

February 2026 - ND Bankers Association Bank Management Conference

# Compensation Trends in Today's Banking Environment



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## Key Topics To Be Covered

Total Compensation 01

Equity-Based Incentives 04

Base Salary Strategies 02

Employee & Executive Benefits 05

Annual Cash Incentive/Bonus Plans 03

Board Compensation 06

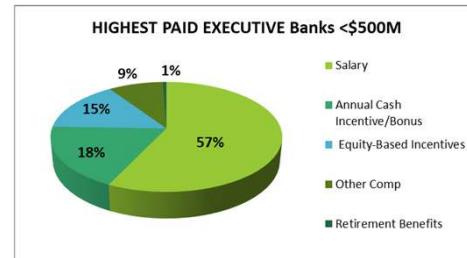
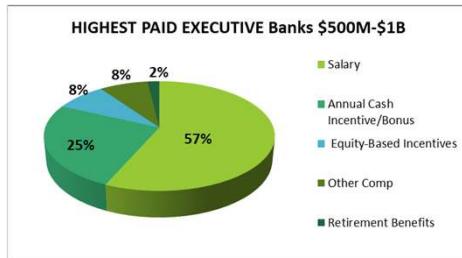
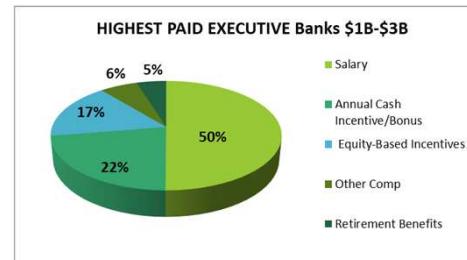
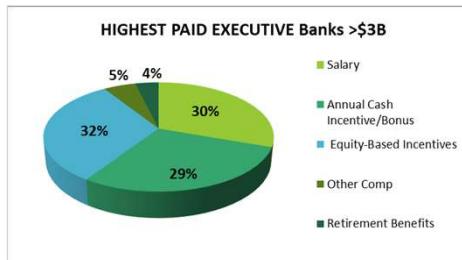
# Total Compensation

01

## Elements of Total Compensation



## CEO Total Compensation Mix

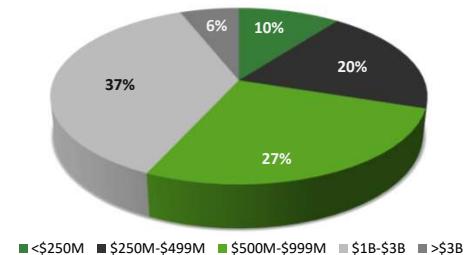


## Survey Findings Included Throughout

### 2024 Compensation Trends & Employee Benefits Survey (BCG Trends Survey)

Included 184 banks (128 private & 56 public)

#### Asset Size Breakout



\*\*\*Updated Version of This Survey Currently Open

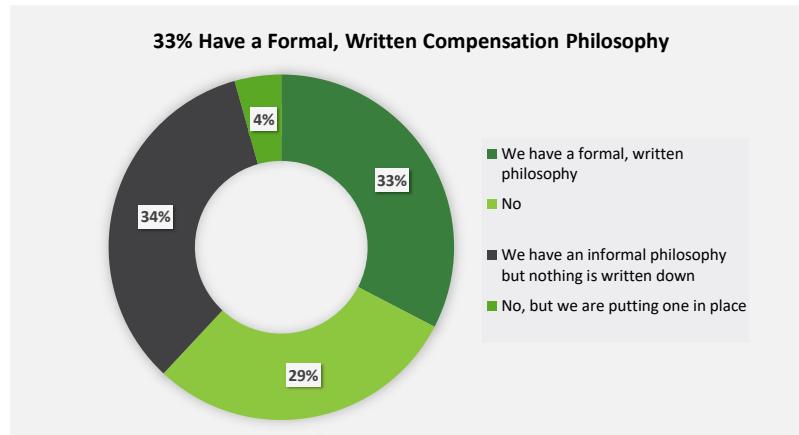
### BCG 2025 Salary & Cash Compensation Survey (BCG Salary Survey)

Included 435 banks

#### Asset Size Breakdown



## Compensation Philosophy - BCG Trends Survey



- A well-written compensation philosophy should align the Bank's goals/strategy with its compensation practices, define its market, and indicate the Bank's targeted compensation levels versus market.
- **The strategic use of compensation starts with a well-defined compensation philosophy.**

## Base Salary Strategies

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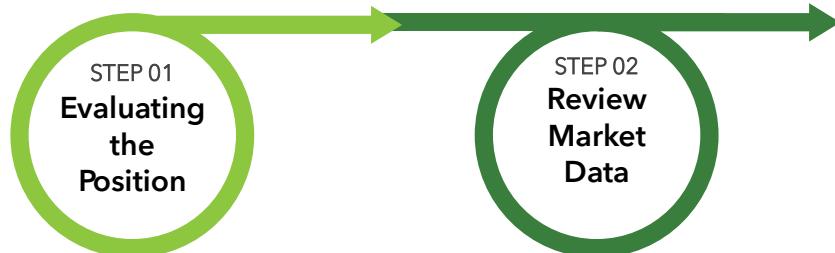
## Salary Budget Increases

BCG conducted a flash survey about "projected" 2026 salary budget increases in October. 3.6% is the average.

**Projected 2026 Median Salary Increase Budget**



## Base Salary Reviews & Job Benchmarking

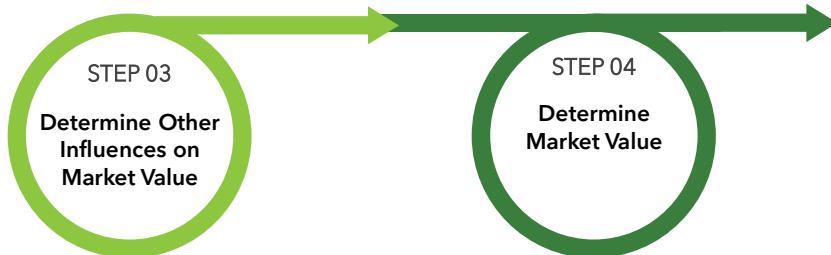


- 1. Review Job Description:** duties, accountabilities, knowledge, skills, and abilities
- 2. Review Responsibility Level:** supervision, decision making authority, impact on policy and procedures
- 3. Experience Level:** necessary banking experience, supervisory experience, and education level

**Example Resources:**

1. Proxy data from publicly traded companies (executives)
2. Market surveys - regional, national, Blanchard Survey (all employees)
3. HR department/compensation consultant's internal database/s

## Base Salary Reviews & Job Benchmarking (Cont.)



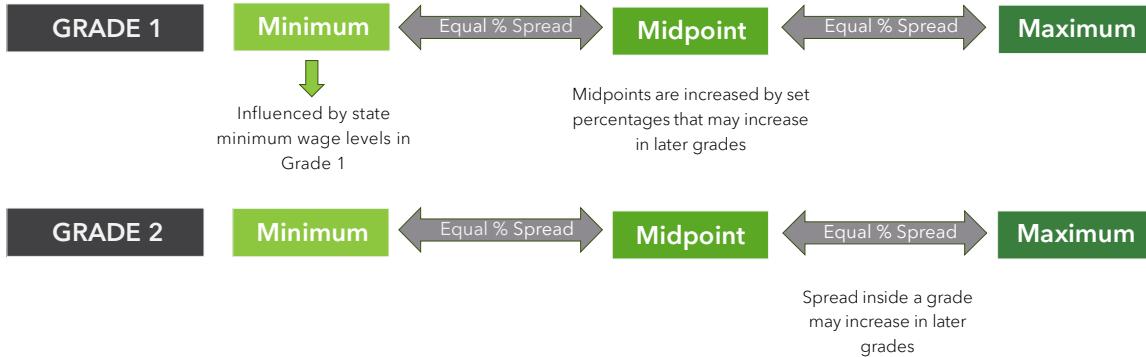
1. **Asset Size:** Evaluate market values based on the asset size of the Bank. *Has a bigger impact on executive officer compensation.*
2. **Geography:** Consider geographic location and impact on salaries. Cost of living and salary and wage levels (Economic Research Institute).
3. **Production Level:** Production positions may have a different market value for level of production. *Examples: portfolio size or branch/region deposits may influence the market value.*
4. **Responsibility Level:** Support positions may have a different market value based on responsibility levels, supervisory duties, or the ability to handle complex issues.

1. Determine appropriate market value for the position(s)
2. Then review the individual(s)

## Market Pricing Example

Position/ Benchmark Job Match	Data Source	Data Cut	N	Market Salary		
				25th	50th	75th
<b>Marketing Manager</b>						
Marketing Manager	ABA	\$500M-\$699M	--	76.4	87.9	104.5
Marketing Manager	BalComp	\$500M-\$999.9M, Med = \$692M	8	62.8	65.7	83.7
Marketing Manager	Blanchard	\$500M-\$1B, Med = \$638M	21	64.0	73.8	80.9
Marketing Manager	Crowe	\$500M-\$1B, Med = \$701M	25	65.5	78.6	96.9
Marketing Manager	ERI	5 years experience	--	90.1	96.9	106.3
<b>Survey Average</b>				<b>71.8</b>	<b>80.6</b>	<b>94.5</b>

## Salary Grade Structure Development



- Structure easy to annually adjust for cost of salaries & wages (adjust 1<sup>st</sup> midpoint)
- Typical grade structure includes approximately 15-24 grades

## Salary Increase Matrix



This table shows an example of a performance-based salary increase matrix. The percentages will vary based on the bank's budget, the employee's performance, and the employee's positioning within their salary range.

**\*\* Part of a STRATEGIC salary administration process \*\***

Baseline/Target Percentage Increase = 4%	Employee Salary as a Percent of Grade Midpoint		
	Minimum to 90% of Midpoint	90.1% to 109.9%	110% to Maximum
Employee Performance Rating	Salary Increase Percentages		
Far Exceeds Expectations	X%	X%	X%
Exceeds Expectations	X%	X%	X%
Meets Expectations	X%	<b>3.5%</b>	X%
Does not Meet All Expectations	X%	X%	X%
Fails to Meet Expectations	X%	X%	X%

## Pay Equity Analysis - BCG Trends Survey

*It's best to be proactive versus reactive  
when it comes to pay equity.*

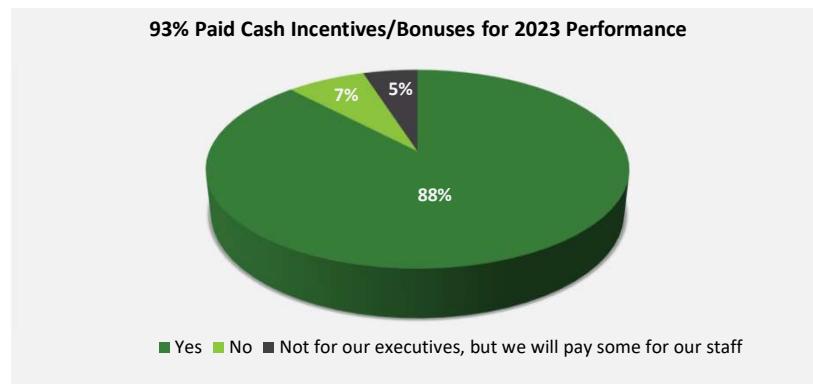


A part of the salary process getting more attention is pay equity

## Annual Cash Incentive/Bonus Plans

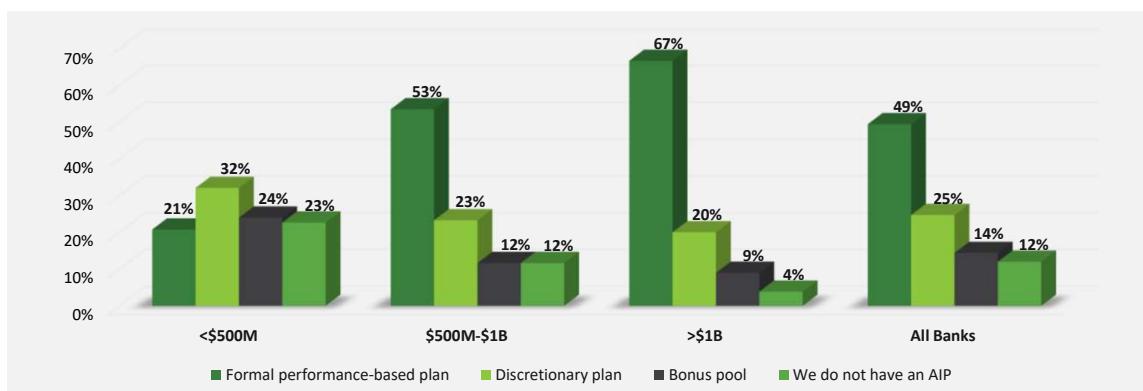
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## Annual Incentive Plan Payouts - BCG Trends Survey



- **93% of banks paid some type of incentives based on 2023 performance.**
- 53% of respondents with an incentive plan set incentive goals based on the bank's budget.
- 27% use a combination of both the bank's budget and comparisons to a peer group (i.e. ROA must be at the 65th percentile of the peer group).

## Types of Annual Incentive Plans - BCG Trends Survey



- **Highest prevalence is performance-based plans (49%).**
- 71% have a document that lists out the various incentive plan(s) and describes how they work.
- 72% of banks reported their compensation committee has reviewed their incentive plans for risk.

## Incentive Plan Prevalence

### Formal Performance-Based Cash Incentive Plan Prevalence

BCG 2025 Salary Survey

Data Cut	N	Median Assets (\$Millions)	Performance-Based Plan
All Orgs	435	512	38%
<\$250M	109	152	9%
\$250M-\$500M	101	345	22%
\$500M-\$1B	116	632	56%
\$1B-\$3B	86	1,485	59%
>\$3B	23	4,897	70%

### Cash Incentive Plan Prevalence - BCG Public Bank Database

Data Cut	N	Median Assets (\$000)	Cash Incentive Plan	
			Bonus/Discretionary Plan	Performance Based Plan
All Orgs	199	2,246,193	99%	79%
\$500M-\$1B	28	809,695	96%	46%
\$1B-\$3B	93	1,827,688	100%	80%
>\$3B	78	5,277,259	100%	90%

## Basic Principles of Cash Incentive Plans

### Objectives

- ✓ Motivate and reward achievement of goals/metrics
- ✓ Reward for performance "within some control of the participant"
- ✓ Align employee behaviors with the Bank and shareholders
- ✓ Position total compensation at market competitive levels
- ✓ Provide "upside" and an ability to differentiate "superstars"

### Key Considerations

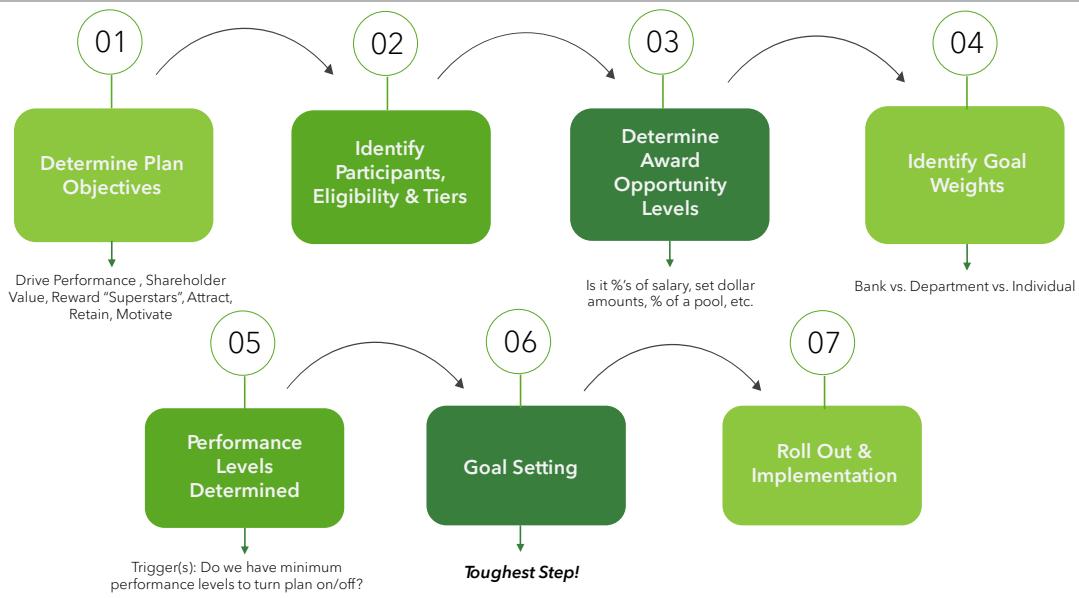
- ✓ Consider the "*riskiness*" of plan designs
- ✓ Determine the appropriate **BALANCE** between profitability, quality, and strategy
- ✓ Implement "**clawback**" features
- ✓ Acknowledge regulatory impacts: Sound Incentive Guidance, Dodd-Frank, Reg Z, etc.



### Important Question:

Do we have effective controls, administration, documentation, and corporate governance surrounding our incentive plans?

## Visual Example - Incentive Plan Design Process



## Participation, Tiering, & Objective Weights

Tier	Title	Award Opportunity Levels			Award Objectives	
		Threshold	Target	Max	Bank	Department/ Individual
I	President & CEO	X%	X%	X%	90%	10%
II	EVPs	X%	X%	X%	75%	25%
III	SVPs	X%	X%	X%	60%	40%
IV	VPs/Mgrs.	X%	X%	X%	50%	50%
V	Staff	X%	X%	X%	25%	75%
		Percent of Salary			Weighting of Award	

- Tiering varies by bank, but it should be defendable and non-discriminatory.
- Award opportunity levels will frequently vary based on asset size of bank.
- Awards also influenced by compensation philosophy, salary levels vs. market, and other available compensation programs (equity, deferred compensation, etc.).
- Weighting of bank and department/individual goals in this example are just a guide – these will often vary slightly from bank to bank and individual to individual.

## Annual Incentive Plans - Typical Payout Opportunities



The table below shows typical ranges for annual incentives as a percentage of salary for banks with assets between \$250M - \$1B and between \$1B - \$10B. The data is based on market research and BCG's experience in the banking industry.

Typical Annual Cash Incentive Payouts as a Percentage of Base Salary

Executive	Annual Award as a % of Salary				Typical Allocation/Weighting of Goals & Objectives	
	(Assets \$250M-\$1B)		(Assets \$1B-\$10B)		Company	Dept./Individual
	Target	Maximum	Target	Maximum		
CEO	15% - 40%	30% - 60%	30% - 60%	50% - 100%	90%	10%
EVP	12.5% - 30%	25% - 50%	20% - 40%	30% - 70%	60%-80%	40%-20%
SVP	10% - 20%	20% - 40%	15% - 30%	30% - 60%	50%-60%	50%-40%
VP/Producer	5% - 15%	10% - 25%	12.5% - 25%	20% - 50%	25%-50%	75%-50%
Staff	2.5% - 10%	5% - 20%	5% - 15%	10% - 30%	25%-75%	75%-25%

## Incentive Plan Goals

*The Most Prevalent Company Incentive Criteria - BCG Trends Survey*

CEO Incentive Criteria	Sr. Management Incentive Criteria
<ul style="list-style-type: none"> <li>Net Income (57%)</li> <li>Board Discretion (53%)</li> <li>Loan Growth (42%)</li> <li>ROA (38%)</li> <li>Core Deposit Growth (33%)</li> <li>Efficiency Ratio (36%)</li> </ul>	<ul style="list-style-type: none"> <li>Net Income (58%)</li> <li>Board Discretion (43%)</li> <li>Loan Growth (53%)</li> <li>ROA (39%)</li> <li>Core Deposit Growth (37%)</li> <li>Efficiency Ratio (33%)</li> </ul>

## Sample Performance Goals

Performance Goals	Examples	How/When Will Specific Goals Be Determined
Bank Performance	<ul style="list-style-type: none"> <li>✓ Net Income</li> <li>✓ ROAA / ROAE</li> <li>✓ Earnings Per Share</li> <li>✓ Efficiency Ratio</li> <li>✓ Asset Quality</li> <li>✓ Core Deposit Growth</li> <li>✓ Raising Capital</li> </ul>	Strategic Planning/Budgeting Process?
Department Performance	<p>Varies by Function</p> <ul style="list-style-type: none"> <li>✓ Lending (lending growth, quality, profitability, yield, cross-selling)</li> <li>✓ Retail (deposit growth, cross-selling, non-interest income)</li> <li>✓ Operations (productivity, service quality, turnaround time)</li> </ul>	Executives Develop Goals with Function/Department Managers?
Individual Performance	<p>Varies by Role/Job</p> <ul style="list-style-type: none"> <li>✓ Portfolio growth/quality</li> <li>✓ Fee Income (except Mortgage Lenders)</li> <li>✓ Cross-Selling/Referrals</li> <li>✓ Project deliverables</li> <li>✓ Performance evaluation</li> </ul>	<p>Managers Develop Goals with Employees?</p> <p>✓ For the first plan year, consider using annual performance review ratings as the basis for the individual level award criteria, unless other individual goals can be clearly defined and accurately tracked.</p>

## “Triggers”



Plans often have “triggers”, or minimum acceptable performance standards, that must be achieved before any awards are paid. This is a common approach to prevent inappropriate funding of awards and to protect the Bank.

### EXAMPLES:



## Regulatory and Government Impact on Incentives



**Cannot Talk Incentives Without Acknowledging Regulations!**

### Regulators Joint Guidelines on Sound Incentive Compensation (June 2010) - All Banks

- ✓ Impacts all banks (safety and soundness exams / CAMELS ratings).
- ✓ Supports pay-for-performance programs, as long as they do not encourage risk.
- ✓ Recommends a combination of both profitability goals and strategic goals.
- ✓ Incorporates a Risk Review as part of the regulatory review process.
- ✓ Encourages the use of stock grants or deferred compensation.

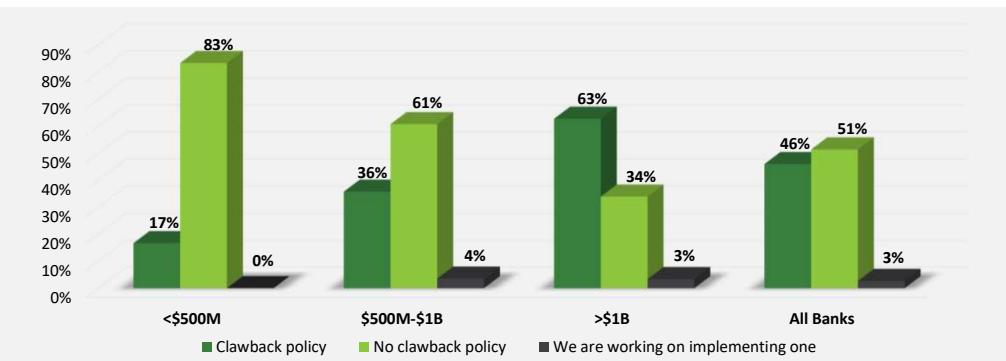
### Other Rules/Guidelines

- ✓ **Dodd-Frank** - "Clawbacks", CEO Pay Ratio, Pay for Performance, Risk Reviews.
- ✓ **SEC** - Guidelines on pay-for-performance analysis.
- ✓ **Shareholder Interest Groups** - Say-on-Pay and Equity Plan Votes.
- ✓ **Reg Z (Mortgage Lenders)** - Cannot pay incentives based on profitability, interest rate, or loan terms.

## How to Reduce Risk in Annual Incentive Plans

01	Avoid "excessive" incentive payout opportunity levels and/or "uncapped" plans	<ul style="list-style-type: none"><li>Ensure award opportunities are reasonable and appropriate</li></ul>
02	Review performance measures	<ul style="list-style-type: none"><li>Variety of internal and external performance measures</li><li>Ensure appropriate number of measures (not one &amp; not too many)</li><li>Do <b>not</b> focus solely on single short-term financial metrics (i.e. ROA and ROE)</li><li>Incorporate asset and credit quality metrics</li><li>Include some level of discretionary adjustment</li><li>Ensure a link to the Bank's strategic plan and long-term goals</li></ul>
03	Ensure performance targets are not set too high or too low	<ul style="list-style-type: none"><li>Use historical bank and peer group information to ensure goals are appropriate</li></ul>
04	Use annual or multi-year performance criteria	<ul style="list-style-type: none"><li>Remove quarterly payments and short turnarounds on awards</li></ul>
05	Ensure appropriate plan approval, governance, documentation, and communication	
06	Implement a "clawback" policy	
07	Consider deferrals for incentives (cash or stock)	

## "Clawbacks" - BCG Trends Survey



### Example "Clawback" Reasons:

The Bank may recoup incentive compensation paid to covered executives in instances where:

1. The Bank issues a material restatement of its financial statements
2. A subsequent finding that the financial information or performance metrics used to determine the incentive compensation are materially inaccurate
3. A covered executive or lending officer engages in intentional misconduct
4. The covered executive has committed ethical or criminal violations.

## Equity-Based Incentives

04

## Common Types of Equity-Based Incentives

### Real Equity

**Definition:** Actual shares of stock, which create real equity holdings and shareholder dilution

- Incentive stock options (ISOs)
- Non-qualified stock options (NSOs)
- Stock appreciation rights (SARs) - stock settled
- Restricted stock
- Restricted stock units - stock settled

### "Synthetic" Equity

**Definition:** Value is tied to share price, but no real stock is transferred (cash payments)

- Stock appreciation rights (SARs) - cash settled
- Phantom stock
- Performance shares
- Restricted stock units - cash settled



#### Reminders:

\*\* Appreciation-based vehicles (example: stock options) - value is only created with appreciation

\*\* Full-value vehicles (example: restricted stock) - value is immediate and remains if underlying share continues to have value

## Equity-Based Incentives (Prevalence) - BCG Trends Survey

- The table below from the BCG Trends Survey shows the prevalence of equity-based compensation programs/plans.



- (49%) of participating banks offer some form of equity-based incentive program. As shown in the chart above, the prevalence of banks utilizing equity-based incentives increases with asset size.
- Banks over \$1 billion in assets are more likely to use restricted stock or restricted stock units.

## Equity-Based Incentive Plan Objectives

Focus executives on a multi-year performance period and assist with executive retention.



Create executive ownership in the Bank.

Link a component of Senior Management's compensation to the long-term success of the Bank.

## Equity Incentive Plans - Usage Trends

Prevalence <sup>1</sup>	Equity Prevalence in Public Banks		
	Restricted Stock	Stock Options	Blend of Both <sup>2</sup>
All Banks (n=408)	78%	14%	12%
Banks that Granted Equity in 2023 (n=328)	97%	18%	15%

<sup>1</sup> Represents publicly traded banks in BCG's internal database using 2023 proxy statements.

<sup>2</sup> Blend indicates that the bank granted both restricted stock and stock options in 2023 (not necessarily to the same executive).



Full-value shares are more prevalent than stock options.

## Equity Incentive Plans - Vesting



**Executives & Officers:** Most vesting provisions in banks are 3-5 years

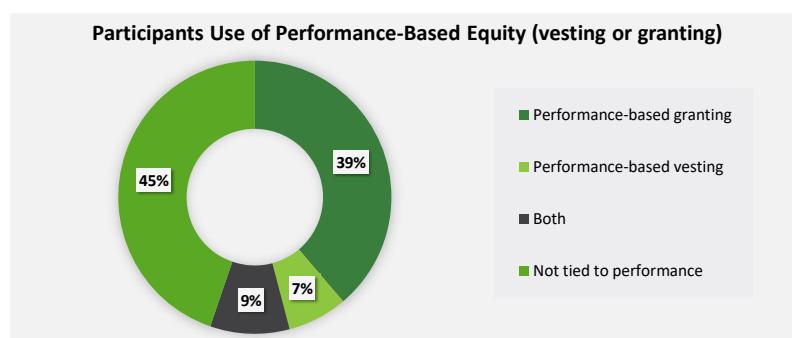
### Ratable Vesting

**Definition:** Awards vest in tranches over the vesting period (i.e.  $\frac{1}{4}$  per year in each of 4 years)

### Cliff Vesting

**Definition:** Awards vest entirely at the end of the vesting period (which is typically a specific time-frame or after meeting performance criteria)

## Performance-Based Equity - BCG Trends Survey



The most prevalent performance metrics utilized in determining the granting or vesting of equity awards are:

- Net income (43%) / ROA (38%) / Board discretion (36%) / Strategic planning goals (30%)
- 85% of participants with an equity plan have a minimum of a 1-year vesting period.
- 61% of banks that maintain an equity plan still allow for accelerated vesting of outstanding equity grants in the event of a change-in-control (without a termination event - "single trigger acceleration").

## Equity-Based Plans - Typical Payout Opportunities



The following table shows typical ranges for equity-based incentives as a percentage of salary for banks with assets between \$250M - \$1B and between \$1B - \$10B. The data is based on market research and BCG's databases.

Industry Data - Typical Equity-Based Incentive Payouts as a Percentage of Base Salary

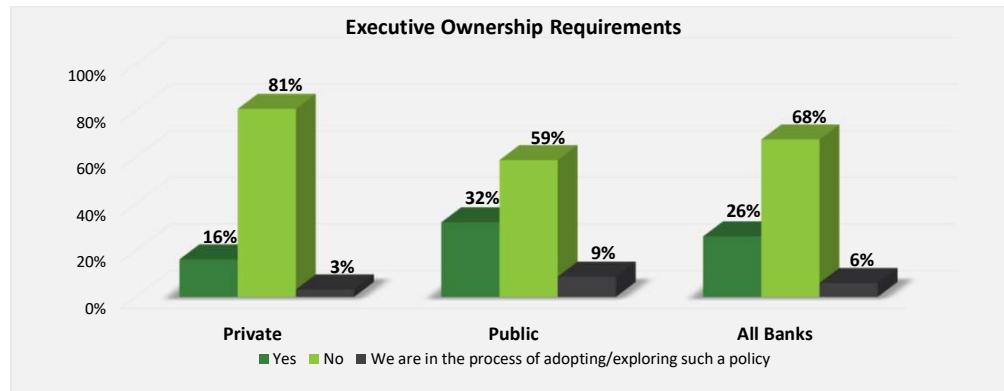
Executive	<u>Annual Award as a % of Salary</u>			
	<b>(Assets \$250M-\$1B)</b>		<b>(Assets \$1B-\$10B)</b>	
	Target	Maximum	Target	Maximum
CEO	10% - 30%	20% - 50%	25% - 60%	50% - 100%
EVP	7.5% - 20%	15% - 40%	20% - 40%	40% - 80%
SVP	5% - 10%	10% - 20%	15% - 30%	30% - 60%
VP/Producer	0% - 7.5%	0% - 15%	0% - 15%	0% - 30%

## Equity Incentive Plans (Ownership Guidelines) - BCG Trends Survey



### Equity Ownership Guidelines

- Prevalence of ownership or holding requirements is expected to continue to increase as this is considered a best practice by industry experts and shareholder advisory groups.
- Chart below shows how they are starting to be adopted in the banking industry.



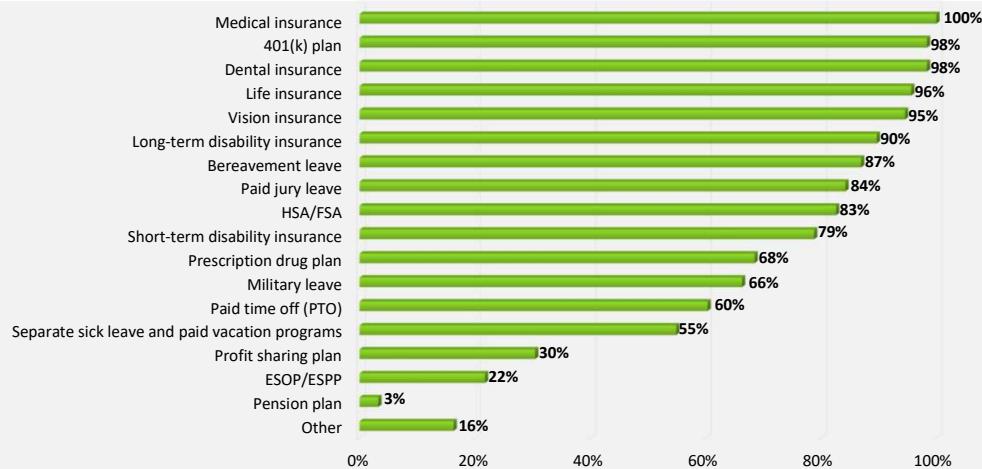
# Employee & Executive Benefits

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## Employee Benefits - BCG Trends Survey



The table below shows the prevalence of benefits offered to employees at each of the participating banks.\*

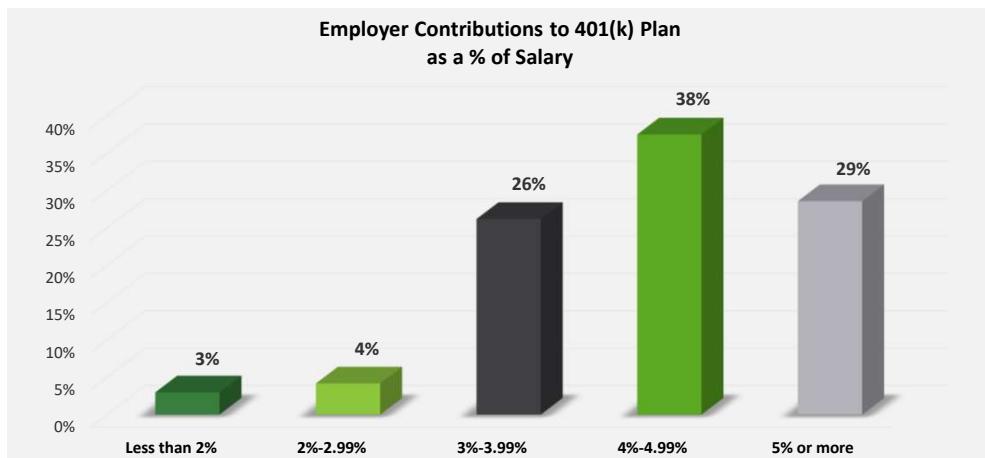


\* Respondents were allowed to choose more than one option; therefore, the percentages will not sum to 100%.

## 401(k) Plan Employer Matches - BCG Trends Survey



Ninety-eight percent (98%) of the participating banks offer a 401(k) plan to their employees. Of those, 93% make an employer matching contribution. We summarize these contribution levels below.



## Executive Benefits



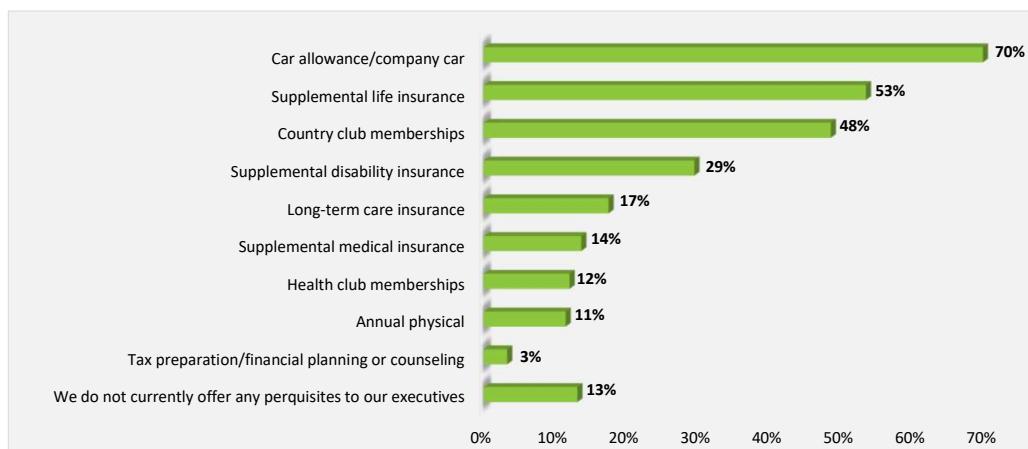
This table provides industry prevalence information on various compensation and benefit plans. This information is from BCG's internal database of publicly-traded banks.

Assets	N	Median Assets (\$000)	Agreements		Retirement					
			Employ- ment	Change -in- Control	401(k) Plan	Qualified Profit Sharing	Qualified Pension Plan	Deferred Comp. Plan	SERP	Deferred Comp or SERP
All Orgs	199	2,246,193	74%	88%	99%	56%	9%	42%	48%	71%
\$500M-\$1B	28	809,695	61%	68%	96%	68%	7%	18%	61%	68%
\$1B-\$3B	93	1,827,688	77%	91%	100%	46%	12%	38%	51%	69%
>\$3B	78	5,277,259	74%	91%	99%	63%	6%	56%	41%	74%

## Executive Perquisites - BCG Trends Survey



The table below shows the prevalence of perquisites offered to executives at each of the participating banks.\*



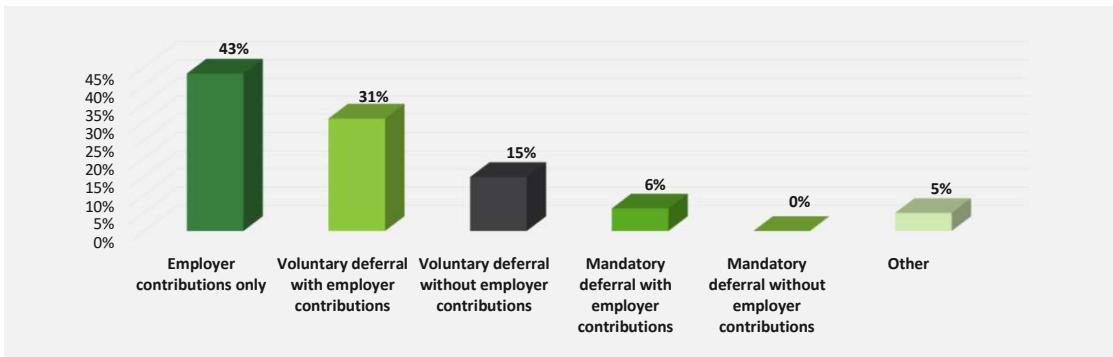
\* Respondents were allowed to choose more than one option; therefore, the percentages will not sum to 100%.

## Executive SERP/SCP and Deferred Compensation Prevalence



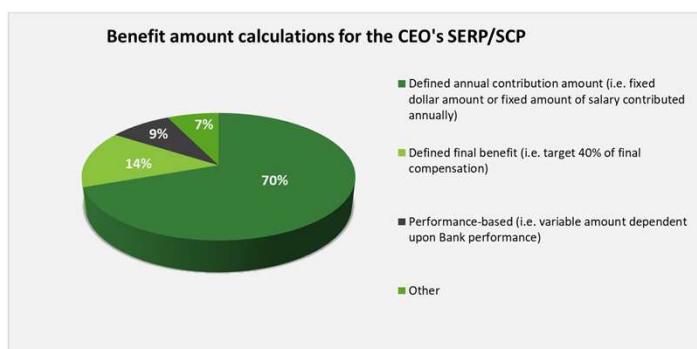
- 44% of the responding banks offer a deferred compensation plan to executives.
- Approximately 40% of the responding banks offer a SERP/SCP to at least one executive.

## Deferred Compensation Details



- Deferred compensation plans can allow for voluntary or mandatory deferrals (by the participant/employee) with or without an employer match/contribution.
- Forty-three percent (43%) of the deferred compensation plans have an employer contribution.
- Thirty-one percent (31%) of the banks with deferred compensation plans (voluntary or mandatory deferral) utilize ratable vesting (i.e. 20% per year over five years) for the employer contribution.

## CEO SERP Benefits - BCG Trends Survey



Prevalence of the typical annual contributions/defined benefits for the CEO's SERP/SCP:

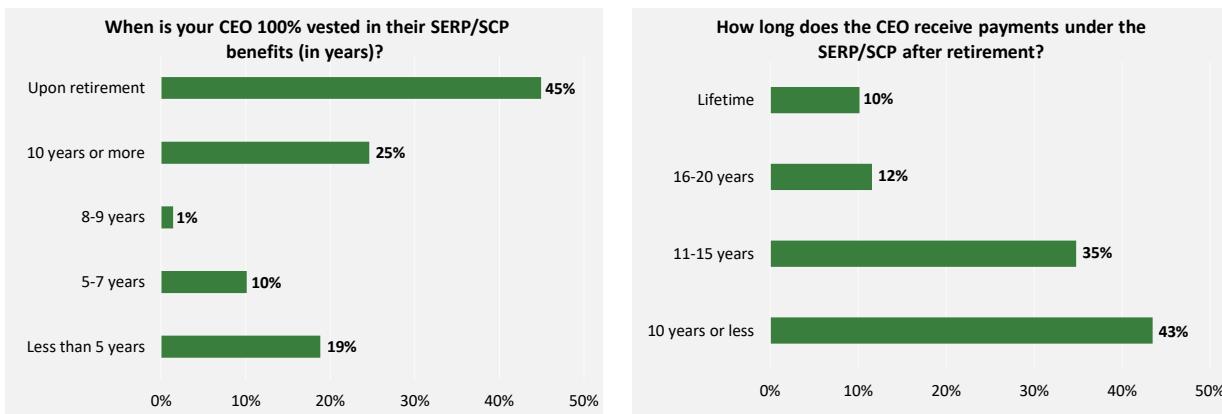
### Annual Contribution (fixed dollar amount):

- Greater than \$300,000 (19%)
- \$200,001-\$300,000 (15%)
- \$150,001-\$200,000 (6%)
- \$100,001-\$150,000 (21%)
- \$50,001-\$100,000 (29%)
- Less than \$50,000 (10%)

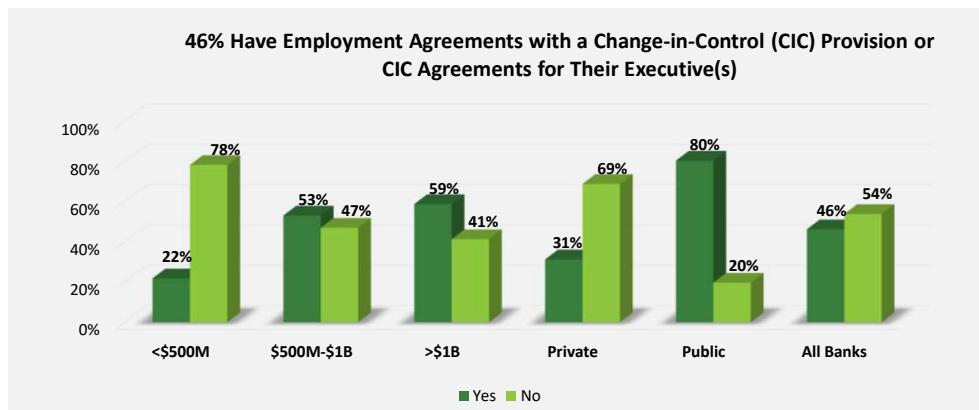
### Defined Final Benefit (target percent of final comp)

- 50% or more of final compensation (40%)
- 40%-49% of final compensation (10%)
- 30%-39% of final compensation (30%)
- 20%-29% of final compensation (10%)
- 10%-19% of final compensation (0%)
- Less than 10% of final compensation (10%)

## CEO SERP Vesting and Length of Benefit - BCG Trends Survey

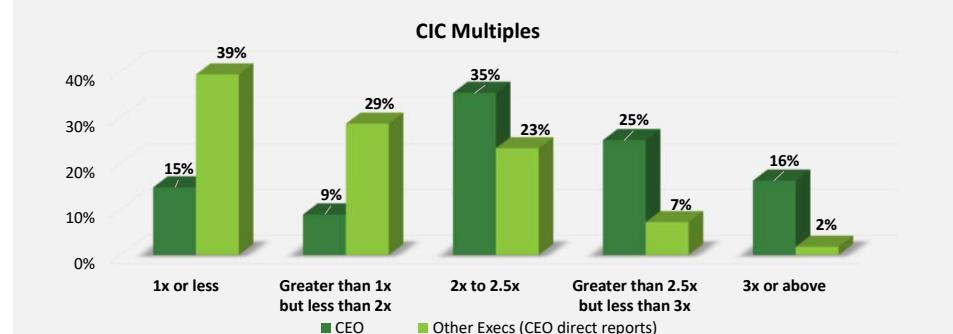


## Employment/Change-in-Control (CIC) Agreements - BCG Trends Survey



- Public Bank prevalence is much higher for CIC provisions (80% vs 31%).
- 72% of respondents had a non-compete in place for their CEO.

## Change-in-Control (CIC) Severance Multiples - BCG Trends Survey (Cont.)

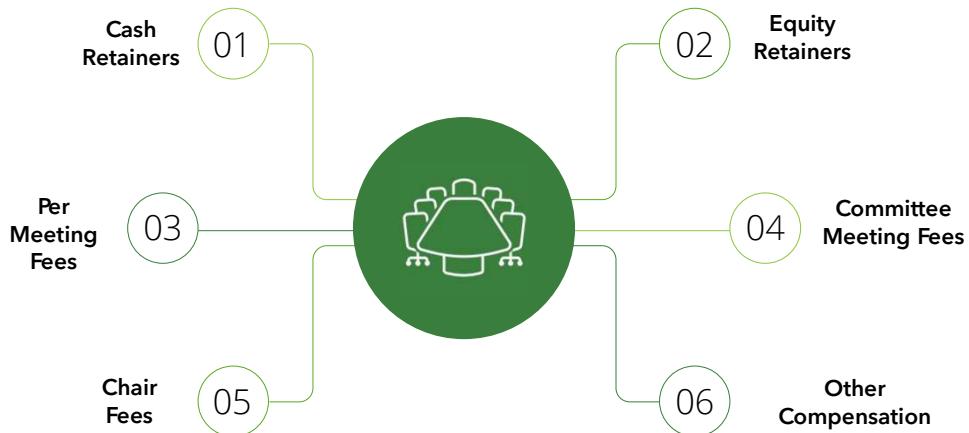


- The amount of the CIC severance benefit will vary upon several factors, including the officer's title, the size and location of the bank, the tenure and equity holdings of the officer, and the performance of the Bank.
- The severance benefit payout is typically a multiple of salary, cash compensation (salary + annual cash incentive/bonus), W2 average compensation, etc. at the time of termination.
- 40% of respondents who pay CIC severance benefits to the CEO determine the benefit based on the CEO's salary and 46% determine the benefit based on cash compensation.
- Gross-Ups for 280(G) are no longer prevalent as 79% of participating banks DO NOT provide a gross-up.

## Board Compensation

06

## Director Compensation



## Director Compensation Trends

- ✓ Gradual increases in Director compensation over the last 10 years.
  - Typically, director compensation adjustments occur every 2 or 3 years (not annually)
- ✓ Director compensation should have a different philosophy from executive compensation.
  - **Pay for time and expertise focus**
- ✓ Director **annual incentives** based on bank results are **frowned upon by regulators**.
  - Focus should be on long-term results and sustainability
- ✓ **Use of equity as a component of director compensation is considered a best practice.**
  - Typically, an equity retainer and restricted stock (vs. stock options)
  - Shorter vesting for director equity grants
- ✓ **Increased focus on retainers** and a decreased focus on per meeting fees
- ✓ Director compensation differentiation for chairs versus non-chairs

## BCG Director Survey

### 2025 Director Compensation Survey (BCG Director Survey)

Included 238 banks (183 private & 55 public)

Asset Size	n	Asset Size (as of 12/31/24) (\$Millions)		
		Average	25th Percentile	50th Percentile
All Banks	238	953	256	534
<\$250M	58	148	105	155
\$250M-\$499M	52	355	294	335
\$500M-\$999M	66	695	563	659
\$1B-\$3.5B	52	1,947	1,461	1,713
>\$3.5B	10	5,274	4,142	4,619

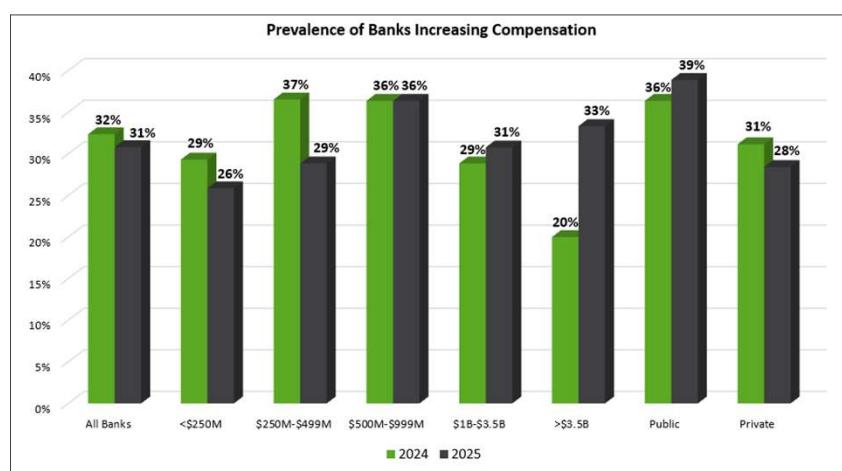


BCG conducted a survey of director trends and 2024 director compensation during the beginning of 2025. A total of 238 banks completed the survey. The respondents included 55 public and 183 private banks. The asset size of the participants are summarized above.



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## Increase Director Compensation?

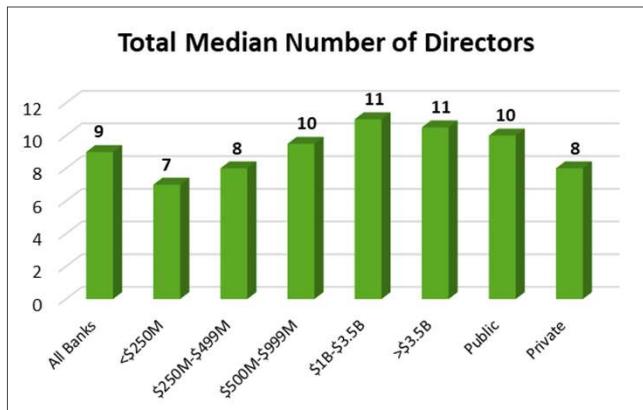


- Approximately 1/3 of the participating banks increased director compensation in 2024 and another 1/3 plan to (or already have) increased director compensation in 2025.
- The median increase for the banks that increased director compensation was 10% in 2024, and 8% in 2025.
- On average, Directors spend 6 to 8 hours per month on board activities.



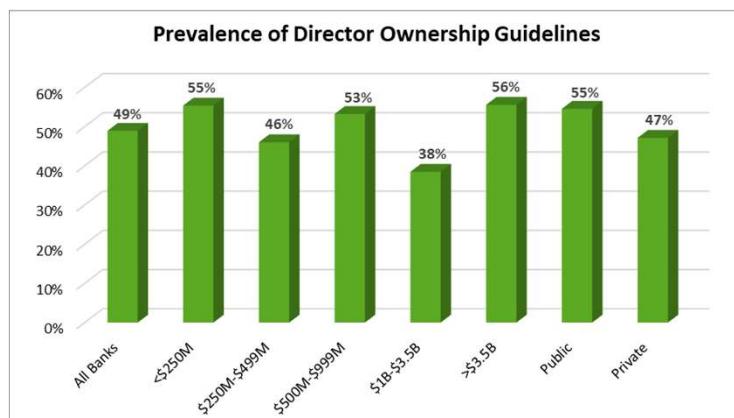
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## Number of Directors



- Board sizes typically range from 7-14 directors, with a median of 9 directors.
- Typically, the board will consist of one or two employee/inside directors, while the remaining board members are outside/independent directors.

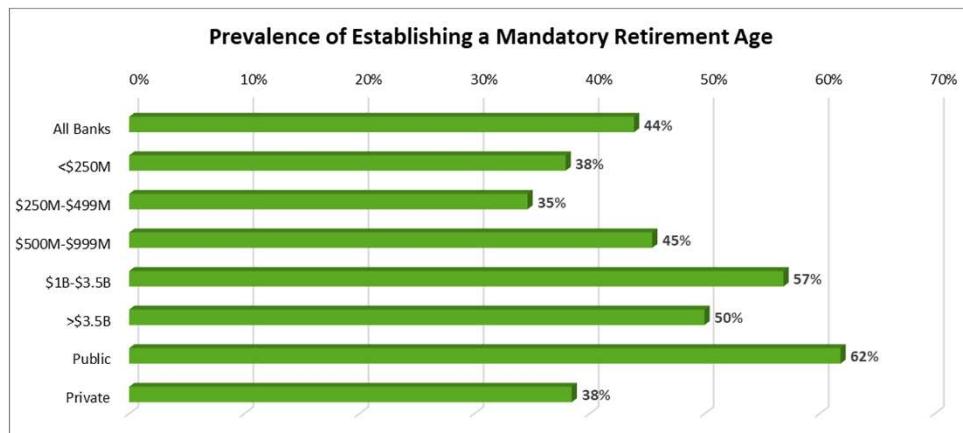
## Director Ownership Guidelines



The ownership requirements are based on:

- *Defined number of shares: 68%*
- *Fixed dollar amount: 25%*
- *Multiple of cash fees/retainer: 7%*

## Director Retirement Age



- Almost half (44%) of the banks have a mandatory retirement age, with the age range being 65 to 80.
- The median age for mandatory retirement is 72.

## Director Compensation (Avg. Director)\* - BCG Director Survey



- Total compensation consists of fees earned or paid in cash, stock awards, option awards, non-equity incentive plan compensation, change in pension and non-qualified deferred compensation earnings, and all other compensation.
- The table below shows the total compensation paid to an average director. An average director excludes the board chair, employee directors, and any directors with extraordinary events in 2024 (i.e. retirement or partial year board service).

Data Cut	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Total Granted Equity (\$)	Non-Equity Incentive Plan Comp (\$)	Change in Retirement Benefits (\$)	All Other Comp (\$)	Total Comp Per Average Director (\$)
<b>All Banks, Med=\$534M (n=238)</b>								
Average	25,053	18,936	20,407	19,111	7,955	14,155	5,580	28,989
25th Percentile	14,088	10,357	4,725	9,939	3,025	5,048	758	15,150
50th Percentile	21,179	15,515	5,000	15,549	4,000	11,457	1,500	24,250
75th Percentile	29,845	25,753	35,752	26,626	11,200	22,834	8,185	35,814

\* Each column represents the summary statistics for the banks that have this form of compensation (0's are excluded); therefore, total compensation per average director is not a sum of the previous columns.

## Director Compensation (All Directors)\* - BCG Director Survey



The table below shows the **sum of fees paid to all directors** (excluding employee directors and directors with extraordinary events).

Data Cut	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Total Granted Equity (\$)	Non-Equity Incentive Plan Comp (\$)	Change in Retirement Benefits (\$)	All Other Comp (\$)	Total Comp (\$)
<b>All Banks, Med=\$534M (n=238)</b>								
Average	185,081	148,074	156,716	158,055	45,680	71,089	21,484	217,861
25th Percentile	80,785	55,250	40,000	55,125	15,000	20,838	2,100	85,775
50th Percentile	143,600	112,595	47,250	121,000	25,200	54,285	5,902	154,625
75th Percentile	240,888	184,020	243,758	213,010	62,250	111,634	29,793	270,750

\* Each column represents the summary statistics for the banks that have this form of compensation (0's are excluded); therefore, total compensation is not a sum of the previous columns.

## Committee Meetings & Per Meeting Fees



The table below shows the number of committee meetings held during 2024 and the amount of the per meeting fee paid for attendance at meetings.

\*\* For banks that pay an annual retainer in lieu of a per meeting fee or in addition to a per meeting fee, we convert this to a per meeting fee for this analysis.

Data Cut			Audit		Compensation		Executive		Nominating and/or Corp. Gov.		ALCO/Investment		Loan		Compliance/Risk		Trust	
			Avg # Cmte Mtgs	Avg Per Mtg Fee (\$)	# Mtgs	Per Mtg Fee (\$)	# Mtgs	Per Mtg Fee (\$)	# Mtgs	Per Mtg Fee (\$)	# Mtgs	Per Mtg Fee (\$)	# Mtgs	Per Mtg Fee (\$)	# Mtgs	Per Mtg Fee (\$)	# Mtgs	Per Mtg Fee (\$)
	All Banks																	
Average	8	398	6	446	3	417	7	410	3	408	6	403	21	366	5	403	6	355
25th Percentile	5	213	4	250	1	250	1	200	1	250	4	250	12	200	4	250	4	225
50th Percentile	7	350	4	350	2	375	4	300	2	363	4	375	12	300	4	400	4	350
75th Percentile	10	500	6	500	4	500	12	500	4	500	6	500	28	500	6	500	8	444

# Questions?



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- ✓ Annual Cash Incentive Plan Design
- ✓ Equity-Based Incentive Plan Design

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Matt Brei is the President of Blanchard Consulting Group. He has been a compensation consultant since 2000 and has been exclusively focused on the banking industry since 2002. Matt founded Blanchard Consulting Group in 2011 and has previously worked at Amalfi Consulting, Clark Consulting, and Arthur Andersen. His areas of expertise encompass multiple disciplines within executive, director, and staff compensation. Matt frequently speaks at banking conferences on various topics and has written several published articles within banking specific publications. He is a graduate of Luther College in Decorah, IA.