

Public

DAVID MACBRAYNE LIMITED ("DML")
MINUTES of the BOARD MEETING
held on Wednesday 2 July 2025 at 11.45 a.m.

in the Lewis Meeting Room, Gourock, PA19 1QP and by audio/video conference

[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs) Section 33 (Commercial interests) and Section 36 (Confidentiality)]

Present: Erik Ostergaard (EO) – Chair
Tim Ingram (TI)
Duncan Mackison (DM)
Grant Macrae (GMac) (part)
Kay Ryan (KR)

In attendance: Andy Robinson (AR) – Assessor, Transport Scotland
Janine Ward (JW) – Finance Director
Diane Burke (DBu) – Chief Operating Officer
Stephanie Griffin (SRG) – Company Secretary

Apologies: David Beaton (DB)

Item	Action
1.	<u>GOVERNANCE</u>
1.1	<p>SAFETY & ENVIRONMENT MOMENT</p> <p>K Ryan outlined the circumstances of an incident whereby a container ship collided with an oil tanker which was moored near the Humber Estuary in an area of the North Sea designed for this purpose. She reported that the incident was thought to be down to human factors and watchkeeping practices were being assessed. E Ostergaard outlined an incident where a naval vessel with high specification navigation systems had collided with a tanker and been sunk and this had been due to human error.</p> <p>[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]</p>
1.2	<p>APOLOGIES FOR ABSENCE</p> <p>Apologies for absence were received from D Beaton.</p>
1.3	<p>DECLARATIONS OF INTEREST</p> <p>There were no new declarations of interest.</p>
1.4	<p>MINUTES FROM BOARD MEETING OF 14 MAY 2025</p> <p>The Minutes of the Board meeting held on 14 May 2025 were APPROVED and the Chair was AUTHORISED to sign the minutes.</p>
1.5	<p>ACTION LOG</p> <p>The Board discussed the actions as follows:</p> <p>06.25 DISCUSSIONS WITH CABINET SECRETARY</p> <p>Action: CalMac management agreed to arrange a visit to the MV Glen Sannox for the First Minister.</p> <p>D Mackison confirmed that the invitation to visit the MV Glen Sannox had been extended to the First Minister and A Robinson agreed to chase this up.</p>

2. **STRATEGIC ITEMS**

2.1 **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

2.2 **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

2.3 **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

3. **BOARD COMMITTEES**

3.1 **AUDIT & RISK COMMITTEE – MINUTES OF 21 MAY & 19 JUNE 2025**

The draft minutes of 21 May and 19 June 2025 were noted.

3.2 **HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE (HSEQCo) – MINUTES OF 22 MAY 2025**

The draft minutes of 22 May 2025 were noted and T Ingram reported that the Committee had approved the Annual Assurance Plan and that a recent HSE Inspection had now been closed. He also noted that the Committee had discussed their self-evaluation questionnaire results and agreed actions.

3.3 **REMUNERATION COMMITTEE (REMCO) – MINUTES OF 2 JUNE 2025**

It was noted that the draft minutes of 2 June 2025 had been previously circulated to the Board. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

4. **GROUP REPORTS**

4.1 **GROUP FINANCE UPDATE – May 2025**

The Board noted the report from J Ward and she reported as below.

4.1.1 **P&L – May Financial Performance**

The first two months of 2025/26 financial performance was **[FOISA Status – Exemption under Section 33 (Commercial interests)]**.

4.1.2 **P&L – 2025/26 Financial Forecast**

This data was noted.

4.1.3 **DML Group Balance Sheet**

J Ward reported **[FOISA Status – Exemption under Section 33 (Commercial interests)]**.

4.1.4 **Group Cashflow Statement**

This was noted.

4.1.5 **CHFS Contractual Funding Update – CY9**

J Ward reported **[FOISA Status – Exemption under Section 33 (Commercial interests)]**.

At this point G Macrae joined the meeting.

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4.2 **RISK REPORT**

The Board noted the Risk Report [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**].

5. **BOARD COMMITTEES (CONT'D)**

5.1 **AUDIT & RISK COMMITTEE (CONT'D)**

G Macrae reported [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**].

6. **GROUP REPORTS (CONT'D)**

6.1 **DELEGATED AUTHORITY POLICY – UPDATED**

The Board noted the report from J Ward. [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**].

Decision

The Board **APPROVED** the updated Delegated Authorities Policy.

6.2 **POLICY APPROVALS**

The following Policies, which had been reviewed at the ExCo and submitted for Board approval, were noted:

- Health Surveillance – updated policy
- Shoreside Electrical Safety – new policy
- Shoreside Asbestos Management – new policy
- Shoreside Fire Safety Management – new policy
- Management of Legionella – new policy

Decision

The Board **APPROVED** the Health Surveillance, Shoreside Electrical Safety, Shoreside Asbestos Management, Shoreside Fire Safety Management and Management of Legionella Policies.

7. **ANY OTHER BUSINESS**

7.1 **NETWORK VISIT – LESSON LEARNED AND 2026 VISIT**

D Mackison commented that the Network Visit to the Outer Hebrides had been positive and there had been good engagement with stakeholders, including those from areas such as health etc. D Burke reported that feedback from frontline staff on the visit had been very positive.

[**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**].

Action: It was agreed that management should propose a location and timing for the next Network Visit and this should be put to the Board meeting in September.

DM/DBu

7.2 **BOARD DATES 2026**

S R Griffin reported that the Board Dates 2026 were nearly drafted and would be circulated to the Board for their comment shortly and she would liaise with D Burke regarding the timing of the Network Visit 2026.

7.3 **NON EXECUTIVE DIRECTORS (VACANCIES X2)**

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E Ostergaard updated the Board on progress with appointing the two Non-Executive Directors. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

8. **DATE OF NEXT MEETING**

Thursday 4 September 2025 at 9.00 am in Gourock.

Signed:

E Ostergaard, Chair

Date: