

**Bank**Director®

Strong Board. Strong Bank.

# **BANK BOARD FORUM**

Building A High Performance Board

September 8-10, 2025

**Marco Island, FL** | JW Marriott Marco Island Beach Resort



Register by visiting [BankDirector.com](https://BankDirector.com) or calling our events department at 877-397-7595.

# BANK BOARD FORUM

Building A High Performance Board





Within the financial space, the transformational issues confronting CEOs and members of a bank's board continue to escalate in number and complexity — issues best described as strategic, risky and expensive. In response, Bank Director's Bank Board Forum agenda was designed with those challenges in mind and focuses on topics that include:

- How shifting consumer expectations continue to attract new competitors.
- The imperative to develop a risk appetite that scales with one's growth aspirations.
- Strategic capital considerations, including financial projections, liquidity management, stress testing and credit loss forecasting.
- Critical key governance issues for effective board oversight and strategic decision-making.

This year's expanded agenda incorporates our annual Bank Audit & Risk and Bank Compensation & Talent Conferences. This expanded two-and-a-half-day event provides participants with foundational knowledge and the latest best practices in all the crucial areas that directors must understand, including risk management and auditing issues, compensation, corporate governance, regulation, technology and strategic planning.

We hope you and your board join us in Florida on September 8-10, to expand and strengthen your skills while spending time with your peers from across the country.

If you have any questions about this year's agenda, please feel free to reach out to us directly or visit our website at [BankDirector.com](http://BankDirector.com). We look forward to seeing you on Marco Island!

Warmest Regards,

A handwritten signature in black ink that reads "Michelle".

**Michelle King**

CEO | Bank Director  
[mking@bankdirector.com](mailto:mking@bankdirector.com)

A handwritten signature in black ink that reads "Laura".

**Laura Schield**

President & COO | Bank Director  
[lschield@bankdirector.com](mailto:lschield@bankdirector.com)



**STRONG  
BOARDS  
BUILD  
STRONG  
BANKS.**



# BUILDING A HIGH PERFORMANCE BOARD

**Expanding on the agenda, the Bank Board Forum now includes Bank Director's Bank Compensation & Talent and Bank Audit & Risk Conferences to provide a more in-depth review of all of the committee issues members of a bank board face. Topics include:**

- Audit & Risk Oversight
- Governance Insights & Best Practices
- Succession Planning
- Cybersecurity Best Practices
- Building Shareholder Value
- Competitive Threats & Opportunities
- New Regulatory Guidance & Compliance Review

## RECEIVE CONTINUING PROFESSIONAL EDUCATION



Continuing Professional Education credits are available at the Bank Board 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 our Director Certification Program demonstrates your board's commitment to exceeding governance standards. Upon completion of the event, those enrolled in the program receive their official Bank Director Certificate, showcasing their dedication to continuous board education.

## BOARD RETREATS & STRATEGIC PLANNING

If you would like to schedule your next board retreat and/or strategic planning meeting around the Bank Board Forum, please let the Bank Director team assist you! For more information, contact our Bank Services Department at 615-777-8465, so we may discuss your specific needs.

# BANK BOARD FORUM

Building A High Performance Board

*\*Agenda subject to change*

## BANK COMPENSATION PEER EXCHANGE

**Sunday, September 7**

Before the main conference kicks off, Bank Director hosts our popular peer exchanges. Led by an industry advisor, the Bank Compensation Peer Exchange is designed for compensation committee members and human resources officers to meet in small groups in a closed-door, off-the-record setting for candid discussions about various issues and challenges facing financial institutions today.

*“Very much enjoyed the peer exchange. So many ideas to take back with me.”*

— PAST PEER EXCHANGE ATTENDEE

PRE-FORUM  
EVENT



## **BANK COMPENSATION COMMITTEE PEER EXCHANGE AGENDA**

**10:00 AM - 10:30 AM Registration & Breakfast**

**10:30 AM - 10:40 AM Welcome**

Laura Schield, President & COO, Bank Director

**10:40 AM - 11:40 AM Concurrent Bank Compensation Peer Exchange Sessions**

Participants 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?
- Concerning 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**

Participants 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**

Participants 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 decide 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**

Participants 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 to change every member's committee assignments periodically?

**4:15 PM - 5:15 PM Bank Board Forum Welcoming Reception & Registration**

Sponsored by: **D.A. Davidson**

Join us on the beach to kick off the Forum and network with industry peers and thought leaders.

# BANK BOARD FORUM

Building A High Performance Board

*\*Agenda subject to change*

## BANK AUDIT & RISK PEER EXCHANGES

**Sunday, September 7**

Led by an industry advisor, small groups of audit and risk committee members as well as senior bank executives, meet in closed-door, off-the-record peer groups for candid discussions about various issues and challenges facing officers and directors.

