

**Minutes of the Annual General Meeting (AGM)**

The AGM was held at the Department of Foreign Affairs in the R.G. Casey Building, Westerman Room, John McEwen Crescent, Canberra ACT 2601, Australia at 08:30 on Thursday 1 December 2022 (meeting duration 60 minutes)

In 2022, the Institute returned to holding its AGM as an in-person meeting. Voting members were asked to supply proxy votes for director nomination at least 48 hours before the event. Eligible members attending the AGM were also able to vote at the meeting.

In keeping with regulatory requirements, the passing of resolutions was enabled by a show of hands by attendees at the AGM.

The AGM commenced at 8:40am and concluded at 9:46am.

<b>1. <u>Those present</u></b>	<b>Financial/ Non- financial</b>	<b>Membership Category</b>	<b>Number of Votes</b>
NSW Jewish Board of Deputies, Darren Bark	Y	Small user	2
SITA, Paul Cross (9:15am)	Y	Large supplier	3
Services Australia, Jonathon Thorpe Secondary member	Y	Extra large user	0
DFAT, Stephen Gee	Y	Very large user	8
DIA, Dion Chamberlain Secondary member	Y	Very large user	0
Reason360, Brett Feldon	Y	Small supplier	1
Brands Australia, John Rule	Y	Small supplier	1
Aulich & Co, Terry Aulich	Y	Small supplier	1
<b>Total votes in attendance</b>			<b>16</b>
<b>2. <u>Apologies and proxies</u></b>			
<b>Attendance on day on behalf of someone else via proxy</b>			
This is when a main member may send a secondary to attend			
<b>Total proxy votes in attendance</b>			
<b>Proxies received prior to AGM. Not attending</b>			
Danish National ID, Jakob Dam Glynstrup	Y	Large user	6
SECOIA, Stephan Hofstetter	Y	Small supplier	1
Secunet, Georg Hasse	Y	Small supplier	1
Critical Insights Consultancy, Michael O'Connell	Y	Small supplier	1
Kurz, Stephen Pratt	Y	Medium supplier	2

ID Transnational Consultancy Ltd, Roger Baldwin	Y	Small supplier	1
Veridos GmbH, Armin Reuter	Y	Medium Supplier	2
US Secret Service, Kelli Lewis	Y	Small user	2
Royal Netherlands Marechaussee, Hans de Moel	Y	Medium user	4
<b>Total proxy votes to chair</b>			<b>20</b>

Darren Bark, chair for the 2022 AGM, welcomed the members to the meeting.

The proxies were noted.

The Quorum (6 members / proxies present) was confirmed as 6 main members were present and the meeting was declared open. There were no apologies.

Members had been asked to submit proxy forms as voting papers for the director elections. Those members who had not already submitted their proxy form and were in attendance were invited to use the proxy form to cast their votes at the meeting so that the election process could be administered.

### **3. Confirmation of minutes of previous AGM**

The Chair of the meeting reported that the minutes of the AGM held on the 24 November 2021 had been noted as correct and as a true record of the proceedings.

He advised that the minutes were available for inspection from the Biometrics Institute. A copy was also available at the meeting upon request.

#### **► Resolution:**

Darren Bark proposed to move to confirm the minutes.

Jonathon Thorpe seconded.

**It was resolved unanimously via a show of hands that the minutes of the Biometrics Institute Annual General Meeting of the 24 November 2021 were accepted.**

## **Ordinary Business**

### **4. Directors' Report**

The chair outlined some highlights of the financial year referring to the Annual Report provided to members on the Institute's website and with links to the report supplied in the AGM notice.

Despite difficult economic and business conditions during the financial year 2021-22, memberships numbered 212 member organisations at the end of this period. This speaks to the trust members place in the Institute and the value they continue to see in the benefits the Institute offers. Moreover, an impressive 24 new member organisations joined during this period which confirms the growing need for an independent and impartial international forum for biometric users, which the Institute has uniquely provided for 21 years.

As part of its ongoing strategy, the Institute remains committed to deepening its membership base as well as to broadening it, to fortifying member relationships as it continues to engage with those who trust in its mission, whilst engaging with new members in additional sectors

For the year ending 30 June 2022, the Institute had an operating loss of AUD10,862. Due to the COVID19 pandemic and multiple unknown variables, the budget for FY2021-22 was prepared with caution and factored in a forecast loss of revenues as we could not always hold in-person events.

However, strong profit margins for our online events, effective cost controls, and our high membership retention rate meant that we realised a substantially smaller loss than our forecast loss for the financial year.

The board continues to place emphasis on business development and strategic plans, on trialling new learning tools and services for members, as well as on allocating operational spend on upgrading our systems and technology so that the Institute is best placed to evolve as the industry grows.

Some key highlights were noted from the Annual Report:

The Institute continues to overdeliver on its promises. It published several papers and started the development of a new learning tool.

The graphic of the Three Laws of Biometrics has been a great success assisting with the digestions and implementation of the recommendation. It was welcome to see that the Deputy New Zealand Privacy Commissioner has held it up during the recent Canberra conference.

The importance of education and empowering members.

Continuation of online events to facilitate dialogue amongst our global membership.

Exploration of activities which provide insights into new technology trends including a first *On the Pulse* online event on new solutions and innovation.

Exploration of how we can create more engagement with the academic community through collaboration and events.

Progression of the education goal by working with expert learning consultants to develop an online learning tool. The tool will help understand the decision-making process when implementing biometrics and the potential consequences of those decisions. It will highlight information gaps to the members and where to find additional information.

Continuation of offering our range of publications and maintain good practice material current through regular reviews.

Development and promotion of balanced thought leadership, using the input of experts in close consultation with members.

Positioning of the Institute as the trusted organisation for the responsible and ethical use of biometrics providing a central resource for good practice guidance and education.

Promotion of the *Three Laws of Biometrics* and the *Good Practice Framework* to legislators, regulators and key decision-makers as a tool that will help with the risk management of biometric use cases. The Three Laws graphic has been a great success to assist with digestion and implementation.

Strengthening of the Institute's brand as the trusted source of information, education and guidance on biometrics.

Setting of priority themes for our community through the publication of the *State of Biometrics Report 2022*.

Darren Bark then invited Isabelle Moeller to talk through the Financial Report and to present the Chief Executive's report.

## **5. Financial Report**

The Institute showed a strong financial performance for the financial year 2020-21 with a small operating loss of AUD \$10,862.

Strong profit margins for our online events, effective cost controls, and our high membership retention rate meant that we realised a substantially smaller loss than our forecast loss for the financial year.

Isabelle noted that the financial statements of the company, the director's declaration and the directors' and auditor's reports had been with the members for the required period (refer to the Annual Report). She confirmed that the financial reports had again been audited.

She pointed the attendees to the statement of comprehensive income (p.24 of the Annual Report) which forms part of the financial report outlining a loss of A\$10,862 for the financial year. The Institute's financial position (p. 25) is total equity of A\$1,712,458.

She noted the following other amounts (p.25):

Current "Trade and other payables" of A\$332,927(note 9 p.38 "Deferred revenue" A\$266,500) include event and membership fees in advance which will be transferred into income pro-rata every month or after an event has taken place.

There were no further questions to the report.

► **Resolution:**

John Rule proposed to move to receive the Directors' Report.

Dion Chamberlain seconded.

**It was resolved unanimously via a show of hands that the Directors' Report be accepted by consensus.**

► **Resolution:**

The Chair asked for support to accept the Financial Report.

Darren Bark proposed to move the motion.

Stephen Gee seconded.

**It was resolved unanimously via a show of hands that the Financial Report be accepted by consensus.**

**6. Election of directors in accordance with Rule 17 of the company's Constitution.**

The Director Election Process was outlined by Isabelle Moeller.

There are three (3) positions open – two (2) for "Elected Directors" (at AGM) and one (1) for an "Appointed Director" (by the Board). The members at the AGM vote for the two "Elected Directors".

Assuming there will be seven (7) "Elected Directors" and two (2) "Appointed Directors" in total, there should be at least six (6) users on the Board and a maximum of three (3) suppliers.

There are currently two (2) positions open for an "Elected Director" (at the AGM). The AGM votes for elected Directors.

The remaining 6 directors include 4 users, 1 supplier and 1 academic (an "Appointed Director"). The board will appoint one director, as an "Appointed Director", at the board meeting immediately following the AGM.

The following user/ supplier balance rule applies:

Total Elected	User ratio	Supplier ratio
9	6	3
8	5.33 = 5	3
7	4.67 = 5	2
6	4	2

5	3.33 = 3	2
4	2.67 = 3	1
3	2	1

At the Designated Board Meeting in October, the board reviewed eligible nominations and decided to select the following three candidates for director elections at the 2022 AGM:

Name	Organisation	Region	Category	Contact level	Comment	Fulfil criteria
Daniel Bachenheimer	Accenture	USA	Supplier	Main	Standing for re-election	Yes
Hans de Moel	Royal Netherlands Marechaussee (KMar) - Ministry of Defence	EU	User	Main	Standing for re-election	Yes
Jonathon Thorpe	Services Australia	ANZ	User	Secondary	Standing for re-election	Yes

Isabelle Moeller confirmed that all nominees are eligible and have agreed to be re-elected to the board at the AGM. Background about the candidates had been provided as part of the notice of the meeting.

All members had been invited in the lead-up to the AGM to vote via proxy to facilitate the voting process.

- **Resolution:** Resolved through the use of the proxy forms as voting paper that those receiving the most votes (subject to clause 17.1) will be elected as Directors.

Name	Organisation	Region	Category	Number of votes received in favour
Daniel Bachenheimer	Accenture	USA	Supplier	26
Hans de Moel	Royal Netherlands Marechaussee (KMar) - Ministry of Defence	EU	User	33
Jonathon Thorpe	Services Australia	Australia	User	10

It was confirmed that the following two Directors were elected:

Hans de Moel

Daniel Bachenheimer

## Special business

### 7. Amendments to the constitution

Consultation has happened regarding the proposed changes over the past year and members are familiar with what is proposed. The AGM voted on the special resolution, that the constitution be amended as shown in the marked-up version made available to members ahead of the 2022 AGM.

► **Resolution:**

Darren Bark proposed to move to confirm and accept these amendments to the constitution.  
Stephen Gee seconded.

**It was resolved unanimously via a show of hands that the constitution be amended as proposed.**

A discussion was noted about the definition of biometrics and whether the current ISO definition is sufficient in scope. ISO limits scope to automated recognition. Many Institute members do human review of recognition so that would be out of scope. Automation and purposes are a potential interpretation.

What is the purpose of the definition?  
Is it what we do as an organisation?  
How wide does the Institute want to draw the scope?

The Institute has started work on an explanatory dictionary which has demonstrated that there are many meanings of the term 'biometrics'.

It was agreed that a candidate list of definitions should be developed for discussion at the next general meeting.

**8. Next AGM**

This is planned for Canberra towards the end of November 2023.

We would like to thank everyone for their dedicated and ongoing support.

There not being any further business, the Chair declared the meeting closed at 09:46am.

Signed by:

In role as: Deputy Chairperson



Name: Darren Bark

Date: 28 April 2023