

November 4-5, 2013

BankDirector® Strong Board. Strong Bank.

Chicago
JW Marriott

BANK EXECUTIVE & BOARD COMPENSATION CONFERENCE

Compensation Solutions To Reward Today's Directors & Executives

**Is the Workforce You Have the
Workforce You Need?**



Hear from Keynote
Speaker,
Stephen D. Steinour,
Chairman,
President & CEO of

Huntington Bancshares Inc. and The
Huntington National Bank

PLUS Sunday, November 3

Exclusive Bank Compensation
Committee Peer Exchange

EARLY RATES AVAILABLE!

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

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REASONS WHY YOU AND YOUR BANK SHOULD ATTEND

Since the introduction of Dodd-Frank, Bank Director's [Bank Executive & Board Compensation Conference](#) has become a must-attend event for a bank's compensation committee members, human resource officers and the senior management team.

This year's 9th annual event will focus on compensation trends, talent acquisition/attraction and retention strategies. In addition, it looks at how the next few years' merger activity might influence incentive compensation plans and performance-based pay structures.

Session Highlights

- **What Investors Say About Pay**
- **Getting the Best People to Work for Your Bank**
- **Assembling the Best Team**
- **More Mergers, More Problems?**
- **Regulatory Update: The Laws & Requirements You Need to Focus On Now**

Gain Invaluable Insights

The country's top compensation advisers will offer practical approaches your board can use to tackle short and long-term incentive plan design, risk assessment requirements, talent retention strategies, change-in-control agreements and other regulatory implications for compensation.

Also, attendees will have the opportunity to attend multiple topic breakout sessions to learn from knowledgeable bank officers and board members with firsthand experience on today's compensation challenges.

Spend Time With Your Peers

Our objective is to be recognized as the company that hosts the premier events in the financial community. We hold conferences like this to satisfy the needs and tastes of our selective attendees — men and women in the senior-most capacities at banks from across the U.S. By bringing together leaders with shared interests and diverse experiences, we create an environment where ideas and inspiration are the norm and not the exception.

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BANK COMPENSATION COMMITTEE PEER EXCHANGE

Do Not Miss this Exclusive Pre-Conference Highlight Developed for Bank Compensation Committee Chairs and HR Officers!

In this unique forum specifically designed for bank compensation committee chairs and HR officers only, participants are divided based on their bank's asset size to share challenges and solutions with their peers in an off-the-record setting.

Small groups of participants within each peer group will gather, allowing the exchange to provide open dialogue with honest feedback. Prior to the event, Bank Director will solicit input from attendees to develop the most relevant agenda on the most qualified topics.

WHO SHOULD ATTEND THE CONFERENCE?

- Bank Compensation Committee Chairs
- Bank Compensation Committee Members
- Chief Executive Officers
- Chairmen of the Board
- Presidents
- Chief Financial Officers
- General Counsel
- Human Resources Officers
- Corporate Secretaries
- Senior Management

“Great insight and excellent speakers, knowledgeable and experienced, topics are very appropriate for today’s banking environment.”

—**Candy Obourn**, ESL Federal Credit Union



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This two-day conference focuses on CEO and director HR issues specifically related to banks. Leading experts and experienced directors discuss emerging practices while providing invaluable firsthand information on a range of compensation and talent management challenges in today's environment.

CONFERENCE AGENDA *Agenda subject to change

DAY ONE | Monday, November 4

7:00 a.m. - 8:00 a.m.

Breakfast + Registration

8:00 a.m. - 8:10 a.m.

Welcome

Al Dominick, Managing Director & Executive Vice President, Bank Director

Jack Milligan, Editor, *Bank Director* magazine

To open Bank Director's 9th annual Bank Executive & Board Compensation Conference, Bank Director's Managing Director, Al Dominick and Jack Milligan, the Editor of *Bank Director* magazine, share recent trends and topics that influenced the setting of this year's agenda and lay out the day ahead.

8:10 a.m. - 9:00 a.m.

What Investors Say About Pay

Christopher J. Fischer, Partner, Aon Hewitt Consulting

Vernon Hirata, Vice Chairman, Co-Chief Operating Officer & General Counsel, Territorial Bancorp Inc.

Todd Leone, Principal, McLagan

Institutional investors have become increasingly vocal about the industry's compensation practices and panelists share their thoughts about such issues as disclosure, proxy battles and CEO and senior management pay.

9:00 a.m. - 9:50 a.m.

State of the Industry

Steven D. Hovde, President & CEO, Hovde Group, LLC

Compensation committees have the challenge of designing plans that reward performance in

an environment where bank performance is being challenged. This session will provide a broad overview of the forces that are shaping the industry's earnings picture today and what to expect in 2014.

9:50 a.m. - 10:05 a.m.

Automated Response Survey: Assembling the Best Team

Al Dominick, Managing Director & Executive Vice President, Bank Director

William MacDonald, Consultant, Meyer-Chatfield

An audience favorite! During this short session, we ask attendees to sort out the emerging compensation and hiring trends in the banking industry through individual automated response keypads.

10:05 a.m. - 10:25 a.m.

Refreshment Break

10:25 a.m. - 11:15 a.m.

Keynote: Is the Workforce You Have the Workforce You Need?

Stephen D. Steinour, Chairman, President & Chief Executive Officer, Huntington Bancshares Incorporated and The Huntington National Bank

The banking industry has undergone tremendous change in recent years, and the environment that banks operate in today demands productivity, proficiency with technology and the ability to sell. The CEO of a high performing bank talks about how their bank is shaping its workforce today to meet the demands of tomorrow.

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

11:20 a.m. - 12:10 p.m.

Topic Breakouts *(select one)*

Breakout I: CEO Pay Trends & Challenges

Jim Bean, Principal, McLagan

Janeth Hendershot, Bank Compensation Committee Chairman, Lakeland Bancorp

Designing a fair and effective compensation plan for the bank's CEO continues to challenge even the most seasoned executive. In this session, a panel of experts provides an overview of recent pay trends and offers useful suggestions about how to structure a plan for your CEO.

Breakout II: Executive Succession: The Elephant In The Room

Bernadette Barber, Senior Vice President and Chief Human Resources Officer, Community Bank System, Inc.

Alan J. Kaplan, President & CEO, Kaplan & Associates Inc.

Donald L. Norman, Jr., Partner, Barack Ferrazzano Kirschbaum & Nagelberg LLP

Planning for succession is easier said than done. Identifying an "ideal" successor for a key leadership position remains challenging for many boards. Learn how successful boards have planned for their future leadership — and continued independence.

Breakout III: Developing Peer Groups & Benchmarks

Kristine Oliver, Vice President, Pearl Meyer & Partners

Barbara H. Stephens, Bank Compensation Committee Chairman, First Business Financial Services, Inc.

The development of a compensation peer group is important for making informed decisions regarding executive pay and addressing questions from regulators. This session focuses on new approaches to peer group development, the use of alternative peer groups and institutional advisory considerations.

12:10 p.m. - 1:10 p.m.

Lunch

Sponsored by:

Meyer-Chatfield

1:15 p.m. - 2:05 p.m.

Regulatory Update: The Laws & Requirements You Need to Focus On Now

Laura Hay, Managing Director, Pearl Meyer & Partners

Additional Speakers to be Announced

A maze of new laws and requirements has forced regulatory compliance to the top of the list of concerns for bank compensation committees. This session updates the latest compensation-related regulations out of Washington - and lays out what might be on the horizon.

2:05 p.m. - 2:55 p.m.

Point/Counterpoint

Gayle Appelbaum, Principal, McLagan

William Flynt Gallagher, President, Meyer-Chatfield Compensation Advisors

Thomas P. Hutton, Partner, Kilpatrick Townsend & Stockton LLP

Donald L. Norman, Jr., Partner, Barack Ferrazzano Kirschbaum & Nagelberg LLP

In this interactive panel discussion, respected compensation consultants will square off against legal advisors to weigh in on hot topics and debate the merits of various compensation strategies. Then attendees will have the chance to vote on the winning argument. Al Dominick, Managing Director & Executive Vice President of Bank Director, will serve as the moderator.

2:55 p.m. - 3:15 p.m.

Refreshment Break

Sponsored by:

Meridian Compensation Partners LLC

3:15 p.m. - 4:05 p.m.

