

NOOLAHAM FOUNDATION

GOVERNANCE BOARD MEETING MINUTES

Date: 9 June 2024

Time: 5:30 p.m. Sri Lanka Time

Venue: Online

Meeting: Governance Board Meeting

Attendance

The following members were present at the meeting:

1. Rathina Iyer Pathmanabhan Iyer
2. Meera Bharathy
3. Kopinath Thillainathan
4. Sajeev Edward Selvarajah
5. Nalayini Indran
6. Mayooranathan Ratnavelpillai
7. Sujeevan Tharmaratnam
8. Shaseevan Ganeshanathan
9. Dr. Kanaga Sugumar
10. Mark Balmforth
11. Dr. Navaratnarajah
12. Saravanan Komathi Nadarasa
13. Ransuthamalar Nanthakumar

Agenda

1. Review and approval of the previous Governance Board meeting minutes
2. Governance Board effectiveness, member responsibilities, and accountability
3. Resource mobilization, fundraising, and strategic partnerships
4. Budget monitoring, budget revision, and operational cost management
5. Project oversight and reporting
6. Communications and promotional activities
7. Administrative, asset management, and other operational matters

Any Other Business (AOB)

1. Review and Approval of Previous Meeting Minutes

The minutes of the previous Governance Board meeting were reviewed and approved by the Board.

2. Governance Board Effectiveness, Member Responsibilities and Accountability

2.1. Review of Governance Board Meeting Structure

The Board discussed the need to review the existing format and approach to Governance Board meetings to strengthen strategic decision-making and ensure that meetings remain focused on governance, institutional priorities, and long-term sustainability.

Action: Review and revise the Governance Board meeting approach to strengthen strategic oversight and decision-making.

Action ID: 2813

2.2. Governance Board Member Responsibilities

The Board agreed on the importance of establishing a structured mechanism to define, monitor, and evaluate individual Governance Board members' responsibilities in alignment with the Foundation's annual plan.

The responsibilities of Board members should primarily focus on mobilizing resources, including volunteers, financial contributions, strategic partnerships, and project opportunities. A mechanism should be developed to assess progress against the annual plan and the responsibilities assigned to individual Board members.

Action: Develop a framework to define and monitor Board member responsibilities, including measurable targets and progress indicators linked to the annual plan and resource mobilization.

Action ID: 2531

2.3. Governance Board Membership and Engagement

The Board discussed the need for a clear and transparent process for reviewing Board membership, communicating expectations, and addressing situations in which members are no longer actively contributing.

It was noted that the CEO should initially communicate with relevant Board members regarding their roles, engagement, and possible transition between membership categories, including Governance Board member, Grey Board, or Emeritus Board, as applicable under the Foundation's governance arrangements.

The Board also discussed the need to clarify the procedures for membership transitions and the circumstances under which a member may cease to serve on the Board. The continuation of Saravanan Komathi Nadarasa's Board membership was identified for further discussion.

Actions:

- The CEO to communicate with relevant Board members regarding their engagement, responsibilities, and possible membership transitions.
- Discuss with Saravanan Komathi Nadarasa whether he intends to continue serving on the Governance Board.
- Clarify and document the procedures for Board membership transitions and cessation of membership.

Action ID: 2814

2.4. Governance Board Communication

The Board discussed the need to establish a dedicated WhatsApp group to facilitate timely communication and coordination among Governance Board members and the CEO.

Action: Establish a dedicated WhatsApp group for Governance Board members and the CEO.

Action ID : 2815

3. Resource Mobilization, Fundraising, and Strategic Partnerships**3.1. Allocation of Fundraising and Partnership Responsibilities**

The Board discussed the importance of strengthening resource mobilization by clearly distinguishing the responsibilities of staff and Governance Board members.

It was proposed that staff members be equipped to take greater responsibility for fundraising activities and implementation, while Governance Board members should focus primarily on identifying and developing strategic partnerships, mobilizing resources, and opening new funding opportunities.

The Board emphasized that fundraising responsibilities should be aligned with the Foundation's annual plan and supported by clear targets and regular progress monitoring.

3.2. Fundraising Commitments by Board Members

Kopinath Thillainathan agreed to take responsibility for identifying three fundraising opportunities and developing one partnership opportunity with the Jeevananathi alumni network each month. He also agreed to take responsibility for pursuing a total contribution target of USD 2 million from Australia.

Action: Kopinath Thillainathan to pursue the agreed monthly fundraising and partnership targets and develop opportunities to achieve the USD 2 million contribution target from Australia.

Action ID : 2816

3.3. Fundraising and Partnership Commitments by Sujeewan Tharmaratnam

Sujeewan Tharmaratnam agreed to identify 15 fundraising opportunities and explore opportunities to establish a partnership with the Indian Embassy.

Action: Sujeewan Tharmaratnam to identify potential fundraisers and initiate discussions regarding a possible partnership with the Indian Embassy.

Action ID : 2821

3.4. Fundraising Capacity and Resource Mobilization Planning

The Board discussed the risks associated with insufficient fundraising capacity to meet the Foundation's planned annual budget. It was noted that, if the required funding could not be secured, the Foundation would need to review its budget, identify alternative funding sources, and establish mechanisms to reduce operational expenditure.

