

Bank Director[®]
Strong Board. Strong Bank.

**COMPREHENSIVE
RESOURCES
FOR THE FULLY
ENGAGED BOARD**

INDUSTRY LEADER

Since 1991, Bank Director has been the go-to source for members of the boards of financial institutions. Through *Bank Director* magazine, through conferences and peer forums held across the country, and through the industry leading BankDirector.com online resources, those board members who have chosen to stay on top of industry trends and changes — and who seek excellence in their role as directors — have had the tools to do so.

STRONG SOLUTION

In response to the mounting pressures placed on the banking community, Bank Director has developed a package of board resources that provides your bank a road map to growth as you plan for the future.

It's not a one-time learning opportunity, but rather an ongoing collection of resources that combines Bank Director's conferences, our quarterly publication, director training videos, our online library of exclusive articles, board performance survey tool, board structure guidelines and access to vetted technology companies who are strategically partnering with financial institutions.

In addition, Bank Director has a dedicated team to assist you and your board — whether it be on-boarding, online training, or virtual meetings — our team is here to work with you and your bank based upon your specific needs.

BANK DIRECTOR MAGAZINE

Guided By One Principle:
Strong Boards Build Strong Banks

Bank Director magazine focuses on issues fundamental to a bank's CEO, senior leadership team, chair and independent directors. Published quarterly, each issue is mailed directly to your directors' home or business address.

No other publication of any kind reaches as many directors, and no other publication is edited specifically for the board members of financial institutions.



BANK DIRECTOR CONFERENCES

Built For Banks

Directors and executives from each bank participating can receive \$500 off of the standard individual rate to each of our conferences. This allows all participants to attend at an exclusive rate, not given to others.

We understand that not every bank director and committee member can attend each Bank Director conference, which is why we ensure accessibility for all participants. Following each conference, participants receive copies of presentation materials, allowing all board members to benefit from the valuable insights and information shared at the event.

Virtual Peer Exchanges & Webinars

In addition to our in-person conferences, Bank Director has added exclusive, virtual events to our conference line up. Attendance to peer exchanges is limited and free to all participating banks. (Asset size and title may apply and will vary based on subject matter.)

For date announcements and to review event agendas, please visit BankDirector.com.

Conference Events Schedule:

ACQUIRE OR BE ACQUIRED

Phoenix, AZ | Late January

C-SUITE SUMMIT

Nashville, TN | Early May

BANK BOARD FORUM

Marco Island, FL | Mid September

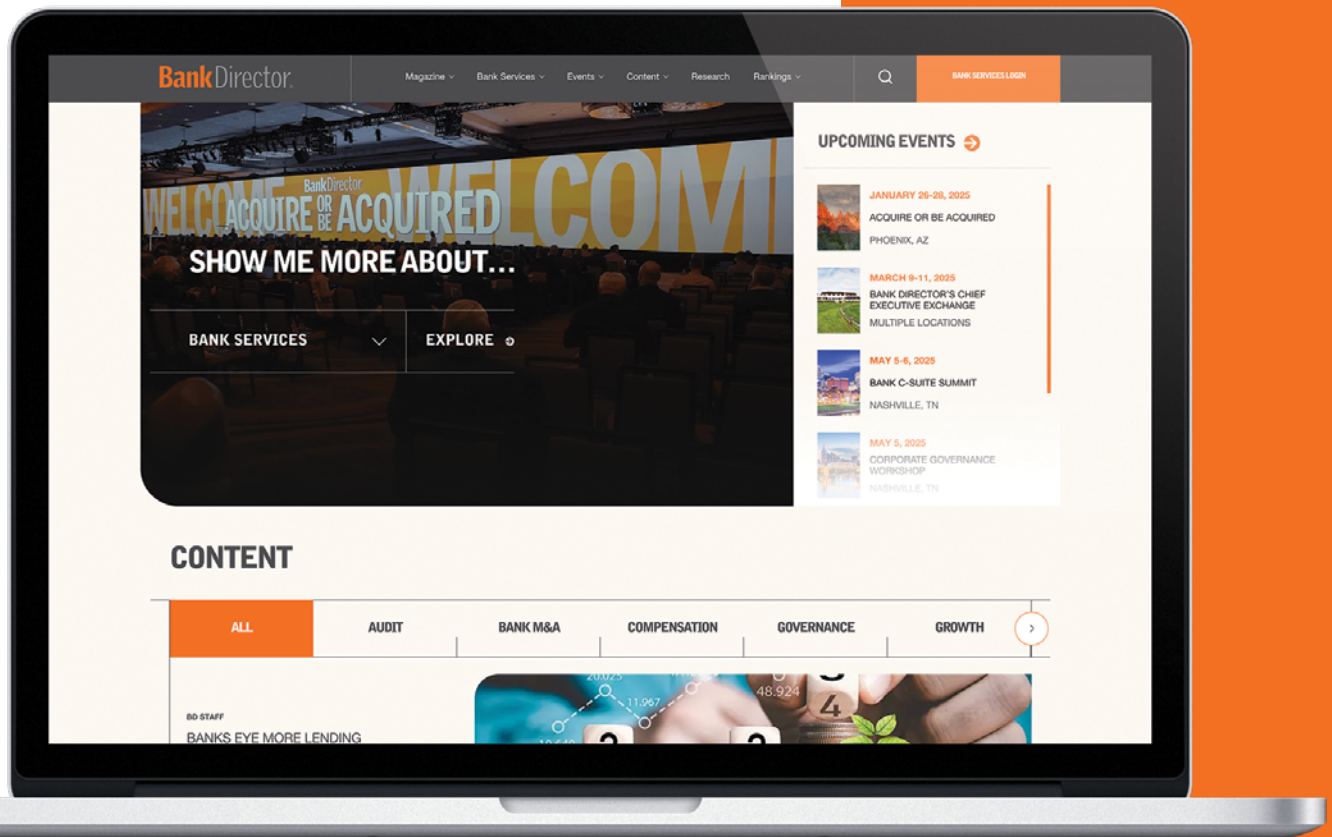


BANKDIRECTOR.COM

Charting A Course For America's Banking Leaders

An online information resource for all things bank board-related, BankDirector.com is a content-rich, digital platform to find and share news, commentary and expert advice on the challenges facing today's bank boards and their executive teams.

A password protected section of the site, available only to banks with access to Bank Director's expanded resources, contains in-depth articles, videos and presentations from past conferences. Weekly newsletter emails will be sent to your board, reminding them of new content and industry updates.



ONLINE TRAINING SERIES

Prepare. Educate. Develop.

Stay on top of industry trends and regulations when and where you want. Through a series of easy-to-access 25-minute videos presented by an industry expert, we cover such important topics as the role of the board, risk management, key audit, compensation and governance issues, cybersecurity, and advice on growing the bank.

With new videos added monthly — and over 50 videos currently available — the content for the Online Training Series is organized into six board-focused categories. Each course includes a foundational overview of the category.

The Online Training Series learning management platform allows you and your board to easily select the courses needed to suit each individual director and provides the user with a glossary of key banking and regulatory terms. In addition, once you have completed the series you can receive Bank Director's Certificate of Completion showing the regulators your bank believes in a strong board, strong bank philosophy.

The Online Training Series Units Include:

Audit & Risk

- Audit Committee Issues: Best Practices
- Audit Fundamentals
- Avoiding Gaps in Vendor Risk Management
- Elements of a Strong Credit Culture
- Enterprise Risk Management
- Model Validation
- Overseeing Interest Rate Risk
- Risk Oversight
- Stress Testing the Balance Sheet
- Tools to Manage Interest Rate Risk
- Understanding Credit Risk: Loan Portfolio Stress Testing
- Vendor Management: What the Board Needs to Know
- What You Should Know About Director Liability
- What the Board Needs to Know About Fraud

Compensation & Talent

- Attracting Talent in a Tight Labor Market
- Compensation Committee Issues: Fundamentals
- Managing the CEO Succession Process

Governance

- An Onboarding Blueprint for New Directors
- Attributes of an Effective Independent Director
- Best Practices for the Governance Committee
- Board Strategic Leadership
- Corporate Governance Issues: Best Practices
- Corporate Governance Issues: Fundamentals
- Creating a Strategically Aligned Board – Director Succession
- Filling Gaps on Your Board
- Five Characteristics of High Performance Boards
- Role of the Board
- Strategies to Address Under-Performing Directors
- The Ins and Outs of Assessing Your Board
- The Unique Business of Banking

Regulation

- Best Practices for Managing the Regulatory Relationship
- Breaking Down CAMELS
- BSA/AML Compliance Overview
- Building a Strong Compliance Culture
- Fair Lending Compliance
- Five Supervisory Priorities for Boards
- Regulatory Overview
- Regulatory Relief: Strategic Issues

Strategy

- Branch Strategy
- Bank M&A: Basics for Buyers & Sellers
- Building Operational Resiliency in the Midst of Change
- Managing Today's Strategic Risks
- Navigating Post-Merger Integration
- Starting Your ESG Journey
- Strategic Planning: Getting it Right
- The Board's Role in Building a Strong Brand
- Valuation Strategies

Technology & Cybersecurity

- An Open Banking Primer for Boards
- Choosing a Fintech Partner
- Cybersecurity and the Board
- Ransomware Basics for Boards
- Technology and the Board

BOARD PERFORMANCE SURVEY

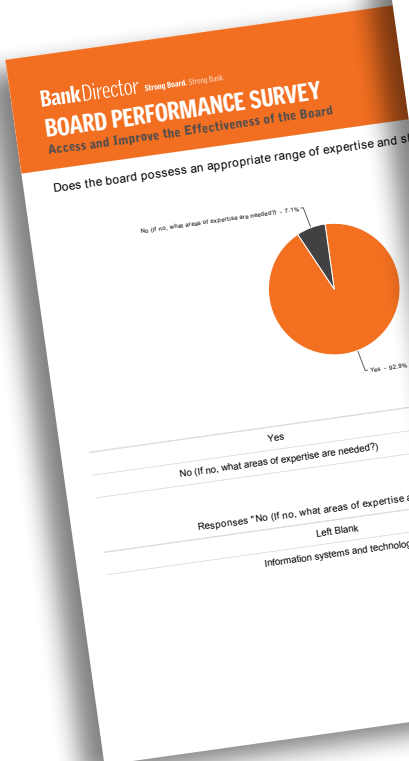
Assess And Improve The Effectiveness Of Your Team

Today, many high performing bank boards are regularly using evaluation tools to match the talent and experience of their directors and senior leaders with their strategic goals. As part of our expanded resources, Bank Director is pleased to offer a self-evaluation tool for your board. The performance survey is designed to provide an independent review of your team's effectiveness utilizing confidential surveys of individual directors.

The Board Performance Survey consist of a series of bank board specific questions that review the overall performance of your team as well as assess what skills and training is needed to take their performance to the next level.

Board Performance Survey Question Library Includes:

- Audit
- CEO Performance
- Chair Performance
- Committee Performance
- Compensation
- Cybersecurity
- Environmental, Social & Governance (ESG)
- Individual Director Performance
- M&A
- Risk
- Succession Planning



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BOARD PERFORMANCE SURVEY
Access and Improve the Effectiveness of the Board

Please rate Director #1 on a scale of 1 to 5, with 1 indicating that you strongly agree.

	1	2	3	4	5
Prepared for meetings	0	0	0	0	1
Contributes to discussions	0	0	0	0	0
Keeps up-to-date on banking issues	0	0	0	0	1
Brings needed skills to the board	0	0	0	0	0
Contributes to business development efforts	0	0	0	0	1
Regularly attends meetings	0	0	0	0	0
Is a valuable committee member	0	0	0	0	0

Please comment on Director #1's overall performance as a board member

Count	Response
2	Excellent
1	Excellent in terms of knowledge and contribution
1	Well prepared and contributes at all meetings
1	[Director] provides an even-keel on the board
1	[Director] brings a good understanding of bank procedures to every meeting. His experience in real estate is a valuable asset.
1	[Director] is an extremely valuable asset to the Bank in side at Board meetings as well as in the community
1	[Director] is one that I am most comfortable with. I feel as though I can relate to him, and appreciate the perspective that he brings.



BOARD STRUCTURE GUIDELINES

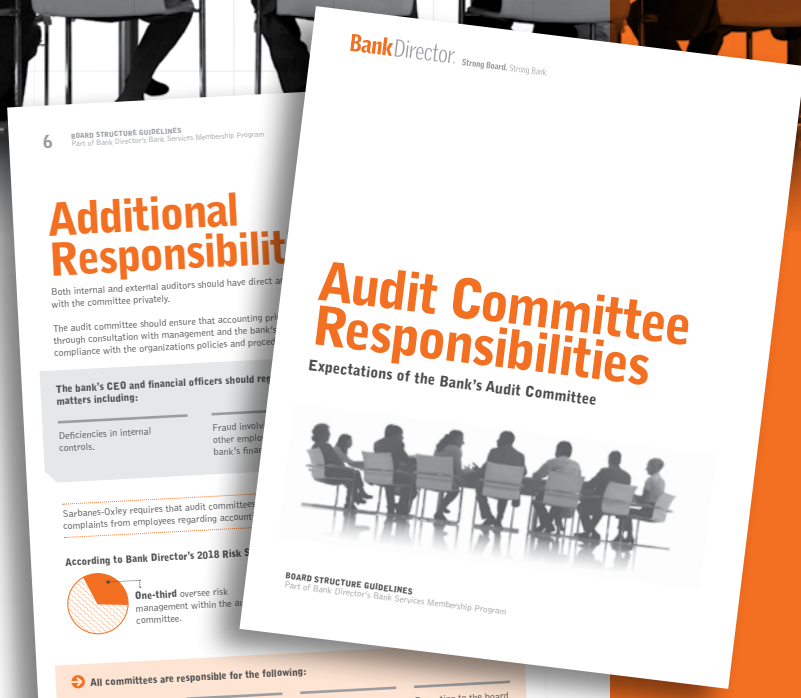
Organize Your Committees For Future Growth

Equip your bank's board with the knowledge needed to evaluate your directors' roles and responsibilities with our regularly updated Board Structure Guidelines.

Built from consultations with three major bank regulators — the Federal Deposit Insurance Corp., the Federal Reserve and the Office of the Comptroller of the Currency — Bank Director's Board Structure Guidelines provide participating bank boards with the knowledge needed to assess the overall board structure. Each unit takes a deep dive into committee functions, compensation and structure, reporting and insightful data, along with sample charters and additional materials and resources.

Board Structure Guidelines Units Include:

- ALCO Committee Structure
- Audit Committee Structure
- Chair Structure
- Compensation Committee Structure
- Compliance Committee Structure
- Director Structure
- Executive Committee Structure
- Governance Committee Structure
- Loan Committee Structure
- Risk Committee Structure
- Technology Committee Structure
- Trust Committee Structure



6 BOARD STRUCTURE GUIDELINES
Part of Bank Director's Bank Services Membership Program

Additional Responsibilities

Both internal and external auditors should have direct access to the committee privately.

The audit committee should ensure that accounting principles are followed through consultation with management and the bank's compliance with the organization's policies and procedures.

The bank's CEO and financial officers should report on matters including:

- Deficiencies in internal controls.
- Fraud involving other employees or bank's financials.

Sarbanes-Oxley requires that audit committees receive and respond to complaints from employees regarding accounting or financial matters.

According to Bank Director's 2018 Risk Survey:

- One-third oversee risk management within the audit committee.

All committees are responsible for the following:

- Reporting to the board.

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Audit Committee Responsibilities

Expectations of the Bank's Audit Committee

BOARD STRUCTURE GUIDELINES
Part of Bank Director's Bank Services Membership Program

