



BankDirector[®]

Strong Board. Strong Bank.

SEPTEMBER 13-14

BANK BOARD TRAINING FORUM

Building A High Performance Board

Nashville, TN | *JW Marriott Nashville*

Forum Highlights Include:

- Valuing Your Bank
- Building A Strong Board
- Developing An Effective ESG Program
- Creating A Cyber & Technology Strategy
- Improving Bank & Board Performance

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

Stay Current On The Issues Facing Today's Bank Leaders + Their Board!

With bank director training and education playing an increasingly important role in the success of today's top-performing financial institutions, it is becoming imperative for leaders to stay up-to-date with the industry to remain competitive. Designed with both inside and outside directors, chairs, CEOs and senior management top of mind, the Bank Board Training Forum equips attendees with the tools needed to stay abreast of marketplace developments, challenges and opportunities.

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

PREPARE. EDUCATE. DEVELOP.

"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

Why Attend the Bank Board Training Forum in 2021?

Through a curriculum developed by industry experts, stay on top of foundational knowledge, top strategies and the latest information on best practices in all of the critical areas that bank directors must understand!

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. Discussions are led by expert industry advisors and include the following topics: **Compensation & Talent; Organic Growth and M&A; Audit & Risk; Legal & Governance and Technology Challenges & Opportunities.**

Created for Your Board

While CEOs, Chairs and Lead Directors attend peer exchange sessions, members of the board select committee-focused sessions to attend. Each breakout session was built with the entire board in mind – regardless of whether you have served on a board for years or are just starting out!

Topics Covered Include:

- Risk Management
- Audit Issues
- Compensation & Talent
- Corporate Governance
- Strategic Planning
- Industry Regulations

BOARD RETREATS & STRATEGIC PLANNING MEETINGS

Building on the topics covered during the Bank Board Training Forum, let Bank Director assist you with your bank's next strategic planning meeting before or after the event. Our team can assist in the agenda creation and lead the dialogue among your board.

To schedule your next board retreat and/or strategic planning meeting with Bank Director, please contact our Bank Services Department at (615) 777-8465 or email us at bankservices@bankdirector.com so we may discuss your specific needs.

BANK DIRECTOR CERTIFICATION

Active participation in director education sends a strong signal to the regulators that your board has the knowledge to exceed governance expectations. Receive your attendance 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).

ADDRESS CHALLENGING ISSUES & EMERGING OPPORTUNITIES WITH YOUR PEERS!

Sunday, September 12

Get a headstart and make new connections!

Welcoming Reception & Registration

5:00 PM - 6:00 PM

Sponsored by: **Tennessee Bankers Association**

We welcome all registered participants to a kick-off reception at the JW Marriott Nashville!

BANK BOARD TRAINING FORUM

Building A High Performance Board

CONFERENCE AGENDA

**Agenda subject to change*

DAY ONE | Monday, September 13

Takeaway insightful information around governance, risk, compliance and accounting issues challenging financial institutions today.

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

8:00 AM - 8:15 AM **Welcome**

For CEOs, Chairs, Lead Directors and Board Members

AI Dominick, CEO, Bank Director

As we welcome attendees to Nashville for the annual Bank Board Training Forum, Bank Director's CEO gives an overview of what we plan to share at this year's event.

8:15 AM - 8:45 AM **A Top Ten List for Officers & Directors**

For CEOs, Chairs, Lead Directors and Board Members

Curtis Carpenter, Senior Managing Director, Hovde Group, LLC

This session provides a high-level overview of the major trends a bank's board should know about the state of banking right now. In no particular order, they include: (1) investor trends, (2) M&A activity, (3) fintech disruption, (4) the current compliance challenge, (5) the upcoming regulatory change, (6) competitive landscape, (7) where are we in the credit cycle and where we are headed, (8) NIM outlook, (9) market values and (10) a hot topic of the moment.

8:45 AM - 9:15 AM **The Promise of Technology**

For CEOs, Chairs, Lead Directors and Board Members

Speaker To Be Announced, nCino

At nCino, we often have conversations with bank CEOs from across the United States – and this year, technology is the topic of choice. Certainly, the pandemic brought tech to the forefront, but as banks have determined that technology can make their systems more efficient, it has also proved that customers want and require better, smarter, faster and easier ways to bank.

9:15 AM - 9:45 AM **Bringing Your Best to the Board & Bank**

For CEOs, Chairs, Lead Directors and Board Members

James McAlpin, Jr., 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.

9:45 AM - 10:15 AM **Extending A Franchise's Value**

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

There are a variety of ways a bank can grow, be it through acquisitions, de novo expansion, product-line growth (i.e., commercial loan production offices), using a lift-out strategy or pursuing a broader digital platform. Each strategy presents a unique set of challenges and opportunities. This session covers the risks and rewards of different approaches to growth and looks at successful banks that have pursued different paths.

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

➔ 10:30 AM - 11:20 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:

Organic Growth and M&A Issues

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?

Compensation & Talent Issues

Advised by: **Dan Kaufman**, Lead Consultant, 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?

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Legal & Governance Issues

Advised by: Christopher Allen, 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?

Audit & Risk Issues

Advised by: Jennifer Burke, Partner, Crowe LLP and Sal Inserra, Partner, Crowe LLP

Examples of topics discussed include:

- What is the biggest risk your bank is currently facing, and how are you dealing with this risk?
- 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?

Innovation & Technology – Challenges & Opportunities

Advisor To Be Announced

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?

“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

10:30 AM - 11:10 AM **Breakout Sessions** *(select one)*

For Board Members Only

Breakout I: Moving the Compensation Committee to the New Era

Daniel Rodda, Partner, Meridian Compensation Partners, LLC

Historically, the role of the compensation committee has primarily focused on providing oversight of executive compensation programs. In recent years, however, the committee's role has expanded to include oversight of additional areas such as broader incentive plans, succession planning, diversity and inclusion, pay equity, talent and culture. This session discusses how compensation committees are evolving and provides tips for how directors can provide effective oversight of both traditional compensation topics and these broader human capital areas. This session also includes guidance on governance best practices and sample committee calendars.

Breakout II: Support Your Community's Small Business Funding Needs

Scott Magruder, Regional Account Manager, Akouba, Velocity Solutions, LLC

Post-pandemic, small businesses remain in dire need of financial support to ensure long-term survival. Many banks have struggled to deliver small business loans quickly, conveniently and profitably. Small business owners would prefer to secure financing from you, their local community bank, and we discuss how digital technology and partnering with a fintech can make this a reality.

Breakout III: Bank Strategy in a Post-Pandemic World

Adam Mustafa, President & CEO, Invictus Group

As the economy continues to transition away from the pandemic, banks must recognize they are entering an environment that is entirely unprecedented. Interest rates are once again at historic lows, structural changes to the economy are occurring and both leverage and asset prices across all sectors have reached historic highs. Community banks must look inward at their own banks, while also designing and evaluating innovative strategies to optimize their performance in this new world. This session focuses on digging deeper into these concepts and includes strong recommendations on analytical techniques and strategies that banks should consider as we move forward.

Breakout IV: Regulatory Trends the Board Should Know

There is so much to know when serving on a bank board - especially with regard to regulations - current ones as well as those that are on the horizon. Learn about those regulations as well as the regulatory trends that all directors must know in order to serve the board well.

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Building A High Performance Board

11:20 AM - 12:00 PM **Breakout Sessions** *(select one)*

For Board Members Only

Breakout I: ESG Roadmap: Requirements, Best Practices and Trends

Greg Parisi, Partner, Troutman Pepper Hamilton Sanders LLP

Annette Michelle (Shelli) Willis, Partner, Troutman Pepper Hamilton Sanders LLP

Key stakeholders continue to emphasize environmental, social and governance (ESG) practices and disclosures when evaluating financial institutions. Bank regulators, the SEC and even certain bank customers are increasingly focused on ESG disclosures and risk management. This session summarizes key ESG requirements, trends and steps that can improve your bank's program.

Breakout II: Business Continuity Resiliency Planning for the Board

Sundeep Bablani, Director of IT Audit, CliftonLarsonAllen LLP

Susan Sabo, Principal, CliftonLarsonAllen LLP

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. Directors will leave this session with ideas to increase resilience and understand business risks that affect profitability and operational continuity.

Breakout III: Audit Best Practices

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

Breakout IV: The Path to Being Public

What steps should the board and management at a privately held bank follow when they have made a decision to go public? What is the process, how long does it take and what is the board's role? What are the advantages and disadvantages of public ownership – and what can go wrong?

11:30 AM - 12:10 PM **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:

Innovation & Technology – Challenges & Opportunities

Advisor To Be Announced

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?

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?

Compensation & Talent Issues

Advised by: **Dan Kaufman**, Lead Consultant, 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?

Legal & Governance Issues

Advised by: **Christopher Allen**, 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?

Audit & Risk Issues

Advised by: **Jennifer Burke**, Partner, Crowe LLP and **Sal Inserra**, 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?

BANK BOARD TRAINING FORUM

Building A High Performance Board

12:00 PM - 1:15 PM **Networking Lunch**

1:15 PM - 1:30 PM **Welcome Back**

For CEOs, Chairs, Lead Directors and Board Members

Al Dominick, CEO, Bank Director

1:30 PM - 2:00 PM **The Next Wave of Employee Skills**

For CEOs, Chairs, Lead Directors and Board Members

With businesses of all sizes and in all industries relying more on digital tools and strategies, what are the skills and qualifications banks should look for and encourage to stay competitive as an employer?

2:00 PM - 2:30 PM **Cybersecurity and IT Internal Controls**

For CEOs, Chairs, Lead Directors and Board Members

Jeffrey Palgon, Partner, Crowe LLP

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.

2:30 PM - 3:00 PM **Bank M&A Pricing**

For CEOs, Chairs, Lead Directors and Board Members

Christopher Olsen, Managing Partner, Olsen Palmer LLP

Amidst accelerating M&A activity, this session explores deal pricing including where valuations have been, where pricing currently stands and what the future may hold. The session also addresses which factors add to and detract from a bank's sale value.

3:00 PM - 3:15 PM **Refreshment Break**

 3:15 PM - 3:55 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:

Audit & Risk Issues

Advised by: **Jennifer Burke**, Partner, Crowe LLP and **Sal Inserra**, 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?

Innovation & Technology – Challenges & Opportunities

Advisor To Be Announced

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?

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?

Compensation & Talent Issues

Advised by: **Dan Kaufman**, Lead Consultant, 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?

Legal & Governance Issues

Advised by: **Christopher Allen**, 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?

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Building A High Performance Board

3:15 PM - 3:55 PM **Breakout Sessions** *(select one)*

For Board Members Only

Breakout I: Seeing Across the Abyss: How to Get Your Bank to the Other Side

Peter Weinstock, Partner, Hunton Andrews Kurth LLP

In light of the regulatory response to the pandemic, financial institutions should take steps to reduce adverse examination consequences. Topics covered in this session include credit administration, risk mitigation, regulatory expectations, loan underwriting, portfolio management, Allowance for Loan and Lease Losses (ALLL) and critical elements of problem loan management. The presenter also reflects on capital, accounting, liquidity, stress testing, earnings, people and examination considerations that every bank must keep top-of-mind.

Breakout II: The Role of The Board

C. Robert Monroe, Partner, Stinson LLP

This presentation focuses on board duties and responsibilities to develop and guide the bank's affairs, while protecting (i) the bank's viability and (ii) its shareholders and relevant stakeholders. The presentation allows for group discussion among the attendees. Attendees will leave the presentation with matters to consider as they exercise their director duties.

Breakout III: Compensation Committee Basics

Matt Brei, President, Blanchard Consulting Group

This session reviews the infrastructure of a compensation committee and the best practices surrounding how the committee should interact with executive management and the board. The session covers such items as the committee charter, calendar, composition, expertise needed, meeting agendas, how the compensation committee role has changed over time and also briefly dives into how COVID-19 has impacted the committee and compensation practices. Additionally, this session covers incentive plans from the committee's risk review perspective regarding goals, discretion, clawbacks and pay vs. performance alignment in incentive plans.

Breakout IV: Audit & Risk Committee Basics

This session provides participants with foundational knowledge about the roles and responsibilities of both the audit and risk committees from an expert in the industry.

 4:05 PM - 4:45 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:

Legal & Governance Issues

Advised by: Christopher Allen, 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?

Audit & Risk Issues

Advised by: **Jennifer Burke**, Partner, Crowe LLP and **Sal Inserra**, 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?

Innovation & Technology – Challenges & Opportunities

Advisor To Be Announced

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?

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?

Compensation & Talent Issues

Advised by: **Dan Kaufman**, Lead Consultant, 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?

BANK BOARD TRAINING FORUM

Building A High Performance Board

4:05 PM - 4:45 PM **Breakout Sessions** *(select one)*

For Board Members Only

Breakout I: Inspiring a Multi-Generational Workforce

Flynt Gallagher, President, Newcleus Compensation Advisors

Whether you remain independent and hire talent or acquire talent through mergers and acquisitions, you can enhance your ability to create an engaged workforce by recognizing the differences in generational preferences. By fully understanding the drives and desires of your team, you can structure compensation plans that attract, retain and motivate each generation from aging boomers to up-and-coming millennials. Join this session to explore the varying ways each generation employs in communicating, decision-making and work habits so that you can customize your compensation plans to get the most from every dollar you spend.

Breakout II: Solving Pay Equity Issues at Financial Institutions

Christie Summervill, CEO, BalancedComp, LLC.

Pay equity remains a hot topic as reports of gender and minority pay gaps across the country have caught the attention of state and local government investigators, the Equal Employment Opportunity Commission, the media, shareholder activists, the C-suite and class-action attorneys. Many companies are choosing to proactively conduct pay audits to try to identify and remedy pay disparities. In some jurisdictions carrying out such a self-audit before a lawsuit is filed will provide a complete defense to a pay equity lawsuit under state law. This session brings rarely found empirical industry data on gender and minority pay gaps from within the banking industry. This data is broken up by asset size, by job classification, by performance levels and specific jobs.

Breakout III: How To Value Your Bank

Speaker To Be Announced, Mercer Capital

Do you know how much your bank is worth? Do you know what factors go into creating a bank's valuation? Learn how to value and what matters during this informative session.

Breakout IV: Talking About Marijuana Banking

Legalized marijuana is here to stay. There are federal laws that continue to criminalize the sale and possession of marijuana, but there are also stockpiles of unbanked cash accumulating in states that have legalized its sale. How can a bank deal with these issues and be successful when banking marijuana?

4:45 PM - 5:45 PM **Networking Peer & Guest Reception**

Register online by visiting BankDirector.com or
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CONFERENCE AGENDA

**Agenda subject to change*

DAY TWO | Tuesday, September 14

On day two, attendees uncover how director training and education is playing an increasingly important role in the success of today's top-performing financial institutions.

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

8:00 AM - 8:15 AM **Day Two Opening Remarks: Questions We've Learned To Ask While Leading Board Retreats**

Al Dominick, CEO, Bank Director

As Bank Director welcomes attendees back for day two of the Bank Board Training Forum, we focus on board retreats – and how to make them productive and even transformative.