The Board emphasized the importance of strengthening resource mobilization capacity and ensuring that fundraising targets are realistic, measurable, and aligned with institutional priorities.

4. Budget Monitoring, Budget Revision, and Operational Cost Management

4.1. Budget Monitoring and Revision

The Board discussed the need for continuous budget monitoring and timely revision in response to fundraising performance and available financial resources.

It was agreed that the Foundation should assess its capacity to meet the planned budget and, where necessary, identify cost-reduction measures to maintain financial sustainability.

4.2. Operational Costs and Staff Retention

The Board discussed the importance of maintaining a low level of operational expenditure while protecting the Foundation's institutional knowledge and retaining experienced staff.

The possibility of assigning suitable staff members to project-funded positions, where feasible, was discussed as a way to retain experienced personnel and reduce pressure on unrestricted operational funds.

The Board also discussed the possibility of securing project-based funding to cover certain operational costs, subject to donor requirements and the eligibility of the proposed expenditure.

Action: Review staff deployment, project funding opportunities, and operational expenditure to support financial sustainability and staff retention.

4.3. Promotional and Public Engagement Activities

The Board discussed the need to strengthen promotional activities to increase public engagement, fundraising support, and awareness of the Foundation's work.

It was proposed that communications should include more personal, emotional, and impact-oriented stories that demonstrate the value of Noolaham Foundation's work and encourage community participation and support.

Action: Increase promotional activities through engaging, personal, and impact-focused communications.

Action ID : 2820

5. Project Oversight and Reporting

5.1. Indian Project – Gallery Team Coordination

Dr. Kanaga Sugumar agreed to take responsibility for conducting a meeting with the Gallery team regarding the Indian project.

Action: Dr. Kanaga Sugumar to coordinate a meeting with the Gallery team and follow up on matters relating to the Indian project.

Reference ID: 2817

5.2. Panchankam Project

Dr. Kanaga Sugumar agreed to take responsibility for the Panchankam project.

Action: Dr. Kanaga Sugumar to oversee the project and coordinate the necessary follow-up activities.

Action ID : 2818

5.3. EAP 1450 Project Report

Mark Balmforth agreed to submit the EAP 1450 project report within two weeks of the meeting.

Action: Mark Balmforth to submit the EAP 1450 report within two weeks.

Action ID : 2819

6. Administrative, Asset Management, and Other Operational Matters

6.1. Inventory Verification

The Board discussed the proposed arrangements for inventory verification and agreed that a separate committee was not required. The task could be handled by the staff as part of their regular administrative responsibilities.

Action: Staff to conduct inventory verification and maintain the relevant records.

Action ID : 2822

6.2. Cloud Backup Costs

It was noted that Rajan Bala would take responsibility for covering the costs associated with cloud backup.

Action: Rajan Bala to coordinate and cover the agreed cloud backup costs.

Action ID : 1167

6.3. Employee Resignations and Asset Protection

The Board discussed the importance of strengthening procedures for employee departures, including the verification of referees or references, where appropriate, and the identification and recovery of organizational equipment and other assets.

It was emphasized that any suspected theft, unauthorized removal, or other potentially unlawful handling of organizational property should be documented and referred to the appropriate authorities, including the police where warranted.

Action: Establish or reinforce employee exit procedures to ensure the proper return of organizational assets, completion of handovers, and appropriate reporting of suspected asset-related misconduct.

7. Any Other Business (AOB)

Any additional matters raised during the meeting were considered under the relevant agenda items above.

8. Summary of Action Items

No.	Action Item	Responsible Person / Group	Action ID
1.	Review the Governance Board meeting structure and strategic focus.	CEO/GB	2813
2.	Develop a Board responsibility and accountability framework aligned with the annual plan.	CEO/GB	2531
3.	Communicate with relevant members regarding engagement and membership transitions; discuss continuation with Saravanan Komathi Nadarasa.	CEO	2814
4.	Establish a dedicated WhatsApp group for the Governance Board and CEO.	To be assigned	2815
5.	Identify three fundraising opportunities and one Jeevananathi alumni partnership opportunity per month; pursue the USD 2 million contribution target from Australia.	Kopinath Thillainathan	2816
6.	Identify 15 fundraising opportunities and explore a partnership with the Indian Embassy.	Sujeevan Tharmaratnam	2821
7.	Increase personal, emotional, and impact-focused promotional activities.	CEO / ACP	2820
8.	Conduct a meeting with the Gallery team regarding the Indian project.	Dr. Kanaga Sugumar	2818
9.	Take responsibility for the Panchankam project.	Dr. Kanaga Sugumar	2818
10.	Submit the EAP 1450 project report.	Mark Balmforth	2819

11.	Conduct inventory verification and maintain records.	Staff	2822
12.	Coordinate and cover the agreed cloud backup costs.	Rajan Bala	1167
13.	Review budget performance, operational costs, and staff deployment to maintain financial sustainability.	CEO / relevant staff / Governance Board	Ongoing
14.	Strengthen employee exit procedures and organizational asset protection.	CEO / relevant staff	To be determined

9. Closure

There being no further matters recorded for discussion, the meeting concluded.