



Library Board

Terms of Reference

Date: February 10, 2026

Adopted: March 10, 2026

1. Mandate

The Middlesex County Library Board (the “Board”) was established by Middlesex County By-law #2904. The mandate of the Board is to ensure that the vision, values and mission of the Middlesex County Library reflect the needs of the communities it serves.

The Board is responsible for setting a strategic framework within which it can manage the provision of comprehensive and efficient public library services in accordance with the *Public Libraries Act, 1990*.

2. Membership

The Board shall be composed of five to seven (5-7) members appointed by the County Council. County Council shall not appoint more of its own members to the Board than the number that is a bare majority of the board.

The Warden shall be among the members of County Council appointed to the Board.

A person is qualified to be appointed as a member of the Board who is a member of the appointing Council or a person who;

- Is at least eighteen (18) years old;
- is a Canadian citizen or a permanent resident of Canada within the meaning of the Immigration and Refugee Protection Act;
- is a resident of Middlesex County; and
- is not employed by the County of Middlesex.

3. Skills & Experience

To be appointed to the Board, a member shall demonstrate:

- Commitment to equitable access, diversity and inclusiveness;
- Ability to seek and listen to input from all interest holders and approach people and problems with an open mind;
- Ability to actively participate in discussion and deliberation and to attain positive outcomes;
- Leadership experience;
- Time and energy to devote to the work of the Board;
- Belief that the public library provides a unique and essential service to the residents of Middlesex County;
- Aptitude for long and short-range planning;
- Experience or interest in community development and engagement;
- Commitment to Intellectual Freedom.

4. Term

A Library Board member shall hold office for a term concurrent with the term of the appointing Council, or until a successor is appointed and may be reappointed for one or more further terms.

5. Disqualification

A Board member may be disqualified if said member:

- is convicted of an indictable offence;
- becomes incapacitated;
- is absent from the meetings of the Board for three consecutive months without being authorized by a board resolution;
- ceases to be qualified for membership under section 2 of these Terms of Reference; or
- otherwise forfeits their seat.

6. Resignation

Members of the Board who must resign before the end of their term of appointment on the Board shall inform both the Board Chair and the Secretary in writing, specifying the date of their resignation.

7. Vacancies

Where a seat becomes vacant, the remaining members shall forthwith declare the seat vacant and notify County Council.

When a vacancy arises, County Council shall promptly appoint a person to fill the vacancy and to hold office for the unexpired term, except where the unexpired term is less than 45 days.

8. Meetings

The Board will meet a minimum of seven (7) times per year in accordance with the meeting schedule adopted by the Board.

Special meetings of the Board may be required. Said meetings may be called by the Board Chair or any two members of the Board, with information on the specific purpose of the meeting and reasonable notice given to members in writing.

9. Rules of Procedure

The Board shall follow the County's Rules of Procedure By-law #7264, as amended, except that this section shall prevail to the extent of any conflict.

- The first meeting of a new term shall be called by the Chief Executive Officer upon receipt of confirmation of appointments by the County Clerk.
- At the first meeting the Chief Executive Officer shall oversee the election of the Chair, Secretary and Treasurer.
- The Chair may vote with the other members of the Board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative.
- Board meetings shall be open to the public. A meeting may be closed to the public pursuant to section 16.1 of the *Public Libraries Act, 1990*, if the subject matter being considered is:
 - The security of the property of the Board;
 - Personal matters about an identifiable individual;
 - A proposed or pending acquisition or disposition of land by the Board;
 - Labour relations or employee negotiations;
 - Litigation or potential litigation, including matters before administrative tribunals, affecting the board;
 - Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - A matter in respect of which a Board or committee of a Board may hold a closed meeting under the Act.
- A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*.

10. Officers of the Board

The officers of the Board shall be the Chair, the Chief Executive Officer, the Secretary, and the Treasurer.

Chair

The Chair shall:

- preside at the meetings of the Board;
- conduct Board meetings in accordance with these Terms of Reference, the County's Rules of Procedure and the *Public Libraries Act, 1990*;

- in the event that a decision must be made without specific authority of the Board, inform the Board of the decision and the reason(s) necessitating it at the next regular Board meeting;
- represent the Board at public or private meetings for the purpose of conducting, promoting, or completing the business of the Board;
- advise the CEO if, for any reason, the Chair is temporarily unable to perform these functions.

In the absence of the Chair, the board may appoint one of its members as acting chair.

Chief Executive Officer

The Board shall appoint a Chief Executive Officer who shall have general supervision over and direction of the operations of the library and its staff, shall attend all board meetings and shall have the other powers and duties that the board assigns to him or her from time to time.

As an officer of the board, the CEO:

- does not vote on Board business;
- identifies community needs and concerns;
- identifies, supports, and facilitates strategic planning and future direction of the library;
- supports and facilitates planning and delivery of services;
- recommends policies;
- provides general supervision over the direction of the operations of the library and its staff.

Secretary

The Board shall appoint a Secretary who shall conduct the Board's official correspondence and keep minutes of every meeting of the board.

Treasurer

The Board shall appoint a Treasurer who shall,

- receive and account for all the Board's money;
- open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board;
- deposit all money received on the Board's behalf to the credit of that account or accounts; and
- disburse the money as the Board directs.

11. General Responsibilities

The Board shall establish policies to direct the operations of the Middlesex County Library, in accordance with its mandate as defined herein and the *Public Libraries Act, 1990*.

It is the fiduciary responsibility of the Board to act honestly, in good faith and in the best interests of the Middlesex County Library.

Board Members shall comply with the County's Code of Conduct, the *Municipal Conflict of Interest Act*, the *Municipal Freedom of Information and Protection of Privacy Act* and all other applicable County by-laws and policies.

12. Specific Responsibilities

The Board shall:

- Develop, approve, and monitor all short and long range plans of the library including strategies for implementation;
- Endorse service priorities and advocate for appropriate funding to achieve service priorities;
- Advocate to gain support and approval for library services in the community; and
- Recommend a draft budget to the Middlesex County Budget Committee, for final consideration and approval by Middlesex County Council.

13. Authority, Decision-Making and Reporting Relationship

The Library Board is a local board as defined in section 1 of the *Municipal Act, 2001* and derives authority from the *Public Libraries Act, 1990*.

The Board shall submit an annual report to County Council on the activities of the Board during the past calendar year.

Minutes of Board meetings shall be placed as an information item on the agenda for the next regular meeting of County Council.

Recommendations of the Library Board to Council or a Committee of Council shall be forwarded in a written report for consideration.

14. Confidentiality

Members of the Board may be permitted to access confidential information. All Board members are required to hold in strict confidence all confidential information concerning matters dealt with by the Board.

15. Compensation

Members of the Library Board shall be compensated for attendance at meetings in accordance with the applicable County Policies.