

OBL Director Boot Camp

Wednesday, October 9 &
Tuesday, October 22, 2019

Dates & Locations

October 9, 2019
OBL Education Center
4215 Worth Ave, Ste. 300
Columbus, OH 43219
614.340.7595

October 22, 2019
Findlay Inn & Conference Center
200 E. Main Cross Street
Findlay, OH 45840
419.422.5682

Registration

October 9

EARLY BIRD THRU SEPT 25

\$259 OBL member
\$379 per nonmember

AFTER SEPT 25

\$279 OBL Member
\$399 per nonmember

October 22

EARLY BIRD THRU OCT 8

\$259 OBL member
\$379 per nonmember

AFTER OCT 8

\$279 OBL Member
\$399 per nonmember

The program will run from 9 a.m. to 3 p.m. with registration and a continental breakfast beginning at 8:30 a.m.



For New or Experienced Directors

Director education is an important best practice for bank and thrift directors, and bank regulatory agencies look for evidence of director training in the examination process. Formal director education activities are even mandatory in some states. Practical director education can help clarify misconceptions, lead to a better understanding of the complex role and responsibilities of financial institution directors in the current banking environment, result in a reduced risk profile for the institution, potentially reduced insurance expenses, and ultimately a reduced likelihood of successful attacks on the institution and its board. This OBL “Boot Camp” provides the right insight and understanding for your directors based on actual industry examples and experience.

Program Highlights

New Directors & Director Refresher

Introduction

- Depository institution structures

The Board and the Institution

- What is the role of directors?
- What is the role of management?
- Avoiding “micro-managing”: “Nose in, hands out”
- Stock vs Mutual organizations
- The board’s “constituencies”

Basic Legal and Regulatory Responsibilities

- Common law duties
- Statutory duties
- Directors as “fiduciaries”
- The importance of “controls”, “ERM” and “risk management”
- Legal protections
- Where the buck stops
- Conflicts of interest
- Corporate governance

The Board, Regulators, and Regulatory Compliance

- Who they are, what they do, and what they expect of directors

Experienced Directors and Hot Topics

Regulatory and Legislative Trends and “Hot Topics”

- Cybersecurity
- Marijuana businesses
- CECL and capital planning
- UDAAP

Charter Alternatives and Conversions

- Holding companies
- Banks/thrift

Stock Buybacks

- Holding company
- Bank
- Aging shareholder base

Raising Capital

- Equity capital
- Debt
- Considerations

- The importance of regulatory compliance in the banking industry
- The importance of managing the regulatory relationship
- Common regulatory considerations and regulations for directors
- The regulatory oversight and compliance process and enforcement
- Regulatory “creep”
- Choice of charters

Board Structural Governance

- Articles, bylaws, etc.
- Board committees
- Participation
- The importance of independence
- The importance of the board secretary and board minutes
- The importance of confidentiality and cohesiveness
- Executive sessions
- “Red flags” in board reports
- Shareholder meetings

“Control” Issues for Depository Institutions

- State and federal
- Estate planning
- New FRB proposals

Raising Capital

- Avoiding “going public”

ESG (environmental, social and governance criteria)

- Disclosures
- ISS etc.
- Potential conflicts

Directors and the M&A Process

Directors and Activist Shareholders

Practical Considerations and

“Take-Aways”

Q&A

OBL Director Boot Camp

Who Should Attend?

This directors program is designed for any new bank thrift or holding company board member, and also serves as a “refresher course” for veterans.

About the Instructor

Jeff Smith is a partner in the Columbus, Ohio office of the law firm of Vorys, Sater, Seymour and Pease, whose 40 year practice focuses on financial institution corporate, board, and regulatory issues, including board governance, “troubled institution” issues, regulatory enforcement matters, mergers and acquisitions, charter conversions and raising capital. Jeff spent 20 years inside the banking industry as general counsel and secretary for two regional bank holding companies with bank and non-bank affiliates in Ohio, Indiana, Michigan and Florida, and as counsel for the former Bank One Corporation, before entering private practice. Jeff also served as “special counsel” for the Ohio Division of Financial Institutions in conjunction with a comprehensive rewrite of the Ohio banking laws and regulations, and works closely with state and federal regulators, banks, thrifts and their affiliates and holding companies and boards, on a diverse variety of industry issues.

Hotel Accommodations

COLUMBUS: Discounted overnight rooms are available for \$147/night at Embassy Suites Columbus Airport (Tel. 614-536-0500). The hotel is located approximately four miles from the OBL and offers complimentary shuttle service to the Easton area and directly to the OBL Education Center and offices. Rooms are also available at The Hampton Inn & Suites (Tel. 614-473-9911), less than one half mile from the OBL, for \$148/night. OBL guests can receive a preferred rate of \$152 at SpringHill Suites and \$142 at TownePlace Suites. (Tel. 614-471-3500). Pricing for all hotels includes breakfast and Internet access. For additional options, visit www.eastontowncenter.com.

FINDLAY: Standard rooms are available at a corporate rate of \$104/night at the Findlay Inn & Conference Center (419-422-5682).

Cancellation Policy

Refunds will be granted for cancellations received in writing to education@ohiobankersleague.com by October 2, 2019 or October 15, 2019. Cancellations will be subject to a \$25 processing fee. No refunds or credits will be granted for cancellations received after the noted date or for day-of-event no shows. Substitutions are always welcome.

Important

For more information, please contact Julie Kiplinger at 614-340-7612 or at jkiplinger@ohiobankersleague.com. For a complete listing of OBL programs, or to register online, visit www.ohiobankersleague.com. Dress is business casual.



The Ohio Bankers League is registered with the National Association of State Boards of Accountancy as a sponsor of continuing professional education on the National Registry of CPE Sponsors. This program and attendees qualify for Continuing Professional Education credit in the area of Specialized Knowledge.

Registration

OBL Director Boot Camp

Please copy this form for additional registrations. Registration is also available online at www.ohiobankersleague.com.

Please Select One

- October 9, Columbus**
- October 22, Findlay**

Please Select One

- | | |
|--------------------------------|---|
| EARLY BIRD | AFTER |
| <input type="checkbox"/> \$259 | <input type="checkbox"/> \$279 per OBL Member |
| <input type="checkbox"/> \$379 | <input type="checkbox"/> \$399 per Nonmember |

REGISTRANT _____ TITLE _____
BANK _____
NAME FOR BADGE _____
MAILING ADDRESS _____
CITY STATE ZIP _____
COUNTY _____
PHONE _____
FAX _____
E-MAIL (REQUIRED) _____

SPECIAL ASSISTANCE / DIETARY NEEDS _____

PLEASE SEND CHECK AND REGISTRATION TO OHIO BANKERS LEAGUE, ATTENTION EDUCATION DEPT.
MAIL TO: 4215 Worth Avenue, Suite 300, Columbus, Ohio 43219, Phone 614-340-7595, Fax 614-340-7596
CONFIRMATION WILL BE SENT UPON RECEIPT OF YOUR REGISTRATION. PLEASE USE THIS FORM AS YOUR INVOICE.

Method of Payment

Payment is requested at the time of registration.

- My check for \$_____ is enclosed.
- Please charge my credit card \$_____ as noted below.
 - Visa MasterCard
 - Discover AmEx

CARD NUMBER _____
EXPIRATION DATE _____
CARDHOLDER NAME _____
BILLING ADDRESS _____
CARDHOLDER'S SIGNATURE _____
CVV NUMBER (3 DIGITS ON BACK OF CARD) _____