



2026 Compensation & Talent Survey

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About Bank Director

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Laura Alix is the director of research for Bank Director, an information resource for directors and officers of financial companies. You can get connected with her on LinkedIn.

EXECUTIVE SUMMARY

Banks have been putting artificial intelligence tools into place, as evidenced by recent earnings calls. “We see AI as an increasingly important enabler of expense efficiency and operating leverage over time,” Huntington Bancshares CFO Zach Wasserman said on the \$285 billion company’s first quarter earnings call. Wasserman outlined several areas where Huntington is using AI, including in employee training and productivity.

Bank Director’s 2026 Compensation & Talent Survey, sponsored by Chartwell Partners, finds that executives and board members see a need for more leadership to take advantage of these new technologies. Sixty-nine percent of CEOs, chairs and independent directors say that their C-suite most needs AI expertise, followed by M&A integration (36%) and digital transformation (33%) skills. Further, survey respondents expect AI to impact staffing across the organization, in areas including technology and IT (37%), cybersecurity (35%) and Bank Secrecy Act/anti-money laundering compliance (27%).

The survey, which examines yearly trends in director and CEO compensation, also looks at how boards are thinking about succession in the C-suite. Respondents name the CEO (31%), chief financial officer (31%) and chief credit officer (29%) as the C-suite roles most at risk of an expected retirement. Forty-two percent say their board has identified one or more CEO succession candidates but have not nailed down a timeline or plan of action, while 31% have an idea of their timeline but no succession candidates. Just 9% have identified a CEO successor, as well as a timeline and plan of action, down from 17% a year earlier.

Among those who have identified at least one CEO succession candidate, 57% believe that person would be ready to step into the role immediately should the CEO depart unexpectedly.

In thinking about succession, the board should consider the bank’s future growth trajectory and whether its preferred candidate could successfully lead the organization. “People often project their succession candidate into the current CEO’s role,” says J. Scott Petty, managing partner at Chartwell. The board needs to consider the kind of CEO the bank will need five years from now, not just what it needs today. “Would that [candidate] be able to double the bank and be capable of running it at that scale?”

KEY FINDINGS

→ Succession Planning Responsibility

Most respondents say either the full board (45%) or a board committee such as compensation or governance (31%) owns the CEO succession planning process, but 20% delegate that duty to the outgoing CEO.

→ Developing the Next CEO

Survey respondents cite M&A experience (45%), strategic acumen (41%), ability to lead people (31%) and credibility with regulators (31%) among the top development gaps for their top CEO succession candidate.

→ Increased Costs, Headcount

Eighty-seven percent say compensation expenses increased in 2025 compared with the prior year, and respondents report a median increase of 8%. More than half of respondents increased overall employee headcount at least somewhat.

→ Talent Opportunities From M&A

Among respondents who saw consolidation via M&A in their markets last year, 60% were able to pick up commercial banking talent and half picked up retail banking talent.

→ Rising CEO Bonuses

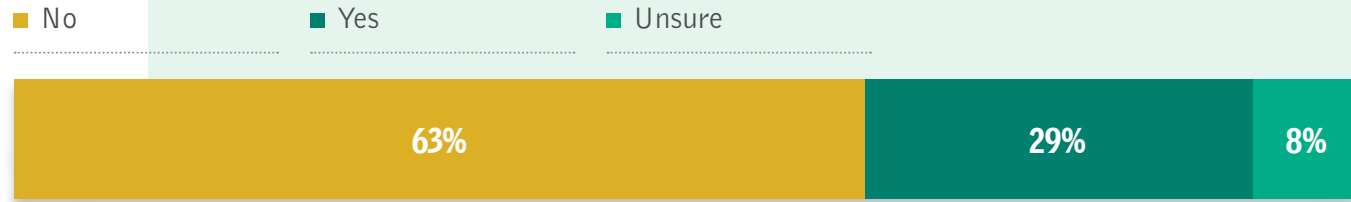
Ninety-one percent of respondents report paying a bonus to their CEO in fiscal year 2025, up from 78% the prior year. The median CEO bonus increased 34% to \$168,000.

→ DEI Value

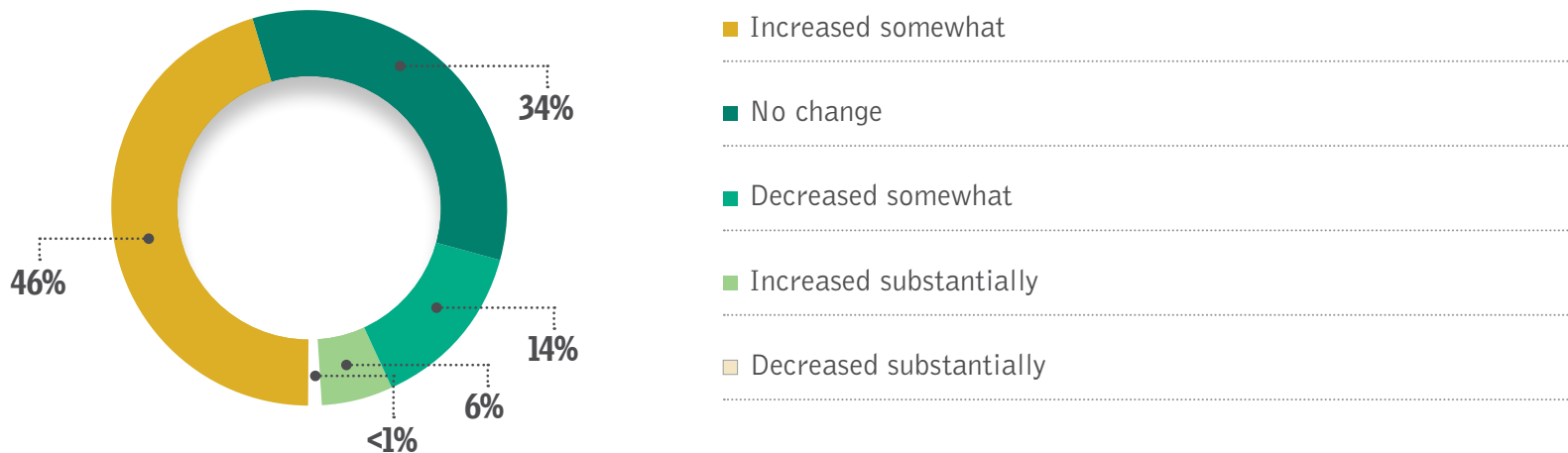
Fifty-seven percent say their bank lacks a formal diversity, equity and inclusion program, the same as last year. Among those who do have some type of DEI program in place, 74% say the program provides value to the institution and its employees.

HIRING & COMPENSATION TRENDS

1. In 2025-26, has it been more difficult for your bank to attract and/or retain talent compared to previous years?



2. On net, did your bank increase or decrease its total number of employees in 2025?



3. What was your bank's total compensation expense in fiscal year 2025?

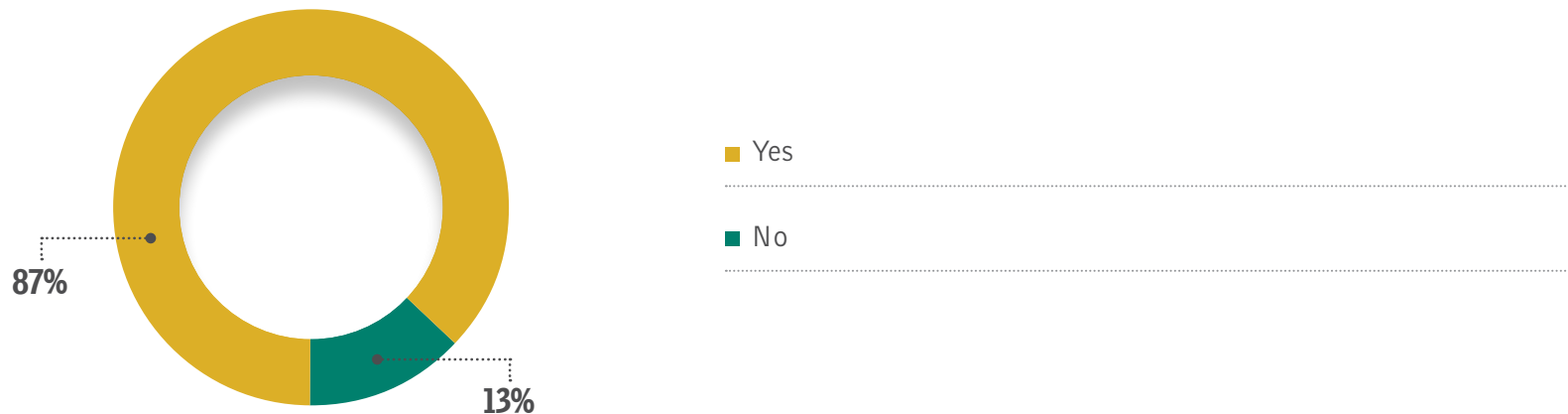
Question only asked of CEOs, chief financial officers, human resources officers or other bank officers.

\$6,550,000

Median compensation expense

4. Did your bank's overall compensation expense increase in fiscal year 2025?

Question only asked of CEOs, chief financial officers, human resources officers or other bank officers.



5. Overall, by what percentage did your bank's compensation expense increase in fiscal year 2025?

Question only asked of respondents who indicated their bank's compensation expense increased in 2025.

8%

Median increase in compensation expense

6. How do you expect artificial intelligence and automation to affect staffing at your bank in 2026?

Respondents were asked to select all that apply.

49% We plan to maintain existing staffing levels

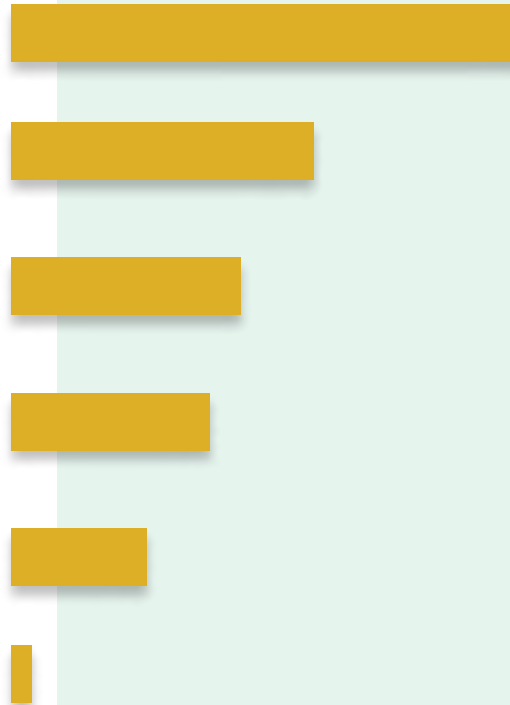
29% We plan to recruit/develop staff with new skill sets

22% We do not expect AI or automation to affect bank staffing

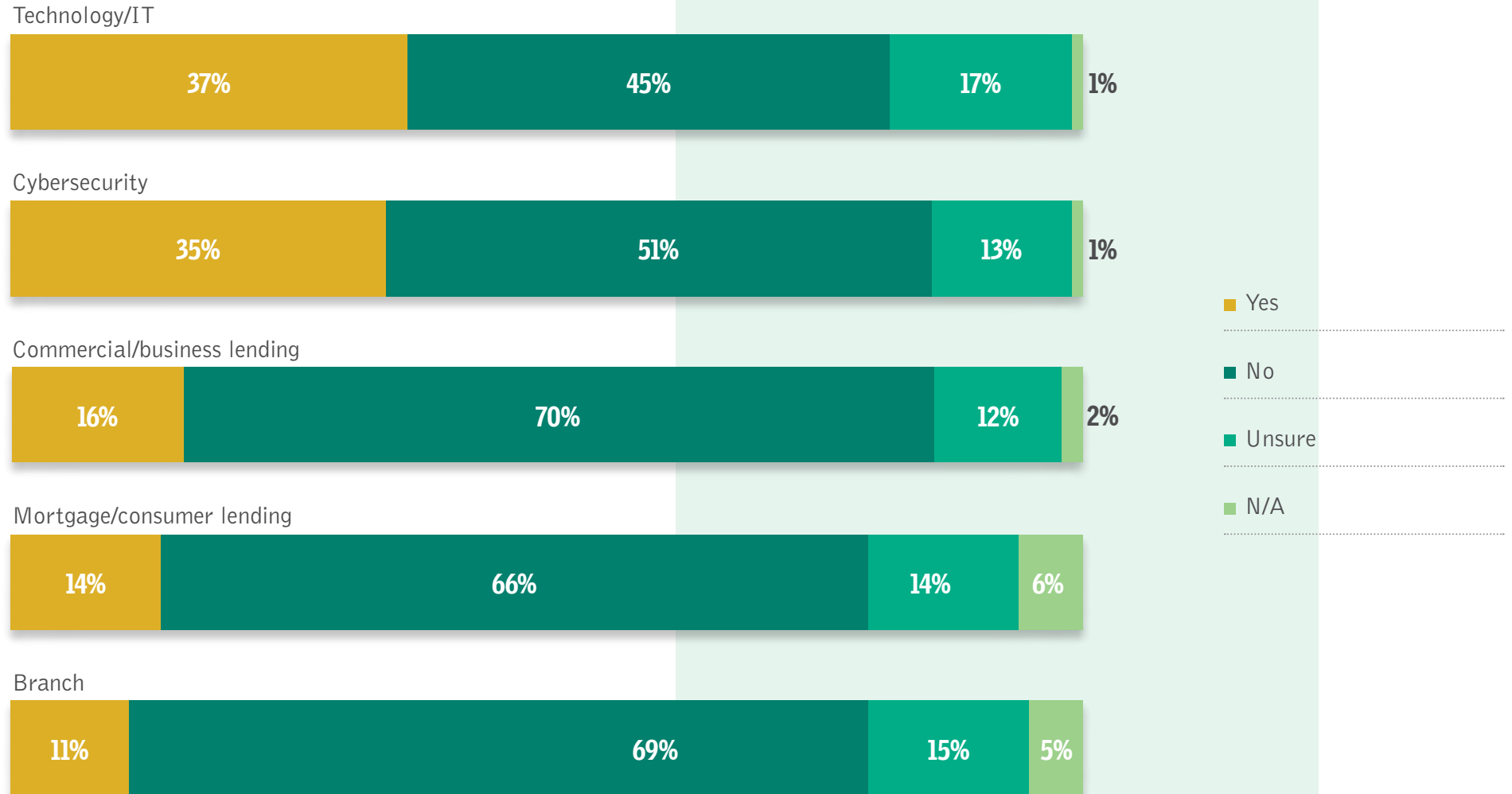
19% We expect to gradually shrink certain roles through attrition/retirements

13% We plan to reassign certain staff to other roles

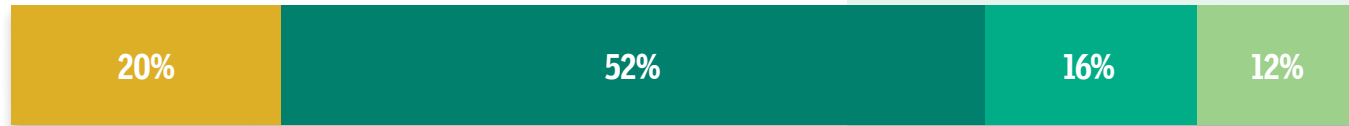
2% We expect to lay off staff in certain roles



7. In 2026, do you expect AI and automation to affect staffing in any of the following roles at your bank?



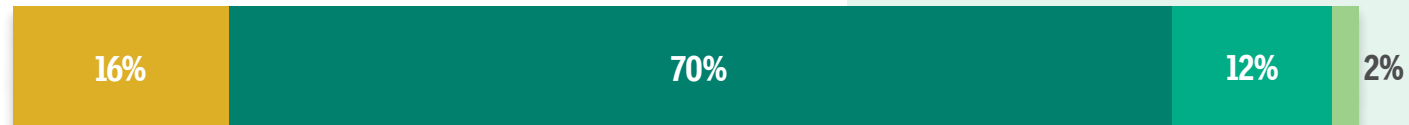
Call center or customer support



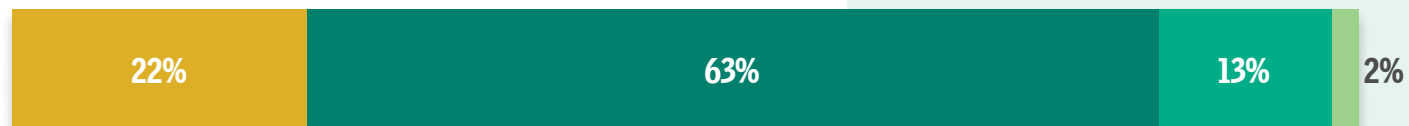
BSA/AML compliance



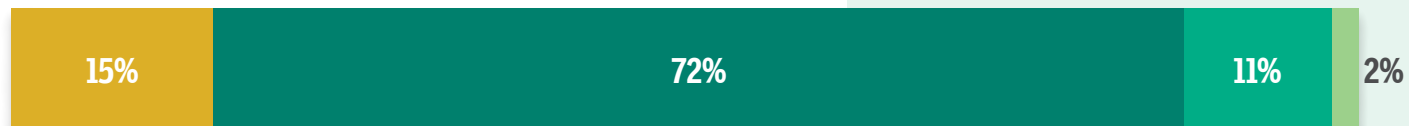
Audit/accounting



Marketing



Human resources



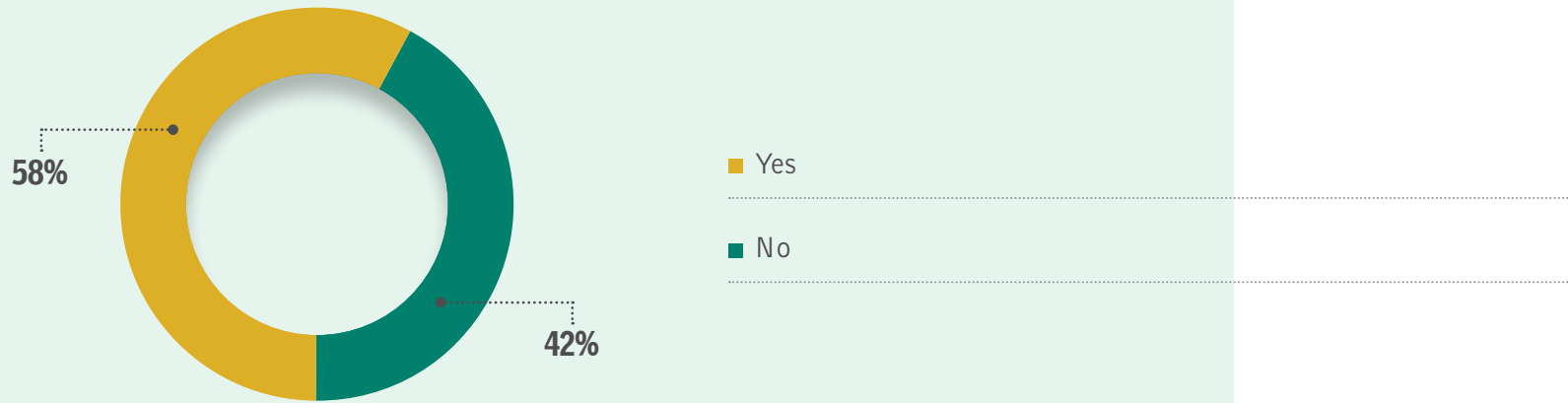
Yes

No

Unsure

N/A

8. Has consolidation via M&A occurred in your bank's market(s) in 2025-26?



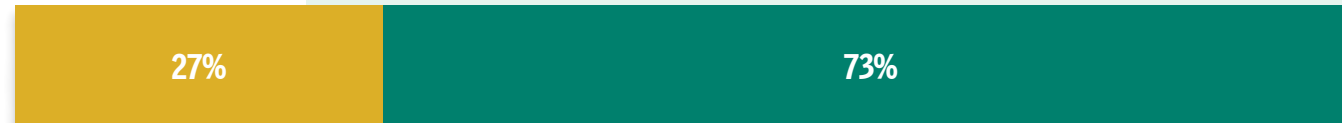
9. Has consolidation in your market(s) provided your bank with an opportunity to pick up talent in any of the following areas?