NEW DIRECTOR TRAINING & ONBOARDING

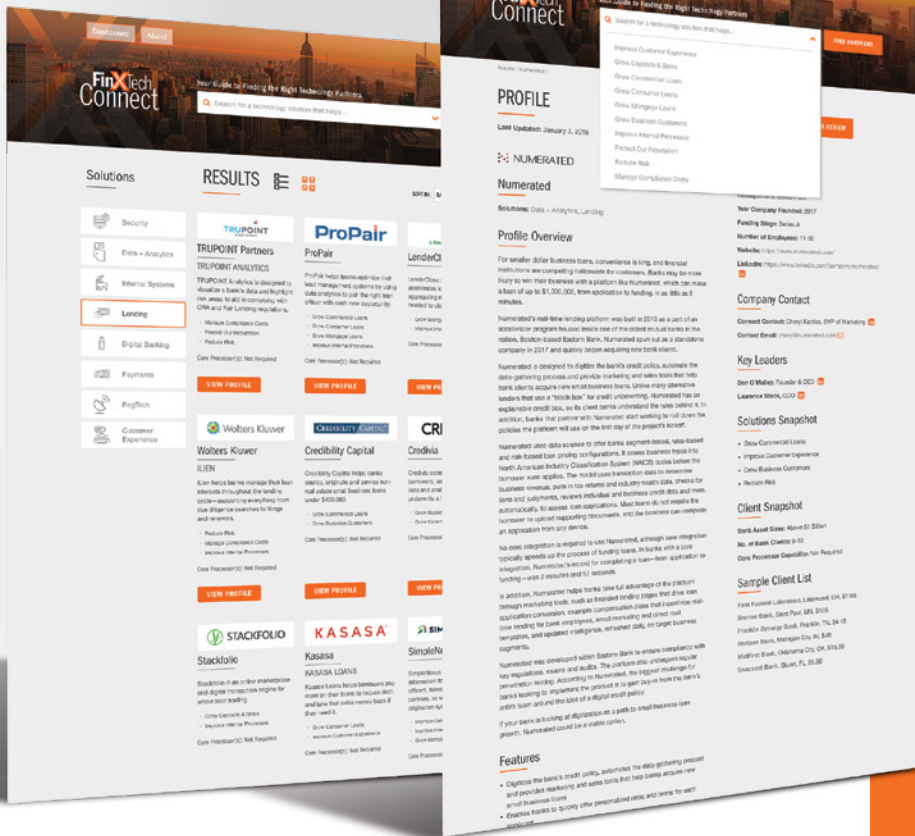
A Resource Guide For New Directors

Onboarding a new director is a critically important process for the board of directors, and yet it is a process that has not been standardized at most banks in part because it happens so infrequently. And yet the orientation of a new director is much too important to be handled in a casual manner.

As part of Bank Director's expanded resources we offer a new Director Training & Onboarding Resource Guide which provides an onboarding blueprint for new directors that breaks the orientation process down into five separate categories: 1) the bank's operations, markets and management team; 2) financial metrics specific to banking that every director needs to understand; 3) an overview of the banking industry; 4) regulations; 5) and integrating a new director into the business and culture of the board.

In addition, the New Director Training & Onboarding Resource Guide includes an onboarding checklist that outlines in greater detail a structured orientation for new directors.





FINXTECH CONNECT

Your Guide To Finding The Right Technology Partner

Bank Director knows banks — and bank leadership. In our efforts to make it easier for U.S. banks to better discover potential technology partners and solutions, we have developed an online platform called FinXTech Connect. Built specifically for financial institutions, FinXTech Connect is a curated directory of emerging financial technology companies who are strategically partnering with financial institutions of all sizes.

Companies included in our ever-evolving platform have been identified by Bank Director as “bank friendly” — with a proven history of financial performance and an existing roster of bank clients. Solutions include lending platforms, payment processing applications, security, data analytics and more.

FinXTech Connect Features Include:

- A guided search function based on how to solve a key problem within a bank.
- In-depth written profiles highlighting the products offered and how the company helps a bank.
- Quick snapshots of each company including its funding stage, key leaders and contact information.
- Overview of product features, pricing models and core processor compatibility.
- List of sample bank clients and testimonials from financial institutions.
- User-generated profile reviews and peer-to-peer discussions.
- A personal account page to bookmark company profiles for quick reference.
- Special section highlighting the technology road-maps of the major core providers.

BOARD ADVISORY SERVICES

Bring Bank Director To The Boardroom

To better serve board members and the institutions they support, the Bank Director team is now bringing our over 30 years of industry knowledge and event presentations to the boardroom. Designed specifically for banks, Bank Director will work with your board and/or executive team to develop an agenda, from one hour to a full day, to contribute to your overall planning meeting and/or executive and board retreat. Additional fees apply.

Board and executive sessions include:

Strategic & Innovative Planning Sessions

Bank Director can provide content to the board and executive team during a one-day planning session focused on what bank's should know and consider to grow their institution. This resource can be designed for both directors and their senior leadership.

In-Boardroom Education

Focusing specifically on educating the board, we can provide bank directors with the education and training needed to address the issues and challenges facing them in today's highly regulated and rapidly evolving banking and financial services industry.

Virtual Boardroom Presentations

Stay up-to-date on the issues facing our industry through short 60-90 minute virtual presentations conducted by a member of the Bank Director team.

Board of Directors Retreat

Working closely with your bank to assist in developing an agenda that meets your strategic goals, Bank Director can serve as a facilitator at your next board of directors retreat.

Bank Director Agenda Topics

- Banking Landscape: Industry Overview
- Today's Operating Environment
- Digital Strategies & Technology Considerations
- The Evolving Role Of The Board
- Role Of Management vs. The Board
- The Attributes Of An Effective Director
- Diversity & Board Refreshment
- Board Performance Review



Active participation in these resources is sure to send a strong signal to your regulators that you are committed to a “strong board, strong bank” philosophy and that your board has the knowledge to exceed governance expectations.



BankDirector.com | 877.764.4681

Looking for additional resources?

For more information, please contact Bank Services at 615.777.8461 or bankservices@bankdirector.com.