Topic Breakouts *(select one)*

Breakout I: Performance Metrics & Incentive Compensation Structures For Private Banks

Thomas P. Hutton, Partner, Kilpatrick Townsend & Stockton LLP

Private companies have the unique challenge of designing incentive compensation programs that will reward employees for their performance and create

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loyalty to the company without being able to use stock. This breakout will present various strategies that privately held banks can use to achieve those objectives.

Breakout II: Performance Metrics & Incentive Compensation Structures For Public Banks

Todd Leone, Principal, McLagan

Compensation programs for public companies must be able to withstand the scrutiny of investors while still providing an effective incentive to employees. This session will offer a variety of strategies for accomplishing a set of objectives that sometimes can be in conflict with one another.

Breakout III: When "Best Practice" May Not Be: Thinking Strategically About Executive & Board Compensation

Susan O'Donnell, Lead Consultant, Meridian Compensation Partners LLC

Daniel Rodda, Lead Consultant, Meridian Compensation Partners LLC

Bank regulators, shareholders and advisory groups (e.g. ISS and Glass Lewis) are becoming more prescriptive in their "guidelines" for acceptable pay programs. Market surveys merely provide historical, often out of date perspectives. This session will challenge conventional thinking and explore some new and perhaps controversial ideas for helping banks develop more strategic and effective compensation programs for their boards and executives.

4:10 p.m. - 5:00 p.m.

Getting the Best People to Work For Your Bank

Leon J. Holschbach, President & CEO, Midland States Bancorp, Inc.

Ron Samuels, CEO/President, Avenue Bank

Frank Sorrentino III, Chairman & CEO, ConnectOne Bank

A panel of CEOs at top performing banks discuss how their companies develop executives, attract leadership and approach compensation in today's highly competitive and economically challenging world.

5:00 p.m. - 6:00 p.m.

Cocktail Reception

Sponsored by: **Hovde Group, LLC**

DAY TWO | Tuesday, November 5

7:00 a.m. - 8:00 a.m.

Breakfast

8:00 a.m. - 8:15 a.m.

Welcome Day Two

Jack Milligan, Editor, *Bank Director* magazine

8:15 a.m. - 9:05 a.m.

Making Sense of New NYSE and NASDAQ Compensation Committee Rules

Mike Blanchard, CEO, Blanchard Consulting Group
Christian Chandler, Partner, Hogan Lovells US LLP
Marsha C. Sawyer, Senior Vice President – Human Resources, Bar Harbor Bank & Trust

9:10 a.m. - 10:00 a.m.

Topic Breakouts (select one)

Breakout I: Having an iPhone Compensation Committee vs. a Landline Committee

Matt Brei, Senior Vice President & Partner, Blanchard Consulting Group

Russ Teubner, Chairman, Southwest Bancorp

This session will focus on having a highly functioning and top notch Compensation Committee and will feature best practices related to items such as committee structure and expertise, the charter, the compensation philosophy, the annual calendar, the scope of responsibilities and other critical items that are part of today's best compensation committees. This breakout will be interactive, include a case study, and have attendees walking away with a quick assessment of how their committee stacks up versus the competition.

Breakout II: The Pitfalls & Risks of Incentive Compensation for Directors

Jean Riley, Vice President, McLagan

Andrew K. Strimaitis, Partner, Barack Ferrazzano Kirschbaum & Nagelberg LLP

A small but growing number of publicly owned banks are building elements of incentive compensation into their pay programs for directors. Does this shift result in a board that is more aligned with shareholder interests, and what are the legal and/or fiduciary ramifications that boards should be aware of?

Breakout III: A Team Approach to Compensation Risk

Tyrone Bliss, Executive Vice President, Risk Management & Compliance Officer, Banner Bank

Greg Swanson, Vice President, Pearl Meyer & Partners

Suzanne A. Walker, Counsel, Kilpatrick Townsend & Stockton LLP

All banks are required to regularly assess whether any of their compensation plans encourage unnecessary or excessive risk taking that could threaten the safety and soundness of the institution. This breakout will provide a blueprint of how the compensation and audit/risk committees, along with risk and HR professionals, can work collaboratively to properly manage their bank's exposure to compensation related risk.

10:00 a.m. - 10:20 a.m.

Refreshment Break

10:20 a.m. - 11:10 a.m.

Topic Breakouts (select one)

Breakout I: BOLI As An Earning Asset

Anthony Labozzetta, President & CEO, Sussex Bank

David Payne, SVP/National Sales Manager, Meyer-Chatfield

BOLI has been viewed as a solid earning asset; however, it's not the only investment opportunity. Gain insights into how Bank Owned Life Insurance stacks up against other opportunities to make a more informed decision.

Breakout II: What Directors Need to Know About D&O Liability

Dennis Gustafson, SVP & Financial Institutions Practice Leader, AH&T Insurance

The liability exposure for bank directors has risen dramatically in recent years. This breakout session will provide an in-depth analysis of the typical D&O policy that is available in the marketplace today, along with the questions that every director should be asking about their bank's coverage.

11:15 a.m. - 12:05 p.m.

More Mergers, More Problems?

Steven D. Hovde, President & CEO, Hovde Group, LLC

Additional Speakers to be Announced

The HR & compensation considerations prior to an acquisition are considerable. With many anticipating 250 to 275 deals in 2013, it is clear that the M&A market is making a comeback. Compensation plans for senior executives — along with change-in-control agreements — can have a material impact on deal pricing, so now is the time for potential sellers to review those contracts. Experts will share their ideas on what to look for and discuss.

12:05 p.m. - 12:15 p.m.

Closing Remarks

Al Dominick, Managing Director & Executive Vice President, Bank Director

“Provided much needed clarification to issues and compensation. I learned of alternative reward methods which would be more acceptable to regulators and shareholders.”

—Scott Gallaway, Millington Savings Bank

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Meridian Compensation Partners is a fully independent executive compensation firm providing trusted counsel to boards and management at hundreds of large companies. Meridian consults exclusively on executive and board compensation matters, including their design, amounts and related corporate governance practices. Meridian operates from 11 offices across North America.

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For more than 20 years, **Pearl Meyer & Partners** has served as an independent advisor in compensation governance, strategy and program design. The firm works with hundreds of banks, ranging from denovo to large regional banks, and understands the business, regulatory, performance, human resource and compensation issues specific to the industry.

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Pearl Meyer & Partners
Comprehensive Compensation®



“This conference is the best opportunity to not only exchange ideas for bank compensation planning, but to meet and interface with other bank directors.”

—Gregory Morris, Founders Community Bank

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VENUE

The JW Marriott

151 West Adams

Chicago, IL 60603

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DISCOUNTED HOTEL RATE

There is a discounted hotel room rate available for Bank Executive & Board Compensation Conference attendees at the JW Marriott until October 11, 2013. To reserve a room, please contact the hotel directly at (312) 660-8200 and mention "Bank Director" to receive the \$279/night rate. Rooms are limited, so book early!

Phone: (877) 397-7595

Fax: (615) 777-8449

Website: BankDirector.com

E-mail: events@bankdirector.com

Mail: Bank Director, 201 Summit View Drive, Suite 350, Brentwood, TN 37027

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BANK REPRESENTING	PUBLIC/PRIVATE	BOARD TITLE
BOARD ASSET SIZE	EMAIL ADDRESS	
ADDRESS	PHONE	
CITY	STATE	ZIP

YES! Register me for the 2013 Bank Executive & Board Compensation Conference! Individual Early Rate: \$1,295 (*Expires September 23, 2013*). Individual Standard Rate: \$1,495 (*Beginning September 24, 2013*). Payment must be received by offer expiration in order to receive special rate.

YES! I am a Bank Compensation Committee Chair or a Human Resource Officer and would like to attend the Bank Compensation Peer Exchange on Sunday, November 3, 2013. Standard Rate: \$395

YES! Register my Group for the 2013 Bank Executive & Board Compensation Conference! Group Rate: \$1,195 (*Per person for groups of three or more from the same financial institution. Please submit a separate form for each group member.*)

Enroll My Guest in the Guest Program. \$100 fee includes Monday Reception.
Guest Name: _____

Non-Banker Rate: \$2,500 (*This fee applies to attendees who are not officers or directors of an FDIC-insured financial institution, such as investment bankers, attorneys, accounting firms, and other vendors and service providers.*)

Payment Information *Please make checks payable to DirectorCorps, Inc.*

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