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**DAVID MACBRAYNE LIMITED ("DML")**  
**MINUTES of the BOARD MEETING**  
**held on Wednesday 25 October 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)
- G Macrae (GMac)
- S O'Connor (SOC)

**In attendance:**

- C Wilcock (CW) — Head of Ferries Unit, Transport Scotland
- J Ward (JW) – Finance Director (part)
- S R Griffin (SRG) – Company Secretary

<b>Item</b>	<b>Action</b>
1. <b><u>GOVERNANCE</u></b>	
1.1 <b>SAFETY &amp; ENVIRONMENT MOMENT</b>	
T Ingram tabled information on fatalities at recent Olympic constructions, noting that there had been zero fatalities at the 2012 London Olympics construction. The London Organising Committee of the Olympic & Paralympic Games (LOCOG) had engaged in collaborative working with contractors to make it the safest Games and proactivity had been key. He noted that the CalMac world café safety exercise was a good example of this type of collaborative engagement.	
<b>[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]</b>	
1.2 <b>APOLOGIES FOR ABSENCE</b>	
There were no apologies for absence.	
1.3 <b>DECLARATIONS OF INTEREST</b>	
M Comerford advised that he had been appointed to EirGrid, the Irish state power network and offshore supplier. There were no other new declarations.	
1.4 <b>DIRECTOR RESIGNATION</b>	
The Board noted that D Mackison had resigned as a Director with effect from 16 September 2022.	
1.5 <b>DML SUBSIDIARIES BOARD COMPOSITION</b>	
<b>[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]</b>	
The Board noted that they had previously reviewed and approved the recommended changes to DML Group subsidiary companies as a consequence of D Mackison leaving the business, as below:	
1. E Ostergaard to replace D Mackison as a Director of the following DML Group subsidiary companies:	

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- Argyll Ferries Limited
- David MacBrayne HR (UK) Limited
- NorthLink Ferries Limited
- Cowal Ferries Limited
- Rathlin Ferries Limited

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

### **Decision**

The Board **RATIFIED** its previous decision to approve the above-noted director changes to the Boards of the DML Group subsidiaries **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

#### **1.6 MINUTES FROM BOARD MEETING OF 1 SEPTEMBER 2022**

The Minutes of the Board meeting held on 1 September 2022 were **APPROVED** and the Chairman was **AUTHORISED** to sign the minutes.

#### **1.7 ACTION LOG**

The action log was noted.

#### **22.21 BOARD MATTERS RESERVED**

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

#### **12.22 DATE OF NEXT MEETING**

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

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

It was noted the visit had been postponed due to the Queen's funeral & would be re-scheduled in Spring 23. C/fwd.

RD/SRG

All other actions were complete, not yet due or covered under Agenda items.

#### **2. STRATEGIC ITEMS**

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

#### **3. BOARD COMMITTEES**

##### **3.1 AUDIT & RISK COMMITTEE (ARC)**

G Macrae reported that an ARC meeting had been held on 6 October **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

##### **3.2 HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE**

M Comerford reported that there was no update from this Committee.

##### **3.3 REMUNERATION COMMITTEE (REMCO) – MINUTES OF 26 SEPTEMBER 2022**

The Board noted that the draft minutes had been circulated. S M Browell reported that RemCo matters would be discussed later in the meeting.

#### **4. GROUP REPORTS**

##### **4.1 GROUP FINANCE UPDATE**

The Board noted the report from J Ward.

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

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

The key variances were:

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

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

J Ward reported that 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)]**

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

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4.1.3 **DML Group Balance Sheet**

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

4.1.4 **CASHFLOW STATEMENT**

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

4.2 **DML GROUP PLAN 22/23 – PROPOSE AMENDMENTS**

The Board noted the report from J Ward **[FOISA Status – Exemption under Section 33 (Commercial Interests and the Economy)]**

**Decision**

The Board **APPROVED** the amendments to the DML Group Plan 22/23.

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

4.4 **POLICIES REVIEW**

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

- Procurement – updates to the existing policy were noted.
- Freedom of Information (FOI) – updates to the existing policy were noted.

**Decision**

The Board **APPROVED** the Procurement and Freedom of Information (FOI) Policies.

*At this point R Drummond and J Ward left the meeting.*

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

5. **ANY OTHER BUSINESS**

There was no other business.

6. **DATE OF NEXT MEETING**

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Wednesday 30 November 2022 at 09.00 am in Gourock.

Signed:  
**E Ostergaard, Chair**

Date: