



**ASC Administrative  
Policy and Procedure**

## **ASC05 - ASC Subcommittee and Subordinate Group Operations**

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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 at [x12.org/maintenance-requests](http://x12.org/maintenance-requests).

## 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. All supplemental rules shall 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 shall always prevail.

X12's primary organizational policies are established in **CAP01 - X12 Bylaws** and supplemented by other corporate governance. The ASC's primary committee-specific rules are established in the **ASC01 - ASC Operating Manual**. The committee-specific rules established herein supplement that corporate and committee governance. Unless otherwise specified herein, these rules may be supplemented by subordinate group rules as described above. Any such supplemental governance shall be reviewed by the P&P task group, approved by Steering, 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, deactivation, and termination of its subcommittees and other subordinate groups, including task groups and work groups, and to the ongoing operations of those groups.

Although from an overall perspective committees are subordinate to the X12 Board and subcommittees are subordinate to committees, within ASC05 the term "subordinate group"

explicitly refers to task groups established by Steering, task groups established by a subcommittee, and work groups established by a subcommittee.

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 **ASC01 - ASC Operating Manual**, subcommittees are required to maintain a constitution and subordinate groups, including task groups and work groups, are permitted to maintain a charter at the discretion of the establishing subcommittee. 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.

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 shall 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 shall formally recommend that Steering approve the proposed version. Otherwise, P&P shall formally recommend that Steering disapprove the proposed version.

Steering shall act on proposed constitutions and charters, and revisions thereof, based on compliance with organizational policies and procedures and P&P’s recommendation.

### 4.1 Process Steps

The following process shall be followed when a subcommittee or task group has a draft constitution or charter to move forward for approval.

1. A subcommittee chair, or the Steering task group chair for Steering task groups, completes the online [P&P Review Request](#) form, attaching a draft, preferably with mark-up noting the revisions.
2. Staff vets the information submitted, contacting the requester if necessary. After vetting, staff posts the document 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 document to Steering with an approval recommendation. The P&P chair notifies the requester of the action. Skip to #8 below.

5. If P&P identifies issues or necessary revisions, the P&P chair emails the requester explaining 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 subcommittee chairs shall work together to resolve the issue(s).
7. If the authoring group's subcommittee chair and P&P chair cannot come to an agreement, the P&P chair shall seek an opinion from the Governance Panel, seek Steering's direction on how to proceed, or act to move the document to Steering with a disapproval recommendation.
8. The Steering chair schedules a vote on the matter.
  - a. If approved, the staff posts the new 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.

## 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 Establishing a Subcommittee

Per *ASC01 – ASC Operating Manual*, 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, including functionally related 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 6.1 *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, Steering shall approve 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. Subcommittee establishment

shall be effective based on a favorable ballot outcome.

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

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

## 6.1 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 is 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.

## 7 Subcommittee Operations

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

### 7.1 Subcommittee Responsibilities

Each subcommittee shall be 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 shall 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

## 7.2 Subcommittee Officers

Each subcommittee shall have one or two officer positions. The subcommittee officer(s) shall be elected by the group's constituents. Each subcommittee shall have a chair. A subcommittee may, but is not required, to have a vice-chair. A subcommittee with a chair and vice-chair may conduct officer elections in staggered years for continuity or may conduct elections for both positions at the same time. Officer titles are held by the individual. Each officer shall assume office at the end of the meeting of their election, serve a two-year term, and be eligible for re-election.

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

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.

### **Officer Qualifications**

A subcommittee officer must meet the following criteria.

1. Be a member representative entitled to serve in an elected office, see ***CAP04 - X12 Membership*** for more information.
2. If a subcommittee has established stakeholder criteria, officers shall be a member representative on the roster of a subcommittee stakeholder.
3. If a subcommittee has established constituent criteria, officers shall be a subcommittee constituent.
4. If a subcommittee has not established specific constituent criteria, officers shall be a member representative on the roster of an ASC stakeholder.
5. To ensure a balanced representation of stakeholders between and within the subcommittees,
  - a. Each ASC stakeholder may have only one member representative serving as an ASC subcommittee officer at any given time.
  - b. An individual shall not simultaneously serve as a subcommittee officer in more than one ASC subcommittee.

**Officer Restrictions**

A subcommittee officer must adhere to the following restrictions.

1. A subcommittee chair shall not 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.
2. A subcommittee vice-chair shall not simultaneously serve in another elected position within the subcommittee.
3. A subcommittee vice-chair shall be permitted to simultaneously serve in an appointed position within the subcommittee at the request of the subcommittee chair.

**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 shall determine 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 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. Presiding over subcommittee officer elections, unless the chair is a candidate
14. Presiding over elections for subordinate groups operating under the subcommittee

15. Overseeing distribution of subcommittee work products not governed by the corporate **CAP10 - Distribution of Materials** policy
16. Assigning duties as necessary to advance the subcommittee's work
17. Supporting subcommittees consensus decisions within X12 and externally
18. Consulting with the committee officers or staff regarding inquiries
19. Ensuring the vice-chair and secretary duties are fulfilled in the event of a vacancy or absence
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

## **7.3 Officer Elections**

Subcommittee officer elections shall be conducted as follows.

