

BankDirector

Strong Board. Strong Bank.

2014 Compensation Survey Summary Report

JUNE 2014 | RESEARCH

Sponsored by:

 **Meyer-Chatfield**



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Executive Summary

The imperative to grow revenues, particularly in today's highly competitive lending environment, has replaced regulatory compliance as the driving force behind board agendas and executive hiring decisions, according to the findings of Bank Director's 2014 Compensation Survey. With many regulatory rules now long-established, banks are focusing again on the business of making money—and for most banks, that means making loans.

For many bank boards, particularly for larger institutions with more than \$1 billion in assets, there are also indications that director compensation is rising. However, at a growing number of banks, director pay is shifting from per-meeting fees to annual retainers. And despite improved stock valuations across the industry, directors and executives alike express a clear preference for cash over equity.

More than 300 directors and senior executives of banks nationwide responded to the survey, sponsored by Meyer-Chatfield Compensation Advisors. The survey was conducted by email in March and April, and additional data on director pay was collected from the proxy filings of publicly traded banks for fiscal year 2013.

Key Findings:

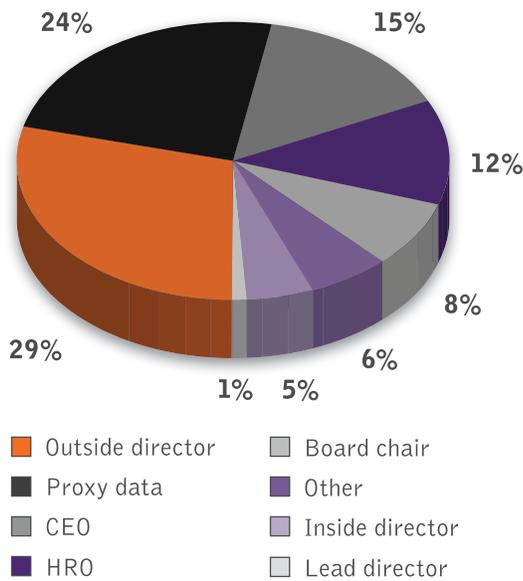
- Board pay is rising, and most directors, at 61 percent, feel that they are paid fairly. Almost half of the respondents have seen director pay increase within the last two years, and 40 percent expect director compensation to increase in 2015. However, 42 percent of respondents from the smaller banks, less than \$500 million in assets, haven't raised board pay since 2010 or prior.
- Opinions are mixed on the value of equity. Fifty-five percent of respondents believe that equity is highly valued by executives, while only 43 percent feel that equity compensation is highly valued by directors. Forty-one percent of banks overall, and 65 percent of publicly traded institutions, report that the bank's CEO receives equity grants.
- Benefits are rising. Indicating a possible reversal of a trend in declining board benefits, 54 percent indicate that the board members of their bank receive some sort of benefit, an increase of almost 30 percent from 2013. Reimbursement of travel expenses, at 34 percent, is the most common benefit reported by participants, followed by deferred compensation at 28 percent.
- Lending, compliance and risk executives were the focus of new hires and promotions in 2013. Loan officers, at 44 percent, are in strong demand at banks of all sizes, and an emphasis on top line growth drove almost 60 percent of all executive level hires. Executives with expertise in risk management accounted for 59 percent of hires at banks with more than \$5 billion in assets, with a lesser demand for this skill set at smaller institutions.
- Does culture and stability trump money when it comes to attracting new talent? Corporate culture, at 69 percent, and the stability of the company, at 53 percent, were cited as the top elements that make a bank attractive to potential hires. Just 13 percent cited the compensation program.

Tying compensation to performance remains a key challenge for bank boards as they work to develop compensation plans that will balance shareholder interests while still rewarding employees. As a renewed focus on growth makes loan officers even more desirable, the onus is on the board to stay on top of today's compensation trends.

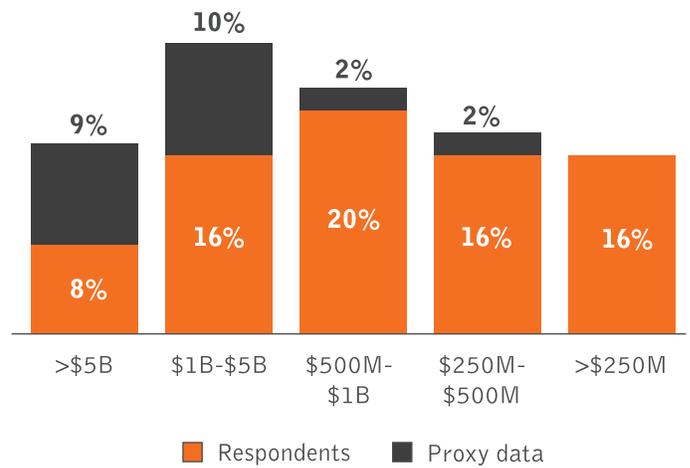
ABOUT THE SURVEY

Bank Director’s 2014 Compensation Survey, sponsored by Meyer-Chatfield Compensation Advisors, surveyed online 322 independent directors and senior executives, including chief executive officers and human resources officers, at banks of all sizes across the United States to uncover trends in executive hires as well as director and executive pay. Director pay data was also collected from the proxy statements of 99 publicly traded institutions. Based on regional definitions from the U.S. Census Bureau, 35 percent of the data came from banks in the Midwest, one-third from banks in the South, 23 percent from banks in the Northeast and 9 percent from banks in the West.

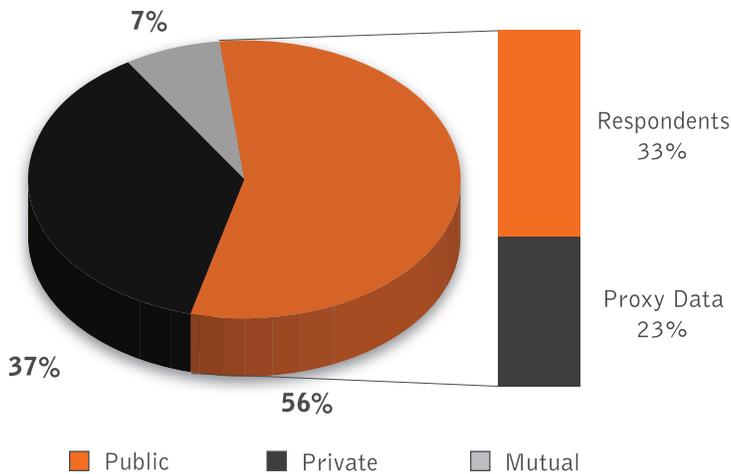
Title Breakdown



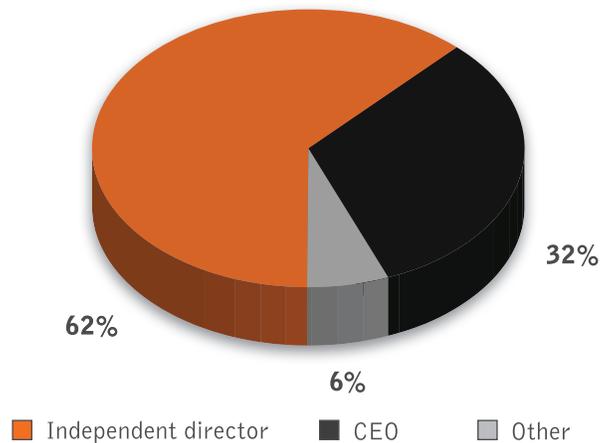
Size of Bank



Bank Ownership

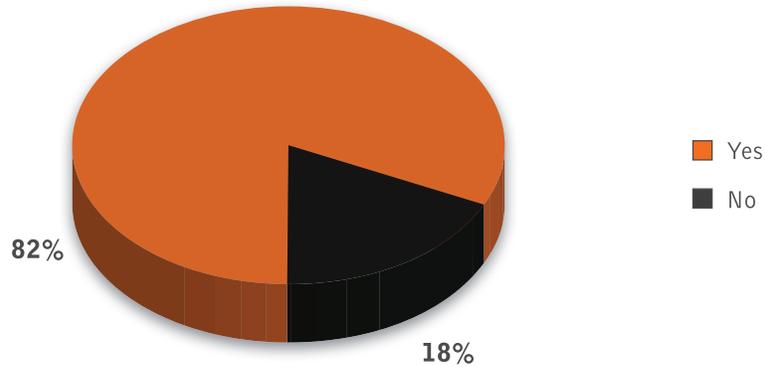


Is the chairman of the board independent?



EXECUTIVE TALENT & RETENTION

1. Are the executive compensation programs at your bank meeting your objectives?

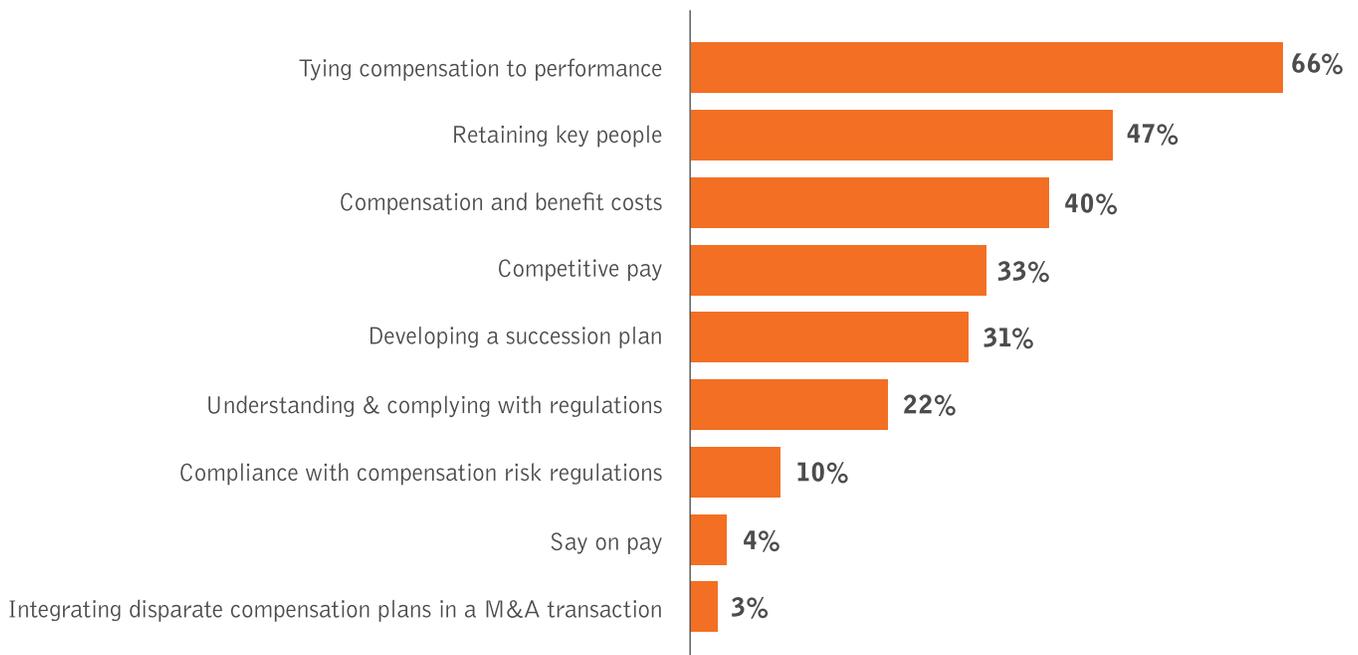


By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Yes	93%	93%	85%	81%	64%	82%
No	7%	7%	15%	19%	36%	18%

By Position at the Bank	CEO	HRO	Board	Officer/inside director	All Banks
Yes	67%	86%	87%	83%	82%
No	33%	14%	13%	17%	18%

2. What are your top compensation challenges for 2014?

Respondents were asked to select no more than three.

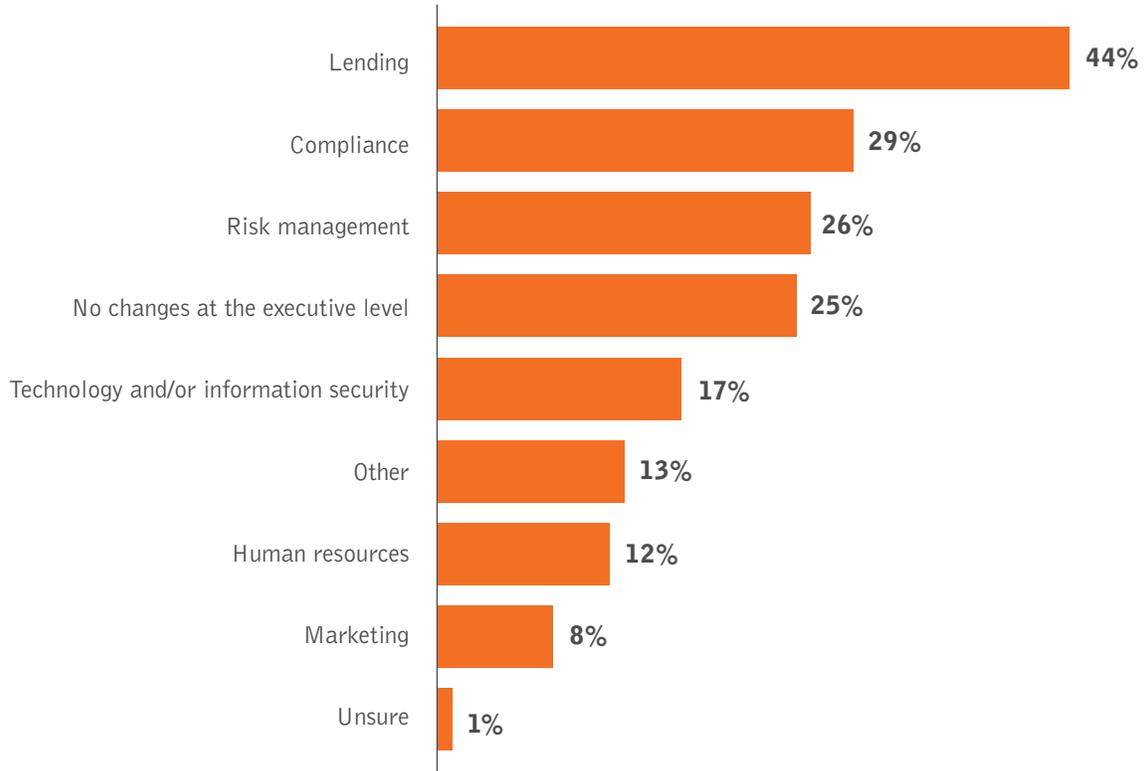


By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Tying compensation to performance	63%	67%	62%	70%	69%	66%
Retaining key people	37%	37%	51%	56%	46%	47%
Compensation and benefit costs	22%	49%	34%	39%	46%	40%
Competitive pay	22%	26%	42%	30%	37%	33%
Developing a succession plan	37%	33%	32%	28%	29%	31%
Understanding & complying with regulations	37%	19%	23%	14%	24%	22%
Compliance with compensation risk regulations	19%	18%	11%	2%	3%	10%
Say on pay	7%	2%	5%	2%	3%	4%
Integrating disparate compensation plans in a M&A transaction	-	9%	4%	-	2%	3%

By Position at the Bank	CEO	HRO	Board	Officer/inside director	All Banks
Tying compensation to performance	64%	55%	69%	75%	66%
Retaining key people	54%	38%	46%	46%	47%
Compensation and benefit costs	43%	60%	36%	21%	40%
Competitive pay	45%	43%	26%	38%	33%
Developing a succession plan	30%	36%	30%	29%	31%
Understanding & complying with regulations	18%	24%	23%	25%	22%
Compliance with compensation risk regulations	5%	12%	12%	-	10%
Say on pay	5%	-	4%	4%	4%
Integrating disparate compensation plans in a M&A transaction	4%	-	5%	-	3%

3. In which areas did the bank promote current personnel or hire new talent at the executive level in 2013?

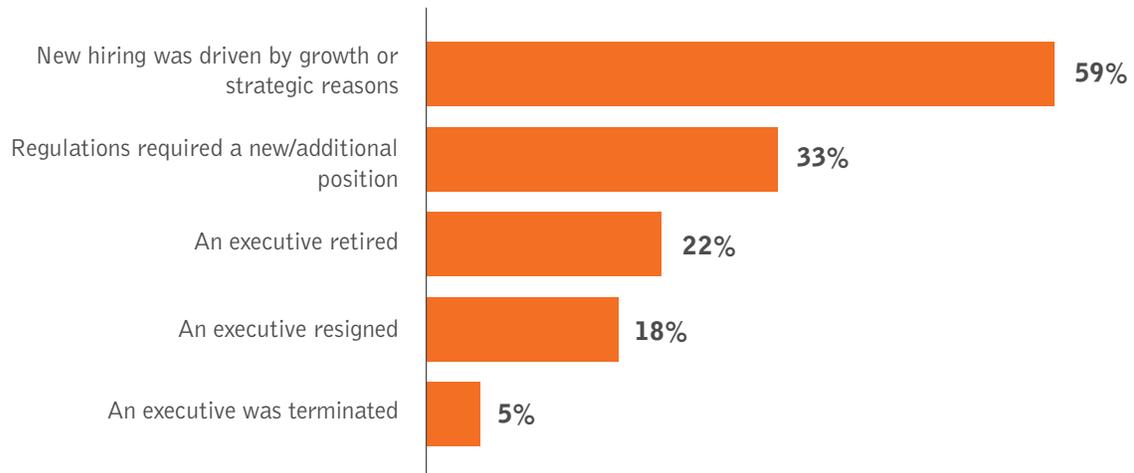
Respondents were asked to select all that apply.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Lending	44%	41%	40%	41%	55%	44%
Compliance	33%	24%	24%	29%	36%	29%
Risk management	59%	40%	20%	21%	10%	26%
No changes at the executive level	7%	29%	27%	30%	21%	25%
Technology and/or information security	26%	24%	16%	12%	14%	17%
Other	19%	10%	13%	18%	9%	13%
Human resources	22%	14%	11%	11%	9%	12%
Marketing	-	14%	4%	11%	7%	8%
Unsure	-	3%	-	2%	-	1%

4. Which factors drove new hiring or promotion at the executive level in 2013?

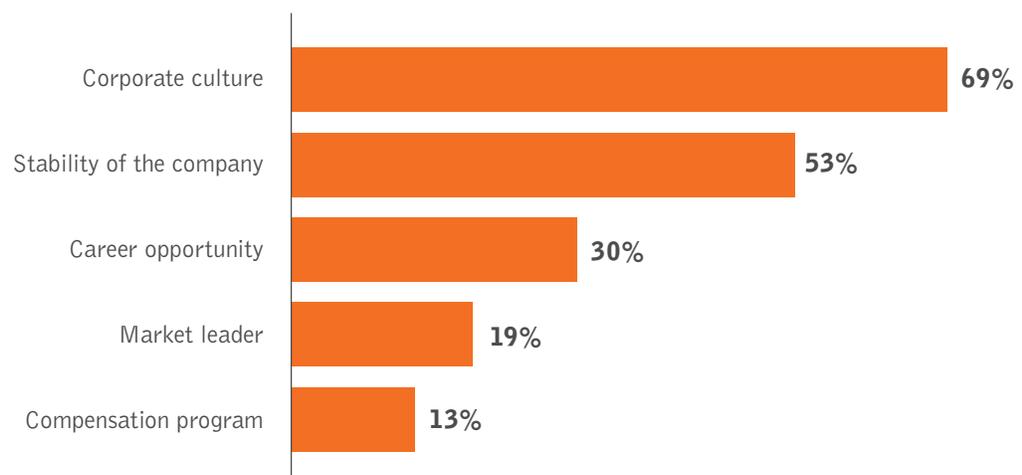
Respondents were asked to select all that apply.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
New hiring was driven by growth or strategic reasons	63%	59%	62%	56%	57%	59%
Regulations required a new/additional position	37%	30%	29%	31%	39%	33%
An executive retired	30%	33%	24%	10%	14%	22%
An executive resigned	19%	13%	17%	26%	16%	18%
An executive was terminated	4%	2%	7%	5%	5%	5%

5. Which factors do you believe make your bank attractive to potential hires at the executive level?

Respondents were asked to select no more than two.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Corporate culture	73%	77%	69%	65%	62%	69%
Stability of the company	62%	48%	50%	62%	48%	53%
Career opportunity	19%	25%	25%	31%	45%	30%
Market leader	19%	23%	25%	11%	14%	19%
Compensation program	15%	20%	14%	11%	5%	13%

CEO & EXECUTIVE COMPENSATION

6. How is CEO compensation linked to your bank's performance?

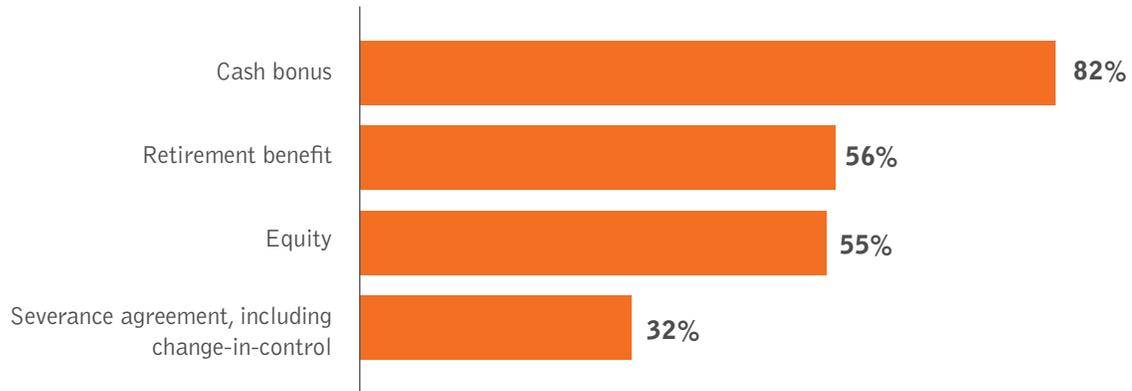
Respondents were asked to select all that apply.



By Ownership Structure	Public	Private	Mutual	All Banks
CEO pay is tied to the strategic plan and/or corporate goals	45%	49%	59%	48%
CEO pay is tied to asset quality	39%	21%	32%	30%
We do not tie CEO compensation to performance indicators	27%	29%	27%	28%
CEO pay is tied to return on equity	35%	23%	18%	28%
CEO pay is tied to return on assets	30%	24%	27%	27%
CEO pay is tied to earnings per share growth	30%	13%	5%	19%
CEO pay is tied to total shareholder returns	16%	9%	-	11%
Other	7%	10%	9%	9%

7. Excluding a salary, what areas of compensation do you feel are highly valued by executives?

Respondents were asked to select all that apply.



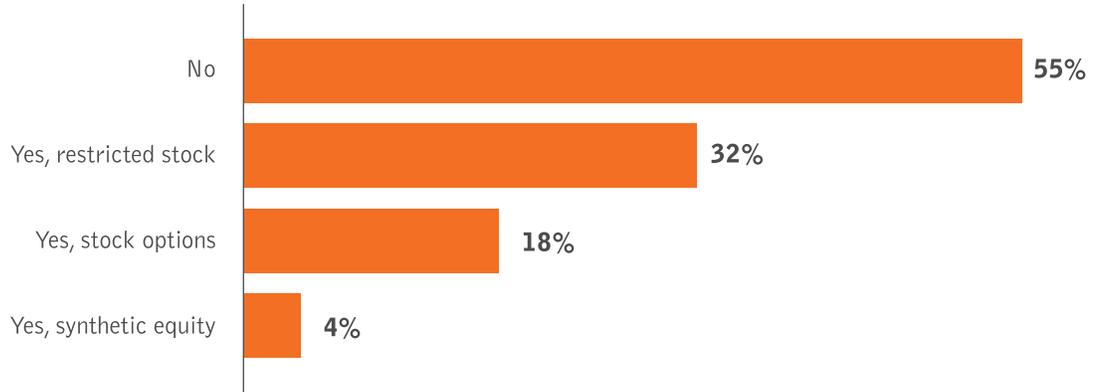
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Cash bonus	82%	81%	85%	81%	80%	82%
Retirement benefit	36%	57%	58%	55%	62%	56%
Equity	77%	68%	60%	45%	38%	55%
Severance agreement, including change-in-control	23%	38%	43%	21%	29%	32%

By Ownership Structure	Public	Private	Mutual	All Banks
Cash bonus	82%	81%	83%	82%
Retirement benefit	55%	52%	83%	56%
Equity	70%	51%	9%	55%
Severance agreement, including change-in-control	38%	29%	22%	32%

By Position at the Bank	CEO	HRO	Board	Officer/inside director	All Banks
Cash bonus	86%	92%	77%	80%	82%
Retirement benefit	63%	83%	45%	60%	56%
Equity	49%	58%	59%	40%	55%
Severance agreement, including change-in-control	37%	33%	29%	40%	32%

8. Are equity grants allocated to executives on an annual basis?

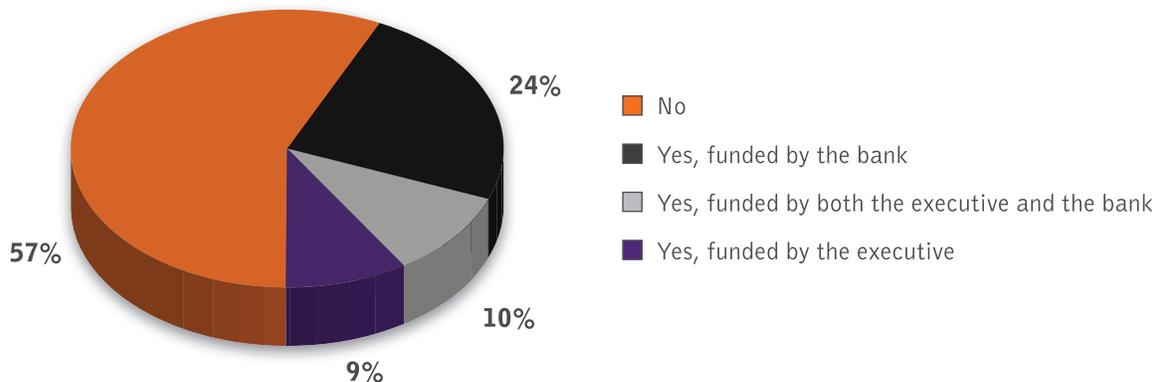
Respondents were asked to select all that apply.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
No	23%	38%	45%	72%	80%	55%
Yes, restricted stock	68%	53%	39%	13%	9%	32%
Yes, stock options	18%	21%	25%	17%	9%	18%
Yes, synthetic equity	14%	4%	4%	2%	2%	4%

By Ownership Structure	Public	Private	Mutual	All Banks
No	32%	69%	95%	55%
Yes, restricted stock	56%	17%	-	32%
Yes, stock options	27%	14%	-	18%
Yes, synthetic equity	4%	4%	5%	4%

9. Does your bank offer a non-qualified deferred compensation benefit?

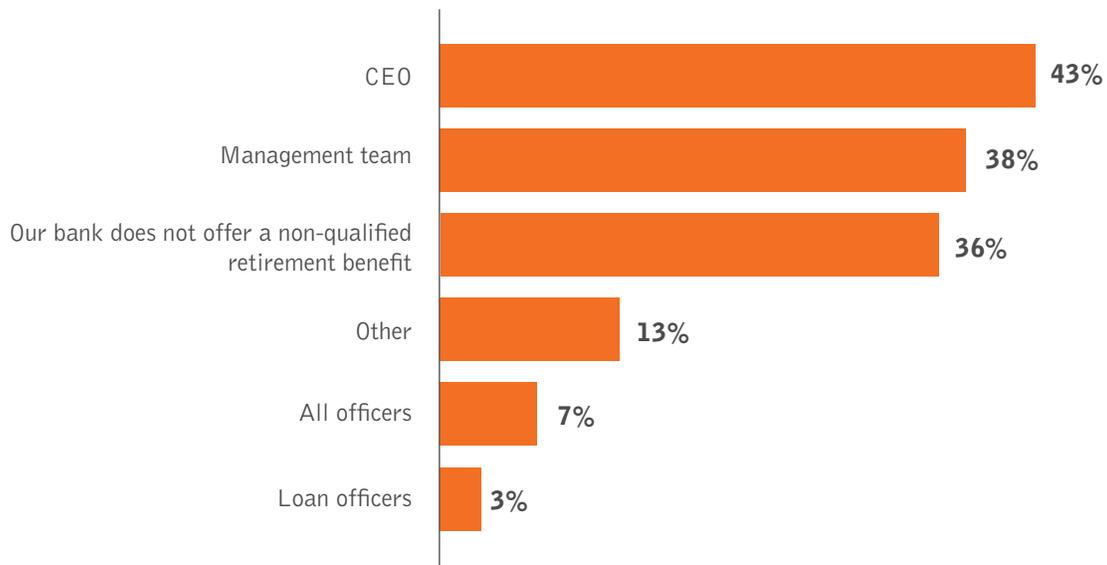


By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
No	33%	40%	48%	73%	76%	57%
Yes, funded by the bank	14%	42%	22%	15%	22%	24%
Yes, funded by both the executive and the bank	14%	9%	22%	8%	-	10%
Yes, funded by the executive	38%	9%	8%	4%	2%	9%

By Ownership Structure	Public	Private	Mutual	All Banks
No	48%	68%	48%	57%
Yes, funded by the bank	23%	21%	39%	24%
Yes, funded by both the executive and the bank	13%	7%	13%	10%
Yes, funded by the executive	16%	4%	-	9%

10. To whom does your bank offer a non-qualified retirement benefit?

Respondents were asked to select all that apply.

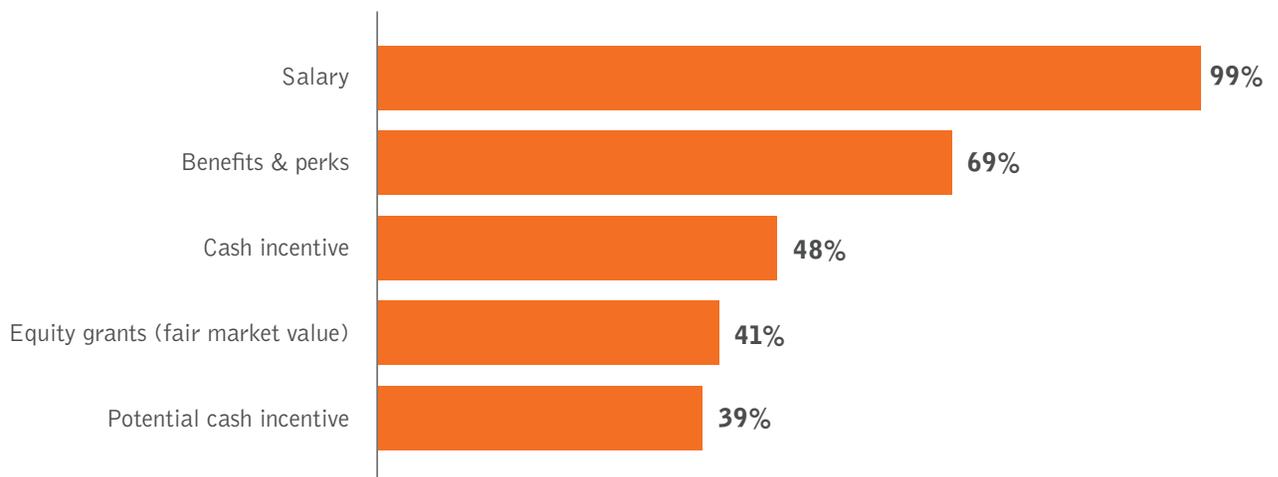


By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
CEO	31%	64%	56%	29%	27%	43%
Management team	44%	50%	53%	24%	19%	38%
Our bank does not offer a non-qualified retirement benefit	38%	8%	26%	53%	59%	36%
Other	25%	25%	7%	12%	5%	13%
All officers	6%	8%	12%	3%	5%	7%
Loan officers	6%	3%	5%	-	3%	3%

By Ownership Structure	Public	Private	Mutual	All Banks
CEO	45%	38%	55%	43%
Management team	47%	34%	20%	38%
Our bank does not offer a non-qualified retirement benefit	32%	45%	20%	36%
Other	12%	12%	20%	13%
All officers	10%	1%	20%	7%
Loan officers	5%	1%	-	3%

11. The CEO at my bank receives the following types of compensation:

Respondents were asked to select all that apply.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Salary	95%	100%	100%	98%	100%	99%
Benefits & perks	64%	77%	77%	62%	63%	69%
Cash incentive	77%	66%	47%	40%	26%	48%
Equity grants (fair market value)	68%	64%	51%	28%	11%	41%
Potential cash incentive	45%	45%	43%	32%	35%	39%

By Ownership Structure	Public	Private	Mutual	All Banks
Salary	100%	98%	100%	99%
Benefits & perks	72%	66%	70%	69%
Cash incentive	51%	42%	57%	48%
Equity grants (fair market value)	65%	26%	9%	41%
Potential cash incentive	48%	36%	22%	39%

12. Enter the cash compensation amounts for the CEO of your bank for FY 2013.

Respondents were asked to enter a value greater than zero or leave it blank.

By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Salary	\$565,000	\$389,500	\$276,542	\$210,000	\$168,500	\$241,600
Cash incentive	\$282,500	\$115,587	\$50,000	\$32,500	\$27,500	\$44,600
Potential cash incentive	\$300,000	\$100,000	\$100,000	\$40,000	\$33,500	\$57,600
Equity grants (fair market value)	\$284,000	\$75,141	\$50,000	\$28,750	\$36,370	\$50,000
Benefits & perks	\$22,748	\$32,500	\$25,000	\$19,665	\$13,000	\$21,231

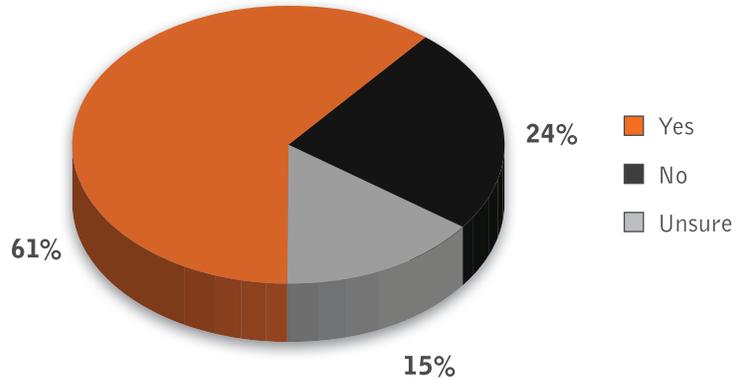
By Region	Northeast	Midwest	South	West	All Banks
Salary	\$250,288	\$250,000	\$227,000	\$241,000	\$241,600
Cash incentive	\$67,500	\$40,000	\$50,000	\$40,000	\$44,600
Potential cash incentive	\$70,000	\$51,800	\$36,000	\$139,403	\$57,600
Equity grants (fair market value)	\$50,000	\$45,043	\$60,000	\$123,000	\$50,000
Benefits & perks	\$20,000	\$21,231	\$25,000	\$20,496	\$21,231

By Ownership Structure	Public	Private	Mutual	All Banks
Salary	\$250,671	\$229,500	\$247,000	\$241,600
Cash incentive	\$55,750	\$37,500	\$38,600	\$44,600
Potential cash incentive	\$79,000	\$45,500	\$75,000	\$57,600
Equity grants (fair market value)	\$100,000	\$35,000	\$50,400	\$50,000
Benefits & perks	\$21,231	\$20,000	\$25,000	\$21,231

DIRECTOR COMPENSATION PRACTICES

13. Do you believe you are fairly compensated for the amount of time you devote to your role as a director?

Only directors, chairmen and CEOs were asked to respond.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Yes	71%	56%	64%	55%	62%	61%
No	14%	26%	13%	28%	33%	24%
Unsure	14%	18%	23%	17%	4%	15%