*“Very good information  
on leading edge issues.  
Great interaction with others  
in the business.”*

— PAST PEER EXCHANGE ATTENDEE

PRE-FORUM  
EVENT





## **BANK AUDIT & RISK PEER EXCHANGE AGENDAS**

### **10:00 AM - 10:30 AM      Registration & Breakfast**

### **10:30 AM - 10:40 AM      Welcome**

Michelle King, CEO, Bank Director

### **10:40 AM - 11:40 AM      Concurrent Bank Audit & Risk Peer Exchange Sessions**

The Audit Peer Exchange focuses on audit committee functions, IT risks, regulation, committee effectiveness and communication. To open the Audit Peer Exchange sessions, we explore issues such as:

- What is the relationship between internal audit and the audit committee?
- What is the appropriate skill set for an audit committee member?
- How do you identify the subject matter that should be at the top of your committee agenda?

The Risk Peer Exchange focuses on risk governance, regulation, committee effectiveness, compliance and culture. To open the Risk Peer Exchange sessions, we explore issues such as:

- What are the top three risks your bank is most concerned about?
- Has your board set up a separate risk committee, and why?
- Who is responsible for risk mitigation within your bank?

### **11:40 AM - 11:50 AM      Refreshment Break**

### **11:50 AM - 12:30 PM      Concurrent Bank Audit & Risk Peer Exchange Sessions**

Following a short refreshment break, we reconvene in peer exchange sessions, building on earlier conversations by addressing Audit Peer Exchange topics such as:

- What are the recommended best practices for audit committees?
- How long should a director serve on the audit committee?
- What input are you getting from stakeholders regarding your bank's approach to ESG (environmental, social and governance issues)?

Questions for our Risk Peer Exchange include:

- How frequently does your board review cyber risk and cybersecurity? How are you staying on top of this issue and its impact on your bank?
- What has the board done to create a culture of risk awareness throughout the organization?
- What are some best practices regarding separating the audit committee and risk committee lines or areas of responsibility?

### **12:30 PM - 1:30 PM      Networking Lunch**

# BANK BOARD FORUM

Building A High Performance Board

1:30 PM - 2:45 PM

## Concurrent Bank Audit & Risk Peer Exchange Sessions

After lunch we expand our conversations to include additional Audit Peer Exchange questions such as:

- What are the top three regulatory compliance challenges facing your bank?
- How does your bank evaluate the effectiveness of your board?
- Where is the overlap between your bank's risk and audit committees?

And additional Risk Peer Exchanges questions such as:

- Has your bank hired a Chief Information Security Officer (CISO), and why/why not?
- Has your bank suffered a cyber-intrusion? How did you handle it?
- How does your bank manage enterprise risk management?

2:45 PM - 3:00 PM

## Refreshment Break

3:00 PM - 4:15 PM

## Concurrent Bank Audit & Risk Peer Exchange Sessions

Participants come back together for a final round of Audit Peer Exchanges to discuss questions similar to the following:

- What do you expect management to communicate to you?
- Where does loan review sit in the organization, and what are its reporting lines?
- What staffing and resources do you have devoted to regulatory compliance?

Participants attending the Risk Peer Exchange discuss questions around the following:

- How can risk be measured so that it is not a barrier to growth?
- Do those who serve on the risk committee also serve on other committees?
- How does your bank mitigate vendor risk?

4:15 PM - 5:15 PM

## Bank Board Forum Welcoming Reception & Registration

Sponsored by: **D.A. Davidson**

Join us on the beach to kick off the Forum and network with industry peers and thought leaders.

*“The honest exchange of information  
was invaluable!”*

— PAST PEER EXCHANGE ATTENDEE

*\*Agenda subject to change*

# CORPORATE GOVERNANCE

**Sunday, September 7-  
Monday, September 8**

Providing an additional learning opportunity, 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.

# WORKSHOP

# BANK BOARD FORUM

Building A High Performance Board

## CORPORATE GOVERNANCE WORKSHOP AGENDA SUNDAY, SEPTEMBER 7 | DAY ONE

8:00 AM - 8:30 AM

### Registration & Breakfast

8:30 AM - 8:40 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 Bank Director Certification Workshop. The curriculum materials are introduced and distributed to ensure there is an engaging learning environment for the day's sessions that follow.

8:40 AM - 9:30 AM

### Role of the Board

Jim McAlpin, Board Member, 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.

9:30 AM - 10:20 AM

### Understanding the Financial Metrics of Banking

Bill Herrell, Executive Vice President & Managing Director, Bank Director

Banking is the very definition of a numbers-driven business, and it is through the numbers that directors will monitor the performance of their institution. During this session, we will 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.

10:20 AM - 10:35 AM

### Refreshment Break

10:35 PM - 11:45 AM

### Peer Collaboration I

During this session, workshop attendees participate in a collaborative discussion with peers to explore the latest trends, challenges and share best practices related to a list of suggested topics provided to each table.

11:45 AM - 12:45 PM

### Lunch

12:45 PM - 1:35 PM

### The Attributes of a Healthy Board Culture

Jack Milligan, Editor-at-Large, Bank Director

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



**1:35 PM - 2:25 PM      Responsibilities of the Independent Director**

**Jim McAlpin**, Board Member, Bank Director

The qualities that each individual director brings to the process of board governance has a tremendous impact on its effectiveness. These characteristics include personal integrity, the ability to exercise sound judgment, intellectual curiosity, valuable knowledge or skill sets, the ability to work well with others and a commitment to ongoing training and education. During this session, we dive into these characteristics and discuss your role as a bank director.

**2:25 PM - 2:40 PM      Refreshment Break**

**2:40 PM - 3:50 PM      Peer Collaboration II**

We conclude the day with a session that allows small groups to come together and discuss what they learned, as well as share experiences with each other. A suggested list of topics will be provided to each table.

**3:50 PM - 3:55 PM      Wrap Up Day One**

**Jack Milligan**, Editor-at-Large, Bank Director

**4:15 PM - 5:15 PM      Bank Board Forum Welcoming Reception & Registration**

Sponsored by: **D.A. Davidson**

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*“Highly recommend for all bank  
board members.”*

— PAST FORUM ATTENDEE

# BANK BOARD FORUM

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## CORPORATE GOVERNANCE WORKSHOP AGENDA MONDAY, SEPTEMBER 8 | DAY TWO

7:30 AM - 8:00 AM

### Breakfast

8:00 AM - 8:05 AM

### Welcome Back

Jack Milligan, Editor-at-Large, Bank Director

8:05 AM - 8:45 AM

### Regulation

Jack Milligan, Editor-at-Large, Bank Director

Banking is a highly regulated industry, and it's crucial that directors understand the expectation that state and federal banking regulators have 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.

8:45 AM - 9:25 AM

### Elevating Board & Director Performance

Jackie Wall, Vice President, Bank Director

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

9:25 AM - 9:40 AM

### Refreshment Break

9:40 AM - 10:20 AM

### The Board Governance Process

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

An important aspect of effective governance is the adoption of best practices in such areas as meeting agendas, minutes, board packets, executive sessions and committee structure. This session dives into these processes.

10:20 AM - 11:20 AM

### Peer Collaboration III

During this session, workshop attendees participate in a collaborative discussion with peers to explore the latest trends, challenges and share best practices related to a list of suggested topics provided to each table.

11:20 AM - 11:30 AM

### Concluding Remarks

Jack Milligan, Editor-at-Large, Bank Director

11:30 AM - 12:30 PM

### Bank Board Forum Networking Lunch

Following the workshop, all attendees are invited to enjoy a networking lunch. Participants who registered to attend the Bank Board Forum join their peers for the afternoon sessions.



*\*Agenda subject to change*

The Bank Board Forum's program has expanded to combine the Bank Audit & Risk and the Bank Compensation & Talent Conferences, resulting in a comprehensive event for the entire board and its supporting committees.

**Monday, September 8**

FORUM  
DAY ONE

# BANK BOARD FORUM

Building A High Performance Board

7:30 AM - 8:30 AM

## Breakfast & Registration

**MAIN STAGE SESSIONS** *(These sessions are designed for all participants to attend.)*

These sessions cover topics relevant to the entire board and executive team and feature high-level discussions for all participants.

8:30 AM - 8:35 AM

## Day One Welcome

Michelle King, CEO, Bank Director

Laura Schield, President & COO, Bank Director

Bank Director kicks off day one of the Bank Board Forum by welcoming attendees to beautiful Marco Island, Florida.

8:35 AM - 9:05 AM

## The State of Our Industry

Brian Leibfried, Head of Client Insights, Performance Trust Capital Partners, LLC

Join us as we dissect the evolving banking landscape. We delve into emerging trends, economic forecasts and strategic approaches to navigate uncertainty and capitalize on opportunities.

9:05 AM - 9:45 AM

## Strategic Capital Considerations

Kevin Brand, Partner, Crowe LLP

Dan Flaherty, Managing Director, Janney Montgomery Scott LLC

Eric McLaughlin, Partner, Davis Polk & Wardwell LLP

Moderated by: Bill Herrell, Executive Vice President & Managing Director, Bank Director

Many organizations have individual functions that perform capital planning, stress testing, financial projections, liquidity management, and credit loss forecasting, but these activities are often done in silos, often for compliance reasons, and may not be adding strategic value to the organization. This session shares best practices on how to strategically link these activities to harmonize assumptions, produce more meaningful reporting, drive efficiencies and savings, and most importantly, create strategic value for your bank.

9:45 AM - 10:15 AM

## Governance – Responsibilities of Management and the Board

David Hooper, Partner, Barnes & Thornburg LLP

Beth Johnson, Principal, Managed Technology Consulting, RSM US LLP

Moderated by: Jim McAlpin, Board Member, Bank Director

Hear from industry leaders as we dive into corporate governance and the evolving roles and responsibilities of both management and the board of directors. This session provides insight into critical key governance issues and shares best practices for effective board oversight and strategic decision-making.

10:15 AM - 10:30 AM

## Refreshment Break

Sponsored by: **Stephens Inc.**



**10:30 AM - 11:00 AM    GENERAL SESSIONS** *(select one)*

Divided into three specific areas: Audit & Risk, Compensation & Talent and Governance & Strategy, these sessions provide specialized content focused on board roles and responsibilities.

**Audit & Risk General Session:**

**Audit & Risk Issues**

Jon Winick, CEO, Clark Street Capital Management LLC

Speaker to be Announced, Forvis Mazars

Moderated by: Sal Inserra, Senior Advisor, Bank Director

This panel discusses the latest issues and topics surrounding audit and risk committees.

**Compensation & Talent General Session:**

**CEO Evaluations: Balancing Financial and Strategic Results**

Karen Butcher, Managing Director, Pearl Meyer

Peter Thies, Managing Director, Pearl Meyer

While a CEO's performance will naturally be associated with a company's financial results, their scope of responsibility is typically much more expansive. Assessing a CEO's performance based on achieving financial targets alone could mask underlying issues, such as culture issues, leadership development/succession planning difficulties and board communication challenges. This panel explores a range of factors to consider when evaluating CEO performance.

**Governance & Strategy General Session:**

**M&A Outlook**

Frank Sorrentino, Managing Director, Stephens Inc.

Scott Studwell, Managing Director, Stephens Inc.

Gain insights into emerging trends, including technological integration, regulatory challenges and market dynamics. Delve into strategies for successful mergers and acquisitions, with real-world case studies and data-driven analysis. Equip your board with the knowledge to leverage M&A for growth and innovation in today's ever-evolving financial ecosystem.

*“Very effective.  
Always go home with additional ideas.”*

— PAST FORUM ATTENDEE

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11:00 AM - 11:30 AM **GENERAL SESSIONS** *(select one)*

## **Audit & Risk General Session:**

### **Optimizing Compliance: Strategies for the Future**

Erica Carlson, Managing Principal, CliftonLarsonAllen LLP

Karen Leiter, Principal, CliftonLarsonAllen LLP

Join us as we delve into the future of regulatory compliance. We discuss the latest regulatory trends, emerging technologies and best practices for optimizing your compliance program.

## **Compensation & Talent General Session:**

### **Compensating and Retaining Top Talent**

Eric Hosken, Partner, Compensation Advisory Partners

This session explores the critical components of executive compensation and retention strategies. Learn the latest trends in executive pay, including base salary, short-term and long-term incentives, and benefits. Additionally, we discuss best practices for developing and implementing effective retention strategies to attract and retain top talent.

## **Governance & Strategy General Session:**

### **The Board's Role in CEO Succession**

Alan Kaplan, Founder & CEO, Kaplan Partners

Susan Rector, Chair of the Board, Peoples Bancorp.

CEO succession is a bank board's most important responsibility. Hear a case study on best practices from experienced board leadership on navigating the complexities and relationship dynamics of this most critical decision – one which may define the bank's future.

11:30 AM - 12:30 PM **Networking Lunch**

Sponsored by: **Hovde Group LLC**

12:40 PM - 1:20 PM **BREAKOUT SESSIONS** *(select one)*

These sessions delve deeper into specific areas of interests, allowing for more interactive and in-depth discussions.

## **Breakout 1: Bank Director 101: Serving on the Nominating/Governance Committee**

Speakers to be Announced

The Bank Director 101 sessions focus on the basics that all directors must know when serving on the Nominating/Governance Committee. This session touches on various governance issues, including the role of the board versus the role of management, the board's fiduciary responsibilities, board performance evaluations, onboarding for new directors, director education and executive sessions.



### **Breakout 2: Leveraging Loan Data**

Stephanie Ballard, Senior Manager, Crowe LLP

Eric Newell, EVP, Chief Financial Officer, Eagle Bancorp

In today's competitive landscape, financial institutions are leveraging their loan data in ways beyond using it solely to determine the allowance for credit losses. Utilizing credit data in various innovative ways, banks can stay ahead of their competitors, gain valuable insights into underwriting trends, make informed decisions during due diligence and better assess the risks within their portfolios as part of their loan review controls.

### **Breakout 3: The Competition for Talent: Evolving Strategies to Attract, Retain & Develop High Performers**

Dara Klein, Managing Director, Kaplan Partners

Maureen Gillan-Myer, Chief Human Resources Officer, Community Financial System, Inc.

Jack Murphy, President & CEO, BankNewport

The market for top banking talent remains highly competitive and continues to be challenging for the foreseeable future. Hear best practices from two leading institutions on how they are attracting new bank talent, refreshing incentive plans and managing employee development across the bank.

### **Breakout 4: The Audit Committee's Agenda**

Speaker to be Announced, Forvis Mazars

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

1:30 PM - 2:10 PM

**BREAKOUT SESSIONS** *(select one)*

### **Breakout 1: Bank Director 101: Serving on the Compensation Committee**

Mike Blanchard, CEO, Blanchard Consulting Group

Jeff Fairchild, SVP, Lead Consultant, Blanchard Consulting Group

The Bank Director 101 sessions focus on the basics that directors serving on the Compensation Committee must know. This session centers on compensation and includes effective pay, incentive plans, risk management oversight and CEO evaluations.

### **Breakout 2: Future-Proofing Your Audit Committee**

Johanna Ames, Director, NBT Bancorp

Kristin McDonner, Partner, Crowe LLP

Join us as we examine the challenges facing audit committees today, including increased regulatory scrutiny, evolving risk landscapes and the need for digital transformation. This session focuses on looking forward and planning for growth, new lines of business, succession and more.

# BANK BOARD FORUM

Building A High Performance Board

## Breakout 3: The Risks and Rewards of BaaS

James Stevens, Partner, Troutman Pepper Locke LLP

The Banking-as-a-Service (BaaS) model offers significant potential for banks to expand their reach and generate new revenue streams. However, it also presents complex challenges related to risk management, regulatory compliance and operational efficiency. This session looks into the critical considerations for banks exploring BaaS, including partner selection, due diligence and ongoing monitoring. We discuss strategies for mitigating risks, optimizing operations and maximizing the benefits of this innovative business model.

## Breakout 4: D&O Liability Market Update: Banking Sector

Dennis Gustafson, Financial Institutions Practice Leader, The Baldwin Group

This session covers an overview of what is and is not covered by the D&O and Cyber Liability coverages and the newest claims and litigation trends in the banking sector. We also review a data-centric Limits benchmarking analysis and recommended renewal process to generate the best results.

2:10 PM - 2:30 PM

### Refreshment Break

Sponsored by: **Davis Polk & Wardwell LLP**

**MAIN STAGE SESSION** *(This session is designed for all participants to attend.)*

2:30 PM - 3:10 PM

### Beyond the Numbers: Beyond the Numbers: Insights From Bank Director's Research

Robert Maddox, Partner, Bradley Arant Boult Cummings LLP

Sean O'Neal, Partner, Chartwell Partners

Craig Sanders, Principal, Baker Tilly

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

Hear from top industry leaders as they discuss the most pressing issues facing banks today. This panel provides practical advice and actionable strategies to help you adapt to the changing dynamics of the banking industry.

3:20 PM - 4:30 PM

### Peer Collaboration Session 1

During this session, the audience is divided into discussion groups based on title. For the directors in the audience, join a collaborative discussion with your peers to explore the latest trends and challenges in audit, risk and governance. Share best practices, discuss emerging risks and develop strategies to enhance your board's oversight. For the CEOs and Chairs in the audience, join a discussion focused on governance and strategy topics.

4:30 PM - 5:30 PM

### Networking Peer & Guest Reception

Join us for an evening of networking and insightful conversations with industry peers and thought leaders.



*\*Agenda subject to change*

Building on Monday's discussions, industry leaders provide insights into risk management, talent strategies and enhancing board leadership. On day two, we also dive into developing effective growth strategies and how banks can distinguish themselves in a competitive market.

**DAY TWO**

**Tuesday, September 9**

FORUM

# BANK BOARD FORUM

Building A High Performance Board

7:30 AM - 8:30 AM **Breakfast & Registration**

Sponsored by: **Arnold & Porter**

**MAIN STAGE SESSIONS** *(These sessions are designed for all participants to attend.)*

These sessions cover topics relevant to the entire board and executive team and feature high-level discussions for all participants.

8:30 AM - 8:35 AM **Day Two Welcome: Editorial Highlights**

Naomi Snyder, Editor-in-Chief, Bank Director

Hear from Bank Director's editorial team as they share the most significant developments and stories they have been writing about.

8:35 AM - 9:05 AM **Regulatory Update**

Bart Smith, Head of Risk & Regulatory Insights, Performance Trust Capital Partners, LLC

Kevin Toomey, Partner, Head of Financial Services, Arnold & Porter

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

This session delves into the complex landscape of regulatory, examination and enforcement challenges that bank leaders must navigate. It explores the various compliance frameworks, intricacies of regulatory examinations and the implications of enforcement actions on banking operations.

9:05 AM - 9:35 AM **Competitive Threats & Opportunities**

Quintin Sykes, Partner, Cornerstone Advisors

Speaker to be Announced, nCino

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

This session examines the competitive threats and opportunities banks will encounter in 2025. How can banks effectively integrate in-person and digital services to attract and retain customers? How do they cater to the diverse needs of different generations? Additionally, what strategies can banks implement to overcome challenges related to acquiring the right technology?

*“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

**9:45 AM - 10:15 AM**      **GENERAL SESSIONS** *(select one)*

Divided into three specific areas: Audit & Risk, Compensation & Talent and Governance & Strategy, these sessions provide specialized content focused on board roles and responsibilities.

**Audit & Risk General Session:**

**Turn Data Into Action: A Practical Guide to Risk Management**

Gayle Woodbury, Principal, Integrated Risk Management Leader, Crowe LLP

In this session, learn how to turn your data into a powerful tool for risk management. Discover practical techniques to identify hidden risks, prioritize threats and make data-driven decisions to protect your organization's bottom line.

**Compensation & Talent General Session:**

**The Profile of a Resilient Bank Leader**

Peter Thies, Managing Director, Pearl Meyer

Banks continue to encounter significant challenges, including market volatility, labor shortages, geopolitical instability, cyber risks and disruptive technologies. In this turbulent business environment, bank CEOs and C-Suite leaders must demonstrate resilience in order to effectively lead their companies. During the session we discuss the differentiating capabilities bank leaders need to thrive and help grow their companies.

**Governance & Strategy General Session:**

**Strengthening Board Leadership**

Greg Parisi, Partner, Troutman Pepper Locke LLP

A strong board is essential for a bank's long-term success. This session explores strategies for addressing underperforming directors, fostering a culture of continuous improvement and identifying key factors that contribute to effective board governance.

