

BankDirector
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2015 Compensation Survey

MAY 2015 | RESEARCH

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EXECUTIVE SUMMARY

For a moment, forget about the talk about the death of traditional banking: Executives with particular sets of skills are in demand at U.S. financial institutions. Sixty-one percent of the senior executives and directors responding to Bank Director's 2015 Compensation Survey, sponsored by Compensation Advisors, report that their bank hired or promoted new executives last year. One-third lost executive personnel.

At the board level, 15 percent say they brought on new directors in 2014, with many seeking board members with particular expertise, or adding those that can help grow their institution.

Lenders continue to be in high demand, particularly at banks with less than \$5 billion in assets. Technology/information security, risk management and compliance were other top areas for hires and departures in 2014. Banks aren't training up the next generation of bankers like they used to, so given a limited (and aging) talent pool, offering the right compensation package is an important strategy for ensuring the bank's long term sustainability.

The 2015 Compensation Survey tracks what bank chief executive officers and boards were paid in fiscal year 2014, what benefits are currently awarded to executives and directors, and how bank leaders want to be compensated by their organizations. Responses were collected online from 281 directors and senior executives of U.S. banks, including CEOs and human resources officers, beginning March 18 and ending April 7, 2015. Information on board and CEO pay was supplemented using data from 90 bank proxy statements, collected March 16 through March 20.

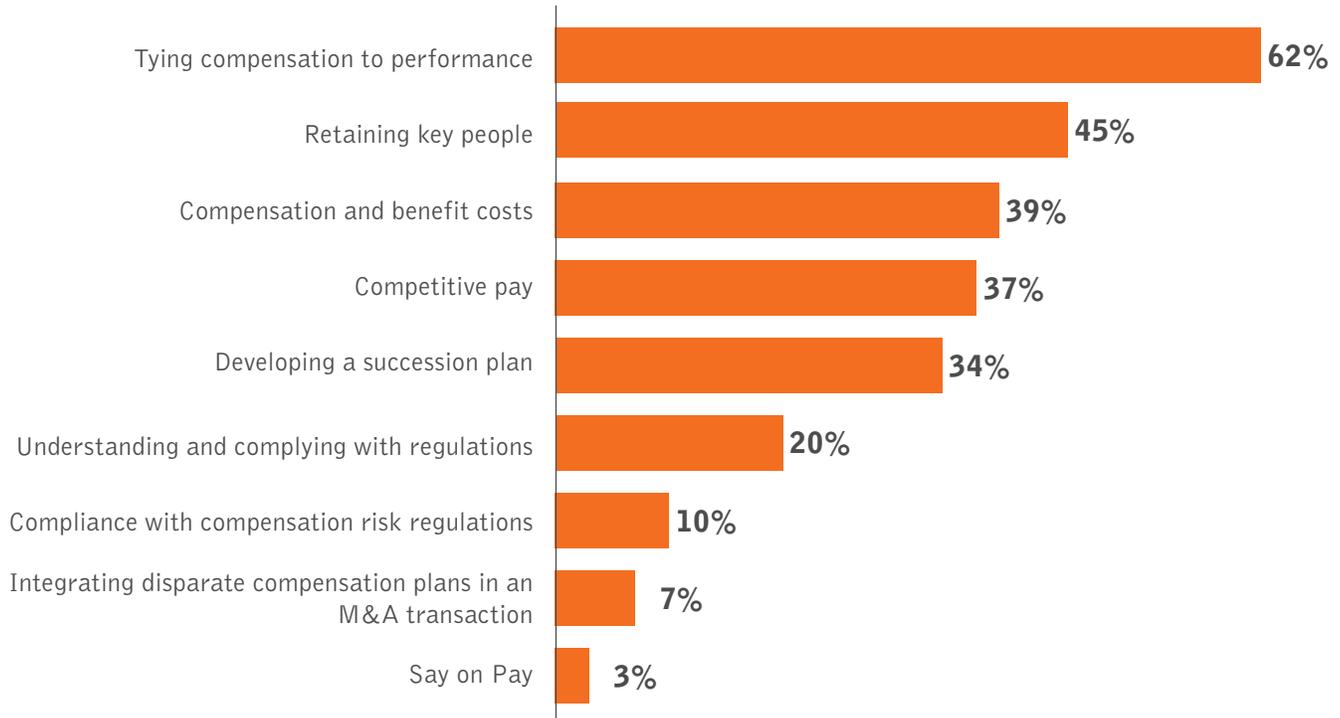
Key Findings:

- Executives responding to the survey say that in addition to a cash salary and bonus, what they want most is a retirement benefit, at 72 percent. Just half desire equity as part of their own compensation.
- Seventy percent report that their bank offers a non-qualified retirement benefit. Half offer it to the bank's CEO, and 39 percent to the entire management team as well.
- Less than half of all respondents, and two-thirds from publicly traded banks, allocate equity to executives annually. Thirty-one percent offer restricted stock, while 21 percent grant stock options. Just 5 percent give their executives synthetic equity.
- The median salary for a bank CEO was \$382,205 in FY 2014.
- Twenty-eight percent of respondents plan to increase director compensation in 2015, and more than half increased pay in 2013 or 2014. However, 28 percent report their board hasn't seen a raise in pay since at least 2010.
- While most bank boards are earning more, directors are also spending more time on bank board activities. The median hours per month devoted to meetings, business development, education and other board obligations rose to 20 hours, up 33 percent from 2014.
- Boards continue to shift from board meeting fees to awarding an annual retainer. The percentage of directors receiving board meeting fees declined 7 points from the 2012 survey, to 77 percent. Directors receiving annual retainers grew 17 points, to 61 percent.
- The median board meeting fee for an independent director was \$1,000 in FY 2014, an increase of one-third from FY 2013. The median annual retainer remained level in 2014, at \$20,000.

EXECUTIVE HIRING TRENDS

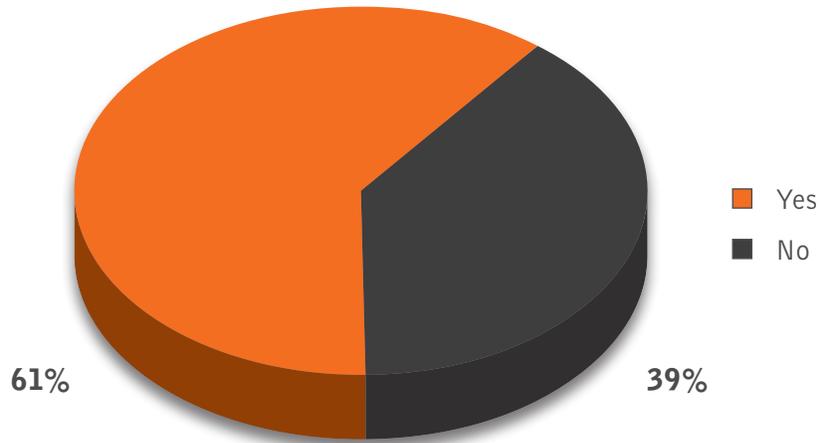
1. What are your top compensation challenges for 2015?

Respondents were asked to select up to three.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Tying compensation to performance	47%	63%	62%	68%	55%	62%
Retaining key people	32%	48%	41%	52%	42%	45%
Compensation and benefit costs	26%	34%	38%	43%	50%	39%
Competitive pay	21%	33%	49%	42%	28%	37%
Developing a succession plan	32%	40%	39%	26%	30%	34%
Understanding and complying with regulations	32%	21%	20%	11%	28%	20%
Compliance with compensation risk regulations	16%	12%	10%	6%	12%	10%
Integrating disparate compensation plans in an M&A transaction	21%	11%	3%	-	8%	7%
Say on Pay	5%	-	3%	3%	8%	3%

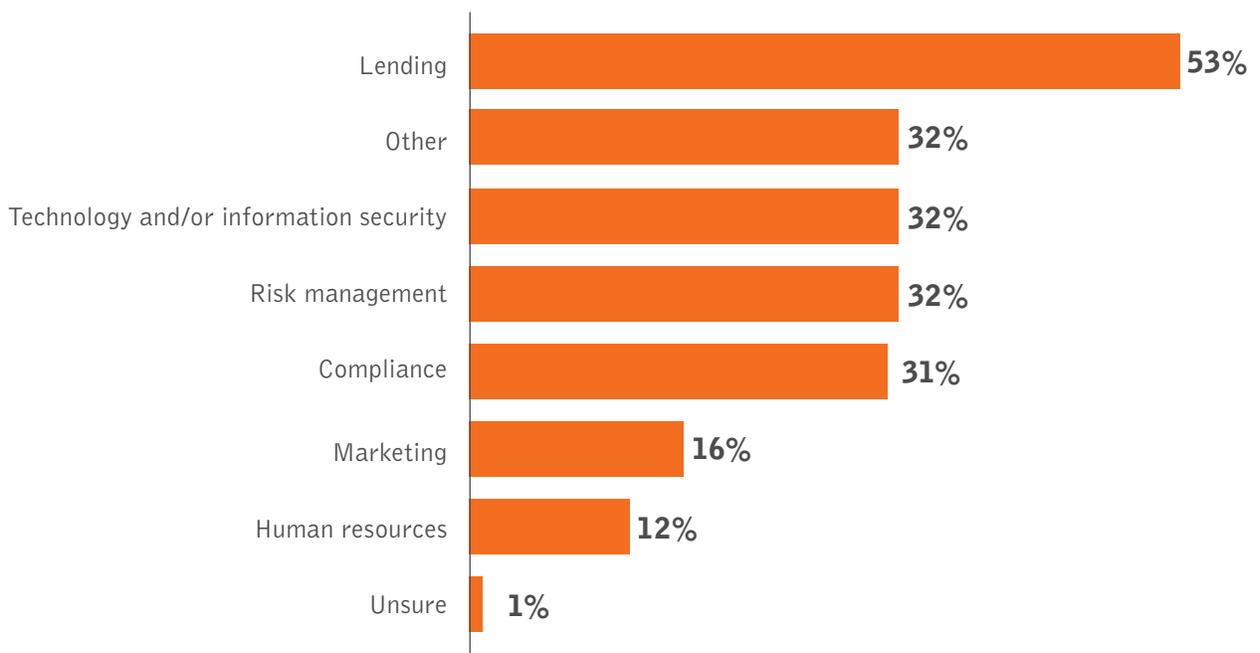
2. Did you hire or promote new executives in 2014?