By Position at the Bank	CEO	Board	Officer/inside director	All Banks
Yes	75%	54%	70%	61%
No	20%	26%	20%	24%
Unsure	5%	20%	10%	15%

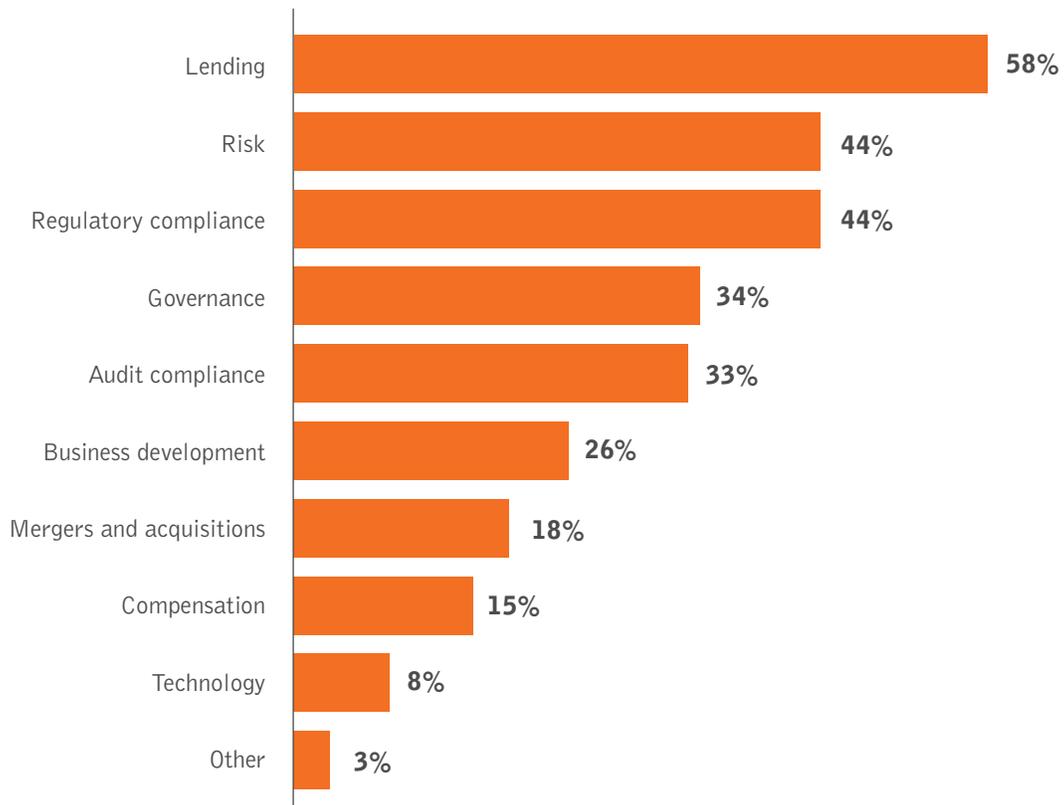
14. Approximately how many hours per month do you devote to bank board activities?

Median value provided. Respondents were asked to include time spent for board and committee meetings, business development, education, etc. Only directors, chairmen and CEOs were asked to respond.

By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Hours per month	20	17	12	13.5	13.5	15

15. On what issues is your board spending the most time?

Respondents were asked to select no more than three. Only directors, chairmen and CEOs were asked to respond.



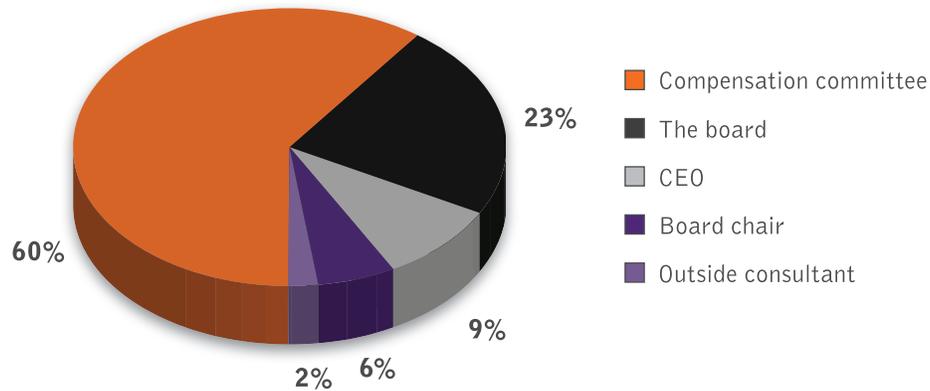
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Lending	29%	42%	56%	62%	78%	58%
Risk	71%	48%	51%	28%	38%	44%
Regulatory compliance	43%	33%	46%	41%	51%	44%
Governance	36%	33%	28%	31%	42%	34%
Audit compliance	21%	36%	31%	28%	40%	33%
Business development	21%	21%	31%	24%	29%	26%
Mergers and acquisitions	29%	36%	15%	14%	4%	18%
Compensation	29%	18%	15%	14%	9%	15%
Technology	7%	12%	10%	14%	-	8%
Other	7%	3%	5%	3%	-	3%

By Region	Northeast	Midwest	South	West	All Banks
Lending	65%	60%	57%	40%	58%
Risk	30%	58%	45%	33%	44%
Regulatory compliance	40%	47%	45%	40%	44%
Governance	42%	16%	43%	47%	34%
Audit compliance	38%	33%	24%	47%	33%
Business development	38%	31%	18%	7%	26%
Mergers and acquisitions	10%	20%	20%	20%	18%
Compensation	22%	5%	12%	40%	15%
Technology	5%	15%	4%	7%	8%
Other	-	2%	8%	-	3%

By Ownership Structure	Public	Private	Mutual	All Banks
Lending	44%	74%	50%	58%
Risk	48%	41%	44%	44%
Regulatory compliance	44%	45%	38%	44%
Governance	34%	34%	38%	34%
Audit compliance	35%	27%	50%	33%
Business development	24%	26%	38%	26%
Mergers and acquisitions	27%	12%	-	18%
Compensation	18%	12%	12%	15%
Technology	3%	10%	25%	8%
Other	4%	3%	-	3%

16. Who is primarily responsible for setting director compensation levels at your bank?

Only directors, chairmen and CEOs were asked to respond.

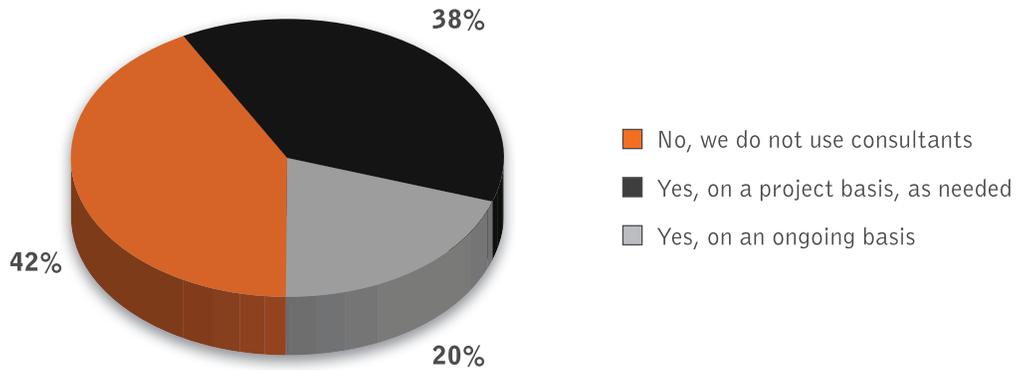


By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Compensation committee	93%	69%	59%	67%	40%	60%
The board	-	16%	18%	20%	42%	23%
CEO	-	12%	13%	10%	7%	9%
Board chair	7%	-	5%	3%	11%	6%
Outside consultant	-	3%	5%	-	-	2%

By Ownership Structure	Public	Private	Mutual	All Banks
Compensation committee	76%	42%	75%	60%
The board	17%	30%	19%	23%
CEO	4%	16%	-	9%
Board chair	3%	9%	-	6%
Outside consultant	-	3%	6%	2%

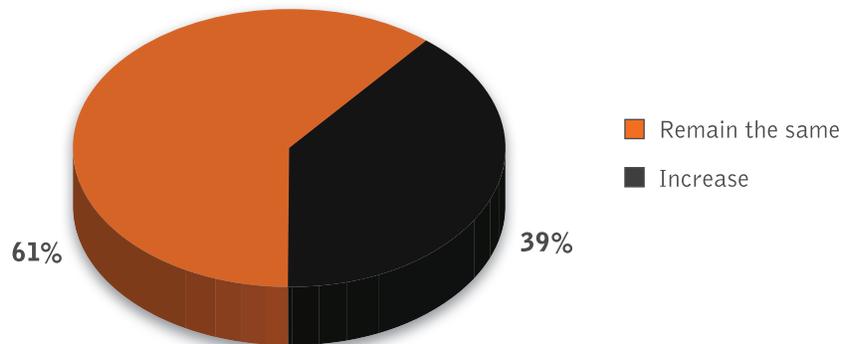
17. Does your bank retain the services of a compensation consultant?

Only directors, chairmen and CEOs were asked to respond.



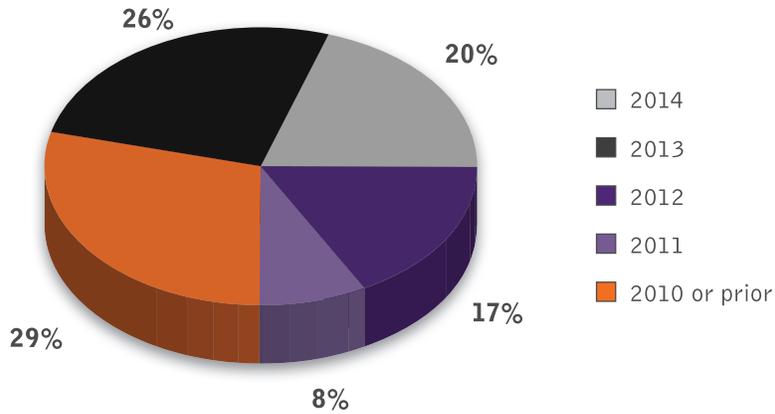
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
No, we do not use consultants	14%	15%	29%	57%	73%	42%
Yes, on a project basis, as needed	14%	55%	53%	33%	22%	38%
Yes, on an ongoing basis	71%	30%	18%	10%	4%	20%

18. In 2015, do you plan to increase, decrease, or keep director compensation the same?



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Increase	50%	40%	42%	33%	35%	39%
Decrease	-	-	-	-	2%	*
Remain the same	50%	60%	58%	67%	62%	61%

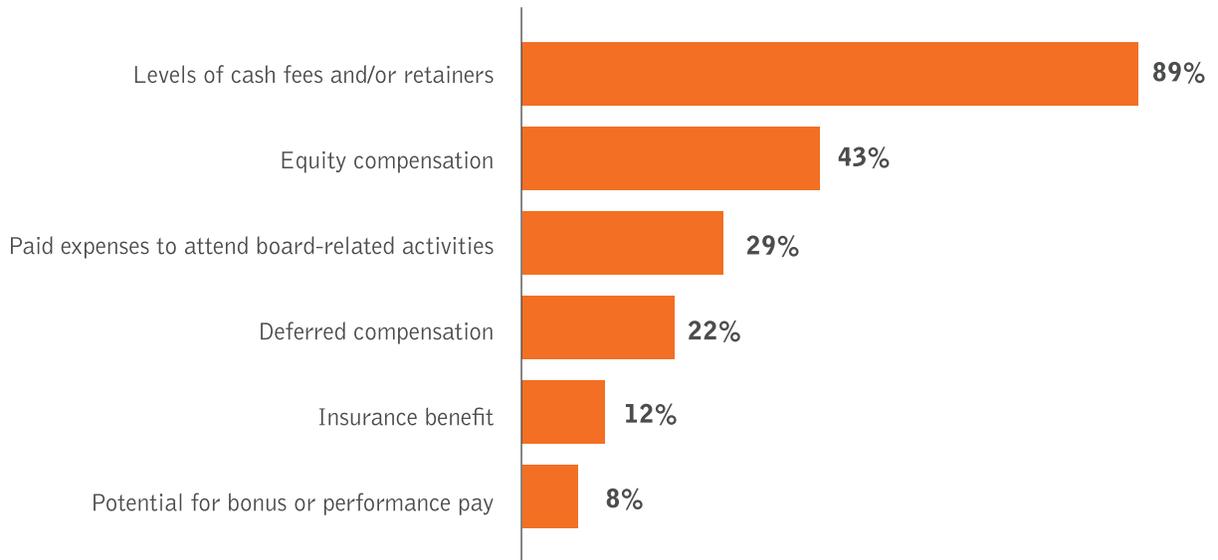
19. When did the board last raise director pay?



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
2014	16%	33%	19%	17%	15%	20%
2013	42%	27%	27%	14%	27%	26%
2012	5%	27%	21%	10%	15%	17%
2011	11%	4%	8%	14%	4%	8%
2010 or prior	26%	9%	25%	45%	40%	29%

20. What areas of compensation do you feel are highly valued by directors?

Respondents were asked to select all that apply.

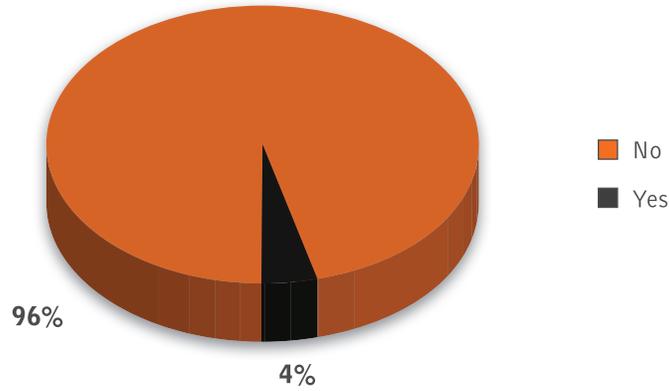


By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Levels of cash fees and/or retainers	95%	89%	88%	88%	89%	89%
Equity compensation	74%	51%	50%	24%	33%	43%
Paid expenses to attend board-related activities	37%	33%	33%	14%	30%	29%
Deferred compensation	21%	27%	23%	19%	17%	22%
Insurance benefit	5%	18%	8%	17%	7%	12%
Potential for bonus or performance pay	5%	13%	10%	2%	7%	8%

By Ownership Structure	Public	Private	Mutual	All Banks
Levels of cash fees and/or retainers	90%	87%	95%	89%
Equity compensation	62%	33%	-	43%
Paid expenses to attend board-related activities	26%	29%	47%	29%
Deferred compensation	22%	15%	47%	22%
Insurance benefit	11%	9%	26%	12%
Potential for bonus or performance pay	7%	10%	5%	8%

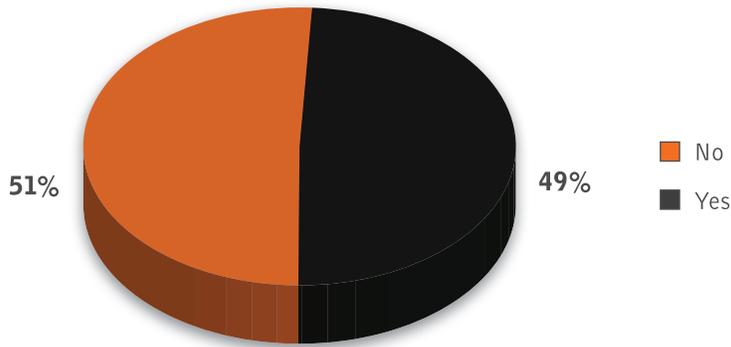
By Position at the Bank	CEO	HRO	Board	Officer/inside director	All Banks
Levels of cash fees and/or retainers	91%	83%	90%	93%	89%
Equity compensation	30%	37%	51%	33%	43%
Paid expenses to attend board-related activities	30%	37%	28%	13%	29%
Deferred compensation	21%	40%	18%	7%	22%
Insurance benefit	14%	26%	7%	-	12%
Potential for bonus or performance pay	2%	9%	11%	-	8%

21. Does your board tie director compensation to any kind of performance metric?



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Yes	-	9%	4%	2%	4%	4%
No	100%	91%	96%	98%	96%	96%

22. Does your board have a mandatory retirement age?



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Yes	58%	64%	52%	49%	27%	49%
No	42%	36%	48%	51%	73%	51%

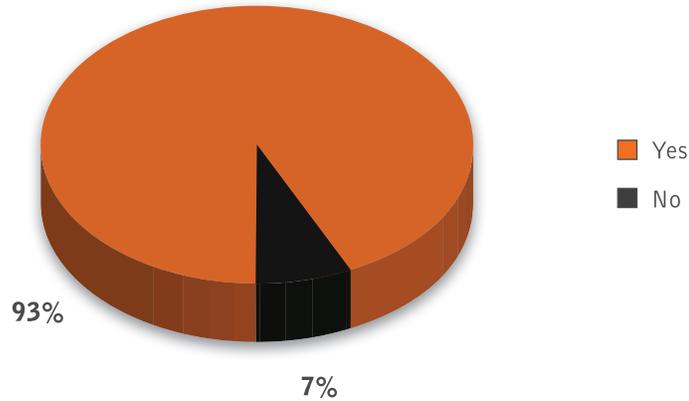
By Ownership Structure	Public	Private	Mutual	All Banks
Yes	59%	34%	74%	49%
No	41%	66%	26%	51%

23. What is the mandatory retirement age for board members? 72

Median value provided. This was only asked of respondents who indicated the board has a mandatory retirement age.

24. Do your directors and/or chairman receive compensation for board service?

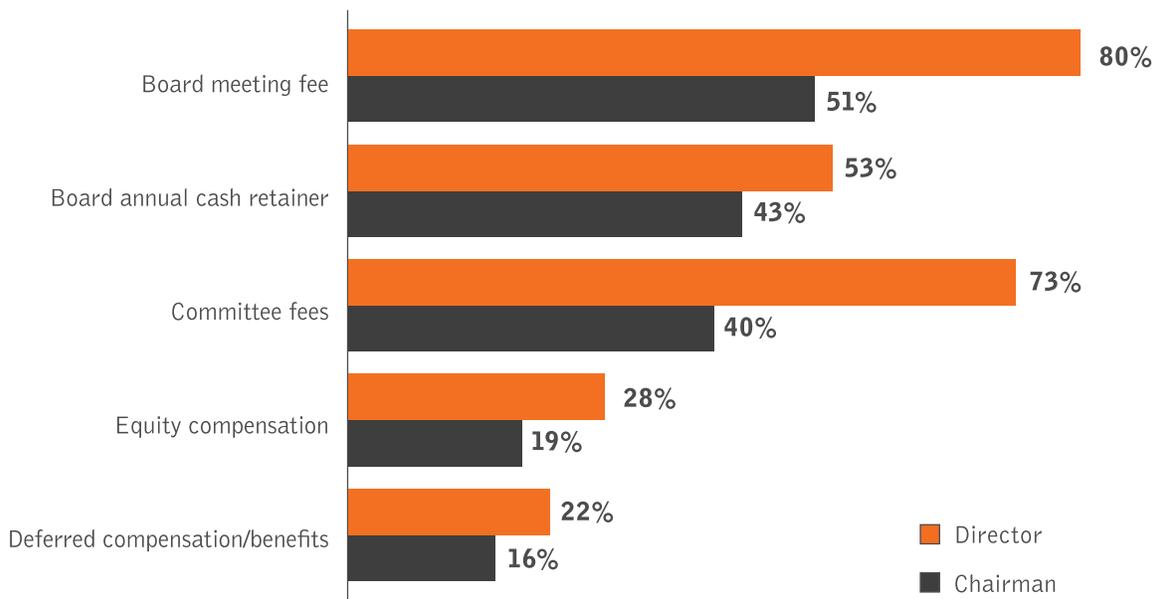
Respondents who answered 'no' to this question were directed to the end of the survey.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Yes	100%	93%	96%	93%	89%	93%
No	-	7%	4%	7%	11%	7%

25. Outside directors and chairmen at my bank receive the following types of compensation.

Respondents were asked to select all that apply.



Director Compensation						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Board meeting fee	59%	75%	87%	84%	86%	80%
Board annual cash retainer	73%	64%	59%	51%	30%	53%
Committee fees	77%	80%	76%	76%	59%	73%
Equity compensation	50%	43%	30%	16%	9%	28%
Deferred compensation/benefits	23%	32%	22%	19%	14%	22%

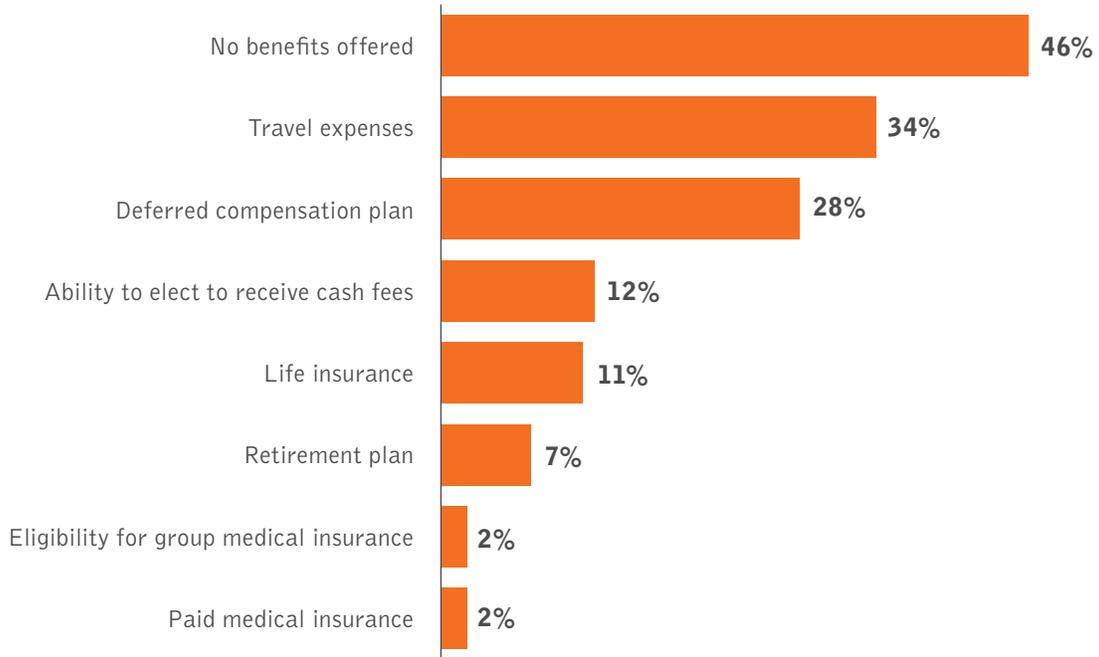
Director Compensation				
By Ownership Structure	Public	Private	Mutual	All Banks
Board meeting fee	77%	86%	75%	80%
Board annual cash retainer	69%	39%	45%	53%
Committee fees	78%	66%	80%	73%
Equity compensation	46%	16%	-	28%
Deferred compensation/benefits	21%	16%	50%	22%

Chairman Compensation						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Board meeting fee	27%	43%	61%	51%	61%	51%
Board annual cash retainer	59%	52%	48%	35%	27%	43%
Committee fees	32%	39%	39%	49%	41%	40%
Equity compensation	36%	25%	22%	11%	7%	19%
Deferred compensation/benefits	14%	16%	26%	11%	11%	16%

Chairman Compensation				
By Ownership Structure	Public	Private	Mutual	All Banks
Board meeting fee	53%	48%	55%	51%
Board annual cash retainer	58%	28%	40%	43%
Committee fees	48%	31%	45%	40%
Equity compensation	32%	8%	-	19%
Deferred compensation/benefits	16%	12%	35%	16%

26. If outside directors at your bank receive benefits, which of the following are offered?

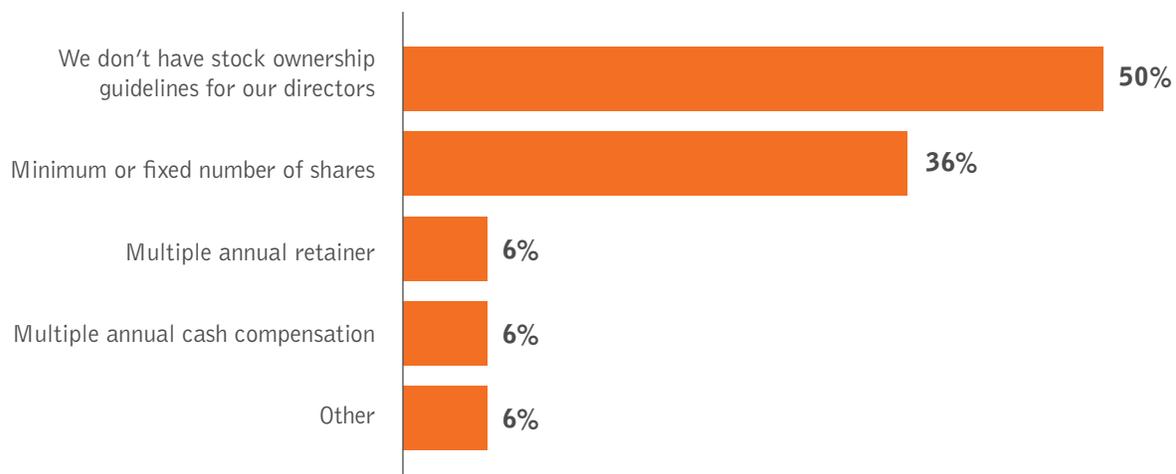
Respondents were asked to select all that apply.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
No benefits offered	32%	26%	44%	58%	66%	46%
Travel expenses	47%	54%	37%	9%	24%	34%
Deferred compensation plan	26%	33%	37%	24%	18%	28%
Ability to elect to receive cash fees	16%	18%	15%	12%	3%	12%
Life insurance	11%	13%	7%	21%	5%	11%
Retirement plan	5%	13%	5%	6%	5%	7%
Eligibility for group medical insurance	5%	3%	-	-	3%	2%
Paid medical insurance	-	3%	2%	3%	-	2%

27. Please indicate the requirements included in the stock ownership guidelines for your directors.

Respondents were asked to select all that apply.