**10:15 AM - 10:30 AM**      **Refreshment Break**

Sponsored by: **Olsen Palmer LLC**

# BANK BOARD FORUM

Building A High Performance Board

10:30 AM - 11:00 AM **GENERAL SESSIONS** (select one)

## **Audit & Risk General Session:**

### **Using AI to Mitigate Risk**

Craig Sanders, Principal, Baker Tilly

Additional Speaker to be Announced

Moderated by: Sal Inserra, Senior Advisor, Bank Director

As Artificial Intelligence (AI) continues to revolutionize the banking industry, so do the cyber threats targeting financial institutions. Join us to learn how to leverage AI to enhance security and mitigate risk.

## **Compensation & Talent General Session:**

### **Crafting a Winning Incentive Strategy: Designing Plans That Drive Performance**

Tony Eppert, Partner, Hunton Andrews Kurth LLP

Learn how to design and implement a robust incentive plan that aligns with your bank's strategic goals. This session covers key considerations, best practices and real-world examples to help you create a compensation package that attracts, motivates and retains top talent.

## **Governance & Strategy General Session:**

### **Bank Valuation: Determining a Bank's M&A and Going-Concern Value**

Christopher Olsen, Managing Partner, Olsen Palmer LLC

This session offers insights and best practices for valuing a bank, whether in the context of an M&A transaction or as a going concern. It is designed for independent banks, potential sellers seeking a better understanding of their sale value and how buyers determine pricing, as well as buyers looking for more expertise and precision in assessing acquisition pricing.

*"This was such a great learning experience. Really helped to discuss issues with peers — some great take-aways!"*

— PAST FORUM ATTENDEE

**11:00 AM - 11:30 AM      GENERAL SESSIONS** *(select one)*

**Audit & Risk General Session:**

**A Bank Board's Role in Overseeing AI Initiatives**

John Huyette, Principal, Risk Consulting, RSM US LLP

Artificial Intelligence (AI) offers immense potential to transform the banking industry, but it's evolving and advancing rapidly. As a board member, what do you need to know, and what is your role in overseeing the risks and benefits that AI brings to your institution?

**Compensation & Talent General Session:**

**Navigating Executive Team Transitions**

Andrew Strimaitis, Chair & Partner, Compensation & Benefits, Barack Ferrazzano Kirschbaum & Nagelberg LLP

Whether an executive transition is planned or unexpected, the board, compensation committee, and remaining executive team will be confronted with a host of issues to resolve. Often times, the issues involved create tension as they typically deal with executive compensation and tenure. These issues can be heightened when the transitions are occurring in connection with an M&A transaction. Join us to understand the typical issues and explore best practices for addressing to make the transition as smooth and seamless as possible.

**Governance & Strategy General Session:**

**How Banks Make the Decision to Buy or Sell**

Peter Weinstock, Partner, Hunton Andrews Kurth LLP

Beth Whitaker, Partner, Hunton Andrews Kurth LLP

Decisions made even before bankers engage with the other side foretell the likelihood of success. This session discusses various considerations the boards of both sellers and buyers should make in order to play the negotiating game in the most effective manner. These considerations are even more important in the current volatile economy, political climate and stock market.

**11:30 AM - 12:30 PM      Networking Lunch**

# BANK BOARD FORUM

Building A High Performance Board

## 12:40 PM - 1:20 PM **BREAKOUT SESSIONS** *(select one)*

These sessions delve deeper into specific areas of interests, allowing for more interactive and in-depth discussions.

### **Breakout 1: Bank Director 101: Serving on the Audit Committee**

Zak Kinchen, Director, HORNE LLP

Tim Morgan, Partner, HORNE LLP

The Bank Director 101 sessions focus on the basics that all Audit Committee members must know as they participate in board meetings. This session centers on audit, specifically the role of the Audit Committee, internal and external audit responsibilities and adding value as a board member.

### **Breakout 2: Strategic Approaches to Bank M&A: Navigating Opportunities and Challenges**

Joe VanFleet, Member & Co-Chair Financial Institutions Practice, Howard & Howard

In the dynamic financial landscape, M&A is vital for banks' growth and competitiveness. This session covers strategic considerations, market analysis, due diligence and integration planning. We discuss key drivers, potential pitfalls and regulatory impacts on M&A. Attendees gain insights into best practices and navigating complexities for long-term success.

### **Breakout 3: Outward Mindset – Driving Success as a Leader for Your Team by Looking Beyond Yourself**

Joy Duce, Managing Principal, Human Capital Consulting, Crowe LLP

This session examines the power of an Outward Mindset and its significant impact on leadership effectiveness. We explore how leaders can develop behaviors that enhance collective results for their teams and the entire organization. Discover the essential connection between an Outward Mindset and Emotional Intelligence and learn how this approach benefits you, your stakeholders and the organization as a whole.

### **Breakout 4: Navigating the Impact of Rising Rates**

Brian Ropp, Managing Director, KBRA

Rising interest rates have exposed the vulnerabilities of banks holding long-duration assets. This session dives into the implications of these unrealized losses, explores potential mitigation strategies and discusses the role of bank boards and executives in managing these risks. We examine the impact on capital, earnings and future growth prospects and discuss best practices for navigating this challenging environment.



