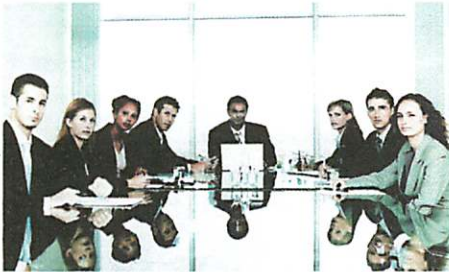


# THE TEXAS INDEPENDENT BANKER

VOLUME XL NO. 6  
NOVEMBER/DECEMBER 2014



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IBAT's bi-monthly magazine, *The Texas Independent Banker*, welcomes letters from readers. The Texas Independent Banker, November/December, Volume XL, Issue 6. Published bi-monthly by the Independent Bankers Association of Texas, 1700 Rio Grande Street, Suite 100, Austin, TX 78701, 512/474-6889, FAX 512/322-9004. Inquiries should be sent to the Editor. Editorial guidelines are available upon request. Advertising rates may be obtained by contacting Advertising Sales at 800/749-4228 or 512/474-6889. Advertisements do not imply sponsorship by IBAT. ©2014 by the Independent Bankers Association of Texas. No part of this publication may be reproduced in any form without written permission of the publisher. Opinions expressed in this publication do not necessarily reflect official policy of the Independent Bankers Association of Texas.



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**Quote:** Douglas Adams

# Recruiting New

**M**any banks need to add new board members because of such factors as a mandatory retirement age or because board members who agreed to stay through the financial crisis now want to rotate off the board. Banks need to keep in mind that they will be under close scrutiny by any prospective candidate who will be conducting due diligence on the bank at the same time the bank is conducting due diligence on the candidate. In order to ensure your bank can attract top candidates for board

positions, consider the following before beginning the recruiting process:

**(1) Needs assessment:** The board of directors should conduct a needs assessment to identify which qualities and skills in new board members would augment the skill set of the current board members. Does the board need someone with steep knowledge of banking, such as a former banker or regulator, or is the board lacking knowledge of a particular product or service being offered by the bank, or does the board need a local community leader? Identification of the type of person the board is looking for is a critical piece of information to ensure a satisfactory recruiting process.

**(2) Corporate Governance:** While all potential board members will likely inquire

first about the amount of the bank's Directors & Officers Liability coverage, the more knowledgeable candidates regarding banking will inquire about the corporate governance practices, i.e. the manner in which the bank is overseen by the board of directors. The board should determine how answers to the following questions will affect the recruiting process:

- Does the bank have an outside, non-executive, chairman of the board?
- What is the composition of the board by gender, skill set, and number of outside directors?
- How are agenda items gathered for board meetings?
- Is there dialog between board members at the meetings or do board meetings consist only of presentations made by management? Is there an executive



# Bank Directors

## Is Your House in Order?

By Cathy Ghiglieri

session at each board meeting?

- On which committees would a new board member sit? How are the agendas for committee meetings set? What are the duties of each committee?
- How and when do board members receive information for the board meetings? Does the bank make it easy or difficult for board members to obtain information to make informed decisions? For example, do board members access board packages via a secure portal on the internet a week prior to the board meetings or is access to information made difficult by requiring board members to go to the bank to read the board packages?

**(3) Board Training:** New board members need to make informed decisions from their first meeting, so how do they

get up to speed on the issues facing the bank? Is there an orientation session, complete with an orientation manual? Is there training for new board members on the banking industry in general? What kind of ongoing training is available to board members?

**(4) Strategic Planning:** The OCC's Semiannual Risk Perspective for Spring 2014 states that "strategic risk remains high for many banks." What strategic planning process is in place and how involved is the board?

**(5) Board Assessments and Peer Evaluations:** Has the board completed a board assessment, which is an evaluation of how well the board is overseeing the operations of the bank? If so, what are the areas that have been identified for improvement?

Has the board performed peer evaluations, which are evaluations of each individual director's performance on the board? If so, what type of assistance is given to directors in need of improvement?

There is no better time than when guests are arriving to get your house in order, and likewise, reviewing these five topics, and perhaps making some adjustments ahead of the search process, will pay dividends in attracting new board members. ★

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*Ms. Ghiglieri is the former Texas Banking Commissioner and is President of Ghiglieri & Company, a bank consulting firm based in Austin, Texas. She is the co-author of "The Ultimate Guide for Bank Directors." Contact her at [www.ghiglieri.com](http://www.ghiglieri.com).*

