



## American Association of Bank Directors

David Baris  
Executive Director

### Bank Directors Workshop

Sheraton Fort Lauderdale Airport Hotel  
8:00 AM – 4:00 PM  
April 8, 2008

The American Association of Bank Directors is pleased to announce that Alex Sink, Chief Financial Officer of the State of Florida, will deliver the luncheon keynote address at our 2008 Bank Directors Workshop.

Experts from the following organizations will help your bank's board members keep up-to-date with recent regulatory developments and provide practical guidance for coping with board challenges in today's very difficult economic environment.

- *American Association of Bank Directors*
- *Federal Deposit Insurance Corporation*
- *Federal Reserve System*
- *Florida Office of Financial Regulation*
- *Fowler White Boggs Banker*
- *Greenberg Traurig*
- *Keefe Bruyette & Woods*
- *KPMG*
- *Sandler O'Neill Asset Management*

This year's program is specifically designed to help you, your board committee chairmen, committee members and members of your management team with board interaction to address their constantly changing board responsibilities.

- *Credit Committee*
- *Audit Committee*
- *Compensation Committee*

Please distribute the attached program and registration materials to your committee chairman and other board members.

Your bank will benefit from the AABD Member Discount when you register four or more board members as a group. Board members may also register individually and last year's attendees are entitled to the AABD Member Discount.

Thank you,

*David Baris*

# Bank Directors Workshop

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8:00 AM – 4:00 PM

April 8, 2008

## Workshop Objectives

The Bank Director Workshop is specifically designed to help bank CEO's, board committee chairmen, committee members and executive management with board interaction address their constantly changing board responsibilities.

- *Credit Committee*

The deteriorating trends in credit quality have placed an increasing oversight burden on bank board credit committees. Regulators from both the FDIC and State of Florida will discuss asset quality trends and regulatory expectations for members of the credit committee.

- *Audit Committee*

The oversight burden of the audit committee requires its members to focus an increasing amount of their attention on asset quality and the adequacy of the loan loss reserve to insure that accurate financial reports are submitted to shareholders and bank regulators. In addition, both auditors and regulators also expect audit committee members to continue to insure compliance with both the growing number of accounting pronouncements and regulatory requirements (BSA, etc).

- *Compensation Committee*

Members of the board compensation committee have joined their colleagues on the credit and audit committees in shareholder and regulatory headlights. Executive compensation plans are receiving an ever increasing amount of scrutiny and bank regulatory orders frequently require that independent evaluations of bank management be prepared and submitted to the board.

- *Financing Alternatives*

Many banks or their holding companies will require additional capital to meet regulatory requirements as a result of increasing loan losses. An institutional investor and an investment banker will share their views on potential sources of capital in today's difficult markets.

- *Strategic Alternatives*

Mergers will continue to offer many financial institutions the opportunity to expand geographically, increase market share and improve efficiency. Current merger trends will be reviewed and board member obligations for both the seller and the buyer will be discussed by a panel of experts.

- *American Association of Bank Directors*

The AABD is the only national association focused exclusively on the interests of financial institution board members. The leadership of the AABD will report on the results of individual meetings held with the leadership of the Federal Reserve, FDIC, OCC and OTS concerning the duties and obligations of independent board members.

- *National Association of Corporate Directors*

The workshop is hosted by the NACD; the premier source of corporate governance information, education and training for directors and CEOs. The NACD is independent, apolitical and not-for-profit.



# Bank Director Workshop

April 8, 2008

Hosted BY:

*National Association of Corporate Directors  
American Association of Bank Directors*



*Sheraton Fort Lauderdale Airport Hotel  
195 & Griffin Road*

- 7:15 AM**      **Continental Breakfast**
- 8:00 AM**      **Opening Remarks > Update on Bank Regulatory Board Issues**  
**Charles Thayer** - Chairman, American Association of Bank Directors  
*Chairman; Chartwell Capital Ltd, Fort Lauderdale, Florida*  
**David Baris** - Executive Director, American Association of Bank Directors  
*Partner; Kennedy & Baris, LLP, Washington, DC,*
- 8:30 AM**      **Credit Committee > Asset Quality Trends & Board Oversight**  
**Linda Charity** - Florida Office of Financial Regulation  
*Director of the Division of Financial Institutions*  
**David Crumby** - Federal Deposit Insurance Corporation  
*Assistant Regional Director-Atlanta Region*
- 9:30 Break**
- 10:00 AM**    **Audit Committee > Update on Audit & Compliance for Board Members**  
**Charles Thayer** – Bank Board Member  
**Rebecca Sproul** – Partner, KPMG  
**Lauren Ware** - Federal Reserve System  
*Department of Banking Supervision and Regulation*
- 11:00 AM**    **Compensation Committee > Management Selection, Retention & Compensation**  
**Susan O'Donnell** - Pearl Meyer & Partners  
**John T Mestepey** - Edward W Kelley & Partners  
**Olga Pina** - Fowler White Boggs Banker, P.A.
- Lunch**        **Keynote > Alex Sink, Chief Financial Officer, State of Florida**  
*Alex Sink, the state's top fiscal officer, is one of four members of the Financial Services Commission who oversee the appointed commissioners of insurance regulation and financial regulation. Before her election in 2006, CFO Sink had a distinguished private career that culminated in her presidency of Florida's largest bank, Bank of America.*
- 1:30 PM**      **Capital Markets Update > Financing Alternatives in Difficult Markets**  
**Patrick J. Long** - Keefe, Bruyette & Woods  
**Ken Puglisi** – Sandler O'Neill Asset Management
- 2:30 Break**
- 2:45 PM**      **M&A Update > M&A Trends & Issues - Nationwide & Florida**  
**David Baris** – Kennedy & Baris  
**Patrick J. Long** - Keefe, Bruyette & Woods  
**Carl A. Fornaris** - Greenberg Traurig
- 3:45 PM**      **Questions & Closing Remarks**
- 4:00 PM**      **Adjourn**



# BANK DIRECTOR WORKSHOP

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8:00 AM – 4:00 PM  
April 8, 2008



Registration Available Online At: [www.NACDFL.org](http://www.NACDFL.org)

NACD & AABD Members\*: \$95 (\$115 after April 1)  
*\*2007 Workshop attendees are entitled to the Member Discount*

Non-Members & Guests: \$125 (\$140 after April 1)

Individual Registration: Name: \_\_\_\_\_

Bank: \_\_\_\_\_

Email: \_\_\_\_\_

Telephone: \_\_\_\_\_

**Board Registration\*** (4 Members): \$380 (\$460 after April 1)

*\*Group Registration Available at the NACD/AABD Member Discount  
Registration Fee includes up to four (4) board members  
Additional Board Members: \$95 Each (\$115 after April 1)*

Bank Name: \_\_\_\_\_

Contact Name: \_\_\_\_\_ Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

Board Members:

1 \_\_\_\_\_ 3 \_\_\_\_\_

2 \_\_\_\_\_ 4 \_\_\_\_\_

Fax Registration to: Bank Director Workshop 954-779-3724

Mail Registration & Payment to: Linda L Thayer  
(Checks Payable to NACD Florida) NACD Administrator  
2561 Cordoba Bend  
Weston, FL 33327

*Workshop Qualifies for Board Member Continuing Educational Credits from:*

- Florida Office of Financial Regulation
- NACD - Corporate Directors Institute
- Institute for Bank Director Education

*Registration includes membership to the: American Association of Bank Directors*