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Yes	84%	68%	64%	52%	48%	61%
No	16%	32%	36%	48%	52%	39%

3. In which areas did the bank promote current personnel or hire new talent at the executive level in 2014?

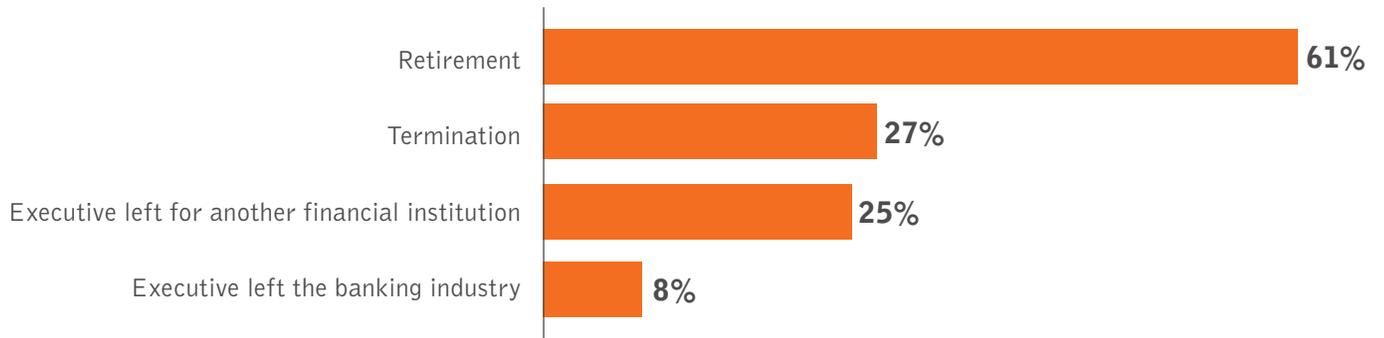
Respondents were asked to select all that apply. Only those who indicated their bank hired new executives in 2014 were asked to respond.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Lending	40%	57%	54%	58%	44%	53%
Other	13%	35%	36%	39%	22%	32%
Technology and/or information security	47%	45%	26%	19%	17%	32%
Risk management	73%	43%	23%	16%	11%	32%
Compliance	53%	29%	28%	32%	22%	31%
Marketing	-	18%	28%	13%	6%	16%
Human resources	-	12%	15%	19%	6%	12%
Unsure	-	-	-	3%	-	1%

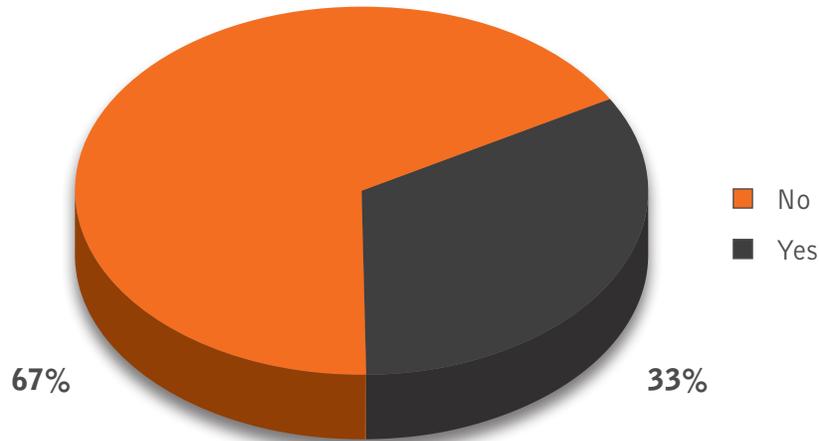
4. Were any new hires due to the following?

Respondents were asked to select all that apply. Only those who indicated their bank hired new executives in 2014 were asked to respond.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Retirement	69%	60%	64%	68%	40%	61%
Termination	23%	27%	23%	27%	40%	27%
Executive left for another financial institution	15%	33%	23%	18%	27%	25%
Executive left the banking industry	-	10%	-	18%	7%	8%

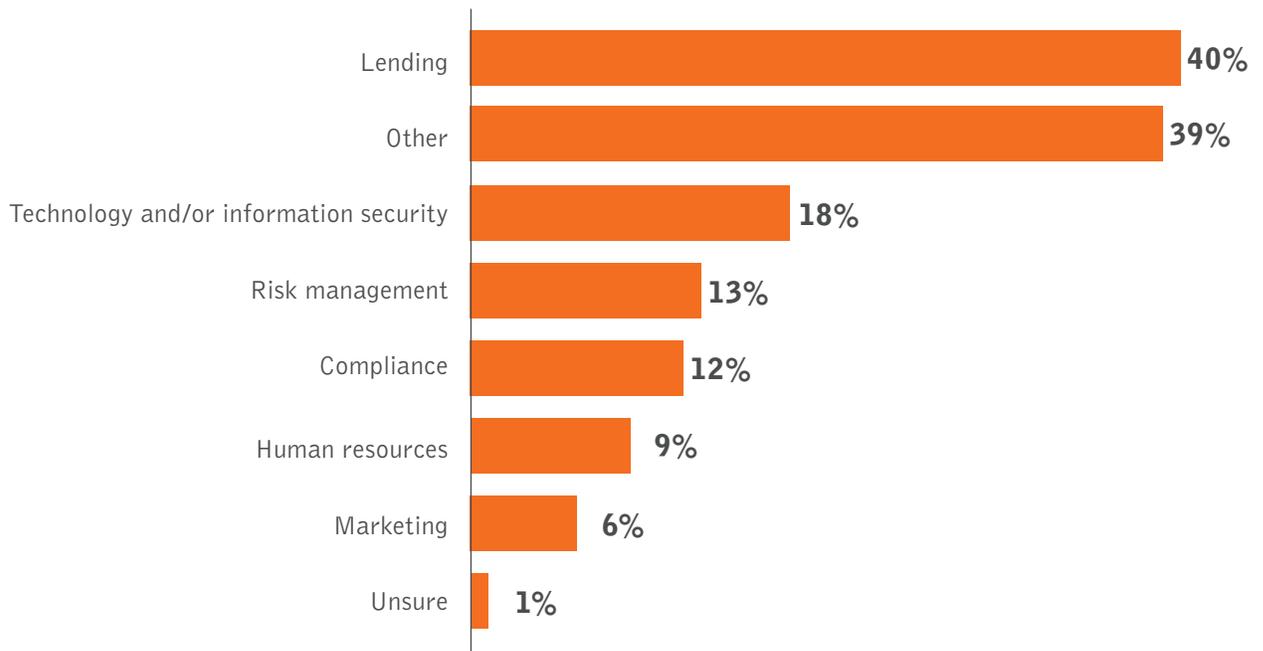
5. Did you lose personnel at the executive level in 2014?



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
No	44%	68%	59%	71%	78%	67%
Yes	56%	32%	41%	29%	22%	33%

6. In which areas did the bank lose key executives in 2014?

Respondents were asked to select all that apply. Only those who indicated their bank lost executive personnel in 2014 were asked to respond.

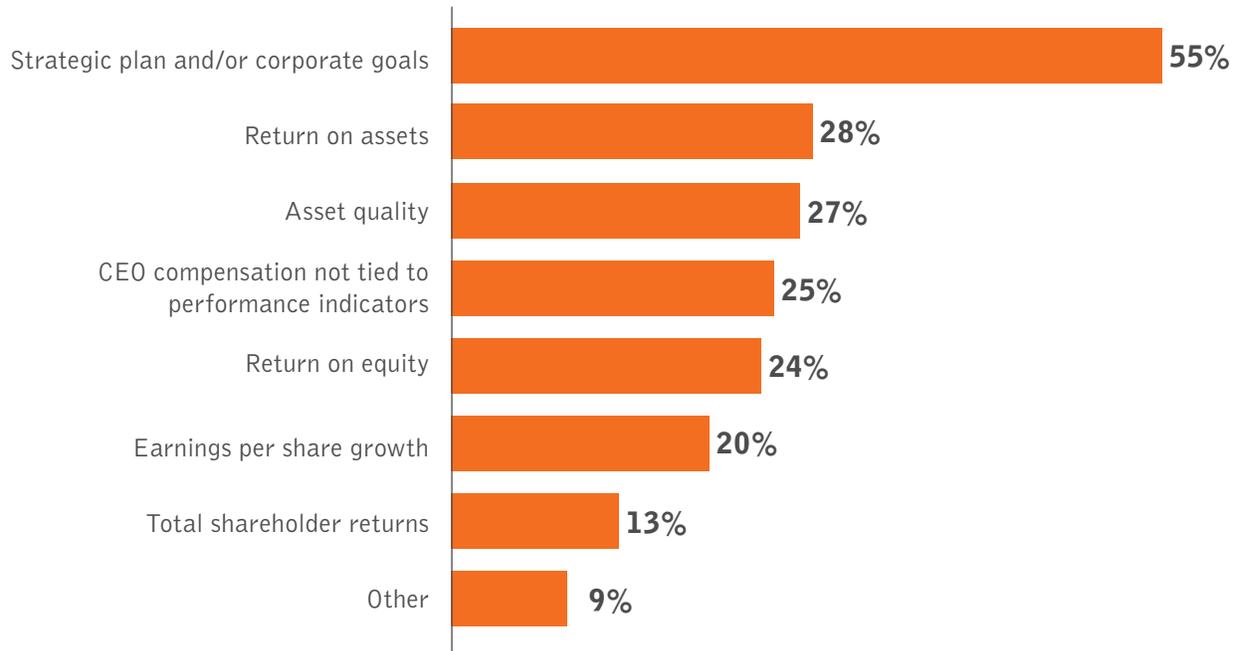


Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Lending	38%	30%	44%	44%	50%	40%
Other	50%	52%	28%	44%	12%	39%
Technology and/or information security	12%	30%	20%	-	25%	18%
Risk management	12%	17%	16%	11%	-	13%
Compliance	25%	9%	24%	-	-	12%
Human resources	-	4%	8%	17%	12%	9%
Marketing	-	9%	8%	6%	-	6%
Unsure	-	4%	-	-	-	1%

