

NOOLAHAM FOUNDATION

GOVERNANCE BOARD MEETING MINUTES

Date: 21 December 2025

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

Meeting: Governance Board Meeting

1. Attendance

The following members were present:

1. Rathina Iyer Pathmanabhan Iyer
 2. Meera Bharathy
 3. Shaseevan Ganeshananthan
 4. Mark Balmforth
 5. Kopinath Thillainathan
 6. Dr. Kanaga Sugumar
 7. Nalayini Indran
 8. Ransuthamalar Nanthakumar
 9. Shalini Jathees
 10. Shathishini Mathiyalakan
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2. Agenda

1. Confirmation of Previous Meeting Minutes
 2. Approvals for 2026 Submissions
 - 2026 Annual Plan
 - 2026 Annual Budget
 - Governance Board Responsibilities
 - Governance Board Members for 2026
 3. Process and Project Dependency Analysis
 - EAP 1551 Reports
 - Book Publication
 4. Other Governance, Funding, Accountability and Compliance Matters
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3. Confirmation of Previous Meeting Minutes

The minutes of the previous Governance Board meeting were presented for review.

The CEO noted that certain matters discussed at the previous meeting had remained inconclusive and invited Board members to raise any comments, clarifications, or objections.

As no comments or objections were raised by the members present, the previous meeting minutes were **approved by consensus**.

The meeting then proceeded to the scheduled agenda items.

4. 2026 Annual Plan

The CEO presented the **2026 Annual Plan**, providing an overview of proposed activities and operational priorities across the organization.

The presentation outlined:

- Planned activities across the different sectors;
- The proposed structure for implementing organizational priorities;
- The balance between ongoing commitments and new initiatives; and
- The alignment of sector-level activities with Noolaham Foundation's longer-term objectives.

The Board acknowledged the overall structure of the Annual Plan and proceeded to discuss specific sector and project matters.

5. DPP Sector – Regional Documentation Projects

The Board discussed projects under the DPP sector, with particular attention to collection development, regional documentation, and research-oriented activities.

5.1 Project Naming and Scope

The Board observed that the project titles “**Collection Development – Batticaloa**” and “**Collection Development – Upcountry**” did not adequately reflect the broader documentation and research objectives of the projects.

It was agreed that project titles should clearly communicate their regional documentation and research focus rather than being limited to the term “collection development.”

Accordingly:

- “**Collection Development – Batticaloa**” will be renamed “**Regional Documentation – Batticaloa**.”
- The naming and scope of the Upcountry initiative will similarly be reviewed to reflect its broader regional documentation and research objectives.

5.2 Operational Placement and Funding

The Board noted that the **Jaffna Collection Development Project** may continue under the Operations sector, given its existing integration within organizational operations.

The Board emphasized that separate and identifiable funding should be secured for the Batticaloa and Upcountry initiatives.

To avoid disruption to ongoing activities, it was agreed that the relevant projects may temporarily continue under Operations until dedicated funding streams are identified.

5.3 Existing Funding Support

The CEO highlighted the operational and reputational challenges associated with abruptly discontinuing active projects.

In this context, the CEO requested **Dr. Kanaga Sugumar** to explore whether the **Maanudam Foundation** could continue its contribution of **£350**, which had previously supported the **Digitized Donated Documents Project**, scheduled to conclude in December 2025.

The possibility of redirecting or continuing this support towards the newly framed **Regional Documentation – Batticaloa** project will be explored.

6. Sector and Project Updates

The CEO provided an overview of planned and ongoing activities across the following sectors:

- DLA
- DPP
- FHA
- TID
- ACP
- PAP
- MPD

The Board noted the updates and acknowledged the interdependencies between sector-level outputs and the overall performance and sustainability of the organization.

7. 2026 Annual Budget and Funding Gap

The CEO presented the **2026 Annual Budget**, including projected financial requirements and the proposed allocation of responsibilities.

The following figures were presented:

Category	Amount
Total Required Budget	LKR 26 million
Board Responsibility	LKR 14 million
Organizational Responsibility	LKR 6 million
Identified Funding Gap	LKR 5 million

The Board-responsible component includes, among other requirements:

- Human resource costs for seven sector leads;
- Hosting and digital infrastructure expenses; and
- Minimum operational expenditure required to maintain organizational continuity.

The identified funding gap led to a broader discussion regarding governance-level financial responsibility, Board contribution models, and member engagement.

8. Board Member Contributions

In response to the identified funding gap, the Board discussed expectations regarding financial contributions from Board members.

It was agreed that **each Board Member would contribute LKR 1 million** towards organizational sustainability, subject to the contribution mechanisms discussed during the meeting.

The following members confirmed their willingness to contribute:

- Shaseevan Ganeshananthan
- Rathina Iyer Pathmanabhan Iyer
- Kopinath Thillainathan
- Dr. Kanaga Sugumar
- Meera Bharathy

The Board acknowledged these commitments and noted that the method of contribution may vary depending on individual project involvement and approved project budgets.

9. Grey Board Members – Roles, Contributions and Transition

The Board discussed the role and expectations of **Grey Board Members**, particularly in relation to funding, engagement, mentorship, governance development, and potential progression within the governance structure.

The following matters were discussed:

- Rajan Bala's readiness to contribute at the expected level was noted.
 - The possible inclusion of Balagopi and Seran Sivananthamoorthy as a new Grey Board Members was discussed.
 - The Board noted that, as a general governance principle, new members would not ordinarily transition directly to Board membership.
 - However, given the current funding and operational context, the Board recognized the need for practical flexibility where members demonstrate sustained commitment, active engagement, and contribution to the organization.
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10. Grey Board Contribution Structure and Engagement

Shaseevan Ganeshananthan noted that a contribution requirement of **LKR 1 million** may represent a high threshold for Grey Board Members.

He proposed a contribution level of **LKR 500,000**, together with consideration of expanding the number of Grey Board Members.

Meera Bharathy emphasized that Grey Board membership should not be defined solely by financial contribution.

She proposed that Grey Board members should be clearly informed of the organization's challenges and expected to contribute through areas such as:

- Mentorship;
- Advocacy;
- Resource mobilization;
- Professional expertise; and
- Active engagement with organizational activities.

The Board discussed the importance of developing a contribution and engagement model that recognizes both financial and non-financial contributions.

11. Governance Structure – Board, Grey Board and Advisory Roles

The CEO presented a proposed amendment relating to the criteria and expectations for Board and Grey Board membership.

Kopinath Thillainathan emphasized that the Grey Board should serve not only as a potential pathway to Board membership but also as a mechanism to strengthen:

- Mentorship;
- Diversity;
- Institutional continuity; and
- Organizational capacity.

It was noted that mentorship roles within Noolaham are currently insufficiently recognized within the formal governance structure.

The Board discussed the need to review inactive Advisory Board members and consider appropriate changes where members are no longer actively engaged.

Active mentors should be formally recognized where appropriate.

Meera Bharathy further noted that the **MediaWiki 2025 Advisory Board listings** should be reviewed and updated to accurately reflect the current status and engagement of members.

12. Endowment Fund – Long-Term Sustainability

Dr. Kanaga Sugumar requested an update on the status of the **Endowment Fund** and emphasized the importance of initiating the process as a long-term sustainability mechanism beyond short-term fundraising cycles.

The Board acknowledged the importance of establishing an endowment framework and agreed that preparatory work should be initiated as a strategic priority.

13. Board Contribution Model and Project-Linked Costing

Dr. Kanaga Sugumar further clarified that his approach to Board contributions is primarily **project-focused**, rather than being limited to general operational funding.

He proposed that:

1. Project budgets should explicitly include appropriate operational and overhead costs.
2. Board member contributions may, where appropriate, be accounted for within approved project budgets.

3. Project-linked contributions should be structured in a manner that supports the sustainability of the relevant projects.

The Board discussed the proposal and acknowledged project-linked contributions as a possible flexible contribution mechanism, subject to appropriate budgeting and accountability.

14. Fundraising and External Engagement

In view of the organization's ongoing funding requirements, the CEO proposed exploring the feasibility of organizing a **fundraising event in Australia**.

Kopinath Thillainathan noted that fundraising activities in Australia may involve considerable effort and challenges.

He recommended that the feasibility, required resources, potential fundraising outcomes, and overall return on effort be assessed before proceeding.

The Board agreed that further assessment should be undertaken before making a decision on the proposed fundraising event.

15. Accountability, Mentorship and Reporting

The Board emphasized the importance of active participation and accountability among:

- Governance Board Members;
- Grey Board Members; and
- Mentors.

It was noted that inactive members should be periodically reviewed based on clearly defined criteria and that appropriate action should be taken where sustained inactivity is identified.

The CEO requested **Kopinath Thillainathan** to submit a project report and to allocate structured time for project-level discussions during future Governance Board meetings.

Kopinath agreed to submit the relevant report and participate in structured project discussions.

16. Compliance and Registration Matters

The CEO explained that delays had occurred in the release of funds due to issues relating to banking arrangements.

The Board discussed the need to address the relevant banking and compliance matters to prevent further delays.

It was agreed that the required **bank resolution** should be prepared and passed in accordance with the applicable organizational requirements.

17. Key Decisions and Action Points

N	Decision / Action	Responsibility
1	Previous meeting minutes approved by consensus	GB
2	Rename “Collection Development – Batticaloa” as “Regional Documentation – Batticaloa”	CEO / Relevant Sector
3	Review the naming and scope of the Upcountry regional project	CEO / Relevant Sector
4	Continue relevant regional projects under Operations temporarily until dedicated funding is secured	CEO / Operations
5	Explore continuation of the £350 Maanudam Foundation contribution for the Regional Documentation project	Dr. Kanaga Sugumar
6	Board members to contribute towards the identified funding requirement	Confirmed Board Members
7	Further develop the Grey Board contribution and engagement structure	CEO / GB
8	Review Board, Grey Board and Advisory Board membership criteria	CEO / GB
9	Review inactive Advisory Board members and formally recognize active mentors where appropriate	CEO / GB
1	Update the MediaWiki 2025 Advisory Board listings to reflect current engagement	Relevant Responsibility
1	Initiate preparatory work towards an Endowment Fund framework	CEO / GB
1	Assess feasibility of an Australia fundraising event before proceeding	CEO / Relevant Members

1	Submit a project report and allocate structured project discussion time in future GB meetings	Kopinath Thillainathan
1	Prepare and pass the required bank resolution	CEO / GB

18. Closing

The Board acknowledged the financial, operational, governance, and sustainability matters discussed during the meeting and agreed to follow up on the identified actions.

The meeting concluded with the understanding that the agreed actions would be progressed by the respective responsible members and reviewed at subsequent Governance Board meetings.