

# BANK AUDIT COMMITTEE CONFERENCE

INSIGHT ON OVERSIGHT

**June 17 - 18, 2010**

**Marriott Chicago Downtown  
Chicago, Illinois**

## TOPICS INCLUDE

- The Board's Role in Risk Oversight
- The Audit Committee's Relationship with Internal Audit
- Connecting Risk Management to Strategic Planning
- Emerging Regulatory Trends

## PLUS

**Audit Committee Chair Peer Exchange  
and Audit Committee Primer**

**Wednesday, June 16, 2010**

## FEATURED SPEAKERS



**KENNETH A. GUENTHER**  
*Former President & CEO  
Independent Community  
Bankers of America*

**HON. MICHAEL G. OXLEY**  
*Vice Chairman, The NASDAQ  
OMX Group Inc.; Former Member,  
U.S. House of Representatives*

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## WHY YOU SHOULD ATTEND

### **Candid Advice from Experienced Bankers and Advisers**

Obtain practical, firsthand tips from knowledgeable bank officers, directors, and veteran advisers. Take away new approaches for your board to tackle risk oversight, relations with internal auditors, strategic planning, fraud prevention, new regulations, and much more!

### **Unique Networking Opportunities**

Meet industry peers from across the country. Face-to-face interaction with fellow attendees is an important part of the conference learning experience. Peer discussion groups and separate conference tracks for private/thinly traded banks, public community banks, and large banks provide directors and officers the opportunity to meet with peers in breakout sessions appropriate to their respective institution's size and goals.

### **Back by Popular Demand: Audit Committee Primer and Audit Chair Peer Exchange**

Join Pat Langiotti, audit committee chair for National Penn Bancshares Inc., and Larry Schwartz, audit committee member for Annapolis Bancorp Inc. and First Virginia Community Bank, on Wednesday, June 16 for an interactive, hands-on workshop designed to help newer audit committee members learn how to achieve top performance in today's challenging audit environment. This pre-conference primer is an optional add-on designed to provide preparation and context to enhance your learning experience at the conference.



More experienced audit committee chairs are invited to participate in the Peer Exchange program, which will run concurrently to the Primer on Wednesday, June 16.

### **Continuing Education Credits**

Continuing Professional Education credits are available for accountants, up to a maximum of 12 credit hours (total credits awarded based on specific sessions attended). Continuing Legal Education credits may be available for attorneys, based on individual state applications.



## FEATURED SPEAKERS



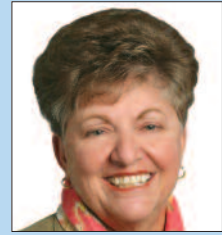
**JOHN P. COOK**  
*Audit Committee Chair*  
First National Bank, Orrville



**KEN GLASCOCK**  
*SVP, Internal Audit*  
United Western Bank



**KENNETH A. GUENTHER**  
*Former President & CEO*  
Independent Community  
Bankers of America



**PATRICIA L. LANGIOTTI**  
*Audit Committee Chair*  
National Penn Bancshares Inc.



**DAVID P. LAUER**  
*Audit Committee Chair*  
Huntington Bancshares Inc.



**HON. MICHAEL G. OXLEY**  
*Vice Chairman*  
The NASDAQ OMX Group Inc.  
*Former Member*  
U.S. House of Representatives



**CHARLES A. PAUL III**  
*Audit Committee Chair*  
Crescent State Bank



**ROBERT F. SCHULTZ**  
*Audit Committee Chair*  
Midland States Bank



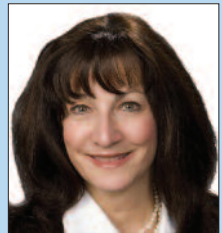
**GERALD SCHWALBACH**  
*Audit Committee Chair*  
TCF Financial Corp.



