

# DIRECTORS CERTIFICATION PROGRAM

*Now in its Eleventh Year!*

2013

*Good Governance, Better Banks*

**F**inancial services regulation is changing rapidly and dramatically. Bank directors can no longer risk passive internal oversight of their banks. The Dodd-Frank Reform Act has increased the Board's responsibility for overseeing management decisions and protecting shareholder value. An ambitious agenda of government regulation is being implemented and will impose further duties on bank directors.

The Directors Certification Program was developed as a collaborative effort between the California Bankers Association and the Bankers' Compliance Group, Inc. (BCG). It is updated every year to reflect the most recent developments and legislation to include the new risks and responsibilities bank directors are faced with. The two-session program covers not only the regulatory and fiduciary responsibilities of bank directors but also board structures and processes, and focuses on what makes boards and directors effective as well as what is expected of them by regulators, examiners and shareholders.



## P R O G R A M C O N T E N T

### SESSION ONE

#### BOARD STRUCTURE AND PROCESSES

##### Roles and Responsibilities of Directors

- Fiduciary Duties and Responsibilities
- Current Risk Management Issues
- Duties under New Federal Programs
- What Examiners Expect

##### Corporate Governance

- Recommended Best Practices
- Executive Compensation Trends
- Indemnification and Insurance
- The Independence Principle

##### Board Processes

- Board/Management Relations/Board Meetings
- Recommended Committees
- Enterprise Risk Management
- Ethics and Conflicts of Interest

##### Shareholder Relations

- Shareholders Meetings and Reports
- Securities Matters
- Insider Trading
- Mergers and Acquisitions

### SESSION TWO

#### CORPORATE & REGULATORY RESPONSIBILITIES

##### Insider and Affiliate Transactions

- Conflicts of Interest
- Regulations O and W

##### Corporate Powers and Restrictions

- The Changing Face of Financial Services Regulations
- The Dodd-Frank Wall Street Reform and Consumer Protection Act
- Permissible Activities

##### Regulatory Compliance

- New Board Responsibilities
- Consumer Financial Protection Bureau
- Annual Review Requirements
- Current Compliance Issues

##### Regulatory Examination and Enforcement

- Examination Process
- Enforcement Actions
- Prompt Corrective Action
- Survival Strategies
- Top Ten Risk Management Issues

### LEAD INSTRUCTOR

**Mark E. Aldrich, Esq.,** principal of Aldrich Bonnefin & Moore, PLC and founder of the Bankers' Compliance Group®

### GUEST COMMENTATORS

**James Lokey,** Chairman, Mission Community Bank

**William Haraf,** Managing Director, Promontory Financial Group, LLC and former Commissioner of the Department of Financial Institutions

### CERTIFICATION

Participants will be awarded a Directors Certificate for successful completion of the program.

### WHO SHOULD ATTEND

The Directors Certification Program is designed for new directors, including directors new to banking, and experienced directors looking for a refresher on core director responsibilities and liabilities.

### FOR MORE INFORMATION

Please contact:  
John Lingvall  
916-438-4428  
e-mail: [jlivingall@calbankers.com](mailto:jlivingall@calbankers.com)

For the most up-to-date information or to register please go to [www.calbankers.com](http://www.calbankers.com) and look under "Education & Training/ Seminars" on the home page.

### DATES AND LOCATIONS — The program will be offered at two locations

TIMING OF EACH SESSION

7:30 am: Registration

8:30 am: Seminar begins

3:30 pm: Seminar ends

Continental breakfast will be available at 7:30 am and lunch at noon.

#### SOUTHERN CALIFORNIA W Los Angeles - Westwood

Session One: **Audio Recording Available**  
Session Two: **Tuesday, May 14**

#### NORTHERN CALIFORNIA San Francisco

Session One: **Audio Recording Available**  
Session Two: **Thursday, May 16  
Palace Hotel**

**R E G I S T E R T O D A Y**



# 2013 Directors Certification Program



## REGISTRATION FORM

### THREE WAYS TO REGISTER:

#### ONLINE

Go to calbankers.com and log in

#### CREDIT CARD

Fax registration form to 916/438-4315

#### BY CHECK \*

Mail your check to:  
California Bankers Association  
Attn: Accounting Dept - A/R  
1303 J Street Suite 600  
Sacramento CA 95814

### REGISTRATION INFORMATION

Please print clearly. One registrant per form; photocopy form for additional registrants.

Mr./Ms. Last Name \_\_\_\_\_ First Name \_\_\_\_\_

Badge Name \_\_\_\_\_ Title \_\_\_\_\_

Bank/Firm \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_ Zip+4 \_\_\_\_\_

Telephone Number \_\_\_\_\_

E-mail Address (required for confirmation) \_\_\_\_\_

#### EARLY-BIRD (by February 4<sup>th</sup>)

#### REGULAR REGISTRATION FEE (after February 4<sup>th</sup>)

**CBA/BCG Member**  \$1,200.00(live)  \$1,400.00(CD)

**CBA/BCG Member**  \$1,350.00(live)  \$1,550.00(CD)

**Non-Member**  \$1,500.00(live)  \$1,700.00(CD)

**Non-Member**  \$1,650.00 (live)  \$1,850.00(CD)

#### METHOD OF PAYMENT

#### CANCELLATION POLICY

CHARGE \$ \_\_\_\_\_ TO MY VISA  MC  AMEX

\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|\_\_\_\_\_|  
Cardholders Name: \_\_\_\_\_ Exp Date \_\_\_\_\_

Zip+4: \_\_\_\_\_

Signature: \_\_\_\_\_

The full registration fee will be refunded if a written notice is received by February 11, or a 50% refund if notified by February 21. After February 21, registrants will receive the CD for make up. Substitutions are allowed.

#### FOR CBA USE ONLY

DMG# \_\_\_\_\_  
2530-200215 \_\_\_\_\_

REG ID \_\_\_\_\_  
IND ID \_\_\_\_\_  
DATE \_\_\_\_\_

CK# \_\_\_\_\_ AMT \_\_\_\_\_ DATE ISS \_\_\_\_\_

CON SENT \_\_\_\_\_  
CXLD BY \_\_\_\_\_  
DATE \_\_\_\_\_ BY \_\_\_\_\_

CORP/PERS \_\_\_\_\_ DATE DEP \_\_\_\_\_ BY \_\_\_\_\_

	Los Angeles	San Francisco	Audio CD
<b>Session 1</b>	Tuesday March 5 <input type="checkbox"/>	Thursday March 7 <input type="checkbox"/>	CD Session 1 <input type="checkbox"/>
<b>Session 2</b>	Tuesday May 14 <input type="checkbox"/>	Thursday May 16 <input type="checkbox"/>	CD Session 2 <input type="checkbox"/>

Your registration will be confirmed upon the processing of your payment. An e-mail confirmation will be sent to you.

#### REGISTRATION QUESTIONS?

Please send an e-mail to [registrations@calbankers.com](mailto:registrations@calbankers.com)

#### PROGRAM QUESTIONS?

Please contact John Lingvall at **916/438-4428**

\* Mail a copy of this form with your check, and **fax another** to 916/438-4315 to ensure your timely enrollment!