

VIRGINIA BANKERS ASSOCIATION

VBA MANAGEMENT SERVICES, INC. BOARD

Agenda

VBA Management Services, Inc. Board Meeting
Thursday June 13, 2024 10:00am
Via Zoom

- I.** Welcome
- II.** Endorsed Provider Presentation – Compliance Alliance
 - Chance Williams, EVP, Virtual Partners
- III.** March MSI Board Minutes
- IV.** Current Financials
- V.** Reports
 - Education & Training
 - Title Agencies Report
 - VMBA Report
 - Products & Services
- VI.** Other Business
 - Executive Committee Appointments
 - MBA Merger Update
 - ABA Product Assessment Advisory Council
- VII.** Adjourn to Executive Session

**SAVE
THE DATE!**

VIRGINIA BANKERS
ASSOCIATION

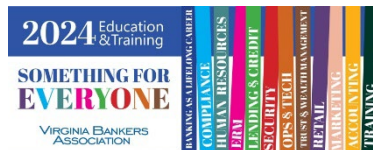
September 25 | 9:00 a.m. - 3:00 p.m.



**Elder Financial
Exploitation
Prevention**

Train-the-Trainer Seminar

Glen Allen, VA | In-Person & Virtual Option



**COMMERCIAL
BANKING SCHOOL**

Session 1: October 7-9

Session 2: October 28-30

**VBA
Associate
Member
Directory**

VIRGINIA BANKERS
ASSOCIATION

Minutes of the
VBA Management Services, Inc. Board Meeting
Monday March 25, 2024 at 10:30am
VBA Office

In attendance: James Black, Frank Bell, Barton Black, John Brough, Will Clements, Joe Collum, Dennis Dysart, Blake Edwards, Todd Hall, Eddie Martin, and Julie Sturt.

Staff & Guests: Matt Bruning, Amy Binns, Walt Lyons, Tracy Ottinger, Stacy Puckett, Kristen Reid, John Snead and Bruce Whitehurst. Patrick Kealey with IntraFi was in attendance for his presentation.

Welcome

Chairman Black called the meeting to order and welcomed all participating directors attending in person or via Zoom.

Current Endorsement Presentation – IntraFi

Chairman Black noted IntraFi Network has been a long-time endorsed provider and strong partner with MSI and welcomed Mr. Kealey's presentation. Mr. Kealey provided an overview of IntraFi, noting their strong utilization by over 3,000 banks. He covered their differentiators, capacity and strategies for deposit growth. He mentioned the advantages of using their programs as an option and the support they provide on marketing and related resources. The Board and Mr. Kealey discussed IntraFi's financial position and Mr. Kealey noted he would be happy to connect their financial staff with any member bank to discuss further.

December Board Minutes & Financials

Chairman Black pointed the Board to the minutes from the December MSI Board meeting contained in the portal material. On the motion of Mr. Brough, seconded by Mr. Clements, the minutes were adopted as presented.

Chairman Black noted the preliminary draft year-end MSI financials were included in the materials sent in advance. He noted MSI finished the year in a strong financial position. Mr. Bruning noted some highlights, reminding the Board about the Infinex impact on endorsement income and miscellaneous income, strong sponsorship revenues, and strong revenue sharing from KlariVis. The Board discussed the increase in accounts receivable due to prepaid pension contribution and tax payments and noted the continued strength in education and training during consolidation. On the motion of Mr. Dysart, seconded by Mr. Bell, the financials were accepted as presented.

Reports

Mr. Lyons reviewed the VMBA Day on the Hill and recordation tax legislation advanced in session. He noted there were around 100 attendees at the recent Loan Officers Summit and planning is underway for the Annual Convention October 8-10 in VA Beach. Mr. Lyons attended the state and local peer group and national advocacy conference with MBA and discussed the management services being provided to three local chapters.

Ms. Reid provided a review of strong participation in the Financial Forecast, including registrations from expanded marketing efforts, the Connect and Protect Experience and Women's Mentorship Program. Bank School and internship applications are due soon. The new Leadership series begins April 18th, there will be a new elder financial abuse prevention seminar likely in September, and Commercial

Banking School in May. She noted strong registration figures thus far for Annual Convention with the hotel room block sold out. Finally, the Directors Symposium dates are approaching in April.

Ms. Ottinger covered the title agencies dashboard results contained in the material. She noted low inventory, credit tightening and interest rates as challenges. The first two months of the year were better than 2023 and seeing an uptick especially in HELOCs.

Ms. Binns noted the HR survey deadline has been extended and the salary survey will be out in early April. BTHQ has a 15% off promotion in the first quarter. Planning is underway for the annual Associate Member Appreciation Day. She noted that this year's sponsorships are already 89% of the way to achieving budgeted goal. Mr. Bruning thanked the Board for their responses on Global Payments' questions and provided a short update on the VBA KeyState Fund.

Other Business

Chairman Black noted that he has appointed the MSI Executive Committee to serve as the MSI Nominating Committee and encouraged directors to let him know about their plans to continue serving. There being no other business, the meeting adjourned to Executive Session.

Minutes prepared by:
Matt Bruning

VBA Management Services, Inc.
Balance Sheet
April 30, 2024

	2024	2023
Assets		
Cash and Cash Equivalents	2,531,233	2,721,504
Investments	2,058,687	1,640,395
Accounts Receivable and Other Assets	532,247	255,982
Accrued Interest Receivable	13,289	1,963
<i>Current Assets</i>	<u>5,135,456</u>	<u>4,619,844</u>
Furniture & Fixtures	261,331	251,402
Automobiles	35,132	35,132
Less: Accumulated Depreciation	(256,888)	(249,895)
<i>Current Value</i>	<u>39,575</u>	<u>36,639</u>
Other Assets	299,445	241,691
Investment in LLC	1,045,000	1,045,000
Investment in Canapi Ventures Fund, LLC	88,934	101,300
Investment in Compliance Alliance Stock	15,900	15,900
Total Assets	<u><u>6,624,310</u></u>	<u><u>6,060,374</u></u>
Liabilities		
Accounts Payable	57,552	52,986
Tax Liability	209,197	209,197
Retirement Liability	299,445	241,691
VBA Leadership Division Fund	3,757	3,757
Garrett Scholarship Fund	5,158	5,158
<i>Total Liabilities</i>	<u>575,109</u>	<u>512,789</u>
Owners Equity		
Retained Earnings	5,520,929	5,039,044
Common Stock	10,000	10,000
Additional Paid in Capital	103,567	103,567
Current Year Earnings	414,705	394,974
<i>Total Owners Equity</i>	<u>6,049,201</u>	<u>5,547,585</u>
Total Liabilities & Owners Equity	<u><u>6,624,310</u></u>	<u><u>6,060,374</u></u>

VBA Management Services, Inc.
Income Statement
For the Four Months Ending 4/30/2024

					2024	
	YTD Actual	YTD Budget	Variance YTD	Prior Year YTD	Variance To Prior Year	Annual Budget
Income						
Management Services						
Title Management Fees	144,605	144,601	4	141,472	3,133	473,165
VMBA Management Fee	17,000	17,000	-	16,667	333	61,000
VMBA Chapter Management Fees	1,954	1,952	2	-	1,954	5,860
Consulting Services Income	10,000	10,000	-	5,000	5,000	20,000
Management Services	173,559	173,553	6	163,139	10,420	560,025
Education & Training						
Education & Conference	493,970	549,945	(55,975)	471,441	22,529	1,387,385
Sponsorships & Exhibitor Fees	420,665	381,245	39,420	372,200	48,465	784,030
E&T Products	23,632	16,667	6,965	17,390	6,242	50,000
ABA/AIB Products	-	3,333	(3,333)	(958)	958	10,000
Education & Training	938,267	951,190	(12,923)	860,073	78,194	2,231,415
Endorsements						
ABA Insurance Programs	-	-	-	-	-	36,000
Abrigo	-	-	-	-	-	4,000
Compliance Alliance	37,284	28,000	9,284	35,674	1,610	84,000
CRA Partners	-	125	(125)	-	-	500
DDI Technology	604	999	(395)	605	(1)	4,000
Discover Debit	-	250	(250)	-	-	1,000
Banzai	1,234	1,270	(36)	940	294	2,500
Genesys Technologies	-	-	-	-	-	3,000
Vericast	7,140	-	7,140	5,457	1,683	77,000
Health Equity	1,148	1,000	148	932	216	2,000
Identity Theft Program	1,645	1,167	478	1,225	420	3,500
Keystate Companies	-	-	-	-	-	120,000
KlariVis	3,252	2,500	752	3,220	32	10,000
IntraFi Network	-	-	-	-	-	5,000
NContracts	-	2,500	(2,500)	-	-	10,000
PW Campbell	5,000	5,000	-	5,000	-	11,000
S&P Global	-	500	(500)	-	-	2,000
ServisFirst	-	750	(750)	-	-	3,000
Shred-it	38	125	(87)	56	(18)	500
Thomas Compliance	-	-	-	-	-	7,500
Global Payments	37,527	43,333	(5,806)	44,336	(6,809)	130,000
UMB Bank	5,144	2,727	2,417	3,394	1,750	10,000
VCDC	-	-	-	-	-	4,500
Other Endorsement Income	-	3,333	(3,333)	-	-	10,000
Endorsements	100,016	93,579	6,437	100,839	(823)	541,000

VBA Management Services, Inc.
Income Statement
For the Four Months Ending 4/30/2024

					2024	
	YTD Actual	YTD Budget	Variance YTD	Prior Year YTD	Variance To Prior Year	Annual Budget
Insurance Services						
Commission Income	7,801	13,800	(5,999)	35,022	(27,221)	60,000
Insurance Services	7,801	13,800	(5,999)	35,022	(27,221)	60,000
Publications & Products						
Records Retention Guide	-	-	-	1,515	(1,515)	1,755
Salary & Directors Survey Income	-	-	-	-	-	2,500
Thumbprint Signature	-	75	(75)	-	-	225
VBA Career Center	-	1,000	(1,000)	419	(419)	3,000
Virginia Banking Income	2,050	1,500	550	9,875	(7,825)	15,000
Publications & Products	2,050	2,575	(525)	11,809	(9,759)	22,480
Other Income/(Loss)						
Investment Return	43,355	25,333	18,022	24,633	18,722	76,000
Gain/(Loss) on Disposal of Assets	-	-	-	19,000	(19,000)	-
Non Operating Income/(Loss)	43,355	25,333	18,022	43,633	(278)	76,000
Total Income	1,265,048	1,260,030	5,018	1,214,515	50,533	3,490,920

VBA Management Services, Inc.
Income Statement
For the Four Months Ending 4/30/2024

						2024
	YTD Actual	YTD Budget	Variance YTD	Prior Year YTD	Variance To Prior Year	Annual Budget
Expenses:						
Salaries and Benefits	500,558	526,588	26,030	466,510	(34,048)	1,563,000
Professional Fees	18,362	13,800	(4,562)	7,929	(10,433)	20,000
Board & Committee Expenses	1,512	1,765	253	1,761	249	6,500
Consulting	8,041	12,333	4,292	8,768	727	37,000
Contributions	4,984	2,500	(2,484)	4,440	(544)	4,000
Depreciation	5,626	6,188	562	5,406	(220)	18,565
Education & Conference	242,963	237,418	(5,545)	264,169	21,206	1,667,290
Equipment Maintenance	31,392	34,367	2,975	40,712	9,320	60,500
Insurance	14,881	18,100	3,219	16,071	1,190	18,100
Memberships/Subscriptions	5,981	5,995	14	5,693	(288)	13,000
Office Supplies	3,009	2,667	(342)	3,076	67	8,000
Postage	130	250	120	96	(34)	750
Property Tax	-	-	-	5	5	2,150
Records Retention Guide	-	-	-	658	658	350
Telephone	6,827	7,004	177	6,070	(757)	14,600
Education/Training	3,187	3,700	513	882	(2,305)	13,500
Travel	2,008	10,808	8,800	4,763	2,755	32,515
Virginia Banking	-	-	-	-	-	7,100
Miscellaneous Expenses	248	1,000	752	(713)	(961)	3,000
Total Expenses	849,709	884,483	34,774	836,296	(13,413)	3,489,920
Income / (Loss) before investments	415,339	375,547	39,792	378,219	37,120	1,000
Unrealized Gain/(Loss) on Investments	(634)	-	(634)	16,755	(17,389)	-
Pretax Income / (Loss)	414,705	375,547	39,158	394,974	19,731	1,000
Income Tax Expense	-	-	-	-	-	-
Net Income / (Loss)	414,705	375,547	39,158	394,974	19,731	1,000

VBA Management Services, Inc.
Income Statement Summary
For the Four Months Ending 4/30/2024

	YTD Actual	YTD Budget	Variance YTD	Prior Year YTD	Variance To Prior Year	2024 Annual Budget
Income						
Management Services	173,559	173,553	6	163,139	10,420	560,025
Education & Conference	938,267	951,190	(12,923)	860,073	78,194	2,231,415
Endorsements	100,016	93,579	6,437	100,839	(823)	541,000
Insurance Services	7,801	13,800	(5,999)	35,022	(27,221)	60,000
Publications & Products	2,050	2,575	(525)	11,809	(9,759)	22,480
Non Operating Income/(Loss)	43,355	25,333	18,022	43,633	(278)	76,000
Total Revenues	1,265,048	1,260,030	5,018	1,214,515	50,533	3,490,920
Expenses						
Salaries and Benefits	500,558	526,588	26,030	466,510	(34,048)	1,563,000
Professional Fees	18,362	13,800	(4,562)	7,929	(10,433)	20,000
Board & Committee Expenses	1,512	1,765	253	1,761	249	6,500
Consulting	8,041	12,333	4,292	8,768	727	37,000
Depreciation Expense	5,626	6,188	562	5,406	(220)	18,565
Education & Conference	242,963	237,418	(5,545)	264,169	21,206	1,667,290
Office Insurance	14,881	18,100	3,219	16,071	1,190	18,100
Office Expenses	41,358	44,288	2,930	49,954	8,596	83,850
Publications & Products	-	-	-	658	658	7,450
Travel and Education	5,195	14,508	9,313	5,645	450	46,015
Miscellaneous Expense	11,213	9,495	(1,718)	9,425	(1,788)	22,150
Total Expenses	849,709	884,483	34,774	836,296	(13,413)	3,489,920
Pretax Income / (Loss) before investments	415,339	375,547	39,792	378,219	37,120	1,000
Unrealized Gain/(Loss) on Investments	(634)	-	(634)	16,755	(17,389)	-
Net Income	414,705	375,547	39,158	394,974	19,731	1,000

VIRGINIA BANKERS ASSOCIATION

EDUCATION & TRAINING

Q2 2024 Recap

- **3-Part Leadership Series:** This new, virtual series kicked off on April 18th with Bank Supervisor School instructor, Karen Butcher facilitating “The Gift of Feedback” to approximately 100 participants. The next session, “Supporting Employees Through Change: An Opportunity for Growth & Innovation” will be held on August 26.
- **Commercial Banking School - Postponed to the Fall:** The Commercial Banking School was postponed from May to the fall. The school will be broken into two blocks, October 7-9 and October 28-30 allowing participants to take learning and application back to their bank between sessions.
- **Internship Program:** The 2024 Internship Program kicked off on May 23rd with 15 banks participating employing 40 interns for the summer.
- **MBA/VBA Joint Convention:** 529 bankers, associate members and guests gathered at The Ritz-Carlton, Amelia Island for the 2024 joint Convention from June 2-5. Highlights included a session with Brian Moynihan, Chair of the Board & CEO for Bank of America and a Geopolitical and Regulatory Outlook with Frank Kelly, who will also be presenting at the 2024 Mid-Atlantic Bank Executives Conference.

