

THE CHINESE UNIVERSITY OF HONG KONG
C O U N C I L

Taskforce for the Review of the Size and Composition of the CUHK Council

TERMS OF REFERENCE

1. To review the proposals on the size and composition of the Council as presented by the 2016 Taskforce, in the light of the latest proposals presented to the Panel on Education of the Legislative Council in December 2022, to see if they remain fit-for-purpose.
2. The Taskforce should present its findings to the Council, consulting the key stakeholders as appropriate, as soon as practicable.
3. The Chairman of the Council is authorized to appoint the members of the Taskforce.

COMPOSITION AND MEMBERSHIP

Chairperson

Dr. Norman T.L. Chan

Vice-Chairperson

Ms. Lina H.Y. Yan (College Trustee on the Council and Chairman of the Taskforce for Reviewing the Size and Composition of the Council in 2016)

Members

The Honourable Cheung Yu-yan (Council Member elected by the Legislative Council)
Professor Alan K.L. Chan (Provost and Pro-Vice-Chancellor)
Mr. Kelvin Y.M. Yeung (Council Member elected by the Convocation)

Secretary

Ms. Judy San, University Secretariat

December 2022

THE CHINESE UNIVERSITY OF HONG KONG

Taskforce for Reviewing the Size and Composition of the Council

Work Report 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 had 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 of a significant number of Panel members regarding the differences between the Council and the students on several issues. The Council had 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 had been no agreement on the residual differences in the following two years despite the Vice-Chancellor and the senior management had discussed with the University Students Union on various occasions. In view of the impasse, as well as subsequent events and discussions among the UGC-funded institutions on university governance, the Council considered 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 was 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 was 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 1).
4. The Taskforce held two meetings in March and April 2016 after the nominations of the two student members had been received. The Taskforce had 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 had moved on and what was fit-for-purpose seven years before might no longer be so then. The Taskforce had also reviewed sensitive issues such as the optimal size of the reorganized

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

Council, desirable ratio of external members to internal members, appropriate number of seats for respective categories, and reserved areas of business for students.

5. In the process of discussion, the Taskforce observed that certain members were appointed to serve on the Taskforce representing different constituencies/stakeholders, and the work of the Taskforce might be adversely affected or even disrupted while waiting for by-election or appointment of successor should their statuses change. In this connection, the Taskforce, in its progress report to Council at the April 2016 meeting, obtained approval by Council that members of the Taskforce would serve in their personal capacities, similar to the practice adopted by the Ad Hoc Committee in 2009, unless they ceased to be member of the University, for example, employee or full-time student pursuing an approved course of study of the University. The Council, at the same meeting, also approved the plan of the Taskforce to conduct consultations with different stakeholders of the University on the size and composition of the Council in April/May 2016.

Consultation

6. 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 (First Consultation Document)(Appendix 2)², 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)

7. The Taskforce had also set up a designated email account, council_reorganization@cuhk.edu.hk, in addition to fax and telephone hotlines, to receive comments.
8. 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. The format of each consultation session was more or less the same, and included a brief Powerpoint presentation by the Chairman of the Taskforce who also served 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 consultation sessions to listen to the views expressed.
9. The Taskforce was grateful to have received views/comments from individual stakeholders on the First Consultation Document. A summary of the views/comments expressed at the five consultation sessions is contained in Appendix 3 while other views received through the designated email account, including proposals from The Chinese

² The hyperlink of the First Consultation Document is at http://www.cuhk.edu.hk/council-reorganization/20160414-consultation_document.pdf

University of Hong Kong Staff Association (CUSA) and The Chinese University of Hong Kong Employees General Union (CUEGU) on the reorganized Council are in Appendix 4.

Points considered by the Taskforce

10. The Taskforce had 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 stuck to the principles adopted by the Ad Hoc Committee.
11. The Taskforce had 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 considered that, Recommendation 1 of the six recommendations contained therein, as stipulated below, might 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.”

12. Since the Council should be the authority to 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 therefore decided 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.
13. The Taskforce had also taken into consideration the results of two *Referendums on Institutional Autonomy* respectively conducted by staff unions of the eight UGC-funded institutions and The Chinese University of Hong Kong Students Union (CUSU) Representative Council in March 2016. For staff unions, among the 4,520 votes casted³, those who supported the motion “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 “To increase the ratio of elected members of academic/teaching and

³ There is approximately 24,000 staff employed by UGC-funded institutions as of March 2016. The 4,520 votes casted represent around 18.8% of the population.

administrative/supporting staff, postgraduate and undergraduate students in the Council” amounted to 4,285, representing 95% of the votes casted (Appendix 5a). For CUSU Representative Council, among the 2,877 valid votes⁴ casted, those who supported the first motion amounted to 2,771, representing 96% of the votes casted. Those who supported the second motion amounted to 2,799 out of 2,882 representing 97% of the votes casted (Appendix 5b)⁵.

14. The Taskforce had subsequently held two more meetings in May and July 2016. Having carefully considered all the views obtained and after extensive deliberation, the Taskforce initially concluded that:-

- there is no need to set a cap on the number of Council members, but the current 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), in order to enhance the effectiveness and efficiency of the Council;
- external members should be in the majority over internal members for good governance practice, but no need to be limited 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 LegCo and by the alumni associations, but the number may be further reviewed and not be 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 the number may go beyond 8 as recommended by the Ad Hoc Committee.

15. The rationale in formulating the above is further explained in the ensuing paragraphs.

Size of the Council

16. The Taskforce understands that the Ad Hoc Committee recommended 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 size of the existing Council was considered

⁴ The number of full-time undergraduates enrolled in the University at the time of the referendum is 16,893. The number casted, which was 2,906, met the required number of 2,816, one-sixth of the total.

⁵ Information about the referendum conducted by CUSU is available in this website of the Representative Council of CUSU: <http://council.cusu.hk/wp/election/referendum-result-mar16/>

too large and not conducive to effective detailed discussion⁶. The Taskforce supports the idea that, from the perspective of organization, the reduction in the number of Council members will greatly enhance the efficiency and accountability of the Council. 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.

17. The Taskforce observes that, other than CUHK, all other UGC-funded institutions have undergone reorganization of their Councils. Two among them have more than 30 members, probably due to historical background in their establishment, 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 members could be within the range between 25 and 30.

Ratio for external members over the number of internal members

18. 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 in the strictest sense as it 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 before checking against the impact on the ratio of external/internal members.

External Members

19. The Taskforce carefully studies the recommendations of the Ad Hoc Committee and in general concurs that, with the exception of senior advisors (in place of Life Members pursuant to an earlier decision of the Council), all the existing groups of external members should be retained. The Chairman of the Council and the Treasurer of the University should continue to serve as *ex officio* members, and as recommended by the Ad Hoc Committee, 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.
20. With the change of number of seats for each category as recommended by the Ad Hoc Committee, there should be corresponding statutory amendment stating that the Chairman of the Council will be appointed by the Chancellor on the nomination of the

⁶ Paragraph 12 of the report of the Ad Hoc Committee stipulates that 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 (http://www.cuhk.edu.hk/council-reorganization/FinalReport_English.pdf).

Council, instead of on the nomination of the Council from persons under Statute 11.1(k), (l), (m) and (n)⁷.

21. 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 grow in number and/or size, i.e. with a total of six in this category. The Taskforce also takes note that the Council has already in 2014 reviewed the situation, and reaffirmed that the 4+2 arrangement is appropriate. The Taskforce is well aware of the 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.
22. 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 further reduce the number of seats from four to three, with a view that the size of the Council has been downsized to around 50%. A comparison of the size and composition of the councils of the eight UGC-funded institutions is in Appendix 6.
23. 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. 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. Nevertheless, there are strong opinions which show that LegCo members, who are elected by and accountable to the public may well maintain a check and balance role to the Council. The Taskforce therefore favours the idea of increasing the number to two, instead of having only one seat in this category as previously proposed by the Ad Hoc Committee.

⁷ In accordance with Statute 11 of The Chinese University of Hong Kong Ordinance, the Chairman of the Council shall be appointed by the Chancellor on the nomination of the Council from among members of the Council in the following membership categories: (a) 6 persons nominated by the Chancellor; (b) 3 persons elected by the Members of the Legislative Council, other than Official Members, from among their own number; (c) Not more than 6 other persons, normally resident in Hong Kong, who shall be elected by the Council and (d) 3 members of the Convocation elected by the Convocation.

24. Notwithstanding the recommendations made above in paragraphs 22 and 23, 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 in 2009.
25. The Taskforce has heard different views on the number of alumni seat(s) in the Council and the selection mechanism. The Taskforce has taken note 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-appointed members, after consultation with the College Alumni Associations.
26. 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 one for graduates of undergraduate programmes and one for graduates of postgraduate programmes. Understanding 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 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 membership 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 is considered an improvement as compared with the recommendation of the Ad Hoc Committee which only stated “one of the four members”.

Internal Members

27. The Taskforce unanimously agrees that the challenges faced by the University are very complex and diverse nowadays. The University is not only an institution of higher learning where knowledge is created, disseminated and exchanged but also a community 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.
28. 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 methods of selection, say by rotation or election, and desirably one from among College Heads, and another 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.

29. 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 been 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 proposes adding one more seat for Faculty Deans and the Dean of the Graduate School, to be elected by, and from among, their own members 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 be devised by the Council for one each to be elected from the humanities and the 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.
30. The Taskforce has also carefully reviewed the number of elected staff members and student members in the previous recommendations made by the Ad.Hoc Committee, and concluded it a fitting approach, with a total number of four elected members, one from each 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 having already pursued an approved course of study at the University for a period of not less than 12 months before a student can be appointed as member of the reorganized Council.

Other issues

31. 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, noticed that the Ad Hoc Committee did not explicitly mention about reserved areas of business for student members in its Final Report which 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. The Taskforce therefore recommends that instead of officially stipulating reserved areas of business in the amendment statute, 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.
32. 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 whether the quorum should be revised after the Council is downsized, such as setting a quorum in proportion to the number of Council members (e.g. one third), instead of an absolute number.

Second Consultation Document

33. The Taskforce, based on the aforesaid discussions and considerations, put forward a proposal (2016 proposal) on the Desirable Size and Composition of the Council in the form of a Second Consultation Document (Appendix 7)⁸, incorporating views made by the stakeholders, for dissemination to the University members in early September 2016.
34. In the 2016 proposal, the Taskforce has made the following recommendations:
 - 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 to 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, members appointed by the Chancellor be reduced from 4 to 3 and members elected by the LegCo be increased from 1 to 2, with no change in the number of members appointed by the Council which is 4, among whom at least one must be alumni, and the number of member elected by the Convocation is 1; and
 - internal members should include the Vice-Chancellor, 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.
35. A comparison of the existing and proposed reorganized size and composition of the Council is summarized in Appendix 8.
36. The Taskforce conducted an engagement forum on Saturday afternoon, September 24, 2016 to listen to the views of all stakeholders of the University on the above recommendations before making a final proposal to the Council. To facilitate wider participation of stakeholders and those for various reasons unable to attend the forum in person, live broadcast service was made available. Same as the consultation in April/May 2016, the Taskforce invited written comments through email to a designated account.

⁸ The hyperlink of the Second Consultation Document is at http://www.cuhk.edu.hk/council-reorganization/20160414-consultation_document.pdf

37. The Taskforce received strong diverse views on the 2016 proposal including some hitherto new requests from different stakeholders, such as the abolition of Chief Executive of the HKSAR as *ex officio* Chancellor of the University (which is outside the ambit of the Taskforce), the removal of Chancellor-appointed membership category and insistence that the number of elected staff/student representatives should outnumber that of the appointed members. Other diversified views on the size and seats for each membership category were heard at the engagement forum, including but not limited to the reduction of number of external members to achieve an almost equal representation between external members and internal members; and to increase the number of elected members from among the staff and the students. There were also voices (from some students including the President of CUSU) for status quo and for maintaining the current size of the Council which is around 50. The summary of the views/comments/suggestions expressed at the engagement forum is contained in Appendix 9 while views from two other individuals received through the designated email account are grouped under Appendix 4. The Taskforce believed that more time would be needed to consider the way forward.
38. The Taskforce is aware of the fact that the situation is more complex now than that in 2009, as staff/student unions are bound by the results of two motions in the two *Referendums on Institutional Autonomy* conducted earlier as mentioned in paragraph 13. In particular, the result of the motion “To abolish the powers of the Chief Executive (of the HKSAR) in appointing members to the Council” has in effect left no choice to the Taskforce. There is no way that the Taskforce could move forward unless the staff/student unions rescind the Referendum. The fact is that the Council does not have the power to make, repeal and amend Statutes by special resolution without the consent of the Chancellor, and there is no provision to enable or to authorize the University, including the Council, to do anything to the University Ordinance, unless a Government bill is introduced to change the provision in the University Ordinance. The result of the *Referendum on Institutional Autonomy* could hardly be compromised or materialized and the likelihood of University stakeholders in reaching a consensus on Council reorganization is slim in the current environment.
39. On one hand, the Taskforce appreciates that it may not be appropriate to force through the 2016 proposal, although so far it is the best that the Taskforce can come up with, for Council’s deliberation or approval. On the other hand, the Taskforce is equally uncomfortable to recommend to the Council to maintain the status quo which means that representation from the new Colleges, staff and student members would be barred from participation in Council business. There is no consensus for a final proposal to be put forward to the Council at this stage.

Submission of Work Report

40. With the aforesaid situations and the lengthy legislative process, the Taskforce foresees that Council reorganization is highly unlikely to materialize in the near future. The Chairman of the Taskforce therefore presented the difficulties that the Taskforce was facing at the October 2016 Council meeting. After some further exchange of views, the Council suggested that, while keeping under review any development on the political issues arising from objections to the Chief Executive of the HKSAR being the *ex officio* Chancellor of all the UGC-funded institutions, the Taskforce could prepare a work report on what had been done and its recommendations, together with other views or new requests expressed. Against this background, the Taskforce has decided to submit a work report to the Council, to conclude what has been done so far and the different views expressed,

together with the 2016 proposal, with a view that the Taskforce will remain dormant for the time being.

41. The Taskforce secretary has since then started to draft the work report, but the circulation of the work report has been held back for a while due to taking reference to the progress of the seminar on Chancellorship and the HKU governance report. However, the Taskforce has now decided not to wait further, and the work report will be submitted to the Council at its June 2017 meeting.

Conclusion

42. To conclude, the Taskforce has held six meetings since March 2016, worked closely to review the Final Report of the Ad Hoc Committee, conducted five consultation sessions for different constituent groups of the University in April/May 2016, and an engagement forum for all stakeholders in September 2016, proposed changes to address issues on accountability, the desirability for more internal members, enhancement of Colleges' representation, and a better ratio between internal and external members, provided detailed rationale behind every move, and responded to as many as possible the suggestions related to the size and composition of the Council. The Taskforce has put forward a new proposal (2016 proposal) after listening to valuable views made by the stakeholders.
43. The Taskforce feels the exercise has been a valuable experience for all the University stakeholders to reflect on the best size and composition of the Council that suits the University and is today fit for its purpose, and to give serious thoughts on the role of the Council.
44. The Taskforce notices that one of its terms of reference is to advise the Council whether it is appropriate to invite one (or more) student representatives to attend meetings of the Council as observer(s), and if so under what terms and conditions, before the implementation of the Council reorganization. Although Council reorganization seems unlikely to materialize in the near future, the Taskforce still hopes the Council will consider ways to engage currently excluded stakeholders where appropriate in Council business as it deems fit. *[On the last sentence, Mr. Hung Ho-ming, Horace, our student member in the Taskforce, had a different view and stated that it should read "...the Taskforce still hopes the Council will consider ways to engage all stakeholders where appropriate, including but not limited to students, in Council business as it deems fit."]*

Enc.
June 2017

**Proposed Amendments to the
Statutes of The Chinese University of Hong Kong**

1. We intend to introduce a Members' Bill to the Legislative Council to amend the Statutes of The Chinese University of Hong Kong ("the Statutes") contained in Schedule 1 of The Chinese University of Hong Kong Ordinance (Cap. 1109).
2. On 11 November 2013, the CUHK had submitted a draft Amendment Statute ("Amendment Statute 2013") to the Panel on Education of the Legislative Council for consultation. The purpose of the Amendment Statute 2013 was to provide for the reorganization of the Council of the University pursuant to the recommendations made by the 2009 Ad Hoc Committee on the Reorganization of the Council ("the 2009 Ad Hoc Committee"). The recommendations were approved by the University Council in June 2009. The Chancellor of the University had indicated no in-principle objection to the proposed changes.
3. However, during the Panel meeting, a vast majority of Panel members at that time had expressed their concerns and reservation on various issues (including the eligibility for appointment as student representatives on the reorganized University Council, the "reserved areas of business", the representation of new constituent colleges on the University Council, and the participation of staff members in the University Council). The CUHK was advised by the Deputy Chairman to reconsider their legislative proposal.
4. The draft Amendment Statute was therefore withdrawn. A Taskforce for Reviewing the Size and Composition of the Council was established in 2016 ("the 2016 Taskforce"). In 2017, the Taskforce had submitted their work report for another round of consultation and had since then remained dormant. Hitherto the Statutes concerning the organization of the University Council have remained unchanged, standing still as they were enacted in the early year of 1976.
5. There was a considerable lapse of time since the publication of the "Sutherland Report" by the UGC in 2002. The Sutherland Report recommended that each UGC-funded institution critically examine its governance and management structures to ascertain whether they would be

fit for the purpose of a university in the 21st century. In September 2015, the UGC had published another “Newby Report”, addressing further the issues which universities must consider when determining any changes to their governance structure. The Newby Report had pinpointed the necessity to strike an appropriate balance between university autonomy and public accountability in a publicly-funded university system. “Effective governance supports and sustains autonomy; poor governance undermines it.” In particular, it put strong emphasis on the paramount importance of “risk management”, especially the “reputational risks” as maybe perceived by external stakeholders. Regrettably, the sad events since 2019 happened in this University’s campus had unfortunately borne out the startling truth of the Report’s warning on “reputational risk”.

6. Without doubt, in this fast-changing world, an organization and governance structure reflecting a bygone world of more than 40 years ago cries out for attention and improvement. We as legislators have got ample complaints and adverse comments from external stakeholders concerning the future of this University. It is high time, we believe, that this Council take full responsibility for dealing with the organization and governance issues seriously and move boldly forward.
7. We have studied the 2016 Taskforce Report carefully. In that Report, apart from the key issue concerning the ratio between external members and internal members in the Council, we have found no other significant divergence from the recommendations made by the 2009 Ad Hoc Committee (in particular about the issues raised in the 2013 Panel meeting). On the other hand, taking into consideration of the overwhelming world trend that the governing body of a public institution must have a majority of external members who are independent of the institution to make “governance” talks meaningful, we find the 2009 Ad Hoc Committee proposal and the draft Amendment Statue 2013, reading together with the 2016 Taskforce Report, providing a solid and firm foundation for the reactivation of reorganization efforts with a view to improve the governance of this University, bearing in mind the hard indelible experiences that we have learnt from recent fiasco and events.
8. Our proposed amendments to the Statutes, building upon the foundation of the Amendment Statue 2013, are summarized as follows:

- (i) the size of the Council to be reduced from 55 to 34;
- (ii) the reorganized Council to comprise a majority of external members at ratio of about 2:1 relative to the number of internal members;
- (iii) the number of seats for internal members follows the recommendation of the 2016 Taskforce Report (11 seats);
- (iv) to achieve the 2:1 ratio, the number of seats for external members be fixed at 23, an increase of 5 seats comparing with the 2016 Taskforce proposal (for composition details see **Attachment**);
- (v) the Chairman and the Vice-Chairman of the University Council to be appointed by the Chancellor;
- (vi) the Vice-Chancellor and the Provost to be appointed by resolution of the Council passed by the votes of not less than three quarters of its members for the time; and
- (vii) the Treasurer to be appointed by the Chancellor, and to make sure that persons who hold salaried appointments in the University are not eligible for appointment to the office.

Dated the 12th day of December 2022.

Hon Tommy CHEUNG Yu-yan, GBM, GBS, JP
Hon LAU Kwok-fan, MH, JP
Hon TANG Ka-piu, BBS, JP

Appointment of the CUHK Officers

Title	Statute Provision	2009 Ad Hoc Committee Proposal (Proposed Amendments in the Statutes of The Chinese University of Hong Kong (Amendment) Statute 2013)	2016 Taskforce Consultation Proposal	Proposed Amendments under the Proposed Members' Bill
The Vice-Chancellor	<u>Statute 6:</u> Appointed by the Council after receiving the advice of a committee established by the Council.	(No change)	(No change)	<u>Statute 6 amended:</u> Appointed by resolution of the Council passed by the votes of not less than three quarters of its members for the time being after receiving the advice of a committee established by the Council.
The Provost	<u>Statute 7:</u> Appointed by the Council.	(No change)	(No change)	<u>Statute 7 amended:</u> Appointed by resolution of the Council passed by the votes of not less than three quarters of its members for the time being.
The Treasurer	<u>Statute 8:</u> Appointed by the Council.	(No change)	(No change)	<u>Statute 8 amended:</u> Appointed by the Chancellor.

Appointment of the CUHK Council Chairman and Vice-Chairman

The Chairman	<u>Statute 11(1)(a):</u> Appointed by the Chancellor on the nomination of the Council from persons under subparagraphs (k), (l), (m) and (n).	<u>Statute 11(1)(a) amended:</u> Appointed by the Chancellor on the nomination of the Council.	Same as the 2009 Proposal.	<u>Statute 11(1)(a) amended:</u> Appointed by the Chancellor.
The Vice-Chairman	<u>Statute 11(7):</u> The Council elect from among its members.	(No change)	(No change)	<u>Statute 11(1) and (7) amended:</u> Appointed by the Chancellor.

Composition and Size of the CUHK Council

Category	Existing Composition	2009 Ad Hoc Committee Proposal (Proposed Amendments in the Statutes of The Chinese University of Hong Kong (Amendment) Statute 2013)	2016 Taskforce Consultation Proposal	Proposed Amendments under the Proposed Members' Bill
Internal Members				
Vice-Chancellor	<u>Statute 11(1)(b)</u> : (1 seat)	(No Change) (1 seat)	(No Change) (1 seat)	Same as the 2016 Proposal (1 seat)
Pro-Vice-Chancellor	<u>Statute 11(1)(c)</u> : (Currently 6 seats)	<u>Statute 11(1)(c) amended</u> : The Provost, or in the Provost's absence, a Pro-Vice-Chancellor as determined by the Vice-Chancellor. (1 seat)	<u>Statute 11(1)(c) amended</u> : The Provost and a Pro-Vice-Chancellor as determined by the Vice-Chancellor. (2 seats)	Same as the 2016 Proposal (2 seats)
College Head and Master	<u>Statute 11(1)(f)</u> : The Heads of the original Colleges and of Shaw College (4 seats)	<u>Statute 11(1)(f) amended</u> : 1 person elected by, and from among, the Heads of the original Colleges and of Shaw College and the Masters of the additional Colleges. (1 seat)	<u>Statute 11(1)(f) amended</u> : 2 persons elected by, and from among, the Heads of the original Colleges and of Shaw College and the Masters of the additional Colleges. (2 seats)	Same as the 2016 Proposal (2 seats)
Faculty Dean and Dean of the Graduate School	<u>Statute 11(1)(g)</u> : The Dean of each Faculty and of the Graduate School. (9 seats)	<u>Statute 11(1)(g) amended</u> : 1 person elected by, and from among, the Deans of the Faculties and the Dean of the Graduate School. (1 seat)	<u>Statute 11(1)(g) amended</u> : 2 persons elected by, and from among, the Deans of the Faculties and the Dean of the Graduate School. (2 seats)	Same as the 2016 Proposal (2 seats)

College Fellows	Statute 11(1)(h): In relation to the original Colleges and Shaw College, one Fellow of each College elected by the College's Assembly of Fellows. (4 seats)	(To be repealed)	(To be repealed)	(To be repealed)
Senate Member	Statute 11(1)(i): 3 members elected by the Senate from among the academic members of the Senate. (3 seats)	(To be repealed)	(To be repealed)	(To be repealed)
Academic Staff Member	(Nil)	Statute 11(1)(o) added: 1 person elected by, and from among, full-time employees of the University who are members of the academic staff of the University. (1 seat)	Same as the 2009 Proposal. (1 seat)	Same as the 2016 Proposal (1 seat)
Non-academic Staff Member	(Nil)	Statute 11(1)(p) added: 1 person elected by, and from among, full-time employees of the University who are not members of the academic staff of the University. (1 seat)	Same as the 2009 Proposal. (1 seat)	Same as the 2016 Proposal (1 seat)
Undergraduate Student Member	(Nil)	Statute 11(1)(q) added: the President of the University Students Union, appointed by the Council. (1 seat)	Same as the 2009 Proposal. (1 seat)	Same as the 2016 Proposal (1 seat)

Postgraduate Student Member	(Nil)	<u>Statute 11(1)(r) added:</u> 1 student elected by, and from among, full-time postgraduate students pursuing approved courses of study for a degree of Master or Doctor of the University, or for any other academic award higher than a degree of Bachelor of the University. (1 seat)	Same as the 2009 Proposal. (1 seat)	Same as the 2016 Proposal (1 seat)
	Subtotal: 27 seats	Subtotal: 8 seats	Subtotal: 11 seats	Subtotal: 11 seats
External Members				
Chairman	<u>Statute 11(1)(a):</u> (Subsumed)	<u>Statute 11(1)(a) amended:</u> (1 seat)	Same as the 2009 Proposal (1 seat)	<u>Statute 11(1)(a) amended:</u> (1 seat)
Vice-Chairman	<u>Statute 11(7):</u> (Subsumed)	(No Change) (Subsumed)	(No Change) (Subsumed)	<u>Statute 11(1)(ab) added:</u> (1 seat)
Treasurer	<u>Statute 11(1)(d):</u> (1 seat)	(No Change) (1 seat)	(No Change) (1 seat)	<u>Statute 11(1)(d) amended:</u> (1 seat)
Life Member	<u>Statute 11(1)(da):</u> Life members appointed by the Council. (Currently 1 seat)	(To be repealed)	(To be repealed)	(To be repealed)
College Board of Trustees and Committee of Overseers	<u>Statute 11(1)(e):</u> In relation to the original Colleges and Shaw College, 2 members elected by the Board of Trustees of each College from among its own members. (8 seats)	<u>Statute 11(1)(e) amended:</u> 5 persons appointed by the Council on the nomination of the Boards of Trustees of the original Colleges and of Shaw College and the Committees of Overseers of the additional Colleges from among their own members, subject to the following— (i) the Boards of Trustees of the original Colleges and of	<u>Statute 11(1)(e) amended:</u> 6 persons appointed by the Council on the nomination of the Boards of Trustees of the original Colleges and of Shaw College and the Committees of Overseers of the additional Colleges from among their own members, subject to the following— (i) the Boards of Trustees of the original Colleges and of	Same as the 2016 Proposal (6 seat)