**LAWRENCE W. SCHWARTZ**  
*Audit Committee Member*  
Annapolis Bancorp Inc. and  
First Virginia Community Bank



**INGRID S. STAFFORD**  
*Audit Committee Chair*  
Wintrust Financial Corp.



**MARY BETH VITALE**  
*Audit Committee Chair*  
CoBiz Financial Inc.

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**“Outstanding, year after year you continue to get it right. This conference continues to hit all of the key issues. The information I take away from this program has helped us stay ahead of the curve. As audit chair, I have made attendance at this conference mandatory.”**

— Charles Thal, Director, The Business Bank of St Louis, and  
2009 Bank Audit Committee Conference attendee

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## PRE-CONFERENCE AGENDA — Wednesday, June 16

### **OPTIONAL AUDIT COMMITTEE PRIMER—BACK BY POPULAR DEMAND!**

(\*There is an additional fee for this program.)

This primer, led by Patricia L. Langiotti, audit committee chair for National Penn Bancshares Inc., and Lawrence W. Schwartz, audit committee member for Annapolis Bancorp Inc. and First Virginia Community Bank, is designed for both newer audit committee members and chairpersons, as well as for those seasoned audit committee members who might enjoy taking advantage of a unique, interactive learning opportunity. The primer will provide excellent preparation and context to enhance the learning experience for attendees at the conference to follow.

**9:30 a.m. - 10:00 a.m.**

#### **Registration**

**10:00 a.m. - 5:00 p.m.**

#### **SESSION I**

#### **Everything You Ever Wanted to Know about Audit Committee Membership**

- Why an audit committee?
- Development of audit committee role
- Characteristics of high-performing audit committees—What works? What doesn't?

#### **Developing and Using the Audit Committee Charter—Formulating Your Plan and Guiding You on Your Way**

- Discussion of key charter elements (*samples provided*)
- Using your charter to discharge your duties
- Typical meeting structure

#### **Duties and Responsibilities of Audit Committee Members**

- Managing risk and internal controls
- Monitoring legal and regulatory compliance, reports from third parties, and financial reporting
- Engaging and monitoring performance of independent external auditors
- The role of the audit committee chairperson



# PRE-CONFERENCE AGENDA — Wednesday, June 16

## SESSION II

### **It's a Whole New World ... The Changing Financial and Regulatory Environment, New and Emerging Audit Committee Concerns**

- Is there any such thing as “too big to fail”?
- Managing asset quality versus managing asset not quality
- Goodwill impairment, the NEW art and science of ALLL calculations
- Increased regulatory scrutiny

#### **The Audit Committee's Role in:**

- Compensation oversight
- Risk management
- Whistle-blower process
- Earnings releases and other public communications

#### **The Audit Committee's Relationship with:**

- The board of directors, lead independent director, other committee chairs
- Regulators and examiners, bank management, director of internal audit

#### **When the Internal Audit Function is Outsourced or Co-Sourced**

Special discussion leader John F. White, CEO & principal of ICS Compliance, will lead an informative discussion.

## SESSION III

### **What Keeps YOU Up at Night?**

Roundtable/Open Discussion— Obtain advice and answers to your audit committee questions and insights into the challenges you face. Participants will be divided into groups based upon institution type/size, and professional facilitators will guide discussions. Participants will have an opportunity in advance of the conference to identify issues for discussion.

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

**Reception** Sponsored by:



### **AUDIT COMMITTEE CHAIR PEER EXCHANGE** (\*There is an additional fee for this program.)

9:30 a.m. - 5:00 p.m.

A unique forum for bank audit committee chairs only, participants will be divided based on their bank's asset size to share challenges and solutions with their peers in a closed-door, off-the-record setting. Prior to the event, *Bank Director* will solicit input from participants to develop the most relevant agenda. Each group will include an attorney and accounting firm representative to serve as as-needed resources for the day's discussions.



# CONFERENCE AGENDA — Thursday, June 17

*\* Agenda subject to change with market circumstances.*

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

## Registration and Breakfast

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

## Welcome

TK KERSTETTER, President & CEO, Board Member Inc./*Bank Director* magazine  
DEBRA ROBINSON, Managing Director, The NASDAQ OMX Group

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

## The Board's Role in Risk Oversight

DAVID M. BURNS, Northeast Region Financial Institutions Industry Practice Leader, Grant Thornton LLP  
ROBERT F. SCHULTZ, Audit Committee Chair, Midland States Bank  
MARY BETH VITALE, Audit Committee Chair, CoBiz Financial Inc.

