

An aerial photograph of the Nashville skyline at sunset. The city is illuminated with warm orange and yellow lights, contrasting with the deep purple and blue of the twilight sky. The Nashville skyline is dominated by the AT&T Building, which stands out with its distinctive spires. Other prominent buildings include the Bridgestone Arena and the Nashville Convention Center. The city is surrounded by greenery and a river in the foreground.

BankDirector.[®]

Strong Board. Strong Bank.

SEPTEMBER 16-17

BANK BOARD TRAINING FORUM

Building A High Performance Board

Nashville, TN | *JW Marriott Nashville*

Pre-Conference Events

- ➔ Bank Compensation Committee Peer Exchange
- ➔ Corporate Governance Workshop

Early Rate Expires July 12, 2024!

Register by visiting BankDirector.com or calling our events department at (877) 397-7595.





PREPARING TODAY'S LEADERS FOR TOMORROW'S CHALLENGES

Bank directors, CEOs and senior management teams are accountable for significant responsibilities and are held to the highest standards of conduct by not only shareholders and regulators but also employees and customers. At Bank Director's Bank Board Training Forum, participants are provided with the latest and most critical education and training from leading experts, equipping them with foundational knowledge, top strategies and best practices needed to address today's industry challenges. The Forum covers important topics such as:

- Building the Strongest Board
- Managing Risk in Banking
- Successions Strategies
- The Latest Compensation Trends
- Managing Regulatory Expectations
- Implementing a Cybersecurity Strategy

CONTINUING PROFESSIONAL EDUCATION

Continuing Professional Education credits are available at the 2024 Bank Board Training Forum. Attendees may receive up to a maximum of 12 credit hours at this event (total credits awarded are based on specific sessions attended).



CERTIFICATE OF ATTENDANCE

Active participation in director education sends a strong signal to the regulators that your board has the knowledge to exceed governance expectations. Receive your Bank Director Certificate at the end of the event demonstrating your continued focus on board education.

BANK BOARD TRAINING FORUM

Building A High Performance Board

CRITICAL TRAINING. ESSENTIAL INSIGHTS. SUCCESSFUL STRATEGIES.

EXCLUSIVE PEER EXCHANGE

Throughout the event CEOs, Chairs and lead Directors have the opportunity to attend exclusive Peer Exchange sessions led by an industry advisor. These sessions allow leaders to meet with their constituents from across the U.S. to address challenging issues and emerging opportunities in a closed-door, off-the-record setting.

“All topics are very timely. The presenters are top notch. There were positive conversations around the tables affirming that we are all asking the same questions. This conference is right on point!”

— PAST FORUM ATTENDEE



“As a new director, I wanted to learn and hear from others with different perspectives — mission accomplished.”

— PAST FORUM ATTENDEE

“This is a very valuable experience and a “must do” for all bank directors that want to drive change and build a high performance board.”

— PAST FORUM ATTENDEE

“Great event. Well organized brand on a very useful concept: strong boards make strong banks. Every activity is aimed at inspiring the bank through the brand.”

— PAST FORUM ATTENDEE

BANK BOARD TRAINING FORUM

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BOARD RETREATS & STRATEGIC PLANNING MEETINGS

Allow Bank Director to assist you in conducting your next board retreat at our upcoming Bank Board Training Forum! Bank Director can assist with facilitation and agenda creation. For more information, please contact our Bank Services Department at (615) 777-8465, so we can discuss your specific needs.



BANK COMPENSATION COMMITTEE PEER EXCHANGE

Sunday, September 15

Bank Compensation Committee Peer Exchange are designed specifically for those that serve on the compensation committee of the board. During the event participants meet in closed-door, off-the-record sessions for candid discussions.

PRE-CONFERENCE EVENT

BANK BOARD TRAINING FORUM

Building A High Performance Board

BANK COMPENSATION COMMITTEE PEER EXCHANGE AGENDA

**Agenda subject to change*

10:00 AM - 10:30 AM

Registration & Breakfast

10:30 AM - 10:40 AM

Welcome

10:40 AM - 11:40 AM

Concurrent Bank Compensation Peer Exchange Sessions

Compensation Committee Chairs and Members may discuss topics such as:

- How often does the board review the CEO's performance? Do other members of senior management receive performance reviews? What is the process for these reviews?
- With regard to gender pay equality, is your bank analyzing both general and executive level positions? What are the factors that you are considering that could explain the pay differential (i.e., geography, performance appraisals, etc.)?
- What compensation components are used to pay directors at your bank?

11:40 AM - 11:50 AM

Refreshment Break

11:50 AM - 12:30 PM

Concurrent Bank Compensation Peer Exchange Sessions

Compensation Committee Chairs and Members may discuss topics such as:

- What is the trajectory for young talent in your organization? Is your board helping to set expectations to develop young people with management potential? If so, how is the board doing it?
- How is your board addressing talent management and succession planning matters?
- Has compensation been a barrier to adding board directors?

12:30 PM - 1:30 PM

Networking Lunch

1:30 PM - 2:45 PM

Concurrent Bank Compensation Peer Exchange Sessions

Compensation Committee Chairs and Members may discuss topics such as:

- What metrics have you built into your short- and long-term incentive plans?
- Does your compensation committee work with the board's audit/risk committee to make a determination on compensation risk, and how does that process work?
- Does your bank have anti-hedging or pledging policies? Do you have clawback policies? What are the provisions in these policies?



2:45 PM - 3:00 PM

Refreshment Break

3:00 PM - 4:15 PM

Concurrent Bank Compensation Peer Exchange Sessions

Compensation Committee Chairs and Members may discuss topics such as:

- Do you have an emergency succession plan in place in the event of a sudden departure of your CEO or other key role on the senior team?
- What new regulations does your committee find to be the most troublesome in the area of compensation?
- Does your board use a committee rotation process so that every member's committee assignments are changed periodically?

4:45 PM - 5:45 PM

Bank Board Training Forum Welcoming Reception & Registration

We welcome all registered participants of today's events and those arriving in Nashville for tomorrow's conference to a networking reception at the JW Marriott Nashville.

*“We continue to find
the Bank Director programs to be informative,
engaging and highly-enthusiastic.”*

— PAST FORUM ATTENDEE

BANK BOARD TRAINING FORUM

Building A High Performance Board



CORPORATE GOVERNANCE WORKSHOP

Sunday, September 15

The Corporate Governance Workshop is a must-attend for those new to serving on a bank's board or those seeking directorship at a financial institution. Throughout the workshop, attendees are provided with a thorough grounding in corporate governance and important industry issues that greatly enhance the performance of individual directors.

PRE-CONFERENCE EVENT

BANK BOARD TRAINING FORUM

Building A High Performance Board

CORPORATE GOVERNANCE WORKSHOP AGENDA

**Agenda subject to change*

8:30 AM - 9:00 AM

Registration & Breakfast

9:00 AM - 9:10 AM

Welcome

Jack Milligan, Editor-at-Large, Bank Director

Bank Director's Editor-at-Large, Jack Milligan, sets the tone and leads the sessions for the Corporate Governance Workshop. The curriculum materials are introduced and distributed to ensure an engaging learning environment for the following day's sessions.

9:10 AM - 9:30 AM

Experiences of Being a Board Member

Jim McAlpin, Board Member, Bank Director

To kick off Bank Director's Corporate Governance Workshop, Jim discusses his vast experiences as an attorney serving in many bank board rooms and currently serving on two bank boards. He will also set the stage for why director certification is important.

9:30 AM - 10:20 AM

The Attributes of a Strong Board Culture

Jack Milligan, Editor-at-Large, Bank Director

This session dives into the attributes that define a strong governance culture, including independence, transparency, accountability, diversity and alignment around a common set of objectives.

10:20 AM - 10:35 AM

Refreshment Break

10:35 AM - 11:25 AM

Role of the Board

Emily McCormick, Vice President of Editorial & Research, Bank Director

Strong and engaged boards are instrumental in their bank's success. During this session, we cover the following topics: CEO succession planning, monitoring the bank's financial performance, risk governance (including cybersecurity and the adoption of sound governance practices) and the differing roles of management and the board.



BANK BOARD TRAINING FORUM

Building A High Performance Board

11:25 AM - 12:15 PM

Regulation

Jack Milligan, Editor-at-Large, Bank Director

Banking is a highly regulated industry, and directors must understand state and federal banking regulators' expectations for boards of directors. Topics covered during this part of the Workshop agenda include an overview of the dual banking system, some of the most important regulations and a strategy for proactively managing the regulatory relationship.

12:15 PM - 1:15 PM

Lunch

Take time to meet with your peers during this workshop lunch.

1:15 PM - 2:05 PM

Role of the Independent Director

Jack Milligan, Editor-at-Large, Bank Director

The qualities that each director brings to the board governance process tremendously impact its effectiveness. These characteristics include personal integrity, the ability to exercise sound judgment, intellectual curiosity, valuable knowledge or skill sets, working well with others and a commitment to ongoing training and education. As we begin the second portion of the Workshop, we dive into these characteristics and discuss your role as a bank director.

2:05 PM - 2:55 PM

Evaluating Board & Director Performance

Jackie Wall, Vice President of Bank Services, Bank Director

How does the board hold itself and each director accountable for the quality of their engagement? During this portion of the agenda, we discuss the importance of board evaluations, board composition and director refreshment, skills matrices, setting performance expectations for directors, board and individual director surveys – and how to use the results.

2:55 PM - 3:10 PM

Refreshment Break

3:10 PM - 4:00 PM

Understanding the Financial Metrics of Banking

Jim McAlpin, Board Member, Bank Director

Banking is the very definition of a numbers-driven business, and it is through the numbers that directors monitor the performance of their institution. During this session, we review the key financial metrics relating to capitalization, credit quality, liquidity and profitability that directors need to understand. Examples include the Tier 1 capital ratio, the nonperforming asset ratio, return on equity and the efficiency ratio.



4:00 PM - 4:45 PM

Closing Q&A

Jim McAlpin, Board Member, Bank Director

Jack Milligan, Editor-at-Large, Bank Director

We close the Corporate Governance Workshop with an interactive Q&A session and discussion of key points uncovered throughout the day.

4:45 PM - 5:45 PM

Bank Board Training Forum Welcoming Reception & Registration

We welcome all registered participants of today's events and those arriving in Nashville for tomorrow's conference to a networking reception at the JW Marriott Nashville.

*“Regardless of whether you are the
big bank or small bank in the room,
you will learn!”*

— PAST FORUM ATTENDEE

BANK BOARD TRAINING FORUM

Building A High Performance Board

*“My first Bank Director conference.
Appreciate the format, the location
and the speakers.”*

— PAST FORUM ATTENDEE

Monday, September 16

On day one of the Bank Board Training Forum, attendees gain valuable insights around building a strong board, risk management strategies, developing a long-term growth plan and best practices for building a strong bank.

DAY ONE



FORUM AGENDA

**Agenda subject to change*

7:00 AM - 8:00 AM

Breakfast & Registration

8:00 AM - 8:10 AM

Day One Welcome

Michelle King, President, Bank Director

Laura Schield, Chief Operating Officer, Bank Director

Bank Director welcomes all attendees to this year's Bank Board Training Forum in our hometown of Nashville, TN.

8:10 AM - 8:40 AM

The State of Our Industry

In this session, hear the current state of the banking industry and the underlying factors driving change and creating opportunities.

8:40 AM - 9:10 AM

Building the Strongest Board: What You Need to Know

Craig Sanders, Partner, Moss Adams LLP

Elise Walton, Principal, Pearl Meyer

Speaker to be Announced, Howard & Howard

Moderated by: Michelle King, President, Bank Director

Given Bank Director's mission, Strong Board. Strong Bank, this session features the key qualities of what makes a strong board.

9:10 AM - 9:40 AM

Three Unique Ways to Manage Risk

Mark Kanaly, Partner, Alston & Bird LLP

Mandi Simpson, Partner, Crowe LLP

Moderated by: Kiah Haslett, Banking & Fintech Editor, Bank Director

How derivatives, credit and supervisory actions can help reduce bank risk. This session offers insight from auditors on pockets of credit risk that had gone unnoticed until now but need to be in focus; how to use derivatives as an insurance policy against the risk you are already taking on your balance sheet; and, how to understand and manage risk vs treating risk management as an exercise in compliance.

9:40 AM - 9:55 AM

Refreshment Break

BANK BOARD TRAINING FORUM

Building A High Performance Board

9:55 AM - 10:55 AM

Exclusive CEO, Chairman & Lead Director Peer Exchange: Session 1

During the peer exchange sessions, CEOs, chairmen and lead directors candidly discuss various topics in a private, off-the-record setting. By the end of the conference, each registered attendee will have had the opportunity to participate in all five of the topic exchanges listed below:

Organic Growth & M&A Issues

Advised by: **Advisor to be Announced**

Examples of topics discussed include:

- Are you considering a merger or an acquisition? How has the pandemic and current economic environment affected your consideration?
- What is your view on bank valuations in your market, and how will that likely impact your behavior as a potential buyer or seller?
- Have you discussed a possible acquisition with your primary regulator? If so, what was their reaction?
- How is your bank viewing big bank competitors in your area, and what impact do they have on your bank? How is your bank positioning itself to respond/prepare?
- How is your bank dealing with other competitors – even non-bank competitors – and how has this impacted your strategy for growth?