Question only asked of respondents who indicated consolidation in their market(s).

Commercial bankers



Technology talent



Executive talent



Retail bankers

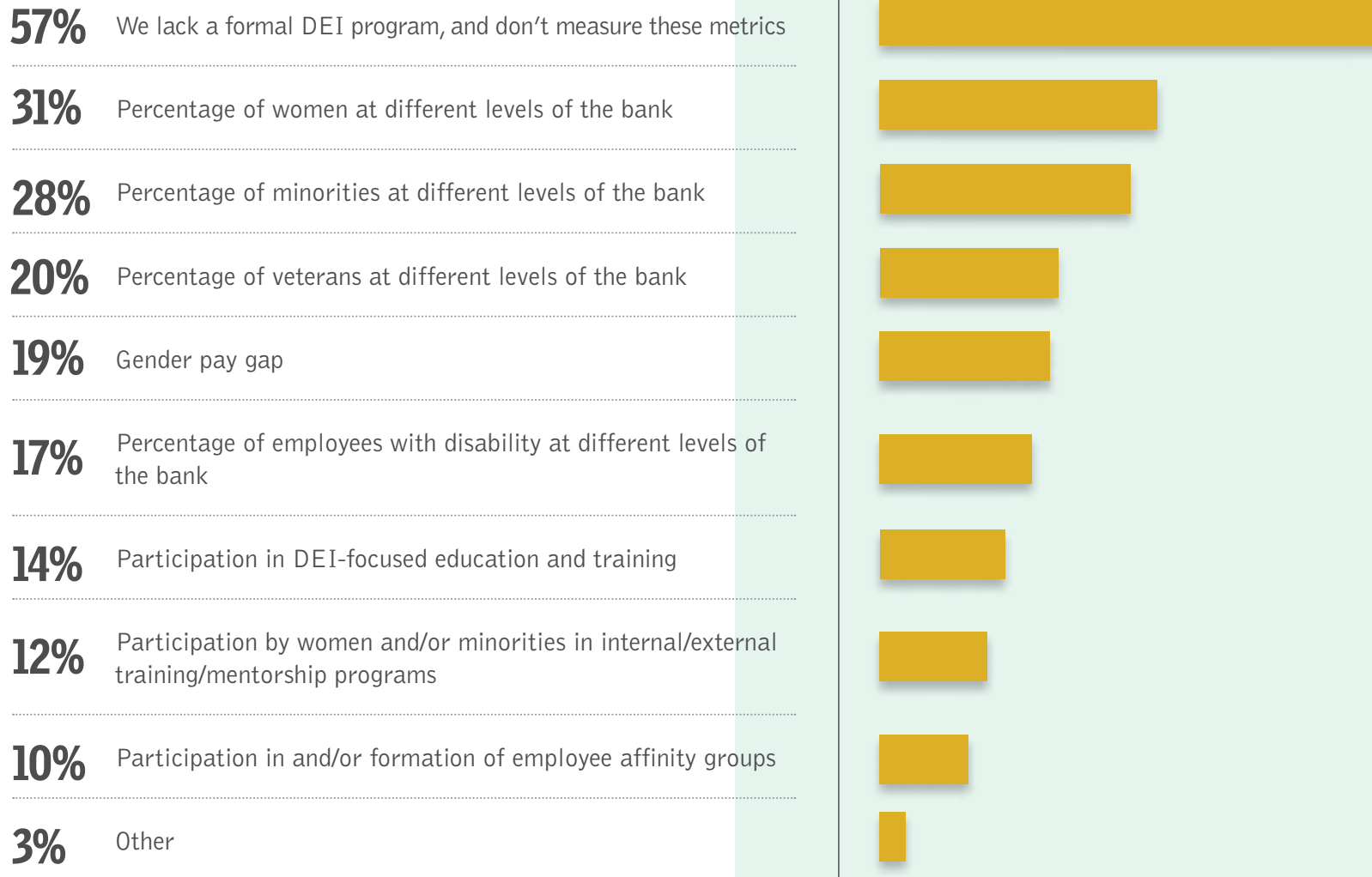


■ Yes

■ No

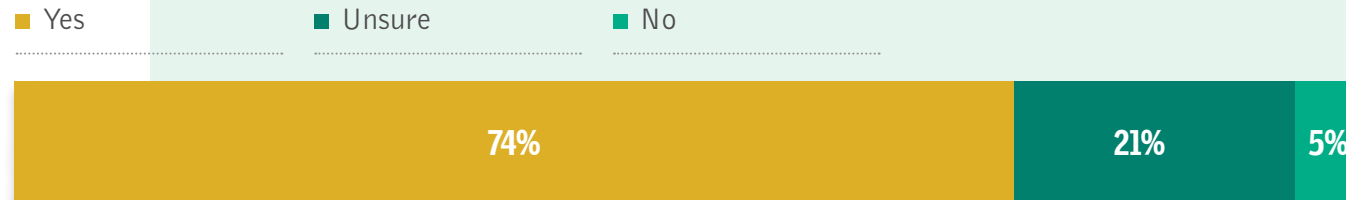
10. Does the bank measure any of the following when evaluating its diversity, equity & inclusion (DEI) progress or initiatives??

Respondents were asked to select all that apply.



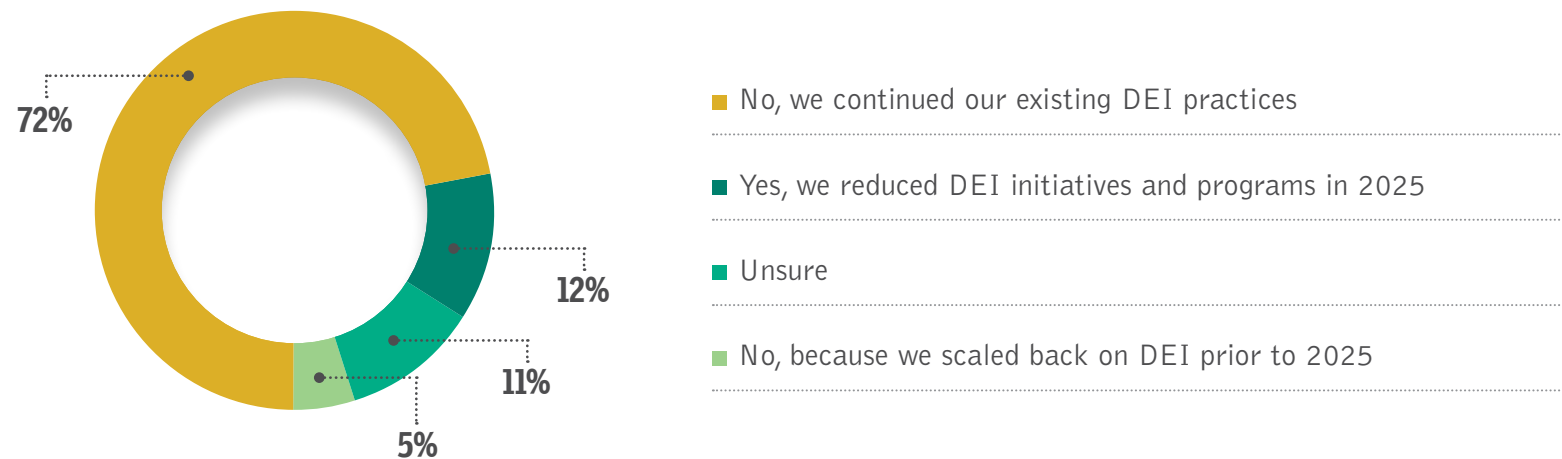
11. Do you believe your bank's diversity-focused initiatives provide value to the institution and its employees?

Question only asked of respondents who indicated their bank measures a specific metric when evaluating diversity, equity & inclusion initiatives.



12. Did your bank scale back DEI efforts in 2025?

Question only asked of respondents who indicated their bank measures a specific metric when evaluating diversity, equity & inclusion initiatives.



SUCCESSION PLANNING IN THE C-SUITE

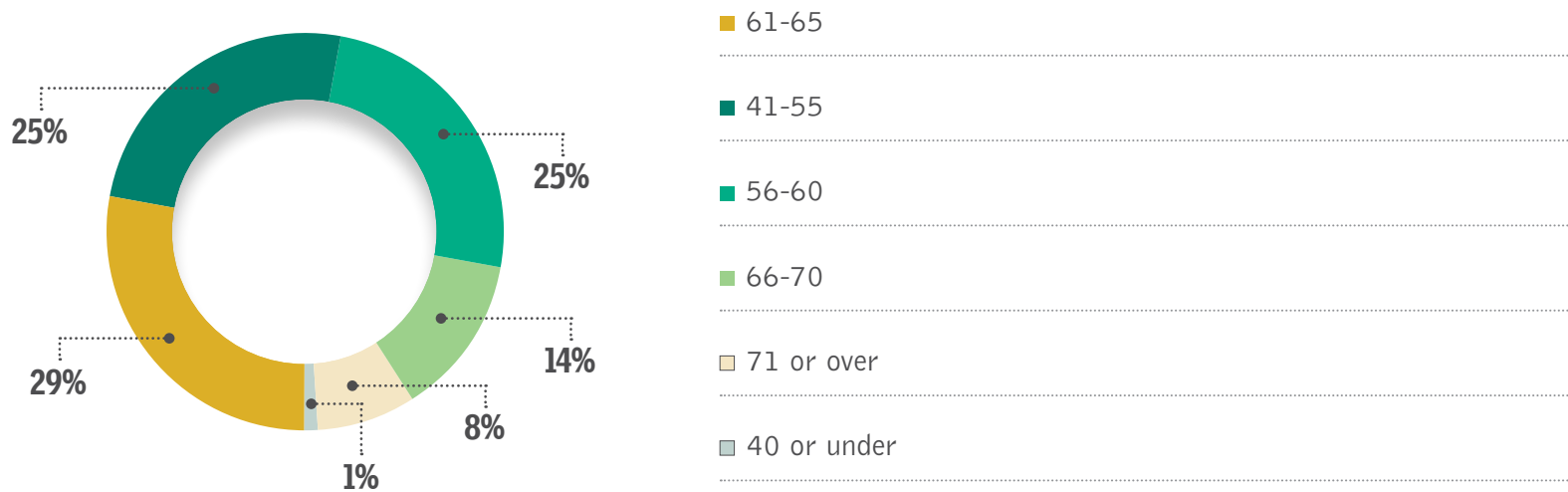
13. When do you expect your bank's CEO to depart or retire?

