



bankers' compliance group, inc.  
*in association with the*  
California Bankers Association

*Presents*

## **DIRECTORS CERTIFICATION PROGRAM - 2015**

### **Session 1**

April 15, 2015 – Huntington Beach

Presented by  
**Mark E. Aldrich, Esq.**, Chairman, Bankers' Compliance Group, Inc.  
and President/CEO, Aldrich & Bonnefin, PLC

Commentators:

- **Bill Schrader**, Chairman of the Board, Exchange Bank
- **Thomas H. Shaffer**, Director, Former President, 1867 Western Financial Corporation and Former Executive Vice President/Chief Operating Officer, Bank of Stockton

### **Agenda**

- |                    |   |
|--------------------|---|
| 8:30 – 8:45 a.m.   | Introductory Remarks  |
| 8:45 – 9:45 a.m.   | <b>Roles and Responsibilities of Directors</b> <ul style="list-style-type: none"><li>▪ Fiduciary Duties and Responsibilities</li><li>▪ Current Risk Management Issues</li><li>▪ Duties under Federal Programs</li><li>▪ Primary Business Responsibilities</li><li>▪ What Examiners Expect from Bank Directors</li></ul> |
| 9:45 – 10:00 a.m.  | Break   |
| 10:00 – 11:30 a.m. | <b>Corporate Governance</b> <ul style="list-style-type: none"><li>▪ Recommended Best Practices</li><li>▪ Executive Compensation Trends</li></ul>  |
| 11:30 – 12:30 p.m. | LUNCH (to be provided)  |

*(Agenda continued on reverse)*

12:30 – 1:45 p.m.

**Corporate Governance (*cont.*)**

- Executive Compensation Trends (*cont.*)
- The Independence Principle
- Annual Independent Audits
- California Corporate Governance Issues

1:45 – 2:00 p.m.

Break

2:00 – 3:30 p.m.

**Board Processes**

- Board Meetings
- Recommended Committees
- Enterprise Risk Management
- Board/Management Relations

**Shareholder Relations**

- Shareholder Meetings
- Securities Matters
- Insider Trading
- Mergers and Acquisitions

**Turn in Examination**

3:30 p.m.

**Program Adjourns**