VisionLink

"How Do I Create a Competitive Advantage with My Compensation Programs?"

Building Unified Financial Visions



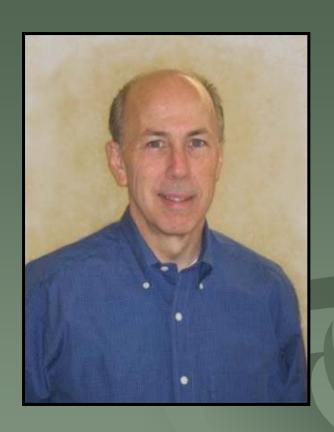
July 28, 2009

Today's presenter

Ken Gibson

Senior Vice President
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We're happy to provide a copy of today's slides. Information will be provided at the close of the presentation.

For questions during today's presentation:

Building Unified Financial Visions

Use the question panel to the right of your screen

Key Concepts

- The right foundation for your pay programs ensures that the right people are doing the right things in the right way
- The passion of a workforce cannot be duplicated by competitors—compensation can unleash that passion
- Execution, drive, ambition and confidence are byproducts of an effective rewards strategy
- A competitive advantage is sustained only when the culture demands employee ownership of the company's future

Competitive Advantage Case Study

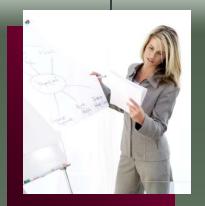
Cisco Systems

WSJ—The Weekend Interview with John Chambers

Some Cisco Facts

- \$130 billion in market value
- \$40 billion in annual sales
- 10 years ago—mostly know for building switching systems (routers) that find most efficient path for info on internet
- Today—presence in virtually every corner of Web's infrastructure from network hardware to network management software to routers that run wireless networks in your home
- No material layoffs during economic downturn
- Has announced intention to pursue 30 disparate new market areas
- CEO has publicly predicted 12% to 17% annual growth over the course of the next five years—whatever happens to the economy in the short term

Key Competitive Advantage Facts



"As much as three-quarters of the world's digital data now passes through Cisco's equipment..."

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"Despite taking the same hit as the rest of the computer industry earlier this year, Cisco's stock is climbing (up 17%...in the last month)..."

Key Competitive Advantage Facts



"Cisco is feeling so confident that it is even planning a new integrated hardware/software platform (Cisco Unified Computing System) that puts it in direct competition with its former strategic partners, IBM & Hewlett Packard, for control of data centers run by large corporations."

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No Always So....

- Fall, 2001—world's most valuable corporation with a market cap of \$500 billion
- Chambers leaves on Christmas vacation with 26-week backlog of orders and 70% annual growth
- Came back to collapsed industry
- By mid-January 2002, 70% growth went to minus 45%

Competitive Advantage Key

"Under Chamber's leadership.
Cicso kept its cool. There were
losses and there were layoffs, but
after the cuts Cisco gained market
share against its even more
damaged competitors—and hasn't
stopped."

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How a CEO Thinks John Chambers



"We've learned our lessons with each downturn in this company's history, and we've fine-tuned them as we've gone along. Now we have our playbook, with its four key elements, and we're going to run that game no matter what the short-term situation looks like."

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How a CEO Thinks John Chambers



"Even in this downturn, we intend to be the most aggressive we've ever been."

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"We basically wrote the press release for five years from now."





- 1. Be Realistic— gauge how many challenges are created by economy and how many are self-inflicted
- 2. Assess Your Situation— ask how long a downturn will last and how deep it will be; it will usually be longer than you think

- 3. Get Ready for the Upturn— Cisco has announced a major sponsorship of 2012 Olympic games in London
- 4. Get Closer to your Customers

3 Unwritten Rules

- Watch the Stock Market
 — "when the crash came
 in 2001, the stock market had been going down for a
 year, but we hadn't really noticed."
- Always have More Cash, Not Less— "We didn't have enough cash going into 2001. This time we went into it with \$34 billion. That wasn't accidental."