Question only asked of CEOs, board chairs, outside directors and lead directors. CEOs were asked to indicate their own expected retirement date.



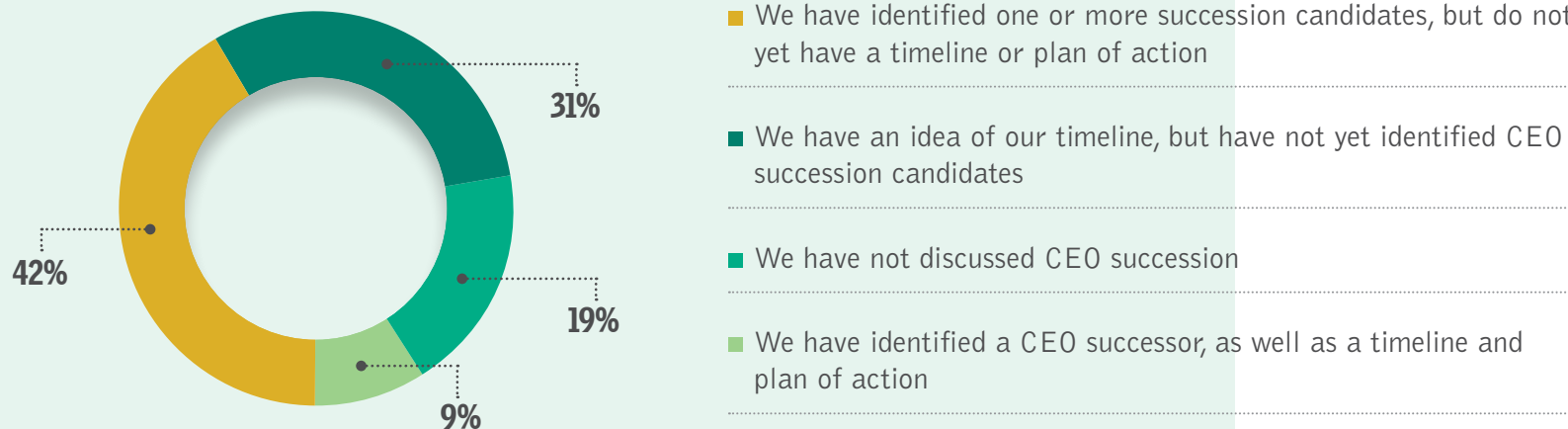
14. What is the age of your bank's CEO?

Proxy data included. CEOs were asked to indicate their own age. Numbers don't add up to 100% due to rounding.



15. Where is your bank in the succession planning process for your current CEO?

Question only asked of board chairs and outside directors. Respondents were asked to choose the statement that best describes their bank. Numbers don't add up to 100% due to rounding.



16. If your CEO departed unexpectedly tomorrow, how prepared is your identified successor to assume the role?

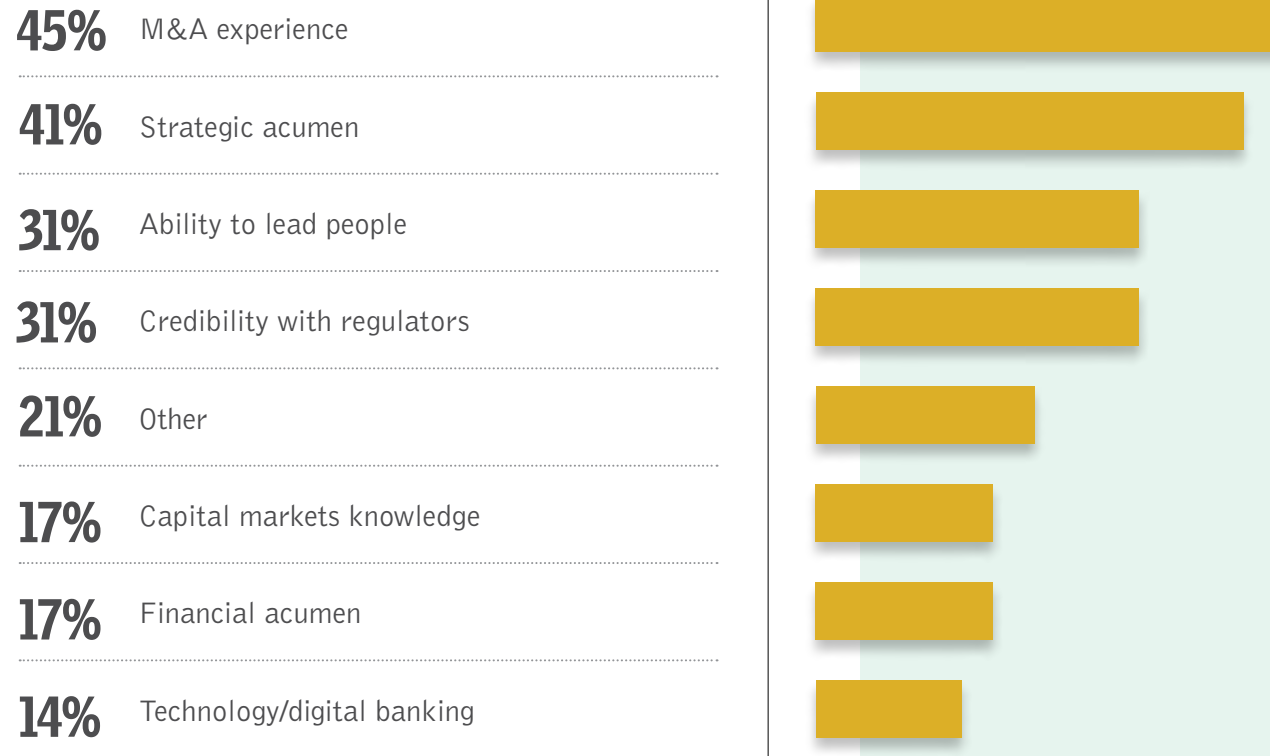
Question only asked of respondents who indicated their bank had identified at least one possible CEO successor.

- The candidate would be ready now
- The candidate would be ready within 12 months
- The identified successor would need more than 12 months to assume the role



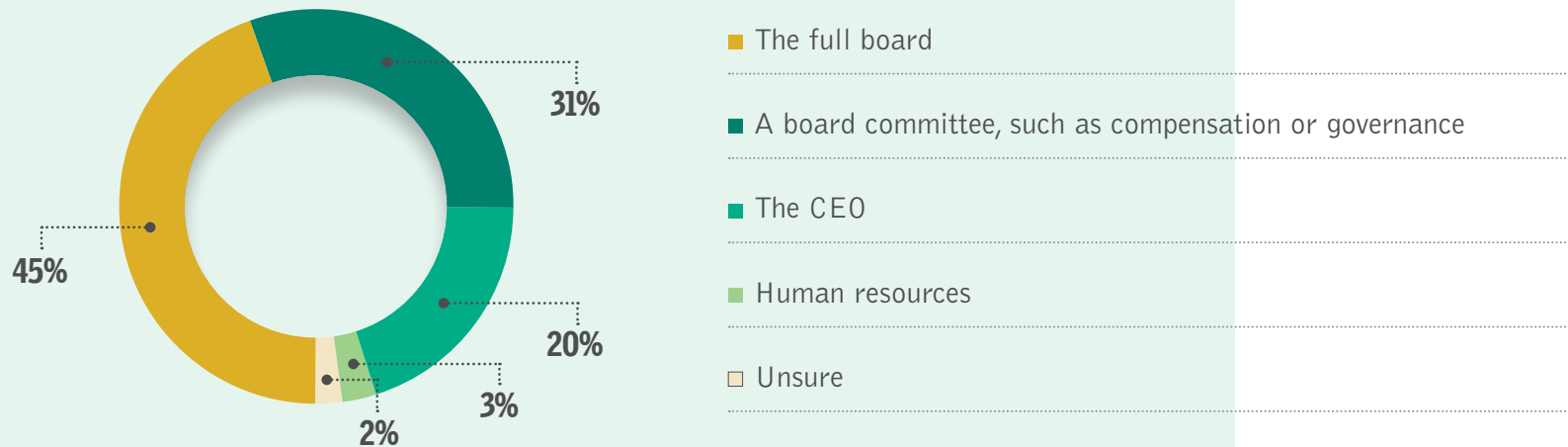
17. What are the three primary development gaps for your top CEO succession candidate?

Question only asked of respondents who indicated their bank had identified at least one possible CEO successor. Respondents were asked to select up to three options.



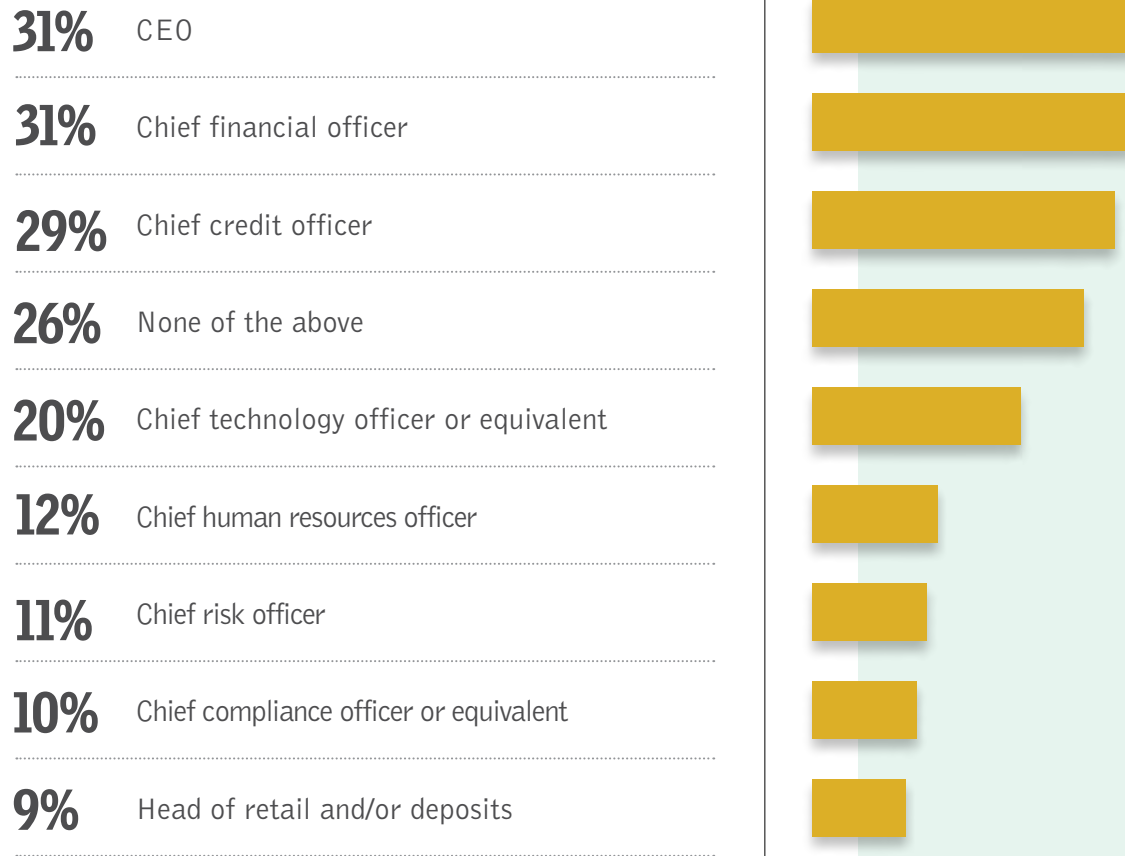
18. Who has primary responsibility for CEO succession planning at your bank?

Respondents were asked to select the option that most closely aligns with your bank. Numbers do not add up to 100% due to rounding.

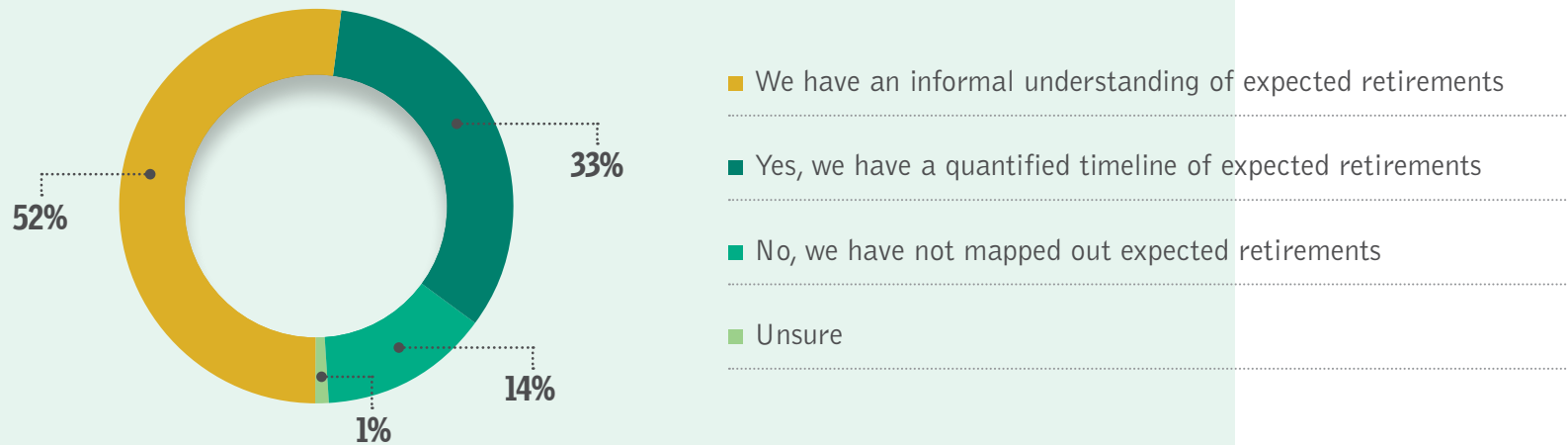


19. Thinking about executive succession planning at your institution, which of the following roles pose an elevated risk due to an expected retirement or departure?

Question only asked of CEOs, board chairs and directors. Respondents were asked to select all that apply.



20. Has your bank mapped out expected retirements in the C-suite over the next five years?



21. Thinking about the critical skills needed to support the bank's strategic plan, which capabilities are currently missing from your C-suite?

Question only asked of CEOs, board chairs and outside directors. Respondents were asked to choose up to three response options.



C-SUITE COMPENSATION

22. The CEO at my bank received the following types of compensation in fiscal year 2025.

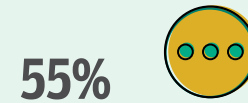
Proxy data included. Respondents were asked to select all that apply.



Salary



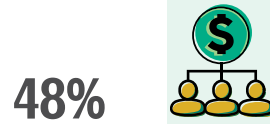
Cash incentive (bonus)



Other benefits & perks



Nonqualified deferred compensation
and/or retirement benefit



Equity grants



Synthetic equity grants

23. Enter the cash compensation amounts for the CEO of your bank for fiscal year 2025.

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

\$461,678

Salary

\$168,000

Cash incentive (bonus)

\$383,838

**Equity/long-term deferred
cash grants**

\$44,493

Benefits & perks

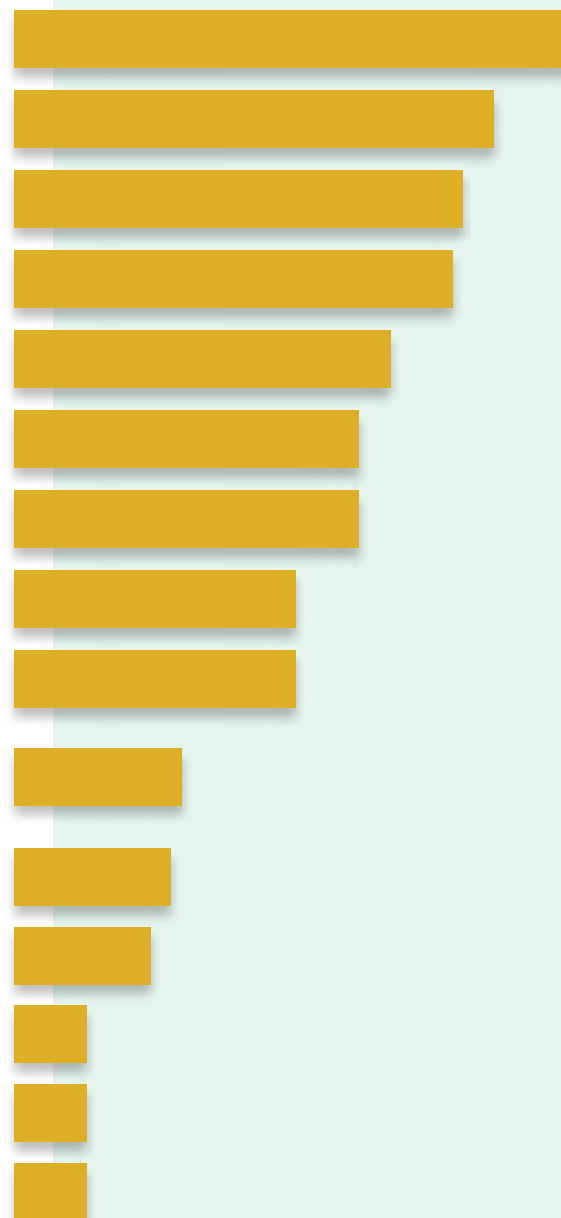
\$772,063

Total CEO compensation

24. Is your CEO's performance measured by any of the following metrics?

Respondents were asked to select all that apply.

54%	Return on assets
46%	Income growth
43%	Return on equity
42%	Asset quality
36%	Efficiency
33%	Deposit growth
33%	Loan growth
27%	CAMELS rating
27%	CEO compensation is not tied to performance metrics
16%	Earnings per share growth
15%	Credit or similar risk metrics
13%	Total shareholder return
7%	Tangible book value
7%	Employee retention
7%	Other metrics



25. Is your CEO's performance measured by any of the following qualitative factors?

Respondents were asked to select all that apply.

