

# **Governance Structure**

# (i) About GMAC



# 😚 Member Schools

## **Deans and Primary & Alternate Representatives**

- The Primary Representative must be the head of admissions, marketing or program direction
- The Primary Representative must serve in this role a minimum of three (3) years
- The Dean must designate a Primary Representative, and may also choose to designate an Alternate Representative

# **Criteria and Eligibility**

- By invitation of Board of Directors
- Awards degrees and accredited by a relevant accreditation agency OR provides evidence that its programs meet generally accepted standards of high quality in the field of management education
- Demonstrated support of GMAC's mission through the use of its products and services

## Expectations

- Support the GMAC mission
- Provide quality graduate management education
- Treat candidates and students fairly and ethically
- Serve the graduate management education community

# Responsibilities

- Vote in annual Board election meetings and all other matters brought before members of the Council
- Participate in the GMAC™ Application Trends survey by submitting, at a minimum, data of their full-time MBA or the next largest MBA or flagship program
- Demonstrate engagement with GMAC by leveraging GMAC assessments, GMAC Connect services, attending GMAC hosted webinars, workshops/trainings, and events, and participating in GMAC research surveys
- Participate in at least one (1) signature GMAC conference annually
- Verify the accuracy of and maintain the Member Directory

## 228 members in 34 countries

Members consist of graduate business and management schools



# 였 Board of Directors

#### 15-19 Members

- 6-8 Deans
- 4-6 Representatives
- 4-6 Board Elected
- 1 CEO

#### **Charge of GMAC Board**

- Sustain the GMAC mission
- Protect GMAC assets
- Preserve GMAC tax exempt status
- Comply with legal and ethical obligations
- Pursue business opportunities nimbly

# 🔀 Committees of the Board

#### Audit and Risk Committee

(3-6 director members)

- Confirm to the Board the use and application of the Council's funds
- Monitor internal controls, accounting, and audit activities of the Council and entities
- Manage risk and compliance with significant applicable tax, legal, ethical, and regulatory requirements

#### **Compensation Committee**

(4 director members)

- Evaluate and report to the Board on the performance of the CEO
- Make recommendations to the Board regarding any proposed adjustments or changes to the CEO's compensation and employment contract
- Review the compensation of Council's officers and other key employees

#### **Finance and Investment Committee**

(3-6 director members)

- Monitor the Council's annual budget
- Create and ensure the implementation of an investment strategy and policy for the company's funds for Board approval

## **Critical Responsibilities**

- Undivided loyalty
- Acting in the best interest of GMAC
- Avoidance of conflict of interest
- Confidentiality
- Preparation for and full participation in Board and committee meetings

#### **Membership Committee**

(5-8 members: directors and non-directors)

- Determine the eligibility of a school for membership taking into account the diversity of current members
- Recommend new member schools for admission by the Board
- Review compliance of member schools with policies
- Recommend that the Board take action or expel/ discipline member schools as needed

## Nominating and Governance

(5-7 director members)

- Solicit member schools for prospective nominees and recommend a slate for election as members of the Board
- Monitor the effectiveness and efficiency of the Board, the Code of Conduct applicable to the Board, and other governance matters of the Council

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