

**Virginia Bankers Association
Board of Directors Meeting
Tuesday, June 22, 2021 at 10:30 am
Via Zoom**

<https://us02web.zoom.us/j/87518891266?pwd=VU45RmFoZGI0dGRUUDZCUHpkZmxDUT09>

- I. Consent Agenda: Approval of Minutes and Financial Report
- II. Audit Committee Report
- III. Executive Committee Report
- IV. Legislative Update
- V. Credit Union Appeal Update
- VI. Strategic Plan Spotlight: [Careers in Banking Toolkit](#)
- VII. Board/Committee Updates
 - a. VBA Benefits Corporation
 - b. VBA Management Services, Inc.
 - c. VBA Education Foundation
 - d. VBA Government Relations Committee Report
- VIII. 2021-2022 VBA Board Organizational Items
 - a. Appointment of Executive Committee
 - b. Appointment of Audit Committee
 - c. Election of Staff Officers
 - d. 2021 Board Meetings
 - i. September 11th at Charleston Place, 4:00 pm meeting & 6:15 pm reception
 - ii. December 10th, 10:00 am – 1:00 pm, VBA Office, Glen Allen
- IX. Other Business
- X. Executive Session

Minutes of the
Virginia Bankers Association
Board of Directors Meeting
March 19, 2021 at 9:00 a.m.
Via Zoom

In attendance: Rick Adams, John Asbury, Chris Bergstrom, Marc Bogan, John Brough, Dexter Gilliam, Todd Hall, Jeff Haley, Leton Harding, Scott Harvard, Charlie Henderson, Dick Holland, Brandon Lorey, Dan O'Neill, Brad Schwartz, Rob Shuford, Maria Tedesco, Joe Thomas, Janet Tope, Litz Van Dyke.

Staff: Matt Bruning, Heather Derflinger, Courtney Fleming, DeMarion Johnston, Laurie Milligan, Chandler Owdom, Stacy Puckett, Bruce Whitehurst.

Guests: Glen Davis and Lauren Ware, Federal Reserve Bank of Richmond.

Dialogue with Richmond Fed

Chairman John Asbury welcomed everyone and called the meeting to order. He introduced Lauren Ware and Glen Davis of the Richmond Fed and asked them to review their respective roles in the supervision area and to discuss top examination topics. Following their introductions, Lauren and Glen identified these as current areas of focus for Fed examiners:

- Credit Risk
- Cyber Risk
- Consumer Harm & Fraud
- Capital Preservation

Glen observed that examiners are not seeing a lot of issues with operational risk – a notable observation given how quickly banks pivoted to a high level of remote work a year ago.

Following board dialogue with Lauren and Glen, John Asbury thanked them for joining the meeting. After they departed the meeting, board feedback on having these speakers was positive and John suggested future topics to include climate change, ESG and DE&I, perhaps all from a regulatory perspective. He encouraged board members to suggest additional topics to Bruce.

Consent Agenda

The board approved the consent agenda, which included:

- Minutes of the December 11, 2020 board meeting
- Reports from VBA Benefits Corp, VBA Management Services, Inc. and the VBA Education Foundation

Executive Committee Report

John referred board members to the VBA Executive Committee meeting minutes from the January and February 2021 meetings, making note of several key items that are also to be covered in this meeting. Among these items was a discussion regarding the VBA BankPAC strategy for federal contributions in 2021; Bruce Whitehurst outlined the strategy, which was developed in consultation with the VBA Executive Committee, Government Relations Committee and ABA BankPAC.

Financial Report

Stacy Puckett reviewed unaudited VBA and consolidated financial results for 2020, noting that even with the pandemic's significant impact on VBA Education & Training, net results were not far off budget and more than offset by positive variances in other areas. Overall, VBA and subs finished the year well ahead of net income budget, notwithstanding the credit union appeal expense at VBA.

Stacy also reviewed the updated VBA and subs Investment Policy Statement and advised the board that the VBA Executive Committee had selected the SageView 60/40 portfolio from the options outlined in the SageView presentation in the board packets. John Asbury underscored that these investments of a portion of VBA reserves are intended for long term growth and able to withstand market volatility, since VBA is keeping six months of operating reserves more liquid.

Government Relations Committee Report

Maria Tedesco, Government Relations Committee chair, reported on several successful virtual VBA advocacy events, this week's virtual Washington Summit and VBA legislative and grassroots advocacy efforts with the General Assembly and at the federal level. She also mentioned the VBA Town Hall meeting with Sen. Mark Warner scheduled for April 21st. Maria announced the upcoming launch of the VBA BankPAC campaign, with a campaign goal of \$385,000 and a stretch goal of \$415,000.

VACU Appeal Update

DeMarion Johnston updated the board on the Virginia Credit Union – Medical Society of Virginia expansion appeal. The State Corporation Commission Hearing Examiner is working to schedule a new hearing later this year, in which the burden of proof will fall on Virginia Credit Union this time, rather than the VBA and petitioner banks. More updates will follow as this process moves ahead.

2021 General Assembly Session

Matt Bruning provided an overview of the 2021 General Assembly session, highlighting the VBA's lobbying efforts on:

- Data Privacy
- Including banks in the state's Research & Development tax credit
- An array of issues related to housing
- IOLTA legislation to allow the State Bar and Supreme Court to issue a mandatory rule

Matt also reviewed a document regarding the Commonwealth Connect Fund – part of the Governor's broadband initiative the VBA has supported – seeking private sector matching support to implement broadband where needed in Virginia. The Fund will be reaching out to banks and other industries to seek financial support.

Federal Issues

Bruce reported on the just concluded Washington Summit and, in particular, the comments from Rep. Joyce Beatty (D-OH), chair of the House Financial Services Committee's subcommittee on Diversity & Inclusion, and from Sen. Sherrod Brown (D-OH), Senate Banking Committee chair. Top issues for Beatty and Brown, respectively, are potential mandatory reporting of diversity information by banks and closing the racial wealth gap. For Sen. Brown, part of accomplishing his objective would be to establish FedAccount free digital bank accounts, delivered through the US Postal Service and community banks.

Open Forum

John Asbury led an open forum discussion with board members, starting with Chandler Owdom's review of the VBA's recent survey on banks' plans with branch openings. Additional discussion topics included

returning to normal operations beyond bank branches and questions regarding vaccine rollout and what employers can do to encourage employees to get the vaccine. Bruce advised the board that the VBA will host a call on March 31st to hear from Dr. Danny Avula, who is leading vaccine rollout for Virginia and from others to address questions related to the vaccine.

Executive Session

There being no other business, the meeting adjourned to executive session.

Minutes prepared by:

Bruce T. Whitehurst

Virginia Bankers Association
Financial Report Summary
April 30, 2021

Balance Sheet:

	<u>2021</u>	<u>2020</u>
<i>Assets</i>		
Current Assets	\$ 1,231,031	\$ 1,176,343
Net Property and Equipment	30,812	57,779
Investment in Subsidiaries	9,495,853	8,878,213
Retirement Assets	962,770	791,046
Total Assets	<u>\$ 11,720,466</u>	<u>\$ 10,903,381</u>
<i>Liabilities</i>		
Payables/Unearned/Other	\$ 818,676	\$ 715,801
Pension/Retirement Liabilities	1,104,911	930,165
Total Liabilities	<u>1,923,587</u>	<u>1,645,966</u>
Total Owners Equity	<u>9,796,879</u>	<u>9,257,415</u>
Total Liabilities and Equity	<u>\$ 11,720,466</u>	<u>\$ 10,903,381</u>

Income & Expenses:

	<u>YEAR TO DATE APRIL, 2021</u>			<u>2020</u>	<u>2021 Annual</u>
	<u>ACTUAL</u>	<u>BUDGET</u>	<u>VARIANCE</u>	<u>ACTUAL YTD</u>	<u>BUDGET</u>
Dues income	\$ 371,256	\$ 370,000	\$ 1,256	\$ 347,919	\$ 1,110,000
Investment return	5,947	4,666	1,281	5,715	14,000
Total income	377,203	374,666	2,537	353,634	1,124,000
Total expenses	381,393	403,812	22,419	366,068	1,123,000
Income before nonrecurring items	(4,190)	(29,146)	24,956	(12,434)	1,000
Credit Union Appeal	-	-	-	90,547	-
Net income before subsidiary income	<u>\$ (4,190)</u>	<u>\$ (29,146)</u>	<u>\$ 24,956</u>	<u>\$ (102,981)</u>	<u>\$ 1,000</u>
Net Income from subsidiaries	285,584	72,495	213,089	127,028	(6,635)
Excess of revenues over expenses	<u>\$ 281,394</u>	<u>\$ 43,349</u>	<u>\$ 238,045</u>	<u>\$ 24,047</u>	<u>\$ (5,635)</u>

Virginia Bankers Association
Balance Sheet
April 30, 2021

	<u>4/30/21</u>	<u>4/30/20</u>
Assets		
Checking & petty cash	\$ 374,206	254,546
Investments	802,494	891,607
Accounts Receivable & Other Assets	47,774	23,869
Accrued Interest Receivable	6,557	6,321
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Current Assets	1,231,031	1,176,343
Furniture & Equipment	271,389	268,733
Automobiles	95,178	95,178
Less: Accumulated Depreciation	(335,755)	(306,132)
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Net Value	30,812	57,779
Investment in Subsidiaries	9,495,853	8,878,213
Other assets	962,770	791,046
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Total Assets	<u>\$ 11,720,466</u>	<u>\$ 10,903,381</u>
Liabilities		
Accounts Payable	\$ 77,279	\$ 73,612
Unearned Dues	741,397	642,189
Accrued Pension Liability	107,697	100,370
Accrued post retirement health benefits	164,219	163,058
Retirement liability	832,995	666,737
	<hr/>	<hr/>
Total Liabilities	1,923,587	1,645,966
Owners Equity		
Retained Earnings	9,515,485	9,233,368
Current Year Earnings	281,394	24,047
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Total Owners Equity	9,796,879	9,257,415
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Total Liabilities & Equity	<u>\$ 11,720,466</u>	<u>\$ 10,903,381</u>

Virginia Bankers Association
Income Statement
For the Four Months Ending April 30, 2021

	Actual	Budget	Variance	Prior	Variance	Annual
	Year to Date	Year to Date	Year to Date	Year to Date	to Prior Year	Budget
Income:						
Dues income - active	307,089	306,667	422	281,252	25,837	920,000
Dues income - associate	64,167	63,333	834	66,667	(2,500)	190,000
Investment Return	5,947	4,666	1,281	5,715	232	14,000
Total Income	377,203	374,666	2,537	353,634	23,569	1,124,000
Expenses:						
Salaries and Benefits	305,928	325,088	19,160	290,518	(15,410)	925,000
Audit & tax fees	4,851	4,851	-	3,060	(1,791)	14,850
Consulting/Technology & Prof Fees	6,219	6,040	(179)	3,098	(3,121)	15,000
Depreciation Expense	7,499	8,083	584	11,696	4,197	28,000
Equipment Maintenance & Rental	20,307	20,200	(107)	12,009	(8,298)	28,700
Insurance	9,702	10,159	457	9,271	(431)	11,900
Meeting Expense	600	434	(166)	6,019	5,419	10,400
Memberships/Subscriptions	10,603	12,080	1,477	10,895	292	24,000
Occupancy Expense	6,753	6,754	1	6,667	(86)	20,260
Office Supplies & Printing	1,455	1,313	(142)	816	(639)	3,940
Postage	137	267	130	228	91	800
Prop Taxes & Business License	16	45	29	-	(16)	3,100
Telephone	1,593	2,600	1,007	1,362	(231)	7,800
Travel/Education	3,258	3,689	431	8,137	4,879	25,000
Miscellaneous Expenses	2,472	2,209	(263)	2,292	(180)	4,250
Total Expenses	381,393	403,812	22,419	366,068	(15,325)	1,123,000
Income before non - recurring items	(4,190)	(29,146)	24,956	(12,434)	8,244	1,000
Credit Union Appeal	-	-	-	90,547	90,547	-
Net income before income from subsidiaries	(4,190)	(29,146)	24,956	(102,981)	98,791	1,000
Net Income from subsidiaries	285,584	72,495	213,089	127,028	158,556	(6,635)
Net income	\$ 281,394	\$ 43,349	\$ 238,045	\$ 24,047	\$ 257,347	\$ (5,635)

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Virginia Bankers Association & Subsidiaries
Consolidated Financial Report Summary
April 30, 2021

Balance Sheet:

						Consolidated	
	VBA General Fund	VBA Benefits Corp	VBA Management Services, Inc	VBA Properties, LLC	Eliminations	2021	2020
<i>Assets</i>							
Current Assets	\$ 1,231,031	\$ 4,630,550	\$ 2,146,799	\$ 231,765	\$ -	\$ 8,240,145	\$ 7,511,467
Net Property and Equipment	30,812	17,973	57,290	2,326,619	(200)	2,432,494	2,548,182
Deferred Tax Assets	-	58,499	-	-	-	58,499	37,374
Investment in Subsidiaries	9,495,853	843,747	843,747	-	(11,183,347)	-	-
Other Investments			114,023			114,023	82,724
Retirement Assets	962,770	-	229,650	-	-	1,192,420	985,086
Total Assets	\$ 11,720,466	\$ 5,550,769	\$ 3,391,509	\$ 2,558,384	\$ (11,183,547)	\$ 12,037,581	\$ 11,164,833
<i>Liabilities</i>							
Payables/Unearned/Other	\$ 818,676	\$ 366,392	\$ 259,316	\$ 20,886	\$ -	\$ 1,465,270	\$ 1,245,982
Pension/Retirement Liabilities	1,104,911	78,608	289,010	8,002	-	1,480,531	1,212,779
Total Liabilities	1,923,587	445,000	548,326	28,888	-	2,945,801	2,458,761
Total Owners Equity	9,796,879	5,105,769	2,843,183	2,529,496	(11,183,547)	9,091,780	8,706,072
Total Liabilities and Equity	\$ 11,720,466	\$ 5,550,769	\$ 3,391,509	\$ 2,558,384	\$ (11,183,547)	\$ 12,037,581	\$ 11,164,833
	-	-	-	-	-	-	-

Income & Expenses:

	4/30/21 YTD Actual	4/30/21 YTD Budget	Variance to Budget	4/30/20 YTD Actual	Variance to Prior Year	2021 Annual Budget
Defined Benefit & Contribution fees	\$ 336,991	\$ 302,500	\$ 34,491	\$ 433,124	\$ (96,133)	\$ 893,000
Education/Conference revenues	473,057	454,160	18,897	469,424	3,633	1,463,590
Health & Welfare Administrative fees	650,947	668,117	(17,170)	669,975	(19,028)	2,046,650
Investment return	74,151	18,962	55,189	28,640	45,511	56,900
Management fees	210,310	207,202	3,108	208,737	1,573	699,360
Membership dues	371,256	370,000	1,256	347,919	23,337	1,110,000
Products & Services income	122,233	105,318	16,915	112,587	9,646	451,290
Rental Income	84,206	84,415	(209)	62,385	21,821	254,512
Other revenues	1,833	900	933	2,485	(652)	2,700
Total income	2,324,984	2,211,574	113,410	2,335,276	(10,292)	6,978,002
Total expenses	2,043,590	2,168,225	124,635	2,220,682	177,092	6,983,637
Income before nonrecurring items	\$ 281,394	\$ 43,349	\$ 238,045	\$ 114,594	\$ 166,800	\$ (5,635)
Credit Union Appeal	-	-	-	90,547	90,547	-
Excess of Revenues over expenses	\$ 281,394	\$ 43,349	\$ 238,045	\$ 24,047	\$ 257,347	\$ (5,635)
	-	-	-	-	-	-

Summary by Company

Net income before income taxes and subsidiary income

	VBA General Fund	VBA Benefits Corp	VBA Management Services, Inc	VBA Properties, LLC	Consolidated
YTD April 2021 Actual	\$ (4,190)	\$ 117,066	\$ 173,717	\$ (5,199)	\$ 281,394
YTD April 2021 Budget	(29,146)	(392)	94,765	(21,878)	43,349
YTD April 2021 Variance	\$ 24,956	\$ 117,458	\$ 78,952	\$ 16,679	\$ 238,045

**Minutes of the
Virginia Bankers Association
Executive Committee Meeting
May 10, 2021 at 8:30 a.m.
Via Zoom**

In attendance: John Asbury, Chris Bergstrom, Jeff Haley, Leton Harding, Litz Van Dyke, Bruce Whitehurst

Staff: Matt Bruning, DeMarion Johnston

Call to Order and Approval of Minutes

Chairman John Asbury called the meeting to order. Minutes of the March 3, 2021 meeting were approved as written.

Financial Report

Bruce Whitehurst reviewed VBA and consolidated financial statements as of March 31, 2021, noting that all VBA entities are ahead of budget year-to-date. Bruce also mentioned that VBA will start holding in-person training events and conferences, beginning with Bank School in August and including the postponed annual convention in September.

VACU Update

DeMarion Johnston updated the Committee on the Virginia Credit Union appeal, which this fall will go to a new hearing in which VACU bears the burden of proof with regard to the legality of adding the Medical Society of Virginia's 10,000 members to VACU membership. DeMarion noted that there will be limited activity until the fall and Bruce advised the Committee that VBA reserves are still healthy and able to absorb additional legal expense in this matter.

General Assembly, Elections and New Working Group

Matt Bruning commented on the May 8th Republican Convention, from which the nomination results are not yet known, other than Jason Miyares as the nominee for Attorney General. The Democratic Primary takes place in June.

With regard to the recent General Assembly Session, Matt reported that VBA is getting involved with working groups between now and the 2022 Session on housing issues, tax policy and data privacy. He mentioned there will also likely be two special sessions in 2021, the first one to address the budget and federal stimulus money; the second one to address redistricting.

Matt outlined the framework for a proposed VBA working group on Supporting Minority Communities and Minority-owned Small Businesses. Sen. Warner asked the VBA to consider forming a group at the recent VBA town hall meeting, to make sure the banking industry is actively involved in maximizing the use of federal and state funds coming to Virginia for these

purposes. The Committee endorsed the proposed framework, acknowledging the importance of becoming involved in this dialogue.

DC Bankers Association Concept

Bruce advised the Committee of a recent discussion with his counterpart in Maryland regarding the concept of MBA and VBA supporting the establishment of a District of Columbia Bankers Association, for the purpose of advocating before DC City Council and the banking department on behalf of banks with a DC presence. This concept is in early stages and Bruce will keep the Committee up to date as further discussions take place.

Other Business and Executive Session

Bruce advised the Committee that the VBA will move from a remote oriented workforce to an office orientation on July 12th, offering flexibility for some amount of remote work based on job descriptions. There being no other business, the meeting adjourned to executive session to conduct the CEO's annual performance review.

Minutes prepared by:

A handwritten signature in blue ink, reading "Bruce T. Whitehurst". The signature is fluid and cursive, with the first name "Bruce" being the most prominent.

Bruce T. Whitehurst



REPORT TO
THE VIRGINIA BANKERS ASSOCIATION BOARD
June 22, 2021

- Updated 2021 Group Medical and Dental Trust cash reserves goal: \$12.1M to \$22.0M based on projected claims of \$75,000,000. Assets ending March 31, 2021 was \$20.8M.
- Introducing a new partnership with HR Technology firm to help banks manage HR risks. Services include access to live HR professional advisors to answer questions, compliance library, law alerts, newsletters and webinars. Offering to banks with medical coverage at no cost with launch date of July 1, 2021.
- Kentucky Bankers Association 401(k) plan partnership update:
 - Transitioning first KY plan on July 1st – approximately \$10M in assets
 - Conducted finalist meeting for plan with \$1.7M in assets with anticipated conversion of 9/30
 - Submitted two KY bank proposals
- 401(k) Cybersecurity Request for Information conducted on Voya's cybersecurity policies per the DOL's recent guidance on best practices for maintaining safe cybersecurity.
- SageView completed 401(k) plan fee comparison in April; compared three plans varying by assets and participants. SBA Master Trust arrangement is significantly less than the industry average at each level. Fees included recordkeeping, trustee, investment management and mutual fund expenses.

VIRGINIA BANKERS ASSOCIATION

VBA MANAGEMENT SERVICES, INC. BOARD

VBA Management Services, Inc. Board Report

VBA Board of Directors

June 22, 2021

- Applying lessons learned from past year on education and training delivery approaches of in-person, hybrid and virtual.
- Positive feedback midway through redesigned [Pathways to Connect and Protect](#) for monthly virtual tracks culminating in September in-person event. Hosted successful DEI Summit with ABA with over 400 registrants from 43 states.
- Preparing for in-person August [School of Bank Management](#). Applications open for the [Management Development Program](#) starting in September. Registration is open [here](#) for the VBA Annual Convention at Charleston Place on September 12-15. [CFO & Lending/Credit Conference](#) will be August 23-25 in Richmond. [Mid-Atlantic CEO Forum](#) is November 7-9 in Baltimore, MD. Remaining 2021 seminars will be held virtually.
- Endorsed [KlariVis](#) for customer and financial data analytics and reporting software.
- Held inaugural Associate Member Council in early June for Platinum and Gold Level Signature Sponsors.
- Received update from Canapi Ventures on status of Sibling Fund investment and pipeline.
- VMBA planning for fall Annual Convention at the Virginia Beach Marriott Oceanfront on September 22-24.
- VBA Managed Title Agencies have paid \$668,000 in dividends year-to-date through April 30, 2021, compared to \$125,000 YTD in 2020.



Report to the VBA Board June 22, 2021

2021 Virtual VBA Bank Day Scholarship Program

- Awarded \$29,000 in scholarships to 12 students; an extra \$3,000 statewide runner-up scholarship provided in celebration of the 30th anniversary
- More than 420 students registered with 23 banks
- Program was completely virtual and centralized with resources provided by the VBA. Access to the resource page was available to students over a three-week window from March 15-April 2.
- Click [here](#) for a program recap

Virginia Reads One Book, in Partnership with Read to Them

- Foundation + 10 banks contributed more than \$61,000
- Reached 14,100 students at 33 Title I elementary schools across VA
- Read to Them created a webpage of digital resources for this year's program
- VBA staff recorded chapter readings to share with Foundation and bank sponsored schools
- Click [here](#) for a program recap

Funding for Realworld was Repurposed into Scholarships for Ten Underrepresented Students from Virginia Foundation for Independent Colleges (VFIC) Schools

- Realworld is a startup and adjusted its business model, making the platform free for all users.
- Foundation's \$10,000 financial commitment to provide access to the platform for all 15 VFIC colleges has been repurposed into one-time, \$1,000 scholarships for ten underrepresented students from each of the VBA regions.



NEW! Virginia Banking Fellows Program, in Partnership with the Virginia Foundation for Community College Education (VFCCS)

- Through this partnership, underrepresented second year students from each of the six VBA regions will be selected as “Virginia Banking Fellows” and will receive a \$10,000 scholarship and have the opportunity to make meaningful connections with VBA members and students in their region and statewide.
- VBA Education Foundation will financially support the first two years of the program (a \$120,000 commitment) beginning with a cohort of six students in the 2022-2023 school year.
- Opportunity will be available to underrepresented students from the 23 community colleges across Virginia.
- Virginia Banking Fellows will also have the opportunity to take banking industry online training courses and possibly be connected to internship opportunities at VBA member banks.
- This partnership is the main focus of the upcoming VBA Education Foundation Annual Fund Campaign and its goal of \$65,000.

2021 Annual Fund Campaign

- Moved launch from June to September
- \$65,000 goal; \$7,500 already contributed from banks and individuals

VIRGINIA BANKERS ASSOCIATION

GOVERNMENT RELATIONS

VBA Government Relations Committee Report

VBA Board

June 22, 2021

➤ BankPAC

- 2021 BankPAC campaign underway through Labor Day towards goal of \$385,000 and internal stretch goal of \$415,000.
- Pledges from VBA Board banks total \$226,106, accounting for 59% of our goal.
- Offering secure online credit card contribution option.
- Campaign material – including contribution forms, tips, FAQs and informational videos – available [here](#).
- Authorized contributions of \$100,000 to ABA BankPAC and \$10,000 to ABA Voter Education Fund.

➤ Legislative & Grassroots

- Actively engaged in state legislative work groups on affordable housing, energy efficiency lending, tax policy and data privacy. Involved in conversations on state allocation of federal funds for small businesses, homeowner assistance, broadband, tourism and community development.
- Establishing VBA Work Group on Supporting Minority Communities and Minority-Owned Small Businesses.
- Held Virtual Town Hall with Senator Mark Warner in late April and discussed SAFE Banking Act, reaching the unbanked, PPP, climate risk and housing.

➤ Advocacy Events

- Planning underway for virtual regional state legislative meetings post-November elections.
- Planning for in-person Banker Day 2022 on January 13, 2022.