

Confidential

DAVID MACBRAYNE LIMITED ("DML")
MINUTES of the BOARD MEETING
held on Wednesday 3 April 2024 at 11.30 a.m.
in the Lewis Meeting Room, Gourock, PA19 1QP

[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)
Sharon O'Connor (SOC)
Kay Ryan (KR)

In attendance: Andy Robinson (AR) – Transport Scotland
Janine Ward (JW) – Finance Director
Duncan Mackison (DM) – Interim CEO
Stephanie Griffin (SRG) – Company Secretary

Apologies: Robbie Drummond (RD)

Item	Action
1. <u>GOVERNANCE</u>	
1.1 ORGANISATIONAL CHANGES It was noted that R Drummond would be stepping down as CEO of CalMac with immediate effect and that D Mackison had been appointed as Interim CEO until a permanent successor was appointed.	
1.2 SAFETY & ENVIRONMENT MOMENT This item was deferred to the next meeting.	
1.3 APOLOGIES FOR ABSENCE It was noted that R Drummond would not be present at the meeting.	
1.4 DECLARATIONS OF INTEREST There were no new declarations of interest.	
1.5 MINUTES FROM BOARD MEETING OF 7 FEBRUARY 2024 The Minutes of the Board meeting held on 7 February 2024 were APPROVED and the Chairman was AUTHORISED to sign the minutes.	
1.6 ACTION LOG The Board discuss the action log as follows:-	
[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]	
The remaining actions would be covered under Agenda items.	
2. <u>STRATEGIC ITEMS</u>	
2.1 STRATEGIC PLAN 24-27	

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It was agreed that review and discussion of the Strategic Plan 24-27 would be deferred until the next Board meeting.

2.1 CHFS DIRECT AWARD UPDATE

The report from A Robinson was noted and he reported as follows.

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3. BOARD COMMITTEES

3.1 AUDIT & RISK COMMITTEE (ARC)

The draft minutes of 21 February 2024 were noted and G Macrae reported that the Annual Report & Accounts had been signed, laid before Parliament and filed at Companies House.

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3.2 HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE (HSEQCo)

The draft minutes of 22 February 2024 were noted **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

3.3 REMUNERATION COMMITTEE (REMCO)

The RemCo minutes of 7 and 22 February had been previously circulated and S O'Connor reported **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

4. GROUP REPORTS

4.1 GROUP FINANCE UPDATE – FEBRUARY 2024

The Board noted the report from J Ward.

4.1.1 DML Group P&L – February Financial Performance

J Ward reported that YTD performance was **[FOISA Status – Exemption under Section 33 (Commercial interests)]**

4.1.2 P&L Forecast for 23/24

J Ward reported that the updated forecast for 23/24 was **[FOISA Status – Exemption under Section 33 (Commercial interests)]**

4.1.3 DML Group Financial Risks and Opportunities – 23/24

The financial risks and opportunities for 23/24 were noted. **[FOISA Status – Exemption under Section 33 (Commercial interests)]**

4.1.4 DML Group Balance Sheet

Group Net Asset balance **[FOISA Status – Exemption under Section 33 (Commercial interests)]**

4.1.5 Cashflow Statement

Group closing cash balance at end February **[FOISA Status – Exemption under Section 33 (Commercial interests)]**

4.1.6 CHFS Contractual Funding Update

J Ward reported **[FOISA Status – Exemption under Section 33 (Commercial interests)]**

4.2 CHANGE EXECUTIVE COMMITTEE SUMMARY REPORT

The report was noted.

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4.3 **RISK REPORT**

This report was noted and it was noted that new escalated risks discussed in detail at the ARC and HSEQCo meetings had been reported earlier in the meeting.

5. **ANY OTHER BUSINESS**

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

5.2 **MODERN SLAVERY STATEMENT**

The Board noted the Modern Slavery Statement and the changes since the last approved version.

Decision

The Board **APPROVED** the Modern Slavery Statement and **AUTHORISED** its signature on their behalf and publication on the website.

5.3 **ECONOMIC CRIME AND CORPORATE TRANSPARENCY ACT (ECCTA)**

The report from S R Griffin was noted and she reported that a further update would come to the Board when further provisions from the ECCTA came into force.

5.4 **JOINT MEETING WITH FERRIES COMMUNITY BOARD**

It was agreed that the next Joint Meeting with the Ferries Community Board should be after the Board meeting on 8 May or on 9 May, providing the Ferries Community Board were available.

5.5 **BOARD NETWORK VISIT**

The Board noted and discussed this.

Action: E Ostergaard and D Mackison would discuss options for the Board Network Visit slot being held in diaries once the date of the DML/FCB Joint meeting had been confirmed.

EO/DM

5.6 **UPDATE FROM THE INTERIM CEO**

The Board asked that the Interim CEO, D Mackison, provide them with an update following his initial review and it was agreed that this should be held online on Monday 15 April at 3pm-4pm.

Action: D Mackison to prepare an update for the Board and S R Griffin to send out invitations.

DM/SRG

6. **DATE OF NEXT MEETING**

Wednesday 8 May 2024 at 9.00 am in Gourock.

Signed:

E Ostergaard, Chair

Date: