

BankDirector®

Strong Board. Strong Bank.

SEPTEMBER 12-13

BANK BOARD TRAINING FORUM

Building A High Performance Board

Nashville, TN | *JW Marriott Nashville*

Forum Highlights Include:

- Building a Strong Board
- Attributes of an Effective Director
- Strategies to Improve Bank Performance
- How to Value Your Bank
- Board Performance & Evaluation
- Committee Focused Sessions



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

BANK BOARD TRAINING FORUM

Building A High Performance Board

Regardless of one's experience and professional background, all members of a bank's board have a need for timely and relevant information. As part of Bank Director's commitment to building stronger banks by building stronger boards, we are pleased to present this year's Bank Board Training Forum, a comprehensive and board-specific education event that addresses the extraordinary need that all directors have for insight into our increasingly complex industry.

By bringing together industry leaders and expert advisors, this one and a half day event provides participants with both foundational knowledge and the latest best practices in all of the crucial areas that directors must understand, including risk management, auditing issues, compensation, corporate governance, regulation and strategic planning.

Prior to the event, we host our inaugural Bank Director Certification Workshop. The curriculum, developed by our Editor-at-Large Jack Milligan, provides participants with a thorough grounding in corporate governance and important industry issues that greatly enhance the performance of individual directors. Please note: the pre-event workshop is available to only 60 participants and is available on a first come, first served basis.

After reviewing the enclosed agenda, we hope you and your board will join us this September in our hometown of Nashville for this unique educational experience. Register you and your board by July 29 and receive \$300 off the standard individual registration rate. Simply use promotional code **BOARD22** to receive your discount when registering online at BankDirector.com or calling our events department at (877) 397-7595.

We look forward to seeing you this Fall!



Michelle King

President | Bank Director
mking@bankdirector.com



Laura Schield

Chief Operating Officer | Bank Director
lschield@bankdirector.com

PREPARING TODAY'S LEADERS FOR TOMORROW'S CHALLENGES

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

— PAST FORUM ATTENDEE

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

— PAST FORUM ATTENDEE

BANK BOARD TRAINING FORUM

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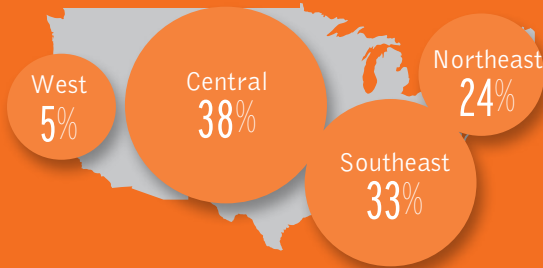
JOIN US IN NASHVILLE WITH AN AUDIENCE OF YOUR PEERS!

Designed for both inside and outside bank directors, chairs, CEOs and senior management teams who regularly interact with a bank's board, this forum provides attendees with the latest education and training to equip them with foundational knowledge, top strategies and best practices needed to address the challenges in today's financial services industry.

Bank Board Training Forum Attendees

CEOs/President/Chairs	21%
Director	64%
Other C-Suite Titles	15%

Regions Breakdown



CONFERENCE SESSION TOPICS INCLUDE THE FOLLOWING:

- Risk Management
- Auditing Issues
- Compensation & Talent
- Corporate Governance
- Regulatory Updates
- Strategic Planning

EXCLUSIVE PEER EXCHANGES

Developed specifically for a bank's CEO, Chair 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.

RECEIVE YOUR BANK DIRECTOR CERTIFICATE

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

CONTINUING EDUCATION

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).



BOARD RETREATS & STRATEGIC PLANNING MEETINGS

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.

BANK BOARD TRAINING FORUM

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BANK DIRECTOR CERTIFICATION PROGRAM

Sunday, September 11

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

In response to the mounting pressures placed on the financial community, Bank Director is expanding its educational resources to include certification. The Bank Director Certification Program is the preeminent director designation available to those currently serving, or wanting to serve on a bank's board.

As part of the annual Bank Director Certification Program, participants must attend the in-person Workshop or engage in the sessions through Bank Director's online learning management system. More details and information on the annual program can be found on BankDirector.com or by calling our Bank Services Department at (615) 777-8461.

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**

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 will be introduced and distributed to ensure there is an engaging learning environment for the day's sessions that follow.

10:10 AM - 10:50 AM **The Attributes of a Strong Board Culture**

To kick off Bank Director's inaugural Certification Workshop, we dive into the attributes that define a strong governance culture which include independence, transparency, accountability, diversity and alignment around a common set of objectives.

10:50 AM - 11:30 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.

11:30 AM - 11:45 AM **Refreshment Break**

11:45 AM - 12:25 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.

12:25 PM - 1:30 PM **Workshop Lunch**

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

1:30 PM - 2:10 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 bank director.

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

2:10 PM - 2:50 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.

2:50 PM - 3:05 PM Refreshment Break

3:05 PM - 3:45 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.

3:45 PM - 4:30 PM Wrap Up + Q&A

We conclude the day with a Q&A session, to review the points covered during the Workshop and ensure you walk away with a clear understanding of your role of serving on a bank's board.

**5:00 PM - 6:00 PM Bank Board Training Forum
Welcoming Reception & Registration**

We welcome all registered participants of the Bank Director Certification Workshop and the Bank Board Training Forum to a networking reception at the JW Marriott Nashville.

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

— PAST FORUM ATTENDEE

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Monday, September 12

On the first day of the Forum, attendees gain valuable insights from industry experts and have the opportunity to choose from a variety of in-depth breakout sessions on topics such as governance, talent, technology, growth and audit and risk.

DAY ONE

BANK BOARD TRAINING FORUM

Building A High Performance Board

FORUM AGENDA

**Agenda subject to change*

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

8:00 AM - 8:10 AM **Welcome**

For CEOs, Chairs, Lead Directors and Board Members

Michelle King, President, Bank Director

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

8:10 AM - 8:40 AM **What's Next for Community Banking?**

For CEOs, Chairs, Lead Directors and Board Members

Curtis Carpenter, Senior Managing Director, Hovde Group, LLC

To effectively lead a bank in this dynamic environment, directors and senior executives must understand and know the trends shaping the industry at large. In this session, hear about the current state of the banking industry and the underlying factors driving change and creating opportunities.

8:40 AM - 9:10 AM **Strategies to Handle Today's Top Banking Challenges**

For CEOs, Chairs, Lead Directors and Board Members

Justin Norwood, Vice President, Product Management, nCino

In this presentation, nCino discusses some of the top challenges confronting the banking industry today. 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.

9:10 AM - 9:40 AM **Embedding Expectations**

For CEOs, Chairs, Lead Directors and Board Members

Jim McAlpin, Partner, Bryan Cave Leighton Paisner LLP

A diversity of skills, experience and attitude constitutes a strong board – which reflects a set of enlightened governance policies and procedures that center on honesty, personal integrity and accountability. This session focuses on best practices that every board member should follow in order to maximize their time and contributions to their colleagues, constituents and shareholders.

9:40 AM - 10:00 AM **Key Findings From Bank Director's Governance Best Practices Survey**

For CEOs, Chairs, Lead Directors and Board Members

Jim McAlpin, Partner, Bryan Cave Leighton Paisner LLP

Emily McCormick, Vice President of Research, Bank Director

Gain valuable takeaways about enhancing board performance, based on Bank Director's 2022 Governance Best Practices Survey, sponsored by Bryan Cave Leighton Paisner.

10:00 AM - 10:15 AM Refreshment Break

**10:15 AM - 11:05 AM Exclusive CEO, Chair & Lead Director
Peer Exchange: Session I**

During the peer exchange sessions, CEOs, chairs 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 listed below:

**Peer Exchange I: Growth Opportunities – Mergers, Acquisitions
and Organic Options**

Advised by: **Kirk Hovde**, Managing Principal & Head of Investment Banking,
Hovde Group, LLC

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?

Peer Exchange II: Compensation & Talent – Paying More, Recruiting Faster

Advised by: **Daniel Rodda**, Partner, Meridian Compensation Partners, LLC

Examples of topics discussed include:

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

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Peer Exchange III: Legal & Governance – Emerging Expectations

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

Examples of topics discussed include:

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

Peer Exchange IV: Audit & Risk – The Most Challenging Issues

Advised by: **Cory Kronheim**, Audit Senior Manager, Crowe LLP and **Marty Lewter**, Partner, Crowe LLP

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 – Challenges & Opportunities

Advised by: **John Behringer**, Partner, RSM US LLP

Examples of topics discussed include:

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

10:15 AM - 10:55 AM **Breakout Sessions** *(select one)*

For Board Members Only

Breakout I: Compensation's Double-Edged Sword: Incorporating Discretion in Executive Pay Decisions

Laura Hay, Lead Consultant, Meridian Compensation Partners, LLC

The past couple of years have exasperated the challenges many banks face with formulaic executive incentive plans. This session discusses how, when and why to incorporate discretion in executive pay decisions. We explore how boards and compensation committees can address the challenges of goal setting, the impact of unexpected events (e.g., interest rates, provision adjustments, M&A) and the role of strategic choices including ESG priorities to ensure executives are paid appropriately in this uncertain and volatile environment.

Breakout II: Why Small Business Loans Make Sense for Your Institution

Gail McDaniel, Senior Lending Specialist, Velocity Solutions, LLC

Today's retail and business account holders have faced enormous financial hardships and expect their primary financial institution to provide them with the liquidity they need to keep their business going and growing. Further, they expect the convenience of accessing credit online, 24/7, from the digital device of their choice. The growing prevalence of small business owners who need loans of \$250,000 or less who are going to non-bank financial technology lenders for those loans is a trend you can counter with the right technology.

Breakout III: Using Strategic Intelligence to Control Risk, Increase Profits and Target M&A

Kamal Mustafa, Chairman, Invictus Group

The post-Covid economic environment requires a new way of strategic thinking for community banks. This session explains how using a data-driven strategic intelligence approach can increase a bank's ability to control risk and credit, while increasing profits and identifying unique growth opportunities within their footprint and beyond. This new approach to strategic planning fosters bank board involvement and is critical for any bank that wants to pursue M&A.

Breakout IV: Regulatory & Compliance Update

Richard Hills, Counsel, Troutman Pepper Hamilton Sanders LLP

James Stevens, Partner, Troutman Pepper Hamilton Sanders LLP

With new leadership at the federal banking agencies, attorneys from Troutman discuss what they expect to see for the rest of the year and beyond from a regulatory and compliance standpoint.

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11:05 AM - 11:45 AM **Breakout Sessions** *(select one)*

For Board Members Only

Breakout I: The Latest and Greatest Generational Trends in Compensation Plans

Flynt Gallagher, President, Newcleus Compensation Advisors

As Boomers continue to delay retirement and more Gen Z are coming of age and joining Millennials and Gen X in the workplace, we examine methods to attract, motivate and retain each generation and how managers can lead and communicate effectively to generate superior performance. Compensation plans, leadership traits and generational quirks are key areas of discussion.

Breakout II: Shaping Strategic and Operational Direction in a Post-Pandemic Era

Erica Kottabi, Principal, Financial Institutions, CliftonLarsonAllen LLP

Susan Sabo, Managing Principal, Financial Institutions, CliftonLarsonAllen LLP

For many banks 2020 and 2021 had surprising results. Liquidity and capital were strong, loan growth saw a positive upswing and income levels were favorable. These positive trends could lead many management teams to sit back and ride this wave without regard for what lies ahead. In their 2022 Fiscal Year 2022 Bank Supervision Operating Plan, the OCC lists guarding against complacency as a top priority for examiners. As we unpack the OCC's message, there are five areas where boards and management teams should focus their attention.

Breakout III: How Banks Should 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 for success. This session discusses how to play the negotiating game in the most effective manner for both sellers and buyers. We also examine the role of the directors in the process.

Breakout IV: Creating New Delivery Channels

This session focuses on addressing your technology gaps so you and your team can create new delivery channels and market strategies for your institution.

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

**11:15 AM - 11:55 AM Exclusive CEO, Chair & Lead Director
Peer Exchange: Session II**

CEOs, chairs 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

Advised by: **John Behringer**, Partner, RSM US LLP

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

Advised by: **Kirk Hovde**, Managing Principal & Head of Investment Banking, Hovde Group, LLC

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?

Peer Exchange III: Compensation & Talent Issues

Advised by: **Daniel Rodda**, Partner, Meridian Compensation Partners, LLC

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?

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Peer Exchange IV: Legal & Governance Issues

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

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

Advised by: **Cory Kronheim**, Audit Senior Manager, Crowe LLP and **Marty Lewter**, Partner, Crowe LLP

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?

11:45 AM - 1:00 PM **Networking Lunch**

Sponsored by: **Chartwell Partners**

1:00 PM - 1:15 PM **Welcome Back: What We've Learned From High Performing Bank CEOs & Boards**

For CEOs, Chairs, Lead Directors and Board Members

Jack Milligan, Editor-at-Large, Bank Director

Naomi Snyder, Editor-in-Chief, Bank Director

1:15 PM - 1:45 PM **ROI 101: Vetting Tech Vendors for Optimal Value**

For CEOs, Chairs, Lead Directors and Board Members

Mike Bosserman, Chief Revenue Officer, MANTL

Too many banks approach technology as an expense rather than an investment. Consequently, they choose check-the-box solutions that fail to deliver real value. In this session, we explore the current state of deposit origination, best practices for vetting vendors, the components needed for a good digital account opening experience and how to set benchmarks for what you should expect from your software investments after 3, 6 and 12 months – and beyond.

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

1:45 PM - 2:15 PM Management + Board – Navigating and Adapting Bank Strategy

For CEOs, Chairs, Lead Directors and Board Members

John Epperson, Partner and FS Growth & Intelligence Managing Executive, Crowe LLP

From digital disruption, emerging customer preferences and demands, new products and services and a rapidly changing economic and interest rate environment, board directors increasingly need to reassess and challenge management's strategies to compete in the future. This session explores the board's role in influencing adaptive business strategies and examines the pitfalls and success factors in navigating management and board roles and responsibilities tied to strategy.

2:15 PM - 2:45 PM Valuation Calculations

For CEOs, Chairs, Lead Directors and Board Members

Dan Flaherty, Managing Director, Investment Banking, Janney Montgomery Scott LLC

Matt Veneri, Head of Investment Banking, Janney Montgomery Scott LLC

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

Quantifying value is as old an adage as they come. Join us for a conversation on the timeless valuation metrics and an investigation in the newest terms which has come out of the Great Recession of the financial crisis and the flash recession of the pandemic.

2:45 PM - 3:00 PM Refreshment Break

3:00 PM - 3:40 PM Exclusive CEO, Chair & Lead Director Peer Exchange: Session III

CEOs, chairs 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

Advised by: **Cory Kronheim**, Audit Senior Manager, Crowe LLP and **Marty Lewter**, Partner, Crowe LLP

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

Advised by: **John Behringer**, Partner, RSM US LLP

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?

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Peer Exchange III: Organic Growth and M&A Issues

Advised by: **Kirk Hovde**, Managing Principal & Head of Investment Banking, Hovde Group, LLC

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?

Peer Exchange IV: Compensation & Talent Issues

Advised by: **Daniel Rodda**, Partner, Meridian Compensation Partners, LLC

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

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

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?

3:00 PM - 3:40 PM

Breakout Sessions *(select one)*
For Board Members Only

Breakout I: Managing the Risk Landscape – Hot Topics Facing Internal Audit and Governance

Michael Davis, Member, Assurance Services, KraftCPAs PLLC

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 II: Director Compensation Trends & Best Practices

Matt Brei, President, Blanchard Consulting Group

Determining board compensation is often the responsibility of the compensation committee. In this session, we discuss director compensation and benefit trends as well as an overview of the various compensation components and market data on director compensation packages. Both cash and equity will be discussed along with board structure, retainers, meeting fees, committee fees and chair fees.

Breakout III: Riding Bank Stocks

Mary Grace Arehart, Vice President, Mercer Capital

Jeff Davis, Managing Director, Mercer Capital

In this session, find out how bank stocks and various sub sectors perform in an environment that features rising rates and widening credit spreads, by comparing past similar periods to expectations for 2022 and 2023. Also, explore how evolving markets could impact bank M&A, including how future balance sheets could affect transactions.

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

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

3:50 PM - 4:30 PM

Exclusive CEO, Chair & Lead Director Peer Exchange: Session IV

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

Peer Exchange I: Legal & Governance Issues

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

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?

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Peer Exchange II: Audit & Risk Issues

Advised by: **Cory Kronheim**, Audit Senior Manager, Crowe LLP and **Marty Lewter**, Partner, Crowe LLP

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

Advised by: **John Behringer**, Partner, RSM US LLP

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

Advised by: **Kirk Hovde**, Managing Principal & Head of Investment Banking, Hovde Group, LLC

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

Advised by: **Daniel Rodda**, Partner, Meridian Compensation Partners, LLC

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?

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

3:50 PM - 4:30 PM **Breakout Sessions** *(select one)*
For Board Members Only

Breakout I: What Compensation Committees Need to Know to Design Effective Incentive Plans

Michael Bonner, Principal, Compensation Advisory Partners

Eric Hosken, Partner, Compensation Advisory Partners

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.

Breakout II: Governing Growth

Jonathan Hightower, Partner, Fenimore Kay Harrison LLP

Derek McGee, Senior Executive Officer & Chief Legal Counsel, Origin Bank

Kevin Strachan, Partner, Fenimore Kay Harrison LLP

Balancing the fast pace of a growth-oriented organization is often at odds with traditional notions of proper governance. Hear real world examples of how a growing organization addresses this balance in its governance function during this session.

Breakout III: 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 IV: Business Continuity Resiliency: Planning for the Board

Most boards are not prepared for a crisis, yet a business continuity event (a hurricane or cyberattack) can strike your bank all too quickly. This session delves into the questions directors should be asking to strengthen policies and procedures in place at their bank.

4:40 PM - 5:10 PM **Banker Panel**
For CEOs, Chairs, Lead Directors and Board Members

George Makris, Jr., Chair, President & CEO, Simmons Bank

Lisa Oliver, Chair, President & CEO, The Cooperative Bank of Cape Cod

Darrin Williams, CEO, Southern Bancorp, Inc.

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

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

5:10 PM - 6:10 PM **Networking Peer & Guest Reception**
Sponsored by: **Green Check Verified**

Take time to network with speakers, attendees and guests during the Bank Board Training Forum reception held at the JW Marriott in Nashville.

BANK BOARD TRAINING FORUM

Building A High Performance Board



Tuesday, September 13

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

DAY
2
MONDAY

BANK BOARD TRAINING FORUM

Building A High Performance Board

FORUM AGENDA

**Agenda subject to change*

7:00 AM - 8:00 AM Breakfast

8:00 AM - 8:10 AM Day Two Opening Remarks: Does Culture Continue to Eat Strategy?

Laura Schield, Chief Operating Officer, Bank Director

Years ago, a quote by Peter Drucker made the rounds – “Culture eats strategy for breakfast,” which implies the culture of one’s business actually determines its success. To open today’s program, we revisit this old chestnut.

8:10 AM - 8:40 AM Carpe Diem: Capitalizing on ESG

For CEOs, Chairs, Lead Directors and Board Members

Gregg Anderson, FS Growth & Intelligence Managing Director, Crowe LLP

Environmental, social and corporate governance (ESG) is shaping the way banks design and execute on their commitments to their various stakeholders. Learn how organizations are engaging with their customers, employees, communities, regulators and investors to create value and grow their business. This session shares examples and demonstrates how a properly designed ESG approach fits within the overall business design.

8:40 AM - 9:10 AM Three Places to Modernize: Business Strategy, Reimagine Operations & Technology Transformation

For CEOs, Chairs, Lead Directors and Board Members

Benjamin Wallace, CEO, Summit Technology Group

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.”

9:10 AM - 9:40 AM Bank M&A Market Update and Best Practices

For CEOs, Chairs, Lead Directors and Board Members

Christopher Olsen, Managing Partner, Olsen Palmer LLP

This session provides an engaging update on the bank M&A landscape including a discussion of transaction activity, pricing, deal drivers, key trends and best practices. The discussion should be useful to all bank executives and directors whether from the perspective of potential sellers, would-be acquirers, prospective merger counter-parties and even those intending to remain squarely independent.

9:40 AM - 9:55 AM **Refreshment Break**

9:55 AM - 10:35 AM **Breakout Sessions** *(select one)*
For Board Members Only

Breakout I: Strategies for Retaining and Engaging Your C-Suite Talent for the Long-Term

Kathy Baron, Vice President, Pearl Meyer

Dan Wetzel, Managing Director, Pearl Meyer

In this session, we discuss what different banks are doing to set them 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 II: The Potpourri of Challenges Facing Bank Board Directors

Michelle Fox, Of Counsel, Stinson LLP

Bob Monroe, Partner, Stinson LLP

Directors continue to face a hodgepodge of challenges and changes today. In this session, we will address (i) the core board responsibilities, (ii) fiduciary duties, (iii) breach of fiduciary duties, (iv) key regulations, (v) current exam issues, (vi) CRA and (vii) CFPB.

Breakout III: Audit Best Practices

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

Breakout IV: Cybersecurity and IT Internal Controls

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

BANK BOARD TRAINING FORUM

Building A High Performance Board

9:55 AM - 10:35 AM **Exclusive CEO, Chair & Lead Director Peer Exchange: Session V**

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

Peer Exchange I: Compensation & Talent Issues

Advised by: **Daniel Rodda**, Partner, Meridian Compensation Partners, LLC

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?

Peer Exchange II: Legal & Governance Issues

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

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

Advised by: **Cory Kronheim**, Audit Senior Manager, Crowe LLP and **Marty Lewter**, Partner, Crowe LLP

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

Advised by: **John Behringer**, Partner, RSM US LLP

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

Advised by: **Kirk Hovde**, Managing Principal & Head of Investment Banking, Hovde Group, LLC

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?

10:45 AM - 11:15 AM **Make it Memorable**

For CEOs, Chairs, Lead Directors and Board Members

Austin Amato, Enterprise Account Executive, Total Expert

Standing out in a digital-first business world takes more than hope and luck. From a board's perspective, the strategic positioning and communication efforts are essential to differentiating one's business and standing apart from your competitors.

11:15 AM - 11:45 AM **RankingBanking: The Best Banks**

For CEOs, Chairs, Lead Directors and Board Members

Tim Bentsen, Lead Director, Synovus Financial Corp.

Nicholas Brown, Director, Bank OZK

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

Hear from leaders of some of the best banks in the country about governance practices, oversight and communication with management.

*“Worth the price of admission.
I appreciate splitting into
private/public & CEOs/directors.”*

— PAST FORUM ATTENDEE

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The sparkly 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 19, 2022 or until all rooms are reserved. To reserve a room, call 888-236-2427 and mention "Bank Director" to receive the discounted rate of \$329/night for a standard room. Rooms are limited, so book early!

HEALTH & SAFETY STATEMENT

In keeping with Marriott's Commitment to Clean, they have made several enhancements to their high-frequency cleaning practices throughout their property and in their guestrooms. These include:

- **Enhanced High-Frequency Public Space Cleaning:** They have increased the frequency of cleaning and disinfection, particularly in areas with high traffic including restrooms, elevators, and escalators as well as provided more hand sanitizing stations.
- **Personal Protective Equipment (PPE):** Staff members are required to wear PPE (e.g., face coverings, gloves, etc.) based on the activities they are performing and based on direction by the local authorities.
- **Electrostatic Spraying:** Enhanced technologies will be utilized, including electrostatic sprayers with hospital-grade disinfectants, to support their already rigorous cleanliness protocols.
- **Room Amenities:** Every guest room is thoroughly cleaned and disinfected between each guest. Disinfectant wipes are available in the room for every arriving guest as well as upon request. Television remotes are sanitized and pre-packaged in cellophane for your convenience. In order to minimize exposure, amenities and toiletries will be replenished at the time a guest request is received.

Mobile check-in and key, service requests, and room service orders delivered right to your door via the Marriott Bonvoy™ mobile app. Contactless in-room dining deliveries can also be arranged directly through the hotel.

Valet parking attendants are required to wear face masks at all times. Contactless vehicle retrieval is made available through the hotel MMS text messaging service. Valet attendants are required to apply hand sanitizer when entering and exiting your vehicle as well as disinfect the door handle, steering wheel, and any items they may come in contact with when parking and retrieving your vehicle.

For more information, visit: <https://whattoexpect.marriott.com/bnajw>

BANK BOARD TRAINING FORUM

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RATES & REGISTRATION

Phone: (877) 397-7595

Fax: (615) 777-8449

Website: BankDirector.com

E-mail: events@bankdirector.com

Mail: Bank Director, 201 Summit View Drive, Suite 250, Brentwood, TN 37027

NAME	NAME FOR BADGE	
COMPANY	TITLE	
BANK REPRESENTING	PUBLIC/PRIVATE	
BOARD TITLE	BOARD ASSET SIZE	
NUMBER OF YEARS SERVING ON THE BOARD	EMAIL ADDRESS	
ADDRESS	PHONE	
CITY	STATE	ZIP

☐ **YES, Register Me for the 2022 Bank Board Training Forum!**

Standard Individual Rate: \$2,095

☐ **YES, Register My Group for the 2022 Bank Board Training Forum!**

Standard Group Rate: \$1,895 (Per person for groups of 2 or more from the same financial institution; please submit a separate form for each group member.)

☐ **YES, Register Me For the Bank Director Certification Workshop!**

Standard Individual Rate: \$895 (Please note: Participants of the workshop do not have to be enrolled in the Bank Director Certification Program; however, to be Bank Director certified you must enroll in the annual program. For more information, please contact Bank Services at (615) 777-8461 or email us at bankservices@bankdirector.com.)

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

Guest Registration

☐ **Enroll My Guest in the Guest Program.**

Guest/Spouse Name: _____

The guest rate of \$150 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.

Payment Information

Please make all checks payable to DirectorCorps, Inc.

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Continuing Education

☐ **I am an accountant,** and I need Continuing Professional Education credits for this event.

DirectorCorps, Inc., the parent company of Bank Director, is registered with the National State Board of Accountancy (NASBA) as a sponsor of continuing professional education on the national Registry of CPE Sponsors. Visit our website for more information on CPE learning objectives, program levels, prerequisites, recommended credits and complaint resolutions.

Forum Cancellation Policy

Due to commitments and expenses, all cancellations after August 2, 2022 will be subject to a \$225 processing fee. We regret that no refunds will be given after August 31, 2022; 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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