Confidential

DAVID MACBRAYNE LIMITED ("DML")
MINUTES of the BOARD MEETING
held on Thursday 4 September 2025 at 12.00 noon
in Arran & Bute rooms, Transport Scotland Offices, 177 Bothwell Street, Glasgow, G2 7ER
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 Robert Morrison (RM) – Engagement Director (part) Stephanie Griffin (SRG) – Company Secretary

Item **Action**

1. <u>**GOVERNANCE**</u>

1.1 **SAFETY & ENVIRONMENT MOMENT**
E Ostergaard reported that he had nearly had accident on board his vessel where the non-slip surface of the stairs seemed to have been cancelled out by his non-slip shoes, however using the handrail and exercising caution had prevented a serious accident. This demonstrated the value in using more than one method to mitigate risk.

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 2 JULY 2025**
The Minutes of the Board meeting held on 2 July 2025 were **APPROVED** and the Chair was **AUTHORISED** to sign the minutes.

1.5 **ACTION LOG**
The Board discussed the actions as follows:

06.25 DISCUSSIONS WITH CABINET SECRETARY
Action: CalMac management agreed to arrange a visit to the MV Glen Sannox for the First Minister.
It was noted that the invitation had been offered to the First Minister and his office would revert if they wished to take CalMac up on the offer. Action complete.

All other actions were complete.

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

BOARD COMMITTEES

3.1 **AUDIT & RISK COMMITTEE**

3.1.1 **MINUTES OF 13 AUGUST 2025**

The draft minutes of 13 August 2025 were noted. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

3.1.2 **ANNUAL REPORT TO THE BOARD**

The Annual Report to the Board setting out the work carried out by the Audit & Risk Committee during 2024/25 was noted.

3.2 **HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE (HSEQCo) – MINUTES OF 14 AUGUST 2025**

The draft minutes of 14 August 2025 were noted and T Ingram reported that there would be a review of the CHFS3 Teckal changes to see what, if any, governance impacts there would be on the Committee e.g. on its Terms of Reference. He noted that the Committee had agreed that there should be a network visit in November and Islay had been chosen as it had both examples of good practice and areas for improvement.

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3.3 **REMUNERATION COMMITTEE (REMCO) – MINUTES OF 13 AUGUST 2025**

It was noted that the draft minutes of 13 August 2025 had been previously circulated to the Board. G Macrae reported **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

4. **GROUP REPORTS**

4.1 **GROUP FINANCE UPDATE – July 2025**

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

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

The 2025/26 financial performance to end July 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 that the cash balance at 31 July 2025 was **[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**

This was noted.

4.2 **RISK REPORT**

The Board noted the Risk Report and D Mackison reported that there was one new escalated item:

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

4.3 **RISK APPETITE**

The Board noted the report and G Macrae confirmed that the Audit & Risk Committee had reviewed the Risk Appetite, which was unchanged, and recommended it to the Board for approval. He reported that a detailed review of the Risk Appetite would be conducted in Q4, once the CHFS3 Contract was underway.

Decision

The Board **APPROVED** the Risk Appetite.

5. **ANY OTHER BUSINESS**

5.1 **NETWORK VISIT 2026 VISIT**

The Board noted the report with proposed locations and timings of future network visits as follows:-

- 2026 March/April – Arran
- 2026 September/October – Islay
- 2027 March/April – Coll/Tiree/Colonsay
- 2027 September/October – Mull

The Board discussed holding a Board meeting during the visit and agreed that a better use of time was to hold community & stakeholder meetings.

Action: S R Griffin would circulate the 2026 draft Board & Committee meeting dates to the Board for them to check their availability. SRG

Action: D Burke and S R Griffin would work out the most suitable dates for the Board network visits as soon as possible and circulate them to the Board for their availability. DBu/SRG

At this point R Morrison joined the meeting.

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

Charity Work

R Morrison reported that he was doing work to enhance CalMac engagement with seafarers' charities such as attending the National Seafarers Commemoration later in the year.

6. **DATE OF NEXT MEETING**

Action: S R Griffin would schedule an ad hoc Board meeting to approve the CHFS3 legal agreements prior to the pre-23 September 2025 signing deadline. SRG

Action: Strategy Session on Thursday 16 October 2025 would be cancelled. SRG

It was noted that this would be re-scheduled in 2026 once the two new non-executive directors were in place and the CHFS3 service had been in operation.

Next scheduled Board meeting was Friday 17 October 2025 at 9.00 am in Gourock.

Signed: Date:

E Ostergaard, Chair