

# BANK EXECUTIVE & BOARD COMPENSATION

COMPENSATION SOLUTIONS TO REWARD TODAY'S DIRECTORS & EXECUTIVES

November 11 - 12, 2010

InterContinental Chicago  
Chicago, Illinois

## Conference Highlights Include:

- ▶ The Future of Performance Compensation Plans
- ▶ Mitigating Risks in Incentive Plans
- ▶ Beyond Compensation: Working with Other Board Committees
- ▶ Attendee Peer Collaboration

CO-HOSTED BY:

**BANK DIRECTOR**  
MAGAZINE

**NASDAQ OMX**

# CONFERENCE HIGHLIGHTS

## Free Customized Board Review and CEO Benchmarks

Each participant will receive a FREE customized bank board and CEO compensation review, plus the option for a FREE private consultation at the conference, provided by Amalfi Consulting. The custom reports will provide competitive benchmarks for your bank and are an exclusive opportunity for conference attendees!



## Unique Networking Opportunities

Face-to-face interaction with fellow attendees is an important part of the conference learning experience. Separate conference tracks for large banks, public community banks, and private/thinly traded banks provide participants the opportunity to meet with peers in breakout sessions appropriate to their respective institution's size and goals.

## Obtain Candid Advice from Respected Advisers and Experienced Directors

This year's event offers you MORE opportunities to learn from knowledgeable bank officers and board members who have firsthand experience as well as from some of the country's top compensation advisers. Gain insight on practical approaches your board can use to tackle incentive plan design, risk assessment requirements, executive benefit packages, and much more.

## Who Should Attend

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

## SPECIAL FEATURE: Bank Compensation Committee Peer Exchange

**Wednesday, November 10, 2010 (Pre-conference)**

In this unique forum specifically 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. Prior to the event, *Bank Director* will solicit input from participants to develop the most relevant agenda. Each group will include an attorney and a compensation consultant who will provide resources as needed for the day's discussions. There is an additional registration fee for compensation committee chairs and HR officers to participate in this optional conference add-on.



# CONFERENCE SPEAKERS



**PAUL R. BARBER**  
*Senior Vice President &  
Human Resources Manager  
Graystone Tower Bank*



**KIMBERLY T. ELLWANGER**  
*Compensation Committee Chair  
Heritage Financial Corp.*



**FRANK A. FARNESI**  
*Compensation Committee Chair  
Beneficial Mutual Bancorp Inc.*



**CRIS FARRELL**  
*Vice President, Central Region  
The NASDAQ OMX Group*



**LAWRENCE J. GORSKI**  
*Senior Vice President,  
Human Resources  
F.N.B. Corp.*



**JOSEPH HASKINS JR.**  
*Chairman, President & CEO  
Harbor Bank of Maryland*



**JAMES J. KRANCEVIC**  
*Senior Vice President &  
Chief Human Capital Officer  
Citizens Bank*



**GEORGE A. MAKRIS JR.**  
*Compensation Committee Member  
Simmons First National Corp.*



**DAVID L. NIMMO**  
*Compensation Committee Chair  
LandMark Bank*



**LEE D. NORDSTROM**  
*SVP, Director of Human Resources  
Farmington Bank*



**GREGORY V. OSTERGREN**  
*Compensation Committee Chair  
Guaranty Bank*



**CLAIBOURNE D. SMITH**  
*Compensation Committee Chair  
WSFS Financial Corp.*



**CHARLES G. THARP**  
*Executive Vice President, Policy  
Center on Executive Compensation*



**JOHN TOLSMA**  
*Compensation Committee Chair  
Green Bank*

# CONFERENCE AGENDA

## Thursday, November 11

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

### Breakfast and Registration

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

### Welcome

**Cris Farrell**, Vice President, Central Region, The NASDAQ OMX Group

**TK Kerstetter**, President & CEO, Board Member Inc. /*Bank Director* magazine

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

### The Future of Performance Compensation Plans

**Paul R. Barber**, Senior Vice President & Human Resources Manager, Graystone Tower Bank (Harrisburg, PA)

**Sam Borek**, Chairman of the Board, Optimum Bank (Ft. Lauderdale, FL)

**Gregory V. Ostergren**, Compensation Committee Chair, Guaranty Bank (Springfield, MO)

**Moderator: Todd Leone**, President & Founder, Amalfi Consulting

Performance compensation plans are under the microscope. In today's environment, how do boards ensure performance measures and goals are aligned with business objectives and don't encourage excessive risk-taking? Gain insight from panelists on designing compensation programs that deliver a competitive edge, while rewarding the CEO and balancing the needs of the company and shareholders.

9:05 a.m. - 9:55 a.m.

### How is Regulation Shaping Compensation?

**Michael Blanchard**, Partner, Blanchard Chase

**Tom Hutton**, Partner, Kilpatrick Stockton LLP

**Charles G. Tharp**, Executive Vice President, Policy, Center on Executive Compensation

The fallout from the bailout continues. What will be the likely effect of government intervention on bank compensation programs? This panel will discuss Washington's influence on compensation planning, the political focus on risks and incentives, and how boards can prepare for current, pending, and potential regulations.

9:55 a.m. - 10:15 a.m.

### Refreshment Break

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

### Peer Collaboration

Always one of the highest-rated portions of the conference! 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.



# CONFERENCE AGENDA

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

## Peer Breakouts: Structuring Short-Term Incentives and Annual Bonus Plans (select one)

To retain top talent, banks must remain competitive with their compensation programs. Find out how to set short-term performance metrics that stand up to both internal and external scrutiny and develop short-term incentive plans that motivate your management while meeting risk mitigation requirements under new regulatory guidelines.

### 1 Large Banks

**Frank A. Farnesi**, Compensation Committee Chair, Beneficial Mutual Bancorp Inc. (Philadelphia, PA)

**Eric Kracov**, Partner, Kilpatrick Stockton LLP

**Susan C. O'Donnell**, Managing Director, Pearl Meyer & Partners

### 2 Public Community Banks

**Gayle Appelbaum**, Managing Director & Founder, Amalfi Consulting

**Matt Brei**, Vice President, Amalfi Consulting

**James J. Krancevic**, SVP, Chief Human Capital Officer, Citizens Bank (Sandusky, OH)

**Andrew K. Strimaitis**, Partner, Barack Ferrazzano

### 3 Private/Thinly Traded Banks

**Diana Chase**, Partner, Blanchard Chase

**Lee D. Nordstrom**, SVP, Director of Human Resources, Farmington Bank (Farmington, CT)



12:05 p.m. - 1:15 p.m.

## Lunch

1:15 p.m. - 1:30 p.m.

## Are Your CEO and Board Compensation Plans Competitive?

**Todd Leone**, President & Founder, Amalfi Consulting

Amalfi Consulting will provide a review of how to interpret the customized compensation packets they have developed specifically for each attendee's bank.

1:30 p.m. - 2:15 p.m.

## Industry Update

**Ben A. Plotkin**, Executive Vice President, Stifel, Nicolaus & Company, Inc.

Find out what the current economic and regulatory environment means for the financial services industry over the next 12 months.

2:15 p.m. - 3:05 p.m.

## Handling Situations Most Compensation Committees Want to Avoid

**Alice Cho**, Senior Principal, Promontory Financial Group LLC

**Susan C. O'Donnell**, Managing Director, Pearl Meyer & Partners

**J. Henry Oehmann III**, Director, National Executive Compensation Services, Grant Thornton LLP

What are the most difficult compensation scenarios a board could face? And what is the most prudent approach to handling them? In this session, *Bank Director* recruits a fantasy compensation committee to deal with the tough situations that face compensation committees from time to time.

3:05 p.m. - 3:25 p.m.

## Refreshment Break

# CONFERENCE AGENDA

3:25 p.m. - 4:15 p.m.

## Topic Breakouts (select one)

### 1 Incorporating Safety and Soundness Standards into Executives' Performance Goals

**Diana Chase**, Partner, Blanchard Chase

**Anthony McSwieny**, Senior Rating Analyst, A.M. Best Company

As incentive plan performance measures are being re-evaluated and new strategies are emerging, it may no longer be adequate for banks to rely on profitability measures alone, such as ROA, ROE, and EPS, as these measures do not reflect underlying asset quality. Banks can also structure goals to reward performance based upon safety and soundness standards. Participants in this breakout will learn:

- How a financial strength rating can independently verify bank performance and financial risk profile
- How to incorporate safety and soundness measures into compensation plans
- How a financial strength rating is structured to incorporate the quantitative and qualitative aspects of your bank's risk profile - Case Study

### 2 Board Governance and Compensation Challenges in Today's New World

**Laura Hanf**, Vice President, Pearl Meyer & Partners

**Susan C. O'Donnell**, Managing Director, Pearl Meyer & Partners

The role of the board and compensation committee is changing radically as a result of increased scrutiny, compliance, and regulation. Expectations for independence and accountability are greater than ever. This session will share emerging requirements, best practices, and practical tools to assist boards and compensation committees in meeting the new requirements. The session leaders will also share data and emerging trends in board compensation and corporate governance.