1:30 PM - 2:10 PM

**BREAKOUT SESSIONS** *(select one)*

**Breakout 1: Bank Director 101: Serving on the Risk Committee**

Cory Ingram, Senior Manager, Baker Tilly

Noory Song, Director, Baker Tilly

The Bank Director 101 sessions focus on the basics that directors serving on the Risk Committee must know when participating in board meetings. This session centers on some of the most essential concepts in managing bank risk, including regulatory expectations, the board's role versus management's role, and sample questions that directors should ask during meetings.

**Breakout 2: Achieving Sustainable Deposit Growth**

Tim Keith, CEO, Infusion Marketing Group

With the right analysis techniques and a multi-channel outreach strategy, banks can implement a disciplined, predictable and accountable process that will help sustain low-cost deposit growth. We'll share case study examples from banks who have used this proven approach and successfully achieved a high ROI on their overall deposit and new relationship growth goals.

**Breakout 3: Navigating Compensation Challenges as Your Bank Grows**

Shaun Bisman, Partner, Compensation Advisory Partners

Mike Bonner, Principal, Compensation Advisory Partners

As your bank grows, balancing competitive pay with regulatory compliance, attracting top talent and retaining key employees requires a strategic approach. This session addresses the unique challenges and evolution of designing executive pay and incentive structures that support long-term growth. Whether your institution is growing organically or through acquisition, this session provides valuable insight to help you ensure your compensation programs support the bank's success.

**Breakout 4: Building a Strong Regulatory Relationship: A Proactive Approach**

Meg Tahyar, Head of Financial Institutions Group & Partner, Davis Polk & Wardwell LLP

Learn how to foster a positive and proactive relationship with regulators. This session covers strategies for effective communication, proactive disclosure and addressing regulatory concerns.

**MAIN STAGE SESSION** *(This session is designed for all participants to attend.)*

2:10 PM - 2:40 PM

**Charting the Course for Tomorrow's Banks**

Kirk Hovde, Managing Principal & Head of Investment Banking, Hovde Group LLC

As the banking industry evolves, mergers and acquisitions have become a strategic imperative for many institutions in 2025. This session explores factors driving consolidation, the potential benefits and challenges of mergers and acquisitions, and bank boards' critical role in guiding these transformative deals.



# BANK BOARD FORUM

Building A High Performance Board

2:40 PM - 2:55 PM

## Refreshment Break

2:55 PM - 4:10 PM

## Peer Collaboration Session 2

During this session, the audience is divided into discussion groups based on title. For the directors in the audience, join another collaborative discussion with your peers to explore the latest trends and challenges in audit, risk and governance. Share best practices, discuss emerging risks and develop strategies to enhance your board's oversight. For the CEOs and Chairs in the audience, join another collaborative discussion with your peers to explore the latest trends and challenges in risk and technology topics.

2:55 PM - 4:55 PM

## M&A Simulation

Dan Bass, Managing Director, Performance Trust Capital Partners, LLC

Will Brackett, Managing Director, Performance Trust Capital Partners, LLC

Matt Forgotson, Managing Director, Performance Trust Capital Partners, LLC

Matt Kennedy, Managing Director, Performance Trust Capital Partners, LLC

The process of striking a deal for a prized target has never been more competitive than it is today. For buyers, careful discipline is required to ensure that bids are designed to accomplish acquisition growth without damaging the company's value. For sellers, a competitive bid process must be skillfully navigated to earn the best deal for shareholders. In this session designed for outside members of the board, participants work through the final rounds of a competitive auction involving a prized seller to see which bank emerges as the successful acquirer. Of course, as in real deals, some wrinkles will emerge. *The simulation is exclusive to 40 outside bank directors only, allows for one director per institution, no capital markets titles (this session is NOT for investment bankers of any kind) and runs concurrently with the peer collaboration sessions. Registration is required.*

**MAIN STAGE SESSION** *(This session is designed for all participants to attend.)*

4:20 PM - 4:50 PM

## Building a Strong Bank

Christina Kao, Chair of the Board, Royal Business Bank

Christine Toretta, Chair of the Board, S&T Bank

Richard Williams, Chair of the Board, HomeTrust Bank

Moderated by: Michelle King, CEO, Bank Director

During this popular conference session, Bank Director sits down with banking pioneers to discuss their innovative decision strategies and how they have built the bank they lead today.

4:50 PM - 5:50 PM

## Networking Peer & Guest Reception

Join us for a balmy evening of networking and conversation outside on the Sunset Terrace.

*\*Agenda subject to change*

On the final day of the Forum, we recap key insights and look ahead to the future of banking. Sessions focus on the critical role of succession planning, emphasizing the board's involvement in selecting and mentoring future leaders. We also explore operational excellence, examining how banks can turn operational risks into strategic advantages.

## DAY THREE

# Wednesday, September 10

# BANK BOARD FORUM

Building A High Performance Board

7:30 AM - 8:30 AM

## Breakfast

**MAIN STAGE SESSIONS** *(These sessions are designed for all participants to attend.)*

These sessions cover topics relevant to the entire board and executive team and feature high-level discussions for all participants.

8:30 AM - 8:35 AM

## Day Three Welcome

Michelle King, CEO, Bank Director

Laura Schield, President & COO, Bank Director

Kick off the final day of the conference with a recap of key insights and a look ahead to the future of banking.

