



The Chinese University of Hong Kong

**Report of the Ad Hoc Committee on the  
Reorganization of the Council**

June 8, 2009

# THE CHINESE UNIVERSITY OF HONG KONG

## Final Report of the Ad Hoc Committee on the Reorganization of the Council

### **Relevant Recommendations of the Sutherland Report and the Audit Commission**

1. The University Grants Committee (UGC) issued the Report on Higher Education in Hong Kong (commonly known as the Sutherland Report) in March 2002, which set out a blueprint for the further development of higher education in Hong Kong. The focus of discussion in Chapter Three of the Sutherland Report was the need for each university to critically examine its governance and management structures to ascertain whether they were fit for the purpose of a university of the 21st century. Chapter Three of the Sutherland Report recommended (Recommendation 6):-

*That the governing body of each university carry out a review of the fitness for purpose of its governance and management structures. Such an exercise will necessarily include a review of the relevant Ordinances and, where appropriate, proposals for legislative changes should be made.*

### **Principles and good practices related to governance structure advocated by the Sutherland Report**

2. The Sutherland Report stressed that:-

*It will be important for members of the governing body to distinguish between governance which is their central responsibility, and management which is the responsibility of the Head of Institution and the senior team. It will therefore be for the Head of Institution to make recommendations upon the appointment of, and delegation of powers and responsibilities to, senior academic leaders. International practice suggests that procedures should be devised for appointing rather than electing Deans and related senior budget holders, and that accountability and management lines should run to individuals rather than committees. In other words, responsibility should rest with an individual to avoid management by committee.*

3. In keeping with its view that there should be clear and firm distinctions between the roles of advisory governance, executive governance and management within a university's governance structure, the Sutherland Report set out, as listed below, the proper roles and functions of a university council in what it considered to be an "adequate model of governance":-
  - determine the mission and core values of the university;
  - set strategic directions reflecting these values, so as to carry out the mission;
  - influence the institution's organizational philosophy and framework;
  - help management to deliver strategies;
  - agree with management on appropriate resourcing policies;
  - oversee senior appointments and performance;
  - ensure leadership succession;
  - agree with the Head of Institution on appropriate levels of delegated powers;

- report on performance, quality assurance, and value for money to stakeholders;
  - ensure appropriate lines of accountability and transparency of process; and
  - in all of the above, have regard to values, autonomy, and international reputation.
4. Finally, the Sutherland Report recommended that the UGC should conduct periodic institutional audits of the governance and management of the local universities.
  5. The recommendations of the Sutherland Report have been accepted by the Government, and the brief submitted by the Administration to the Legislative Council stated:-

*We support the UGC's recommendation that university councils should review their governance structures to ensure 'fitness for purpose', drawing on the principles and international good practice set out in the review report.*

6. The Sutherland Report did not specifically require the universities to downsize their councils. Nevertheless, one of the good practices identified by the Sutherland Report in university governance overseas was the "shift to smaller governing bodies designed to handle more important decisions". For example, the Dearing Report of the United Kingdom recommended that the optimal size for a university council should be 25 members. When the Director of Audit of the Government carried out a value-for-money audit of the local universities in 2002-03, which included a review of the universities' "Governance, strategic planning and financial and performance reporting". This was in the nature of a compliance audit based on the principles and good practices advocated by the Sutherland Report. The Director of Audit raised the following issues in the draft audit report (January 2003) and final audit report (March 2003):-
  - (1) CUHK's Council with 56 members (58 as of December 2002) is too large.
  - (2) CUHK's Council should critically examine the appropriateness of appointing new Life Members especially if they do not attend Council meetings.
  - (3) The low attendance rates of external members on CUHK's Council have resulted in their failing to constitute a majority at all Council meetings.
  - (4) CUHK should set up an audit committee under the Council.
  - (5) CUHK should reduce the size of its Senate (presently 141 members/166 seats).
  - (6) CUHK should conduct periodic (say, every five years) reviews of the effectiveness of its governing bodies.

### **To Complete the Review of Governance by Stages**

7. In accordance with the recommendations of the Sutherland Report and of the Audit Commission, the Council of CUHK has implemented the review of governance in different stages since mid-2002. The completed items include: (a) the Council ceased to appoint new Life Members and instead invited senior advisors to the Council, (b) the Executive Committee of the Council and the Audit Committee of the Council were

established, (c) a system of search for and appointment of Faculty Deans was implemented; and (d) the reorganization of the Senate was approved. The remaining items to be reviewed are the organization of the University Council, the committee structure of the University Council, and the possibility of the establishment of a Court.

### **Establishment of the Ad Hoc Committee on the Reorganization of the Council and its Work**

8. The Council had at its 1st (2009) meeting held on January 20, 2009 approved the establishment of the Ad Hoc Committee on the Reorganization of the Council (Ad Hoc Committee), comprising Council members selected from the various existing constituent groups of the Council. The composition and terms of reference of the Ad Hoc Committee are set out in Attachment 1. The Ad Hoc Committee has held five meetings between February and early June 2009 for in-depth deliberation of the desirable composition of the reorganized Council and other matters within its terms of reference.

9. Before making any recommendation and in fact before arriving at any position of its own, the Ad Hoc Committee had decided to solicit views of different constituent groups of the University (including College Boards of Trustees, Council members elected from members of the Legislative Council, staff, students and alumni) on the reorganization of the Council and the desirable composition after reducing its size. Notwithstanding the outcomes and recommendations of the previous review conducted by the various committee/group of the Council, the Ad Hoc Committee had kept an open mind in listening to views obtained through consultation.

10. The Secretary of the Ad Hoc Committee issued an Open Letter to all members of the University (including staff, students and alumni) on March 6, 2009, and enclosed the "Consultation Document on the Desirable Composition of the Reorganized Council" to solicit their views. The Ad Hoc Committee also set up a designated website to communicate with members of the University, and conducted the following Consultation Sessions:-

- Senate members and College Fellows (March 18, 2009);
- Students (March 19, 2009);
- Alumni (March 20, 2009); and
- Employees (March 23, 2009).

The Chairman of the Ad Hoc Committee had also exchanged views on related matters with the Chairmen or Vice-Chairman of the Boards of Trustees of the four Constituent Colleges.

11. During its first three meetings, the Ad Hoc Committee thoroughly deliberated the issues. The previous recommendations of the Task Force on University Governance and the Panel of External Experts on the size and composition of the reorganized Council were carefully examined. The views of the members of the University obtained through consultation were also taken into account. A draft interim report on the size and composition of the reorganized Council was issued and was widely circulated to all members of the University as the Second Consultation Document on May 8, 2009, *via* mass mail and through the designated website. The print version of the document was also distributed afterwards. All members of the University were invited to an open Consultation Session on May 18, 2009. The Chairman and a majority of the members of

the Ad Hoc Committee were present to listen to the views expressed on the draft interim report. Subsequently, the Ad Hoc Committee held two more meetings to further deliberate on the outstanding issues especially in the light of the views obtained through consultation. The Ad Hoc Committee then finalized its recommendations as contained in this final report, for submission to the Task Force on University Governance.

### **Size of the Council**

12. The Council is the supreme governing and decision-making body of the University. The Task Force on University Governance and the Panel of External Experts both agreed with the recommendations of the Sutherland Report, the Dearing Report of the United Kingdom, and the Audit Commission Report that the size of the existing Council was too large. A large body is not conducive to effective detailed discussion. Individual members in a Council of a large size might find it difficult to fully participate in and perform the duties of the Council. For these reasons the Council agreed in 2005 to reduce the size of the Council to about 25.

13. **Members of the University expressed their views in the Consultation Sessions held in March** for consideration by the Ad Hoc Committee which included the following:-

- (1) As advised by the UGC, the Government of the Hong Kong Special Administrative Region, and the Legislative Council, and in view of the fact that the other UGC-funded institutions in Hong Kong have already reduced the size of their councils to just over 20 or 30 members, the Council of CUHK has to seriously consider reducing the number of its members. From the perspective of organization, the reduction in the number of Council members will greatly enhance the efficiency of the Council and accountability. Nevertheless, CUHK has its own characteristics such as the College system, which makes its structure more complex than those of the other universities. So the number of Council members needs not follow rigidly those of the other universities.
- (2) The large size of the Council does not favour in-depth deliberation and the reduction of its size will enhance the effectiveness and efficiency in discussion. However, a proper selection system should be established to select suitable persons to be Council members. If the process of selection is transparent and rigorous, and if the candidates are committed to the work of the Council, the Council members selected can take care of the interests of the University and its members more effectively.
- (3) The size of the Council needs not be too large. The Council members must support the missions of the University, show foresight, balance the needs of various stakeholder groups, and attach great importance to the overall interests of the University.
- (4) The Council should keep abreast of the times and reflect the views of the stakeholders. Management is the responsibility of the Vice-Chancellor, who is responsible to the Council. Some members of the University held the view that in reorganizing, simply reducing the number of Council members may not necessarily improve the governance of the University. The Council should at the same time review its powers and duties, and consider the way of reorganization as well as who would be suitable to be Council members according to those powers and duties, in order to enhance the governance of the University.

- (5) Facing the challenges to higher education, the CUHK Council should lead the University to consider such important issues as the role of CUHK in Hong Kong, China, and the world, its core values, and how to uphold the humanistic spirit.

The above subparagraphs (1) to (5) only represented the views given by members of the University through consultation.

14. Having regard to the above views and after thorough deliberations, the Ad Hoc Committee recommended that the number of members of the reorganized Council be around 25. The Ad Hoc Committee also recommended the Council to review its functions and duties according to the “adequate model of governance” advocated by the Sutherland Report, and elect Council members based on such functions and duties.

### **Principles for Consideration on the Reorganization of the Council**

15. From reports filed by the higher education institutions in Hong Kong to the Government and to the Legislative Council regarding the composition of their governing bodies, it can be seen that the usual practice is to regard those council members who are employed by or are studying at the institution concerned as internal members, whereas the other council members who are not employed by and are not studying at the institution concerned will be regarded as external members. The Council of CUHK had, according to the recommendations of the Sutherland Report, proposed that the reorganized Council should comprise a majority of external members at a ratio of 2:1 or 3:1 against the number of internal members. The Panel of External Experts recommended three years ago that internal members should only comprise a total of four, namely, the Vice-Chancellor, one Pro-Vice-Chancellor, one College Head and one Faculty Dean (or the Dean of the Graduate School). In contrast to the composition of the councils of the other local universities, the proposal recommended by the Panel of External Experts did not include any member elected by, and from among, the employees, nor did it include any student member.
16. During consultation, some members of the University pointed out that external members could provide valuable advice and contributions to the operation of the Council and the development of the University through their wisdom, expertise and experience, and might also represent different sectors of society to participate in and oversee the governance of the University. The Sutherland Report pointed out that:-

*This suggests a desire for high levels of external members who, as lay members with loyalties lying neither to the Government or the institution itself, can independently advise the University.*

From another perspective, external members may not have thorough understanding of the missions and characteristics of CUHK. Some external members are active public figures, and being members of the CUHK Council may be only one of their many public services. They may not be able to concentrate on fostering the long-term development and interests of CUHK. Therefore, a majority (e.g. 3:1) of external members may not be desirable. The Sutherland Report also discussed the notion of “stakeholders”, and pointed out that those who participated in university decision-making should actively perform their duties instead of fulfilling the function of a “watching brief”, and should help to negotiate the university’s responses to demands from particular quarters.

17. Other members of the University regarded the reorganized Council as a governing body instead of an executive or administrative body, and the role of the Council members should focus on governance, oversight and strategic direction. Moreover, as CUHK is a publicly-funded university, the external Council members may rise above the interests of the various stakeholder groups of the University. Hence, there are good grounds for having a majority of external members. After considering and balancing different views, the Ad Hoc Committee recommended that the ratio of external members against internal members in the reorganized Council be basically 2:1, but it can be handled with flexibility according to practical needs.
18. Both the Sutherland Report and the Panel of External Experts advised that although Council members were elected by different constituent groups, they should serve in their personal capacities and regard the overall interests of the University as of utmost importance, instead of representing only the interests of the constituent group from which they are drawn. The Panel of External Experts clearly stated that:-

*Individual members of Council carry a personal fiduciary duty to the University. They cannot therefore represent the sectional interests of particular constituencies. For this reason we do not in general support proposals that particular alumni groups, trade unions or other bodies should be represented as of right on the Council. Individuals from those groups, however, could well be members of Council in their own right.*

19. It was opined by members of the University during consultation that it would be unrealistic to expect that Council members drawn from different constituent groups would serve only in their personal capacities and disregard the constituent groups they belonged to. It was natural for the Council members to reflect the real concerns of the group of “stakeholders” from whom they are drawn. To address this issue, the University must clearly define who the “stakeholders” of the University were. When the Council made decisions, Council members from different constituent groups must place the overall interests of the University above all others, and foster the development of the University with concerted efforts, instead of restricting themselves to the interests of any constituent group. The Ad Hoc Committee agreed with this view.

## **Composition of the Reorganized Council**

### **External Members**

20. The Ad Hoc Committee held the opinion that, with the exception of senior advisors (in place of Life Members pursuant to an earlier decision of the Council), at least one seat should be retained for each existing group of external members. The Chairman of the Council and the Treasurer of the University would continue to serve as *ex officio* members. It should be clearly stipulated that the external members should not be employees of CUHK or full-time undergraduate students or full-time postgraduate students who are pursuing approved courses of study of CUHK.
21. (1) Taking into account that the College system is a characteristic of CUHK, and that the academic and cultural heritage of CUHK are founded on the educational ideals and traditions of all Constituent Colleges, the Boards of Trustees and Committees of Overseers of the Colleges should have proper representation in the Council of

CUHK. The Panel of External Experts had proposed that four members be elected by the Boards of Trustees of the Constituent Colleges to serve as Council members. Their consideration might be based on the fact that there were only four Colleges at that time: Chung Chi, New Asia, United and Shaw.

- (2) The Ad Hoc Committee considered that these four Colleges had much longer history and larger size than the five new Colleges. Moreover, the Boards of Trustees of these four Colleges are registered as bodies corporate according to the University Ordinance, while the five new Constituent Colleges would not register as bodies corporate. The Ad Hoc Committee also took into consideration that the additional Colleges would establish Committees of Overseers, and that with the growth of these additional Colleges, or with the establishment of more Colleges in future, the position of the additional Colleges in the Council would have to be properly addressed. Therefore, after consulting the views of the Chairmen and a Vice-Chairman of the Boards of Trustees of the four existing Colleges and considering the above factors, the Ad Hoc Committee recommended that five seats in the reorganized Council be assigned to members nominated by the Boards of Trustees and Committees of Overseers of the Constituent Colleges. At the present stage, the recommended arrangement will be for one member each to be nominated by the Boards of Trustees of Chung Chi, New Asia, United and Shaw, and one member to be nominated jointly by all the Committees of Overseers of the additional Colleges, all to be then approved and appointed by the Council of CUHK. All five Council members should serve for a period of one year, and should be eligible for re-appointment. In future, as the additional Colleges increase in number and/or size, the then Council may, if new circumstances so warrant, consider to increase one more member, to a total of six, in this category.
22. Since the founding of the University, the Council has always had 3 seats for members of the Legislative Council, to be elected from among their own number. These members have made significant contributions to the University in the enactment and amendment of the University Ordinance and Statutes, enhancing the communication between the University and the Legislative Council, assisting in explicating University policies, and raising public confidence in the University's governance and administration. The Council would be downsized by more than half. Although there were views that the number of Legislative Council members in the Council should not be reduced, the Ad Hoc Committee was of the opinion, after consulting different views (including the views of the three existing Legislative Council members who serve as Council members), that in the reorganized Council, one Council member to be elected by, and from among, all the Legislative Council members would be sufficient for the existing functions.
23. (1) The alumni are an important constituent group of the University and valuable resources. Presently, there are three members elected by the Convocation of CUHK to serve on the Council. In 2006, after consulting groups of alumni, the Panel of External Experts had recommended that the Convocation should elect only one member to the reorganized Council. It further pointed out that many CUHK alumni who had made distinguished achievements in society would serve as Council members under different categories of Council membership. They all served in their personal capacities, contributing to their alma mater their abundant expertise, rich social experience and their enthusiastic support. In fact, among the existing 58 Council members, 28 are alumni who have come to serve on the Council through different routes, a ratio that demonstrates the important contributions of the CUHK



alumni to the Council. It was believed that there would continue to be a significant number of alumni serving on the reorganized Council.

- (2) The Ad Hoc Committee heard different views on the number of CUHK alumni in the Council and the selection mechanism. As members would be reduced to less than half upon reorganization, some opined that one seat for alumni would be adequate to reflect alumni views and represent alumni participation in the Council. It was opined that similar to Academic Staff, non-Academic Staff, undergraduate students and postgraduate students, the alumni body, should as a matter of principle, elect only one member to the reorganized Council. Moreover, there is no UGC-funded institution with more than one seat reserved for alumni in its council. Those who supported this argument believed that the Convocation as a statutory body might continue to elect one of its members to serve as Council member.
  - (3) There was another suggestion that in addition to the member elected by the Convocation, one more seat should be reserved for an alumnus/ alumna in recognition of the contribution and support given by the College Alumni Associations.
  - (4) Having considered different arguments as stated above, the Ad Hoc Committee considered it appropriate that two alumni should serve on the reorganized Council. One member should be elected by the Convocation in a manner to be determined by the Council from time to time. Another member would be an alumnus/alumna of the University appointed by the Council after consultation with the College Alumni Associations.
24. (1) In all the UGC-funded institutions except CUHK and the University of Hong Kong, over 10 Council members are appointed by the Chancellor/Chief Executive of the Hong Kong Special Administrative Region. Since the founding of CUHK, the Council has included four members nominated by the Chancellor. In the amended CUHK Ordinance in 1976, "there were not more than 4 persons from Universities or education organizations outside Hong Kong who shall be nominated by the Council" and not more than four members elected by the Council itself. In 1997, CUHK amended the University Ordinance by repealing the provision for overseas Council members, and at the same time, the number of Council members nominated by the Chancellor and the number of Council members elected by the Council were each increased from four to six.
- (2) The Ad Hoc Committee recommended that both the number of Council members appointed by the Chancellor and that elected by the Council should revert to four in the reorganized Council. An opinion was raised in one of the Consultation Sessions that autonomy and academic freedom would argue for the smallest possible number of Council members nominated by the Chancellor/ Chief Executive. It was also suggested that all the Council members should be elected by the stakeholders, and should not be elected by the Council itself.
  - (3) After careful consideration and deliberation of different views, the Ad Hoc Committee decided to maintain the recommendation of having four Council members in each of the above two categories. The 4 members to be appointed by the Council should include the alumnus/alumna mentioned in paragraph 23 above.

## Internal Members

25. (1) Members of the University who attended the Consultation Sessions basically agreed that besides the Vice-Chancellor, there should be representatives from the Pro-Vice-Chancellors, College Heads and Faculty Deans (or the Dean of the Graduate School) as internal Council members. Some alumni suggested that to maintain the characteristics of the Colleges, all the Heads of the existing Colleges should be members of the Council.
- (2) After detailed consideration, the Ad Hoc Committee agreed in principle with the recommendation of the Panel of External Experts that the reorganized Council should comprise four internal members, namely, the Vice-Chancellor, the Provost (or one Pro-Vice-Chancellor), one College Head/Master and one Faculty Dean (or the Dean of the Graduate School), with the latter two categories to be elected by, and from among, their own number in a manner to be determined by the Council from time to time. If the agenda items of a Council meeting involve matters concerning a College, a Faculty or the Graduate School, or if the College Head/Master or Dean deems it necessary, the College Head/Master or Dean or his/her representative may be invited to attend that particular Council meeting and express his/her views.
- (3) As there would be 9 College Heads/Masters and 9 Deans, the Ad Hoc Committee agreed with the suggestion of some Heads and Deans that the Council members under these two categories should serve for a period of one year instead of three years, and that they should be eligible for re-election.
26. (1) On the existing Council, three members are elected by the Senate and one member is elected by each of the Assemblies of Fellows of the four earliest Constituent Colleges. The members elected are usually senior teaching staff. Unlike other higher education institutions, there is no Council member elected by, and from among, the employees of CUHK. In light of the significant reduction of Council members in each constituent group, the Panel of External Experts recommended that there shall be only four internal members continuing to serve on the reorganized Council: the Vice-Chancellor, one Pro-Vice-Chancellor, one College Head and one Faculty Dean (or the Dean of the Graduate School), who were all academic staff.
- (2) A number of organizations of University members (especially the staff associations) strongly argued for additional elected representatives of employees to Council membership. The staff associations opined that their representatives should be elected by and from among all Academic Staff members and all non-Academic Staff members respectively. They did not support that the President or other responsible persons of the staff associations should serve *ex officio* as Council members.
- (3) Since the number of members on the reorganized Council is limited, and having regard to the ratio of 2:1 between external and internal members, any proposal for additional seats in the Council must be considered with care. Therefore, the Ad Hoc Committee recommended that besides the above four internal members, two internal Council members be added: one to be elected by, and from among, all full-time employees of CUHK who are members of the Academic Staff (according to the definition in Statute 19 of the University Ordinance), and one to be elected by,

and from among, all full-time employees of CUHK who are not members of the Academic Staff, both in a manner to be determined by the Council from time to time.