60% Strategic plan progress and/or completion of corporate goals

44% Good standing with regulators

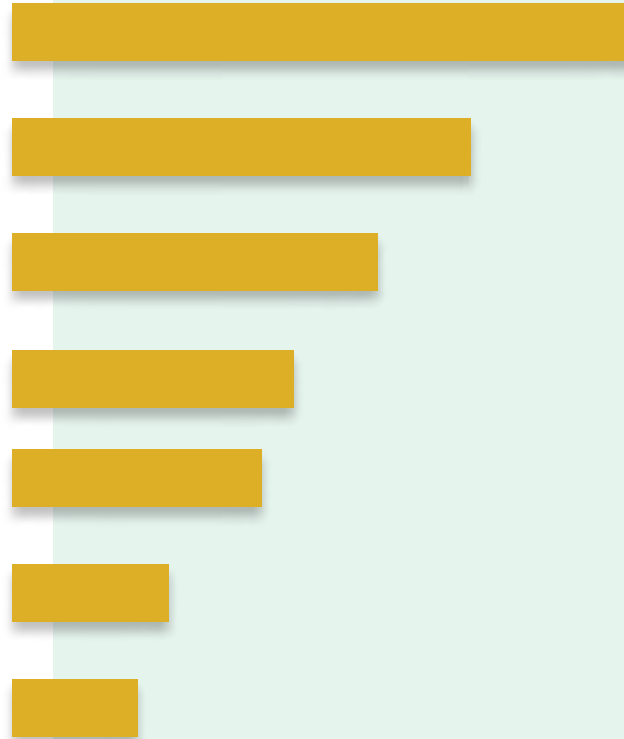
35% CEO compensation isn't tied to any qualitative factors

27% Community involvement

24% Employee satisfaction/engagement

15% Response to a crisis, emergency or similarly challenging situation

12% Development of a successor



26. The chief financial officer at my bank received the following types of compensation in fiscal year 2025.

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



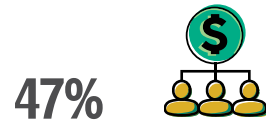
Salary



Cash incentive (bonus)



Other benefits & perks



Equity grants



Nonqualified deferred compensation
and/or retirement benefit



Synthetic equity grants

27. Enter the cash compensation amounts for the chief financial officer of your bank for fiscal year 2025.

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

\$268,593

Salary

\$75,327

Cash incentive (bonus)

\$160,742

Equity/long-term deferred cash grants

\$30,000

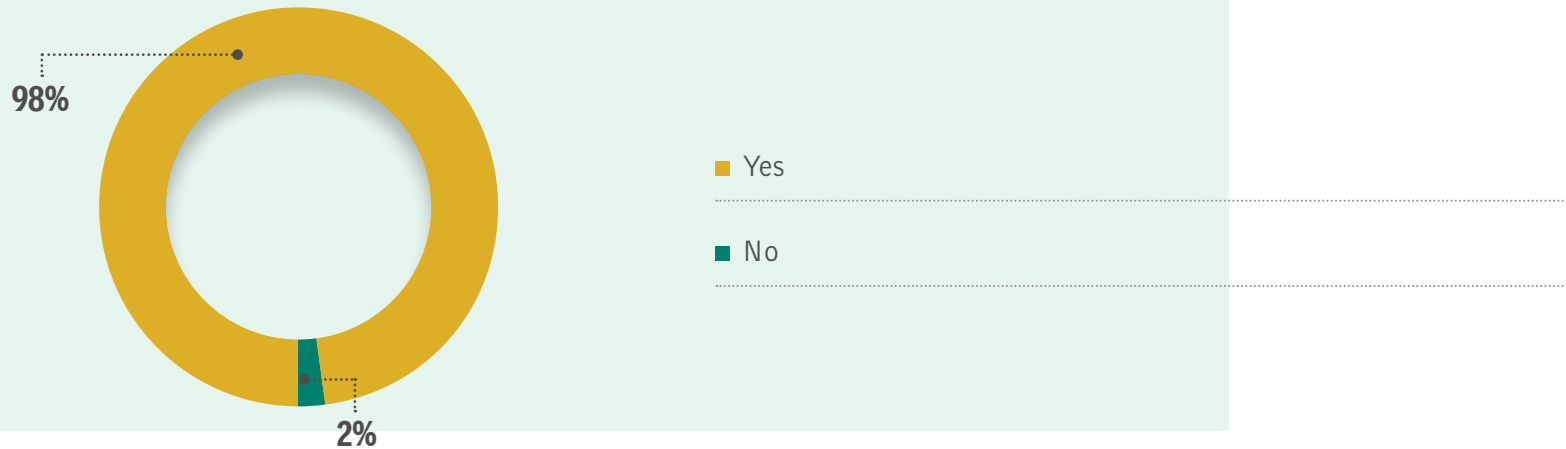
Benefits & perks

\$425,906

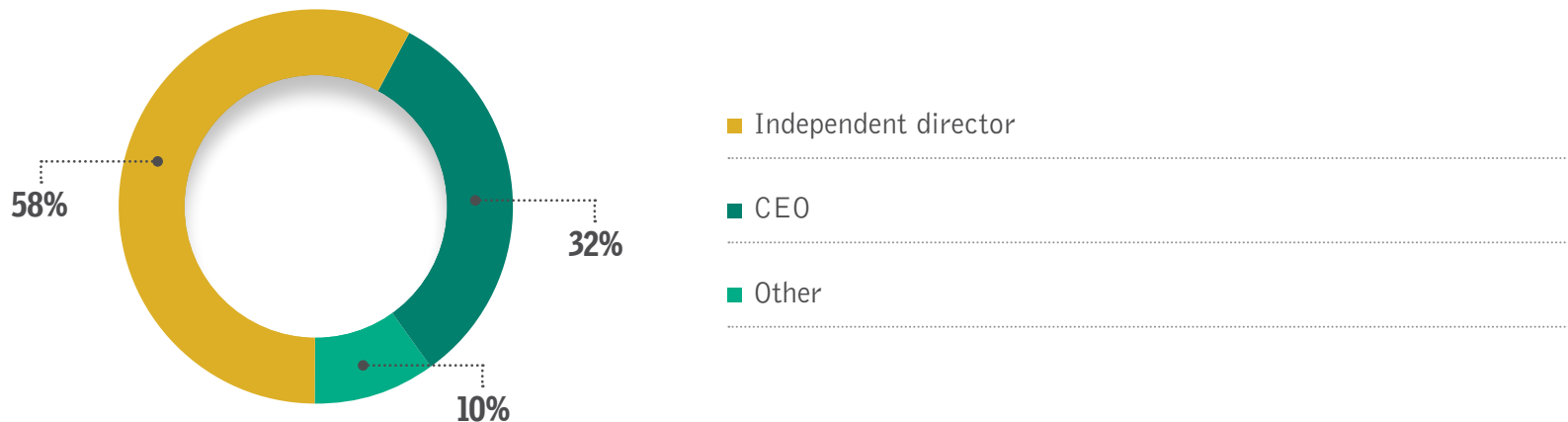
Total CFO compensation

DIRECTOR COMPENSATION

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

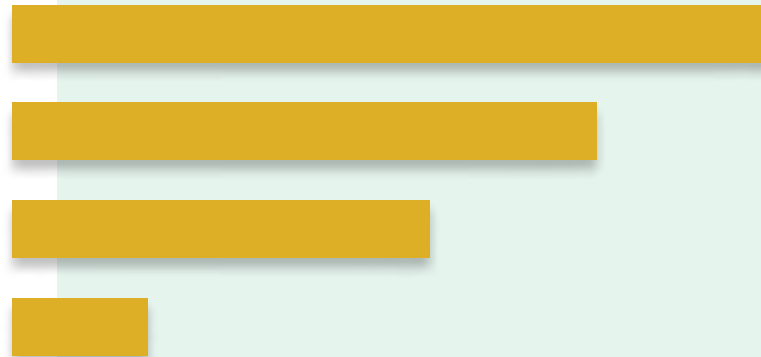
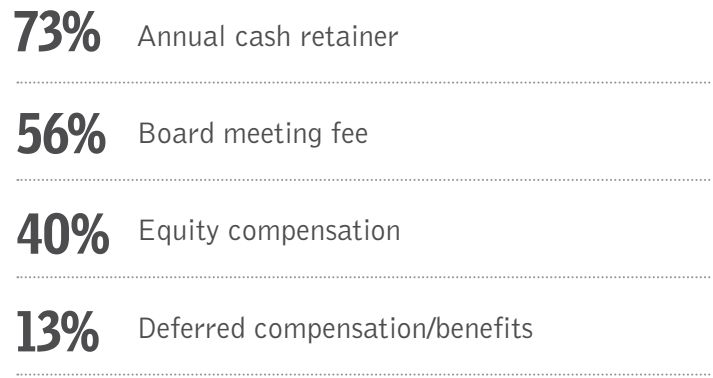


29. Is the chairman of the board also the CEO or an independent director?



30. The non-executive chairman at my bank receives the following types of compensation.

Respondents were asked to select all that apply.



31. Enter the cash compensation amounts for the non-executive chairman of your bank for fiscal year 2025.

Median values reported. Proxy data included. Respondents were asked to enter a value greater than zero or leave field blank. Questions only asked if the chair is an independent board member.

\$1,250

Board meeting fee

\$50,000

Annual cash retainer

\$40,000

Equity compensation

32. Outside directors at my bank receive the following types of compensation.

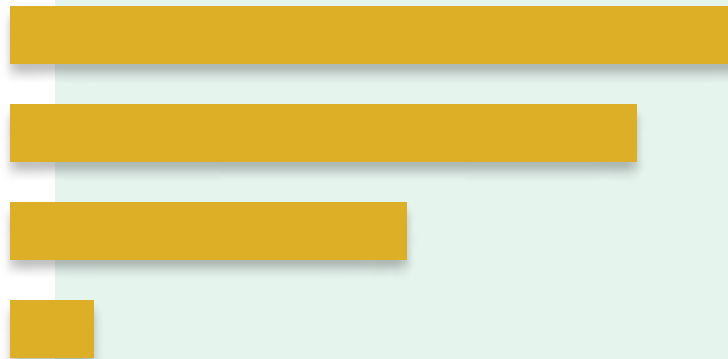
Respondents were asked to select all that apply.

- 70% Annual cash retainer

- 60% Board meeting fee

- 38% Equity compensation

- 8% Deferred compensation/benefits



33. Enter the cash compensation amounts for outside directors for fiscal year 2025.

Median values reported. Proxy data included. Only asked of respondents indicating that inside directors receive compensation for their board service.

\$1,100

Board meeting fee

\$35,417

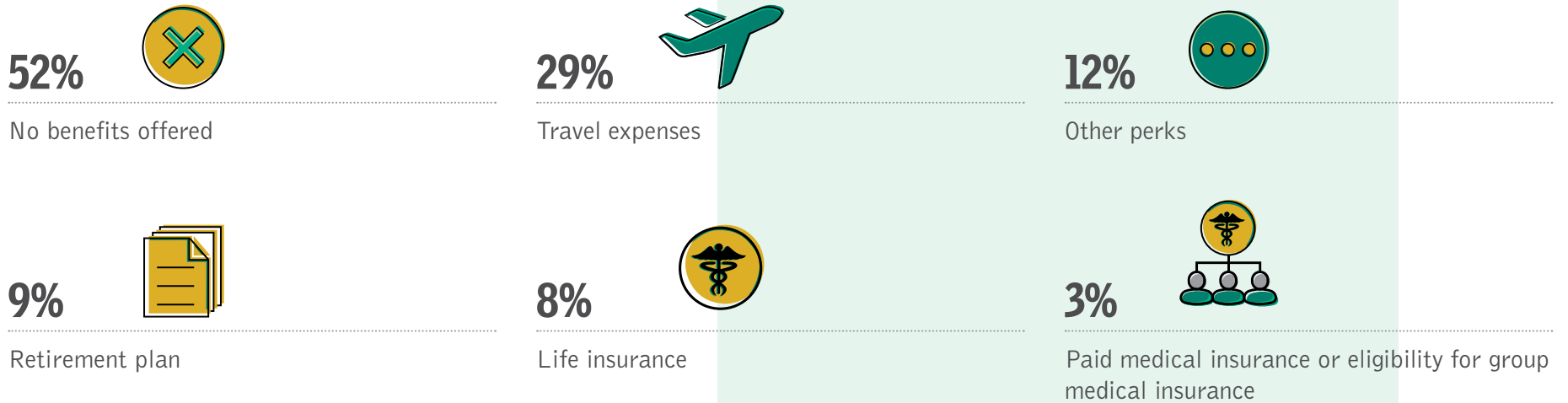
Annual cash retainer

\$40,000

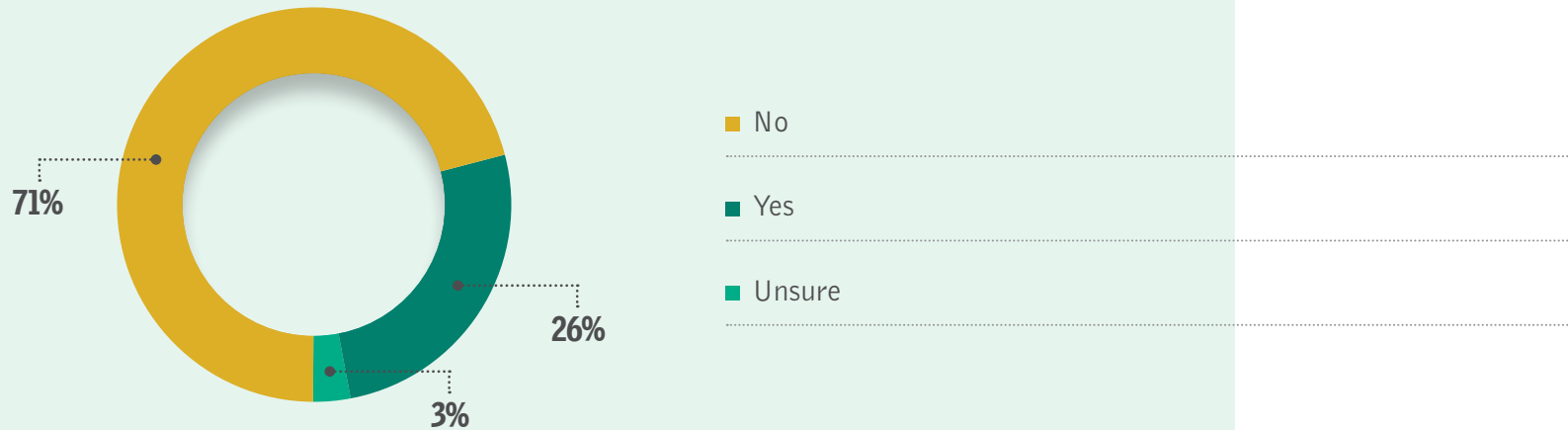
Equity compensation

34. Which of the following benefits and perks are offered to independent directors?

Respondents were asked to select all that apply.



35. Do inside directors receive compensation for their service on the board, in addition to their compensation as employees of the bank?



36. Enter the cash compensation amounts for inside directors for fiscal year 2025.

Median values reported. Proxy data included. Only asked of respondents indicating that inside directors receive compensation for their board service.

\$1,050

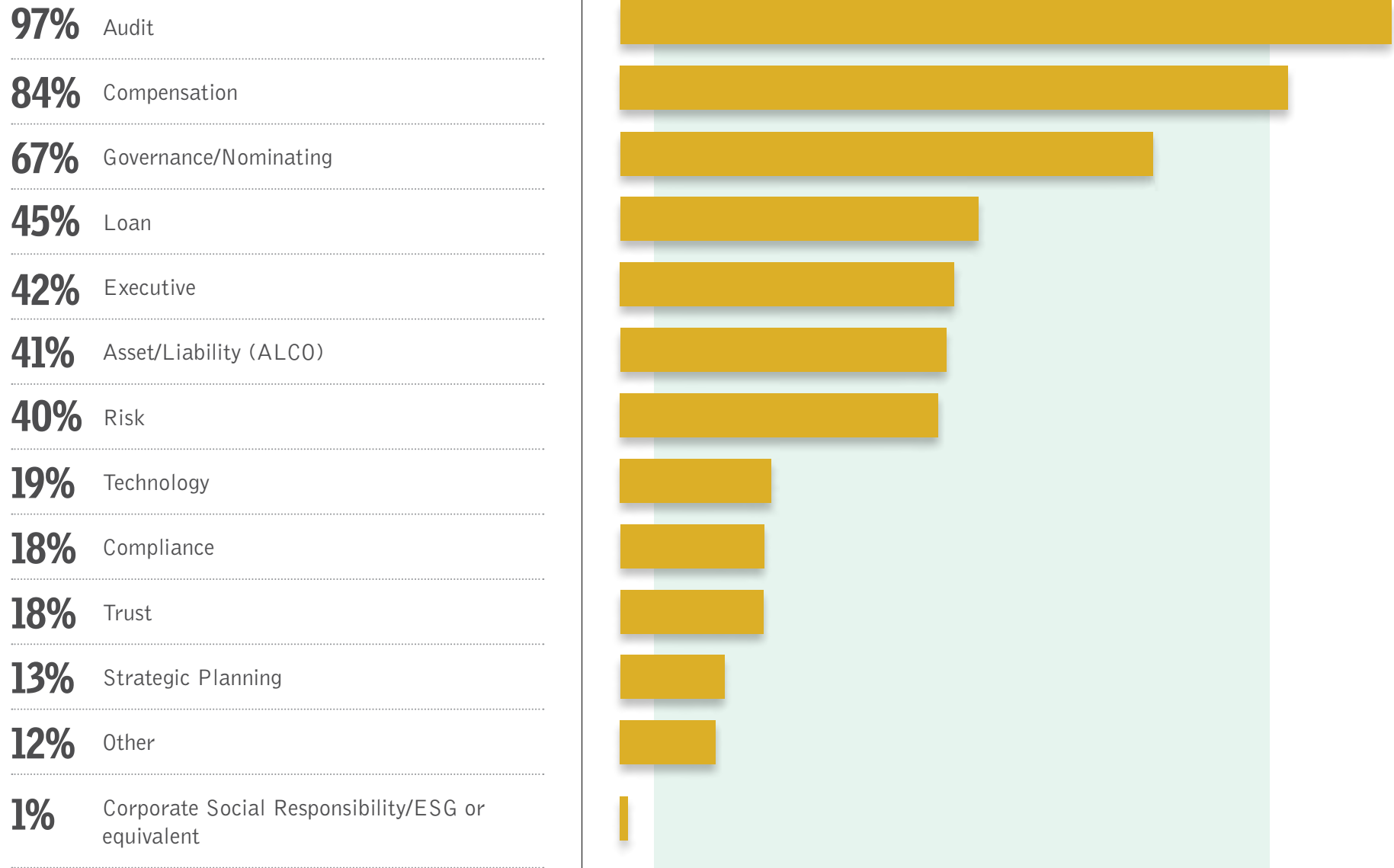
Board meeting fee

\$12,000

Annual cash retainer

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

Respondents were asked to select all that apply.



38. Does your board pay committee meeting fees or a retainer to committee members and/or committee chairs?

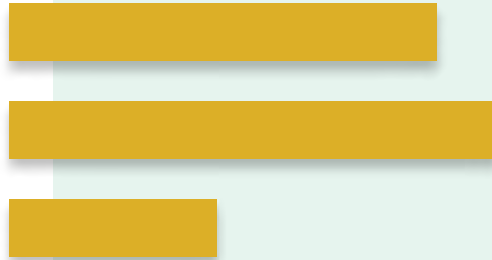
Respondents were asked to select all that apply.

