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**DAVID MACBRAYNE LIMITED (“DML”)**  
**MINUTES of the BOARD MEETING**  
**held on Wednesday 8 May 2024 at 11.15 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  
David Beaton (DB)  
Tim Ingram (TI)  
Grant Macrae (GMac) – by video conference  
Kay Ryan (KR)

**In attendance:** Andy Robinson (AR) – Transport Scotland  
Roddy MacDonald (RMacD) – Director of Ferries, Transport Scotland  
Janine Ward (JW) – Finance Director  
Duncan Mackison (DM) – Interim CEO  
Stephanie Griffin (SRG) – Company Secretary

**Apologies:** Sharon O’Connor (SOC)  
Robbie Drummond (RD)

<b>Item</b>	<b>Action</b>
1. <b><u>GOVERNANCE</u></b>	
1.1 <b>SAFETY &amp; ENVIRONMENT MOMENT</b> <b>[FOISA Status – Exemption under Section 38 (Personal data)]</b> This episode indicated how important it was that people felt brave enough to override the actions of colleagues when these did not seem sensible and it was also crucial that management remained mindful of the duty of care to employees, particularly given parts of the business were under immense stress and had been for some time.	
1.3 <b>APOLOGIES FOR ABSENCE</b> It was noted that S O’Connor had tendered her apologies and that R Drummond would not be present at the meeting.	
1.4 <b>DECLARATIONS OF INTEREST</b> There were no new declarations of interest.	
1.5 <b>MINUTES FROM BOARD MEETING OF 3 AND 15 APRIL 2024</b> The Minutes of the Board meetings held on 3 and 15 April 2024 were <b>APPROVED</b> and the Chair was <b>AUTHORISED</b> to sign the minutes.	
1.6 <b>ACTION LOG</b> The actions were all complete.	
2. <b><u>STRATEGIC ITEMS</u></b>	
2.1 <b>BUSINESS PLAN 24-25</b> J Ward reported that the Business Plan had been revised and simplified following the organisational changes made since the original Plan had been prepared for Board approval on	

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3 April. She outlined the process undertaken to draw up the financials **[FOISA Status – Exemption under Section 30 (Prejudice to the effective conduct of public affairs)]**

**Action:** D Mackison advised that the revised Business Plan 24-25 would be circulated for review and consideration by the Board who were asked to indicate their approval by end May (this approval to be noted at the July meeting).

DM/SRG

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

## 2.1 CHFS3 UPDATE

A Robinson reported that discussions were ongoing regarding an extension of the CHFS2 Contract **[FOISA Status – Exemption under Section 30 (Prejudice to the effective conduct of public affairs)]**

## 3. BOARD COMMITTEES

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

There had been no ARC meetings in the period. G Macrae reported that the May ARC meeting had been re-scheduled to June to allow more time for the Ar Turas Internal Audit Review and for preparation by the Internal Auditor of their Annual Audit Opinion.

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

There had been no HSEQCo meetings in the period. T Ingram reported that he had met with D Mackison to brief him on HSEQCo issues. He also noted that the Committee had taken on responsibility for monitoring progress on the actions from the Workforce Health Surveillance Internal Audit.

### 3.3 **REMUNERATION COMMITTEE (REMCO)**

It was noted that the RemCo minutes of 15 April had been previously circulated for information.

## 4. GROUP REPORTS

### 4.1 **GROUP FINANCE UPDATE – MARCH 2024**

The Board noted the report from J Ward.

#### 4.1.1 **DML Group P&L – 2023/24 Annual Financial Performance**

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

#### 4.1.2 **DML Group Balance Sheet**

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

#### 4.1.3 **Cashflow Forecast to end CY8 (September 2024) & Cashflow Statement**

The CFL cash Forecast graph was noted **[FOISA Status – Exemption under Section 33 (Commercial interests)]**

#### 4.1.4 **CHFS Contractual Funding Update – 6 months to March 2024**

This was noted.

### 4.2 **CHANGE BOARD SUMMARY REPORT**

The report was noted and D Mackison gave an overview of the positions of the projects underway within the business. **[FOISA Status – Exemption under Section 30 (Prejudice to the effective conduct of public affairs)]**.

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5. **ANY OTHER BUSINESS**

5.1 **INTERIM CEO – OVERVIEW OF FINDINGS**

D Mackison reported that there were three clear priorities for the business which he had discussed with the Executive Team:

- Frontline Service Delivery & Communications
- Ar Turas project
- CHFS3 Contract

He reported that when describing these three priorities to stakeholders such as community groups, commercial customers, unions, staff etc. there was no disagreement on the three areas identified.

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

6. **DATE OF NEXT MEETING**

Wednesday 3 July 2024 at 9.00 am in Glasgow (Clayton Hotel).

Signed:  
**E Ostergaard**, Chair

Date: