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DAVID MACBRAYNE LIMITED (“DML”)
MINUTES of the BOARD MEETING
held on Wednesday 3 July 2024 at 11.15 am
Clayton Hotel, 298 Clyde Street, Glasgow, Scotland, G1 4NP

[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
Diane Burke (DM) – Commercial Director
Stephanie Griffin (SRG) – Company Secretary

Apologies: Robbie Drummond (RD)

Item	Action
1. <u>GOVERNANCE</u>	
1.1 SAFETY & ENVIRONMENT MOMENT D Mackison reported that as the MV Isle of Arran was coming into Ardrossan recently the crew became aware of passenger jumping from the vessel. Master had to make quick decisions about manoeuvring the vessel based on the restricted space at the entry into Ardrossan and the passenger in the water. Despite these restrictions a safe rescue of the passenger was effected within seven minutes using the vessel’s FRC. An ambulance crew who was onboard then provided medical treatment. The crew was congratulated on their swift response by D Mackison. He noted that channel ferries do not attempt to rescue passengers over-board, as they assume that the passenger would not survive, instead leaving rescue to the RNLI. Action: E Ostergaard asked D Mackison to send the Board’s congratulations to the crew for their swift and successful rescue of the passenger.	
1.2 APOLOGIES FOR ABSENCE It was noted that R Drummond would not be present at the meeting.	
1.3 DECLARATIONS OF INTEREST There were no new declarations of interest.	
1.4 MINUTES FROM BOARD MEETING OF 8 MAY 2024 The Minutes of the Board meeting held on 8 May 2024 were APPROVED and the Chair was AUTHORISED to sign the minutes.	
1.5 ACTION LOG The Board noted that all the actions were complete.	

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1.6 **ITEMS APPROVED BETWEEN MEETINGS**

It was noted that, as agreed at the Board meeting held on 8 May 2024, the Business Plan 2024-25 had been circulated to the Board members for review and they had all communicated their approval of the Business Plan by email to the Company Secretary.

Decision

The Board **RATIFIED** their approval of the Business Plan 2024-25 by email.

2. **STRATEGIC ITEMS**

2.1 **CHFS3 UPDATE**

A Robinson shared a slide presentation and updated the Board as follows.

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

3. **BOARD COMMITTEES**

3.1 **AUDIT & RISK COMMITTEE (ARC) – MINUTES OF 17 JUNE 2024**

The draft minutes of 17 June 2024 were noted.

3.2 **HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE (HSEQCo) – MINUTES OF 23 MAY 2024**

The draft minutes of 23 May 2024 were noted.

3.3 **REMUNERATION COMMITTEE (REMCO) – MINUTES OF 22 MAY 2024**

It was noted that the RemCo minutes of 22 May had been previously circulated for information.

4. **GROUP REPORTS**

4.1 **GROUP FINANCE UPDATE – May 2024**

The Board noted the report from J Ward.

4.1.1 **DML Group P&L – May 2024**

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

4.1.2 **P&L – Forecast Overview for 2024-25**

[FOISA Status – Exemptions under Section 33 (Commercial interests)]

4.1.3 **DML Group Financial Risks & Opportunities 24/25**

These were noted.

4.1.4 **DML Group Balance Sheet**

[FOISA Status – Exemptions under Section 33 (Commercial interests)]

4.1.5 **Group Cashflow Statement**

[FOISA Status – Exemptions under Section 33 (Commercial interests)]

4.2 **CHANGE BOARD SUMMARY REPORT**

The report was noted and D Mackison reported that Ar Turas had been closed as a project from end June although formal closure activities were still underway in July.

4.3 **RISK REPORT**

This report was noted and D Mackison reported that there were four new escalated risks which had been discussed at the Audit & Risk Committee. **[FOISA Status – Exemptions under Section 30 (Prejudice to effective conduct of public affairs)]**

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4.4 **POLICY APPROVALS**

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

- Business Continuity Management – new policy noted.
- Mediation – new policy noted.
- Internal Communications – new policy noted.
- Maternity & Adoption – updates to the existing policy noted.
- Recruitment & Selection – updates to the existing policy noted.

Decision

The Board **APPROVED** the Business Continuity Management; Mediation; Internal Communications; Maternity & Adoption; and Recruitment & Selection Policies.

5. **ANY OTHER BUSINESS**

5.1 **BOARD COMMITTEE TERMS OF REFERENCE**

The Board noted this report and S R Griffin reported that the minor changes to the Terms of Reference recommended by each Board Committee for Board approval were outlined in the report and shown in mark-up on the attached 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.

5.2 **BOARD MATTERS RESERVED**

The Board noted this report and S R Griffin reported that the minor changes to the Board Matters Reserved to reflect actual practice (e.g. policy review & approval process) were outlined in the report and shown in mark-up on the attached Board Matters Reserved.

Decision

The Board **APPROVED** the updated Board Matters Reserved.

5.3 **OCTOBER STRATEGY SESSION DATE**

E Ostergaard proposed that the Board Strategy Session scheduled for 8 October 2024 be postponed until early 2025 to allow the new CEO appointee to be in role.

Action: S R Griffin and J Ward to propose a suitable date in early 2025 for the strategy session which aligned with the business planning process.

SRG/JW

Action: S R Griffin to cancel the Board Strategy Session on 8 October & Board meeting on 9 October and arrange an online Board meeting between 4 September & 13 December 2024.

SRG

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

5.5 **AUDIT SCOTLAND REPORT ON WATER INDUSTRY COMMISSION FOR SCOTLAND**

A Robinson reported that following the Audit Scotland review of the Water Commission for Scotland the Scottish Ministers were seeking assurance from public bodies that they were being run well and there was likely to be number of different items coming out from the Public Bodies Unit.

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

6. **DATE OF NEXT MEETING**

Wednesday 4 September 2024 at 9.00 am in Gourock.

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Signed:
E Ostergaard, Chair

Date: