

POSITION SPECIFICATION: BOARD ELECTED (OUTSIDE) DIRECTOR

TITLE: Board Elected Director

COMPANY: Graduate Management Admission Council® (GMAC®)

COMPANY BACKGROUND

The Graduate Management Admission Council (GMAC) is a global, non-profit association of leading graduate business schools. Founded in 1953, we are committed to creating solutions for business schools and candidates to better discover, evaluate and connect with each other. We work on behalf of schools and the graduate management education community, as well as guide candidates on their journey to higher education, to ensure that no talent goes undiscovered.

GMAC provides world-class research, professional development opportunities and assessments for the industry, designed to advance the art and science of admissions. Owned and administered by GMAC, the Graduate Management Admission Test® (GMAT®) is the most widely used graduate business school assessment, recognized by more than 7,000 programs worldwide. Other GMAC assessments include the NMAT by GMAC™ exam, for entrance into graduate management programs in India and South Africa, and the Executive Assessment, specifically designed for executive programs around the world. Our flagship portal for graduate management education resources and information, mba.com, receives 14 million visits a year and features the School Finder search tool and Graduate Management Admission Search Service (GMASS), matching candidates and business schools. The Council is currently diversifying its activities outside of admissions testing. It has recently acquired the BusinessBecause website in the UK to anchor its media activities and is entering the Student Recruitment Services space.

GMAC is based in the United States with offices in the United Kingdom, India, and Hong Kong. To learn more about our work, please visit gmac.com.

GOVERNANCE STRUCTURE AND COMPOSITION

The GMAC Board of Directors (the “Board”) is responsible for the management of the property, business, and affairs of the Council. There are three (3) classifications of Board members: Dean Directors, Representative Directors, and Board Elected Directors.

A minimum of six (6) and a maximum of eight (8) Dean Director positions are held by Deans or chief executive officers of GMAC member schools; a minimum of four (4) and a maximum of six (6) Representative Director positions are held by designated Primary or Alternate Representatives of member schools; and a minimum of four (4) and a maximum of six (6) Board Elected Director positions are drawn from outside the university community and must be, at the time of election by the Board, an executive or former executive of a not-for-profit or a for-profit organization.

The Board comprises 16 members including the CEO (as a voting ex officio director). Fifteen (15) of the directors were qualified, nominated, and elected, each for a four (4) year term. Directors are evaluated and elected with a goal to ensure representation of key strategic areas of expertise and appropriate diversity among various roles.

A director of GMAC cannot serve simultaneously on any agency that accredits business schools to avoid a perceived or real conflict of interest or other impropriety. Any potential director candidate for the GMAC Board may pursue nomination to the GMAC Board with service to begin only after service on the accreditation organization's board is completed.

Similarly, a director of GMAC cannot serve simultaneously as a director of a competitor company or one of its advisory boards, councils or committees. In addition, potential candidates serving on other boards or committees of a competitor are required to sit out for one year prior to seeking nomination for the GMAC Board.

BOARD MEMBER COMPETENCIES/EXPERIENCE: BOARD ELECTED DIRECTOR

As a director of GMAC, Board members will have significant fiduciary responsibility. And while no one person must have all the skill sets and experience that we are seeking, those should include many of the following:

ESSENTIAL

- Current or past experience serving on boards (not-for-profit or for-profit) known for operating in a highly effective, compliant, and fiduciary fashion.
- Substantial executive leadership experience.
- Experience in the selection and/or placement of MBAs or other graduate management degree holders.
- An international mindset, preferably with global business or business school experience, of working internationally. This might be through direct experience of working abroad or through the development of partnerships, exchanges, or joint degrees.
- Business or public affairs/government liaison experience especially in emerging markets – preferably Africa, India, or China.
- Leadership skills, including the ability and empowerment to debate critical issues facing the Board. A willingness to engage in robust, rigorous debate and then work with others to derive and implement new solutions; openness to challenge on assumptions, beliefs or viewpoints, and a willingness to re-examine these when necessary.
- Experience in planning and budgeting.

DESIRABLE

- Investment and portfolio management experience.
- Strategy, new product, and business development, and/or marketing experience – especially experience of opening new markets.
- Understanding of digital trends.
- Expertise aligns with the business needs and direction of GMAC. Strategy skills, including strong intellectual, management and analytical skills, a broad based and long-term view of strategic and organizational goals and an ability to evaluate courses of action facing complex international organizations.
- Current or past experience serving on the Audit and/or Compensation committees of corporate boards.

In addition, we require:

- Unassailable personal integrity, a genuine desire to improve the quality and scope of business education and a view toward the future of the evolving business arena;
- The ability to serve and to attend normally five (5) board meetings per year (three (3) in person, two (2) conference calls) for GMAC;
- A personality and demeanour that is highly professional, respectful, curious, insightful, and analytical;
- Demonstrated respect and care for all people, internal and external to GMAC;
- A real passion for the continued evolution of business education around the world; and
- A set of personal contacts/network and connections that could be helpful to GMAC.

SCHEDULE AND TIME COMMITMENTS

The Board normally meets five (5) times per year – three (3) in person, two (2) conference calls. These meetings are held at the Council's headquarters in the greater Washington DC area, in conjunction with a GMAC conference, and a rotation in other regions of the world for the Board retreat. Committees meet approximately four (4) times a year, mostly in conjunction with a scheduled Board meeting. The current committees of the Board are as follows:

- Audit & Risk Committee
- Chair's Committee (Ad Hoc)
- Compensation Committee
- Finance & Investment Committee
- Membership Committee
- Nominating & Governance Committee

TERM

Each of the directors are qualified, nominated, and elected for a four (4) year term commencing on July 1 of the year elected and ending on June 30 of the year the term is to expire. No director shall serve for more than two (2) consecutive terms but may be re-elected to serve as a director after one (1) year's absence from the Board. A director shall be deemed to have completed a full term if he or she completes a vacated term with more than fifty percent (50%) time remaining in such term.

COMPENSATION

Directors do not receive financial compensation for their service on the Board, but travel and other reasonable expenses incurred in connection with attendance at the meetings of the Council, of the Board, and of standing or special committees are reimbursed.

DIRECTORS & OFFICERS (D&O) LIABILITY INSURANCE

GMAC maintains a D&O insurance coverage for losses or advancement of defense costs in the event of a legal action brought for alleged wrongful acts in the capacity as directors and officers.

CURRENT BOARD MEMBERS

The current list of GMAC Board members and their biographies may be found [here](#).

CURRENT GMAC OFFICERS

The current list of GMAC Officers and their biographies may be found [here](#).