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DAVID MACBRAYNE LIMITED ("DML")
MINUTES of the BOARD MEETING
held on Thursday 1 September 2022 at 11.00 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:

- E Ostergaard (EO) – Chair
- S M Browell (SMB)
- M Comerford (MC)
- R Drummond (RD)
- T Ingram (TI)
- D Mackison (DM)
- G Macrae (GMac)
- S O'Connor (SOC)

In attendance:

- C Murrie (CM) — Assessor, Transport Scotland (part)
- J Ward (JW) – Finance Director (part)
- S Maxwell (SM) — Communications Director (part)
- J Gilruth (JG) — Minister for Transport (part)
- D Torrance (DT) — Ferries Unit, Transport Scotland (part)
- S Lamont (SL) — Minister for Transport's Private Secretary (part)
- S R Griffin (SRG) – Company Secretary

Item		Action
1.	<u>GOVERNANCE</u>	
1.1	SAFETY & ENVIRONMENT MOMENT M Comerford drew the Board's attention to the fact that the HSEQ Committee had discussed the recent issues with the CO2 firefighting system on the MV Hebrides and the dangers posed by CO2. He noted that, unlike many ferry operators, CalMac carried dangerous substances and that the Board needed to be mindful of the risks associated with this.	
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 MEETINGS OF 15 JUNE AND 4 AUGUST 2022 The Minutes of the Board meetings held on 15 June and 4 August 2022 were APPROVED and the Chairman was AUTHORISED to sign the minutes.	
1.5	ACTION LOG The action log was noted.	

All other actions were complete, not yet due, deferred to the October Board meeting or covered under Agenda items.

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2. **BOARD COMMITTEES**

2.1 **AUDIT & RISK COMMITTEE (ARC)**

2.1.1 **MINUTES OF 11 AUGUST 2022**

The Board noted the draft minutes **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

2.1.2 **ARC ANNUAL REPORT FY 21/22**

The Board noted the Annual Report from the Audit & Risk Committee which set out the work they had undertaken during FY 21/22.

2.2 **HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE MINUTES OF 18 AUGUST 2022**

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

2.3 **REMUNERATION COMMITTEE (REMCO) – MINUTES OF 11 AUGUST 2022**

The Board noted that the draft minutes would be circulated in due course. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

3. **GROUP REPORTS**

3.1 **GROUP CEO REPORT**

The report from D Mackison was noted and discussed as follows:

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

Communications Report

This report was noted and R Drummond confirmed that the BBC TV series had started filming and a project team formed which met weekly to discuss the filming and any issues.

3.2 **GROUP FINANCE UPDATE**

The Board noted the report from J Ward.

3.2.1 **DML Group P&L Month & YTD Performance**

J Ward reported **[FOISA Status – Exemption under Section 33 (Commercial Interests and the Economy)]**

3.2.2 **DML Group P&L Annual Forecast**

J Ward reported that forecasting was being built into the regular monthly statistics and the forecast result FY22/23 was **[FOISA Status – Exemption under Section 33 (Commercial Interests and the Economy)]**

The main drivers **[FOISA Status – Exemption under Section 33 (Commercial Interests and the Economy)]**

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

[FOISA Status – Exemption under Section 33 (Commercial Interests and the Economy)]

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3.2.3 **DML Group Balance Sheet**

This was noted. **[FOISA Status – Exemption under Section 33 (Commercial Interests and the Economy)]**

At this point D Mackison, R Drummond, J Ward, S R Griffin and C Murrie left the meeting.

4. **STRATEGIC ITEMS**

4.1 **DML CEO ROLE**

The Board discussed the CEO's forthcoming departure as below:-

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

At this point D Mackison, R Drummond, J Ward, S R Griffin, C Murrie, J Gilruth, D Torrance, S Lamont and S Maxwell joined the meeting.

4.2 **MINISTER FOR TRANSPORT**

E Ostergaard welcome the Minister for Transport to the meeting and the Board introduced themselves.

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At this point C Murrie, J Gilruth, D Torrance, S Lamont, S Maxwell and J Ward left the meeting and the Board took a break for lunch then re-started at 2.15 p.m.

5. **GROUP REPORTS (CONT'D)**

5.1 **CHANGE EXECUTIVE COMMITTEE UPDATE**

The report was noted and D Mackison reported as follows:

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

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

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

5.4 **POLICIES REVIEW**

The following Policies which had been reviewed at the OpExCo and submitted for Board approval were noted:

- Bereavement – a new policy
- Crew Expenses – updates to the existing policy were noted.
- CCTV Usage – updates to the policy were noted.

Decision

The Board **APPROVED** the Bereavement, Crew Expenses and CCTV Usage Policies.

5.5 **BOARD COMMITTEE TERMS OF REFERENCE**

The Board noted this report and S R Griffin reported that the changes to their Terms of Reference recommended by each Board Committee for Board approval were outlined in the report, including some changes common to all three Terms of Reference.

Decision

The Board **APPROVED** the amended Terms of Reference of the: Audit & Risk Committee; Health, Safety, Environment & Quality Committee; and Remuneration Committee.

6. **ANY OTHER BUSINESS**

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6.1 **ANNUAL REPORT & ACCOUNTS**
[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]

7. **DATE OF NEXT MEETING**

Monday 19 October 2022 at 8.30am at Ardrossan for the network visit which would finish at 4pm. The Board agreed that they would visit Ardrossan port, take a vessel to Arran and Brodick port then take the vessel from Claonaig to Lochranza and back to Brodick allowing them to see ports, vessels and an unmanned slip.

Action: R Drummond would send out the itinerary / instructions to the Board.

RD

Tuesday 25 October 2022 at 09.00 am in Gourock.

Signed:
E Ostergaard, Chair

Date: