



**ASC Administrative
Policy and Procedure**

ASC Subcommittee and Subordinate Group Operations

(ASC05)

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Subcommittees and Other Subordinate Groups

1 Introduction

The Accredited Standards Committee (ASC) Steering Committee (Steering) is responsible for this policy and associated procedures. X12 members agree to adhere to X12's policies and procedures as a condition of membership. Non-member participants afforded specific collaboration privileges agree to adhere to X12's policies and procedures as a condition of those privileges. Any party may submit a revision suggestion via X12's online [Feedback form](#).

2 Authority

X12 maintains corporate rules which define overall corporate policies and procedures. X12 committees are required to establish a committee operating manual and are generally permitted to establish other committee-level rules that apply only to that committee. In some cases, corporate policy is intended to stand-alone and lower-level rules are prohibited. A committee's subordinate groups may be required or permitted to establish group-specific rules that supplement the committee rules except when lower-level rules are prohibited. Supplemental rules must provide more detail or be more restrictive than the higher-level governance. Supplemental rules are not permitted to duplicate, contradict, countermand, supersede, or overrule any higher-level rules. No accommodation is intended or provided to permit a committee or subordinate rule to override a higher-level rule with a more permissive requirement. In the case of any inconsistency between the corporate, committee, and subordinate group rules, the higher-level governance always prevails.

X12's primary organizational policies are established in the X12 Bylaws (CAP01) and supplemented by other corporate governance. The ASC's primary committee-specific rules are established in the ASC Operating Manual (ASC01). The committee-specific rules established herein supplement that corporate and committee governance. Unless otherwise specified herein, these rules stand alone and cannot be supplemented with additional rules. Any permitted supplemental governance must be reviewed by the P&P task group and posted on X12's publicly accessible policy and procedure web page.

3 Background

This document defines ASC policies and procedures related to the establishment, ongoing operations, deactivation, and termination of its subcommittees and other subordinate groups, including task groups and work groups.

From an overall perspective, committees are subordinate to the X12 Board and subcommittees are subordinate to committees; however, within **ASC05** the term "subordinate group" explicitly refers to task groups operating under Steering, task groups

operating under a subcommittee, and work groups operating under a subcommittee. The general term “subordinate group” and the explicit terms “task group” and “work group” herein are synonymous and interchangeable.

Within **ASC05** the terms “committee”, “subcommittee”, “task group”, “work group”, and “subordinate group” refer specifically to ASC groups and the terms “establishing group” and “parent group” are synonymous and interchangeable.

4 Maintaining Constitutions and Charters

Per the **ASC Operating Manual (ASC01)**, subcommittees are required to maintain a constitution, task groups are required or permitted to maintain a charter at the discretion of the establishing subcommittee, and work groups are not permitted to maintain a separate charter. Steering has delegated the Policies & Procedures (P&P) Task Group with responsibility for reviewing each constitution and charter proposed by an ASC subcommittee or task group.

The same process governs the establishment of a group’s initial constitution or charter and any subsequent revisions. P&P evaluates draft constitutions and charters for adherence to organization policies and procedures, required content, grammar, readability, and format, providing feedback to the authoring group on any required or recommended revisions. The authoring group must resolve any issues identified in the P&P feedback before the document moves forward to the Steering for approval. If the groups cannot come to agreement, P&P may seek an opinion from the Governance Panel and must present the issue(s) to Steering to obtain direction on how to proceed.

At the end of the review and feedback process, if P&P is satisfied with the draft, P&P formally recommends that Steering approve the proposed version. Otherwise, P&P formally recommends that Steering disapprove the proposed version. Steering acts on proposed constitutions and charters, and revisions thereof, based on compliance with organizational policies and procedures, and P&P’s recommendation.

4.1 Process for Revisions Proposed by a Group

The following process applies when a subcommittee or task group has drafted an initial constitution or charter or subsequent revisions to its constitution or charter and approved the draft to move forward for P&P review. If the authoring group is a subcommittee subordinate group, the establishing subcommittee or the establishing subcommittee’s management task group must also approve the draft to move forward for P&P review.

1. The authoring group’s chair completes the online [P&P Review Request](#) form, attaching a draft version, preferably with mark-up noting the proposed revisions.

2. Staff vets the information submitted for completeness, contacting the authoring group's chair if necessary. After vetting, staff posts the draft and associated information in P&P's iMeet workspace.
3. The P&P chair coordinates a P&P review to ensure the proposed version complies with applicable corporate and committee policies and procedures, uses current formatting templates, formatting styles, and standard content, contains proper grammar, and is clear and readable.
4. If P&P does not identify any issues or necessary revisions, P&P votes to move the proposed version to Steering with an approval recommendation. The P&P chair reports the action to the authoring group's chair, and the establishing group's chair when applicable. Skip to #9 below.
5. If P&P identifies issues, necessary revisions, or suggested improvements, the P&P chair contacts the authoring group's chair to explain the P&P feedback and the authoring group's next steps.
6. The authoring group revises the draft based on the P&P feedback. If the authoring group disagrees with any of P&P's feedback, the P&P and authoring group chairs work together to resolve the issue(s).
7. If the authoring group is a subcommittee's subordinate group and the authoring group and P&P chairs cannot come to an agreement, the P&P chair notifies the establishing group's chair of the situation and works with the establishing group's chair to resolve the issue(s).
8. If the establishing group's chair and P&P chair cannot come to an agreement, the P&P chair seeks an opinion from the Governance Panel, seeks Steering's direction on how to proceed, or acts to move the document to Steering with a disapproval recommendation.
9. The Steering chair schedules a vote on the matter.
 - a. If approved, the staff posts the approved version on the X12 website.
 - b. If disapproved, the Steering minutes note the issue(s) and the Steering chair reassigns the draft to P&P for further action. Revert to #5 above.

4.2 Process for Policy-Related Revisions

The following process applies when a constitution or charter must be revised to align with a new, clarified, or revised corporate or committee policy or procedure. In such cases, the ASC chair assigns P&P a task to bring one or more constitutions or charters into compliance with the new, clarified, or revised governance.

1. The P&P chair drafts, or requests staff draft, the necessary revisions and posts the draft and associated information in P&P's iMeet workspace.
2. The P&P chair coordinates a P&P review to ensure the proposed version complies with new, clarified, or revised corporate or committee policy or procedure, uses current formatting templates, formatting styles, and standard content, contains proper grammar, and is clear and readable.

3. Once P&P reaches consensus on the proposed revisions, it votes to move the proposed version to Steering with an approval recommendation. When applicable, the P&P chair notifies the establishing subcommittee's chair of the P&P revisions and recommendation to Steering.
4. The Steering chair schedules a vote on the matter.
 - a. If approved, the staff posts the approved version on the X12 website.
 - b. If disapproved, the Steering minutes note the issue(s) and the Steering chair reassigns the draft to P&P for further action. Revert to #1 above.

5 Maintaining Purpose and Scope Statements

From time to time a subcommittee or subordinate group's purpose and scope (P&S) statement may require revisions. This section defines how such revisions are handled.

5.1 Revising a Subcommittee P&S Statement

A revision to a subcommittee purpose and scope statement may be proposed by the subcommittee itself, Steering, or staff. Revisions proposed by staff are limited to factual corrections to names or identification, consistency items, formatting, and other presentation-style matters.

Upon receipt of such a proposal, Steering considers the proposed revision(s). If the proposed revision(s) originated from Steering or staff, Steering may request subcommittee input on the revisions before voting on the matter. Steering may also solicit a recommendation from P&P. Following consideration of the proposed revision(s) and any input, Steering votes to either deny the proposed revision(s) or approve an ASC committee ballot on the matter. An ASC committee ballot related to revising a purpose and scope statement is conducted by electronic vote via the corporate voting tool.

If approved, the balloted purpose and scope becomes the official and authoritative purpose and scope statement for the subcommittee and staff posts the new version on the X12 website.

5.2 Revising a Subordinate Group P&S Statement

A revision to a subordinate group purpose and scope statement may be proposed by the subordinate group itself, the establishing subcommittee, Steering, or staff.

Upon receipt of such a proposal, the establishing group (a subcommittee or Steering) considers the proposed revision(s). At the chair's discretion, the establishing group may solicit a recommendation from P&P regarding the proposed revision(s). Following consideration of the proposed revision(s) the establishing group votes to either deny the proposal or approve it.

If approved, the proposed purpose and scope becomes the official and authoritative purpose and scope statement for the subordinate group and staff posts the new version on the X12 website.

6 Subcommittee & Subordinate Group Officers

All ASC subcommittee officers and associated subordinate group officers are governed by the following policies.

1. A group's officers are a chair alone, a chair and a vice chair, or two or more co-chairs. The group may authorize other positions in its constitution or charter as necessary to ensure smooth operations; however, for consistency between subcommittees, the other positions shall not be designated as officer positions.
2. Officers are elected in their own right and retain office if their X12 membership affiliation changes during their term, so long as they retain their status as an X12 member's representative.
3. The term of office for all officers is two years unless an exception to the standard term is granted to support staggered elections as described in #5 below.
4. A subcommittee's constitution may define the timing of its officer elections.
5. No term limits are imposed on officers.
6. Officers are elected by the subcommittee's stakeholders or constituents unless one of the following exceptions apply.
 - a. If a subcommittee has not established stakeholder or constituent criteria, officers are elected via an electronic ASC stakeholder ballot.
 - b. When circumstances as defined herein necessitate a chair be appointed.
7. A group with a chair and vice-chair or co-chairs may conduct officer elections in staggered years for continuity or may conduct elections for the positions at the same time. To facilitate staggering terms, the establishing group's chair may approve a special six-month, one-year, or eighteen-month term for a specific election. Note that the exception is limited to shortening a term, the term cannot be extended past two years.
8. Newly elected officers assume office upon adjournment of the final session of the X12 Standing meeting following the election ballot.
9. Appointed officers serve at the pleasure of the establishing group's chair and assume office in accordance with the terms of the appointment.

6.1 Officer Qualifications

This section and section 6.2 *Officer Restrictions* define certain qualifications and restrictions that must be met for an individual to serve in an officer position.

Generally, this criterion is evaluated prior to an individual being accepted as a qualified candidate for an officer position (see section 6.3 *Officer Elections*). In some cases, a question of whether a sitting subcommittee officer remains qualified may arise, in those cases the subcommittee officer's eligibility is

reviewed as described in section 6.4 *Post-Election Officer Qualification Conflicts*.

An ASC subcommittee or subordinate group officer, whether appointed or elected, must meet the following criteria:

1. Be a member representative entitled to serve in an elected office, see **X12 Membership (CAP04)** for more information.
2. Be a constituent or member representative on the roster of a stakeholder of the establishing group.
3. Have attended a certain number of standing meetings and participated consistently in the group's collaborations and activities for a period of time immediately preceding their candidate application. In unusual circumstances the ASC Chair is authorized to override these attendance and participation requirements.
 - a. Subcommittee officer candidates must have attended at least four standing meetings and participated consistently in the subcommittee's collaborations and activities during the two years immediately preceding their candidate application.
 - b. Subordinate group officer candidates must have attended at least two standing meetings and participated consistently in the subordinate group's collaborations and activities during the year immediately preceding their candidate application.
4. Must have X12 experience that demonstrates an understanding of ASC policies and processes as they pertain to the desired position. It is recognized that this is a subjective assessment.
 - a. Subcommittee officer candidates must have X12 experience that demonstrates an understanding of the ASC organizational, political, and technical aspects and subcommittee experience that demonstrates an understanding of the subcommittee's specific organizational, political, and technical aspects.
 - b. Subordinate group officer candidates must have X12 experience that demonstrates an understanding of the establishing group's processes and technical aspects as they pertain to the subordinate group's activities.
5. Must have professional experience that demonstrates knowledge and experience in the subcommittee or subordinate group's specific area of expertise. It is recognized that this is a subjective assessment.

6.2 Officer Restrictions

Ensuring balanced leadership and preventing any appearance of undue influence are important components of X12's consensus-based policies and processes. Having a balanced representation of stakeholders between and within the subcommittees and subordinate groups is equally important. As such, certain

restrictions are detailed in this section and apply to officers and candidates for officer positions.

The following restrictions apply to all subcommittee officers and to the candidates for those positions. A determination of conflict or perceived conflict is decided by the ASC chair. If the impacted subcommittee officer disputes the decision of the ASC chair, the X12 Board chair reviews the facts and renders the final decision on the matter.

1. Each ASC stakeholder may have only one member representative serving as an ASC subcommittee officer at any given time. Based on this requirement:
 - a. The chair and vice-chair of a subcommittee must represent different ASC stakeholders.
 - b. Two member representatives representing the same ASC stakeholder are not permitted to simultaneously serve as subcommittee officers in different ASC subcommittees.
 - c. An individual is not permitted to simultaneously serve as a subcommittee officer in more than one ASC subcommittee.
2. A subcommittee chair is not permitted to simultaneously serve in another elected or appointed position within the subcommittee except as noted below.
 - a. A subcommittee chair may serve as the subcommittee's PRB or X12J representative if no other constituent is qualified and willing to serve.
 - b. A subcommittee chair may temporarily serve in another subcommittee position if no other constituent is qualified and willing to serve or for the purpose of gaining insight into a particular role's requirements, except that a chair cannot simultaneously serve as the subcommittee's vice-chair.
3. A subcommittee vice-chair is not permitted to simultaneously serve in another elected position within the subcommittee.
4. A subcommittee vice-chair is permitted to simultaneously serve in an appointed position within the subcommittee at the request of the subcommittee chair.
5. A subcommittee officer is not permitted to hold concurrent leadership roles in other industry groups including associations, other standards development bodies, or similar organizations if the responsibilities of that role create a conflict or a perceived conflict with their responsibilities as a subcommittee officer.
6. An ASC stakeholder is permitted to offer only one candidate from its member roster in any subcommittee officer election.
 - a. Only one member representative of the ASC stakeholder may be considered as a candidate for any subcommittee officer position.

- b. An individual cannot simultaneously be a candidate for both the chair and vice-chair positions or for multiple chair or vice-chair positions.

The following restrictions apply to all subordinate group officers and to the candidates for those positions. A determination of conflict or perceived conflict is decided by the establishing group's chair. If the impacted subordinate group officer disputes the decision of the establishing group's chair, the ASC chair reviews the facts and renders the final decision on the matter.

1. When a subordinate group has more than one officer, the officers must not be member representatives on the roster of the same ASC stakeholder.
2. An individual is not permitted to simultaneously serve as a subordinate group chair in more than one subordinate group within a subcommittee except at the express request of the establishing group's chair.
3. An individual is not permitted to simultaneously serve as a subordinate group chair in more than one ASC subcommittee except with the express consent of the ASC chair.
4. A subordinate group chair is not permitted to simultaneously serve in another elected or appointed position within the subcommittee except as requested by the establishing group's chair.

6.3 Officer Elections

All ASC officer elections for subcommittees or subordinate groups are conducted as electronic votes as described below.

If a subcommittee has established stakeholder or constituent criteria, the officers are elected via the corresponding type of ballot. If a subcommittee has not established specific criteria, the officers are elected via an ASC stakeholder ballot.

If the establishing group's constitution calls for subordinate group officers to be elected, not appointed, the subordinate group officers are elected via the same type of ballot executed for the subcommittee officers.

The steps of the election process are defined below.

1. In advance of each X12 Standing meeting, the ASC chair provides staff with a list of each subcommittee or subordinate group officer position that will be subject to an election ballot. This includes several categories of officer positions.
 - a. Currently filled officer positions with a term that ends at the conclusion of the X12 Standing meeting.
 - b. Currently vacant officer positions when the previously elected officer was unable to complete their elected term.
 - c. Currently vacant officer positions when no eligible candidates applied in the election cycle that immediately preceded this election cycle.

- d. New officer positions.
- 2. Staff prepares and issues a call for applications. The application period must be open at least 14 calendar days. The call is posted on the X12 website and distributed to at least the primary representative of each ASC stakeholder. This call for applications stands alone as the only notice requirement for officer elections; subcommittees and subordinate groups are not permitted to define more restrictive notice requirements.
- 3. The online application is the only mechanism for applying for consideration as a candidate; write-in candidates and petitions are expressly prohibited.
- 4. Each applicant is required to apply on their own behalf. An application submitted by one individual on behalf of another individual will not be accepted.
- 5. Member representatives whose service as an officer is permitted based on section 6.1 *Officer Qualifications* and 6.2 *Officer Restriction* are eligible to apply for an officer position.
- 6. Each submitted application is accepted and vetted.
 - a. Staff evaluates the eligibility of applicants based on the fact-based criteria. The fact-based criteria are requirements 1, 2, and 3 defined in section 6.1 *Officer Qualifications* and all the criteria defined in section 6.2 *Officer Restriction*.
 - b. All applicants who meet those requirements must be included on the candidate slate.
 - c. Any applicant not included on the slate must be notified of the decision prior to the announcement of the election slate.
 - i. If the impacted applicant disputes the decision, the ASC officers review the facts and render the final decision on the matter.
- 7. If there is no qualified applicant for a position, one of the following applies:
 - a. If there is no qualified applicant for a subcommittee chair position, the ASC chair appoints a chair who meets the qualifications defined herein to serve for the advertised term.
 - b. If there is no qualified applicant for a subcommittee vice-chair position, the position remains vacant until the election cycle for the next X12 Standing meeting.
 - i. If there are no qualified applicants in two consecutive election cycles, the vice-chair position is abolished. The ASC chair may reestablish the vice-chair position later based on a request from the impacted subcommittee's chair.
 - c. If there is no qualified applicant for a subordinate group chair position and the subordinate group has another chair, the position remains vacant until the election cycle for the next X12 Standing meeting.
 - i. If there are no qualified applicants in two consecutive election cycles, the subordinate group chair position is abolished. The establishing subcommittee chair may reestablish the chair position later.

- d. If there is no qualified applicant for a subordinate group chair position and the subordinate group does not have another chair, the establishing subcommittee chair appoints a chair who meets the qualifications defined herein to serve for the advertised term.
8. When there is one or more qualified candidates for a position, staff issues an announcement listing the subcommittee and subordinate group slates and prepares and executes an electronic election ballot via the corporate voting tool. All open positions are included on the same ballot but the decision for each position is rendered individually. Voting must be open for at least 14 calendar days.
 - a. If there is more than one qualified candidate for an officer position voters indicate their preferred candidate or abstain. The candidate with the most votes at the end of the voting period is elected to the position. In the case of an exact tie, a run-off election is held between the tied candidates. In the case of an exact tie in the run-off election, the winner is determined by a coin toss conducted by the ASC chair.
 - b. If there is only one candidate for an officer position, the voting options are support for a general (unanimous) consent action, an objection to a general (unanimous) consent action, or abstention.
9. The election results and any appointments are announced during the General Session at the X12 Standing meeting following the election ballot.

Any procedural dispute concerning the election must be submitted in writing to ceo@x12.org within 10 calendar days of the close of the election ballot or general consent action. The CEO immediately notifies the ASC officers of the dispute and works with the ASC officers to evaluate and respond to the dispute.

6.4 Post-Election Officer Qualification Conflicts

From time-to-time, an individual serving a term as a subcommittee or subordinate group officer may change employers, an ASC stakeholder may remove the individual from their member representative roster, or an ASC stakeholder may fail to renew its X12 membership. In such situations, the ASC officers review the criteria established herein to determine if the individual's eligibility for a subcommittee officer position is impacted. If the ASC officers determine the individual remains eligible to serve in the officer position, no further action is required. If the ASC officers determine that the change in circumstances renders the individual ineligible to continue to serve in the officer position, the individual will be considered to have resigned the position and the appropriate officer vacancy process will be invoked. If the impacted officer disputes the decision of the ASC officers, the X12 board chair reviews the facts and renders the final decision on the matter.

If an individual serving a term as a subcommittee or subordinate group officer changes employers and the change creates a conflict with the officer qualifications or restrictions detailed in this section, the ASC stakeholder's primary member representative informs the ASC chair as to which of its member representatives will remain in their position and which will be considered to have resigned.

7 Establishing a Subcommittee

Per the **ASC Operating Manual (ASC01)**, this section establishes the procedures by which Steering accepts and reviews petitions to establish a new subcommittee.

A petition for a proposed subcommittee must include a proposed purpose and scope, documentation of having operated as an ASC task group for the required period and of having at least one open maintenance request assigned to the task group, and a list of organizations that have committed to active participation.

Steering has the following obligations related to proposed subcommittees:

1. To ensure a proposed subcommittee has the necessary experience and knowledge to operate successfully within the ASC
2. To prevent overlap among subcommittees
3. To ensure there is broad support for the subcommittee
4. To ensure the proposed subcommittee has at least one established deliverable or activity

After receiving a petition and evaluating it based on the requirements of section 7.1 *Evaluation Criteria*, Steering votes to establish the proposed subcommittee or to deny the petition.

If Steering denies the petition, the ASC chair apprises the petitioner of the reason(s) for the disapproval. The petitioner may later submit a new petition which addresses those reasons.

If Steering votes to establish the subcommittee, it also approves an initial purpose and scope for the subcommittee subject to subsequent approval via an ASC committee ballot conducted by electronic vote via the corporate voting tool. A favorable committee ballot outcome establishes the subcommittee and its initial purpose and scope.

Once approved, the balloted purpose and scope is the official and authoritative purpose and scope statement for the subcommittee. Each purpose and scope statement must be publicly available on the X12 website. Any subsequent revisions are considered based on section 5 *Maintaining Purpose and Scope Statements* herein.

The subcommittee's first official action must be to institute a constitution based on the requirements of section 4 *Maintaining Constitutions and Charters* herein.

7.1 Evaluation Criteria

Steering uses the following criteria to evaluate a petition for a new subcommittee:

1. The group submitting the petition has operated as a task group within an existing ASC subcommittee for at least one year.
2. The proposed purpose and scope are clearly different from that of any established subcommittee.
3. Established subcommittees have been polled to verify that none are prepared to expand their purpose and scope to encompass the proposed purpose and scope.
4. Broad support for the proposed subcommittee is demonstrated when:
 - a. At least ten entities (organizations or individuals) have committed to participation in the new subcommittee.
 - b. A significant percentage of the committed entities are X12 members or have pledged to become a member.
 - c. The make-up of the participants reflects a balanced representation of the stakeholders and implementers.
5. The proposed subcommittee has at least one approved project proposal.

8 Subcommittee Operations

This section describes operations that are intended to be consistent between ASC subcommittees. It aligns with the governance in ***Committee Officer Elections (CAP09)*** when applicable.

8.1 Subcommittee Responsibilities

Each subcommittee is responsible for the following:

1. Fulfilling the responsibilities and completing the activities assigned in the subcommittee's purpose and scope
2. Maintaining officers
3. Maintaining a constitution
4. If a subcommittee defines specific constituent criteria, privileges, or responsibilities the details must be defined in its constitution
5. Maintaining internal representatives to other ASC groups as required by corporate and committee policies
6. Adhering to all applicable corporate and committee policies

8.2 Subcommittee Officers

Each subcommittee is led by one or two officers. Each subcommittee must have a chair and may have a vice-chair. This section defines policies related to ASC

subcommittee officers and describes the subcommittee officer responsibilities.

Officer qualifications, restrictions, and election policies are detailed in section 6 *Subcommittee and Subordinate Group Officers* above.

A subcommittee may authorize other positions in its constitution as necessary to ensure smooth subcommittee operations; however, for consistency between subcommittees, those shall not be designated as officer positions.

Subcommittee Chair Responsibilities

Subcommittee chair responsibilities include:

1. Overseeing the subcommittee's activities and work product development
2. Defining vision, strategy, and tactics for the subcommittee as necessary to advance the subcommittee's goals and X12 organizational goals
3. Ensuring the subcommittee's activities align with the approved purpose and scope for the group
4. Preparing subcommittee meeting agendas
5. Calling and presiding at subcommittee meetings, the chair determines the order of business and has the authority to establish rules for the conduct of the meeting to the extent that such rules do not conflict with organizational policies and procedures
6. Ensuring due process is followed regarding motions, voting items, and appropriate consideration of all suggestions, recommendations, requests, and maintenance items
7. Representing the subcommittee on the ASC Steering committee, including consistent participation at Steering meetings and in Steering discussions to ensure that the subcommittee's interests are represented
 - a. Ensuring the vice-chair attends Steering meetings when the chair is absent
8. Communicating Steering information to the subcommittee as appropriate
9. Communicating on behalf of the subcommittee within X12
10. Appointing or overseeing the election of X12J and PRB representatives as appropriate
11. Establishing and disbanding task groups and work groups, including appointing initial conveners
12. Appointing conveners as necessary to facilitate the work of the subcommittee
13. Notifying staff of any upcoming subcommittee and subordinate group officer elections so the call for applicants and election ballot can be administered timely
14. Overseeing distribution of subcommittee work products not governed by the corporate ***Distribution of Materials (CAP10)*** policy
15. Assigning duties as necessary to advance the subcommittee's work

16. Supporting subcommittees consensus decisions within X12 and externally
17. Consulting with the committee officers or staff regarding inquiries
18. Ensuring the vice-chair and secretary duties are fulfilled in the event of a vacancy or absence
19. Maintaining the integrity of the subcommittee's iMeet workspace(s)
20. Other duties as required to oversee the subcommittee's activities

Vice-chair Responsibilities

Subcommittee vice-chair responsibilities include:

1. Temporarily assuming the chair's duties in the absence of the chair
2. Assuming the chair's duties upon resignation or removal of the chair
3. Acting as the subcommittee's primary PRB representative unless the subcommittee's constitution establishes the primary PRB representative as an appointed or elected role within the subcommittee
4. Other duties as required to support the subcommittee chair

8.3 Removal from Subcommittee Office

A subcommittee officer's failure to attend two (2) consecutive subcommittee meetings must be considered as resignation from office and the position must be declared vacant. In extenuating circumstances, the ASC chair can issue an exception to stay this automatic resignation clause.

A subcommittee officer may be removed, and the office declared vacant, at any time by a two-thirds (2/3) vote of subcommittee's constituents. If a subcommittee has not established specific constituent criteria, removal requires two-thirds approval of the ASC stakeholders. The ASC chair must oversee any vote to remove a subcommittee officer.

Conveners may be removed at will by the ASC chair.

8.4 Subcommittee Officer Vacancies

If a subcommittee chair resigns, is removed, or becomes incapacitated, the subcommittee vice-chair must assume the chair position for the remainder of the unexpired term. If the subcommittee vice-chair position is vacant or the subcommittee vice-chair is unable or unwilling to assume the subcommittee chair position, the ASC chair must appoint a convener to act as chair until an interim chair is duly elected via special election. There must be no requirement for notice or advance nominations for such an appointment or the special election. However, the vacancy and date of the special election must be announced to the subcommittee within fourteen (14) calendar days of the appointment of a convener. The interim chair elected via special election must serve for the remainder of the unexpired term.

If a subcommittee vice-chair assumes the chair position, resigns, is removed, or becomes incapacitated, the subcommittee chair appoints a subcommittee constituent who meets the qualifications defined herein to serve for the remainder of the unexpired term.

8.5 Other Subcommittee Roles

If a subcommittee has established constituent criteria, any individual elected or appointed to a subcommittee position described in this section must be a subcommittee constituent. If a subcommittee has not established specific constituent criteria, any individual elected or appointed to a subcommittee role must be a named representative of an ASC stakeholder.

In addition to the officers described above, subcommittees must or may maintain the following roles: PRB representative, PRB alternate, X12J representative, X12J alternate, and secretary. A subcommittee may also define other roles in its constitution so long as each role or position has assigned responsibilities. Unless a subcommittee's constitution establishes one or more of these roles as an elected or ex-officio position, each must be filled by an appointee named by the subcommittee chair. The term for each position must be two years with no limit to the number of terms an individual can serve in a role.

PRB Representatives

Per the ***ASC Operating Manual (ASC01)***, each ASC subcommittee is required to maintain a subcommittee constituent to serve as the subcommittee's primary representative on the Procedures Review Board (PRB). Subcommittees may also appoint an alternate who is authorized to represent the subcommittee instead of the primary representative.

A subcommittee's primary PRB representative, and any alternates, must have a thorough understanding of X12's procedural rules and requirements, including all subcommittee-specific governance related to ASC maintenance activities. The individual must also be a recognized subcommittee constituent who is entitled to hold appointed or elected positions per ***X12 Membership (CAP04)***.

The duties of the primary PRB representative include:

1. Representing the subcommittee at PRB meetings and in PRB collaborations
2. Reporting PRB activity to the subcommittee
3. Ensuring the PRB alternate has the information needed to assume the PRB duties when necessary
4. Requesting the alternate represent the subcommittee when the primary representative is unable to do so

The duties of the PRB alternate include:

1. Assuming the duties of the primary PRB representative upon the request of the primary PRB representative

X12J Representatives

Per the **ASC Operating Manual (ASC01)**, each ASC subcommittee, except X12J, is required to maintain a subcommittee constituent to serve as the subcommittee's primary representative on the X12J Technical Assessment (TAS) subcommittee. Within X12J this representative is known as the subcommittee's Category 1 constituent. Subcommittees may also appoint up to two alternates who are authorized to represent the subcommittee instead of the primary representative.

A subcommittee's X12J primary representative, and any alternates, must have expertise in the technical aspects of the EDI Standard, including the design rules, and other relevant technical and procedural requirements. The individual must also be a recognized subcommittee constituent who is entitled to hold appointed or elected positions per **Membership (CAP04)**.

The duties of the primary X12J representative include:

1. Representing the subcommittee at X12J meetings and in X12J collaborations
2. Reporting X12J activity to the subcommittee
3. Ensuring the X12J alternate has the information needed to assume the X12J duties when necessary
4. Requesting the alternate represent the subcommittee when the primary representative is unable to do so

The duties of the X12J alternate include:

1. Assuming the duties of the primary X12J representative upon the request of the primary X12J representative

Subcommittee Secretary

Each ASC subcommittee may define a subcommittee secretary position in its constitution. If a subcommittee secretary position is defined, the subcommittee secretary must have the following responsibilities:

1. Notifying constituents of the subcommittee's interim meetings
2. Working with staff to maintain a subcommittee roster and attendance records
3. Recording subcommittee meeting minutes and submitting them timely per the **X12 Bylaws (CAP01)**.
4. Coordinating the submission of Standing meeting minutes from the

- subcommittee's subordinate groups
- 5. Distributing documentation and meeting materials to the subcommittee's constituents
- 6. Other duties as described within the subcommittee's constitution or assigned by the subcommittee chair

8.6 Subcommittee Work Products

Each subcommittee is responsible for developing work products as described in its specific purpose and scope statement.

In addition to the formal work products assigned in the purpose and scope statement, a subcommittee may occasionally develop informal working papers to describe its position on a matter or to present organized information for discussion. The subcommittee chair must determine whether such working papers are distributed only to the subcommittee constituents or to the subcommittee constituents and other X12 subcommittees. These working papers must not be considered as formal X12 work products nor distributed outside of the X12 organization.

9 Deactivating a Subcommittee

Prior to formal termination, a subcommittee may be deactivated. Deactivation is appropriate when the subcommittee is not currently meeting, or cannot continue to meet, its organizational obligations but has an expectation of being able to resume those obligations within three years of the deactivation.

A subcommittee may vote to voluntarily deactivate. In such cases, PRB must confirm the subcommittee's deactivation vote adhered to due process requirements and recommend Steering confirm the deactivation.

Steering may vote to deactivate a subcommittee based on its assessment that the subcommittee is not meeting its responsibilities as identified in section *7.1 Subcommittee Responsibilities* or based upon a recommendation from PRB.

Once a subcommittee is deactivated, the subcommittee is no longer eligible for representation in Steering, PRB, and X12J and the subcommittee's seat in those groups must be suspended. Responsibility for the subcommittee's work products must be reassigned to one or more active subcommittees.

Steering must review a deactivated subcommittee's status every 12 months to determine whether to continue the deactivation or to reactivate or terminate the subcommittee. A subcommittee must not remain in deactivated status for longer than three years.

10 Reactivating a Subcommittee

When any ASC stakeholder's primary representative presents compelling evidence to Steering showing a deactivated subcommittee is now able to meet its organizational obligations, Steering must vote on the matter of reactivation.

If the subcommittee is reactivated, the ASC chair must appoint a convener to lead the subcommittee until a subcommittee chair can be duly elected, the subcommittee's representation in Steering, PRB, and X12J must be reinstated, and the subcommittee must be authorized to resume normal operations. As agreed upon by the subcommittee chair and the ASC chair, work product maintenance responsibility may be returned to the subcommittee immediately or at a later date.

11 Terminating a Subcommittee

There are several methods by which an ASC subcommittee can be terminated, as described below.

If a subcommittee is deactivated and no effort is underway to reactivate it, the subcommittee must be automatically terminated three years after the deactivation, based on the date of the deactivation approval.

If a subcommittee is deactivated and there is no longer an expectation of reactivation, Steering may vote at any time to terminate the subcommittee.

If an activated subcommittee is not currently meeting, or cannot continue to meet, its organizational obligations and has no expectation of being able to resume those obligations within three years, Steering may vote at any time to terminate the subcommittee and reassign its responsibilities.

12 Establishing a Subordinate Group

The establishing group's chair establishes subordinate groups as necessary to accomplish the work of the establishing group. Subordinate groups are established based on a specific purpose and scope statement, which must be published on the X12 website. Subordinate groups must always work within the parameters of their purpose and scope.

The establishing group has the following obligations related to subordinate groups:

1. To ensure the group has enough participants, with the necessary experience and knowledge, to operate successfully
2. To prevent overlap in purpose and scope among subordinate groups
3. To ensure the group has at least one established deliverable or activity

As part of establishing a task group, the establishing group chair determines whether the group must be required to operate under a task group charter. If a charter is required, the subordinate group's first official action must be to institute a charter based on section 4 *Maintaining Constitutions and Charters* herein.

13 Subordinate Group Operations

This section describes operations that are intended to be consistent between subordinate groups and across subcommittees. It aligns with section 8 *Subcommittee Operations* above when applicable.

Subordinate groups are governed by corporate, committee, and subcommittee policies. Task groups may be required to establish a charter. Work groups are not permitted to establish separate governance.

Regarding participation in the subordinate group's meetings or collaborations, any constituent of the establishing group has the right to speak in debate, offer motions, and offer nominations. Any constituent of the establishing group who meets all established subordinate group officer criteria has the right to hold office within the subordinate group.

Regarding voting in the subordinate group's non-election ballots, there are three permissible options set forth herein. Each establishing group must define within their governing documents which of the three options must apply as the subordinate group voting policy for all subordinate groups operating under the establishing group. Under the first option, the group must conduct participant ballots with any X12 member representative present or participating in an online collaboration having the right to vote in any subordinate group ballot. Under the second option, the group must conduct stakeholder ballots with one representative of every stakeholder of the establishing group having the right to vote. Under the third option, the group must conduct constituent ballots with any constituent of the establishing group having the right to vote in any subordinate group ballot.

Regarding voting in the subordinate group's election ballots, all subordinate groups must conduct stakeholder ballots with one representative of every stakeholder of the establishing group having the right to vote.

13.1 Subordinate Group Responsibilities

Each subordinate group's responsibilities must be identified in its purpose and scope statement.

13.2 Subordinate Group Officers

Each subordinate group must have a chair who serves as the group's officer. The

chair position is filled by appointment or election as determined by the establishing group's chair or the establishing group's governance.

The establishing group's chair may, but is not required to, establish either another chair or vice-chair position. Section 6 *Subcommittee & Subordinate Group Officers* above defines policies that apply when there are no qualified applicants for an officer position during a call for candidates. In addition, the establishing group chair may terminate supplemental officer positions for other reasons as the chair deems appropriate.

Officer qualifications, restrictions, and election policies are detailed in section 6 *Subcommittee and Subordinate Group Officers* above. Appointed subordinate group officers serve at the pleasure of the establishing group's chair.