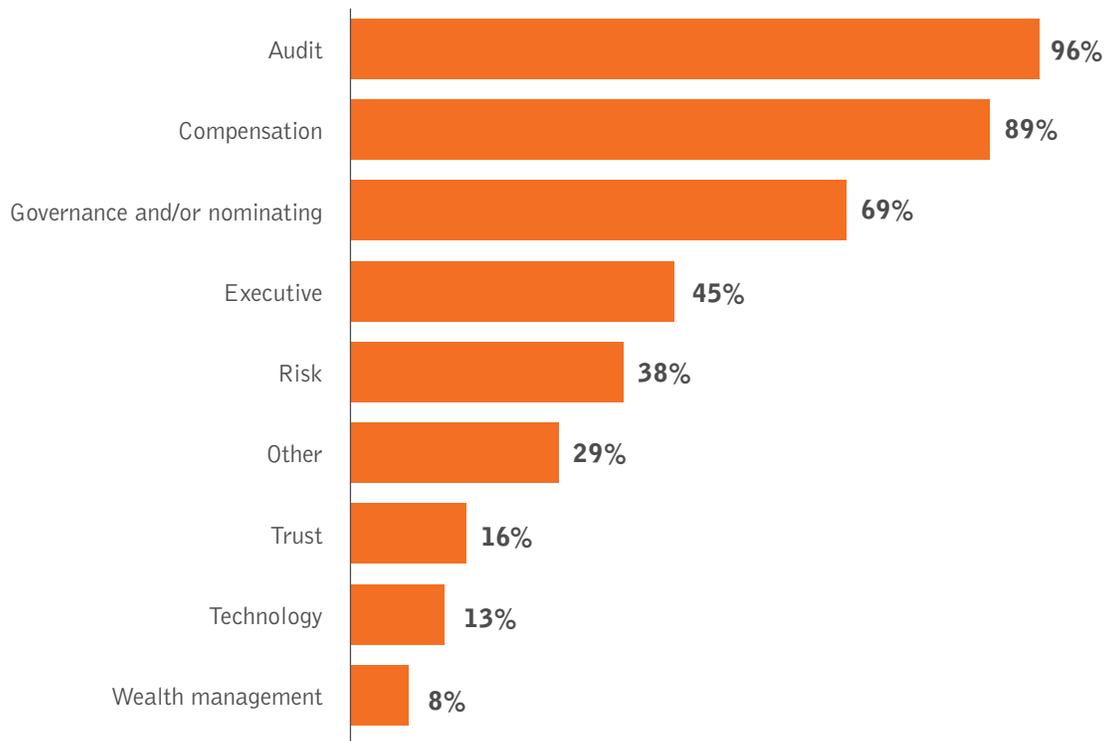


By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
We don't have stock ownership guidelines for our directors	26%	44%	44%	67%	60%	50%
Minimum or fixed number of shares	37%	31%	47%	27%	38%	36%
Multiple annual retainer	16%	15%	2%	-	2%	6%
Multiple annual cash compensation	26%	8%	-	3%	2%	6%
Other	11%	5%	7%	9%	-	6%

By Ownership Structure	Public	Private	Mutual	All Banks
We don't have stock ownership guidelines for our directors	41%	51%	94%	50%
Minimum or fixed number of shares	37%	43%	-	36%
Multiple annual retainer	12%	1%	-	6%
Multiple annual cash compensation	8%	4%	-	6%
Other	7%	3%	12%	6%

28. Which board-level committees does your bank have?

Proxy data included. Respondents were asked to select all that apply.



By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Audit	96%	97%	96%	97%	91%	96%
Compensation	95%	92%	89%	92%	72%	89%
Governance and/or nominating	82%	84%	57%	64%	44%	69%
Executive	47%	42%	42%	54%	47%	45%
Risk	70%	29%	32%	31%	23%	38%
Other	28%	22%	26%	38%	40%	29%
Trust	12%	17%	25%	21%	5%	16%
Technology	4%	5%	30%	10%	23%	13%
Wealth management	7%	6%	13%	13%	-	8%

By Ownership Structure	Public	Private	Mutual	All Banks
Audit	98%	92%	95%	96%
Compensation	92%	81%	89%	89%
Governance and/or nominating	82%	34%	84%	69%
Executive	44%	46%	58%	45%
Risk	37%	41%	26%	38%
Other	26%	34%	42%	29%
Trust	11%	27%	21%	16%
Technology	5%	28%	32%	13%
Wealth management	7%	9%	11%	8%

29. How many times do the following meet annually?

Proxy data included. Respondents were asked to enter a value greater than zero or leave it blank.

Meetings Per Year By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Holding company board	9	9	10	9	4	9
Lead bank board	12	12	12	12	12	12
Executive committee	4	4	4	8	6	4
Audit committee	8	6	6	4	4	6
Compensation committee	6	5	4	3	3	4
Governance/Nominating committee	5	3	4	2	4	4
Loan committee	12	24	12	20	20	16
Risk committee	6	5	6	4	10	6

30. How many board members serve on each?

Proxy data included. Respondents were asked to enter a value greater than zero or leave it blank.

Total Members By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Holding company board	12	10	9	9	7	10
Lead bank board	10	11	9	9	9	9
Executive committee	6	4.5	5	5	5	5
Audit committee	5	4	4	4	4	4
Compensation committee	5	4	4	4	4	4
Governance/Nominating committee	4	4	4	4	4	4
Loan committee	4	6.5	6	5	5	5
Risk committee	5	5.5	5	4	3	5

31. Enter the cash compensation amounts for the following at your bank for FY 2013:

Proxy data included. Respondents were asked to enter a value greater than zero or leave it blank.* Indicates a base count less than 10.

Board Chairman (Median)						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Fee per board meeting	\$1,000	\$900	\$700	\$675	\$600	\$750
Annual cash retainer	\$60,000	\$26,900	\$22,200	\$10,200	\$9,000	\$20,000
Equity compensation	\$60,000	\$16,250	\$13,500	\$10,000	\$6,000	\$33,000
Deferred compensation/benefits	*	*	*	*	*	\$2,000
Other cash compensation	\$1,200	\$8,400	\$6,390	\$725	\$1,625	\$1,625

Independent Director (Median)						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Fee per board meeting	\$1,125	\$950	\$750	\$550	\$600	\$750
Annual cash retainer	\$50,000	\$23,000	\$11,100	\$10,200	\$7,200	\$20,000
Equity compensation	\$45,000	\$15,500	\$10,000	\$10,000	\$3,300	\$28,500
Deferred compensation/benefits	*	*	*	*	*	\$2,130
Other cash compensation	\$10,600	\$18,000	\$5,200	\$20,000	\$1,125	\$6,000

Inside Director (Median)						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Fee per board meeting	\$750	\$800	\$750	\$600	\$650	\$750
Annual cash retainer	\$30,000	\$10,800	\$8,500	\$6,000	\$7,200	\$8,250
Equity compensation	*	*	*	*	*	\$5,350
Deferred compensation/benefits	*	*	*	*	*	\$9,285
Other cash compensation	*	*	*	*	*	\$3,600

32. Enter the per-meeting fees your bank paid in FY 2013 for each committee:

Proxy data included. Respondents were asked to enter a value greater than zero or leave it blank.

Committee Chairman Meeting Fees (Median)						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Executive	\$1,750	\$850	\$500	\$250	\$325	\$550
Audit	\$1,725	\$850	\$538	\$250	\$300	\$575
Compensation	\$2,000	\$850	\$500	\$250	\$300	\$500
Governance/nominating	\$1,500	\$800	\$500	\$250	\$300	\$500
Loan	\$1,500	\$600	\$400	\$225	\$250	\$300
Risk	\$1,500	\$800	\$500	\$250	\$250	\$500

Committee Member Meeting Fees (Median)						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Executive	\$1,200	\$550	\$400	\$250	\$275	\$500
Audit	\$1,200	\$600	\$400	\$250	\$250	\$500
Compensation	\$1,000	\$600	\$350	\$250	\$200	\$500
Governance/nominating	\$1,000	\$500	\$450	\$275	\$200	\$500
Loan	\$750	\$250	\$350	\$200	\$200	\$250
Risk	\$1,100	\$500	\$350	\$250	\$175	\$600

33. Enter the annual retainer your bank paid in FY 2013 for each committee:*Proxy data included. Respondents were asked to enter a value greater than zero or leave it blank.*

Committee Chairman Annual Retainer (Median)						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Executive	\$50,000	\$26,000	\$5,400	\$16,000	\$12,000	\$23,000
Audit	\$22,500	\$11,400	\$5,565	\$2,000	\$1,750	\$12,000
Compensation	\$15,000	\$11,400	\$3,000	\$3,150	\$6,750	\$11,700
Governance/nominating	\$15,000	\$17,000	\$4,300	\$5,300	\$9,000	\$11,700
Loan	\$8,750	\$6,950	\$8,250	\$1,000	\$5,250	\$2,500
Risk	\$20,000	\$15,000	\$2,550	\$1,000	-	\$15,000

Committee Member Annual Retainer (Median)						
By Asset Size	>\$5B	\$1B - \$5B	\$501M - \$1B	\$250M - \$500M	<\$250M	All Banks
Executive	\$27,586	\$17,000	\$3,600	\$16,000	\$8,250	\$16,000
Audit	\$25,000	\$12,000	\$6,500	\$18,000	\$9,000	\$15,000
Compensation	\$20,000	\$15,000	\$5,800	\$18,000	\$9,000	\$15,000
Governance/nominating	\$30,172	\$13,602	\$6,800	\$18,000	\$9,000	\$15,000
Loan	*	*	*	*	*	\$16,500
Risk	\$30,172	\$17,000	\$3,600	\$75,000	-	\$25,000