8:15 AM - 8:45 AM **Red Flags for Regulators**

For CEOs, Chairs, Lead Directors and Board Members

Dennis Hild, Regulatory Affairs Managing Director, Crowe LLP

As the 2021 banking regulatory landscape continues with much complexity and uncertainty, 2022 is shaping up to be a pivotal year for financial institutions to better understand where to expect increased regulatory scrutiny. This session provides an update on the top five issues that examiners commonly focus on when they are looking for deficiencies during the examination and includes a discussion around red flags for: (1) Credit administration and loan portfolio management, (2) Cybersecurity risk management, (3) BSA/AML compliance programs, (4) Consumer compliance and fair lending, and (5) fintech partnerships and digital strategies.

8:45 AM - 9:15 AM **Findings From Bank Director's Governance Best Practices Survey**

For CEOs, Chairs, Lead Directors and Board Members

James McAlpin, Jr., Partner, Bryan Cave Leighton Paisner LLP

Emily McCormick, Vice President of Research, Bank Director

Bank Director and Bryan Cave Leighton Paisner LLP conducted this year's Governance Best Practices Survey. Hear the most significant findings from the Survey and what you can learn from those who participated.

9:15 AM - 9:45 AM **Creating an Effective ESG Program**

For CEOs, Chairs, Lead Directors and Board Members

David Portilla, Partner, Cravath, Swaine & Moore LLP

Minh Van Ngo, Partner, Cravath, Swaine & Moore LLP

Investors, regulators and customers continue to place greater emphasis on environmental, social and governance (ESG) factors when evaluating financial institutions. This session summarizes key ESG trends and steps that can improve your bank's ESG program.

BANK BOARD TRAINING FORUM

Building A High Performance Board

9:45 AM - 10:00 AM **Refreshment Break**

10:00 AM - 10:40 AM **Breakout Sessions** *(select one)*
For Board Members Only

Breakout I: Board Performance & Evaluations

Emily McCormick, Vice President of Research, Bank Director

Jackie Wall, Director of Bank Services, Bank Director

In this session, new directors learn about the basics related to overall board performance and evaluation of the board.

Breakout II: CEO Succession

Scott Petty, Partner, Chartwell Partners

This last year has taught us to expect the unexpected. And for boards, one of those lessons means being prepared for the CEO to leave the helm. Is your bank ready with a succession plan in place? And if not, what do you need to do right now to be ready?

Breakout III: Diversity On The Board

Research proves that great boards have truly diverse populations, but what does that mean – and how do you find the best candidates that strengthen not only your board but your entire business?

10:00 AM - 10:40 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.

Compensation & Talent Issues

Advised by: **Dan Kaufman**, Lead Consultant, Meridian Compensation Partners, LLC

Examples of topics discussed include:

- Which committee has oversight for board compensation?
- How often do you benchmark board pay?
- How is your bank finding and recruiting the next generation of talent?

Legal & Governance Issues

Advised by: **Christopher Allen**, 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?

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Audit & Risk Issues

Advised by: **Jennifer Burke**, Partner, Crowe LLP and **Sal Inserra**, Partner, Crowe LLP

Examples of topics discussed include:

- Are risk tolerance strategies reviewed annually or in advance of an examination with bank regulators?
- 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?

Innovation & Technology – Challenges & Opportunities

Advisor To Be Announced

Examples of topics discussed include:

- 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?

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 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?

10:50 AM - 11:20 AM Liquidity Strategies For Bank's Today

For CEOs, Chairs, Lead Directors and Board Members

This session highlights the current state of liquidity management in the banking industry with a focus on the shifting dynamics of bank deposits, the emergence and expansion of alternative payment solutions and the challenges facing community banks in achieving desired liquidity levels.

11:20 AM - 12:00 PM Ask Us Anything

For CEOs, Chairs, Lead Directors and Board Members

Christopher Adams, Chair of the Board, Coastal Community Bank

Glendell Jones, Jr., Chair of the Board, Southern Bancorp, Inc.

Susan Rector, Chair of the Board, Peoples Bancorp Inc.

Moderated by: **Naomi Snyder**, Editor, Bank Director

As the head of the board of directors, a bank's independent chair or lead director focuses on stability, profitability and culture. While not taking an active role in everyday management, he or she sets the board's agenda. 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 in the near future.

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