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3. Be Aggressive— following 2001 crash, Cisco embarked on one of the most spectacular acquisition programs in high tech history—more than 130 companies to date—expanding product offerings across a broad range of technology lines

Competitive Advantage



A company is in a position to produce surplus profits (greater than competitors') due to unique product, pricing or resource advantages. Thus, its profitability is greater than the average profitability of all other companies competing for the same set of customers.

Sustainable Competitive Advantage

The company's strategies enable it to maintain above-average profitability for a number of years. This is typically due to the creation of processes and positions that are difficult to duplicate.

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(However, the advantage may still attract competitors and are rarely impossible to duplicate.)

What does it take to produce a competitive advantage?

- People
- Culture



Organizational Culture

"...the specific collection of values and norms that are shared by people and groups in an organization and that control the way they interact with each other and with stakeholders outside the organization..."

Organizational Culture

"Organizational values are beliefs and ideas about what kinds of goals members of an organization should pursue and ideas about the appropriate kinds or standards of behavior organizational members should use to achieve these goals..."

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Organizational Culture

"From organizational values develop organizational norms, guidelines or expectations that prescribe appropriate kinds of behavior by employees in particular situations ..."



What gets great people to come to your organization and then stay?

Great Talent

- Not good talent, great talent
- People believe in and commit to the vision and strategy
- People with an ownership—not an entitlement—mentality

Characteristics

- Entrepreneurial
- Ownership-oriented
- Reasonable
- Expects long-term rewards for patience during down years



Four Keys

Compelling Future

Positive Work Environment

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Opportunities for Personal and Professional Growth

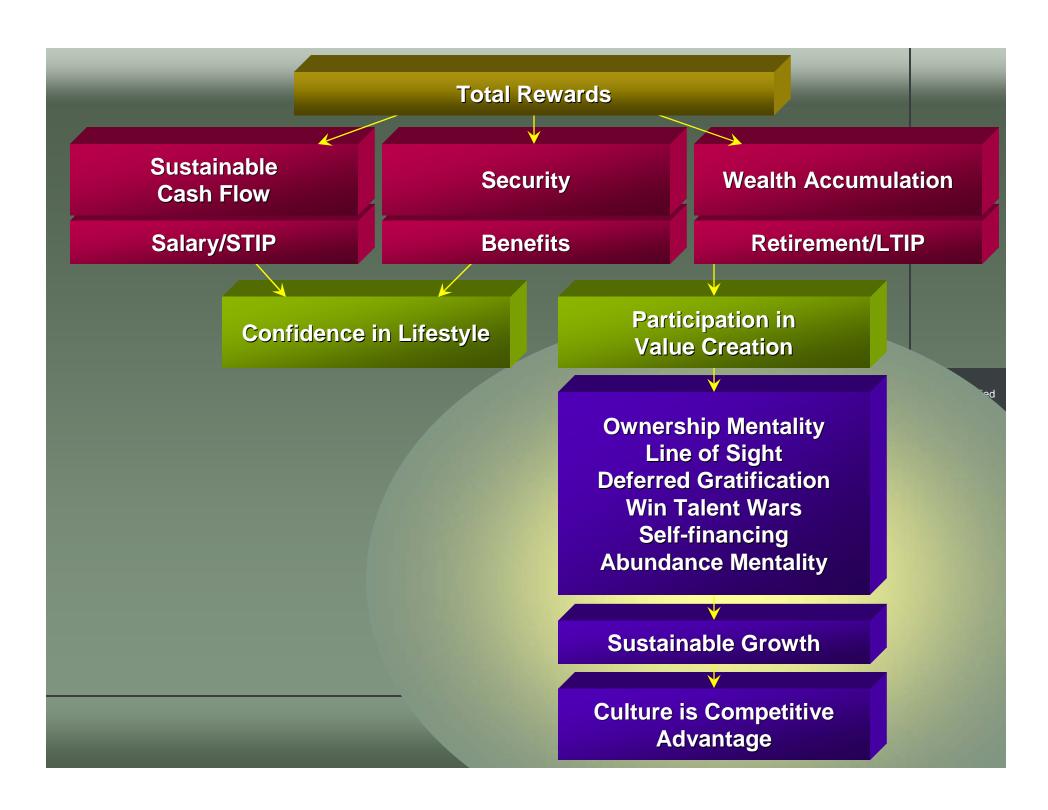
Financial Rewards

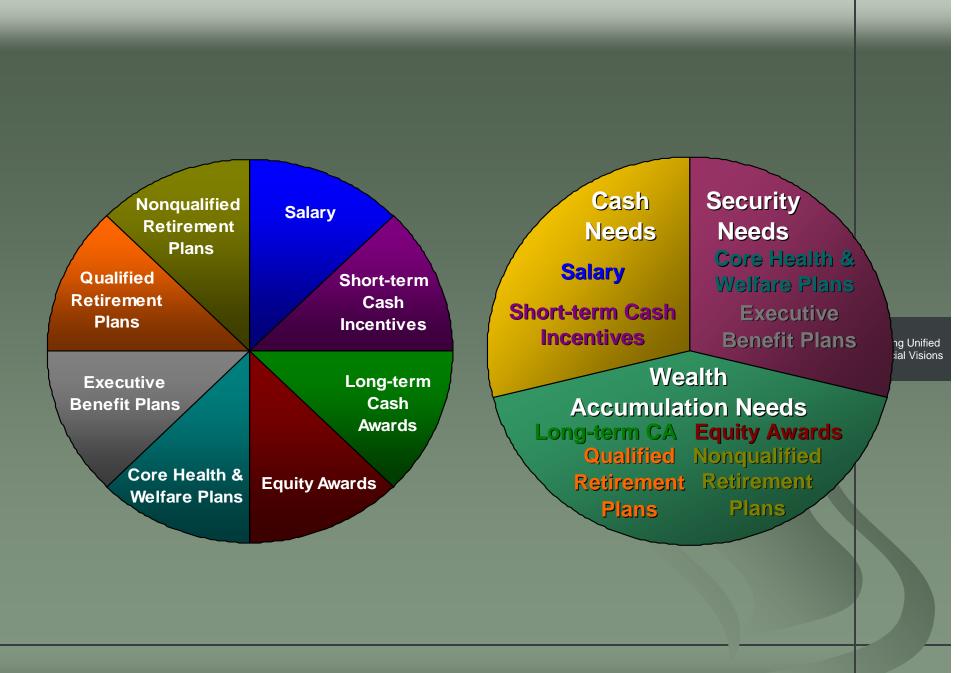
What Type of Compensation Package Do They Respond to?



Compensation Pantry







Compensation as a Competitive Advantage

Future Company

Strategy & Market Expansion

Capital/Cash Flow
Marketing
Operations
Product Development
Customer Service

Strategic Plan

Why we Exist Vision, Mission, Values Statement Competitive Advantage

Confidence

Success

Execution

Strategy

Vision

Mission and Values

Culture that's not "Copyable"

Line of Sight

Performance
Management & Rewards
Reinforcement

Compensation Design & Implementation

Discovery & Diagnosis Rewards GamePlan

Total Rewards Foundation And Philosophy

Present Company

What if your culture demanded...

- Only talented, committed and focused people need apply
- No sense of entitlement (we're rewarded for achieving well-defined goals)
- All employees think and behave like owners

Compensation Pantry



Compensation decisions



- Which pieces should we use?
- How much of each?
- Under what terms and conditions should they be realized?

Salaries



- What standards should we compare to?
- How much should we pay?

- How should we evaluate and determine increases/changes?
- How should we address internal equity?

Short-term incentives



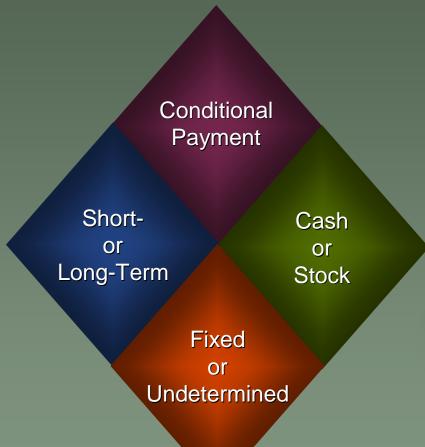
- Who should be eligible?
- How large should they be?
- What should they be based on?
- When should they be paid?

Long-term incentives

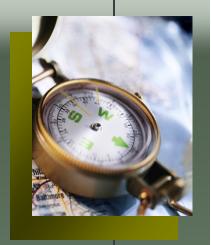


- Who should be eligible?
- How large should they be?
- When should they be awarded?
- When should they be redeemed?
- Should we use stock?
- How should their growth be measured?

Incentive Plans



Indicators



What specific and measurable indicators will best reflect the improvements desired?

Indicators



Identify the indicators that will be used to measure performance in each area

For example:

- Company—Revenue growth and net Income
- Department—New assets, performance (alpha), MBOs met
- Individual—Performance goal achievement

2009 Performance Matrix

Loans 36,000	100%	115%	130%	140%	150%
33,000	80%	100%	115%	130%	140%
30,000	60%	80%	100%	115%	130%
27,000	45%	60%	80%	100%	115%
24,000	30%	45%	60%	80%	100%
	\$ 81,000	\$ 85,500	\$ 90,000 Deposits	\$ 94,500	\$ 99,000

Company Indicators

Return on Equity

Return on Assets

EPS

Gross Sales

Net Income

Earnings Before Incentives

EBT, EBIT, EBITDA

Economic Profit (Productivity Profit)

Revenue per employee

Profit per employee

Customer satisfaction indicators

Department Indicators

New Loans

Deposits

Net Interest Spread

Gross Sales

Gross Margin

Overhead Percentage

Average Daily Room Rate

Average Daily Occupancy Rate

Contribution Margin

Expenses to Budget

Production Quotas

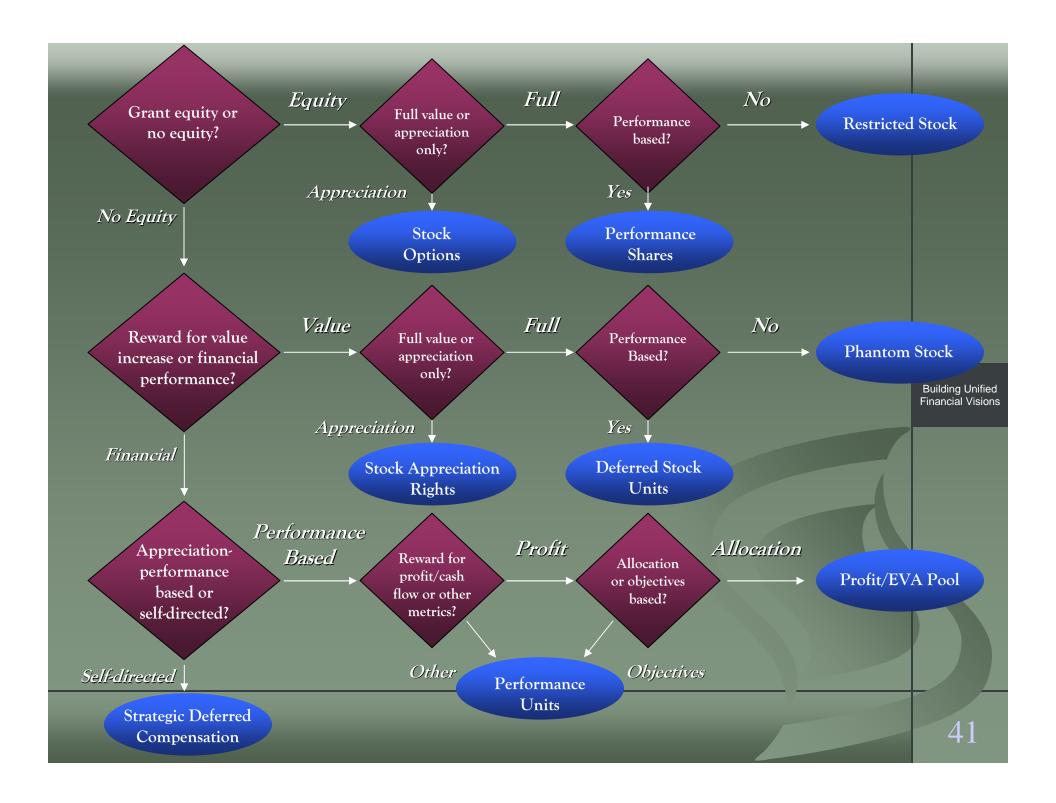
Employee Retention Percentage

Registrations

Client Referrals

Alpha

Number of MBOs met



Core Benefits

- What standards should we compare to?
- How will we evaluate cost vs. benefits?
- How much selection should we give to the employees?
- How will we monitor utilization and appreciation?

Executive Benefits



- For competitive purposes will we need to supplement our benefits for the executive team?
- How will we determine appropriateness?
- How will we evaluate cost vs. benefits?
- How much selection should we give to the employees?
- How will we align these choices with our strategic goals?

Qualified Retirement Plans



- How will we determine the proper plan(s) (401k, PS, pension)?
- How will we set the company investment (against what standards)?
- How will we monitor our return on investment?

Non-qualified Retirement Plans

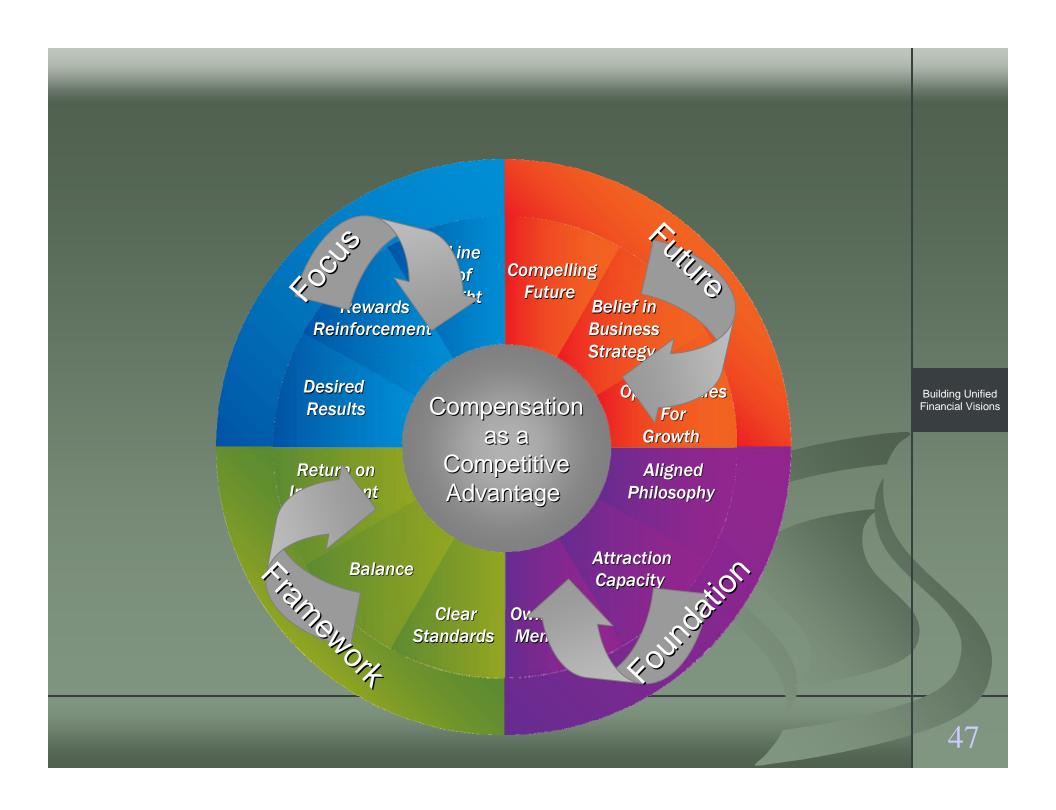
- How will we determine the need for such a plan?
- How will we select the optimal plan for our organization?

- What will be our investment and how will we measure its return?
- How will we use this plan to enhance attraction and retention of executive talent?

Sustaining your rewards investment

- How will we manage the administrative responsibilities of our rewards programs?
- How will we monitor the financial impact of our plans?
- How will we manage the legal and compliance duties?
- How will we communicate and reinforce the value to our employees?
 How will we assure consistent alignment of our plans with our company's business strategy?





Rewards to Results

Results

Execution (behavior)

Focus

Rewards



Where do I begin?

Make a clear assessment of where you stand with your employees and the impact of your current rewards strategies.

First two things to measure

- 4F condition
- Motivation value of your incentive plans

Leadership

The VisionLink Diagnostic

Indicate the degree to which you agree or disagree with the statements below. Once you are finished, total your score.

		Disagree	Agree	
1.	Our people understand and believe in the organization's future. They find it compelling.	1 2 3 4 5	678910	
2.	We have a fundamental compensation philosophy that is consistent with our business strategy and is intended to build shareholder value.	1 2 3 4 5	678910	
3.	We have established clear compensation standards relative to market pay and best practices; and we follow them.	1 2 3 4 5	678910	
4.	Our rewards programs clearly focus our people on desired results.	1 2 3 4 5	678910	
5.	Our people understand and believe in the core components of our business strategy and plan.	1 2 3 4 5	6 7 8 9 10	
6.	Our compensation plans are designed to insure our ability to (a) recruit the people we need and (b) keep them here.	1 2 3 4 5	678910	
7.	Our company effectively balances short and long-term compensation and guaranteed versus "at risk" pay.	1 2 3 4 5	6 7 8 9 10	
8.	We consistently communicate and reinforce the value, meaning and potential of our rewards programs.	1 2 3 4 5	6 7 8 9 10	
9.	We clearly define roles and opportunities within the organization. Our people are motivated by opportunities for personal and professional growth.	1 2 3 4 5	678910	
10.	The value and clarity of our wealth accumulation opportunities engender a passionate ownership mentality.	1 2 3 4 5	678910	
11.	Our compensation system is driven by a "pay-for-performance" process that is founded on solid economic models and forecasts.	1 2 3 4 5	678910	
12.	Our employees see a relationship between how they're paid and the results they produce.	1 2 3 4 5	678910	
As I o	consider the effectiveness of our compensation and rewards		TOTAL SC	ORE
	am, the area I am least comfortable with is:			
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18.	<u></u>	
		
	Name:	
	Title:	
	Company:	
	E-mail Address:	
	Phone Number:	
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Associates

The VisionLink Diagnostic

Associates

Indicate the degree to which you agree or disagree with the statements below. Once you are finished, total your score.

			Disagree	Agree	
1.	I understand and believe in the organization's future. compelling.	I find it	1 2 3 4 5	678910	
2.	The company has a fundamental compensation philosoph consistent with its business strategy.	ny that is	1 2 3 4 5	678910	
3.	The company has established clear compensation standards market pay and best practices; and it follows them.	relative to	1 2 3 4 5	678910	
4.	The company's rewards programs keep me focused on specific results for which I am responsible.	fic desired	1 2 3 4 5	678910	
5.	I understand and believe in the core components of our busines and plan.	ss strategy	1 2 3 4 5	678910	
6.	Our compensation plans are effective at recruiting great p keeping them here.	eople and	1 2 3 4 5	678910	
7.	Our company's blend of short and long-term compens- guaranteed verses "at risk" pay is well balanced and makes my more clear.		1 2 3 4 5	678910	
8.	The company consistently and effectively communicates and the value, meaning and potential of my rewards programs.	reinforces	1 2 3 4 5	678910	
9.	The company clearly defines roles and opportunities worganization. I am personally motivated by opportunities for and professional growth.		1 2 3 4 5	678910	
10.	The value and clarity of the company's wealth accopportunities for employees have engendered within me a sownership perspective.		1 2 3 4 5	678910	
11.	Our compensation system is driven by a "pay-for-performance that is tied to the real economics of our business.	e" process	1 2 3 4 5	678910	
12.	I see a relationship between how I'm paid and the results I pro	duce.	12345	678910	
A - T -	consider the effectiveness of our compensation and rewards			TOTAL SC	ORE
	ram, the area I am least comfortable with is:			Γ	
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VisionLink Compensation Snapshot for: FoxHill State Bank

February 22, 2008 4F: 10-11-9-10



Successful banks employ great systems to envision, create and sustain their total rewards programs. Their plans are aligned with the shareholders' vision, built on clear philosophical principles, engineered according to sound financial practices, and sustained through integrated ongoing management systems. Programs based on these fundamentals engender confidence, bolster leadership efforts, and create a true pay-for-performance culture.

A true pay-for-performance culture gives the bank a real competitive advantage.

Your Analysis: 10-11-9-10 (Each area of evaluation has a potential (perfect) score of 30)

Future: A compelling future that links shareholders and employees

Your score of 10 suggests that the bank's future has either not been clearly defined or it has not been articulated and accepted by your employees. When employees buy in to a compelling future they are more likely to take ownership of it—particularly if they clearly see how they can fit in and grow. You should examine ways to clarify the bank's opportunities and express them as part of a concise business plan. Employees should be engaged in identifying the key strategic initiatives that need to be launched or maintained. Then, employees can visualize potential future roles and opportunities.

Foundation: A philosophy that drives an ownership mentality

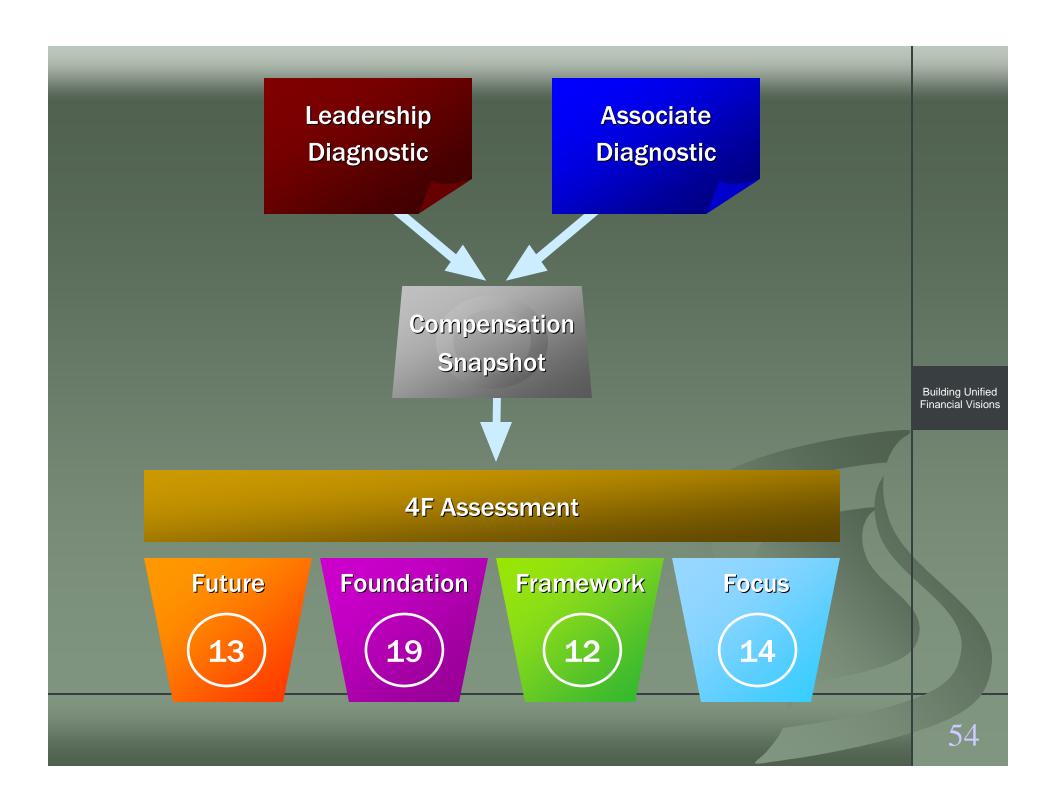
Your score of 11 indicates that the bank has probably not drafted and adopted a written compensation philosophy statement. This should be a top priority. You sense that your plans do a reasonable job of helping with recruiting and retention but they are not tied directly to short-term and long-term goals. In addition, employees are not yet motivated by long-term wealth accumulation opportunities. The bank probably needs (a) a meaningful long-term incentive plan and (b) a value statement that illustrates to employees the financial attractiveness of the bank's overall rewards program.

