

Confidential

DAVID MACBRAYNE LIMITED ("DML")
MINUTES of the BOARD MEETING
held on Wednesday 26 March 2025 at 11.45 a.m.

in the Lewis Meeting Room, Gourrock, 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
David Beaton (DB)
Tim Ingram (TI)
Duncan Mackison (DM)
Grant Macrae (GMac)
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

Item		Action
1.	<u>GOVERNANCE</u>	
1.1	SAFETY & ENVIRONMENT MOMENT T Ingram reported on the collision at the Humber estuary whereby a cargo ship heading south had ploughed into the side of a stationary oil tanker. He reported that this demonstrated the importance of having good Masters on vessels. For CalMac that meant careful selection of Masters, ensuring they were well trained & monitored and then trusting them to do their jobs. He commented that management should also be aware of Masters' working conditions and risk factors such as fatigue. He stated that incidents like the one at Humber estuary could result in loss of life and significant reputational damage as well as legal issues – with complex, formal incident investigations usually taking some time to complete. In addition the vessel would be unavailable for service for a considerable period of time, firstly while the investigators had access to it and thereafter for repair.	
1.2	APOLOGIES FOR ABSENCE There were no apologies for absence.	
1.3	DECLARATIONS OF INTEREST There were no new declarations of interest.	
1.4	DIRECTOR APPOINTMENT The Board noted the appointment by the shareholder of D Mackison as a Director with effect from 12 February 2025.	
1.5	MINUTES FROM BOARD MEETING OF 5 FEBRUARY 2025 The Minutes of the Board meeting held on 5 February 2025 were APPROVED and the Chair was AUTHORISED to sign the minutes.	

Confidential

1.6 ACTION LOG

The Board discussed the actions as follows:

01.25 DML-FCB CHFS3 WORKSHOP – 26 MARCH 2025

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

03.25 BOARD NETWORK VISIT

S R Griffin reported, following the Board's decision to base itself on North Uist and the release of summer 2025 timetables the previous day, the draft itinerary had been updated.

Action: It was agreed that S R Griffin should discuss the itinerary with D Burke who would arrange for verification of the timetable and arrange accommodation in Lochmaddy.

This action was progressing. C/fwd.

SRG

2. STRATEGIC ITEMS

2.1 CHFS3 UPDATE

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

2.2 BUSINESS PLAN 2025-2026

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 Financial Plan 2025-2026.

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

3. BOARD COMMITTEES

3.1 AUDIT & RISK COMMITTEE – MINUTES OF 19 FEBRUARY 2025

The draft minutes of 19 February 2025 were noted **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

3.2 HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE (HSEQCo) – MINUTES OF 20 FEBRUARY 2025

The draft minutes of 20 February 2025 were noted **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

3.3 REMUNERATION COMMITTEE (REMCO) – MINUTES OF 19 FEBRUARY 2025

It was noted that the RemCo draft minutes of 19 February 2025 had been circulated **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

4. GROUP REPORTS

4.1 GROUP FINANCE UPDATE – February 2025

The Board noted the report from J Ward.

[FOISA Status – Exemption under Section 33 (Commercial interests)]

4.2 CHANGE BOARD SUMMARY REPORT

The report was noted **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

4.3 RISK REPORT

The Risk Report, which had been reviewed in detail by the Audit & Risk Committee, was noted **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

Confidential

5. **ANY OTHER BUSINESS**

5.1 **MODERN SLAVERY STATEMENT**

The Board noted the Modern Slavery Statement and that there had been no material changes since the last approved version.

Decision

The Board **APPROVED** the Modern Slavery Statement and **AUTHORISED** its signature on their behalf and publication on the website.

5.2 **BOARD MEETING SCHEDULE**

The Board agreed the following changes to the 2025 Board Meetings Schedule:-

- Tuesday 1 July Board to move to Wednesday 2 July
- Wednesday 15 October Strategy Session to move to Thursday 16 October
- Thursday 16 October Board to move to Friday 17 October
- Thursday 11 December Board to move to Wednesday 3 December.

Action: S R Griffin to make the necessary arrangements and amend the 2025 Board Meeting Schedule.

SRG

6. **DATE OF NEXT MEETING**

Wednesday 14 May 2025 at 9.00 am in Glasgow (with the Cabinet Secretary, Transport Scotland CEO and Director of Ferries in attendance).

Signed:

E Ostergaard, Chair

Date: