

The IBA is Proud to Present a  
**DIRECTOR'S NIGHT OUT**  
IBA's first Networking and Educational Event Especially for Directors

**BOARD PRACTICES YOU CAN BANK ON**

**> Helping Bank Directors Better Understand New Federal and State  
Mandates <**

**November 15, 2004 – Renaissance Hotel – Springfield**

**November 16, 2004 – Renaissance Hotel – Oak Brook**

In response to increased challenges and regulatory scrutiny in the banking industry, Bank Directors are required to play a larger role in understanding the business operations and strategic direction of their bank. Sarbanes-Oxley has changed the landscape of Corporate Governance. Educating directors has taken on new significance in the wake of corporate scandals and the implementation of the Sarbanes Oxley Act. IBA's Director's Night Out can help unscramble the jumble of regulations affecting your corporate compliance and audit committee duties and responsibilities. Bank on authoritative insights into Sarbanes-Oxley, FDICIA and PCAOB Section 404 standards, and other board performance issues. This afternoon and evening program will feature authoritative presentations by representatives from the National Association of Corporate Directors, Schiff Hardin LLP, Federal Deposit Insurance Corporation and the Illinois Division of Banks and Real Estate.

**The program will conclude with a dinner address by J. Michael Woody entitled, "Duty, Honor, Community", an entertaining look at the immense challenges boards are facing in developing, implementing and monitoring a bank culture built on ETHICS, COMMUNITY REPRESENTATION and BUSINESS DEVELOPMENT—the cornerstones of the future.**

***Whether you are Publicly or Privately Held, New Mandates May Hold New Compliance Standards***

According to the FDIC's March 5, 2003 Financial Institutions Letter-  
FDIC-supervised banks that have less than \$500 million..... in total assets as of the beginning of their fiscal year are not subject to the annual audit and reporting requirements of Section 36 of the Federal Deposit Insurance (FDI) Act. Banks in this size range that are not public companies, or subsidiaries of public companies, generally do not fall within the scope of the Sarbanes-Oxley Act and the SEC's implementing regulations. *Nevertheless, certain provisions of the Sarbanes-Oxley Act mirror existing policy guidance related to corporate governance that the FDIC and the other banking agencies have issued. Other provisions of the Sarbanes-Oxley Act represent sound corporate governance practices.*

Also note that regardless of whether or not your bank is specifically subject to Sarbanes-Oxley mandates, *some of its provisions are coming to be viewed as best practices and important to D&O insurance providers*, as well as, shareholders, lenders, and others.

Register your directors now for this very informative program by calling 1-800-783-2265. See the attached agenda and registration form.

## DIRECTOR'S NIGHT OUT

### BEST BOARD PRACTICES YOU CAN BANK ON

> **Helping Bank Directors Better Understand New Federal and State Mandates** <

And

**Dinner Address – “Duty, Honor, Community”**

**November 15, 2004 – Renaissance Hotel – Springfield**

701 East Adams Street – 217-544-8800

**November 16, 2004 – Renaissance Hotel – Oak Brook**

2100 Spring Road – 630-573-2800

### Program

- 2:30 p.m. – 3:00 p.m.      *Registration/Pre-Program Networking*
- 3:00 p.m. – 3:20 p.m.      *Board of Directors Best Practices*
- 3:20 p.m. – 3:40 p.m.      *Executive Compensation Best Practices*  
Hal Shear, President, Board Assets, Inc.
- 3:40 p.m. – 4:00 p.m.      *Audit Committees Update*
- 4:00 p.m. – 4:20 p.m.      *Section 404 Control Systems*  
Christopher J. Zinski & Peter L. Rossiter, Schiff Hardin LLP
- 4:20 p.m. – 4:30 p.m.      *Break*
- 4:30 p.m. – 4:50 p.m.      *FDIC Regulatory Viewpoint*  
Jeff Bonham, Assistant Regional Director (Springfield)  
Dave Mangian, Assistant Regional Director (Oak Brook)  
Federal Deposit Insurance Corporation
- 4:50 p.m. – 5:10 p.m.      *OBRE Regulatory Viewpoint*  
Scott A. Clarke, Assistant Commissioner  
Illinois Division of Banks and Real Estate
- 5:10 p.m. – 6:00 p.m.      *Panel Discussion/Questions and Answers*  
Moderator:      Peter L. Rossiter  
Panelists      Scott Clarke  
                         Jeff Bonham/Dave Mangian  
                         Christopher J. Zinski
- 6:00 p.m. – 6:30 p.m.      *Reception*
- 6:30 p.m. – 8:00 p.m.      Dinner & Speaker  
“Duty, Honor, Community”  
J. Michael Woody, Principal, J. Michael Woody, Inc.