Committee chairs

41% Yes, we pay meeting fees

47% Yes, we pay a retainer

20% We pay neither fees nor a retainer

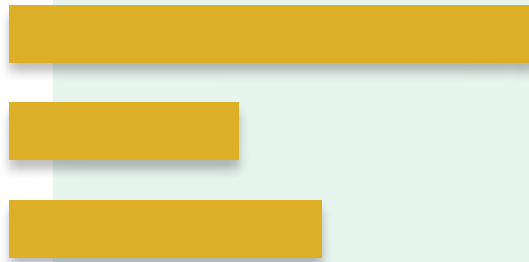


Committee members

51% Yes, we pay meeting fees

24% Yes, we pay a retainer

30% We pay neither fees nor a retainer



39. How many how many times did each of the following meet in fiscal year 2025? How many board members serve on each?

	Membership	Meeting frequency
Holding company	9	9
Lead bank	10	12
Audit	5	5
Compensation	4	4
Governance/nominating	4	4
Executive	5	4
Loan	5	12
Risk	5	4
Technology	4	4

40. Enter the per-meeting fees your bank paid in fiscal year 2025 for each committee.

Respondents were asked to select the options that best apply to their board's committees.

	Committee members	Committee chair
Audit	\$540	\$673
Compensation	\$500	\$563
Governance/Nominating	\$530	\$650
Executive	\$575	\$575
Loan	\$438	\$500
Risk	\$850	\$1,000
Technology	\$550	\$725

41. Enter the retainer your bank paid in fiscal year 2025 for each committee.

Median values reported. Proxy data included. Respondents were asked to enter a value greater than zero or leave field blank. Questions only asked if the chair is an independent board member. **Indicates a count of less than 10 within a field.

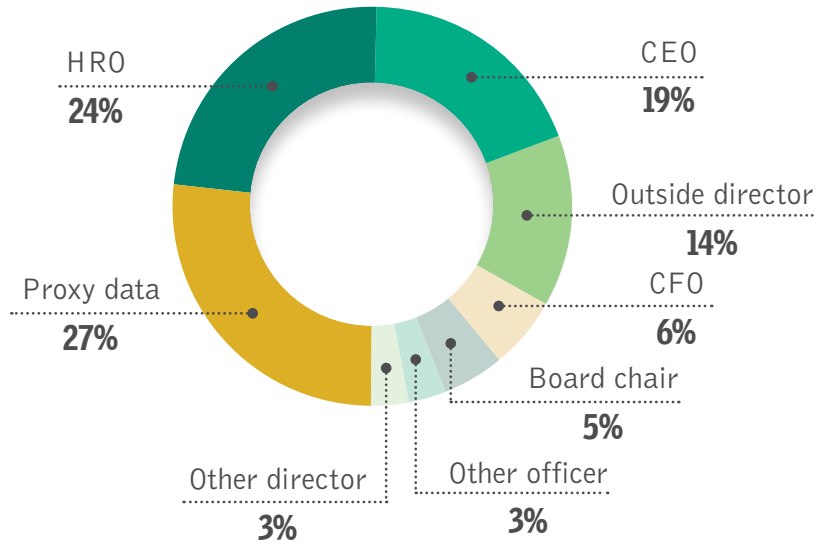
	Committee chair	Committee members
Audit	\$15,000	\$8,000
Compensation	\$10,000	\$6,000
Governance/Nominating	\$10,000	\$5,000
Executive	\$12,000	\$18,000**
Loan	\$4,000	\$5,400
Risk	\$12,500	\$8,000
Technology	\$12,000	\$8,000**

ABOUT THE SURVEY

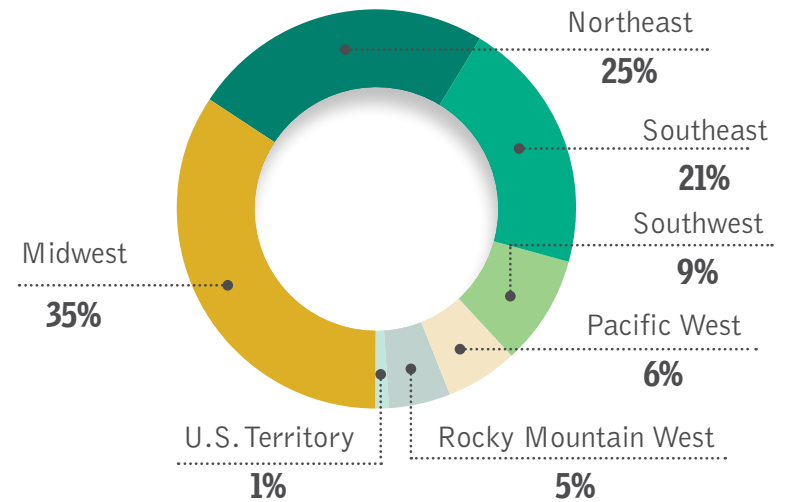
Bank Director’s 2026 Compensation & Talent Survey, sponsored by Chartwell Partners, surveyed 292 independent directors, chairs, CEOs, human resources officers and other executives of U.S. banks below \$100 billion in assets. The survey regularly tracks compensation for bank CEOs and directors. It also examines succession planning issues in the C-suite, as well as the impacts of M&A and emerging technologies. The survey was conducted in March and April 2026. Compensation data for directors, non-executive chairs and CEOs for fiscal year 2025 was also collected during this period from the proxy statements of 108 publicly traded banks.

TITLE

Numbers don’t add up to 100% due to rounding.



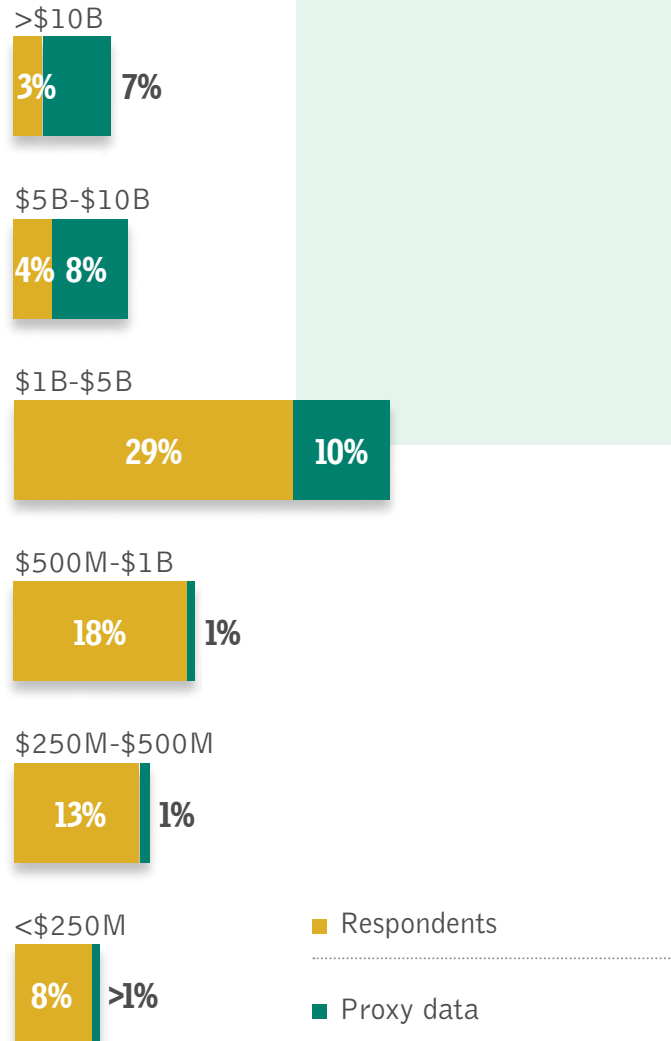
REGION*



*Regions defined as follows: Midwest (IL, IN, IA, KS, MI, MN, MO, NE, ND, OH, SD, WI); Northeast (CT, ME, MA, NH, NJ, NY, PA, RI, VT); Pacific West (AK, CA, HI, OR, WA); Rocky Mountain West (CO, ID, MT, NV, UT, WY); Southeast (AL, AR, DE, DC, FL, GA, KY, LA, MD, MS, NC, SC, TN, VA, WV); Southwest (AZ, NM, OK, TX)

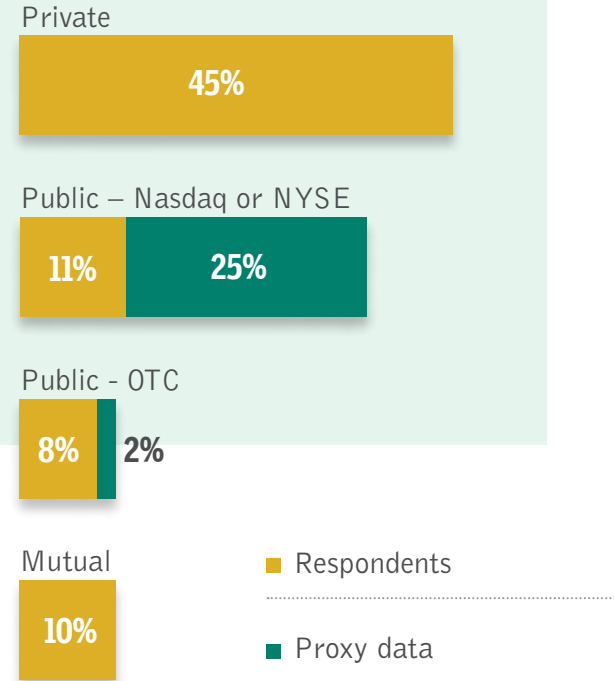
ASSET SIZE

*Numbers don't add up to 100% due to rounding.



OWNERSHIP STRUCTURE

*Numbers don't add up to 100% due to rounding.



IS AT LEAST 30% OF YOUR BANK CONTROLLED BY A SINGLE FAMILY?

■ No ■ Yes



IN GENERAL, HOW WOULD YOU PRIMARILY DESCRIBE YOUR BANKS' MARKETS?

■ Predominantly rural ■ Predominantly suburban/ outside a major metro area ■ Predominantly urban/ metropolitan



HOW WOULD YOU CHARACTERIZE YOUR BANK'S GROWTH OBJECTIVES FOR 2026?

Respondents were asked to choose the option that best describes their bank.

■ We will focus on organic growth ■ We expect to acquire another bank ■ Other