Framework: Financial standards that produce an economic return

Your score of 9 supports the need for stronger systems for the design of your incentive plans. Salary programs may be adequate but incentive structures are lacking. The bank would benefit from creating a financial forecast (3-5 years) that highlights potential shareholder returns. Then an important discussion should be held about how much new value should be shared with employees. This would lead to the development of a new incentive arrangement that would consistently support a pay-for-performance culture. To fulfill its full potential, the new arrangement must include both short- and long-term rewards.

Focus: Consistent reinforcement that sustains line-of-sight

Your score of 10 suggests relatively soft alignment between personal job responsibilities, organizational goals and individual rewards (line-of-sight). Good compensation systems tell employees what to focus on to produce the desired results. Employees show up at work with a clear picture of what tasks will mean the most to the bank and to them (there should be no difference). Focus can only occur when the incentive plans have been carefully linked to measurable performance indicators. You should try to (a) tie incentive plans to critical success factors and (b) establish creative methods of communicating the present and future value of the bank's rewards proposition.



Future

- Are employees and leaders in synch on where the company is headed and how it is to get there?
- Financial Visions

 Do employees and leaders agree that future opportunities for employees are clearly defined?

Foundation

- Do employees and leaders see the connection between the business strategy and the compensation programs
- Is the company committed to following clear and acceptable standards for pay decisions?

Framework

- Does everyone recognize and respect the process for determining the form and value of rewards offerings?
- Does everyone appreciate the balance between short- and longterm incentive opportunities?

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Focus

- Does everyone understand how and when they will be paid under all the rewards programs?
- Does everyone agree that the rewards programs support both shareholder and employee goals?

Complimentary Offer

VisionLink invites you to participate in a 4F Assessment:

- Shareholder/Owner Survey
- Employee survey (up to 10 people)
- VisionLink will provide you a summary report and hold a phone conference.

Indicate interest on final survey

The VisionLink Advisory Group

- Leadership
- Relationship
- Creativity
- Experience
- Wisdom



Best in the World

Compensation Programs that:

- Impact execution
- Improve productivity
- Enhance recruiting and retention
- Create greater focus
- Measure & improve your ROTRI™



Next Online Seminar:



"I'm Paying \$1 Million to My Top 5 People, What am I Getting for It?"

Building Unified Financial Visions

To be held on: Tuesday, August 25th, 2009

Check out our NEW website: www.VLadvisors.com



You can also subscribe to our new blog

Questions?

Thank you for attending

Please complete our brief survey immediately following our presentation.

We value your input.

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You may request a copy of our slides and the 4F Diagnostic.

Thank You!



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