

TABLE OF CONTENTS

CHAPTER I

The Board of Directors	1
Importance of the Board	1
Board Composition	3
The Board and the OCC	7
The Board's Role in Risk Management	10
The Board and Other Regulators	17

CHAPTER II

The Board's Responsibilities	19
Be Aware of the Bank's Operating Environment	19
Hire and Retain Competent Management	22
Maintain an Appropriate Board Structure	25
Monitor Operations	31
Oversee Business Performance	36
Serve Community Credit Needs	43

CHAPTER III

The Board's Role in Planning and Policy	45
Planning	45
Policies	47
Major Policy Areas	49

CHAPTER IV

The Director's Individual Responsibilities	69
Be Diligent	69
Be Loyal to the Bank's Interests	73

CHAPTER V

Directors and the Law	77
Common Law Liability	78
Statutory and Regulatory Liability	81
Indemnification and Insurance	93

CHAPTER VI

Administrative Actions	95
Potential Actions Against National Banks	97
Potential Actions Against Individual Directors	103