

香港中文大學

大學校董會重組專責委員會

有關大學校董會重組後適宜的成員組織的諮詢文件

1. 大學校董會於二〇〇九年一月二十日舉行的二〇〇九年度第一次會議通過成立大學校董會重組專責委員會，成員包括選自大學校董會現有的不同成員組別的校董。專責委員會的成員組織及職權範圍見附件一。
 2. 專責委員會於二〇〇九年二月九日舉行第一次會議。專責委員會成員參考：
 - (a) 大學教育資助委員會宋達能報告書及香港特別行政區政府審計署有關大學校董會成員人數及組織的建議(附件二);及
 - (b) 大學校董會於二〇〇五年決定將大學校董會的規模縮小至約 25 人，大學校董會的成員組織須以校外(非教職員)成員佔多數，與校內成員的比例應為 2：1 或 3：1。
- 專責委員會成員並閱悉：
- (c) 校外專家小組就大學校董會重組後適宜的成員組織所提交的意見載於附件三(只有英文本)。該校外專家小組於二〇〇六年應邀向大學管治專責小組提供意見，讓中大借鏡世界主要大學的優良範例，並參考國際上優秀大學領袖的經驗和意見；及
 - (d) 獲大學教育資助委員會資助的院校的校董會人數及成員組織(附件四)。
3. 專責委員會決定就有關大學校董會重組及縮小其規模至約 25 人後適宜的成員組織向大學不同的成員組別諮取意見(包括書院校董、立法會議員選任大學校董、教職員、學生及校友)。
 4. 儘管大學之前曾就管治檢討提出若干建議，專責委員會成員將保持開放態度來聆聽所諮取的意見。

5. 專責委員會秘書將協助專責委員會各成員於二〇〇九年三月內向大學不同成員組別諮取意見。
6. 專責委員會須盡快提交建議予大學管治專責小組。
7. 如有詢問，請聯絡大學校董會重組專責委員會秘書梁少光先生或大學秘書處黃陳慰冰女士（電話：2696 1810、電郵：council_reorganization@cuhk.edu.hk 或傳真：2603 5503）。

二〇〇九年三月三日

註：有關大學校董會的條例和規程請參閱香港中文大學條例
http://www.cuhk.edu.hk/v6/b5/cuhk/ordinance/images/ordinance_c.pdf。

香港中文大學
大學校董會重組專責委員會

成員組織

主席

周松崗爵士

成員

楊綱凱教授（副校長）
郭志樑先生（書院校董）
馮國培教授（書院院長）
霍泰輝教授（學院院長）
張雙慶教授（書院院務委員）
李沛良教授（教務會選任）
利乾先生（監督指定）
李明達先生（監督指定）
張宇人議員（立法會議員選任）
劉世鏞先生（校友評議會選任）

秘書

梁少光先生

職權範圍

參照宋達能報告書及審計署建議，並依據大學校董會、大學校董會屬下的大學管治專責小組及校外專家小組之前就有關事宜作出的決定和建議，尤其是有關縮減大學校董會成員人數至約 25 名的決定，就大學校董會重組後適宜的成員組織及委員會架構，大學校董會與其執行委員會的關係，以及應否成立 Court（暫譯發展諮詢委員會）作為諮詢組織等事宜，向大學管治專責小組提交建議。大學校董會重組專責委員會可就有關任務聽取大學成員的意見。

香港中文大學

大學校董會重組專責委員會

宋達能報告書及審計署的有關建議

前言

1. 大學教育資助委員會(教資會)在二〇〇二年三月發表了名為《香港高等教育》的報告書(宋達能報告書)，為香港高等教育制訂未來的發展藍圖。宋達能報告書第三章主要討論各大專院校必須審慎檢討其管治及管理架構，以確定其管治及管理模式能否切合一所廿一世紀的大學所需。根據這個主題，宋達能報告書第三章(建議六)建議：

各大學的管治組織對大學的管治和管理架構進行檢討，以確定有關架構是否切合所需；該檢討工作必須包括對有關法例的檢討以及在適當情況下提出修訂建議。

宋達能報告書建議的良好管治原則和模式

2. 宋達能報告書強調：

管治組織成員必須明白管治與管理的分別。管治是其主要職責，管理則是校長及其管理班子的職責。所以，高級領導人員應由校長任命。至於學院院長和其他負責學系財政的人士，按照國際上的做法，應按照特定的委任程序任命，而不是以選舉方式選出，而其問責和管理流程最終應歸屬個人而非委員會；換言之，責任應屬於個人而非委員會。

3. 宋達能報告書認為大學管治架構中的諮詢管治、行政管治及管理之間必須有一個清楚明確的界定。貫徹這個建議，宋達能報告書認為大學校董會須具備以下的角色及職能，才可稱為「一個恰當的大學管治模式」：

- 釐訂大學的辦學使命和核心價值；
- 確定可反映核心價值的策略性方向，從而履行辦學使命；
- 協助院校落實其組織哲學和架構；
- 協助管理層執行策略；
- 與管理層議定合適的資源分配政策；
- 監督高層職位的任命和表現；
- 確保領導層的連貫性；
- 與校長議定授權層次；

- 就表現、質素保證和善用款項等事宜，向有關人士或機構作出匯報；
 - 確保院校具有恰當和透明度高的問責流程；及
 - 確保以上各項顧及院校的核心價值、自主和國際聲譽。
4. 最後，宋達能報告書建議大學教育資助委員會定期審核本港的大學的管治及管理。
 5. 宋達能報告書的建議已為香港特別行政區政府接納，由政府提交的《立法會參考資料摘要》指出：

我們贊成教資會的建議，認為大學校董會應參考檢討報告列出的原則和國際典範，自行檢討校內的管治架構，以確保其架構「切合所需」。

6. 宋達能報告書沒有特別要求本港的大學縮減其大學校董會的規模，然而報告書中提出海外大學的一項良好管治模式為「逐漸趨向於將管治單位的架構縮小，專責處理較重要的決策工作」。例如：英國的《迪林報告書》(Dearing Report) 建議大學校董會最合適的成員人數為 25 名。審計署署長在二〇〇二至〇三年間對本港的大學進行了一項衡工量值式的審計。審查範圍包括院校的管治方式、策略規劃、財務匯報及表現匯報等。該份報告是審核院校是否符合宋達能報告書所建議的良好管治原則及模式。審計署署長在其草擬的審計報告（二〇〇三年一月）及最後的審計報告（二〇〇三年三月）中提出以下幾項有關香港中文大學管治架構的問題：
 - a) 香港中文大學校董會的成員人數共 56 名（在二〇〇二年十二月則為 58 名），人數過多。
 - b) 如終身校董不能出席大學校董會會議，中大須嚴謹地研究日後應否再委任新的終身校董。
 - c) 由於校外成員的出席率偏低，校外成員在校董會會議上並非佔多數。
 - d) 中大須設立向大學校董會負責的審核委員會。
 - e) 中大須減少其教務會成員人數（現有 141 名成員/166 個席位）。
 - f) 中大須定期（例如每五年）檢討大學管治組織的工作成效。

THE CHINESE UNIVERSITY OF HONG KONG

Ad Hoc Committee on the Reorganization of the Council

Panel of External Experts' Advice on the Composition of the Council and the Court (July 2006)

The Composition of the University Council

1. Council is the senior deliberative and decision-making body of the University. We agree with the Task Force that at present it is too large for effective detailed discussion and that its size may have the effect of diluting the sense of individual responsibility among the members. We agree that its size should be reduced.
2. It is widely accepted in the university world that a university council should comprise people who through their wisdom and experience can offer the university the best guidance and support. Members are drawn both from within the university and from outside and it is usual for the latter to be the majority. **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, trades 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.
3. We believe that, in general, two three-year terms offer insufficient time for external Council members to become familiar with the workings of an academic institution and to make a useful contribution to its strategic thinking. While strongly supporting the discontinuation of the class of life members (noting that the Council has ceased to appoint new life members since 27 August 2003), we **recommend** that provision should be made for those who can make a useful contribution to serve on the Council for up to twelve years.
4. We believe that in the case of a publicly-funded university it is appropriate that the public interest should be protected through some appointments to Council being made by the Chancellor who is the Chief Executive of the Hong Kong Special Administrative Region, and by the Legislative Council (LegCo). Since universities need a substantial amount of autonomy, we further believe that Council itself is well placed to appoint most other external members insofar as it is able to judge the range of expertise that will be required in coming years.
5. We met with groups of alumni and from one received a written submission. They asked that in spite of the proposed reduction in Council size their present representation should not be reduced, but rather should be increased. CUHK is indeed fortunate to have a cadre of such dedicated and enthusiastic alumni who are keen to help their alma mater. However, for the reasons given earlier we were not persuaded to support their proposal but we do **recommend** that Convocation should continue to elect one member to the Council.

6. We accept that alumni of the University may have a special contribution to make in some areas of Council business but note that in recent years Council has always had, and not by chance, a number of alumni among its members appointed through other routes.¹ We believe that this is likely to continue and that Council and other nominating bodies will continue to have this in mind when proposing new members. However, we **recommend** that consideration be given to establishing a new Council committee for **Alumni Affairs and Development**. It should contain a number of alumni who need not be members of Council.
7. In addition to our face to face meeting with student representatives, we received from them an extremely useful written submission. Although we cannot support their request that they should as of right be represented on Council, we have some sympathy with their concern that at present they have little opportunity at an early stage to express views on university plans that affect their interests. They felt that plans were revealed to them only when it was too late to make any meaningful contribution. We believe that these concerns can be best met by appointing student members to those committees of Council that are directly relevant to their concerns. It may be appropriate normally to have both an undergraduate and a post-graduate student as members of such committees. These could be appointed by the Vice-Chancellor from a list of names offered to him or her by student representatives. As with other members of Council committees these students would serve as individuals in their own right with the same obligations of confidentiality.
8. In line with the reduction in external members of Council we propose a reduction in the number of internal members. Although we propose that only one College Head should be a member of the new Council, we are mindful of the importance of the Colleges both in the history of CUHK and in the day to day running of the University. We therefore **recommend** the establishment of a **Colleges' Committee**, comprising the Heads (or principal executive officers) of all the Colleges, the Chairman of which would *ex officio* be a member of Council. The business of the Colleges' Committee would be to consider and to advise Council on all matters relating to the Colleges.
9. We are aware that thought is being given to a reorganisation of duties among the senior management and that the number of Pro-Vice-Chancellors may change. We believe that the senior academic management of the University should be represented only by the Vice-Chancellor and his or her deputy. Others will, however, undoubtedly be needed to be in attendance some of the time.
10. We believe that it is likely that the University will continue to need at least the same number of Deans as at present. In a reduced Council they clearly could not all be members. We believe that under the circumstances it will be sufficient for one of them to have formal membership of Council. As with other senior officers, there will be occasions when it will be necessary for others to be in attendance.
11. In a more general way we **recommend** that the constituent bodies of the University should make wider use of their ability occasionally to invite parties with particular interests or knowledge to be in attendance at meetings, or to be present for the discussion of particular items.

¹ Currently, 23 of the 57 members of the Council are alumni of The Chinese University of Hong Kong.

12. Additionally we **recommend** the establishment of two new committees. We believe that other university Councils find it useful to have a **Nominations Committee** and that it would increase transparency and accountability to formalise the present informal arrangements at CUHK by establishing such a Committee. The main business of the Committee would be the nomination of new members of Council. For similar reasons of accountability we believe that Council should have a **Remuneration Committee** to fix the salary and assess the performance of the Vice-Chancellor and other very senior staff for whom there is salary discretion to be exercised. This Committee would comprise only external members of Council but would have the Vice-Chancellor in attendance for discussion of matters relating to other staff.
13. We are conscious that while proposing new Council Committees we should also consider whether all the existing committees are needed. We believe that there may be scope for some simplification of Council work and **recommend** that Council should review its existing system of committees and consider whether all of them need to be Committees *of Council*. We did not have time to examine these in any detail but suspect that although they fulfil useful functions not all might need to report to Council directly and could report elsewhere.
14. Most importantly we suspect that the new Council, reduced in size, does not necessarily need to have an Executive Committee. If in practice this leads to operational difficulties the situation could be reviewed in two or three years' time. The new Council does, however, at an early meeting need to establish emergency procedures that may be followed by the Vice-Chancellor or Chairman if a need arises for an urgent decision and there is not time to call a meeting of Council.

The Court

15. We agree 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.
16. 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.
17. 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.

香港中文大學
大學校董會重組專責委員會
中大校董會成員組織

現有成員組織		校外專家小組的建議	
主席	1	主席	1
司庫	1	司庫	1
書院校董	8	書院校董/院監會成員	4
監督指定	6	監督指定	不超過 4 名
大學校董會選任	6	大學校董會選任	4 至 7 名
立法會議員選任	3	立法會議員選任	1
校友評議會選任	3	校友評議會選任	1
終身校董	4*		
校長	1	校長	1
副校長	5	常務副校長	1
書院院長	4	書院院長	1
學院院長及研究院院長	9	學院院長及研究院院長	1
書院院務委員	4		
教務會成員	3		
總數：	58		16-23

* 大學校董會已於二〇〇三年起不再委任新的終身校董。

二〇〇九年三月三日

香港中文大學
大學校董會重組專責委員會
獲大學教育資助委員會資助的院校的校董會人數及成員組織 (中大除外)

香港大學*	香港科技大學 (由二〇〇九年九月起)	香港城市大學	香港浸會大學	香港教育學院	香港理工大學	嶺南大學
校監委任(不屬大學學生或僱員)	7 監督委任(非大學僱員亦非大學學生)	≤17 行政長官委任(非大學學生亦非大學僱員)的成員	≤15 香港浸信會聯會提名行政長官委任	3 行政長官委任(既非公職人員亦非學院僱員)	≤14 行政長官委任(不多於 2 名為公職人員)	20 行政長官委任而委任書指明是諮議會當然成員的成員
司庫	1 評議會主席	1 評議會主席	8 行政長官委任	1-3 行政長官委任的公職人員	1 校友會成員(非大學僱員)	8 行政長官委任
校務委員會委任(不屬大學學生或僱員)	6		7 行政長官委任(其中不少於 4 名具有香港工商業經驗)			7 嶺南教育機構有限公司提名行政長官委任
校董會選任(不屬大學學生或僱員)	2					
校長	1 校長	1 校長	1 校長	1 校長	1 校長	1 校長
全職教師	4 首席副校長	1 常務副校長	3 副校長	3 副校長	1 常務副校長	1 副校長
全職僱員(不屬教師)	1 副校長	1 教務會教務成員	7 學院院長	1-3 教務委員會成員	2 學院院長	3 教職員
全日制本科生	1 學院院長/ 本科生教務長	2 教職員	2 教務議會成員	3 全職教務及行政人員	3 教職員(其中 1 名從教務委員會中選出)	2 教務會成員
全日制研究生	1 教務委員會教務成員	≤2 學生會會長	1 教職員	2 全日制學生	1 全日制學生	1 學生會會長
	1 全職僱員	1 研究生	1 學生會會長			
	1 全日制課程學生	1				
	24	≤27	34	≤28	29	33

*香港大學 Council 的中文名稱為校務委員會，校董會為 Court 的中文名稱
二〇〇九年三月三日