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**CALMAC FERRIES LIMITED (“CFL”)
MINUTES of the BOARD MEETING
held on Friday 17 October 2025 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
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
Louis de Wolff (LdW) – Interim Fleet Management Director (part)
Angela Peterson (AP) – Head of Business Intelligence (part)
Alan Hood (AH) – Head of Digital Experience (part)
Murray Doyle (MD) – Senior Business Intelligence Analyst (part)
Stephanie Griffin (SRG) – Company Secretary

Apologies: David Beaton (DB)

Item	Action
1.	<u>GOVERNANCE</u>
1.1	SAFETY & ENVIRONMENT MOMENT G Macrae reported that vehicle incidents generally were often linked to new drivers or drivers new to the vehicle – especially drivers new to electric vehicles or switching between petrol/diesel and electric. Therefore CalMac crews needed to have sufficient training to assist passengers in their vehicles to reduce accident rates. Similarly there was a risk from crews switching between new vessels and older vessels and this needed to be mitigated by sufficient crew training. D Mackison reported that older vessels had less space for vehicles as modern vehicles were bigger and incidents with cars were increasing. He reported that management would monitor whether rates were lower on newer vessels with wider vehicle lanes. A Robinson commented that the Transport Scotland Roads team also encountered the issues with larger modern vehicles i.e. in relation to car parking spaces etc. D Mackison reported that increasing accessibility requirements including passengers requiring space to get in and out of vehicles or to be parked near lifts also needed to be factored in. E Ostergaard reported that he had recently travelled on ferries in Denmark and Sweden and there were very few staff on deck compared to CalMac ferries and that efficient running of new vessels would need to be considered.
1.2	APOLOGIES FOR ABSENCE Apologies for absence had been received from D Beaton [FOISA Status – Exemptions under Section 38 (Personal data)] . Management attendee D Burke had also submitted her apologies.
1.3	DECLARATIONS OF INTEREST There were no new declarations of interest.

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1.4 **MINUTES FROM BOARD MEETING OF 4 SEPTEMBER 2025**

The Minutes of the Board meeting held on 4 September 2025 were **APPROVED** and the Chair was **AUTHORISED** to sign the minutes.

1.5 **ACTION LOG**

The Board discussed the actions as follows:

CFL 08.25 REVIEW OF ACHIEVABLES/DELIVERABLES IN ANNUAL BUSINESS PLANS CP1 & CP2 ANNUAL BUSINESS PLAN – CP1 OCTOBER 2025-MARCH 2026 AND ANNUAL BUSINESS PLAN – CP2 APRIL 2026-MARCH 2027

P Blackshaw confirmed that the Annual Business Plan deliverables (including KPIs) would be made public however the financial detail would not be. P Blackshaw reported that management would be ensuring that reporting against KPIs did not negatively impact operations and she confirmed that the KPIs had been reviewed to ensure they could be measured and reported on. She also confirmed that the Annual Business Plan included deadlines and timelines whereas the Corporate Plan did not and these would be published for transparency. She reported that not all deliverables from CHFS3 had been included as they were not all for delivery in CP1 or CP2.

Action: P Blackshaw would review the deliverables in the CP1 & CP2 Annual Business Plans. The Business Plan for CP1 had been amended and circulated to Board and the Business Plan for CP2 would follow in due course.

DM (PB)

13.25 2026 NETWORK VISIT DATES TO BE CIRCULATED TO BOARD NETWORK VISIT 2026 VISIT

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. The March 2026 network visit date had been agreed and responses from the Board members were awaited for the September/October 2026 network visit dates.

SRG/DBu

All other actions were complete.

At this point L de Wolff joined the meeting.

2. **STRATEGIC ITEMS**

2.1 **FLEET MANAGEMENT DEEP DIVE**

L de Wolff presented his slides on Fleet Management as follows:-

What Is Fleet Management?

- The function made a fleet of ships available to the organisation for Operations to run the service ensuring:
 - Crew were certified and medically fit
 - Vessels had required class and statutory certification
 - Vessels operated safely to ISM Code

Value Chain

He detailed the elements of the ferry service from customer/contract requirements through to service delivery to CalMac's customers.

Operational Performance Review

Data was provided setting out the availability of vessels for the service which was very high (excluding major works required to the MV Caledonian Isles, MV Loch Linnhe and MV Argyll

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Flyer) and demonstrated the ability to keep vessels in service working well. The predominant issue was emerging works and consequent delays in getting vessels back from overhaul.

Fleet Management Organisation

- Main Principle: Vessels had a single department where all issues were managed
- Organisation: Vessels were arranged in 7 Fleet Groups: 4 major vessel groups (covering 4 vessels each), 3 smaller vessel groups (covering 7 vessels each)
- Fleet Groups contain vessels, Technical Superintendents, Marine Superintendents, Crewing plus Purchasing & Contract support
- Fleet Management Organisation costs – these were detailed to the Board

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

At this point L de Wolff left the meeting.

3. CFL REPORTING

3.1 CFL OPERATIONS REPORT

The report from D Mackison was noted and he reported as follows.

Strategic Highlights

- CHFS3 – the documentation had been signed **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

Fleet & Harbour Availability

- MV Caledonian Isles – the vessel was back in service on the Arran route. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.
- Ardrossan linkspan – this was progressing with CMAL looking at both short-term and long-term solutions and costs. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.
- MV Glen Sannox – **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

3.2 CHIEF OPERATING OFFICER REPORT

The Board noted the report from D Burke, and D Mackison reported as follows.

Enhanced Engagement Model

This model was working well with Area Managers engaging positively with Ferry Committees and communities.

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

Port of Excellence

Signage at Ports (and Gourock office) were being undertaken.

eBooking Update

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

Commercial Terms & Conditions

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The agreed changes to T&Cs to apply no-show fees and covering cancellations would come into effect on 20 October.

Long Serving Colleague Event

This event would be held at the end of October [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)**].

At this point A Peterson, A Hood and M Doyle joined the meeting.

3.3 VESSEL DECK CAPACITY MANAGEMENT

A Peterson shared her slide presentation and reported that an investigation had been carried out following the Ferries Community Board (FCB) feedback in May on issues with sailings on the Ullapool-Stornoway route that showed as full online but appeared to sail with space. [**FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)**].

At this point A Peterson, A Hood and M Doyle left the meeting.

4. GROUP REPORTING

4.1 GROUP FINANCE UPDATE – September 2025

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

4.1.1 P&L – September Financial Performance

The 2025/26 financial performance to end September 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

This was noted.

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

4.3 TRANSPORT SCOTLAND UPDATE

A Robinson reported as follows.

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

4.4 POLICY APPROVALS

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

- Risk Management – new policy
- Shore-based Employee Training – new policy

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Decision

The Board **APPROVED** the Risk Management and Shore-based Employee Training Policies.

5. **GROUP BOARD COMMITTEES**

5.1 **AUDIT & RISK COMMITTEE**

It was noted that there had been no Audit & Risk Committee meetings in the period. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

5.2 **HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE**

It was noted that there had been no Health, Safety, Environment & Quality Committee meetings in the period. T Ingram reported that the HSEQCo network visit to Islay would be held on 20 November.

5.3 **REMUNERATION COMMITTEE**

It was noted that there had been no Remuneration Committee meetings in the period.

6. **ANY OTHER BUSINESS**

6.1 **DIRECTORS' & OFFICERS LIABILITY INSURANCE**

The Board noted the reported from D Gill.

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

6.2 **FERRIES COMMUNITY BOARD**

D Mackison reported that discussions had taken place with Transport Scotland regarding Ferries Community Board (FCB) governance. He reported that the current chair was stepping down at the end of this year **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**.

6.3 **NEW NON-EXECUTIVE DIRECTORS**

E Ostergaard reported that the necessary administration was now complete for the two proposed non-executive directors and their appointments were now with the Cabinet Secretary for approval.

7. **DATE OF NEXT MEETING**

Wednesday 3 December 2025 at 9.00 am in Glasgow.

Signed:
E Ostergaard, Chair

Date: