

A photograph of the Nashville skyline at night, featuring the AT&T Building and other skyscrapers illuminated against a dark sky, with the city lights reflecting on the water in the foreground.

# BankDirector®

Strong Board. Strong Bank.

## SEPTEMBER 11-12

# BANK BOARD TRAINING FORUM

Building A High Performance Board!

**Nashville, TN** | *JW Marriott Nashville*

### Pre-Conference Events:

- Director Certification Workshop
- Bank Compensation Workshop

***Early Rates Expire May 12, 2023!***

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

# BANK BOARD TRAINING FORUM

Building A High Performance Board

Today, we are seeing new challenges affecting the industry - from regulatory updates to cybersecurity issues, as well as increased investor requirements and rising customer and shareholder concerns. As our industry continues to face challenges, it is imperative for bank executives and members of the board to stay on top of emerging issues, be up-to-date on trends and hone in on opportunities to drive success while steering clear of missteps.

According to Bank Director's 2023 Risk Survey, there is also a heightened concern amongst bankers around liquidity management, credit and consumer risk. The survey was fielded in January, prior to a run on deposits imperiling several institutions, and at that time, respondents of the survey cited cybersecurity (83%), compliance (70%) and managing the balance sheet as the highest priorities.

With this in mind, Bank Director hosts our annual Bank Board Training Forum providing a comprehensive program that addresses these industry challenges and allows for you to plan for your bank's future growth. This year's agenda provides directors and executives with the latest and most critical education from today's leading experts as we dive into timely topics such as:

- Growth Opportunities For Your Bank
- Governance
- Responsibilities of Management & the Board
- Risks In Banking
- Addressing The Challenging Compensation Landscape
- Regulatory & Industry Updates

In addition, the Bank Board Training Forum hosts exclusive Bank CEO, Chair and Lead Director Peer Exchanges that allow participants leading their institutions the opportunity to meet with peers from across the U.S. to discuss opportunities and headwinds in a closed-door, off-the-record setting.

We hope after reviewing the enclosed agenda you and your team join us this September. To register, please call our events department at (877) 397-7595, email [events@bankdirector.com](mailto:events@bankdirector.com) or visit us online at [BankDirector.com](https://BankDirector.com).

We look forward to seeing you and your team in our hometown of Nashville!



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# BANK BOARD TRAINING FORUM

Building A High Performance Board

## TRAINING & EDUCATION FOR BANKS OF ALL SIZES

Whether you are a leader at a small, midsize or large organization, this year's Bank Board Training Forum shares top strategies, reveals best practices and unlocks key insights that can be implemented to drive change and achieve your strategic goals.

Join in peer led groups and hear from leading industry experts as they cover important topics including:

- Compensation In 2023
- Corporate Governance
- Regulation Insights
- Strategic Planning
- Incentive Plan Design
- Attracting & Retaining Talent
- Succession Planning
- Audit & Risk Management

## EXCLUSIVE OFF THE RECORD PEER EXCHANGES

Developed specifically for a bank's CEO, Chairman and Lead Director, these exclusive Peer Exchanges allow participants leading their institutions the opportunity to meet with their peers from across the U.S. to address challenging issues and emerging opportunities in a closed-door, off-the-record setting.

Discussions are led by expert industry advisors and include topics around, compensation and talent, organic growth, audit and risk, legal, governance, as well as technology challenges and opportunities.

## JOIN YOUR PEERS!

During the Bank Board Training Forum, you have the opportunity to meet and build connections with banking leaders to strengthen your networking circle, get fresh ideas and grow in confidence.

## BOARD RETREATS & STRATEGIC PLANNING MEETINGS

Conduct your next board retreat at our upcoming Bank Board Training Forum! Building on top of last year's feedback, this year's agenda provides attendees with sessions focused on each committee, important topics such as governance and risk to compensation and audit, as well as a strong focus on broader strategic issues.

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

## CONTINUING PROFESSIONAL EDUCATION CREDITS



Continuing Professional Education credits are available for accountants – up to a maximum of 12 credit hours (total credits are awarded based on specific sessions attended).

# BANK BOARD TRAINING FORUM

Building A High Performance Board



## **Pre-Conference Event**

# **DIRECTOR CERTIFICATION WORKSHOP**

**Sunday, September 10**

Helping Strong Boards Build  
Strong Banks!

The Bank Director Certification Workshop is a comprehensive training program designed for those new to serving on a bank board or those seeking directorship at a financial institution.

WORKSHOP

# BANK BOARD TRAINING FORUM

Building A High Performance Board

## WORKSHOP AGENDA

*\*Agenda subject to change*

### 9:30 AM - 10:00 AM **Registration + Breakfast**

### 10:00 AM - 10:10 AM **Welcome**

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.

### 10:10 AM - 10:25 AM **Experiences of Being A Board Member**

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

### 10:25 AM - 11:05 AM **The Attributes of a Strong Board Culture**

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.

### 11:05 AM - 11:45 AM **Role of the Board**

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.

### 11:45 AM - 12:45 PM **Workshop Lunch**

Take time to meet with your peers during the networking lunch.

### 12:45 PM - 1:25 PM **Regulation**

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.

### 1:25 PM - 2:05 PM **Role of the Independent 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. 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 - 2:45 PM      Evaluating Board & Director Performance**

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.

**2:45 PM - 3:00 PM      Refreshment Break**

**3:00 PM - 3:40 PM      The Board Governance Process**

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.

**3:40 PM - 4:45 PM      Peer Collaboration**

We conclude the day with a session that allows small groups to come together and discuss what they learned today, as well as share experiences with each other. The Workshop leaders will move from group to group to answer any questions that come up.

**4:45 PM - 5:45 PM      Bank Board Training Forum Welcoming Reception & Registration**

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

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

— PAST CONFERENCE ATTENDEE

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# BANK BOARD TRAINING FORUM

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## **Pre-Conference Event**

# **BANK COMPENSATION WORKSHOP**

**Sunday, September 10**

**Taking Compensation & Talent  
To The Next Level!**

The Bank Compensation Workshop provides an up-to-the minute, hands-on, interactive overview for compensation committee members/chairs and HROs. The objectives of the pre-conference workshop are to equip participants to perform effectively and sustainably in their roles, to provide confidence in the execution of their duties and to give all attendees context in order to maximize their overall conference experience. Following the morning Workshop, attendees are broken into small groups for closed-door, off-the-record peer exchanges.

WORKSHOP

# BANK BOARD TRAINING FORUM

Building A High Performance Board

## WORKSHOP AGENDA

*\*Agenda subject to change*

9:30 AM - 9:00 AM **Registration + Breakfast**

9:00 AM - 12:20 PM **Workshop**

During the morning workshop, attendees will hear from industry experts addressing topical compensation issues facing today's compensation committees:

- Compensation trends
- Regulatory issues
- Attracting and retaining talent
- Culture

12:20 PM - 1:30 PM **Networking Lunch**

🔄 1:30 PM - 3:00 PM **Workshop Peer Exchanges: Key Compensation Conversations**

Off-the-record peer exchanges, exclusive to banker attendees, allow those from similar, non-competitive institutions the chance to meet in closed-door sessions for candid discussions around compensation issues. Groups are determined by title, type of institution (private or public) and asset size of the bank.

**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, pledging policies or clawback policies?

**Human Resources Officers** may discuss topics such as:

- What are the biggest challenges your bank is having with executive compensation?
- How do you and your staff support the compensation committee?
- What types of performance measures do you use in your incentive plans for executives in your bank?

*“I appreciate the openness and candor with which peers shared their experiences.”*

— PAST CONFERENCE ATTENDEE

3:00 PM - 3:15 PM

**Refreshment Break**

➔ 3:15 PM - 4:45 PM

**Workshop Peer Exchanges: Finding & Developing Talent**

The same groups of similar attendees meet in closed-door, off-the-record peer sessions for candid discussions around the issues of talent.

**Compensation Committee Chairs and Members** may discuss topics such as:

- What is the trajectory for young talent in your organization?
- How do you work with your Human Resources department?
- 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?

**Human Resources Officers** may discuss topics such as:

- Is there anything that your bank has done that would be helpful to share with the group around best practices related to talent acquisition?
- How do you balance your duty to the board and your duty to senior management, and how do you handle conflicts between the two when they arise?
- Are you considering or has your bank implemented a Universal Banker in branches?

*“A great rare opportunity to  
get together with diverse people  
who share the same issues.”*

— PAST CONFERENCE ATTENDEE

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# BANK BOARD TRAINING FORUM

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# RECEPTION & REGISTRATION

## Sunday, September 10

4:45 PM - 5:45 PM

**Bank Board Training Forum Welcoming Reception  
& Registration**

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

WE  
WELCOME

# BANK BOARD TRAINING FORUM

Building A High Performance Board

On the first day of the Forum, gain insight on risk management, industry challenges and opportunities, as well as accounting issues affecting banks today.

## Monday, September 11

*“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 CONFERENCE ATTENDEE

## AGENDA AT-A-GLANCE

*\*Agenda subject to change*

### 7:00 AM - 8:00 AM **Breakfast & Registration**

### 8:00 AM - 8:05 AM **Day One Welcome**

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

### 8:05 AM - 8:35 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.

### 8:35 AM - 9:05 AM **Growth Opportunities For Your Bank**

This session focuses on the ways a bank can grow today – from M&A to organic growth – and all of the many ways that each can increase the profitability of your business.

### 9:05 AM - 9:35 AM **Governance – Responsibilities of Management and the Board**

Culture, composition and governance practices – all of these are critical elements for boards. In this session, we explore ways bank boards can fulfill their oversight role, support management and maintain the bank's vision, mission and values.

### 9:35 AM - 9:55 AM **Refreshment Break**

### ➔ 9:55 AM - 10:45 AM **Exclusive CEO, Chairman & Lead Director Peer Exchange: Session I**

During the peer exchange sessions, CEOs, chairmen and lead directors candidly discuss a variety of 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 in the following list:

### ➔ **Peer Exchange I: Growth Opportunities**

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 is that likely to 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?

# BANK BOARD TRAINING FORUM

## Building A High Performance Board

### ➔ Peer Exchange II: Compensation & Talent

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?

### ➔ Peer Exchange III: Legal & Governance

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 with regard to the ongoing performance of the bank and its strategic direction?

### ➔ Peer Exchange IV: Audit & Risk

Examples of topics discussed include:

- 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 committee/risk committee play in setting the risk appetite for the institution?
- What role should risk governance play in strategic planning?
- What staffing and resources are devoted to regulatory compliance?

### ➔ Peer Exchange V: Innovation & Technology

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?
- Do you feel that your board has 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 - 10:25 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 I: Bank Director 101: Compensation Primer**

The Bank Director 101 sessions are for the newer directors in our audience. These sessions focus on the basics that all directors must know as they participate in board meetings. This session is focused on the topic of compensation – and the many facets that a good director needs to understand.

**Breakout II: Managing Concurrent Loan Growth & Credit Quality Pressures in an Uncertain Environment**

In this session, we discuss ways to balance the priorities and quantify the key portfolio metrics, particularly from a bank's risk management perspective.

**Breakout III: Incorporating Risk into the Strategic Planning Process**

Community bank risk specialists should have significant input into the strategic planning process, but they don't; they rely instead on regulatory and compliance issues, and leave the strategic thinking to others. In this session, we share how and why banks need to incorporate risk in all aspects of strategic planning.

**Breakout IV: The Impact of ESG**

Find out what boards need to know about environmental, social and governance (ESG) issues in this information packed session.

**10:35 AM - 11:05 AM Breakout Sessions** *(select one)*

Breakout sessions continue for members of the board and senior executives attending the Forum.

**Breakout I: Bank Director 101: Audit Primer**

The Bank Director 101 sessions are for the newer directors in our audience. These sessions focus on the basics that all directors must know as they participate in board meetings. This session is focused on the topic of audit – and the many facets that a good director needs to understand.

**Breakout II: The War for Attracting Talent in Banking: New Realities, New Strategies**

Talent has become the defining element for success in today's highly competitive and evolving industry. Now more than ever, bank leaders and board members need to adapt to the new realities of the talent landscape and craft strategies to differentiate and succeed in the battle for employees. This session provides insights into best practices in the evolving talent market.

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## Breakout III: Addressing Today's Most Pressing Challenges

Technology is cited as one of the most challenging issues facing banks today. This high energy session is full of valuable insights into how to manage pressing technology challenges, including managing the deterioration of your core system; vendor service licensing agreements and support levels related to technology deployment projects; cloud planning, network and data administration migration to the cloud; web-traffic data intelligence, and CRM platform planning and deployment.

## Breakout IV: Positioning Your Bank For Sustainable Growth

You want to grow; you need to grow, but how do you best position your bank for growth? What do you do – and maybe more importantly, what do you not do?

### ➔ 10:55 AM - 11:45 AM **Exclusive CEO, Chairman & Lead Director Peer Exchange: Session II**

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:

### ➔ **Peer Exchange I: Innovation & Technology – Challenges & Opportunities**

Examples of topics discussed include:

- Do you feel that your board has a sufficient level of expertise regarding technology?
- Who is responsible for innovation at your bank? Does your bank have a culture of innovation?
- Who is responsible for innovation at your bank?
- Does your bank have a culture of innovation?

### ➔ **Peer Exchange II: Organic Growth and M&A Issues**

Examples of topics discussed include:

- 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?
- If you are a buyer, is there a minimum asset size you look for when identifying targets? Are there specific qualities you look for in a target today when identifying acquisition opportunities?
- How involved is your board in discussing and identifying opportunities for growth, including organic growth or acquisitive growth? Would you like them to be more or less involved?

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## ➔ Peer Exchange III: Compensation & Talent Issues

Examples of topics discussed include:

- Do you have an emergency succession plan in place in the event of a sudden departure of your CEO or other members of your executive team?
- 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?
- What kind of training/development programs do you offer for leadership?

## ➔ Peer Exchange IV: Legal & Governance Issues

Examples of topics discussed include:

- 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 with regard to the ongoing performance of the bank and its strategic direction?
- Is there a policy in place at the board level to ensure consistency of process in exploring or responding to overtures for a possible merger?

## ➔ Peer Exchange V: Audit & Risk Issues

Examples of topics discussed include:

- What staffing and resources are devoted to regulatory compliance?
- Are you currently working with or considering working with any regtech companies? If so, who and why did you choose that company?
- How often does the risk committee meet with examiners?

**11:15 AM - 11:45 AM Breakout Sessions** *(select one)*

Members of the board and senior executives select from a third round of breakout sessions.

### **Breakout I: Bank Director 101: Risk Primer**

The Bank Director 101 sessions are for the newer directors in our audience. These sessions focus on the basics that all directors must know as they participate in board meetings. This session is focused on the topic of risks – and the many areas of risk that a good director needs to understand.

### **Breakout II: Managing the Risk Landscape – Hot Topics Facing Internal Audit and Governance**

How does an internal audit function help decision-makers manage risk in an environment where risks have increased and become more complex? Hear from a panel of banks as they discuss risk assessments, audit plans and other board governance challenges facing banks today.

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### **Breakout III: Compensation Considerations, Before, During and After M&A**

There are many things to consider in M&A transactions. When it comes to compensation, compensation structures can either support or detract from a well-laid out acquisition or exit strategy. In this session, executive compensation and banking experts will explore compensation structures, policies and practices that support a bank's desire to sell or acquire.

### **Breakout IV: How To Put A Winning Digital Strategy to Action**

In this session we discuss why banks must embrace digital to stay competitive as well as how to develop a winning mindset that will take you through the next decade of digital growth.

**11:45 AM - 12:45 PM Networking Lunch**

### **➔ 12:45 PM - 1:35 PM Exclusive CEO, Chairman & Lead Director Peer Exchange: Session III**

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:

#### **➔ Peer Exchange I: Audit & Risk Issues**

Examples of topics discussed include:

- What role, if any, should the internal auditing team play in risk management?
- Describe the internal controls your board has in place to monitor risk. Do you feel they are adequate?
- What areas of risk management do you believe your institution could improve upon? What resources do you need to make those improvements?

#### **➔ Peer Exchange II: Innovation & Technology – Challenges & Opportunities**

Examples of topics discussed include:

- How do you know if your bank is staying relevant?
- How does your bank handle customer experiences and the customer interface?
- What is your bank doing to improve the customer experience through the use of technology?

#### **➔ Peer Exchange III: Organic Growth and M&A Issues**

Examples of topics discussed include:

- What are the best organic growth opportunities in your market?
- How are you approaching these growth opportunities?
- Are you attempting to grow by expanding your existing business lines, or are there new business ventures that you are considering?



# BANK BOARD TRAINING FORUM

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## ➔ Peer Exchange IV: Compensation & Talent Issues

Examples of topics discussed include:

- How broadly do you offer incentives at your bank?
- Do you have different programs for executives, producers, tellers, etc.?
- What incentive measures do you use to reward employees?

## ➔ Peer Exchange V: Legal & Governance Issues

Examples of topics discussed include:

- If the CEO of your bank is also chairman of the board, do you have a designated lead independent director?
- If you have a lead independent director, what are the responsibilities and expectations of that person?
- When was the last time the content and structure of your board's meeting agenda were reviewed and discussed by the board as a whole? What changes to the agenda resulted?

### 12:45 PM - 1:15 PM **Breakout Sessions** *(select one)*

Members of the board and senior executives select from an additional round of breakout sessions.

#### **Breakout I: Bank Director 101: M&A Primer**

The Bank Director 101 sessions are for the newer directors in our audience. These sessions focus on the basics that all directors must know as they participate in board meetings. This session is focused on the topic of mergers & acquisitions – and the many facets that a good director needs to understand.

#### **Breakout II: Why Climate Change is the Next Big Opportunity**

While much of the climate change narrative is understandably negative, it's important to consider the opportunities it brings too – banks that are able to effectively identify which businesses in their commercial loan book are at most risk will be able to work with them to not only ensure they're protected from any physical risks that may occur as a result of an extreme weather event, but also that their business model is future-proofed against any transition risks resulting from changing regulations or consumer sentiment.

#### **Breakout III: How to Grow and Keep on Growing**

Regulations, accounting rules, risk management, internal controls, model validation, policies, systems and procedures have all been developed so that banks must adjust as they reach \$250-\$300M, \$500M, \$1B, \$2-\$3B and \$6-\$10B in total assets. The Economic Growth, Regulatory Relief and Consumer Protection Act along with other implementing regulations have also changed what is required by banks. This presentation covers how your bank can prepare for each asset range and what is needed for bank staffing and other systems that must adjust as your bank reaches these asset benchmarks.

### **Breakout IV: Executive Pay Programs – Impact of the 2023 Bank Crisis and Increased Regulatory Focus**

This session provides tips and checklists all banks want to consider when developing effective clawback policies, risk mitigation design features and designing incentive plans.

**1:25 PM - 1:55 PM      Breakout Sessions** *(select one)*

Members of the board and senior executives select from an additional round of breakout sessions.

### **Breakout I: Bank Director 101: Technology Primer**

The Bank Director 101 sessions are for the newer directors in our audience. These sessions focus on the basics that all directors must know as they participate in board meetings. This session is focused on the topic of technology – and the many facets that a good director needs to understand.

### **Breakout II: Cannabis Banking Lines of Business: Risks and Rewards**

In this session, we explore the risk, governance and operational considerations behind running a compliant, best-in-class cannabis banking line of business.

### **Breakout III: What The Board Needs To Know in 2023**

This breakout session continues the “Need to Know” series that has consistently been a popular highlight at this conference for many years. Gain practical insight on what CEOs and directors need to know in 2023 and beyond.

### **Breakout IV: Designing Effective Incentive Plans**

Incentive compensation is a critical tool for banks to motivate employees to drive business results and retain key talent. As a result, compensation committees spend a significant amount of time designing, reviewing and monitoring incentive plans. In this session, we cover the strategies effective compensation committees employ to ensure incentive plans support the bank’s strategic objectives and culture, are competitive in the current talent environment and create alignment between executives and shareholder value. We also discuss the committee’s role in annual and long-term incentive plan design, metric selection, best practices for assessing performance and ongoing monitoring of incentive plans.

 **1:45 PM - 2:35 PM      Exclusive CEO, Chairman & Lead Director Peer Exchange: Session IV**

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 in the following list:

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### ➔ Peer Exchange I: Legal & Governance Issues

Examples of topics discussed include:

- Overall, how would you rate the performance of your bank's board – high, medium or low? And why?
- Does the board evaluate its performance on an annual basis? Are individual directors evaluated? If so, what tool or process is used for this?
- How do you address board members who are not carrying their weight in fulfilling their responsibilities as directors?

### ➔ Peer Exchange II: Audit & Risk Issues

Examples of topics discussed include:

- What is the role of the audit committee in overseeing risk if the board also has a risk committee?
- Where do committee members get information to stay on top of hot topics, and do you feel you get adequate information on hot topics from management?
- How does your bank's risk committee participate in examinations, including entrance and exit interviews?

### ➔ Peer Exchange III: Innovation & Technology – Challenges & Opportunities

Examples of topics discussed include:

- What advice would you give to a fintech if they wanted to work with your bank? Who should they approach at your bank? How long is your bank's approval process?
- Does it go to the board?
- What technologies do you find most interesting to consider at your bank?
- What area of fintech do you believe your bank will receive the biggest bang for the buck if you were to partner?

### ➔ Peer Exchange IV: Organic Growth and M&A Issues

Examples of topics discussed include:

- Has size or scale become a more important consideration for your bank, and if so, why?
- How do you source potential acquisitions, and what are your evaluation criteria? Is this process driven by the CEO? How does the board become involved?
- Do you rely on investment bankers to bring you deals?

### ➔ Peer Exchange V: Compensation & Talent Issues

Examples of topics discussed include:

- Do you have challenges attracting or retaining certain ("hot") roles at your bank?
- What are the most challenging roles for you to attract and retain?
- How is your bank finding and recruiting the next generation of talent?

**Early Rates Expire May 12, 2023!**

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

# BANK BOARD TRAINING FORUM

Building A High Performance Board

## 2:05 PM - 2:35 PM **Breakout Sessions** *(select one)*

Members of the board and senior executives select from the final round of breakout sessions.

### **Breakout I: Bank Director 101: Governance Primer**

The Bank Director 101 sessions are the newer directors in our audience. These sessions focus on the basics that all directors must know as they participate in board meetings. This session is focused on the best practices of board oversight and succession.

### **Breakout II: Responding to Government Investigations**

In this session we discuss key considerations for audit and risk committees when their institution or employees become the subject of a government investigation. What roles might the committees play? What do your regulators expect? What are the considerations for engaging with outside counsel? What are the privilege and disclosure concerns? What should you be communicating to the external auditors and regulators?

### **Breakout III: Retaining and Engaging Your C-Suite Talent**

In this session, we discuss what different banks are doing to set themselves up for success in the future, including: enhancing culture and investing in diversity, equity and inclusion programs; reviewing and implementing appropriate and differentiating compensation plans; and being proactive about succession planning and identifying and developing future leaders.

### **Breakout IV: Stacking the Deck: Secrets of High-Performing Banks**

What do high-performing banks do differently, and what can we learn from them? We define high-performing banks as those who have achieved the top 5% on ROE for 5 consecutive years. During this session, we evaluate the data from banks that made the cut. How do they derive this extraordinarily high level of performance? It might surprise you.

## 2:35 PM - 2:55 PM **Refreshment Break**

After the refreshment break, participants of the Bank Board Training Forum come back together for general sessions.

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calling our events department at (877) 397-7595.