27. (1) No member on the existing Council is elected by students. The Panel of External Experts had consulted the views of the student bodies in 2006, but did not recommend the Council to add any member elected by students. The Council is responsible for governance, strategic planning and oversight. Students might not have the relevant and appropriate experience and expertise to perform these duties of the Council. Their attention tended to be focused on issues current to their studies at the University, which might distract from longer-term strategic views important for the development of the University. Moreover, there were already many channels to consult students when a policy was formulated.
- (2) Those who agreed to include student members in the Council held that students were members of the University and formed a large stakeholder. As they would be affected by University policies, their views and the expression of their needs as regards the education offered by and the development of the University would be valuable to the Council's work. After two or three years of studies or when they continued with postgraduate studies, the students' understanding of the University might not be less than that of a new external member of the Council.
- (3) After careful consideration and balancing different viewpoints, the Ad Hoc Committee recommended adding two student members in the reorganized Council: one to be elected by, and from among, all full-time undergraduate students pursuing approved courses of study for a degree of Bachelor of CUHK (hereinafter referred to as "undergraduate students"), and one to be elected by, and from among, all full-time postgraduate students pursuing approved courses of study for a degree of Master or Doctor or for such other academic award higher than the degree of Bachelor of CUHK (hereinafter referred to as "postgraduate students").
- (4) In order that the students elected to the Council could more effectively reflect the opinions of all students, it was recommended that the student members be elected by, and from among, all full-time undergraduate students and all full-time postgraduate students respectively. Moreover, at the time of candidacy and upon the announcement of candidature, a student candidate must be a full-time student who has already pursued an approved course of study of CUHK for a period of not less than 12 months, in order to ensure an in-depth understanding of University affairs. In accordance with the existing stipulation for the period of student membership in the Senate, it has been recommended that each term of student membership shall also be one year. They shall be eligible for re-election provided that no student shall be a member of the Council for more than 2 consecutive terms of office.
- (5) It was opined during consultation that the President of The Chinese University of Hong Kong Student Union should serve *ex officio* as a Council member. However, it was acknowledged that if the student member of the Council was to be elected by, and from among, all undergraduate students, a student would be allowed to stand for election in his/her personal capacity. On the other hand, the President and other officers of The Chinese University of Hong Kong Student Union were to be elected as one single slate comprising not fewer than ten candidates standing for the entire cabinet. Therefore, the Ad Hoc Committee considered it more appropriate and fair

that the two student members should be elected by, and from among, all undergraduate students and all postgraduate students respectively, both in a manner to be determined by the Council from time to time.

### **The Proposed Court**

28. Most local universities have set up Courts as advisory bodies, with three exceptions:-

- (1) CUHK does not have a Court at this time;
- (2) The Hong Kong Institute of Education also does not have a Court; and
- (3) The University of Hong Kong (HKU) has a Court, defined as the supreme governing body. However, in line with the recommendations of the Sutherland Report and the Audit Commission of the Government of the Hong Kong Special Administrative Region, HKU is in the process of changing its Court into the supreme advisory body.

29. The Task Force on University Governance stated its views on the establishment of a Court in its Second Report of June 2005,

*The Task Force considered it beneficial to the University that for the sake of accountability, buying-in and transparency in planning the long-range development of the University and in furthering its good relations with its stakeholders, the Council may consider recommending the establishment of a Court. .... The proposed Court of The Chinese University of Hong Kong may comprise over 100 members and should have the following functions:-*

- (a) *To tender advice and make representations to the Council on matters relating to the mission, visions, strategic planning and operation of the University;*
- (b) *To promote the interests of the University, enhance its good image and foster its community network for enabling and facilitating the development of the University;*
- (c) *To assist the University in the cultivation and development of resources from external sources both locally and abroad, for institutional advancement;*

#### **AND**

- (d) *Any other matters which may be referred to it by the Council for advice.*

*The proposed Court may include as its members present and former members of the Council, representatives of the various stakeholders and constituent groups of the University including staff and students, as well as community leaders (locally and abroad) who can make contributions towards the carrying out of the Court's functions.*

30. The Panel of External Experts agreed in its 2006 Report that:-

*The introduction of the new Council could usefully be accompanied by the establishment of a Court. The Court would be a body on which, along with other friends of CUHK, many of those who no longer had the opportunity to serve on the smaller, new Council, could be expected to serve. It could have between one and two hundred members, or even slightly more.*

*The composition of the Court should be at the discretion of the Council but it would be an honour to be a member of the Court and one that could be bestowed on those whom the University particularly wished to thank or recognise. The Council may, as it deems appropriate, invite other Members of the University to join the Court. The Court would normally assemble only once a year. In other institutions that have Courts the occasion is commonly one on which the Court receives verbal reports from the Vice-Chancellor and the members have the opportunity to ask questions or to comment on the performance and plans of the University.*

*Courts generally have no formal power but Councils are well advised to listen carefully to any clear messages that arise from Court discussions. The assembly of the Court may last for half a day or more and in addition to a formal meeting members of the Court are often given the opportunity to visit the departments of the University where they may see displays of recent work. It is also an opportunity for the Court to visit any major new facilities.*

31. The Ad Hoc Committee heard from various stakeholders at the consultation sessions that, after the reorganization of the Council, it would be useful and even necessary for a Court to be established as an advisory body with a wide representation. Having regard to the aforesaid considerations, the Ad Hoc Committee has recommended:-

- (1) that a Court be established by the reorganized Council as the supreme advisory body of the University, but that the more appropriate Chinese name of the proposed Court should be “香港中文大學顧問委員會” rather than “香港中文大學發展諮詢委員會” as previously suggested in the report of the Task Force on University Governance; and
- (2) that the roles and functions of the Court, its membership and the procedures for selection of members should be determined in due course by the reorganized Council, making reference to the recommendations of the Task Force on University Governance and the Panel of External Experts as set out above, with which the Ad Hoc Committee was generally in agreement.

### **Council Committees**

32. The Council has 11 standing committees namely,

Established by University Statutes  
Administrative and Planning Committee  
Finance Committee  
Honorary Degrees Committee

Established by Council resolutions

Audit Committee  
Campus Planning and Building Committee  
Committee on Donations  
Distinctive Marks and Ceremonial Dress Committee  
Executive Committee of the Council  
Honorary Fellowship Committee  
Terms of Service Committee  
University Tender Board

33. The Ad Hoc Committee was requested by the Council to recommend the committee structure of the reorganized Council and the relationship between the reorganized Council and the Executive Committee.
34. On the existing Council committees, the Ad Hoc Committee considered their composition, terms of reference and the need for their continued existence. Members of the Ad Hoc Committee unanimously agreed that the Distinctive Marks and Ceremonial Dress Committee should be dissolved, and that its functions and duties should be assigned to the relevant administrative units of the University. The Ad Hoc Committee took note of the recommendations of the Panel of External Experts as contained in its 2006 report, and agreed that the Executive Committee of the Council which had 19 members and carried out the duties of the Council by delegation of power, should also be dissolved after the reorganization of the Council and the reduction of its membership to about 25. The Ad Hoc Committee further recommended that no change be made to the other existing Council committees, which were active and functioning well.
35. Members of the Ad Hoc Committee considered the recommendation of the Panel of External Experts on the proposed establishment of four new Council committees:-

Committee on Alumni Affairs and Development  
Committee on Colleges  
Nominations Committee  
Remuneration Committee

36. The Ad Hoc Committee noted that the proposed functions and duties of the proposed Committee for Alumni Affairs and Development had been discharged by the Convocation, which was a statutory body, and by the Committee on Donations of the Council. Therefore, the Ad Hoc Committee recommended that the proposed Committee for Alumni Affairs and Development should not be established under the Council, and instead, a similar committee should be established by the Vice-Chancellor to promote alumni affairs and development. Consultation was conducted among the Heads and Masters/Masters-designate of the Constituent Colleges on the need to establish a Council Committee on Colleges, noting in particular that similar coordinating functions had been carried out by the existing Informal Advisory Group on University-College Cooperation and Coordination which consisted of all the Heads and Masters/ Masters-Designate of the Constituent Colleges, other senior staff members and student representatives. The Ad Hoc Committee heard the views of the Heads/Masters/Masters-Designate of the Colleges that if all of them were *ex officio* members of the Administrative and Planning Committee, it would not be necessary to establish a Council Committee on Colleges; otherwise, the reorganized Council should seriously consider establishing such a committee.

37. Since there would only be four members to be nominated by the Council after its reorganization once every three years on the average, the Ad Hoc Committee recommended that the Chairman of the Council should continue to nominate these Council members after due consultation, for approval by the full Council, as practised before, and that it would not be necessary to establish the proposed Nomination Committee.
38. Regarding the proposed Remuneration Committee, the Ad Hoc Committee supported the continuation of the existing arrangement for the Council to delegate to an ad hoc committee consisting of the Chairman and the Vice-Chairman of the Council, the Treasurer of the University and the Chairman of the Terms of Service Committee to deal with matters related to the remuneration and terms of service for the Vice-Chancellor, Provost and full-time Pro-Vice-Chancellors. Matters related to the remuneration and terms of service for other staff of the University should continue to be dealt with by existing mechanisms.
39. It was raised by some members of the University that the Council should consider establishing committees for dealing with human resources policies and grievances. After careful deliberation, the Ad Hoc Committee recognized that there were existing committees and mechanisms within the University for such purposes, and that the final appeal and decision on such matters rest with the Council. Therefore, it would not be necessary to establish these new committees.

#### Recommendations

40. After careful and thorough deliberation and wide consultation with members of the University, the Ad Hoc Committee submits the following recommendations for consideration and endorsement by the Task Force on University Governance:-

- (a) That the size of the reorganized Council be reduced to 25;
- (b) That the composition and the selection of members of the reorganized Council should be as set out in Attachment 2;
- (c) That although Council members were elected/nominated by different constituent groups, they should serve in their personal capacities for the overall interests of the University as a whole, instead of representing only the interests of the constituent group from which they are drawn;
- (d) That a Court be established by resolution of the reorganized Council as the supreme advisory body of the University; and
- (e) That the committees as set out in Attachment 3 be established by the reorganized Council.

