Public

DAVID MACBRAYNE FERRIES LIMITED ("DML")
MINUTES of the BOARD MEETING
held on Monday 30 March 2026 at 9.00 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 David Beaton (DB) Lucy Conway (LC) Tim Ingram (TI) Duncan Mackison (DM) Grant Macrae (GMac) John Nolan (JN) 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. **GOVERNANCE**

1.1 **SAFETY & ENVIRONMENT MOMENT**
D Beaton reported that the recent fatal accident at La Guardia airport was due to a systemic failure i.e. two air traffic controllers doing the job of four. This had become standard operating practice for some years without it being raised as an issue or reviewed. CalMac needed to ensure that there was regular review of what was happening in practice and whether it was safe in order to guard against becoming used to unsafe ways of operating.

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 **MINUTES FROM BOARD MEETING OF 4 FEBRUARY 2026**
The Minutes of the Board meeting held on 4 February 2026 were **APPROVED** and the Chair was **AUTHORISED** to sign the minutes.

1.5 **ACTION LOG**
The Board discussed the action log as below.

01.26 CONSIDERATION OF USE OF GAELIC IN PORTS – PORTS OF EXCELLENCE
F Wallace confirmed that, although there would be CalMac standardisation and branding, local knowledge of how individual ports worked was important and it would be important to achieve a balance between the local and the CalMac brand.
Action: L Conway suggested that use of Gaelic be considered and F Wallace agreed to ensure this was included.
Incorporation of Gaelic into signage / branding etc. for relevant locations has been added into the Ports of Excellence project and discussions have been initiated on how best to achieve

this. Initial discussions have been held with Outer Hebrides Heritage Society as well as engagement with CMAL on their Gaelic policy to ensure alignment going forward. L Conway reported that she had been advised that CalMac was also now working with Bord na Gaidhlig and she would advise F Wallace. Action complete.

03.26 LEADING INDICATORS TO BE ADDED TO SAFETY BENCHMARKING REPORT – CEO REPORT – Safety Benchmarking Report
D Mackison reported that this data was helpful to the business but that one incident could make a big impact on the scores.
Action: T Ingram asked that leading indicators be added in to provide context for the lagging indicators provided.
In progress – work was in progress on defining leading indicator KPIs however it was a challenging area so time was being taken to get it right with further updates to the next Board. Meantime trend analysis & reviews of PURE data were being used to identify leading indicators but this does not easily translate to KPI indicators. As safety leading indicators were reported to HSEQCo the suggestion was that this action be transferred to HSEQCo, with Board agreement. C/fwd.

All other actions were complete or not yet due.

2. **STRATEGIC ITEMS**

2.1 **ONS RECLASSIFICATION & BASIS OF 25/26 ACCOUNTS PREPARATION**
A Robinson reported that the ONS Reclassification was proceeding according to plan with ONS having met with both CMAL and CalMac and a decision expected in May. **[Redacted – Section 30].**

3. **GROUP REPORTING**

3.1 **GROUP FINANCE UPDATE – February 2026**
The Board noted the report from J Ward and she reported as below.

3.1.1 **P&L – February Financial Performance**
2025/26 financial performance for 11 months to end February was a funding requirement **[Redacted – Section 33].**

3.1.2 **P&L – 2025/26 Financial Forecast**
J Ward reported that the funding forecast was **[Redacted – Section 33].**

3.1.3 **DML Group Balance Sheet**
This was noted and J Ward reported that a close-off and reconciliation exercise would shortly be started for CHFS3 CP1, covering the six-month period from 1 October 2025 to 31 March 2026.

3.1.4 **Group Cashflow Statement**
This was noted.

3.2 **TRANSPORT SCOTLAND UPDATE**
A Robinson reported that he had updated the Board earlier on ONS Reclassification. He noted that during the election period there were likely to be manifesto pledges and policies across the political parties which covered ferries reform and the Board noted that it was important that any such policies, including a merger of CMAL and CalMac, would enhance ferry services.

3.3 **RISK REPORT**
This was noted. **[Redacted – Section 30].**

3.4 **POLICY APPROVALS**
The following Policies, which had been reviewed by the ExCo and submitted for Board approval, were noted:

Asset Addition & Impairment – new policy
D Mackison reported that discussions regarding whether the Faulds Park Warehouse & Workshop lease should be held by CMAL were underway.

Insurance Claims Management – new policy
J Ward reported that this policy provided clarity on roles and responsibilities and an annual insurance renewals report would be coming to the Audit & Risk Committee for approval.

Decision
The Board **APPROVED** the Asset Addition & Impairment Policy and Insurance Claims Management Policy.

3.5 **RECORDS RETENTION SCHEDULE**
The report from E O'Brien and J Ward was noted. J Ward updated the Board on progress with the Information & Records Management Project, noting that records held across the business had been reviewed & defined with a retention schedule allocated to each category. She reported that data & information management governance was being brought together.

Decision
The Board **APPROVED** the Records Retention Schedule.

4. **GROUP BOARD COMMITTEES**
4.1 **AUDIT & RISK COMMITTEE -**
The draft minutes of 18 February 2026 were noted. G Macrae reported that the Committee had discussed the potential impact of the ONS Reclassification and that this had now been resolved as outlined by A Robinson earlier in the meeting. **[Redacted – Section 30].** He reported that the Internal Audits carried out during the year had been well received and the annual internal audit opinion being submitted to the April meeting was not anticipated to be a qualified one.

4.2 **HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE**
The draft minutes of 19 February 2026 were noted. T Ingram reported that the Committee had held its first deep dive, on traffic management, which had been useful and these would continue each quarter. He reported that a Committee performance self-assessment questionnaire had been issued and results would be reported to the May meeting. He also reported that Letters of Recognition to individuals and teams were being issued now that there was a process in place.

4.3 **REMUNERATION COMMITTEE**
The draft minutes of 17 February 2026 had been previously circulated. K Ryan reported that it had been agreed that the Nautilus union should be recognised and that the Committee's Annual Schedule had been approved.

5. **ANY OTHER BUSINESS**
5.1 **BOARD NETWORK VISIT**
The Board noted that they had had a useful, positive visit to Arran.

5.2 **MODERN SLAVERY STATEMENT**

The Board noted the Modern Slavery Statement for year ended 31 March 2026.

Decision

The Board **APPROVED** the Modern Slavery Statement.

5.3 **TAX STRATEGY**

The Board noted the Tax Strategy which is required to be produced and approved annually and published on the CalMac website. J Ward reported that historically she had reviewed and approved the Tax Strategy, as Senior Accounting Officer for DML Group, however Finance had now been advised that best practice was that the Tax Strategy be approved at Board level. She reported that the Tax Strategy had been reviewed by the external tax advisors and was recommended by her for Board approval.

Decision

The Board **APPROVED** the Tax Strategy.

6. **DATE OF NEXT MEETING**

Tuesday 19 May 2026 at 9.00 am in Glasgow.

Signed: Date:

E Ostergaard, Chair