

THE CHINESE UNIVERSITY OF HONG KONG

Taskforce for Reviewing the Size and Composition of the Council

Second Consultation Document on the Desirable Size and Composition of the Council

Taskforce for Reviewing the Size and Composition of the Council

1. In response to the Sutherland Report (March 2002) and a report of the Audit Commission (March 2003), the University Council has initiated the process of reviewing the fitness-for-purpose of its governance and management structures since mid-2002. In particular, it was decided that the implementation of three major elements of the University's governance and management structures, namely, appointed Deanship, Senate reorganization and Council reorganization, should be done in stages. As far as the reorganization of the Council, an Ad Hoc Committee on the Reorganization of the Council (Ad Hoc Committee) was established in early-2009 and its Final Report was approved by the Council in June 2009¹.
2. The Amendment Statute that would have given effect to the Council reorganization was prepared and submitted to the Legislative Council (LegCo) Panel on Education for consideration in November 2013. The Panel advised the University to reconsider the proposals on Council reorganization due to concerns on the part of a significant number of Panel members regarding the differences between the Council and the students on several issues. The Council has also requested the senior management of the University to continue with its active dialogue with the University Students Union to try to resolve the remaining differences.
3. There has been no agreement on the residual differences in the past two years despite the Vice-Chancellor and the senior management have discussed with the University Students Union on various occasions. In view of the impasse, as well as recent events and discussions among the UGC-funded institutions on university governance, the Council considers it appropriate to revisit the whole issue of Council reorganization, and accordingly approved the establishment of a Taskforce for Reviewing the Size and Composition of the Council (Taskforce) at its January 2016 meeting. The composition of the Taskforce is similar to that of the Ad Hoc Committee established in 2009, with the addition of two student members from the undergraduate and postgraduate students. The Taskforce is required to review the Final Report of the Ad Hoc Committee, and to advise the Council on how to expedite the implementation of the Council reorganization (*Appendix I*).
4. The Taskforce held two meetings in March and April 2016 after the nominations of the two student members have been received. The Taskforce has carefully reviewed the Final Report of the Ad Hoc Committee as a starting point, and decided that its work should not be necessarily bound by the principles agreed then since time has moved on and what was fit-for-purpose six years ago may no longer be so today.

¹ English version http://www.cuhk.edu.hk/council-reorganization/FinalReport_English.pdf
Chinese version http://www.cuhk.edu.hk/council-reorganization/FinalReport_Chinese.pdf

Consultation

5. Before making any recommendation and in fact before arriving at any position of its own, the Taskforce issued a mass mail to all stakeholders of the University in late April 2016, with a hyperlink to a Consultation Document on the Desirable Size and Composition of the Council, http://www.cuhk.edu.hk/council-reorganization/20160414-consultation_document.pdf, to solicit their views, and conducted the following 5 consultation sessions:-

Students (April 21, 2016)

Alumni (April 30, 2016)

College Boards of Trustees/Committees of Overseers (May 6, 2016)

Non-academic staff (May 6, 2016)

Academic staff (May 13, 2016)

6. The Taskforce has also set up a designated email address, council_reorganization@cuhk.edu.hk, to receive comments, in addition to fax and telephone hotlines.
7. Except for the consultation session with the College Boards of Trustees/Committees of Overseers with participants attended by invitation, the other 4 consultation sessions were open to all stakeholders of the University. Each consultation session included a brief Powerpoint presentation by the Chairman of the Taskforce who would also serve as moderator, to be followed by views/comments from the floor. The Chairman and a majority of the members of the Taskforce were present at all these consultations to listen to the views expressed.
8. The Taskforce is grateful to have received views/comments/suggestions from individual stakeholders on the Consultation Document on the Desirable Size and Composition of the Council, and proposals from The Chinese University of Hong Kong Staff Association (CUSA) and The Chinese University of Hong Kong Employees General Union (CUEGU) on the reorganized Council.

Points that have been considered by the Taskforce

9. The Taskforce has carefully reviewed the recommendations in the Final Report of the Ad Hoc Committee in June 2009, in particular the recommendation of the Dearing Report of the United Kingdom that the optimal size of a university council should be 25 members, and the expression of a desire for high levels of external members who could independently advise the University, as pointed out in the Sutherland Report, and agreed that its work should not be necessarily bound by the principles adopted by the Ad Hoc Committee.
10. The Taskforce has taken reference of the “Governance in UGC-funded Higher Education Institutions in Hong Kong” report (Newby Report) announced by UGC in March 2016, after the Government’s endorsement of the overall direction and recommendations of the Report. The Newby Report aims at identifying some international good practices in the governance of higher education institutions, with which pointers and advice are drawn up to help enhance the effectiveness and transparency of the governing councils of UGC-funded institutions and also to better

equip council members with the necessary knowledge, skills and protocol for the proper discharge of their duties. The Taskforce considers that, Recommendation 1 of the six recommendations contained therein, as stipulated below, may be of some relevance to the Taskforce:-

“The identification of candidates should be made with regard to a skills template which each institution should draw up and keep under review. Induction should be undertaken by both the UGC, with regard to sector-wide issues, and by each institution in respect of individual institutions.”

11. Since the Council would consider how to take forward the implementation of the recommendations of the Newby Report, including a work plan, and any concerns or difficulties foreseen with the implementation, the Taskforce would like to benefit from the Council’s advice, in particular, on the formulation of a skills template, in the nomination of suitable candidates to fill any vacancies on the Council and its committees. The Taskforce therefore decides not to put too much emphasis on this aspect, especially that the UGC would also set up a task force to be led by Sir Howard Newby to follow up on the implementation of the recommendations and the UGC-funded institutions would be fully consulted in the implementation stage.
12. The Taskforce has also taken into consideration the results of the *Referendum on Institutional Autonomy* organized by staff unions and concern groups of the eight UGC-funded institutions, which was closed in the evening of March 23, 2016. Among the 4,520 votes casted², those who supported the motion of “To abolish the powers of the Chief Executive (of the Hong Kong Special Administrative Region) in appointing members to the Council” amounted to 4,157, representing 92% of the votes casted. Those who supported the motion of “To increase the ratio of elected members of academic/teaching and administrative/supporting staff, postgraduate and undergraduate students in the Council” amounted to 4,285, representing 95% of the votes casted.
13. The Taskforce has subsequently held two more meetings. Having carefully considered all the views obtained and after extensive deliberation, the Taskforce initially concluded that:-
 - the size of the Council is too large (53 as of July 2016 excluding Life Member who may attend Council meetings at his pleasure) and should be reduced to, say less than 30 (instead of 25 as recommended by the Ad Hoc Committee);
 - external members should be in the majority over internal members, but no need to limit it to a ratio of 2:1;
 - no change in the number of *ex officio* members, which is 3, including the Treasurer, the Vice-Chancellor and the Provost, in the reorganized Council;
 - external/lay members should include – in addition to the Chairman and Treasurer – representatives from College Boards of Trustees/Committees of Overseers, those appointed by the Chancellor and by the Council itself, and those elected by the

² There are approximately 24,000 staff employed by and 98,000 students enrolled in UGC-funded institutions as of March 2016.

LegCo and by the alumni associations but the number may be further reviewed and not restricted to 17 as recommended by the Ad Hoc Committee; and

- internal members should include the Vice-Chancellor and the Provost, College Head/Master, Faculty Dean/Dean of the Graduate School, and members elected by their respective constituencies of full-time academic staff, full-time non-academic staff, full-time undergraduate students and full-time postgraduate students but incline that the number may go beyond 8 as recommended by the Ad Hoc Committee.
14. The rationale in formulating the above will be further explained in the ensuing paragraphs.

Size of the Council

15. The Taskforce understands that the Ad Hoc Committee recommended that the number of members of the reorganized Council be around 25, with 17 external members and 8 internal members, at a ratio of 2:1, as 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 which was not conducive to effective detailed discussion. The Taskforce supports the idea that, from the perspective of organization, the reduction in the number of Council members will greatly enhance the efficiency of the Council and accountability. However, simply reducing the number of Council members may not necessarily improve the governance of the University. The Taskforce considers it desirable to enhance the governance of the Council by taking reference from the Newby Report announced by UGC in March 2016.
16. The Taskforce observes that, other than CUHK, all other UGC-funded institutions have undergone reorganization of their Councils. A closer look reveals that two among them have more than 30 members, probably due to historical background in its establishment and tradition, and half of them are with a size of more than 25 due to various reasons. In this regard, the Taskforce decides to examine carefully each membership category and see if the number of the Council could be within the range between 25 and 30.

Ratio for external members over the number of internal members

17. The Taskforce receives considerable feedback that external members should not be in the majority against internal members at the ratio of 2:1. While agreeing that the ratio serves as a reference to some international good practice, the Taskforce considers it not necessary to follow it in the strictest sense which may not facilitate free flow of ideas, and would prefer to look into the desirable seat(s) for each membership category in the reorganized Council first before checking against the impact on the ratio of external/internal members.

External Members

18. The Taskforce takes note of the recommendation of the Ad Hoc Committee that, among the external members there should be four seats in the reorganized Council assigned to members nominated by each of the College Board of Trustees, and one member to be nominated jointly by all the College Committees of Overseers of the additional Colleges, with a remark that in future the number from additional Colleges could be increased to two when the additional (new) Colleges grew in number and/or size, i.e. with a total of six in this category. The Taskforce noted that the Council had in 2014 reviewed the situation, and reaffirmed that the 4+2 arrangement was appropriate. The Taskforce is well aware of the very fact that CUHK was established from three original Colleges which predated its own existence. However, the Taskforce has reservation to further increase the number to one member for each constituent College, as this is contrary to the spirit of downsizing the Council.
19. The Taskforce is aware of some opinions expressed in the consultation sessions that institutional autonomy and academic freedom would argue for the smallest possible number of Council members nominated by the Chancellor/Chief Executive of the Hong Kong Special Administrative Region (HKSAR). The Taskforce believes it is not justifiable to go without such membership category, with the University as an institution that relies mainly on public funding, especially that the number (i.e. from 6 to 4) proposed by the Ad Hoc Committee previously is in fact the lowest among all UGC-funded institutions. The Taskforce has, after taking into consideration of international practice and careful deliberation, proposed to reduce the number of seats from four to three, with a view that the size of the Council has been downsized to around 50%.
20. CUHK is the only institution in Hong Kong that stipulates in its Statutes of the University Ordinance that LegCo members will serve as Council members (others may be a mutual understanding between the HKSAR Government, LegCo and the institution concerned). These members have no doubt made significant contributions to the University in the past in the enactment and amendment of the University Ordinance and Statutes, enhancing the communication between the University and the LegCo, assisting in explicating University policies, and raising public confidence in the University's governance and administration. The Ad Hoc Committee had recommended in its Final Report that one Council member to be elected by, and from among, all the LegCo members would be sufficient for the existing functions, noting that the Council would be downsized by more than half. Now that some opinions show that LegCo members, who are elected by and accountable to the public and may well maintain a check and balance role to the Council, the Taskforce does not object the idea to increase the number to two, as against to the recommendation proposed by the Ad Hoc Committee of one.
21. Notwithstanding the recommendation above in paragraph 19 and paragraph 20, the total number of Chancellor-appointed and elected by the LegCo Members remain at five, and is the same as the add-up total of these two membership categories as recommended by the Ad Hoc Committee.

22. The Taskforce heard different views on the number of alumni seat(s) in the Council and the selection mechanism. The Taskforce noted that, in the 2009 proposal, it was recommended that one seat would be elected by the Convocation in a manner to be determined by the Council, and another member would be an alumnus/alumna of the University appointed by the Council, under the category of Council-elected members, after consultation with the College Alumni Associations.
23. The Taskforce has extensive discussion on the number of seats for alumni in the reorganized Council. The Taskforce agrees in principle that there should be two alumni seats, preferably with one each from graduates of undergraduate and postgraduate programmes, and understands that simple election may not serve the purpose and that some coordination is deemed necessary. The Taskforce has authorized the Chairman and one of the members of the Taskforce, Mr. Anthony Yuen, to consult the leaders of the Federation of the Alumni Associations (FAA) and the Convocation (through its Standing Committee) respectively for the appropriate arrangement. With the support of the FAA leaders and the Convocation Standing Committee, the Taskforce now proposes that one alumni seat will be elected by the Convocation in a manner to be determined by the Council from time to time (same as the 2009 proposal) and the remaining alumni seat to be grouped under the category of “appointed by the Council”, with a note stating that “at least one of the four members will be appointed from among CUHK alumni” (this may be an improvement as compared with the recommendation of the Ad Hoc Committee of “one of the four members”).

Internal Members

24. The Taskforce unanimously agrees that the challenges faced by the University are very complex and diversified nowadays. The University is not only an institution of higher learning where knowledge is created, disseminated and exchange; but also communities both consuming and supplying services from and to industry, corporations and the professions. It is not easy for the Vice-Chancellor and the Provost, who are both *ex officio* members in the reorganized Council, to answer queries raised by Council Members on all aspects from time to time. The Taskforce therefore recommends that one Pro-Vice-Chancellor, in addition to the Vice-Chancellor and the Provost, be added to strengthen the representation of the senior management of the University and internal members in the reorganized Council.
25. CUHK is the only university in Hong Kong that offers a collegiate experience. College life complements the formal learning experience through whole-person development and pastoral care. The college system also encourages interaction among teachers, students and alumni across different disciplines and cohorts. Against this background, the Taskforce concurs with the suggestions from many stakeholders that there should be two seats from College Heads/Masters, as there are differences among the constituent Colleges in residential arrangement, history and size. For the two seats from College Heads/Masters, the Taskforce has explored different method of selection, say by rotation or election, and desirably one should be from College Heads, and another one from among the College Masters. In order not to complicate the drafting of statutory amendment, the Taskforce recommends to simply state that these two seats are to be elected by, and from among, all College Heads/Masters, in a manner to be determined by the Council from time to time.

26. CUHK is a comprehensive university with continuous enhancement of education to nurture graduates who will be global leaders with aspirations and competencies to make lifelong contributions to society. The University has placed equal emphasis on our research, and recognized as a centre of excellence for developing cutting-edge research and emerging interdisciplinary strengths that have global impact and significant contributions to society. It is with this in mind that the Taskforce would like to propose adding one more seat for Faculty Deans and the Dean of the Graduate School, to be elected by, and from among, their own number in a manner to be determined by the Council from time to time. For the two seats from all Faculty Deans and the Dean of the Graduate School, the Taskforce promulgates that internal election guidelines should be devised by the Council for one each to be elected from the humanities and science and technology disciplines. Nonetheless, same as the case for College Heads/Masters, such “in-house” arrangement would not be stipulated in the amendment statute.
27. The Taskforce has also carefully reviewed the number of elected staff members and students and concluded it a fitting approach, with two each from the respective category, that covered academic and non-academic staff members, undergraduate and postgraduate students. For student member of undergraduate students, the Council resolved at its October 2012 meeting that the undergraduate students be represented on the reorganized Council by “the President of the University Students Union, to be appointed by the Council”. The aforesaid change has been included in the Amendment Statute 2013. The Taskforce also clarifies that the Council has at its January 2014 meeting removed the requirement of the student members of the reorganized Council to have already pursued an approved course of study at the University for a period of not less than 12 months before they can be appointed as members of the reorganized Council.

Other issues

28. The Taskforce recognized that the restriction of students’ participation in reserved areas of business of the Council has been a point of contention to student leaders in the Council reorganization. The Taskforce, after conducting an in-depth review, revealed that the Ad Hoc Committee did not explicitly mention about reserved areas of business for student members when the Final Report was approved by the Council. The clauses on reserved areas of business were subsequently provided for in the Amendment Statute on Council reorganization when it was being drafted, modelling on the prevailing practices of the Senate. Instead of officially stipulating reserved areas of business in the amendment statute (if the proposal on Council reorganization is approved), the Taskforce recommends that the Council may alternatively work on a set of standing order or regulations to govern the way of students’ participation of business items that are considered to be commercial-in-confidence in future.
29. The Taskforce notes that the quorum of the Council is 12, as stipulated in Statute 11 of the University Ordinance, despite the fact that the attendance is always more than 40 (out of 53 as of July 2016), and unanimously agrees to review if the quorum should be revised after the Council is downsized, say setting a quorum in proportion to the number of Council members (e.g. one third), instead of an absolute number.

Summary of recommendations

30. In light of the foregoing, the Taskforce recommends for the consideration of the stakeholders that
- the size of the Council should be reduced from the current number of 53 (as of July 2016) to 29;
 - external members should be in the majority over internal members, at 18 versus 11, at a ratio of 1.6:1;
 - no change in the number of *ex officio* members, which is 3, including the Treasurer, the Vice-Chancellor and the Provost, in the reorganized Council;
 - external/lay members should include – in addition to the Chairman and Treasurer – 4 representatives from College Boards of Trustees and 2 representatives from College Committees of Overseers, those appointed by the Chancellor would be reduced from 4 to 3 and those elected by the LegCo be increased from 1 to 2, with no change in the nomination of Council which is 4 (with at least one must be alumni) and the Convocation which is 1; and
 - internal members should include the Vice-Chancellor and the Provost, a Pro-Vice-Chancellor, two College Head(s)/Master(s), two Deans, and 4 members elected by their respective constituencies of full-time academic staff, full-time non-academic staff, full-time undergraduate students and full-time postgraduate students.
31. A comparison of the existing and proposed reorganized size and composition of the Council is summarized in Appendix 2.
32. The Taskforce has also examined whether it is appropriate to invite one (or more) student representative(s) to attend meetings of the Council as observer(s), and if so under what terms and conditions, before the implementation of the Council reorganization. The Taskforce proposes that student representative(s) should be invited to join the discussion on specific Council items as deemed fit by the Council from time to time.
33. The Taskforce would like to conduct another round of consultation on Saturday, September 24, 2016, during 3 to 5 pm at LT1 of Cheng Yu Tung Building, to listen to the views of all stakeholders of the University on the above recommendations before making a final proposal to the Council. Live broadcast on the engagement forum will be made available *via* login to CUHK OnePass.
34. For enquiries, please contact Mrs. Amelia Wong, Secretary to the Taskforce, c/o Secretariat on email council_reorganization@cuhk.edu.hk, telephone 3943 1810 and fax 2603 5503.

THE CHINESE UNIVERSITY OF HONG KONG

Taskforce for Reviewing the Size and Composition of the Council

COMPOSITION AND MEMBERSHIP

Chairman

Ms. Lina Yan (appointed by the Council)

Members

Mr. Heung Shu-fai (College Trustee on the Council)

Dr. Anissa Chan (Council Member nominated by the Chancellor)

Mr. Chien Lee (Council Member elected by the Council)

The Honourable Cheung Yu-yan (Council Member elected by the Legislative Council)

Mr. Anthony Yuen (Council Member elected by the Convocation)

Professor Fok Tai-fai (Pro-Vice-Chancellor)

Professor Jimmy Yu (College Head)

Professor Francis Chan (Faculty Dean)

Professor Chan Sun-on (College Fellow on the Council)

Professor Dennis Ng (Council Member elected by the Senate)

Mr. Hung Ho-ming, Horace, an undergraduate student nominated by CUSU

Miss Zhang Wangcaixuan, Rosa, a postgraduate student nominated by the Office of Student Affairs

Secretary

Mrs. Amelia Wong, Deputy Secretary, Secretariat

TERMS OF REFERENCE

1. To review the Report of the Ad Hoc Committee on the Reorganization of the Council, as approved by the Council in June 2009, and subsequent changes thereto as a result of preparing the Amendment Statute (2013) to implement the proposed Council reorganization.
2. To consider whether the proposed size and composition of the Council in the 2009 Report, and subsequent revisions as agreed by the Council, is still fit-for-purpose. If not, to recommend what further revisions should be made.
3. To advise the Council on how to expedite the implementation of the Council reorganization.
4. To advise the Council whether it is appropriate to invite one (or more) student representative(s) to attend meetings of the Council as observer(s), and if so under what terms and conditions, before the implementation of the Council reorganization.

The Chinese University of Hong Kong
Comparison of the Existing and Reorganized Council (with reference to the recommendations of Ad Hoc Committee)

Composition	Current Seats in 2016	Proposed Seats in 2016	Proposed Seats in 2009	Methods of Selection for Proposed Seats
External Members (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 [^]	1	1	appointed by the Chancellor on the nomination of the Council
Member	1	1	1	Treasurer as <i>ex officio</i> member
Members	8 (2 each nominated by BoT)	6 (1 each nominated by BoT and 2 by CoO)	5	one nominated by each Board of Trustees (BoT) of CC, NA, UC and SC; and two (instead of one as in 2009 proposal) nominated jointly by all the Committees of Overseers (CoO) of the additional Colleges. All 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	6	3	4	appointed by the Chancellor
Member	3	2	1	elected by all Members of the Legislative Council
Member	3	1	1	elected by the Convocation in a manner to be determined by the Council from time to time
Members	6	4	4	appointed by the Council (at least one [instead of one as in 2009 proposal] of these four members will be appointed from CUHK alumni)
Sub-total of External Members:	27 ^{^#}	18 [#]	17	
Internal Members				
Member	1	1	1	Vice-Chancellor as <i>ex officio</i> member
Member	5 [@]	2	1	Provost as <i>ex officio</i> member One Pro-Vice-Chancellor
Member	4 (1 each from CC, NA, UC and SC)	2	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	9 ^{&}	2	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	7 [*]	1	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	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	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 [%] (The Council resolved at its October 2012 meeting that the undergraduate students be represented on the reorganized Council by "the President of the University Students Union, to be appointed by the Council")
Member	---	1	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 [%]
Sub-total of Internal Members:	26	11	8	
Total number of Council Members:	53[^]	29	25	

[^] The Chairman shall be appointed by the Chancellor on the nomination of the Council from persons under Statute 11.1(k), (l), (m) and (n) of the University Ordinance.

[#] The Council approved in 2003 to cease appointing new Life Members and that the serving Life Members may attend Council meetings at their pleasure. Since then, suitable candidates will be invited to serve as Senior Advisors to the Council. The only one Life Member (appointed since 2002) is therefore NOT counted under Current Seats in 2016.

[@] The 5 current seats comprise the Provost and the 4 Pro-Vice-Chancellors.

[&] The 9 current seats comprise the Deans of all the 8 Faculties and the Dean of the Graduate School.

^{*} Currently there are 3 members elected by the Senate from among the academic members of the Senate and 1 Fellow of each College elected by the College's Assembly of Fellows of CC, NA, UC and SC.

[%] 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.

- 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 Final 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;
 - (4) The Treasurer, Vice-Chancellor and the Provost are *ex officio* members under the reorganized Council, in accordance with the recommendations of the Ad Hoc Committee on the Reorganization of the Council. The Treasurer is *ex officio* Chairman of the Finance Committee of the Council.