This panel will explore the board's role, and specifically the audit committee's responsibility, in identifying appropriate levels of risk to assume, as well as monitoring management's risk assessment, policies, and practices.

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

## Report from Washington: Emerging Governance and Regulatory Trends

KENNETH A. GUENTHER, Former President & CEO, Independent Community Bankers of America  
THE HONORABLE MICHAEL G. OXLEY, Vice Chairman, NASDAQ OMX Group;  
Former Member, U.S. House of Representatives

As the financial services industry faces more regulation, skepticism abounds for bank directors. Gain insight from two Washington insiders to help your board anticipate, navigate, and strategize in this era of increasing government intervention.

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

## Refreshment Break

**10:10 a.m. - 11:00 a.m.**

## Managing Expectations: A Look at the Audit Committee's Relationship with Internal Audit

KEN GLASCOCK, SVP, Internal Audit, United Western Bank  
INGRID S. STAFFORD, Audit Committee Chair, Wintrust Financial Corp.

As the scope of responsibilities grows, how can audit committees collaborate most effectively with internal audit? A strong working relationship between the parties is essential for each to fulfill its responsibilities to senior management, the greater board of directors, and shareholders. This panel will address keys to an effective relationship, including reporting structure, communications, and evaluations.

**11:00 a.m. - 12:15 p.m.**

## Attendee Peer Collaboration

Back by popular demand! Don't miss a unique opportunity to brainstorm, network, and share insights in small peer groups. Participants will be divided based on their institution's asset size to debate a short list of relevant topics.

**12:15 p.m. - 1:15 p.m.**

**Lunch** *Sponsored by:*

**Sheshunoff**  
CONSULTING + SOLUTIONS

# CONFERENCE AGENDA — Thursday, June 17

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

## **Industry Update**

JOHN G. DUFFY, Chairman & CEO, Keefe, Bruyette & Woods Inc.

A highlight of all *Bank Director* conferences! One of the industry's most respected advisers will review the strategic challenges and operating conditions for banks across the country.

**2:10 p.m. - 3:00 p.m.**

## **PEER BREAKOUTS (SELECT ONE)**

### **Connecting the Dots: Risk Management and Strategic Planning**

Risk management and strategic planning are two of the board's most critical responsibilities. Does your risk management strategy support your bank's strategic plan? With the rules of the game changing almost daily, how can your board ensure that it is examining all of its strategic opportunities while identifying and managing all of the potential associated risks? Explore the connection between risk management and strategic planning in peer breakouts specific to your institution's size.

**1**

#### **Large Banks**

ANTHONY ANZEVINO, Partner, National Leader—Banking & Finance, KPMG

KATHLYN L. FARRELL, National Director, Risk Management Services, Sheshunoff Consulting

GERALD A. SCHWALBACH, Audit Committee Chair, TCF Financial Corp.

**2**

#### **Public Community Banks**

JOHN P. HURLOCK, Director, Enterprise Risk Consulting Services, Sheshunoff Consulting

CHARLES A. PAUL III, Audit Committee Chair, Crescent State Bank

JIM PULSIPHER, West Region Financial Institutions Industry Practice Leader, Grant Thornton LLP

**3**

#### **Private/Thinly Traded Banks**

JOHN P. COOK, Audit Committee Chair, First National Bank, Orrville

DEANNA M. WACHSMUTH, Regional Director—New England, Sheshunoff Consulting

**3:00 p.m. - 3:15 p.m.**

## **Refreshment Break**



# CONFERENCE AGENDA — Thursday, June 17

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

## TOPIC BREAKOUTS (SELECT ONE)

- 1 Director and Officer Liability: Current Issues in a Heightened Risk Environment**  
JOHN T. BLATCHFORD, Partner, Vedder Price  
JAMES M. KANE, Partner, Vedder Price  

This breakout will look at various director and officer liability issues in light of recent FDIC enforcement efforts and bank failures. Find out what questions your board should be asking.
- 2 The Audit Committee's Role in Capital Raising, Share Repurchases, and Dividend Issues**  
FRANK E. LAWATSCH JR., Partner, Day Pitney  

Has the recent legislation passed by Congress to stimulate the economy and provide capital to the banking industry created a different role for the audit committee? This breakout will discuss the audit committee's role in assessing the risks involved in the interplay of the role of capital and the risk profile of the entity amid the economic environment in which the entity operates.
- 3 Audit Committee Best Practices in Today's Environment**  
ROBERT M. FLEETWOOD, Partner, Barack Ferrazano  

Participants will discuss issues such as setting committee meeting agendas; managing information flow with other board committees, management, and outside advisers; setting expectations for committee members as well as external parties; and other best practices to improve the audit committee's effectiveness in today's environment.
- 4 FDIC-assisted Transactions: Benefits, Challenges, and How to Ensure Success**  
JEFFREY A. BRAND, Principal, Keefe, Bruyette & Woods Inc.  
TIMOTHY JOHNSON, Advisory Partner, Transaction Services, KPMG  
GEORGE MARK, New York Financial Institutions Industry Practice Leader, Grant Thornton LLP  

This panel will look at the benefits and challenges associated with an FDIC-assisted transaction to help you determine if such transactions are a good strategy for your bank. Learn how you can ensure success if you make the leap and win the bid, including what steps your bank will need to take as it integrates the operations of a failed institution into the current entity. Gain insight on the accounting and legal implications related to such transactions (i.e., contractual terms, GAAP reporting, LSA, and tax-related issues), as well as how to prepare for additional requirements that may be part of the acquisition agreement with the FDIC.

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

## TOPIC BREAKOUTS (SELECT ONE)

The 3:15 p.m. - 4:05 p.m. breakouts will be repeated, allowing attendees to select a second topic of interest.

5:15 p.m. - 6:30 p.m.

**Reception** Sponsored by:



KEEFE, BRUYETTE & WOODS



# CONFERENCE AGENDA — Friday, June 18

7:00 a.m. - 8:30 a.m.

## Breakfast

7:30 a.m. - 8:20 a.m.

## TOPIC BREAKOUTS (SELECT ONE)

A complete list of topic breakout options will be handed out at the event.

### 1 Potential Penalties for Boards in Event of Non-Compliance and How to Avoid Them

JOHN C. SOFFRONOFF JR., President & Co-Founder, ICS Compliance

Federal and state regulations are manageable when you are in compliance, but can be costly if ignored! This session will discuss the steep, obvious penalties of violations under the BSA and OFAC, and the ever increasing monetary penalties for violations in HMDA, flood insurance, and fair lending. Find out what your bank's board needs to know to avoid any penalties.

### 2 Enterprise Risk Management: Determining What Is Right for Your Institution

JOHN FARRELL, Partner, Advisory, KPMG

HUGH KELLY, Principal, Advisory, KPMG

Regulatory guidance directs banks to establish risk management programs appropriate to the size, complexity, and risk tolerance of the entity. This session will discuss how to implement an effective enterprise risk management program that identifies, measures, monitors, and controls risk to satisfy regulatory scrutiny.

### 3 Oversight of the Financial Reporting Process: Everything You Need to Know But Don't Know How to Ask

SAL INSERRA, Audit Partner, Porter Keadle Moore, LLP

TIM MESSMAN, Audit Principal, Porter Keadle Moore, LLP

This session will outline the required communications between the independent auditor and the audit committee. Discussions will take you behind the scenes and offer an auditor's perspective into what constitutes effective two-way communication between the parties. The presenters will also offer insight into bank critical accounting policies and practices, as well as significant accounting estimates, to give you the baseline knowledge you need to analyze your bank's financial statements and key operating metrics. At the conclusion of the session, you will be armed with the requisite knowledge to ask the necessary questions of management and your auditors and be better prepared to exercise your oversight responsibility of the financial reporting process.

8:30 a.m. - 8:40 a.m.

## Day Two Welcome

JACK MILLIGAN, Associate Publisher & Group Manager, *Bank Director* magazine

8:40 a.m. - 9:30 a.m.

## Five Issues All Audit Committees Should Be Discussing

DAVID LAUER, Audit Committee Chair, Huntington Bancshares Inc.

SABINO RODRIGUEZ, Partner, Day Pitney

BRIAN STEPHENS, Audit Partner, KPMG

The challenges of the economic crisis have dominated audit committee agendas. As signs of recovery emerge, what key issues should all audit committees be considering? Join an experienced audit chair and two veteran advisers to explore the critical issues that your audit committee can't afford NOT to talk about.

