposure.

Redundant · Saturated · Eroding

*When leadership teams agree on decision criteria thresholds in advance, **portfolio discussions become elevated.** Debates shift from individual anecdotes toward shared principles.*

Institutionalizing Governance.

The failure to institutionalize real estate governance is rarely an analytical breakdown; it is more likely a structural issue. The portfolio strategy does not fail because it lacks insight; it fails because it is not embedded into the decision-making rhythm of the enterprise.

Many retailers have experienced failure by repeating the same evaluation sequence of events:

- A market plan is commissioned
- Future-state configurations are modeled
- Detailed market plans are developed
- Recommendations are presented clearly
- Over time, the plan becomes a binder on the shelf or a digital archive — and real estate activity resumes its previous cadence

Without alignment across real estate, finance, operations, and executive leadership, portfolio management remains siloed. Each lease event reopens a new debate, every capital cycle introduces new exceptions, and each leadership transition resets assumptions. In the absence of alignment, governance fragments into a negotiation.

Alignment is not consensus for its own sake; it is structural management.

Effective portfolio alignment looks like:

- A clearly articulated multiyear footprint thesis
- Shared understanding of store roles and market priorities
- Agreed-upon decision criteria before renewal events arise
- Transparent documentation of trade-offs
- Integration into the standing real estate committee approval process
- Board visibility into structural exposure and progress

> *Governance without alignment produces documents. Alignment without governance produces inconsistency.* ***A durable portfolio strategy requires both.***

The Long-Term **Advantage.** SECTION 07

Portfolio governance optimizes a critical resource — reinvestment capital — but its most meaningful benefit is structural resilience that can adapt quickly under volatility. A deliberately governed footprint preserves flexibility, limiting reversibility. It also reduces embedded capital regret and aligns capital allocation with a consensual strategy. Cross-functional coherence is strengthened and can survive leadership transitions.

Retailers cannot eliminate uncertainty. Markets will shift, customer behavior will evolve, and unpredictable economic events will continue. Portfolios shaped primarily by timing and legacy practices can become fragile under pressure. Portfolios shaped by intent are coherent. In today's retail environment, that coherence becomes a competitive advantage.

Portfolio strategy is no longer about optimizing store by store decisions. It is about governing one of the company's largest and least flexible capital systems deliberately, proportionately, and durably.

> *In an environment defined by volatility, portfolio discipline may determine who manages* ***structural resilience*** *— versus those who discover, too late, that erosion under their footprint was failing their customers and investors.*

NEXT STEP

I welcome a conversation with leadership teams navigating these decisions."

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Govern the footprint. Protect the enterprise.

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