		Shaw College are to each nominate 1 person; and (ii) the Committees of Overseers of the additional Colleges are to jointly nominate 1 person. (5 seats)	Shaw College are to each nominate 1 person; and (ii) the Committees of Overseers of the additional Colleges are to jointly nominate 2 person. (6 seats)	
Chancellor-appointed Member	<u>Statute 11(1)(k)</u> : 6 persons nominated by the Chancellor. (6 seats)	<u>Statute 11(1)(k) amended</u> : 4 persons appointed by the Chancellor. (4 seats)	<u>Statute 11(1)(k) amended</u> : 3 persons appointed by the Chancellor. (3 seats)	<u>Statute 11(1)(k) amended</u> : 6 persons appointed by the Chancellor. (6 seats)
Legislative Council Members	<u>Statute 11(1)(l)</u> : 3 persons elected by the Members of the Legislative Council, other than Official Members, from among their own number. (3 seats)	<u>Statute 11(1)(l) amended</u> : 1 person elected by, and from among, the Members of the Legislative Council. (1 seat)	<u>Statute 11(1)(l) amended</u> : 2 persons elected by, and from among, the Members of the Legislative Council. (2 seats)	<u>Statute 11(1)(l) amended</u> : 3 persons elected by, and from among, the Members of the Legislative Council. (3 seats)
Council-elected Member	<u>Statute 11(1)(m)</u> : Not more than 6 other persons, normally resident in Hong Kong to be elected by the Council. (6 seats)	<u>Statute 11(1)(m) amended</u> : not more than 4 persons (other than the persons referred to in subparagraph (a), (b), (c), (d), (e), (f), (g), (k) or (l)), normally resident in Hong Kong, appointed by the Council, and at least one of those persons is a graduate of the University. (4 seats)	Same as the 2009 Proposal (4 seats)	Same as the 2016 Proposal (4 seats)
Convocation-elected Member	<u>Statute 11(1)(n)</u> : Such number of members of the Convocation not exceeding 3, to be elected by the Convocation. (3 seats)	<u>Statute 11(1)(n) amended</u> : 1 member of the Convocation elected by the Convocation. (1 seat)	Same as the 2009 Proposal (1 seat)	Same as the 2016 Proposal (1 seat)
	Subtotal: 28 seats	Subtotal: 17 seats	Subtotal: 18 seats	Subtotal: 23 seats

Summing Up

	(1) Council Size: 55 seats (2) Internal Members: 27 seats (3) External Members: 28 seats (4) Ratio between Internal and External Members: 17:28	(1) Council Size: 25 seats (2) Internal Members: 8 seats (3) External Members: 17 seats (4) Ratio between Internal and External Members: 8:17	(1) Council Size: 29 seats (2) Internal Members: 11 seats (3) External Members: 18 seats (4) Ratio between Internal and External Members: 11:18	(1) Council Size: 34 seats (2) Internal Members: 11 seats (3) External Members: 23 seats (4) Ratio between Internal and External Members: 11:23
--	---	---	---	---

The Chinese University of Hong Kong
Comparison of the Existing and Reorganized Council (with reference to the 2016 Taskforce proposal and
the Members' Bill at the Legislative Council in 2022)

Composition	Current Seats	Proposed Seats in 2016	Proposed Seats by the Legislative Council Members	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
Vice-Chairman	1 [!]	---	1	appointed by the Chancellor
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)	6	one nominated by each Board of Trustees (BoT) of CC, NA, UC and SC; and two 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	6	appointed by the Chancellor
Member	3	2	3	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 of these four members will be appointed from CUHK alumni)
Sub-total of External Members:	27 ^{^!#}	18 [#]	23 [#]	
Internal Members				
Member	1	1	1	Vice-Chancellor as <i>ex officio</i> member
Member	6 [@]	2	2	Provost as <i>ex officio</i> member One Pro-Vice-Chancellor
Member	4 (1 each from CC, NA, UC and SC)	2	2	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	2	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:	27	11	11	
Total number of Council Members:	54^{^!}	29	34	

[^] 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 Vice-Chairman shall be elected from among Council Members under Statute 11.7 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 6 current seats comprise the Provost and the 5 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; and
 - (2) Unless otherwise specified, all current Council members will serve a term of 3 years and may be re-elected or re-appointed;

January 17, 2023