8:35 AM - 9:05 AM

## Seamless Transition: The Critical Role of Succession Planning

Robert Flowers, Partner, Bradley Arant Boult Cummings LLP

Scott Petty, Managing Partner, Chartwell Partners

Moderated by: Jack Milligan, Editor-at-Large, Bank Director

A strong succession plan is vital for the long-term success of any bank. This session discusses the importance of board involvement in succession planning and the board's role in selecting and mentoring future leaders. We explore the impact of regulatory changes and emerging trends on succession planning.

9:15 AM - 9:55 AM

## BREAKOUT SESSIONS *(select one)*

These sessions delve deeper into specific areas of interests, allowing for more interactive and in-depth discussions.

### Breakout 1: Bank Director 101: Serving on the Technology Committee

Shea Gabrielleschi, VP, Relationship Development, Hartman Executive Advisors

Chad Quarles, CISO/Security Advisor, Hartman Executive Advisors

The Bank Director 101 sessions focus on the basics that all directors must know as they participate in board meetings. This session discusses what directors need to know about technology, including the importance of aligning technology with the bank's overall strategy.

### Breakout 2: Asset Liability Management: Agility, Consistency & Transparency

Will Newcomer, Director, Finance & Risk, Empyrean Solutions, LLC

Your ALM system is the single best tool bank boards and executives have for managing risk and improving performance. This session provides an overview of current ALM functionality with a focus on liquidity stress testing and non-maturity deposit analytics. We finish with best practices to maximize the accuracy of your ALM forecasts and validate your budgets and forecasts.



### **Breakout 3: Revitalizing Your Board: Strategies for Effective Governance and Succession Planning**

#### **Speaker to be Announced**

A high-performing board is essential for the long-term success of a bank. This session explores the importance of diversity, independence and effective communication within the board. Additionally, we address strategies for managing underperforming directors and fostering a culture of continuous improvement.

### **Breakout 4: Cybersecurity in a Regulated Environment**

**Kim Freytes**, Deputy Chief Risk Officer, R&T Deposit Solutions

**Jason Mull**, EVP, Chief Risk Officer and Chief Information Security Officer, R&T Deposit Solutions

This session focuses on some overlooked benefits that can help banks provide the incentive their top employees need to stay. This session equips you with the knowledge to create incentive plans that motivate and reward your high-performing executives.

**9:55 AM - 10:10 AM**

#### **Refreshment Break**

**MAIN STAGE SESSIONS** *(These sessions are designed for all participants to attend.)*

**10:10 AM - 10:40 AM**

#### **Beyond Resilience: Driving Business Value Through Operational Excellence**

##### **Speaker to be Announced**

Explore how organizations can transform operational risk into a strategic advantage. This session features the latest trends and best practices in operational resilience, including digital transformation, cyber security and crisis management.

**10:40 AM - 11:10 AM**

#### **Challenges and Opportunities in Banking**

**Lee Gibson**, CEO, Southside Bank

**Anne Tangen**, President & CEO, BankFive

**Abigail Wendel**, President & CEO, Landmark National Bank

Moderated by: **Michelle King**, CEO, Bank Director

This session brings together bank leaders to share their perspectives on the key factors shaping the future of banking. We focus on economic trends, technological advancements and customer expectations.

**11:10 AM - 11:15 AM**

#### **Closing Remarks**

**Michelle King**, CEO, Bank Director

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## VENUE

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Immerse yourself in sophisticated luxury at JW Marriott Marco Island Beach Resort. Situated along three miles of pristine private beaches on the Gulf of Mexico, the JW Marriott Marco Island balances relaxation with elevated fun and entertainment. Sample cuisine from around the globe at Marco Island hotel's 12 restaurants. Tee off from one of two championship golf courses, take a fitness class or simply enjoy some family activities. The exquisite hotel spa offers luxury services and massages to help you recharge and rejuvenate. Unwind in rooms and suites, each with a private balcony, or experience Paradise by Sirene an escape curated exclusively for adult guests.

## BOOK YOUR HOTEL – DISCOUNTED ROOMS AVAILABLE!

There is a discounted hotel room rate available for conference attendees at the JW Marriott Marco Island Beach Resort until August 15, 2025, or until all rooms are reserved. To reserve a room, contact the hotel directly at 1-800-438-4373 and mention "Bank Director" to receive the discounted rate of \$329/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.)*

**Sunday, September 7 | Pre-Forum Events** *(select one)*

**Audit & Risk Peer Exchange: \$995**

**Compensation Peer Exchange: \$995**

**Corporate Governance Workshop: \$1,295**

**Guest Rate: \$250** The guest rate of \$250 covers 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](mailto:bankservices@bankdirector.com).

**Bank Director Certification Program Participants:** 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](mailto:bankservices@bankdirector.com).

### Forum Cancellation Policy

Due to commitments and expenses, all cancellations after August 15, 2025 will be subject to a \$300 processing fee. We regret that no refunds will be given after August 29, 2025; however, substitute participants are welcomed. DirectorCorps, Inc. assumes no liability for any nonrefundable travel, hotel or related expenses incurred by registrants.



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