Looking Ahead

- **Virginia Bankers School of Bank Management:** The 2024 resident session will be held at UVA’s Darden School of Business from July 21-26. Class sizes remain strong with 72 incoming first-year students, 82 second-year students and 88 third-year students.
- **Management Development Program:** Applications are now being accepted for the 2024 MDP program kicking off in September.
- **CFO Conference:** The 2024 CFO Conference will be a tri-state offering as the VBA partners with MBA and WVBA. The conference will be held in Roanoke, VA August 21-23.
- **NEW - Elder Financial Exploitation Prevention:** In partnership with Adult Protective Services, the US Attorney’s Office and the ABA, we will hold a “train-the-trainer” on spotting, reporting and preventing elder financial exploitation in September. This program will be a hybrid option with both in-person and virtual opportunities for attendees.

3rd Party Partnerships Spotlight - OnCourse Learning

- Approximately, 160 bankers from 35 banks have participated in 2024 virtual and on-demand trainings offered through On-Course Learning
- Most popular trainings this year have included:
 - Building a Robust Security Program
 - Bank Accounting Boot Camp
 - Commercial Construction Lending
- Upcoming programs include topics on Treasury Management, Overdraft Programs: Avoiding an Exam Disaster and Financial Statement Analysis

2024 Seminars, Schools and Conferences

Virginia Bankers School of Bank Management

July 21-26 | Charlottesville

CFO Conference & Ethics

August 21-23 | Roanoke

Management Development Program

Applications due August 16

September-November | Glen Allen

ABA/VBA/MBA Diversity Equity & Inclusion Summit

September 12 | Virtual

Treasury Management Symposium

September 23 | Glen Allen

Elder Financial Exploitation Prevention

September 25 | Glen Allen

Internal Audit Seminar

October 1 | Glen Allen

Commercial Banking School

October 7-9 & October 28-30 | Glen Allen

Lending & Credit Conference

October 17-18 | Charlottesville

Mid-Atlantic Bankers Conference

November 3-4 | Middleburg

Leadership Conference

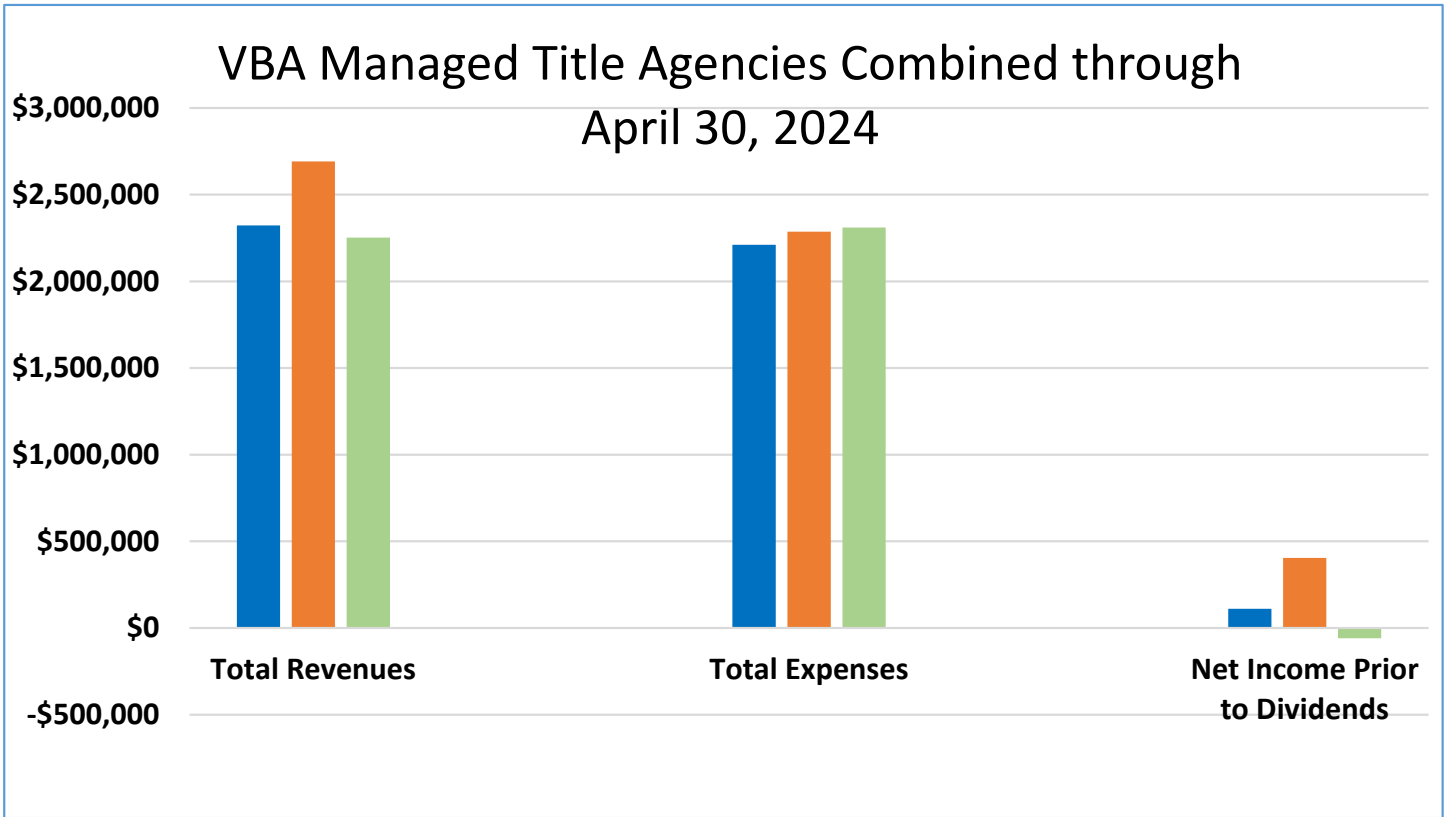
November 14-15 | Charlottesville

Women in Banking Conference

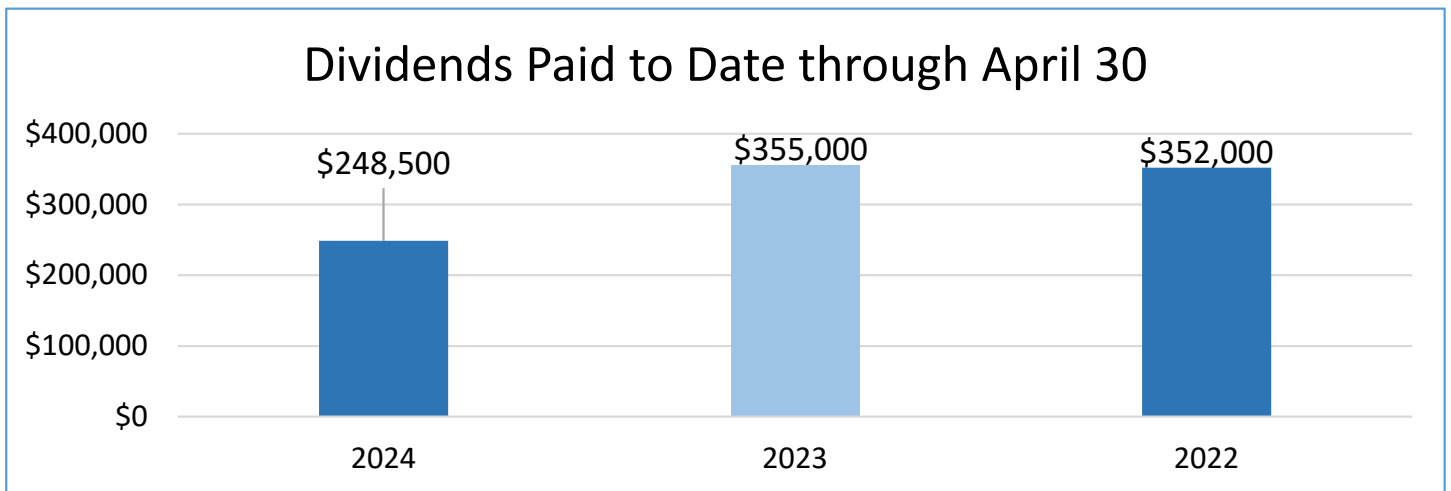
December 4-5 | Richmond



VBA – Managed Title Agencies Dashboard



	Total Revenue	Total Expenses	Net Income Prior to Dividends
actual	\$2,322,602	\$2,211,797	\$110,805
budget	\$2,691,408	\$2,287,449	\$403,959
prior year	\$2,252,918	\$2,311,379	-\$58,461





VIRGINIA MORTGAGE BANKERS ASSOCIATION

VMBA Report for MSI Board Meeting – June 13, 2024

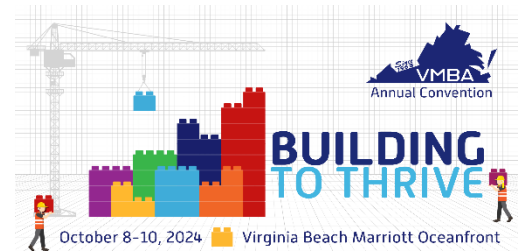
Legislative & Advocacy

- Total **VAMPAC** Funds Raised YTD 2024: \$4,530
- The **2024 VMBA Golf Tournament** to benefit VAMPAC and the VMBA’s lobbying efforts was held June 3, 2024 at Independence Golf Club. We had approximately 80 golfers, sponsors, spectators and staff. The 2025 tournament is tentatively scheduled for May 13, 2025.



Annual Convention

The **2024 VMBA Annual Convention** will take place October 8-10, 2024 at the Virginia Beach Marriott Oceanfront. Confirmed speakers include Carl White (Mortgage Marketing Animals), Bill Bodnar (Tabrasa/Mortgage Market Guide), Tony Thompson (NAMMBA), Pete Mills (Mortgage Bankers Association), and VMBA lobbyist Dave Albo.



Other Items of Note

- Walt Lyons, VMBA Executive Director, is now representing the VMBA on the Virginia Housing Homeownership Advisory Council. The council is composed of stakeholders and partners from across Virginia, including both urban and rural markets. The Homeownership Advisory Council focuses on fostering successful Homeownership for Virginians, with an emphasis on underserved populations and markets.

VBA PRODUCTS & SERVICES UPDATE

MSI Board Meeting | June 13, 2024

Products & Services



- 2024 Compensation Survey - due date **extended to June 28** with report available in August
- BankTalentHQ - 2nd quarter promotion running until 6/30/2024 - 20% off a single 30-day posting; visit www.banktalenthq.com

Associate Members



- 2024 VBA Associate Member Appreciation Day Mix & Mingle luncheon to be held September 30th at the VBA office
- Current number of VBA Associate Members = 164

Endorsed Providers

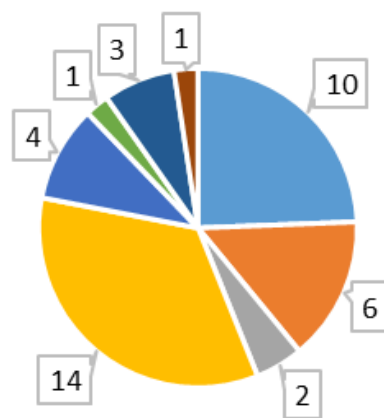


- Ncontracts - newly added solution - Nstitute, a Knowledge-as-a-Service (KaaS) offering that is self-paced and offers in-depth continued education credits and certifications tailored for first-, second-, and third-line staff, including those overseeing third-party vendors and managing regulatory changes; VBA negotiated 30% discount for its members (code GETVBA30)
- College Ave - contract negotiations finalized and going through the onboarding process

2024 Endorsed Provider Engagement



- Endorsed Provider Speakers
- Connect & Protect Experience
- Bank Directors' Symposium
- Joint Convention
- CFO Conference
- Mid-Atlantic Bank Execs Conference
- Lending & Credit Conference
- Women's Programs



2024 Sponsorships



- 2024 secured sponsorship commitments are at 94% of budget to-date
- To-date, ninety-three (93) companies have secured sponsorships at VBA 2024 events
- 26 Signature Sponsorship packages have been secured for 2024
- MBA|VBA Joint Convention - final sponsorship dollars exceeded budget by 14%
- 2025 engagement brochure slated to be ready for distribution early October; will include numerous joint options with MBA that will also be marketed to Maryland banks

Virginia Bankers Association
Management Services Inc Board
2024-2025

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Virginia Bankers Association
Management Services Inc Board
2024-2025

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