June 8, 2009

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**THE CHINESE UNIVERSITY OF HONG KONG**

**Ad Hoc Committee on the Reorganization of the Council**

**Composition**

Chairman

Sir C.K. Chow

Members

Professor Kenneth Young (Pro-Vice-Chancellor)

Mr. Karl C.L. Kwok (College Trustee)

Professor Fung Kwok-pui (College Head)

Professor Fok Tai-fai (Faculty Dean)

Professor Chang Song-hing (College Fellow)

Professor Rance P.L. Lee (Elected by the Senate)

Mr. Chien Lee (Nominated by the Chancellor)

Mr. Dick M.K. Lee (Nominated by the Chancellor)

The Honourable Cheung Yu-yan, Tommy (Elected by Members of the Legislative Council)

Mr. Lau Sai-yung (Elected by the Convocation)

Secretary

Mr. Jacob Leung

**Terms of Reference**

Having regard to the recommendations of the Sutherland Report and of the Audit Commission, and in accordance with the previous decisions and recommendations of the Council, the Council's Task Force on University Governance and the Panel of External Experts on the said subject and related matters, in particular that the size of the Council shall be reduced to about 25 members, to recommend to the Task Force on University Governance for its consideration the desirable composition and committee structure of the reorganized Council, its relationship with its Executive Committee, as well as the need to establish a Court as an advisory body. The Ad Hoc Committee may take views from members of the University to facilitate its work.

- (\* The Ad Hoc Committee recommended that the Chinese name of the Court be “香港中文大學顧問委員會”, which is the supreme advisory body of the University.)



**The Chinese University of Hong Kong  
Composition of the Reorganized Council**

Composition	Seats	Methods of Selection
<b>External Members</b> (must <u>not</u> be employees of CUHK, or full-time undergraduate students or full-time postgraduate students who are pursuing approved courses of study of CUHK)		
Chairman	1	appointed by the Chancellor on the nomination of the Council
Member	1	Treasurer as <i>ex officio</i> member
Members	5	one nominated by each Board of Trustees of Chung Chi College, New Asia College, United College and Shaw College; and one nominated jointly by all the Committees of Overseers of the additional Colleges. All 5 nominees to be approved and appointed by the Council. They should serve for a period of one year, and should be eligible for re-appointment.
Members	4	appointed by the Chancellor
Member	1	elected by all Members of the Legislative Council
Member	1	Elected by the Convocation in a manner to be determined by the Council from time to time
Members	4	appointed by the Council (one of these four members will be appointed from among CUHK alumni after consultation with the Alumni Associations of the constituent Colleges)
Sub-total of External Members:	17	
<b>Internal Members</b>		
Member	1	Vice-Chancellor as <i>ex officio</i> member
Member	1	Provost (or one Pro-Vice-Chancellor) as <i>ex officio</i> member
Member	1	elected by, and from among, all College Heads/Masters for a term of one year (may be re-elected), in a manner to be determined by the Council from time to time
Member	1	elected by, and from among, all Deans of Faculties and the Dean of the Graduate School for a term of one year (may be re-elected), in a manner to be determined by the Council from time to time
Member	1	elected by, and from among, all full-time CUHK employees (Academic Staff members) in a manner to be determined by the Council from time to time
Member	1	elected by, and from among, all full-time CUHK employees (non-Academic Staff members) in a manner to be determined by the Council from time to time
Member	1	elected by, and from among, all full-time undergraduate students for a term of one year, in a manner to be determined by the Council from time to time (student member shall be eligible for re-election provided that no student shall be a member of the Council for more than 2 consecutive terms of office)
Member	1	elected by, and from among, all full-time postgraduate students for a term of one year, in a manner to be determined by the Council from time to time (student member shall be eligible for re-election provided that no student shall be a member of the Council for more than 2 consecutive terms of office)
Sub-total of Internal Members:	8	
<b>Total number of Council Members:</b>	<b>25</b>	

- Notes:
- (1) The term of office of an *ex officio* member is same as the term of his/her appointment;
  - (2) Unless otherwise specified, all Council members will serve a term of 3 years and may be re-elected or re-appointed;
  - (3) The election rules for student members of the Council shall comply with the provisions of paragraph 27 of the report of the Ad Hoc Committee on the Reorganization of the Council, and make reference to the election rules applicable to student members of the Senate.

**THE CHINESE UNIVERSITY OF HONG KONG**

**Ad Hoc Committee on the Reorganization of the Council**

**Council Committees of the Reorganized Council**

Administrative and Planning Committee  
Audit Committee  
Campus Planning and Building Committee  
Committee on Donations  
Finance Committee  
Honorary Degrees Committee  
Honorary Fellowship Committee  
Terms of Service Committee  
University Tender Board