# CONFERENCE AGENDA — Friday, June 18

9:35 a.m. - 10:25 a.m.

## PEER BREAKOUTS (SELECT ONE)

### Fraud: How to Prevent It and What to Do When It Occurs

Fraud comes in all sizes and shapes, internally and externally. Find out what your bank should be doing to minimize the risk of fraudulent activity. Learn how to create a plan of attack should your institution fall victim to a fraud scheme, either from an internal employee or an external perpetrator.

1

#### Public Banks

JAMES MORRISSEY, Partner, Vedder Price

WILLIAM P. OLSEN, Principal, Economic Advisory Services, Grant Thornton LLP

2

#### Private Banks

JOHN M. GEIRINGER, Partner, Barack Ferrazzano

Additional speaker to be announced

10:25 a.m. - 10:45 a.m.

## Refreshment Break

10:45 a.m. - 11:35 a.m.

## WORKSHOPS (SELECT ONE)

1

### The Loan Committee: Up Close and Personal

JOHN BLATCHFORD, Partner, Vedder Price

The federal banking agencies are currently working on several initiatives related to the allowance for loan losses, and estimating the value of loan losses has proven to be one of the more controversial topics over the last year. This workshop will explore critical issues facing loan committees, as well as offer insight on how to handle the examiners when they disagree with the analysis of your loans.

2

### Risk and Reward: The Audit Committee's Role in Executive Compensation

DONALD L. NORMAN JR., Partner, Barack Ferrazzano

J. HENRY OEHMANN, Director, National Executive Compensation Services, Grant Thornton LLP

MATT THOMPSON, Senior Manager, Business Advisory Services, Grant Thornton LLP

Proposed regulations and legislation on compensation have sharpened the focus on pay for performance and incentive compensation plans. What role does the audit committee play in evaluating how risk is considered in the company's compensation policies? This workshop will look at how the audit committee should work with the compensation committee to understand management's incentives and the impact on risk taking, as well as how to define appropriate and accurate metrics to measure performance.

3

### Strategically Managing Enforcement Actions

KATHLYN L. FARRELL, National Director, Risk Management Services, Sheshunoff Consulting

RONALD H. JANIS, Partner, Day Pitney

The federal regulatory agencies expect enforcement actions to peak during 2010 and continue at a fairly high level for the next few years. This workshop will focus on strategies to handle regulatory examinations to avoid enforcement actions; what to do when your regulators notify you that they are levying such an action; and how to survive the enforcement action. Bargaining with the regulator and third parties is a necessary part of enforcement actions. Learn how to avoid unnecessary time and expense and manage your bank's compliance in the most effective manner possible.

11:40 a.m. - 12:30 p.m.

## TOPIC BREAKOUTS (SELECT ONE)

The 7:30 a.m. - 8:20 a.m. breakouts will be repeated allowing attendees to select a second topic of interest.

# CONFERENCE HOSTS AND SPONSORS

## CO-HOSTS



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### Marriott Chicago Downtown

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[www.marriott.com](http://www.marriott.com)

### Discounted Hotel Rates

Reserved rooms are limited, and the rate is available only until May 14, 2010.  
Call (312) 836-0100 and mention the Bank Audit Committee Conference. Single/Double - \$199

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*\*Payment must be received by offer expiration to get special rate.*

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*\*Payment must be received by offer expiration to get special rate.*

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*(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.)*

**YES, I am an Audit Committee Chair and would like to attend the Audit Committee Chair Peer Exchange on Wednesday, June 16, 2010. \$95**

**YES, I would like to attend the Audit Committee Primer on June 16, 2010. \$645**

**Enroll my guest in the Guest Program • Guest's name** \_\_\_\_\_  
(\$50 fee includes Thursday reception.)

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State CLE Accreditation for each conference is based on individual attendee requests. Credit hours may vary by state. Credit hours are not guaranteed. All CLE requests must be received prior to the event. Please contact *Bank Director* at (800) 452-9875, Events Registration, or pweaver@boardmember.com with questions.

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

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