### 3 Great Expectations: CEO Evaluations

**Jim Bean**, Chief Executive Officer & Board Governance Consultant, Amalfi Consulting

CEO performance evaluations are essential for sound corporate governance, dynamic leadership, and alignment to achieve strategic goals. While evaluations are often informal and limited to a few financial metrics, high-performing companies have an effective process that includes other dimensions. This session will provide practical advice that can drive real results.

### 4 What Should Keep Directors Up at Night

**John Geiringer**, Partner, Barack Ferrazzano

**Scott Porterfield**, Partner, Barack Ferrazzano

Enforcement actions, FDIC demand letters, D&O insurance exclusions, and other scary things. This breakout will discuss a range of liability issues that should be on every director's radar.

4:20 p.m. - 5:10 p.m.

## Topic Breakouts Repeated (select one)

The 3:35 p.m. - 4:15 p.m. breakouts will be repeated, allowing attendees to select a second topic of interest.

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

## Cocktail Reception Sponsored by:

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# CONFERENCE AGENDA

## Friday, November 12

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

### Topic Breakouts (select one)

#### 1 **Aligning Expectations and Rewards with Responsible Executive Benefits**

**Todd Andritsch**, Consultant, Clark Consulting

With increasing oversight and restrictions attached to stimulus programs, banks continue to look for ways to encourage executives to take reasonable risks and still allow for innovation, business improvement, and the ability to achieve outstanding shareholder returns. This session will discuss methods for attracting, retaining, and rewarding quality management talent; linking long-term incentives to goals; restoring retirement income shortfalls for key executives; providing a meaningful retirement plan; and balancing risk with reward for directors.

#### 2 **The Role of the Board in Effective Management Succession Planning**

**Diana Chase**, Partner, Blanchard Chase

**Joseph Haskins Jr.**, Chairman, President & CEO, Harbor Bank of Maryland (Baltimore, MD)

**Claibourne D. Smith**, Compensation Committee Chair, WSFS Financial Corp. (Wilmington, DE)

Management succession is one of the most fundamental board duties. Hear from two banks that have proactively addressed the issue and gain practical guidance to help your board execute an effective CEO succession plan.

#### 3 **Employment and Change-in-Control Arrangements: Trends and Best Practices**

**Tom Hutton**, Partner, Kilpatrick Stockton LLP

**Eric Kracov**, Partner, Kilpatrick Stockton LLP

This breakout will look at the major influences affecting the design and implementation of change-in-control agreements. Obtain examples of what other banks are doing.

#### 4 **Regulatory Guidance on Incentive Compensation: Determining the Right Level of Review and Compliance Among Private/Thinly Traded Banks**

**Steve Levin**, Director, McGladrey

**Steve Sullivan**, Director, McGladrey

This breakout will help participants identify the appropriate level of incentive compensation for private/thinly traded banks and will also explore key tax and regulatory ramifications associated with redesigning executive incentive arrangements to comply with safety and soundness guidelines.

8:30 a.m. - 8:35 a.m.

### Day 2 Welcome

**Jack Milligan**, Associate Publisher & Group Manager, *Bank Director* magazine

8:35 a.m. - 9:25 a.m.

#### **Beyond Compensation: Working With Other Board Committees**

**Laura Hanf**, Vice President, Pearl Meyer & Partners

**George A. Makris Jr.**, Compensation Committee Member & Audit Committee Chair, Simmons First National Corp. (Pine Bluff, AR)

**John Tolsma**, Compensation Committee Chair, Green Bank (Greenville, TN)

Duties of the compensation committee extend beyond just compensation. CEO evaluations, management succession planning, and evaluating compensation risks with the audit committee are just a few of the issues that require committee interaction, not to mention strategic planning and the full board's responsibility in risk oversight. This panel will provide tips to make your board as a whole more effective.



**"This conference is a must if you are on the compensation committee."**

— *Chuck Sweetman, Director, California United Bank, and 2009 conference attendee*

# CONFERENCE AGENDA

9:25 a.m. - 10:15 a.m.

## Past the CEO: Compensation Moving Down the Ranks

**Gayle Appelbaum**, Managing Director & Founder, Amalfi Consulting

**Kimberly T. Ellwanger**, Compensation Committee Chair, Heritage Financial Corp. (Olympia, WA)

**Donald L. Norman Jr.**, Partner, Barack Ferrazzano

This session will provide practical methods to encourage, reward, and retain employees in today's competitive, changing market. Learn how to keep your best employees with compensation plans that are competitive versus your peers as well as acceptable to shareholders.

10:15 a.m. - 10:35 a.m.

## Refreshment Break

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

## Peer Breakouts: Long-Term Incentive Plan Trends and Best Practices (select one)

Find out what plan design factors may encourage risky behavior and how you can most appropriately build long-term incentive plans given the challenge to drive the right behaviors in your executives. These peer breakouts will help you define "long-term," establish performance measures and ranges, and balance performance demands with retention challenges, all while balancing regulatory and investor concerns. Attendees will be divided into groups of publicly traded and privately held institutions to gain the most relevant insight.

### 1 Public Banks

**Lawrence J. Gorski**, Senior Vice President, Human Resources, F.N.B. Corp. (Hermitage, PA)

**Tom Hutton**, Partner, Kilpatrick Stockton LLP

**Todd Leone**, President & Founder, Amalfi Consulting

**Jean Riley**, Vice President, Amalfi Consulting

### 2 Private Banks

**Michael Blanchard**, Partner, Blanchard Chase

**David L. Nimmo**, Compensation Committee Chair, LandMark Bank (Columbia, MO)

**Mike Stevens**, Partner, Alston & Bird LLP



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

## Topic Breakouts Repeated (select one)

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

12:30 p.m.

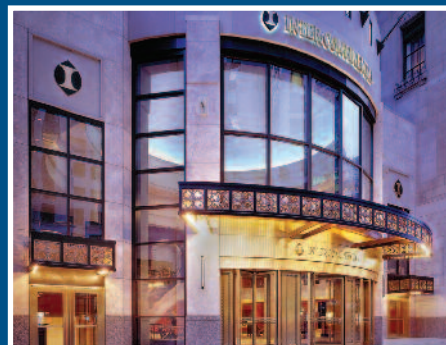
## Event Concludes

## INTERCONTINENTAL CHICAGO HOTEL

### Discounted Hotel Rates & Accommodations

Accommodations are not included in the registration fee. Arrangements can be made by calling the InterContinental Chicago Hotel at (800) 235-4670, or visiting <https://resweb.passkey.com/go/bebc>. When making your reservations, please identify yourself as a Bank Executive & Board Compensation Conference attendee to receive the special room rate of \$229. This special rate is available only until October 20, 2010, and space is limited.

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# BANK EXECUTIVE & BOARD COMPENSATION CONFERENCE

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Bank Asset Size: \_\_\_\_\_ Is your bank:  Publicly Traded  Privately Held

**YES, Register me for the 2010 Bank Executive & Board Compensation Conference!**

**Individual Early Rate** (Expires September 30, 2010) - **\$1,095**

**Individual Standard Rate - \$1,395**

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

**YES, Register my group for the 2010 Bank Executive & Board Compensation Conference!**

**Group Early Rate** (Expires September 30, 2010) - **\$995\***

**Group Standard Rate - \$1,095\***

*\*Per person, for groups of three or more; please submit a separate form for each group member. Payment must be received by offer expiration to get special rate.*

*Interested in bringing your entire board? Contact Bank Director for special rates.*

**Non-Banker Rate - \$2,295**

*This fee applies to attendees who are not officers or directors of a depository financial institution, such as investment bankers, attorneys, accounting firms, and other vendors and service providers.*

**YES, I am a Compensation Committee Chair or HR Officer** and would like to attend the Compensation Committee Chair Peer Exchange on Wednesday, November 10, 2010. **\$95**

**YES, Enroll my guest in the Guest Program.** (\$50 fee includes Thursday reception.) Guest's Name: \_\_\_\_\_

**YES, I want a FREE one-year digital subscription** to *Bank Director's* sister publication, *Corporate Board Member*.  
Please send this subscription to my email address: \_\_\_\_\_

**I am an attorney, and I need Continuing Legal Education Credits for this event in the following states:** \_\_\_\_\_

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 in order to be processed. Please contact *Bank Director* at (800) 452-9875, Events Registration, or [dbeall@boardmember.com](mailto:dbeall@boardmember.com).

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

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**Cancellation Policy** Due to commitments and expenses, all cancellations after September 30, 2010 will be subject to a \$150 processing fee. We regret that no refunds will be granted after October 28, 2010, however, substitute participants are welcomed. *Bank Director* assumes no liability for any nonrefundable travel, hotel, or related expenses incurred by registrants.

## CO-HOSTS



*Bank Director* is the premier magazine written for directors of financial companies. Each quarterly issue focuses on the information board members need on the hottest topics in banking—from mergers and acquisitions to retail strategies, compensation to technology. Since its inception in 1991, *Bank Director* has become recognized as an essential resource for the top decision makers in the financial industry. [www.bankdirector.com](http://www.bankdirector.com)



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