

Confidential

**DAVID MACBRAYNE LIMITED (“DML”)**  
**MINUTES of the BOARD MEETING**  
**held on Wednesday 11 December 2024 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)  
Grant Macrae (GMac)  
Kay Ryan (KR)

**In attendance:** Andy Robinson (AR) – Assessor, Transport Scotland  
Duncan Mackison (DM) – CEO  
Janine Ward (JW) – Finance Director  
Diane Burke (DBu) – Commercial Director (part)  
Stephanie Griffin (SRG) – Company Secretary

<b>Item</b>	<b>Action</b>
1. <b><u>GOVERNANCE</u></b>	
1.1 <b>SAFETY &amp; ENVIRONMENT MOMENT</b> E Ostergaard reported that recent unseasonably high temperatures in Denmark had then plummeted below zero very quickly and cars still being on summer tyres combined with the roads authority not rolling out full winter preventative road maintenance had led to traffic chaos. It had taken 24 hours to clear c.400 cars from roads and the road authority’s attempt to save money had resulted in costs to society. At CalMac, vessels’ Masters had to assess weather conditions and balance passenger & crew safety with the need to provide a lifeline ferry service.	
1.2 <b>APOLOGIES FOR ABSENCE</b> There were no apologies for absence.	
1.3 <b>DECLARATIONS OF INTEREST</b> There were no new declarations of interest.	
1.4 <b>MINUTES FROM BOARD MEETING OF 19 NOVEMBER 2024</b> The Minutes of the Board meeting held on 19 November 2024 were <b>APPROVED</b> and the Chair was <b>AUTHORISED</b> to sign the minutes.	
1.5 <b>ACTION LOG</b> The Board discussed the actions and noted that they were complete or would be covered by meetings being held later in the day.	
2. <b><u>STRATEGIC ITEMS</u></b>	
2.1 <b>[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)].</b>	

*At this point D Burke left the meeting.*

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3. **BOARD COMMITTEES**

3.1 **AUDIT & RISK COMMITTEE – MINUTES OF 13 NOVEMBER 2024**

The draft minutes of 13 November 2024 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 21 NOVEMBER 2024**

The draft minutes of 21 November 2024 were noted **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**. He also reported that the Committee had reviewed the Annual Environment and Annual Safety Reports before they were submitted to the Board for approval. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

3.3 **REMUNERATION COMMITTEE (REMCO)**

It was noted that the RemCo draft minutes of 14 November had been circulated **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

4. **GROUP REPORTS**

4.1 **CHANGE BOARD SUMMARY REPORT**

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

4.2 **DELEGATED AUTHORITIES POLICY – UPDATED**

The Board noted this report which detailed the proposed updates to the Delegated Authorities Policy under Part D – Project Expenditure and which were shown in mark-up on the Policy.

**Decision**

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

5. **ANY OTHER BUSINESS**

5.1 **ANNUAL ENVIRONMENT REPORT**

The Board noted the Annual Environment Report which had been reviewed by the HSEQ Committee and recommended for Board approval. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

**Decision**

The Board **APPROVED** the Annual Environment Report.

5.2 **ANNUAL SAFETY REPORT**

The Board noted the Annual Safety Report which had been reviewed by the HSEQ Committee and recommended for Board approval. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

**Decision**

The Board **APPROVED** the Annual Safety Report.

5.3 **STRATEGY SESSION & BOARD PERFORMANCE REVIEW – 28 JANUARY 2025**

The Board discussed the items they wanted covered at this Board strategy session **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

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5.4 **ENTERPRISE RISK MANAGEMENT**

The slides from T Ingram were noted [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)**].

5.5 **BOARD NETWORK VISIT**

The Board noted the handout from S R Griffin with a draft timetable for the Network Visit in summer 2025 [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)**].

5.6 **INTERMODAL CONNECTIVITY**

D Beaton reported that there was activity underway to ensure ferries, buses & trains connected efficiently [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)**].

5.7 **FINANCE UPDATE**

J Ward reported that there was no Finance Update report as the October figures had been reported to November Board [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)**].

5.8 **END OF YEAR**

E Ostergaard expressed the Board's thanks to D Mackison and his team [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)**].

6. **DATE OF NEXT MEETING**

Wednesday 5 February 2025 at 9.00 am in Glasgow. It was noted that this meeting was being moved to Glasgow due to the Cabinet Secretary's attendance.

Signed:  
E Ostergaard, Chair

Date: