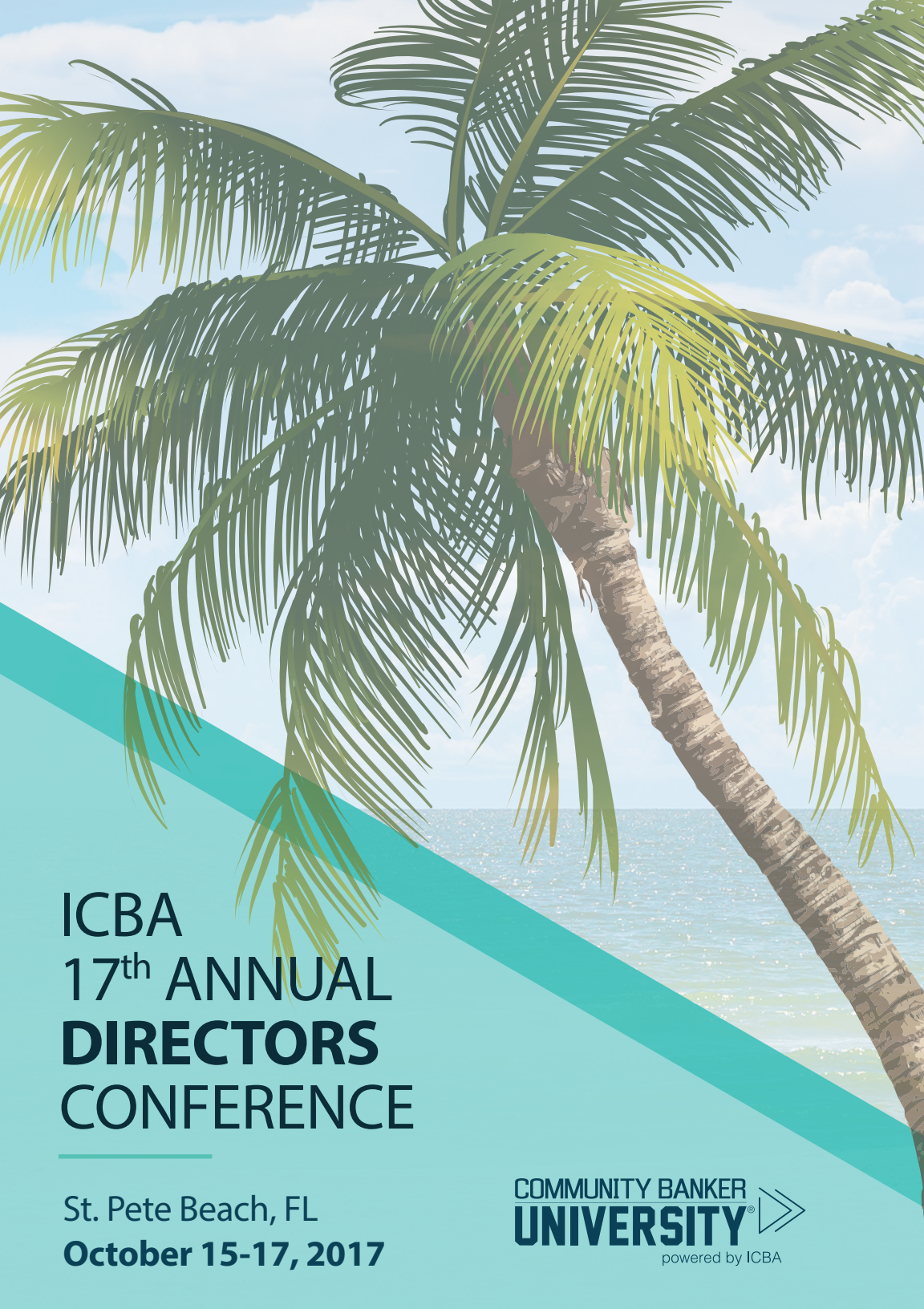




ICBA 17th ANNUAL **DIRECTORS** CONFERENCE

St. Pete Beach, FL
October 15-17, 2017

COMMUNITY BANKER
UNIVERSITY 
powered by ICBA

17th ANNUAL DIRECTORS CONFERENCE

The role of a community bank director is one that is always changing and has never been more critical to the success of your bank. The ICBA Annual Directors Conference is an informative and engaging event that provides you with essential information and the latest in banking industry trends.

Hear from Peter Weinstock, Heather Archer Eastep, Tom Mecredy, Kathy Smith, Jim Reber, Aaron Stetter and more top industry professionals as they present up-to-date information on key topics such as bank performance, the director's role and fiduciary duty, shareholder activism, interest rate risk, compensation strategies, bank valuation, the economic outlook and more! Learn how the Trump Administration's actions are impacting the community banking industry. Take part in discussions on current director issues and network with your peers.

The Annual Directors Conference is designed to help you gain the tools essential to guide your bank's growth and profitability and sustain its vision for the future. Leave this event with innovative practices, new strategies and creative tactics you can bring back to your bank and implement immediately!

REGISTRATION INFORMATION

WHO SHOULD ATTEND?

Directors, Presidents, CEOs, Chairmen and Outside Counsel

CONFERENCE FEES

ICBA Member

First Director: \$995

Additional Director: \$795

**Spouse/Guest: \$349

BDP* Participant Member

First Director: \$795

Additional Director: \$595

**Spouse/Guest: \$349

Non-Member

First Director: \$1,495

Additional Director: \$1,195

**Spouse/Guest: \$349

BDP* Participant Non-Member

First Director: \$1,295

Additional Director: \$995

**Spouse/Guest: \$349

**BDP Participants are banks enrolled in the Bank Director Program.*

***A guest is a spouse, significant other or friend who is not in a financial occupation. Paid spouse/guests/friends are invited to the Sunday evening reception, Monday and Tuesday lunches with directors and the Tuesday reception.*

CREDITS EARNED

12 CPE Credits

SCHEDULE AT A GLANCE

SUNDAY, OCTOBER 15

5:30–7:00 p.m.

Registration and
Welcome Reception

MONDAY, OCTOBER 16

7:30–8:30 a.m.

Registration and Breakfast

8:30 a.m.–12:00 p.m.

General Session

12:00–1:00 p.m.

Lunch

1:00–3:00 p.m.

General Session

TUESDAY, OCTOBER 17

7:45–8:30 a.m.

Breakfast

8:30 a.m.–12:00 p.m.

General Session

12:00–1:00 p.m.

Lunch

1:00–4:00 p.m.

General Session

4:00–5:00 p.m.

Closing Reception

Sponsored by:



Schedule is tentative and subject to change.

The Annual Directors Conference qualifies for **12 CPE credits**.

Approved Delivery Method: Group Live

Prerequisites: No previous experience or training is necessary for Community Banker University group live training. Community Banker University is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be submitted to the National Registry of CPE Sponsors through the NASBA website: **www.nasba.org**

ICBA 17th ANNUAL DIRECTORS CONFERENCE

SUNDAY, OCTOBER 15

5:30 – 7:00 p.m.

REGISTRATION AND WELCOME RECEPTION

MONDAY, OCTOBER 16

7:30 – 8:30 a.m.

REGISTRATION AND BREAKFAST

8:30 – 10:00 a.m.

**THE EVOLVING ROLE OF THE DIRECTOR:
CHANGING SHAREHOLDER EXPECTATIONS,
RED FLAGS, ERM AND GOVERNANCE**

Peter Weinstock, Partner, Hunton & Williams LLP

Much has been written, and even more has been said, of the bank director role while never fully addressing how one goes about doing the job. This presentation addresses the role of the modern community bank director while diving into the tangible “how-to” aspects. This presentation covers true strategic planning in the face of activist minority shareholders (even in nonpublic community banks); present supervisory concerns (including current thinking on ERM, cybersecurity and third-party risk); and how to prioritize, evaluate and delegate the responsibilities placed on directors. Lastly, the presentation addresses hot-button governance issues.

10:00 – 10:15 a.m.

BREAK

10:15 – 11:05 a.m.

**TEN BEST PRACTICES IN CEO AND
EXECUTIVE SUCCESSION PLANNING**

Alan Kaplan, Founder & CEO, Kaplan Partners

Talent has become a vital ingredient for every community bank's continued independence and survival. However, there remains a shortage of quality executive leaders capable of growing a community institution in today's highly competitive and overregulated industry. Community banks must increase their focus on the attraction, retention and development of talent across the organization—particularly at the executive levels. This session highlights 10 key elements of successful executive succession, focusing on the alignment of human capital strategy with the bank's business strategy. A community bank's future depends on the caliber of the bank's leadership team and their ability to prioritize talent management as a true strategic imperative.

11:05 a.m. – 12:00 p.m.

**MILLENNIALS TO BOOMERS:
COMPENSATION STRATEGIES**

Kathy Smith, Principal, Bank Compensation Consulting

A key factor in a bank's overall success is its long-term strategy. Looking beyond today and making critical compensation decisions regarding key employees will greatly influence the future of your institution. Designing compensation packages that are attractive to employees involves more than just offering competitive salaries and wages. Learn about current trends in compensation at community banks, examine solutions others have used to achieve financial goals and enhance shareholder value, and hear how compensation ties into management succession planning.

12:00 – 1:00 p.m.

LUNCH

1:00 – 1:50 p.m.

TODAY'S BANK VALUATION

Tom McCreedy, Senior Vice President, Vining Sparks

As the fundamental performance of most community banks continues to improve, many executives and board members are very interested in how the current environment is affecting the value of their companies. This session discusses the key factors that contribute to your bank's value, including the impact of market conditions on privately held and publicly traded banks. In addition, Vining Sparks will provide a complimentary report estimating your banks' worth in today's market.

1:50 – 2:05 p.m.

BREAK

2:05 – 3:00 p.m.

**CYBERSECURITY & EMERGING TECH
TRENDS**

Facilitator: TBD

With an increasing reliance on technology and a mounting number of data and system breaches, cyber and network security are becoming top priorities for bank boards. Banks face significant security threats including hacks, ransomware, account compromises and network vulnerabilities. Evaluating and recognizing key security and network needs before problems arise is more important than ever. Directors are expected to have the appropriate controls in place to manage risk. Leave this session ready to evaluate whether your bank is proactively protecting itself against legal liabilities.

TUESDAY, OCTOBER 17

7:45 – 8:30 a.m.
BREAKFAST

8:30 – 9:30 a.m.
THE GREAT LIQUIDITY SQUEEZE OF 2017
Jim Reber, President and CEO, ICBA Securities

For the third year in a row, community bank loan growth has been at near double-digit levels. Metrics for liquidity needs, such as FHLB Advance levels, are increasing as well. If loan demand continues to expand, how are you going to fund your operations? This workshop reviews examiners' expectations for liquidity management and gives live examples, some non-traditional, for profitable sources of working capital that reside on various parts of your balance sheet.

9:30 – 10:20 a.m.
CURRENT LEGISLATIVE AND POLITICAL LANDSCAPE IN OUR NATION'S CAPITAL
Aaron Stetter, ICBA Executive Vice President of Policy and Political Operations

This session is an update from Washington centered on the current legislative and political landscape in our nation's capital. Focus will be on policy areas that are key to the community banking sector, including relief from overly-burdensome regulations, unfair credit union and farm credit system competition and the future of housing finance. Also covered will be tips for how community bankers and their board of directors can engage in the political and policymaking process to advance the community bank agenda before Congress and the financial regulatory agencies.

10:20 – 10:35 a.m.
BREAK

10:35 a.m. – 12:00 p.m.
**BANK DIRECTOR PANEL:
LEVERAGING PROVEN STRATEGIES**

Join your colleagues for an engaging dialogue on the opportunities and challenges facing community bank directors. In this session, panelists share their experiences and proven performance strategies utilized in leading their institutions to greater success. Topics include exam management, board liability, regulatory expectations and more. By sharing best practices, directors leave armed with new approaches to face the extraordinary task of governing their banks in today's highly competitive and evolving industry.

12:00 – 1:00 p.m.
LUNCH

1:00 – 2:45 p.m.
AN OVERVIEW OF THE IMPACT OF CECL (EXPECTED LOSS MODELING) ON YOUR INSTITUTION AND THE INDUSTRY
David Heneke, Principal, CliftonLarsonAllen LLP
Todd Sprang, Principal, CliftonLarsonAllen LLP

The Current Expected Credit Loss (CECL) model is the future model for recognition and measurement of credit losses for loans and debt securities. While it is widely described as the biggest change in U.S. financial institutions accounting, the impact of this new loss model is expected to have a much broader impact within institutions and across the industry. This session provides financial institution executives and directors with an overview of CECL's impact on their financial statements, strategic planning, operations and the landscape of the industry.

2:45 – 3:00 p.m.
BREAK

3:00 – 4:00 p.m.
CONSIDERING CAPITAL AND M&A IN THE STRATEGIC PLAN
Heather Archer Eastep, Partner, Hunton & Williams LLP
Mergers and acquisitions (M&A) are taking place every day in our consolidating marketplace, driven by capital and other considerations. This session looks at current trends in capital and M&A, particularly as boards move into strategic planning season. This session highlights suggestions in structuring and negotiating transactions while examining a typical acquisition, as well as considering various capital alternatives.

4:00 – 5:00 p.m.
CLOSING RECEPTION

BONUS FOR ATTENDEES!

All attendees will receive a complimentary valuation of their bank!

LOEWS DON CESAR HOTEL



HOTEL INFORMATION

Located in St. Pete Beach, **The Don CeSar** is only a few steps from the ocean. It is conveniently located near Dolphin Landings Charter Boat Center and Hurley Park and within close proximity of Gulf Beaches Historical Museum and Merry Pier.

A LEGENDARY DESTINATION. Opened at the height of the Gatsby Era in 1928, The Don CeSar has been welcoming guests for nearly a century – and now it's your turn. This Pink Palace is the destination on Florida's Gulf Coast to do it all, from a hotel that's near it all.

The Don CeSar is located approximately 30 minutes southwest of both the Tampa International Airport and the St. Pete–Clearwater International Airport.

To make your hotel reservations, contact the Loews Don CeSar Hotel at **(800) 282-1116**.

Rate: **\$235.00 per night** (not including resort fee of \$12)

Reservation Deadline: **9/25/2017**

*Please reference **ICBA Annual Directors Conference** when making your reservation to secure the negotiated room rate.*

For more information, contact ICBA at **(800) 422-7285** or **communitybankeruniversity@icba.org**.