Compensation & Talent Issues

Advised by: **Laura Hay**, Partner, Meridian Compensation Partners, LLC

Examples of topics discussed include:

- What are the top compensation-type issues you have faced this year?
- Has the work environment for your staff changed in the past year, and do you anticipate remote working by any of your bank's staff in the future? How is that affecting your bank's culture?
- How often do you benchmark board pay?
- What are your talent challenges, and what are you doing to deal with these challenges?
- How are directors at your bank compensated? What compensation components do you use, and how are they paid?

Legal & Governance Issues

Advised by: **Kevin Toomey**, Partner, Arnold & Porter

Examples of topics discussed include:

- Rank the top three regulatory compliance challenges facing your bank. How are management and the board addressing these challenges?
- How does the board incorporate regulatory compliance into the institution's business model?
- How does the board monitor management's progress in responding to regulatory changes?
- Who has the ultimate responsibility for strategy at your bank? What is the role of management in setting strategy? What is the role of the board in setting strategy?
- What communication occurs between the board and all stakeholders concerning the ongoing performance of the bank and its strategic direction?



Audit & Risk Issues

Advised by: **Cory Kronheim**, Partner, Crowe LLP

Examples of topics discussed include:

- What best practices would you recommend for audit committees?
- What concerns do you have regarding current interest rates and their impact on lending activity and deposits?
- What are the hardest risks your bank currently faces?
- How does the board assess this risk – and where does management need to be engaged?
- What role should the audit/risk committee play in setting the risk appetite for the institution?

Innovation & Technology Issues

Advised by: **Beth Johnson**, Principal, Managed Technology Consulting, RSM US LLP

Examples of topics discussed include:

- What is your bank doing to improve the overall customer experience through technology?
- Has your bank hired a Chief Information Security Officer? If so, who does that person report to, and how frequently do they interact with the board?
- Who do you primarily rely upon to stay informed about technology trends related to the financial services industry?
- Does your board have a sufficient level of expertise regarding technology?
- Who is responsible for innovation at your bank? Does your bank have a culture of innovation?

9:55 AM - 10:35 AM

Breakout Sessions *(select one)*

While CEOs, Chairmen and Lead Directors attend Peer Exchange Sessions, members of the board and senior executives select from one of four breakout sessions to attend. Breakout sessions are designed to allow participants to attend committee-focused sessions based on their role on the board and/or their position at the financial institution.

Breakout 1: Bank Director 101: Compensation Primer

Karen Butcher, Managing Director, Pearl Meyer

The Bank Director 101 sessions are for the newer directors in our audience and focus on the basics that all directors must know as they participate in board meetings. This session on compensation includes what a good director needs to know about evaluating the CEO and determining pay, and examining compensation arrangements, including incentive compensation and executive pay.

Breakout 2: Strategy Oversight

Rob Bondy, Partner, Plante Moran

Brian Franey, Partner, Plante Moran

Learn how external directors can balance the need to commit to a plan while retaining the flexibility to adjust in a changing environment.

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Building A High Performance Board

Breakout 3: 5 Questions That Determine a Profitable Client Relationship

Scott Earwood, Director of Community Solutions, White Clay

In this session, we review five questions banks can ask that – if answered correctly – can ensure profitability within their customer relationships. We share real examples of obstacles that bank clients have faced, as well as strategies and outcomes for overcoming the main barriers to untapped revenue growth.

Breakout 4: The Audit Committee's Agenda

Speaker to be Announced, FORVIS

This session reviews the latest information on best practices related to the audit oversight function.

10:45 AM - 11:25 AM

Breakout Sessions *(select one)*

Breakout sessions continue for members of the board and senior executives attending the Forum. Breakout sessions are designed to allow participants to attend committee-focused sessions based on their role on the board and/or their position at the financial institution.

Breakout 1: Bank Director 101: Audit Primer

The Bank Director 101 sessions are for the newer directors in our audience and focus on the basics that all directors must know as they participate in board meetings. This session on audit includes what a good director needs to know about this expansive responsibility, including the internal and external function, and the reports and information that directors should expect to receive.

Breakout 2: Building a Strategic Asset Board

Alan Kaplan, Founder & CEO, Kaplan Partners

High performing boards are a hallmark of high performing banks. Hear from board leaders on the critical topics of board succession and refreshment, governance best practices and the role of board assessments in elevating board performance. Boards that effectively navigate these vital yet sensitive dynamics are well on their way to becoming top performing institutions.

Breakout 3: Risky Business: Navigating Board Risk Oversight

George Makris, III, EVP, General Counsel & Corporate Secretary, Simmons Bank

Seth Winter, Partner, Troutman Pepper Hamilton Sanders LLP

Bank regulators are heightening expectations for board risk oversight. Recent regulatory guidance has focused on boards of regional and larger banks but provides valuable insights to smaller bank boards. This session discusses key elements of that regulatory guidance, best practices for effective board oversight of enterprise risk and the relationship between the board's and management's risk oversight roles.

Breakout 4: Recruiting for the Best

In this session we discuss the importance of recruiting top talent and the critical role it plays in the success of the board and its institution.



BANK BOARD TRAINING FORUM

Building A High Performance Board

11:10 AM - 12:10 PM

Exclusive CEO, Chairman & Lead Director Peer Exchange: Session 2

CEOs, chairmen and lead directors attend the second round of peer exchange sessions facilitated by industry leaders. By the end of the conference, each peer group will have had the opportunity to participate in all five of the topic exchanges listed below:

- Organic Growth & M&A Issues
- Compensation & Talent Issues
- Legal & Governance Issues
- Audit & Risk Issues
- Innovation & Technology Issues

11:35 AM - 12:15 PM

Breakout Sessions *(select one)*

Members of the board and senior executives select from a third round of breakout sessions. These sessions are designed to allow participants to attend committee-focused sessions based on their role on the board and/or their position at the financial institution

Breakout 1: Bank Director 101: Risk Primer

The Bank Director 101 sessions are for the newer directors in our audience and focus on the basics that all directors must know as they participate in board meetings. This session on risk includes what a good director needs to know about risk, including the information about risks that banks should expect to receive, the board's role in establishing risk appetite, how board members should examine key risks – credit, interest rate risk and cybersecurity – and how board members should connect risks to strategic decision making.

Breakout 2: Navigating Executive Benefits in a Shifting Regulatory Landscape and Evolving Workforce Dynamics

Todd Carpenter, SVP, Business Development, NFP

In today's business environment, executives face unprecedented challenges in designing and managing benefit packages for their key employees. With constant shifts in the business environment, and the emergence of a new generation of employees, banks must adopt strategic solutions to stay ahead. Join this session to delve into strategies to tailor benefits to attract and retain top talent. Attendees gain insights and actionable strategies to optimize their executive compensation programs.

Breakout 3: How Banks Should Make the Decision to Buy or Sell

Speaker to be Announced, Hunton Andrews Kurth LLP

Decisions made even before bankers engage with the other side foretell the likelihood for success. Economic factors such as AOCI, credit and interest rate marks on loans, deposit decay, core deposit intangibles and other variables have to be considered from the different viewpoints of sellers and buyers. This session discusses various strategies for the boards of both sellers and buyers in order to play the negotiating game in the most effective manner.



Breakout 4: Creating New Delivery Channels

During this session we focus on addressing your technology gaps so you and your team can create new delivery channels and market strategies for long-term growth.

12:10 PM - 1:15 PM

Networking Lunch

1:15 PM - 2:15 PM

Exclusive CEO, Chairman & Lead Director Peer Exchange: Session 3

CEOs, chairmen and lead directors attend the third round of peer exchange sessions facilitated by industry leaders. By the end of the conference, each peer group will have had the opportunity to participate in all five of the topic exchanges listed below:

- Organic Growth & M&A Issues
- Compensation & Talent Issues
- Legal & Governance Issues
- Audit & Risk Issues
- Innovation & Technology Issues

1:15 PM - 1:55 PM

Breakout Sessions (*select one*)

Members of the board and senior executives select from an additional round of breakout sessions. These sessions are designed to allow participants to attend committee-focused sessions based on their role on the board and/or their position at the financial institution.

Breakout 1: Bank Director 101: Governance Primer

Robert Maddox, Partner, Bradley Arant Boult Cummings LLP

Avery Simmons, Partner, Bradley Arant Boult Cummings LLP

The Bank Director 101 sessions are for the newer directors in our audience and focus on the basics that all directors must know as they participate in board meetings. This session on governance examines the role of the board and how to structure effective deliberations – including the meeting agenda, minutes and materials, executive sessions and strategic planning.

Breakout 2: Incentive Design in Uncertain Economic Times

Dan Kaufman, Partner, Meridian Compensation Partners, LLC

Niki Nolan, Senior Consultant, Meridian Compensation Partners, LLC

The banking industry has been facing considerable volatility and disruption, compounded by ongoing uncertainty surrounding interest rates and the broader economic landscape. This session explores the advantages and trade-offs associated with various incentive structures, including the utilization of individual components, committee discretion, goal adjustments and the comparison of relative versus absolute metrics. While no single design can address all uncertainties, this session provides valuable insights to successfully navigate a complex environment.

BANK BOARD TRAINING FORUM

Building A High Performance Board

Breakout 3: Diversity & The Board

Research proves that great boards have truly diverse populations, but what does that mean – and how do you find the best candidates that strengthen not only your board but your business as well.

Breakout 4: Board Compensation Trends

In this session, we discuss director compensation and benefit trends as well as an overview of the various compensation components and market data on director compensation packages.

2:05 PM - 2:45 PM

Breakout Sessions *(select one)*

Members of the board and senior executives select from an additional round of breakout sessions. These sessions are designed to allow participants to attend committee-focused sessions based on their role on the board and/or their position at the financial institution.

Breakout 1: Bank Director 101: Technology Primer

John Huyette, Principal, Risk Consulting, RSM US LLP

The Bank Director 101 sessions are for the newer directors in our audience and focus on the basics that all directors must know as they participate in board meetings. This session on technology examines the board's oversight role, including risks and opportunities, and ensuring that management aligns technology resources and budgeting with strategic decision-making.

Breakout 2: Do Your Incentive Plans Align With Your Compensation Philosophy

Matt Brei, President, Blanchard Consulting Group

Jeff Fairchild, SVP, Lead Consultant, Blanchard Consulting Group

In this session, we discuss compensation philosophies, cash incentives and how they fit with your bank's unique culture and strategy. This discussion includes reviewing market data surrounding cash incentives and industry best practices related to incentive plan designs. Ultimately, the goal is to analyze whether your current cash incentive programs are effectively aligned to achieve your stated goals.

Breakout 3: Succession Strategy Unpacked: Who Is Your Next CEO?

Sean O'Neal, Partner, Chartwell Partners

Dive deep into CEO succession planning in this session by uncovering ways to identify and develop internal talent while discerning when external hires will enhance your organization. Discover transition tactics for both scenarios. Gain a holistic understanding of talent mapping's pivotal role in sustained success, emphasizing the board's indispensable contribution throughout the process.

Breakout 4: Where to Invest Your Bank's Time & Money

As your bank focuses on the future, decisions need to be made on where to invest time and money. But with many options how do you choose, and what is best for your bank – and more importantly what role does the board play? During this session we address these questions and look at opportunities.



2:30 PM - 3:30 PM

Exclusive CEO, Chairman & Lead Director Peer Exchange: Session 4

CEOs, chairmen and lead directors attend the fourth round of peer exchange sessions facilitated by industry leaders. By the end of the conference, each peer group will have had the opportunity to participate in all five of the topic exchanges listed below:

- Organic Growth & M&A Issues
- Compensation & Talent Issues
- Legal & Governance Issues
- Audit & Risk Issues
- Innovation & Technology Issues

2:55 PM - 3:35 PM

Breakout Sessions *(select one)*

Members of the board and senior executives select from an additional round of breakout sessions. These sessions are designed to allow participants to attend committee-focused sessions based on their role on the board and/or their position at the financial institution.

Breakout 1: Bank Director 101: M&A Primer

Jeff Davis, Managing Director, Mercer Capital

Andrew Gibbs, Senior Vice President, Mercer Capital

The Bank Director 101 sessions are for the newer directors in our audience and focus on the basics that all directors must know as they participate in board meetings. This session explores the fundamentals of bank M&A, including how boards should approach the decision to buy – or sell.

Breakout 2: Performance-based Compensation – What Did We (And the Regulators) Learn From 2023?

Speaker to be Announced, McLagan

In this session, we dive into what we learned from 2023 in regards to performance-based compensation and discuss what changes should be made for future success.

Breakout 3: How the Changing Regulatory and Judicial Environment is Affecting Compensation Decisions in the Boardroom

Lynda Crouse, Partner, Troutman Pepper Hamilton Sanders LLP

Shannon Patterson, Counsel, Troutman Pepper Hamilton Sanders LLP

In this competitive talent market, your company needs effective incentive compensation and equity programs to drive performance. A changing legal landscape creates challenges in aligning pay with performance, but directors can set the right balance while navigating clawbacks, covenants and risks. Join us for a discussion of the key regulatory and judicial developments that all directors need to know.

BANK BOARD TRAINING FORUM

Building A High Performance Board

Breakout 4: The Intersection of Risk and Finance

Financial services firms face constant challenges to their profitability from both internal and external forces. Find the steps each financial institution should take to address these challenges.

3:30 PM - 3:55 PM

Refreshment Break

3:55 PM - 4:25 PM

Strategies for Growth

Dan Flaherty, Managing Director, Janney Montgomery Scott LLC

Eve Rogers, Partner, Crowe LLP

Moderated by: Emily McCormick, Vice President of Editorial & Research, Bank Director

While M&A is a method for growth, there are many opportunities your bank could capitalize on to grow. During this session, participants hear from industry leaders on the various strategies available to you and your board.

4:25 PM - 4:55 PM

Building A Strong Bank

Robert McCabe, Jr., Chair of the Board, Pinnacle Financial Partners

Terry Turner, President & CEO, Pinnacle Financial Partners

Moderated by: Naomi Snyder, Editor-in-Chief, Bank Director

Pinnacle Financial Partners is one of the most influential banks in the Southeast. The company was founded by three Nashville businessmen who wished to create a locally-owned financial firm in 2000. During this session, Bank Director sits down with two of its founders – Rob McCabe and Terry Turner – to hear their journey and uncover some of their thoughts as to what went into their decision making and how they have built the bank they lead today.

4:55 PM - 5:25 PM

Case Study: How a Bank Board and Management Work Together to Navigate Turbulent Times

Bruce Beach, Chair of the Board, Western Alliance Bank

Kenneth Vecchione, President & CEO, Western Alliance Bank

Moderated by: Jim McAlpin, Board Member, Bank Director

With assets of more than \$70B, Western Alliance Bank is consistently one of the highest-performing banks in the country. When last year's regional banking crisis hit, Western Alliance went into overdrive to ensure all stakeholders were aware of the bank's solid – and stable – operations. Bank Director talks with Board Chair Bruce Beach and President and CEO Ken Vecchione to learn how management and the board worked together to successfully navigate the turbulence and how to apply these lessons more broadly.

5:25 PM - 6:25 PM

Networking Peer & Guest Reception

*“All the presentations were abundant
with useful & needed information.”*

— PAST FORUM ATTENDEE

Tuesday, September 17

On the second day of the Bank Board Training Forum, we discuss digital opportunities, balance sheet strategies, steps for building the best team and lessons learned from industry leaders.

DAY TWO

BANK BOARD TRAINING FORUM

Building A High Performance Board

FORUM AGENDA

**Agenda subject to change*

7:00 AM – 8:00 AM

Breakfast

8:00 AM – 8:05 AM

Day Two: Welcome

Michelle King, President, Bank Director

Laura Schield, Chief Operating Officer, Bank Director

To start the second day of the Forum, we discuss how director training and education is playing an increasingly important role in the success of today's top-performing financial institutions.

8:05 AM – 8:35 AM

How Does Your Technology Roadmap Stack Up?

Allison Maddock, Chief Product Officer, CSI

Ryan Rackley, Partner, Cornerstone Advisors

Moderated by: Kiah Haslett, Banking & Fintech Editor, Bank Director

A technology roadmap is a flexible planning schedule to support strategic and long-range planning by matching short-term and long-term goals with specific technology solutions. How does your bank stack up?

8:35 AM - 9:05 AM

Balance Sheet Considerations

Brian Leibfried, Partner & Managing Director, Head of Bank Insights, Performance Trust Capital Partners, LLC

What foundational principles can you focus on within your bank's balance sheet to positively impact your bank's shareholders?

9:05 AM - 9:25 AM

Highlights From Bank Director's Compensation Survey

Emily McCormick, Vice President of Editorial & Research, Bank Director

Sean O'Neal, Partner, Chartwell Partners

In this session, we share insights and review key findings from Bank Director's annual Compensation Survey.

9:25 AM - 9:55 AM

Compensation in the Changing Economic and Regulatory Landscape

Daniel Rodda, Partner, Meridian Compensation Partners, LLC

Moderated by: Naomi Snyder, Editor-in-Chief, Bank Director

Hear the latest compensation related trends that impact banks, and what you can do to adopt them at your bank.



9:55 AM - 10:10 AM

Refreshment Break

10:05 AM - 11:05 AM

Exclusive CEO, Chairman & Lead Director Peer Exchange: Session 5

CEOs, chairmen and lead directors attend the final round of peer exchange sessions facilitated by industry leaders.

