

# NEW! OBL In-Bank Director Boot Camp

Date & Location to  
be determined by  
your institution

New Board Members are “on board” ... but how do you bring them up to speed quickly and help them understand the complex and highly-regulated world they have entered? And how do you KEEP current Board Members well informed?

The New OBL In-Bank Director Boot Camp focuses on helping new bank, thrift and holding company directors with the practical fundamentals of what it means to be a bank director. And it can also serve as a “refresher” course and update for current directors. Open discussion is highly encouraged throughout the session, and the program will take a very practical and pragmatic approach to understanding the complex issues and responsibilities surrounding service as a bank director, as well as understanding the complex regulatory world that comes with that role (particularly in the current environment) in a simple and straightforward fashion.



Financial institution director education is becoming an increasingly important best practice and as all regulatory agencies look for director training in the examination process. Formal director education activities are even mandatory in some states. Appropriate formal director education can help clarify misperceptions, 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 new Boot Camp training provides the right training for your directors.

### Boot Camp Program Highlights

- What are a bank director’s legal duties and obligations and what do they mean in a practical context?
- Who are the regulators? Which agencies impact my bank and why? What do they do and how do they work? What makes them tick and how do you “manage” the regulatory relationship in the current environment? What is Dodd-Frank and how does it impact the Board?
- What is the role of the director vis-à-vis the regulators and how has that role has changed?
- What is the role of the director vis-à-vis the examination process and interaction with examiners?
- What is the role of the board vis-à-vis risk management?
- What protections do directors have in their role as directors?
- What is a bank director’s role vis-à-vis bank management, shareholders and the community? What if there is a conflict between those roles?

### Who Should Attend

This in-bank 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 30-plus year practice focuses on corporate, board, and regulatory issues for financial institutions, as well as “troubled institution” issues, regulatory enforcement matters, mergers and acquisitions, and raising capital. Jeff spent 20 years inside the banking industry as general counsel and secretary for 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 regulators, banks, thrifts and their affiliates and holding companies on a diverse variety of banking issues. Jeff is a graduate of the University of Toledo and the University of Toledo College of Law.

# NEW! OBL In-Bank Director Boot Camp

The OBL In-Bank Director Boot Camp Training has many advantages.

## Cost Effective

Training at your facility is affordable and allows your directors to reduce travel and tuition costs.

## Convenient

Programs are scheduled according to your board's availability. You decide what works for their schedule, which means more directors can attend.

## Private

Encourages and allows open and frank discussion in an environment without competitors, regulators, or other outsiders.

## Consistent

Ensures attending board member learn at the same level from start to finish.

## Easy to Coordinate

The OBL can use your bank's training room or help you to identify an off-site training facility.

## Bring Boot Camp to Your Bank!

This program is available "on-site" for OBL members as a special session or in conjunction with a regular board meeting at a time selected by the board. Contact Julie Kipliner, education manager, at 614-340-7612 to coordinate and for pricing information.

## Program Highlights Include

### Bank Director Legal Duties and Responsibilities

- Common law and statutory/regulatory requirements
- What those really mean in practical non-"legalese" terms
  - Directors as "fiduciaries"
- "Compliance boards" vs. "business boards"
- Directors as guarantors of performance?
- The importance of director confidentiality and cohesiveness
- Meeting your legal obligations as a bank director
  - Being an "insider" and what that means
  - The role of the board in raising capital and in the M&A process

### Director Protections

- Fulfilling director obligations
- Business judgment rule
- Indemnification
- D&O insurance

### The Bank Regulatory World

- Who are the regulators?
- What do they do and how do they work?
- How has the role changed in recent years?
- Background on what led to the current "financial crisis" issues

- What are the current regulatory "hot buttons"?
  - "Enterprise risk management" and "controls"
- The examination process
- Regulatory enforcement mechanisms and their impact.
- Managing the regulatory relationship
- Dodd-Frank and other recent legislative and regulatory initiatives

### Interaction with Management

- The role of the board vs. the role of management
  - Setting the "tone at the top"; the bank's "corporate culture"
- Avoiding micro-managing
- Setting, monitoring, and enforcing policy
- Enterprise risk management
- Keeping things in perspective
- Avoiding rifts with management
- Independence

### Interaction with Shareholders and the Community

- Ambassadors
- Expectations
- Limitations

**"We decided to use the League's in-bank training for directors because it simplified the education process for our directors. It was certainly convenient getting this regulatory requirement covered in this manner, and the OBL program allowed us to have all the directors together at one time - scheduled during our regular board meeting - in a setting and format where they felt comfortable."**

— Jim Coe, President, First Federal S & L of Delta

**"Financial institution director education is becoming increasingly important as all regulatory agencies look for director training in the examination process. This new programs offers appropriate director training and governance in a wide variety of areas to assist bank directors in better understanding the complex role and responsibilities of financial institution directors."**

— Julie Kiplinger, Education Manager, In-Bank Training, OBL