Subordinate Group Chair Responsibilities

Whether the subordinate group recognizes a chair or co-chairs, chair responsibilities include:

1. Overseeing the group's activities
2. Ensuring the group's activities align with its approved purpose and scope
3. Preparing the group's meeting agendas
4. Calling and presiding at subcommittee meetings, the chair determines the order of business and has the authority to establish rules for the conduct of the meeting to the extent that such rules do not conflict with the organizational, committee, and subcommittee policies and procedures
5. Ensuring due process is followed regarding motions and voting items and appropriate consideration of all suggestions, recommendations, requests, and maintenance items
6. Maintaining the integrity of the subcommittee's iMeet workspace(s)
7. Communicating information to the subordinate group constituents
8. Communicating information about the subordinate group to the establishing group chair or as requested by the establishing group chair
9. Supporting the group's consensus decisions within X12 and externally
10. Assuming vice-chair and secretary duties in the event of vacancy or absence
11. Assigning duties as necessary to advance the group's work
12. Other duties as required to oversee the subordinate group's activities

Vice-chair Responsibilities

If the subordinate group recognizes a vice-chair the responsibilities must include:

1. Temporarily assuming the chair's duties in the absence of the chair
2. Assuming the chair's duties upon resignation or removal of the chair
3. Other duties as required to support the subordinate group chair

13.3 Removal from Subordinate Group Office

A subordinate group officer's failure to attend two (2) consecutive subordinate group meetings is considered resignation from office and the position is declared vacant. In extenuating circumstances, the establishing committee's chair can issue an exception to stay this automatic resignation clause.

An elected subordinate group officer may be removed, and the office declared vacant, at any time based on a two-thirds (2/3) vote of the establishing group's constituents. The ASC chair oversees any vote to remove a subordinate group officer.

Conveners and appointed officers may be removed at will by the establishing group chair.

13.4 Subordinate Group Officer Vacancies

If a subordinate group has two co-chairs and one co-chair resigns, is removed, or becomes incapacitated, the vacated co-chair position remains vacant for the remainder of the unexpired term and the remaining co-chair is recognized as the group's chair.

If a subordinate group has more than two co-chairs and one co-chair resigns, is removed, or becomes incapacitated, the vacated co-chair position remains vacant for the remainder of the unexpired term.

If a subordinate group chair resigns, is removed, or becomes incapacitated, and the subordinate group has a vice-chair, the subordinate group vice-chair assumes the chair position for the remainder of the unexpired term. If the subordinate group vice-chair position is vacant or the subordinate group vice-chair is unable or unwilling to assume the subordinate group chair position, the establishing group chair appoints a chair who meets the qualifications defined above to serve for the remainder of the unexpired term.

If a subordinate group chair resigns, is removed, or becomes incapacitated, and the subordinate group does not have a vice-chair, the establishing group chair appoints a chair who meets the qualifications defined above to serve for the remainder of the unexpired term.

If a subordinate group vice-chair assumes the chair position, resigns or is removed the establishing group chair appoints a subordinate group constituent who meets the established officer criteria to fill the vice-chair's unexpired term.

13.5 Other Subordinate Group Roles

A subordinate group may authorize appointed support positions, such as secretary, by a majority vote of the subordinate group, however for consistency, those positions are not be designated as officer positions.

A subordinate group secretary has the following responsibilities:

1. Notifying constituents of the subordinate group's interim meetings
2. Working with staff to maintain a subordinate group roster and attendance records
3. Recording subordinate group meeting minutes and submitting them timely, either to the establishing group's secretary or directly to X12 staff
4. Distributing documentation and meeting materials to the subordinate group's constituents
5. Other duties as described within the subordinate group's governance or the establishing group's governance, or as assigned by the subordinate group's chair

14 Disbanding a Subordinate Group

The establishing group's chair disbands a subordinate a group as necessary. Upon disbandment, portions of the group's purpose and scope responsibilities may be reassigned to the establishing group or to another subordinate group of the establishing group.

15 Requests for Staff Support

Subcommittees or subordinate groups that want additional staff support related to publishing, technical, administrative, or other tasks must present a request for support to their establishing group chair. If the establishing group is a subcommittee, the subcommittee chair reviews the request and if the subcommittee chair concurs with the request, it is forwarded to the ASC chair. If the establishing group is Steering, the request is sent directly to the ASC chair. If the ASC chair concurs with the request, it is submitted to the X12 CEO for consideration.

16 Terminology

To ensure consistent use of terms, definitions, and acronyms across X12 products and activities, X12 maintains the **Wordbook**, a comprehensive corporate glossary. The included terms are either proprietary to X12, cite definitions published by another authority, or represent common terms and definitions that are relevant to X12's work. The terms and definitions defined in the **Wordbook** must be used in X12 work products when applicable, without modification or revision. The **Wordbook** can be referenced online at wordbook.x12.org.

17 Document History

Revisions are effective when approved.

Approved	Description
01/25/2023	V8: Revised to support electronic elections for all subcommittee and subordinate group officers and other minor revisions for consistency.
11/05/2020	V7: Added experience and participation qualifications in sections 7.2 and 12.2 based on member representative feedback.
01/30/2020	V6: Minor clarifications, including consistent use of the active-voice, based on feedback from Steering and member representatives.
11/07/2019	V5: Updated to include additional details which are common across subcommittees, to increase consistency between the subcommittee and subordinate group sections, and to address feedback from member representatives.
12/13/2018	V4: ADP02, ADP05, and portions of ASC01's "Subcommittees" and "Task Groups and Work Groups" sections were combined, reformatted, and renamed to ASC05. Related items from P&P's parking lot were also integrated into this version.
2014	V2: "Establishing Subcommittees" reformatted, revised, and renamed to ADP02. V3: ADP05 revised.
2011	V2: "Approving Constitutions and Charters" reformatted, revised, and renamed to ADP05.
1993	Initial versions of "Establishing Subcommittees" and "Approving Constitutions and Charters" approved by the ASC Steering Committee.