- Organic Growth & M&A Issues
- Compensation & Talent Issues
- Legal & Governance Issues
- Audit & Risk Issues
- Innovation & Technology Issues

10:10 AM - 10:50 AM

Breakout Sessions (*select one*)

Members of the board and senior executives select from day-two breakout sessions. These sessions are designed to allow participants to attend committee-focused sessions based on their role on the board and/or their position at the financial institution.

Breakout 1: Bank Director 101: Board Performance Surveys & Evaluations

Jackie Wall, Vice President of Bank Services, Bank Director

The Bank Director 101 sessions are for the newer directors in our audience and focus on the basics that all directors must know as they participate in board meetings. This session explains why it's important to evaluate the board's performance and that of individual directors, the evaluation process and how boards should leverage the results.

Breakout 2: Board Compensation Strategies and Governance for Best-in-Class Bank Boards

Shaun Bisman, Principal, Compensation Advisory Partners

Mike Bonner, Principal, Compensation Advisory Partners

Directors on the board play an important role in overseeing the bank's governance practices and supporting the long-term success of the bank in an increasingly complex environment. The board of director compensation program is one of several tools that banks can use to attract and retain talented and experienced directors. In this session, we explore best practices for compensation and governance of effective boards, diving into the differences (and similarities) of board of director compensation programs for private and public banks.

Breakout 3: Tools For Today's Board

What does a best-in-class bank board look like? This session explores how other leading banks have answered the question of best-in-class governance including board composition, board size, board diversity, board skills, limits, director elections and board evaluations.

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Breakout 4: Cybersecurity and IT Internal Controls

The cybersecurity landscape is constantly evolving. From ransomware and data leakage to vulnerabilities introduced through third-party software, there are many technology threats confronting banks right now. This session offers ideas on how to audit cyber and IT controls to effectively mitigate the risk and impact of a breach.

11:05 AM - 11:35 AM

Building the Best Team

Dr. Julie Bell, Director, Leadership Advisory, Chartwell Partners

Moderated by: Emily McCormick, Vice President of Editorial & Research, Bank Director

What is needed to build the best team available for your bank? Hear strategies you can implement when you return home to ensure you are building your team based upon the strategic direction of your institution.

11:35 AM - 12:05 PM

Lessons Learned & Best Practices: CEO Panel

Laura Clark, President & CEO, Opportunity Bank of Montana

James House, President & CEO, First US Bank

Moderated by: Michelle King, President, Bank Director

During this session, Bank Director moderates a panel of CEOs from across the U.S. – and dive into lessons they have learned along the way and best practices for you and your board to consider.

12:05 P - 12:15 PM

Closing Remarks

Michelle King, President, Bank Director



*“All speakers are very good and knowledgeable
in their respective field.”*

— PAST FORUM ATTENDEE



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BOOK YOUR HOTEL – DISCOUNTED ROOMS AVAILABLE!

There is a discounted hotel room rate available for Bank Board Training Forum attendees at the JW Marriott Nashville until August 26, 2024 or until all rooms are reserved. To reserve a room contact the hotel directly at 629-208-8380 and mention "Bank Director" to receive the discounted rate of \$345/night for a standard room. Rooms are limited, so please book early!



BANK BOARD TRAINING FORUM RATES

Standard Individual Rate: \$2,295

Standard Group Rate: \$2,095 *(For groups of 2 or more from the same financial institution.)*

Pre-Conference Events | Sunday, September 15

Bank Compensation Peer Exchange Rate: \$995

Corporate Governance Workshop Rate: \$1,295

Guest Rate: \$250 The guest rate covers breakfast on Monday and Tuesday, as well as all evening receptions. Guests are not allowed to attend sessions. A guest is a spouse, significant other or friend who is not in a financial services occupation. A co-worker (even a spouse co-worker) or an associate within the financial services industry is not considered a guest.

Membership Program Conference Rates: If your bank is a participating program member, please contact 877-397-7595 to find out about special conference rates and/or event passes that may be available to you and your board. For questions or to find out more about Bank Director's membership program, please email bankservices@bankdirector.com.

Bank Director Certification Program Members Conference Rate: If you are participating in Bank Director's Certification Program, your registration rate is included in your membership. To register your attendance for the in person Workshop, please contact our Bank Services Department at 615-777-8461 or bankservices@bankdirector.com.

Forum Cancellation Policy

Due to commitments and expenses, all cancellations after August 16, 2024 will be subject to a \$300 processing fee. We regret that no refunds will be given after August 30, 2024; however, substitute participants are welcomed. DirectorCorps, Inc. assumes no liability for any nonrefundable travel, hotel or related expenses incurred by registrants.

Early Rate Expires July 12, 2024!

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