BankDirector.

BANK EXECUTIVE & BOARD COMPENSATION

COMPENSATION SOLUTIONS TO REWARD TODAY'S DIRECTORS & EXECUTIVES

November 5-6, 2012

swissôtel CHICAGO



- Most Pressing Issues for Bank Compensation Committees in 2013
- Say on Pay Year Two, What We Have Learned
- Non-Executive Pay
- · How Compensation Drives the Strategic Plan
- Management CEO Succession + Performance
- Assessing Your Institution's Compensation Risk

Plus Sunday, November 4, 2012: Bank Compensation Committee Peer Exchange

Early Rates Available

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

New federal requirements for the compensation of bank employees helped draw a record crowd of nearly 300 to Bank Director's 7th annual Bank Executive & Board Compensation Conference. Passage of the landmark Dodd-Frank Act, combined with new rules on compensation practices at banks and thrifts issued by the Federal Reserve Board, brought compensation committee chairs and members as well as Human Resource Officers from around the country.

This year, the questions still remain:

- How does your board handle the mandate that banks must review all of their incentive compensation programs annually to make sure they have an appropriate balance of risk and reward?
- Is your board using compensation to reward the right behavior?
- How do you reward a good management team when the bank has limited growth options?

Gain Invaluable Insights and Relevant Take-Aways

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, change-in-control agreements and other regulatory implications for compensation. Also, you will have the opportunity to learn from knowledgeable bank officers and board members with firsthand experience on today's compensation challenges.

Who Should Attend

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

Conference Speakers Include:

Keynote Speaker: Cathy Nash, President & CEO, Citizens Republic Bancorp, Inc.

- Ed Balderston, Former Executive Vice President & Chief Administrative Officer, Susquehanna Bancshares, Inc.
- Kevin M. Blakely, Former Chief Risk Officer, Huntington Bancshares and President & CEO, KMB Financial, LLC
- Daniel E. Bockhorst, Executive Vice President & Chief Risk Officer, CenterState Banks
- Frank A. Farnesi, Compensation Committee Chairman, Beneficial Mutual Bancorp Inc.
- Karla J. Gehlen, Executive Vice President, Human Resources, Sterling Bank
- Cynthia A. Hartley, Compensation Committee Chairman, SCBT Financial Corporation
- Barbara Jeremiah, Compensation Committee Chairman, First Niagara Financial Group, Inc.
- Dallas Kayser, Compensation Committee Chairman, City Holding Company
- C. G. Kum, President & CEO, First California Bank
- Vincent Manahan, Compensation Committee Chairman, Investors Bancorp, Inc.
- John Mitchell, Compensation Committee Chairman, NBT Bancorp Inc.
- James Nelson, Senior Vice President, Supervision and Regulation Department, Federal Reserve Bank of Chicago
- Bert Otto, Deputy Controller, Central District, Office of the Comptroller of the Currency
- Ernest S. Pinner, CEO, CenterState Banks
- Kent L. Roberts, Executive Vice President & Human Resource Director, Columbia Bank
- Charles Schalliol, Compensation Committee Chairman, First Merchants Corporation
- Craig Yunker, Compensation Committee Chairman, Tompkins Financial Corporation

PLUS: Bank Compensation Committee Peer Exchange – Sunday, November 4 (Pre-conference add-on)

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-therecord 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 as needed resources 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.

"Found the Peer Exchange highly valuable. Thanks for the learning opportunity." — Barbara Stephens, First Business Financial Services and 2011 Bank Executive & Board Compensation Conference Attendee

"Great insight and excellent speakers - knowledgeable and experienced - topics are very appropriate for today's banking environment." — C. Obourn, ESL Federal Credit Union and 2011 Bank Executive & Board Compensation Conference Attendee

Agenda Day One – Monday, November 5 *Agenda subject to change

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

Breakfast + Registration

8:00 a.m. - 8:10 a.m. Welcome Jack Milligan, Editor, Bank Director

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

A staple of all Bank Director conferences. To open the conference, one of our industry's most respected advisors sets the table for the next two days of conversations with a look at the current economic environment and what it means for the financial services industry over the next 12 months.

AGENDA

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

Compensation and Risk Management: How Human Resources, the CRO & the Compensation Committee Work Together to Manage Compensation Risk

Daniel E. Bockhorst, Executive Vice President & Chief Risk Officer, CenterState Banks

Karla J. Gehlen, Executive Vice President, Human Resources, Sterling Bank

Todd Leone, Principal, McLagan, An Aon Hewitt Company Ernest S. Pinner, CEO, CenterState Banks

All federally insured financial institutions are required to make an annual risk assessment of their incentive compensation arrangements to ensure they do not create a safety and soundness threat by encouraging imprudent risk taking. This session will lay out a collaborative process for making this determination on a bank's cash and equity programs for its covered employee base.

9:50 a.m. - 10:05 a.m. Audience Response Survey

An audience favorite! We once again ask attendees to sort out emerging trends in the compensation space of the banking industry. Don't miss the chance to express your opinions through individual audience response keypads.

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

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

James Nelson, Senior Vice President, Supervision and Regulation Department, Federal Reserve Bank of Chicago Susan O'Donnell, Managing Partner, Pearl Meyer & Partners Bert Otto, Deputy Controller, Central District, Office of the Comptroller of the Currency

Bank compensation committees are finding that regulatory compliance is one of their biggest challenges. This session will provide a valuable update on the latest compensation-related regulations out of Washington — as well as what might be on the horizon.

AGENDA

11:20 a.m. - 12:10 p.m. **Topic Breakouts (select one)**

1) Using Compensation to Drive the Strategic Plan

Frank A. Farnesi, Compensation Committee Chairman, Beneficial Mutual Bancorp Inc.

William Flynt Gallagher, President, Meyer Chatfield Compensation Advisors

Bank directors and executives are facing some of the toughest operating issues in generations and smart executives are looking for guidance on the best ways to navigate through these challenges. This session will tackle issues relating to developing compensation strategies that provide value for the bank, shareholders and executives.

2) Say on Pay — Year Two, What We Have Learned

Ed Balderston, Former Executive Vice President & Chief Administrative Officer, Susquehanna Bancshares, Inc. Christopher J. Fischer, Partner, Aon Hewitt Consulting Todd Leone, Principal, McLagan, An Aon Hewitt Company Andrew K. Strimaitis, Partner, Barack Ferrazzano Kirschbaum & Nagelberg LLP

This session will focus on how Say-on-Pay is changing executive compensation, and how a bank should proactively address Say-on-Pay in the boardroom and within its proxy filina.

3) The Impact of Regulation on Incentive Plan **Design & How Your Program May Need to Change Going Forward**

Kevin M. Blakely, Former Chief Risk Officer, Huntington Bancshares and President & CEO, KMB Financial, LLC Laura Hay, Managing Partner, Pearl Meyer & Partners Susan O'Donnell, Managing Partner, Pearl Meyer & Partners

Banks have always been challenged to design incentive compensation plans that motivate and reward performance while aligning with shareholder interests. Emerging guidance and rules from bank regulators (i.e., Section 956 of Dodd Frank) are driving changes in incentive plans, and in many cases, creating conflicts with desired objectives (i.e., pay for performance vs. risk mitigation) that need to be balanced. This session will offer helpful guidance on designing incentive plans that will continue to meet the needs for pay for performance while also standing up to emerging regulatory scrutiny.

12:10 p.m. - 1:10 p.m. Lunch Sponsored by: **I Mever-Chatfield**

1:10 p.m. - 1:15 p.m. The Results of Bank Director's 2012 Board **Compensation Survey**

Co-sponsored by Meyer-Chatfield Compensation Advisors Joan Susie, CEO, Bank Director

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

Cathy Nash, President & CEO, Citizens Republic Bancorp, Inc.

Cathy Nash is chief executive officer and president of Citizens Republic Bancorp, Inc., a \$13.3-billion asset commercial bank headquartered in Flint, MI. In her role as CEO, Ms. Nash is responsible for the execution of Citizen Republic's commercial banking, consumer banking, private banking, residential mortgage and business owner banking strategies in its three state region, which includes Wisconsin and Iowa.

2:05 p.m. - 2:55 p.m. **Point/Counterpoint Debate**

Gayle Appelbaum, Principal, McLagan, An Aon Hewitt Company

William Flynt Gallagher, President, Meyer Chatfield Compensation Advisors

Eric S. Krakov, 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!

2:55 p.m. - 3:15 p.m. **Refreshment Break**

3:15 p.m. - 4:05 p.m. **Topic Breakouts (select one)**

1) Management CEO Succession

One the board's primary roles is to ensure that an orderly **CEO** succession plan is in place, and yet a surprising number of them fail to take this responsibility seriously. See how one bank handled this challenge in a highly successful fashion.

2) Developing Peer Groups & Benchmarks

- James C. Bean, Principal, McLagan, An Aon Hewitt Company
- C. G. Kum, President & CEO, First California Bank

This session will focus on how ISS is impacting the peer grouping process and how organizations are utilizing multiple peer groups. We will close by discussing the Do's and Don'ts of peer groups.

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

Non-Executive Pav

Mike Blanchard, CEO, Blanchard Consulting Group Douglas P. Faucette, Partner, Locke Lord LLP

Although most bank boards are not directly involved in setting the compensation for executives below the senior team, it's still crucial that directors - including members of the compensation committee — understand how their institution stacks up against their competitors from a talent management perspective. This session will explore the role of the committee in an institution's overall compensation effort.

5:00 - 6:00 PM **Cocktail Reception**

Agenda Day Two -**Tuesday, November 6** *Agenda subject to change

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

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

Welcome

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

Mika Moser, Senior Vice President, Bank Director

8:15 a.m. - 9:05 a.m. **Director Pay Trends & Challenges: Is It Time for** a Raise?

Bank directors are working harder than ever before — and the liability risks of serving on a bank board have never been higher - and yet their compensation has stayed relatively level over the last several years. This session will examine recent board compensation trends and tackle the central question of whether it's time for a raise.



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

Peer Breakouts: Top Challenges for Bank **Compensation Committees in 2013 (select one)**

Bank compensation committees face an unprecedented array of challenges, from new rules on compensation risk to the difficulty of designing effective incentive programs in today's market. Our panel of experts and banker peers will offer helpful strategies and lessons learned that all compensation committee members can take back to their banks.

1) Community Banks

Matt Brei, Senior Vice President & Partner, Blanchard Consulting Group Additional Speakers to Be Announced

2) Large Community Banks

Gayle Appelbaum, Principal, McLagan, An Aon Hewitt Company Cynthia A. Hartley, Compensation Committee Chairman, SCBT Financial Corporation

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

3) Large Public Banks

Eric S. Krakov, Partner, Kilpatrick Townsend & Stockton LLP

Vincent Manahan, Compensation Committee Chairman, Investors Bancorp, Inc.

Susan O'Donnell, Managing Partner, Pearl Meyer & Partners

10:00 a.m. - 10:20 a.m. **Refreshment Break**

10:20 a.m. - 11:10 a.m. **Topic Breakouts (select one)**

1) Are You Giving Up Opportunity Costs by **Buying BOLI? Making BOLI Pay Off for Your** Bank

David Payne, Senior Vice President, National Sales Manager, Meyer-Chatfield Corporation

Strategically, BOLI has been viewed as a solid earning asset for a bank. But it's not your only investment opportunity. Gain insights into how Bank Owned Life Insurance stacks up against other opportunities to make a more informed decision. Find out how to ensure that your BOLI performs to its maximum potential, bringing your bank a solid return on vour investment.

(continued on next page)

AGENDA

2) CEO Pay Trends & Challenges

- Michael W. Brittian, Partner & Senior Consultant, Meridian Compensation Partners LLC
- John Mitchell, Compensation Committee Chairman, NBT Bancorp Inc.
- Kent L. Roberts, Executive Vice President & Human Resource Director, Columbia Bank
- Daniel Rodda, Senior Consultant, Meridian Compensation Partners LLC

Designing a fair and effective compensation plan for the bank's CEO has never been more difficult than it is today. Our panel of experts will provide an overview of recent pay trends and offer useful suggestions about how to structure a plan for your CEO.

11:15 a.m. - 12:05 p.m. The M&A Wave: It is Coming, So What Can You Do to Prepare Your Compensation Plans & **Change of Controls?**

Thomas P. Hutton, Partner, Kilpatrick Townsend & Stockton LLP Craig Yunker, Compensation Committee Chairman, Tompkins Financial Corporation

The bank M&A market is making a comeback as an increasing number of institutions consider whether now is the time to finally sell out. 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. Our panel of experts will tell you what to look for.

12:05 p.m. - 12:55 p.m.

What's Next for the Compensation Committee?

- Barbara Jeremiah, Compensation Committee Chairman, First Niagara Financial Group, Inc.
- Dallas Kayser, Compensation Committee Chairman, City Holding Company
- Charles E. Schalliol, Compensation Committee Chairman, First Merchants Corporation

Hear from a panel of your peers on what issues they expect to face on their bank's compensation committee as we move forward into the new year.

12:55 p.m. - 1:00 p.m. **Closing Remarks**

Joan Susie, CEO, Bank Director

Visit our website at BankDirector.com for conference agenda updates and the announcement of additional speakers and sessions.

"This conference is always beneficial to me in my role as compensation chair. The opportunity to interact and discuss current issues with peers is highly valuable." — Wade Boggs, First National Bank and 2011 Bank Executive & Board Compensation Conference Attendee

THE VENUE



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Discounted Hotel Rate

There is a discounted hotel room rate available for conference attendees at the Swissôtel Chicago until October 3, 2012. To reserve a room, please contact the hotel directly at 1-888-737-9477 and mention "Bank Director" to receive the \$299/night rate. Rooms are limited, so book early!

For over 40 years, McLagan has specialized in providing compensation Locke Lord LLP is a full-service, international law firm with offices consulting, surveys and performance studies to the financial services in Atlanta, Austin, Chicago, Dallas, Hong Kong, Houston, London, Los sector. McLagan's client base includes the leading global financial Angeles, New Orleans, New York, Sacramento, San Francisco and service firms, regional/community banks, investment banks, securities Washington, D.C. Their team of approximately 650 attorneys has earned a solid national reputation in complex litigation, regulatory and transactional firms, investment management organizations, private equity firms and other specialized financial service providers. McLagan emphasizes work. They serve their clients' interests first, and these clients range from Fortune 500 and middle market public and private companies to a balanced analytical approach developing and implementing total rewards solutions that focus on board governance assessments, start-ups and emerging businesses. Locke Lord's team builds collaborative business strategy, financing, tax and accounting considerations to relationships and crafts creative solutions to solve problems all designed and quide clients in their decision making. McLagan has successfully executed with long-term strategic goals in mind. Among Locke Lord's many completed thousands of compensation advisory, planning, design and strong practice areas are appellate, aviation, bankruptcy/restructuring/ benchmarking assignments for its clients. www.mclagan.com insolvency, business litigation and dispute resolution, class action litigation, corporate, employee benefits, energy, environmental, financial services, health care, insurance and reinsurance, intellectual property, international, BARACK FERRAZZANO labor and employment, mergers and acquisitions, private equity, public law, real estate, regulatory, REIT, tax, technology, and white collar criminal Barack Ferrazzano is a law firm with a strong focus on the financial defense and internal investigations. www.lockelord.com

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BOARD ASSET SIZE (FOR PEER BREAKOUTS)		EMAIL ADDRESS	
ADDRESS		PHONE	
CITY		STATE	ZIP

- **YES**, Register me for the 2012 Bank Executive & Board Compensation Conference. Individual Early Rate: \$1,195 (Expires September 21, 2012). Individual Standard Rate: \$1,395 (Beginning September 22, 2012). Payment must be received by offer expiration in order to receive special rate.
- **DirectorCorps Member:** Free Registration to the Bank Executive & Board Compensation Conference. Please note one free registration per participating financial institution. For more information on the DirectorCorps Program, contact Cathy Isaacs at cisaacs@bankdirector.com.
- **YES**, Register my group for the 2012 Bank Executive & Board Compensation Conference. Group Rate: \$1,095 (Per person for groups of three or more from the same financial institution. Please submit a separate form for each group member.)

- **Non-Banker Rate:** \$2,295 (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 a Bank Compensation Committee Chair or a Human Resource Officer and would like to attend the Bank Compensation Committee Peer Exchange on Sunday, November 4, 2012. Early Rate: \$195 (Expires September 21, 2012). Standard Rate: \$295 (Beginning September 22, 2012).
- **Enroll My Guest** in the Guest Program. Guest Name: (\$50 fee includes Monday Reception)

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□ 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. Please contact Misty Cotten at (877) 397-7595 or mcotten@bankdirector.com with guestions.

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

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