

November 4-5, 2014

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BANK EXECUTIVE & BOARD COMPENSATION CONFERENCE

Recruitment, Development and Compensation for Executives & Directors



It's More Than Just the Money

Keynote Speaker:
Scott Dueser,

Chairman, President &
CEO, First Financial Bankshares, Inc.

PLUS Monday, November 3

Exclusive Bank Compensation &
Governance Committee Peer Exchanges



EARLY RATES AVAILABLE!

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

BANK EXECUTIVE & BOARD COMPENSATION CONFERENCE

Recruitment, Development and Compensation for Executives & Directors

REASONS WHY YOU AND YOUR BANK SHOULD ATTEND

For this year's **10th annual Bank Executive & Board Compensation Conference**, we focus on the recruitment, development and compensation of a bank's most essential talent - both within a bank and on its board. By bringing together executives and board members from various parts of the financial community, this program delivers essential information and insight in order to:

- Provide timely and relevant information to officers and directors from public and private institutions
- Prepare financial institutions from across the U.S. to grow and compete in the future
- Introduce strategies and tactics a bank's HR and executive team can immediately consider or implement

Gain Invaluable Insights

The country's top compensation advisers will offer practical approaches you and 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.

Attendees will also 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 and governance challenges.

An Audience Of Your True Peers

Our objective is to be recognized as the company that hosts the premier events in the financial community. With that in mind, we designed this conference specifically for bank CEOs, Chairmen, Presidents, CFOs, General Counsel and Corporate Secretaries – with a specific focus on HROs and members of the compensation, nominating and governance committees of a bank's board.

“I hold this conference in high regard as I have been attending for seven years. I can't imagine being a comp chair and not regularly attending this conference.”

— 2013 Bank Executive & Board Compensation Conference Attendee

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Bank Compensation & Governance Committee Peer Exchanges

Exclusive Pre-Conference Event Designed for Bank Compensation Committee Chairs, Bank Nominating/Governance Committee Chairs and HR Officers!

During these peer exchanges, Compensation and Nominating/Governance committee chairmen, along with HR officers of financial institutions, have the opportunity to share insights and solutions with their true peers while discussing critical issues and challenges, such as competitive CEO and board compensation plans, succession planning, trends in employment contracts, evaluating management performance and rewarding CEOs while being fair to shareholders.

“Great discussion among people who are moving their organizations forward - common sense and great real life examples of what they’re doing.”

— 2013 Bank Compensation Peer Exchange Attendee

PEER EXCHANGE AGENDA-AT-A-GLANCE

Monday, November 3

**Agenda subject to change*

9:30 a.m. – 10:00 a.m.
Registration/Check-in

12:45 p.m. – 2:00 p.m.
Networking Lunch

10:00 a.m. – 10:15 a.m.
Peer Exchange Welcome

2:00 p.m. – 4:30 p.m.
Peer Exchange Sessions Resume

10:15 a.m. – 12:45 p.m.
Peer Exchange Sessions Begin
(All sessions run simultaneously)

4:30 p.m. – 6:00 p.m.
Networking Cocktail Reception



BANK EXECUTIVE & BOARD COMPENSATION CONFERENCE

Recruitment, Development and Compensation for Executives & Directors

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

CONFERENCE AGENDA

*Agenda subject to change

DAY ONE | Tuesday, November 4

7:00 a.m. – 8:00 a.m.

Registration + Breakfast

Sponsored by: [Kaplan & Associates, Inc.](#)

8:00 a.m. – 8:15 a.m.

Welcoming Remarks

Al Dominick, President, Bank Director

Jack Milligan, Editor, *Bank Director* magazine

Al and Jack welcome attendees to Chicago and Bank Director's annual Bank Executive & Board Compensation Conference with a look at the next two days' agenda, one that focuses on how economic, technological and demographic trends are reshaping the financial community.

8:15 a.m. – 9:05 a.m.

The Innovation Requirement

Todd Leone, Partner, McLagan

Additional Speakers to Be Announced

Since the crisis of 2008, we have seen significant change within financial services; however, much of the action taken by market players has been reactionary and defensive. Although a great deal has been said about the excesses and errors of the past, the current focus for banks, in particular, must be on the need to innovate or risk becoming stagnant and losing the ability to compete for exceptional talent.

9:05 a.m. – 9:55 a.m.

The Forces Shaping 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 2015.

9:55 a.m. – 10:10 a.m.

Assembling the Best Team

Flynt Gallagher, President, Meyer-Chatfield Compensation Advisors

The uncertainty about what the regulators really want, compounded by the specter of future legislation, has many hesitating to change their staffing plans at a time when it is most needed. During this interactive session, we pose a series of questions to attendees (utilizing an audience response system to provide real-time feedback) in order to identify how bankers feel about emerging compensation and hiring trends.

10:10 a.m. – 10:30 a.m.

Refreshment Break

10:30 a.m. – 11:20 a.m.

Keynote: It's More Than Just the Money

Scott Dueser, Chairman, President & CEO, First Financial Bankshares, Inc.

Offering competitive compensation programs is an important factor in employee satisfaction and retention. But is it the most important thing? First Financial Bankshares, Inc. Chairman, President & CEO Scott Dueser, winner of Bank Director's 2014 Bank Performance Scorecard Ranking for midsized banks, believes that the culture of your organization and how you treat your employees are even more important. In this presentation, one of the country's top bankers explains how his company motivates its employees to perform at the highest levels.

11:30 a.m. – 12:20 p.m.

Topic Breakouts (*select one*)

Breakout I: What's Up With Clawbacks

Jim Bean, Principal, McLagan

Additional Speaker to Be Announced

As some begin to broaden their clawback policies to cover more executives, increase disclosures or add potential triggers, we look at what's up with clawbacks today.

Breakout II: Paying For Performance

Christian Chandler, Partner, Hogan Lovells US LLP

Daniel Rodda, Lead Consultant, Meridian Compensation Partners, LLC

Creating alignment between pay and performance is critical in today's environment of executive pay scrutiny. However, understanding how to assess the relationship and communicate it effectively can be challenging. There are many different methodologies and perspectives that can be considered and this breakout lays out some of the most popular.

Breakout III: Elvis Has Left The Building

Stan Cornish, Executive Vice President & Chief Operating Officer, The Business Bank of St. Louis

Steve Marlow, Consulting Principal, Bank Compensation Consulting

Suzanne Walker, Counsel, Kilpatrick Townsend & Stockton LLP

How does it feel when a top performer walks in your office, resignation letter in hand? During this breakout, we will explore some of the more strategic implementations and designs of benefit programs and their real life results. Banking executives will give testimonials of how their programs work to retain their best people.

12:20 p.m. – 1:30 p.m.

Lunch

Sponsored by: **Meyer-Chatfield**

1:30 p.m. – 2:20 p.m.

What Are the Skeletons in Your Compensation Closet?

Laura Hay, Managing Director, Pearl Meyer & Partners

John Roe, Head of Advisory and Client Services, ISS Corporate Services

Linda V. Schreiner, Director, Union First Market Bankshares Corporation

Through legacy plans, infrequent reviews or changing circumstances, there could be unintended outcomes in your bank's executive compensation plans. Directors may not even be aware of the issues until they have significant ramifications for the bank and its executives. During this session, we will identify areas where we commonly see unintended consequences that increase governance and/or retention risk and how to address them.

2:20 p.m. – 3:10 p.m.

You Think What?!?!

Gayle Appelbaum, Principal, McLagan

Flynt Gallagher, President, Meyer-Chatfield Compensation Advisors

Eric Kracov, Partner, Kilpatrick Townsend & Stockton LLP

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

Additional Speakers to Be Announced

In this fast-paced, interactive panel discussion, we solicit the opinions of consultants and attorneys on eight hot topics and ideas. New this year, we bring two bankers to the stage to juxtapose their feelings on where they stand on the statements posed to participants. Once the panelists have weighed in on a statement, we open things up to all attendees, asking for people to agree or disagree with the statement made via an audience response keypad. Real-time results follow the voting.

3:10 p.m. – 3:30 p.m.

Refreshment Break

Sponsored By: **Meridian Compensation Partners, LLC**

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BANK EXECUTIVE & BOARD COMPENSATION CONFERENCE

Recruitment, Development and Compensation for Executives & Directors

3:30 p.m. – 4:20 p.m.

Topic Breakouts (*select one*)

Breakout I: The Regulatory Environment: Where Are We Now

Todd Leone, Partner, McLagan

Additional Speaker to Be Announced

Banks need to address the fact that the industry has changed and an updated pay model must accompany the new economic and business models they are pursuing.

Breakout II: Time to Talk Comp: Coming Out of TARP & Troubled Conditions

Andrew Strimaitis, Partner, Barack Ferrazzano

Kirschbaum & Nagelberg LLP

Designed for those banks coming out of TARP and troubled conditions, we look at how to get back to thinking proactively about compensation, especially if you haven't had to deal with executives on difficult issues in maybe 5 or 6 years.

Breakout III: Getting the Most Out of Your Peer Group

Greg Swanson, Vice President, Pearl Meyer & Partners

Pamela J. Taylor, SVP, Human Resources Director, HomeStreet Bank

Establishing the competitive market for executive pay levels is just one purpose of peer group information - there is so much more. You will leave this session with new and innovative approaches for evaluating peer group practices to inform your strategic compensation decisions.

4:20 p.m. – 5:10 p.m.

Trends at the Biggest Banks: Why It Matters to You

Susan O'Donnell, Partner, Meridian Compensation Partners, LLC

Rudi Thompson, Chief Human Resources Officer, Hancock Bank

Additional Speaker to Be Announced

Many board members want to design a program that will last three or five years down the road without having to be revamped every time a new rule comes out. So what can you learn from the biggest of the banks that are setting industry-expectations about incentive metrics, caps on incentive plans, etc.?

While this session focuses on executive and board compensation and governance at banks in the \$10Bn to \$50Bn space, the lessons apply to all attendees.

5:10 p.m. – 5:20 p.m.

Closing Remarks

5:20 p.m. – 6:30 p.m.

Networking Cocktail Reception

Sponsored by: **Hovde Group, LLC**

AGENDA | DAY TWO

Wednesday, November 5

7:00 a.m. – 8:00 a.m.

Breakfast

Sponsored by: **Bank Compensation Consulting**

8:00 a.m. – 8:15 a.m.

What We Are Hearing

Jack Milligan, Editor, *Bank Director* magazine

Naomi Snyder, Managing Editor, *Bank Director* magazine

Compensation proves a powerful communication tool that will, more than anything else, underscore what the institution and its leaders truly value. Jack and Naomi welcome attendees back with a look at how innovative banks bring "pivotal" talent onto their teams by highlighting the results of Bank Director's annual Compensation Research project.

8:15 a.m. – 9:05 a.m.

Skill Sets For The Next Generation CEO

James F. Deutsch, Managing Partner, Patriot Financial Partners, L.P.

Alan Kaplan, President & CEO, Kaplan & Associates, Inc. Additional Speaker to Be Announced

For boards and CEOs that accept the premise that "people are our most important asset," investing in the future leadership of the institution should come naturally. As many think about what kind of bank they want to run, this session introduces various skill sets that will be needed in the future.

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9:15 a.m. – 10:05 a.m.

Topic Breakouts (select one)

Breakout I: Succession Planning: Protecting Your Bank's Future

Michael L. Kubacki, Executive Chairman, Lake City Bank

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

Kristine Oliver, Managing Director, Pearl Meyer & Partners

A bank's leadership team helps define its strategic vision and long-term, sustained success; therefore, it is critical that directors and management work together to identify, develop and retain their internal pipeline of talent. This breakout session provides best practices for successful succession planning which can be incorporated into a framework which banks can use in the ongoing evaluation of their CEO and leadership succession strategy.

Breakout II: Board Succession & Compensation Planning

Gayle Appelbaum, Principal, McLagan

Eric Kracov, Partner, Kilpatrick Townsend & Stockton LLP

In this breakout session, we tackle the fundamental issues and suggestions specific to board succession planning.

Breakout III: Linking Executive and Director Compensation to Shareholder Interests through Long-Term Incentives

Mike Blanchard, CEO, Blanchard Consulting Group

Matt Brei, SVP & Partner, Blanchard Consulting Group

Linking a component of executive and director compensation to shareholders and the long-term performance of your bank is critical in structuring a balanced compensation package. As part of this session, we will review current trends in equity compensation including different types of equity (real vs. synthetic), performance-based programs, vesting provisions and director grants.

10:05 a.m. – 10:25 a.m.

Refreshment Break

10:25 a.m. – 11:15 a.m.

Topic Breakouts (select one)

Breakout I: How BOLI (Bank Owned Life Insurance) Can Be Used to Reduce Interest Rate Risk

James Calla, National Sales Director, Meyer-Chatfield

Chuck Caswell, Managing Director, Meyer-Chatfield

BOLI is an attractive asset choice because it can be used as an investment purchase and vehicle to insure key personnel. Banks using BOLI can also mitigate losses in the investment portfolio with balance sheet neutral results.

Breakout II: One Degree of Separation – The Connection Between Your Talent & Your Customer

Iris Goldfein, Chief People Officer, Sutherland Global Services

Banking customer loyalty has dropped considerably in the past few years, and there is a perception that banks are just out to make a buck. Retention of those individuals who represent the face and voice of the organization to your customers remains critical to your bank's success. Even in an age of digital banking, that personal relationship that your customer has with the folks in your branch and in your call center can still be the key factor for keeping your customers from moving to alternative financial services providers.

Breakout III: M&A and Executive Compensation: Dealing with the Issues

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

The HR and compensation considerations prior to an acquisition are considerable. 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. This session will focus on what to look for and discuss.

11:25 a.m. – 12:15 p.m.

Weeding Out Your Underperformers

Banks, by their nature, can have loads of people doing mediocre jobs. How do you evaluate talent in order to retain the right people — and reduce the number of underperformers?

12:15 p.m. – 12:25 p.m.

Closing Remarks

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Kaplan & Associates, Inc. | Kaplan & Associates, Inc. (K&A) is a retained executive search and talent advisory firm headquartered in Philadelphia. K&A advises boards, investors and CEOs on the dynamics of leadership succession, and assists with the process of identification, assessment and selection of new banking leaders, senior executives and directors. K&A is the country's only retained executive research firm member of the ABA and ICBA.

www.kasearch.com

Kilpatrick Townsend & Stockton LLP | Kilpatrick Townsend & Stockton LLP is a full-service law firm with nearly 650 attorneys. The lawyers in their financial services practice group represent banks and other financial institutions on a wide variety of matters. They offer a great depth of knowledge and experience in the areas of employee benefits and director and executive compensation, mergers and acquisitions, equity and debt offerings, holding company reorganizations, enforcement and director/officer liability matters, consumer law issues, financial privacy and electronic banking. Their lawyers understand the business impact of their clients' legal matters and work with them to develop solution-oriented approaches.

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Meridian Compensation Partners, LLC | Meridian Compensation Partners, LLC is a fully independent executive compensation firm providing trusted counsel to boards and management at hundreds of companies and financial institutions across North America. Meridian consults exclusively on executive and board compensation matters, including their design, amounts and related corporate governance practices. Meridian operates from 8 offices across North America.

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Pearl Meyer & Partners | For 25 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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Recruitment, Development and Compensation for Executives & Directors



Here's What Bank Executive & Board
Compensation Conference Attendees Have
to Say About Last Year's Event:

"This is the third compensation conference I have been to in six years and it is by far the best. The topics were particularly relevant and well presented, and the facilities were excellent."

"Excellent conference and hotel! This is the best yet. I have been here three out of the past 4 years."



"Timely, applicable information and observations - good energy in delivery and presentation."

"Great opportunity for networking and learning from others, it was valuable to compare our programs with others."





VENUE

Swissôtel

323 East Wacker Drive
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Swissôtel Chicago, designed by renowned Chicago architect Harry Weese, is an award winning, four-diamond, all-glass triangular luxury hotel. Ideally situated in the confluence of the Chicago River and Lake Michigan and just steps away from exclusive shopping on The Magnificent Mile in downtown Chicago, with fabulous wrap-around views from Navy Pier to Millennium Park, Swissôtel Chicago offers an exclusive setting with one of the city's most prestigious addresses.

DISCOUNTED HOTEL ROOM RATE

There is a discounted hotel room rate available for conference attendees at the Swissôtel until October 2, 2014. To reserve a room, please contact the hotel directly at (888) 737-9477 and mention "Bank Director" to receive the \$289/night rate. Rooms are limited, so book early!

RATES & REGISTRATION

Phone: (877) 397-7595

Website: BankDirector.com

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

Fax: (615) 777-8449

E-mail: events@bankdirector.com

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ADDRESS		PHONE	
CITY	STATE	ZIP	

YES! Register me for the 2014 Bank Executive & Board Compensation Conference!

Individual Early Rate: \$1,295 (Expires September 22, 2014).

Individual Standard Rate: \$1,495 Payment must be received by offer expiration in order to receive special rate.

YES! Register my Group for the 2014 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.)

YES! I am a Bank Compensation Committee Chair, Bank Nominating/Governance Chair or a Human Resource Officer and would like to attend the Bank

Compensation & Governance Peer Exchange on Monday, November 3, 2014. **Standard Rate: \$395**

Enroll My Guest in the Guest Program.

(\$50 fee includes Tuesday Reception.)

Guest Name: _____

Non-Banker Rate: \$3,000 (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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Conference cancellations after September 30, 2014 are subject to a \$150 processing fee. No refunds will be provided after October 21, 2014; however, substitute participants are welcomed. DirectorCorps, Inc. assumes no liability for any nonrefundable travel, hotel or related expenses incurred by registrants.