**2:55 PM - 3:25 PM      What's New In Your Tech Stack?**

Fintech strategies can provide new avenues for growth for community and regional banks – and that has some banks considering options that fall outside traditional growth. This session focuses on new ideas you should consider to enhance your technology strategy.

**3:25 PM - 3:55 PM      Point/Counterpoint Debate**

This session is not like any you have ever seen before – our most outspoken and opinionated speakers join Bank Director for a spirited discussion related to the most interesting and polarizing issues in today's industry!

**3:55 PM - 4:35 PM      Strong Board. Strong Bank.**

As the head of the board of directors, a bank's chairperson focuses on the stability, profitability and culture of the bank. While not taking an active role in everyday management, he or she sets the board's agenda and focuses on overall board engagement. With this in mind, we invite the perspectives of three leading bank chairs to discuss the challenges and opportunities they see community banks facing today – and how building a strong board impacts the growth of a strong bank.

**4:35 PM - 5:35 PM      Networking Peer & Guest Reception**



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

— PAST CONFERENCE ATTENDEE

# BANK BOARD TRAINING FORUM

Building A High Performance Board

On day two, attendees discuss the state of our economy, finding the right talent, technology enhancements and consumer demands.

## Tuesday, September 12

*“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 CONFERENCE ATTENDEE

## AGENDA AT-A-GLANCE

*\*Agenda subject to change*

7:00 AM - 8:00 AM **Breakfast**

8:00 AM - 8:05 AM **Day Two Welcome**

8:05 AM - 8:35 AM **Risks in Banking**

From credit to strategy, market conditions to digital shifts, this session focuses on the top risks all bank boards and executive teams must talk about in the current environment.

8:35 AM - 8:50 AM **Addressing the Challenging Compensation Landscape**

In this session, we share insights from our annual Compensation Survey.

8:50 AM - 9:20 AM **Three Places to Modernize: Business Strategy, Reimagine Operations & Technology Transformation**

The banking landscape is evolving post pandemic to drive regional and community banks to rethink their business model, back-office operations, technology stack and their strategic fintech partnership. This session discusses how banks can diversify and differentiate their product portfolio to compete in the marketplace without losing their corporate culture, while also building brand loyalty through customer experience for their consumers and small businesses. We also cover how financial institutions are managing "the war for talent" by embracing fintech partnerships to accelerate their technology and digital strategy from a "nice-to-have" to a "must-have."

9:20 AM - 9:50 AM **CEO Perspectives: Opportunities & Challenges Facing Banks Today**

This session discusses how banks are grappling with issues of talent, diversity of the leadership team and board and technological transformation.

9:50 AM - 10:05 AM **Refreshment Break**

➔ 10:05 AM - 10:55 AM **Exclusive CEO, Chairman & Lead Director Peer Exchange: Session V**

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

➔ **Peer Exchange I: Compensation & Talent Issues**

Examples of topics discussed include:

- Do you have challenges attracting or retaining certain ("hot") roles at your bank?
- What are the most challenging roles for you to attract/retain?
- How is your bank finding and recruiting the next generation of talent?

# BANK BOARD TRAINING FORUM

Building A High Performance Board

## ➔ Peer Exchange II: Legal & Governance Issues

Examples of topics discussed include:

- Overall, how would you rate the performance of your bank's board – high, medium or low? And why?
- Does the board evaluate its performance on an annual basis? Are individual directors evaluated? If so, what tool or process is used for this?
- How do you address board members who are not carrying their weight in fulfilling their responsibilities as directors?

## ➔ Peer Exchange III: Audit & Risk Issues

Examples of topics discussed include:

- What is the role of the audit committee in overseeing risk if the board also has a risk committee?
- Where do committee members get information to stay on top of hot topics, and do you feel you get adequate information on hot topics from management?
- How does your bank's risk committee participate in examinations, including entrance and exit interviews?

## ➔ Peer Exchange IV: Innovation & Technology – Challenges & Opportunities

Examples of topics discussed include:

- Have you partnered with a fintech? If so, who and why?
- What problem(s) were you trying to solve?
- What challenges have you faced (or are you concerned about) when partnering (or considering to partner) with a fintech?
- What part of the due diligence process do you think needs more time and attention?

## ➔ Peer Exchange V: Organic Growth and M&A Issues

Examples of topics discussed include:

- Has size or scale become a more important consideration for your bank, and if so, why?
- How do you source potential acquisitions, and what are your evaluation criteria? Is this process driven by the CEO? How does the board become involved?
- Do you rely on investment bankers to bring you deals?

**Early Rates Expire May 12, 2023!**

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calling our events department at (877) 397-7595.

**10:05 AM - 10:35 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 I: Bank Director 101: Board Performance Surveys & Evaluations**

The Bank Director 101 sessions are for the newer directors in our audience. These sessions focus on the basics that all directors must know as they participate in board meetings. In this session, new directors learn about the basics related to overall board performance and evaluation of the board.

**Breakout II: Internal Audit Reimagined**

This session covers how internal audit departments are transforming their approach and engaging stakeholders in ways that increase value to the company as a whole as well as to individual stakeholders.

**Breakout III: Top Trends & Challenges Facing The Board**

This session focuses on the issues and opportunities that all board members face in today's constantly changing financial services industry.

**Breakout IV: Beyond Cash Compensation**

This session focuses on both compensation and non-compensation related benefits and perquisites offered to employees throughout your bank.

**10:45 AM - 11:15 AM Regulatory Update – Washington is Awake Again!**

This session focuses on various regulatory matters and where they stand today. Come to hear what is important to your bank and what may be coming in the future.

**11:15 AM - 11:55 AM Perspectives of the CEO: What's Working, What's Not**

The financial industry continues to evolve based on many factors: the state of our economy, finding the right talent, technology enhancements and consumer demands, just to name a few. What opportunities should banks consider as they plan for future growth? During this session, hear from three bank CEOs with various strategic models to discuss the opportunities they see on the horizon.

# BANK BOARD TRAINING FORUM

Building A High Performance Board



## VENUE

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(888) 236-2427

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The sparkingly new JW Marriott Nashville embodies the energy and eclectic spirit of downtown Nashville. Slip inside our soaring 33-story glass tower and discover a whole new way to experience the city. Peruse a contemporary art collection that pays homage to the capital city's musical heritage, savor prime ribeyes at BOURBON STEAK by Michael Mina, and unwind in Nashville's most luxurious guest rooms. Inside and out, it just flows.

## DISCOUNTED HOTEL RATE

There is a discounted hotel room rate available for Bank Board Training Forum attendees at the JW Marriott Nashville until August 18, 2023 or until all rooms are reserved. To reserve a room online, [click here](#) or contact the hotel directly at (629) 208-8380 and mention "Bank Director" to receive the discounted rate of \$339/night for a standard room.

Rooms are limited, so book early!



## CONFERENCE RATES

**Early Individual Rate: \$1,795** *(Expires May 12, 2023. Payment must be received by offer expiration in order to receive the special rate.)*

**Standard Individual Rate: \$2,095**

**Standard Group Rate: \$1,895** *(For groups of 2 or more from the same financial institution.)*

### Sunday, September 10 | Pre-Conference Add-Ons:

**Bank Compensation Workshop Rate: \$895**

**Bank Director Certification Workshop Rate: \$1,295**

**Guest Rate: \$150** The guest rate covers breakfast on Monday and Tuesday, as well as all evening receptions. Guests are not allowed to attend sessions. If a guest would like to attend the sessions, please register them as an attendee. 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 and should register as an attendee.

**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).

### Conference Cancellation Policy

Due to commitments and expenses, all cancellations after August 18, 2023 will be subject to a \$225 processing fee. We regret that no refunds will be given after August 31, 2023; however, substitute participants are welcomed. DirectorCorps, Inc. assumes no liability for any nonrefundable travel, hotel or related expenses incurred by registrants.

**Early Rate Expires May 12 – REGISTER TODAY!**

To register, visit [BankDirector.com](http://BankDirector.com) or call our Events Department at (877) 397-7595.



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