CEO & EXECUTIVE COMPENSATION

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

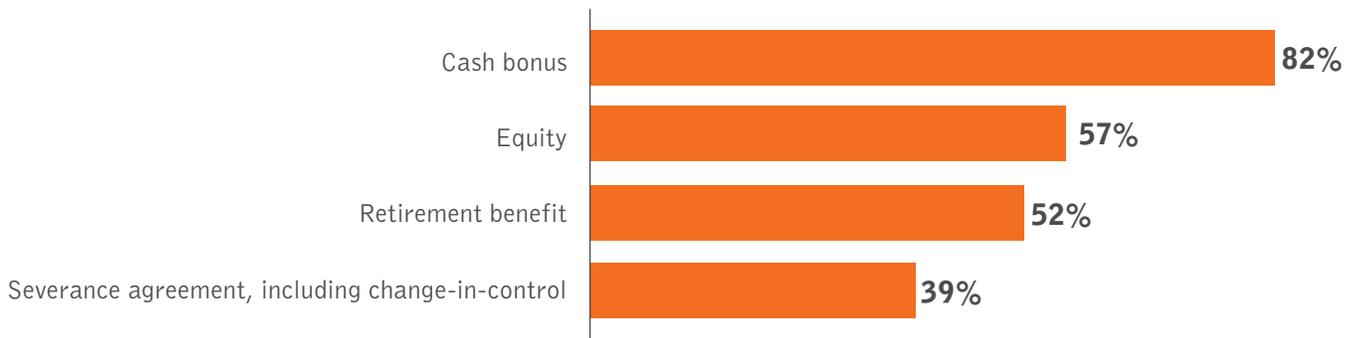
Respondents were asked to select all that apply.



Ownership Structure	Public	Private	Mutual	Total
Strategic plan and/or corporate goals	56%	53%	58%	55%
Return on assets	35%	21%	26%	28%
Asset quality	33%	24%	5%	27%
CEO compensation not tied to performance indicators	21%	29%	21%	25%
Return on equity	32%	18%	11%	24%
Earnings per share growth	33%	11%	-	20%
Total shareholder returns	16%	11%	11%	13%
Other	6%	10%	16%	9%

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

Respondents were asked to select all that apply. Only outside directors and chairmen were asked to respond.

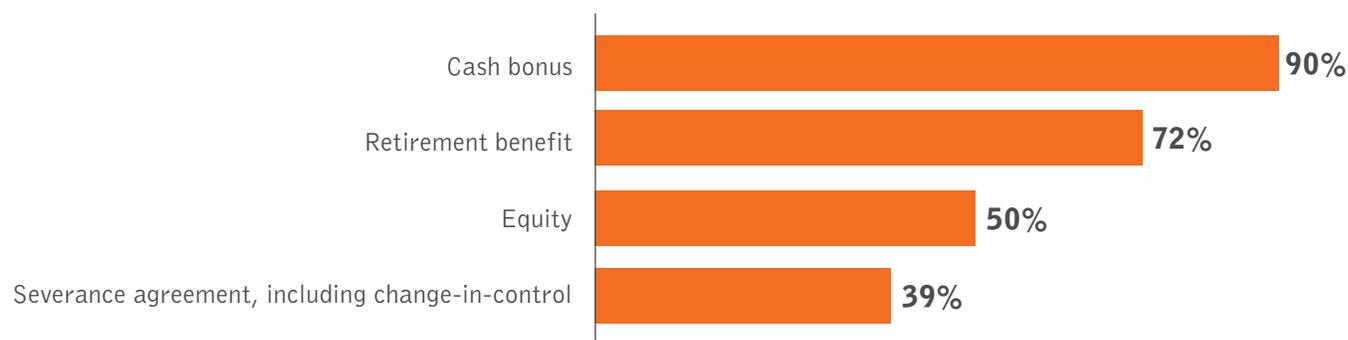


Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Cash bonus	64%	86%	89%	86%	58%	82%
Equity	100%	67%	46%	41%	42%	57%
Retirement benefit	27%	50%	57%	68%	42%	52%
Severance agreement, including change-in-control	9%	50%	29%	45%	42%	39%

Ownership Structure	Public	Private	Total
Cash bonus	79%	83%	82%
Equity	69%	46%	57%
Retirement benefit	48%	51%	52%
Severance agreement, including change-in-control	49%	26%	39%

9. Excluding a salary, what areas of compensation do you highly value for your own compensation?

Respondents were asked to select all that apply. Only executives were asked to respond.

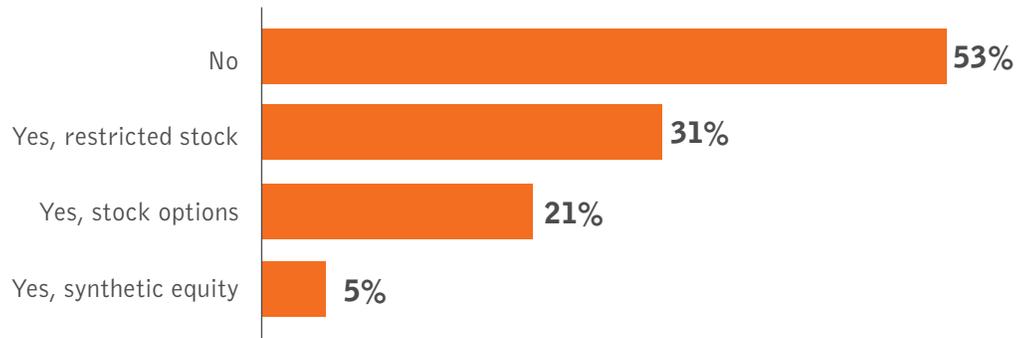


Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Cash bonus	80%	96%	90%	87%	89%	90%
Retirement benefit	100%	61%	67%	79%	74%	72%
Equity	80%	61%	57%	44%	37%	50%
Severance agreement, including change-in-control	60%	46%	33%	46%	22%	39%

Ownership Structure	Public	Private	Total
Cash bonus	95%	87%	90%
Retirement benefit	70%	72%	72%
Equity	58%	54%	50%
Severance agreement, including change-in-control	50%	37%	39%

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

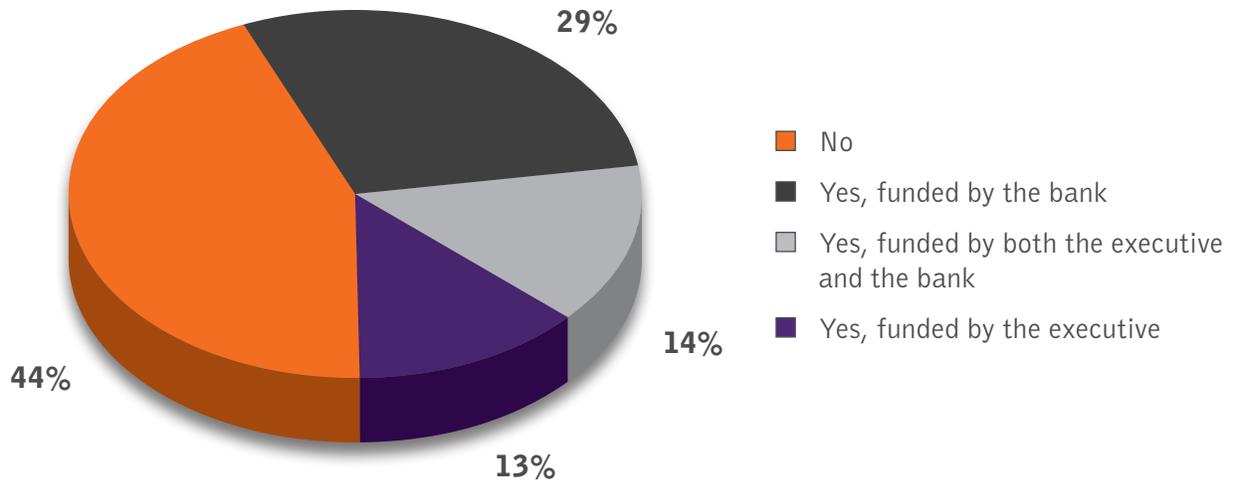
Respondents were asked to select all that apply.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
No	6%	43%	38%	76%	75%	53%
Yes, restricted stock	94%	47%	35%	8%	6%	31%
Yes, stock options	44%	22%	22%	14%	19%	21%
Yes, synthetic equity	6%	2%	11%	3%	3%	5%

Ownership Structure	Public	Private	Mutual	Total
No	34%	65%	94%	53%
Yes, restricted stock	56%	10%	-	31%
Yes, stock options	25%	20%	-	21%
Yes, synthetic equity	3%	7%	6%	5%

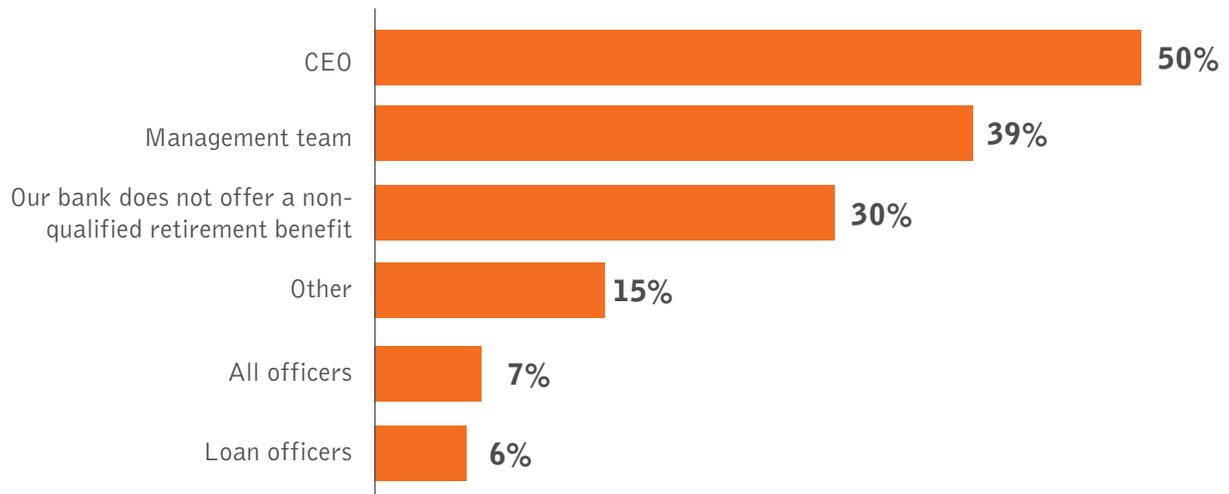
11. Does your bank offer a non-qualified deferred compensation benefit?



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
No	31%	37%	36%	49%	66%	44%
Yes, funded by the bank	38%	29%	25%	37%	21%	29%
Yes, funded by both the executive and the bank	12%	17%	21%	7%	8%	14%
Yes, funded by the executive	19%	17%	18%	7%	5%	13%

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

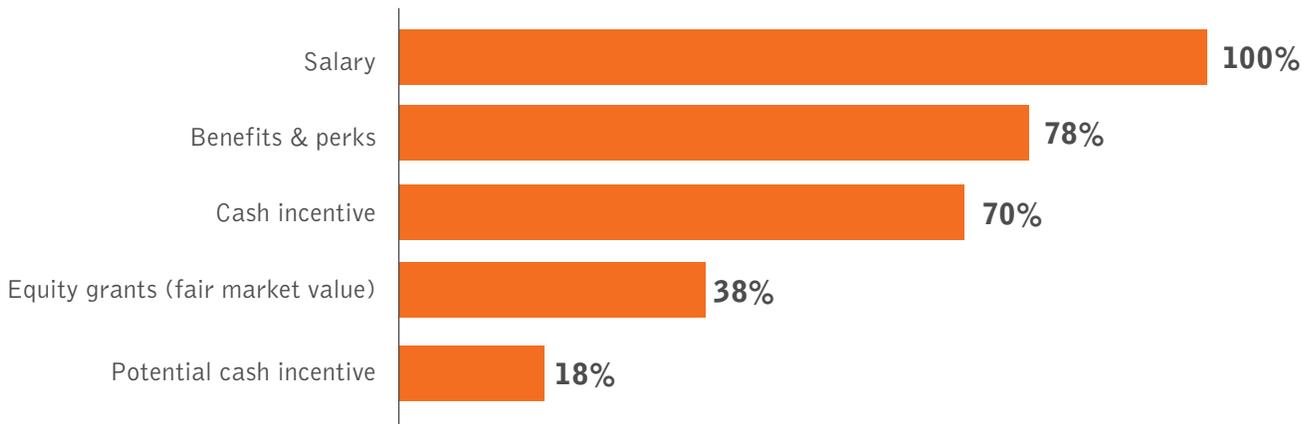
Respondents were asked to select all that apply.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
CEO	53%	60%	55%	39%	42%	50%
Management team	47%	46%	41%	37%	19%	39%
Our bank does not offer a non-qualified retirement benefit	27%	21%	29%	39%	38%	30%
Other	13%	23%	16%	6%	15%	15%
All officers	13%	6%	10%	2%	12%	7%
Loan officers	7%	4%	8%	4%	8%	6%

13. The CEO at my bank received the following types of compensation in FY 2014:

Respondents were asked to select all that apply.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Salary	100%	100%	100%	100%	100%	100%
Benefits & perks	94%	80%	88%	63%	80%	78%
Cash incentive	81%	81%	68%	68%	55%	70%
Equity grants (fair market value)	81%	53%	46%	17%	18%	38%
Potential cash incentive	6%	22%	20%	22%	10%	18%

Ownership Structure	Public	Private	Mutual	Total
Salary	100%	100%	100%	100%
Benefits & perks	87%	69%	83%	78%
Cash incentive	67%	71%	83%	70%
Equity grants (fair market value)	52%	30%	-	38%
Potential cash incentive	17%	20%	17%	18%

14. Enter the cash compensation amounts for the CEO of your bank for FY 2014.

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

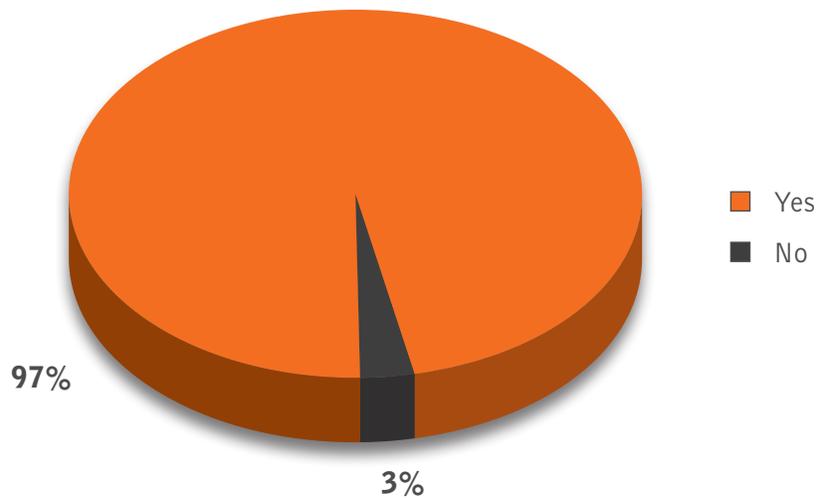
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Salary	2,837,049	500,000	308,350	222,000	173,140	382,205
Cash incentive	875,000	181,627	64,500	30,000	25,400	108,123
Equity grants (fair market value)	1,125,000	208,653	50,687	37,500	20,000	215,699
Benefits & Perks	79,922	36,703	23,682	19,000	11,000	22,841

Ownership Structure	Public	Private	Mutual	Total
Salary	606,717	230,000	322,500	382,205
Cash incentive	200,000	46,000	63,000	108,123
Equity grants (fair market value)	333,125	37,500	-	215,699
Benefits & Perks	25,000	20,000	16,000	22,841

Region	Northeast	Southeast	Midwest	West	Total
Salary	519,967	419,959	302,472	385,884	382,205
Cash incentive	200,337	120,094	70,500	100,000	108,123
Equity grants (fair market value)	224,629	757,000	122,800	212,170	215,699
Benefits & Perks	32,400	20,000	22,000	20,000	22,841

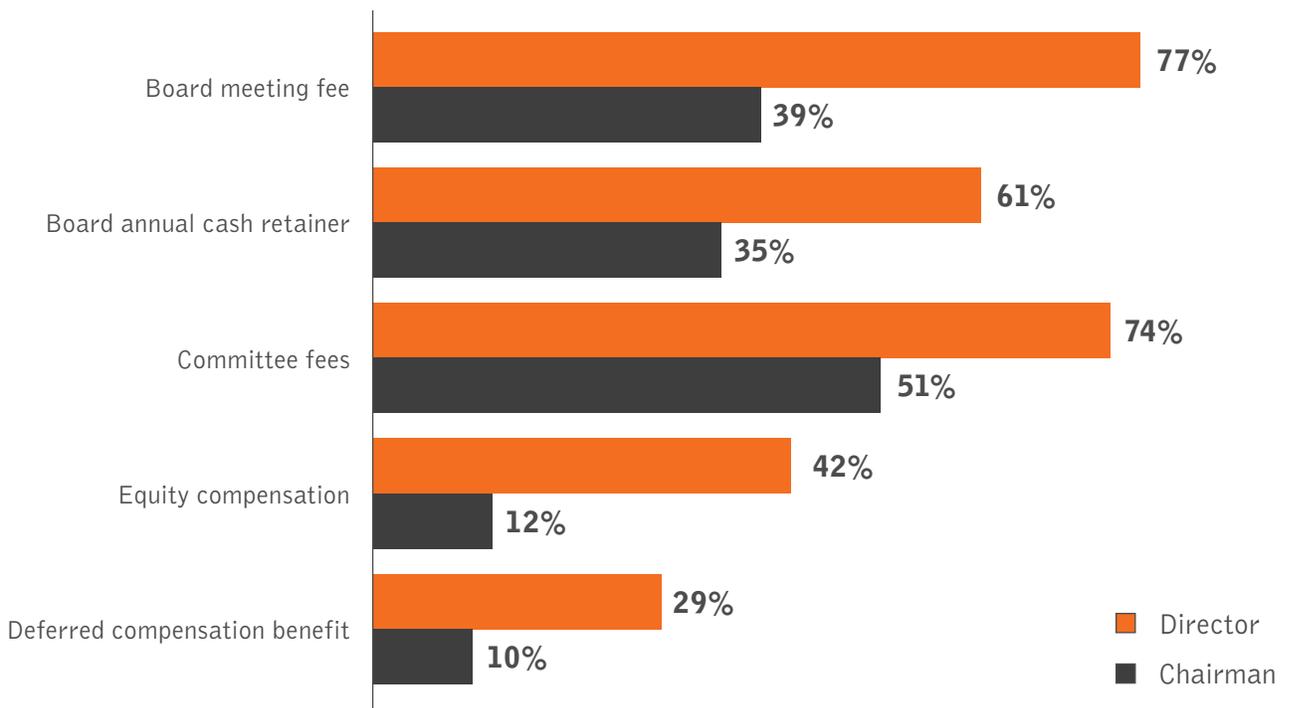
BOARD COMPENSATION

15. Do your directors and/or non-executive chairman receive compensation for board service?



16. Outside directors and non-executive chairmen at my bank receive the following types of compensation.

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



DIRECTOR COMPENSATION						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Board meeting fee	62%	80%	78%	85%	86%	77%
Board annual cash retainer	93%	72%	55%	41%	23%	61%
Committee fees	87%	80%	69%	63%	66%	74%
Equity compensation	82%	49%	34%	13%	17%	42%
Deferred compensation benefit	51%	30%	29%	13%	11%	29%

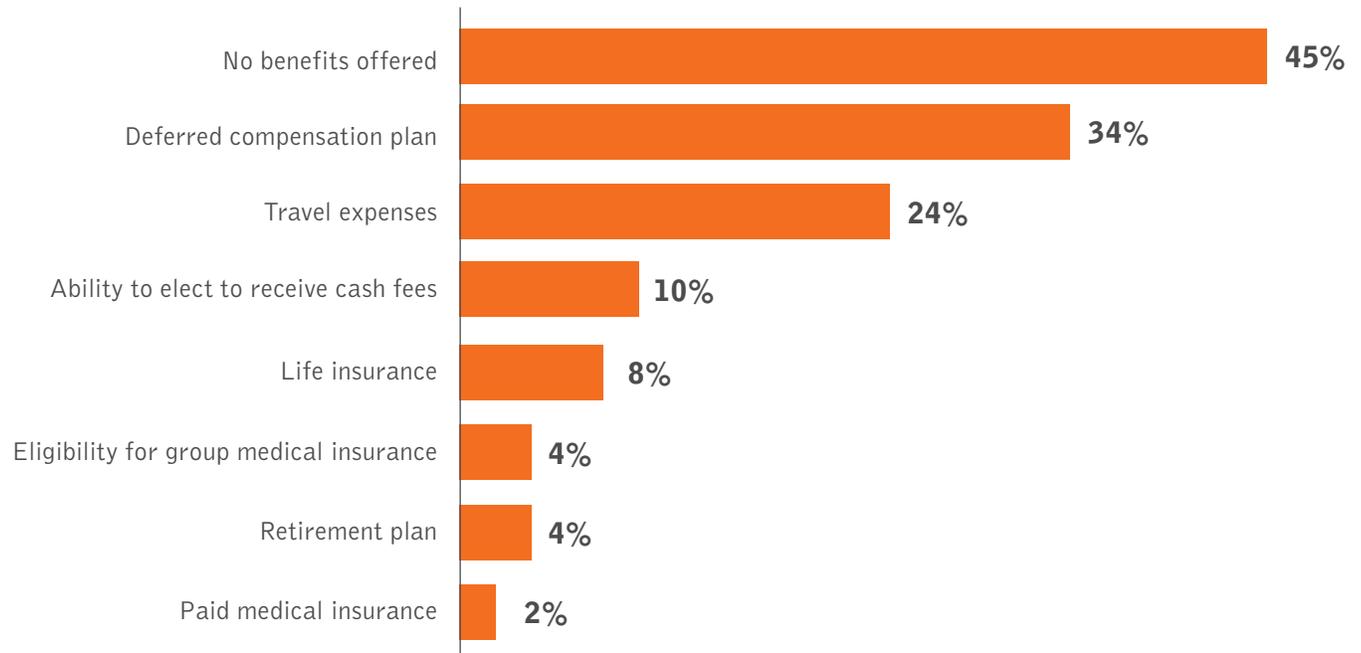
DIRECTOR COMPENSATION				
Ownership Structure	Public	Private	Mutual	Total
Board meeting fee	72%	85%	93%	77%
Board annual cash retainer	76%	36%	33%	61%
Committee fees	79%	65%	73%	74%
Equity compensation	57%	20%	-	42%
Deferred compensation benefit	36%	11%	47%	29%

CHAIRMAN COMPENSATION						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Board meeting fee	16%	35%	47%	50%	54%	39%
Board annual cash retainer	31%	43%	36%	35%	23%	35%
Committee fees	60%	52%	50%	39%	49%	51%
Equity compensation	11%	14%	14%	11%	11%	12%
Deferred compensation benefit	4%	15%	16%	4%	9%	10%

CHAIRMAN COMPENSATION				
Ownership Structure	Public	Private	Mutual	Total
Board meeting fee	28%	53%	80%	39%
Board annual cash retainer	39%	27%	40%	35%
Committee fees	53%	42%	67%	51%
Equity compensation	13%	13%	-	12%
Deferred compensation benefit	9%	6%	53%	10%

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

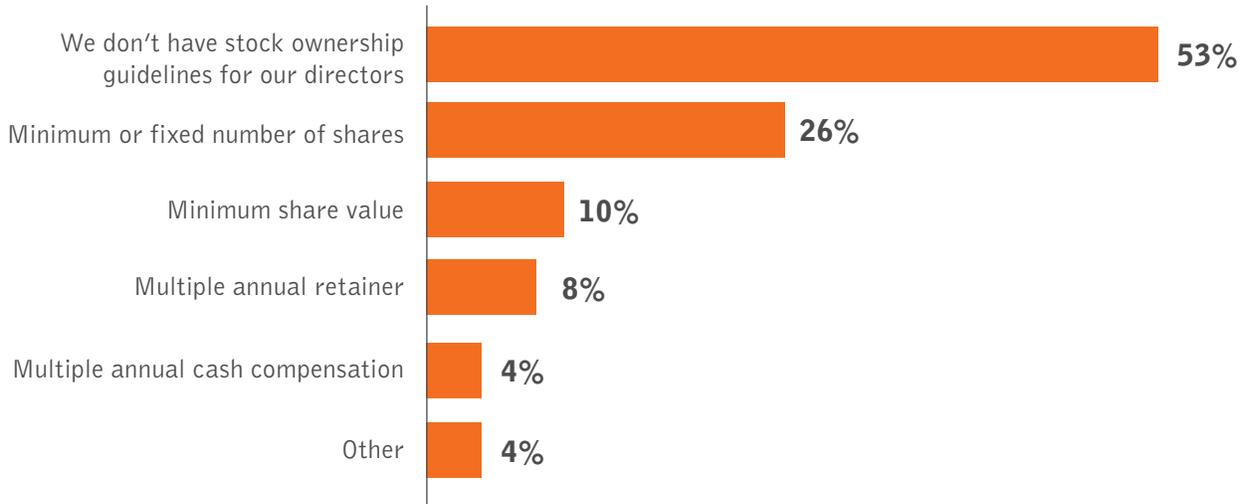
Proxy data included. Respondents were asked to select all that apply.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
No benefits offered	29%	43%	42%	52%	69%	45%
Deferred compensation plan	54%	38%	35%	18%	16%	34%
Travel expenses	33%	25%	29%	15%	12%	24%
Ability to elect to receive cash fees	4%	12%	10%	12%	12%	10%
Life insurance	10%	6%	12%	12%	-	8%
Eligibility for group medical insurance	2%	3%	4%	12%	3%	4%
Retirement plan	4%	4%	10%	-	-	4%
Paid medical insurance	2%	3%	2%	2%	-	2%

18. Please indicate the requirements included in the stock ownership guidelines for outside directors.

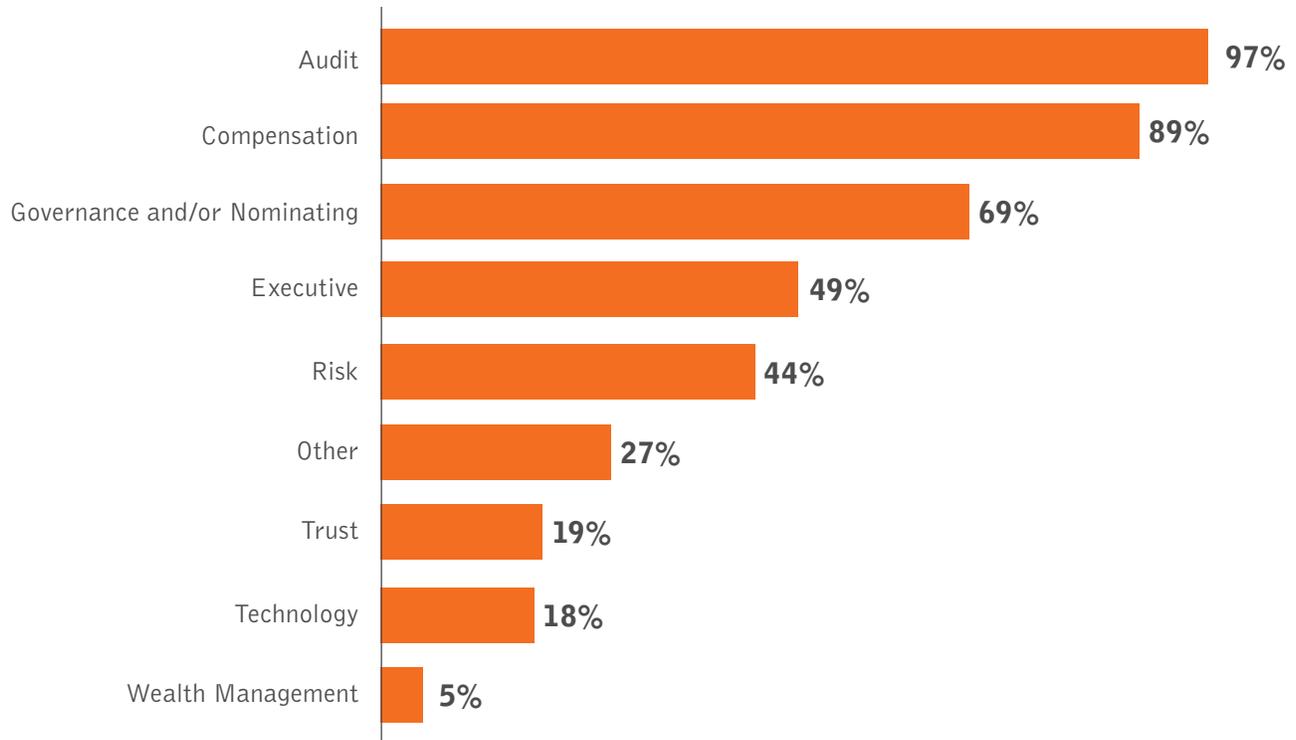
Respondents were asked to select all that apply.



Ownership Structure	Public	Private	Total
We don't have stock ownership guidelines for our directors	39%	66%	53%
Minimum or fixed number of shares	35%	20%	26%
Minimum share value	10%	8%	10%
Multiple annual retainer	16%	-	8%
Multiple annual cash compensation	6%	1%	4%
Other	1%	6%	4%

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

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



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Audit	96%	97%	96%	98%	97%	97%
Compensation	98%	92%	95%	76%	73%	89%
Governance and/or Nominating	96%	85%	61%	44%	39%	69%
Executive	51%	44%	46%	53%	58%	49%
Risk	85%	40%	36%	27%	24%	44%
Other	5%	23%	34%	38%	45%	27%
Trust	7%	30%	23%	18%	9%	19%
Technology	5%	14%	20%	29%	33%	18%
Wealth Management	5%	8%	4%	2%	-	5%

20. How many times do the following meet annually?

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

Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Holding company board	9	9	12	6	4	10
Lead bank board	5	12	12	12	12	12
Executive committee	5	10	4.5	8	10	6
Audit committee	8	6	5	4	4	5
Compensation committee	6	4	4	3	2	4
Governance/nominating committee	5	3	2	3.5	1	4
Loan committee	11.5	12	12	12	12	12
Risk committee	6.5	4	4	4	4	5

21. How many board members serve on each?

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

Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Holding company board	12	11	9	7.5	7.5	10
Lead bank board	8	11	10	9	8	10
Executive committee	6	5	5	5	4	5
Audit committee	5	5	4	4	4	4
Compensation committee	5	4	4	4	5	4
Governance/nominating committee	4	4	4	4	4	4
Loan committee	6	6	5.5	5	5	5
Risk committee	6	5	5	4	5	5

22. Enter the cash compensation amounts for the following at your bank for FY 2014.

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

NON-EXECUTIVE CHAIRMAN (MEDIAN)						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Fee per board meeting	\$1,125	\$1,175	\$1,000	\$748	\$550	\$950
Annual cash retainer	\$52,500	\$25,000	\$12,000	\$9,500	\$15,000	\$24,000
Equity compensation	\$95,000	\$22,500	\$25,000	\$5,000	\$14,710	\$25,000
Deferred compensation/benefits	*	*	*	*	*	\$2,500
Other cash compensation	*	*	*	*	*	\$6,362

INDEPENDENT DIRECTOR (MEDIAN)						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Fee per board meeting	\$1,500	\$1,000	\$1,000	\$750	\$550	\$1,000
Annual cash retainer	\$35,000	\$20,000	\$14,700	\$7,650	\$7,900	\$20,000
Equity compensation	\$50,000	\$20,000	\$13,800	\$3,500	\$3,000	\$34,045
Deferred compensation/benefits	*	*	*	*	*	\$2,500
Other cash compensation	*	*	*	*	*	\$2,500

INSIDE DIRECTOR (MEDIAN)						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Fee per board meeting	-	\$1,175	\$1,000	\$775	\$500	\$750
Annual cash retainer	-	\$8,750	\$6,600	\$8,400	\$9,500	\$7,250
Equity compensation	*	*	*	*	*	\$9,564
Deferred compensation/benefits	*	*	*	*	*	\$88,260
Other cash compensation	*	*	*	*	*	\$222,850

23. Enter the per-meeting fees your bank paid in FY 2014 for each committee.

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

COMMITTEE CHAIRMAN (MEDIAN)						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Executive	\$1,000	\$750	\$350	159.5	175.0	\$550
Audit	\$1,475	\$1,000	\$425	425.0	250.0	\$655
Compensation	\$1,500	\$750	\$350	375.0	275.0	\$625
Gov./Nominating	\$1,250	\$750	\$350	375.0	325.0	\$700
Risk	\$1,250	\$750	\$450	-	675.0	\$750
Loan	\$850	\$630	\$300	250.0	175.0	\$350

COMMITTEE MEMBER (MEDIAN)						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Executive	\$1,200	\$625	\$300	\$238	\$150	\$625
Audit	\$1,200	\$650	\$350	\$250	\$175	\$550
Compensation	\$1,000	\$600	\$350	\$250	\$150	\$550
Gov./Nominating	\$1,000	\$500	\$400	\$250	\$150	\$600
Risk	\$1,100	\$500	\$300	\$275	\$675	\$825
Loan	\$850	\$500	\$300	\$200	\$150	\$300

24. Enter the annual retainer your bank paid in FY 2014 for each committee.

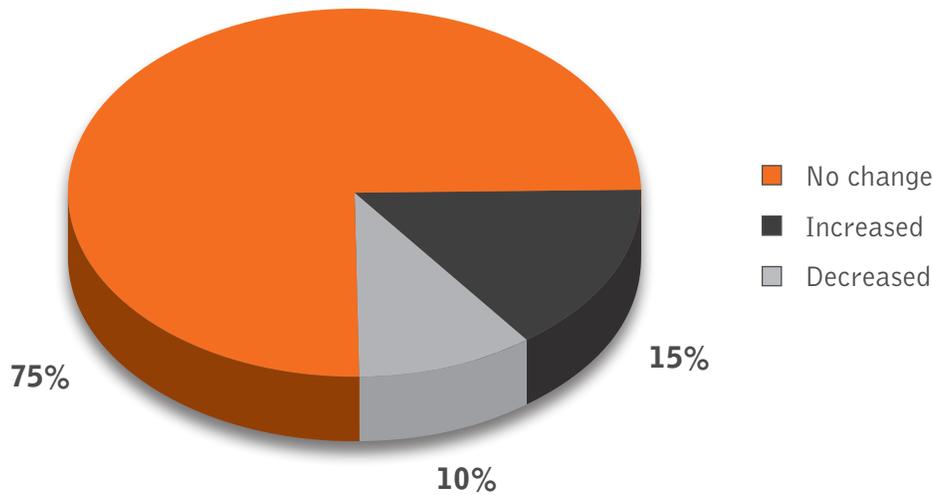
Median value provided. Proxy data included. Respondents were asked to enter a value greater than zero or leave it blank. *Indicates a base count less than 10.

COMMITTEE CHAIRMAN (MEDIAN)						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Executive	\$17,500	\$6,000	\$4,000	-	\$1,500	\$7,500
Audit	\$15,000	\$8,000	\$5,000	\$1,500	\$12,000	\$10,000
Compensation	\$14,500	\$6,000	\$3,750	\$1,050	\$5,750	\$7,500
Gov./Nominating	\$10,000	\$5,000	\$2,500	\$1,050	\$7,500	\$6,500
Risk	\$15,000	\$6,250	\$3,250	\$500	\$7,500	\$10,000
Loan	\$8,000	\$4,500	\$7,750	\$1,200	\$12,000	\$4,000

COMMITTEE MEMBER (MEDIAN)						
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Executive	*	*	*	*	*	\$11,000
Audit	\$12,000	\$5,000	\$2,500	\$450	\$2,000	\$5,000
Compensation	\$10,625	\$5,250	\$2,000	\$400	\$500	\$5,000
Gov./Nominating	\$10,000	\$3,750	\$1,750	\$400	-	\$4,000
Risk	\$10,000	-	-	-	-	\$10,000
Loan	*	*	*	*	*	\$3,250

GOVERNANCE TRENDS

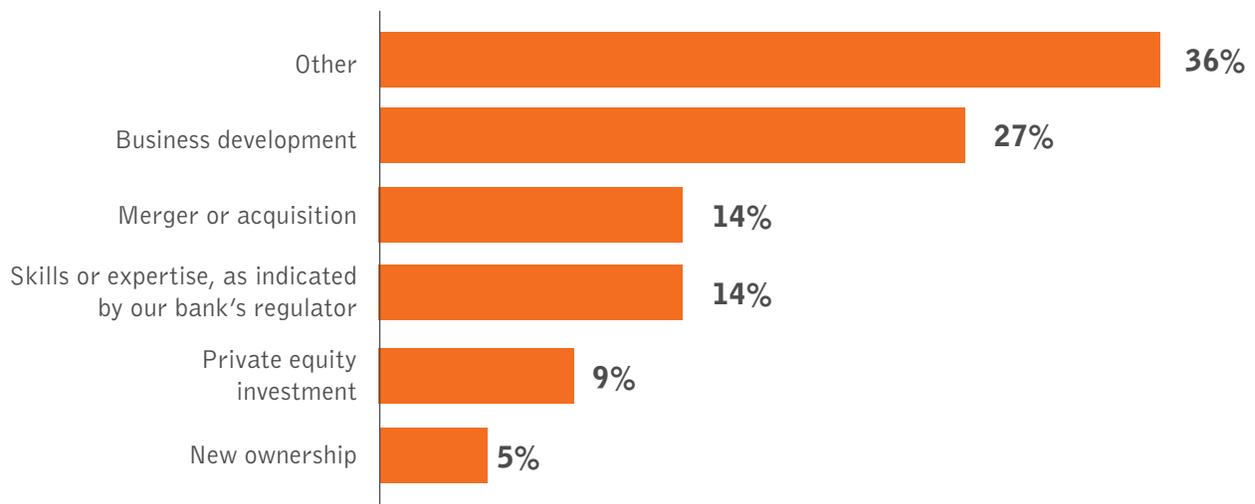
25. Did your board increase or decrease in size in 2014?



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
No change	89%	79%	84%	62%	69%	75%
Increased	-	11%	5%	30%	17%	15%
Decreased	11%	11%	11%	8%	14%	10%

26. Why did your board increase in size in 2014?

Proxy data included. Respondents were asked to select all that apply. Only asked of those who indicated their board increased in size. Respondents were asked to select all that apply.



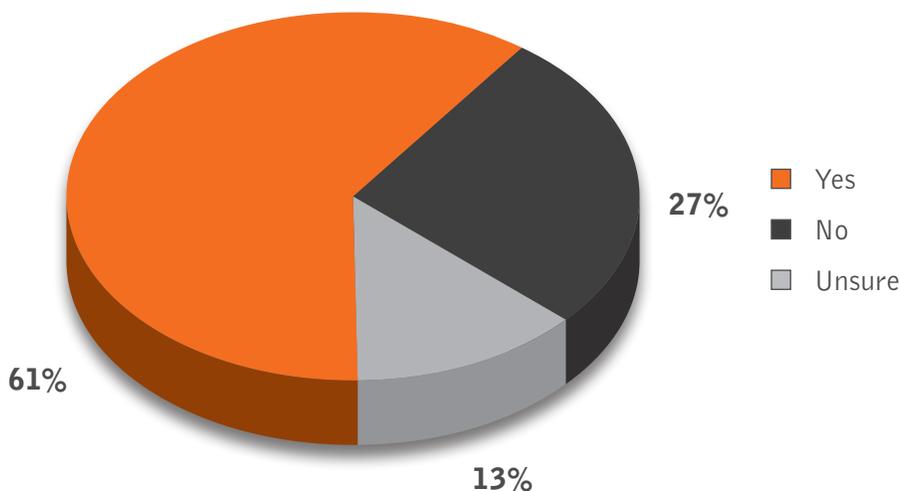
27. Approximately how many hours per month do you devote to bank board activities? (Include time spent for board and committee meetings, business development, education, etc.)

Median value provided. Only outside directors and chairmen were asked to respond. Respondents were asked to enter a value greater than zero or leave it blank.

Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Hours per month	30	23	17.5	10	16	20

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

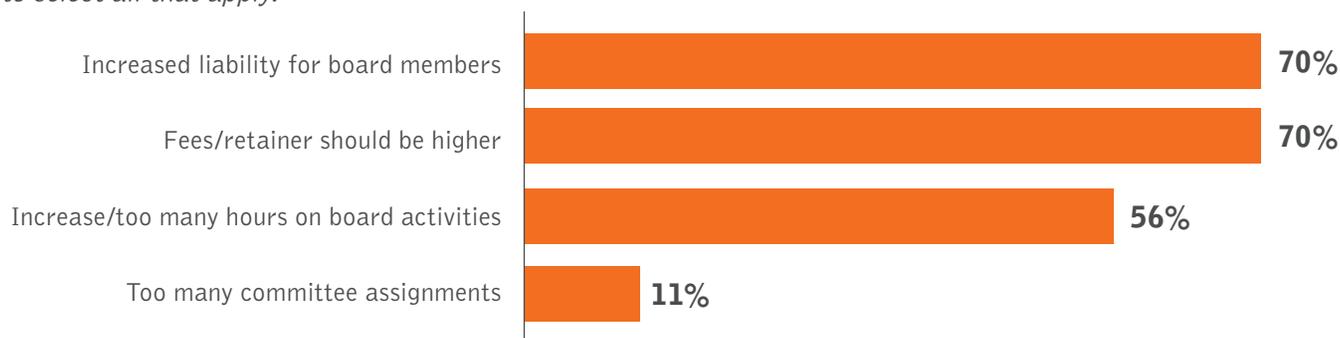
Only outside directors and chairmen were asked to respond.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Yes	62%	72%	80%	36%	36%	61%
No	12%	11%	15%	43%	64%	27%
Unsure	25%	17%	5%	21%	-	13%

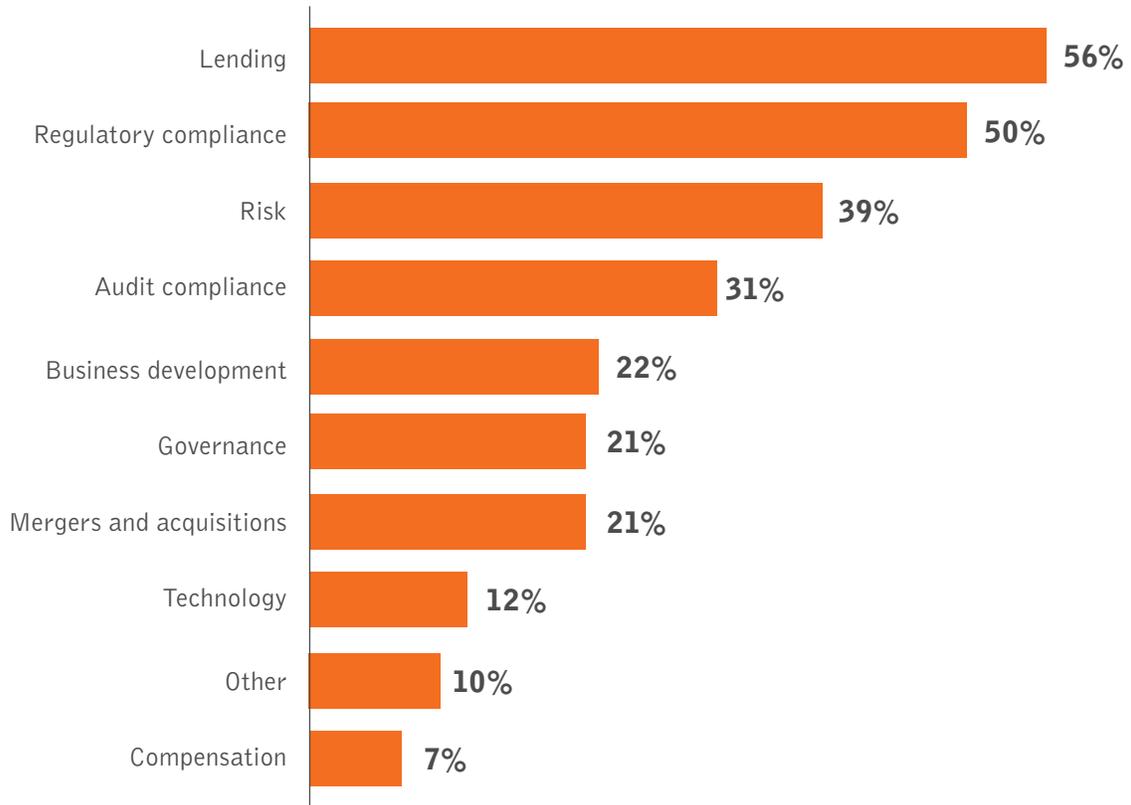
29. Why do you feel you are not fairly compensated as a director?

Only asked of those who indicated their compensation seemed unfair, or were unsure. Respondents were asked to select all that apply.



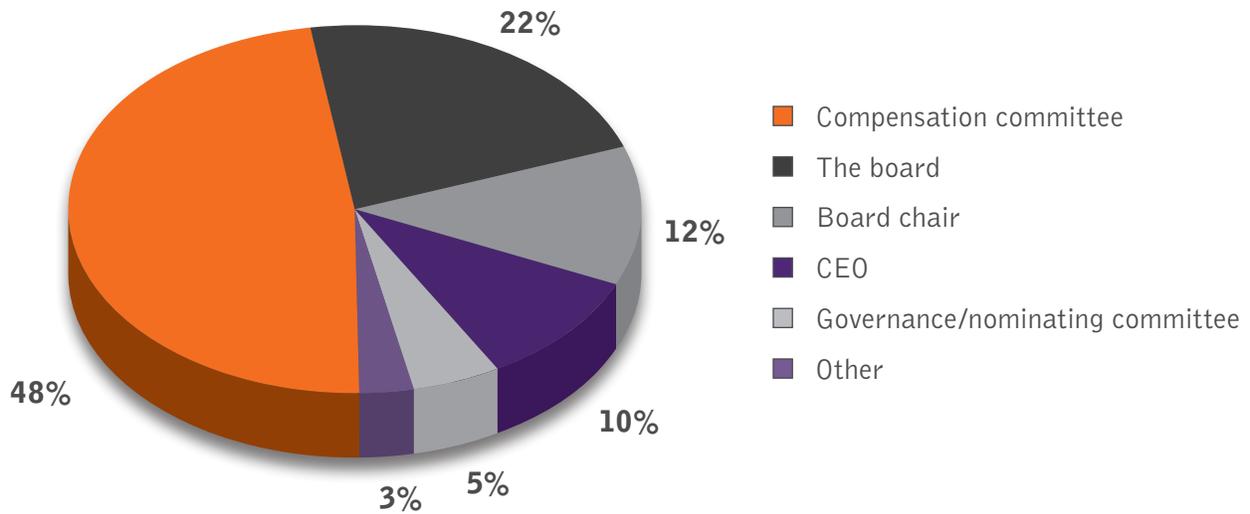
30. On what issues is your board spending the most time?

Respondents were asked to select up to three.



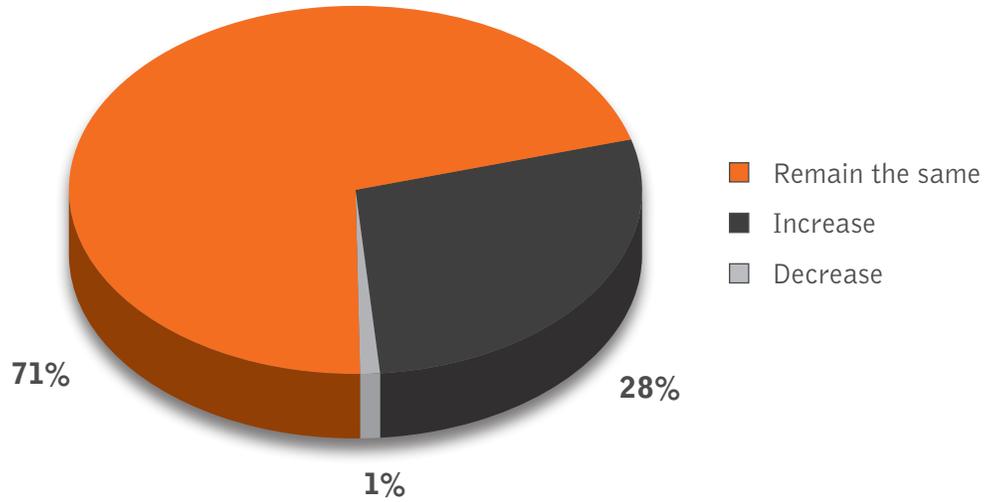
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Lending	11%	35%	64%	65%	71%	56%
Regulatory compliance	56%	44%	50%	48%	61%	50%
Risk	67%	53%	44%	30%	21%	39%
Audit compliance	44%	29%	25%	38%	29%	31%
Business development	11%	18%	22%	20%	36%	22%
Governance	-	21%	19%	28%	21%	21%
Mergers and acquisitions	44%	32%	22%	10%	14%	21%
Technology	11%	9%	11%	10%	18%	12%
Other	22%	18%	8%	8%	4%	10%
Compensation	11%	15%	3%	2%	11%	7%

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



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Compensation committee	78%	65%	44%	45%	25%	48%
The board	11%	6%	31%	20%	36%	22%
Board chair	-	3%	14%	18%	14%	12%
CEO	-	18%	3%	10%	14%	10%
Governance/nominating committee	11%	6%	3%	5%	7%	5%
Other	-	3%	6%	2%	4%	3%

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



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Remain the same	67%	71%	78%	80%	52%	71%
Increase	33%	29%	22%	18%	48%	28%
Decrease	-	-	-	2%	-	1%

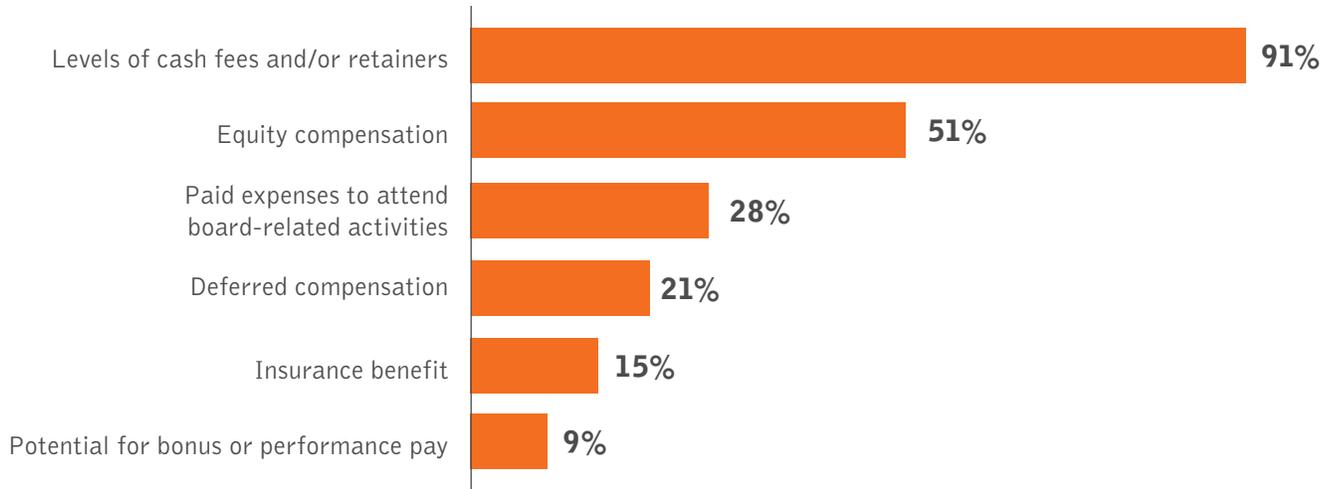
33. When did the board last raise director pay?



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
2015	-	6%	15%	10%	11%	10%
2014	22%	49%	26%	26%	25%	31%
2013	33%	31%	24%	13%	18%	22%
2012	11%	-	9%	10%	7%	7%
2011	-	-	-	3%	7%	2%
2010 or prior	33%	14%	26%	38%	32%	28%

34. What areas of compensation do you highly value as a director?

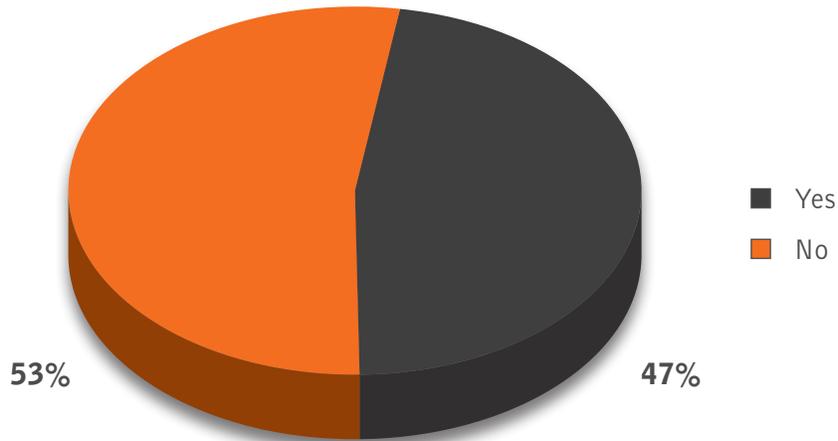
Only outside directors and chairmen were asked to respond. Respondents were asked to select all that apply.



Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Levels of cash fees and/or retainers	88%	100%	89%	93%	80%	91%
Equity compensation	75%	56%	33%	50%	60%	51%
Paid expenses to attend board-related activities	-	39%	33%	29%	20%	28%
Deferred compensation	25%	17%	11%	21%	40%	21%
Insurance benefit	-	6%	11%	21%	40%	15%
Potential for bonus or performance pay	-	6%	6%	21%	10%	9%

Ownership Structure	Public	Private	Total
Levels of cash fees and/or retainers	91%	90%	91%
Equity compensation	58%	50%	51%
Paid expenses to attend board-related activities	21%	35%	28%
Deferred compensation	26%	5%	21%
Insurance benefit	14%	20%	15%
Potential for bonus or performance pay	9%	10%	9%

35. Does your board have a mandatory retirement age?



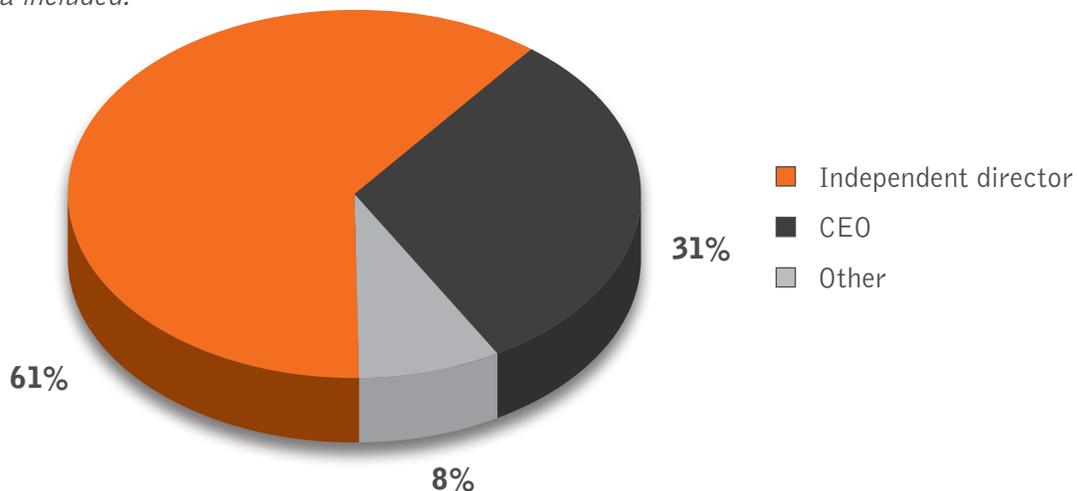
Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Yes	89%	53%	35%	55%	31%	47%
No	11%	47%	65%	45%	69%	53%

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

Median value provided. Only respondents who indicated the board has a mandatory retirement age were asked to respond.

37. Is the chairman of the board also the CEO or an independent director?

Proxy data included.

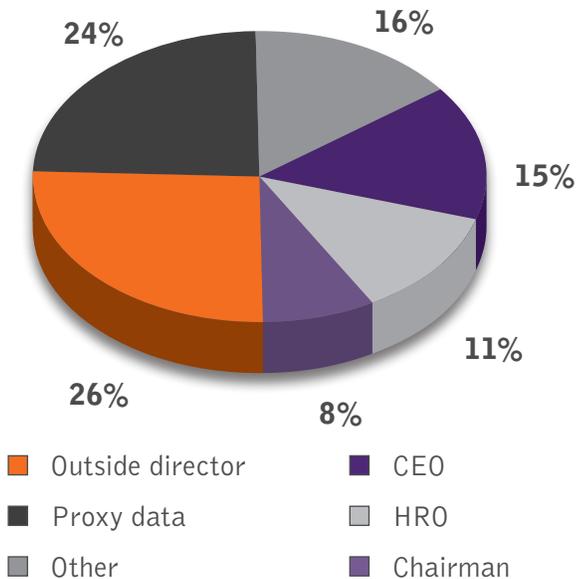


Bank Asset Size	>\$5B	\$1.1B - \$5B	\$501M - \$1B	\$251M - \$500M	<\$250M	Total
Independent director	44%	58%	64%	72%	70%	61%
CEO	56%	30%	24%	17%	27%	31%
Other	-	12%	12%	10%	2%	8%

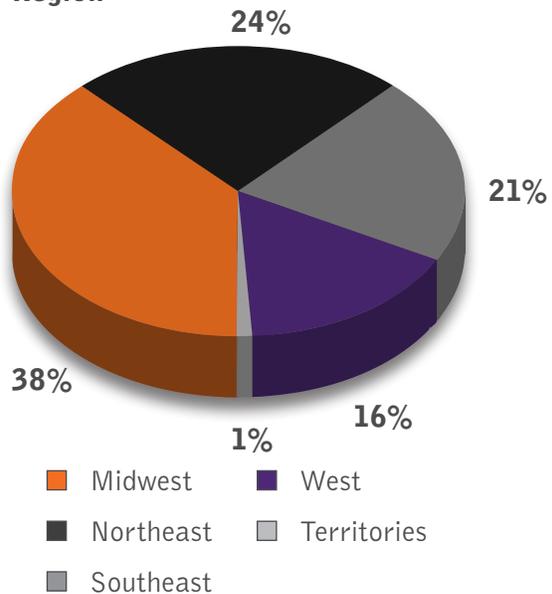
ABOUT THE SURVEY

Bank Director's 2015 Compensation Survey, sponsored by Compensation Advisors, conducted an online survey of 281 independent directors and senior executives of U.S. banks, including chief executive officers and human resources officers, to evaluate trends in executive and board pay. Director and CEO compensation data was also collected from the proxy statements of 90 publicly traded institutions. Regional definitions are based on those used by the U.S. Census Bureau.

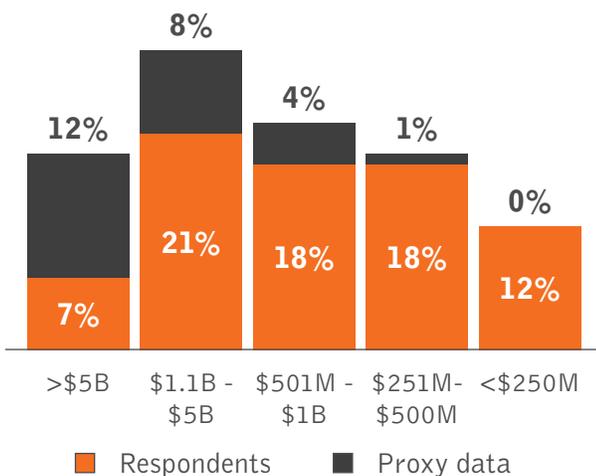
Title



Region



Size of Bank



Bank Ownership