#### **Notification and Nominations**

Subcommittee officer elections must be announced at a full subcommittee session during the Standing meeting preceding the election. The announcement shall include the nomination open and close dates and the election date but is not required to name the candidates.

Candidate nominations may be conducted in writing via the X12 collaboration tool or via verbal motion at a subcommittee interim meeting or standing meeting session. Candidate nominations may be opened when officer elections are announced or at a subsequent full subcommittee session. Nominations shall be closed no later than the full subcommittee session which immediately precedes the full subcommittee session at which the election will be conducted so that candidate qualifications can be confirmed.

A subcommittee constituent may submit any number of nominations. Self-nominations shall be permitted. Each nomination shall be seconded by a subcommittee constituent who represents a different X12 member than both the nominator and the nominee. Any nominee shall be entitled to decline the nomination.

Nomination and slate-selection groups shall not be convened. All qualified nominees shall be included on the candidate slate.

### **Election Oversight**

If the subcommittee chair is not a candidate in the election, the subcommittee chair shall ensure each nominee meets the officer qualification criteria and oversee all aspects of the election. If any nominee is determined not to meet the officer qualification criteria, the candidate shall be privately notified of their disqualification at least 2 hours in advance of the start of the election ballot. If the nominee does not agree with the decision, the nominee shall appeal to the ASC chair and PRB chair, who shall make the final determination of qualification prior to the start of the election.

If the subcommittee chair is a candidate in the election, the ASC chair shall ensure each nominee meets the officer qualification criteria and oversee all aspects of the election.

### **Elections**

Officer elections shall be conducted as a meeting vote or an electronic vote conducted via the corporate voting tool. Officer elections shall be executed in writing, except when there is only one candidate for a meeting vote. If there is only one candidate for a meeting vote, a general (unanimous) consent action may be taken instead of a formal vote. A general consent action does not require a motion or a second, there is simply a call for any objection to election by acclamation. If no objection is expressed, the candidate is elected.

If there are multiple candidates and no candidate is elected by a majority vote, the candidate receiving the least number of votes is eliminated and a runoff ballot is conducted with the remaining candidates. If no candidate is elected by a majority vote after three successive ballots, the candidate with the highest number of votes shall be declared the winner.

The election results shall be reported to the subcommittee as soon as possible following the close of the election ballot. The notification shall clarify that quorum was met and declare the winner. Voting details, include total counts, percentages, voter names, number of run-offs, etc., shall not be reported.

## **7.4 Removal from Office**

A subcommittee officer's failure to attend two (2) consecutive subcommittee meetings shall be considered as resignation from office and the position shall 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 shall oversee any vote to remove a subcommittee officer.

Conveners may be removed at will by the ASC chair.

## 7.5 Vacancies

If a subcommittee chair resigns, is removed, or becomes incapacitated, the subcommittee vice-chair shall 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 shall appoint a convener to act as chair until an interim chair is duly elected via special election. There shall 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 shall be announced to the subcommittee within fourteen (14) calendar days of the appointment of a convener. The interim chair elected via special election shall serve for the remainder of the unexpired term.

If a subcommittee vice-chair resigns, is removed, or becomes incapacitated, the subcommittee chair shall appoint a subcommittee constituent who meets the established officer criteria to fill the unexpired term.

## 7.6 Other Subcommittee Roles

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

In addition to the officers described above, subcommittees shall 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 shall be filled by an appointee named by the subcommittee chair. The term for each position shall be two years with no limit to the number of terms an individual can serve in a role.

### **PRB Representatives**

Per ***ASC01 - ASC Operating Manual***, 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 **CAP04 – X12 Membership**.

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 **ASC101 - ASC Operating Manual**, 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 **CAP04 - Membership**.

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 shall 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 **CAP01 - X12 Bylaws**
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

## **7.7 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 shall determine whether such working papers are distributed only to the subcommittee constituents or to the subcommittee constituents and other X12 subcommittees. These working papers shall not be considered as formal X12 work products nor distributed outside of the X12 organization.

## **7.8 Staff Support Requests**

Subcommittees may need publishing, technical or other kinds of support not currently accommodated. Such requests must be presented to the ASC chair. If the ASC chair concurs with the request, it shall be submitted to the X12 Executive Director for consideration.

## 8 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 shall 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 **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 shall be suspended. Responsibility for the subcommittee's work products shall be reassigned to one or more active subcommittees.

Steering shall 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 shall not remain in deactivated status for longer than three years.

## 9 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 shall vote on the matter of reactivation.

If the subcommittee is reactivated, the ASC chair shall appoint a convener to lead the subcommittee until a subcommittee chair can be duly elected, the subcommittee's representation in Steering, PRB, and X12J shall be reinstated, and the subcommittee shall 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.

## 10 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 shall 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.

## 11 Establishing a Subordinate Group

The establishing group's chair shall establish subordinate groups as necessary to accomplish the work of the establishing group. Subordinate groups shall be established based on a specific purpose and scope statement, which shall be published on the X12 website. Subordinate groups shall 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

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

## 12 Subordinate Group Operations

This section describes operations that are intended to be consistent between subordinate groups and across subcommittees.

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

Regarding participation in the subordinate group's meetings or collaborations, any constituent of the establishing group shall have 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 shall have 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 shall define within their governing documents which of the three options shall apply as the subordinate group voting policy for all subordinate groups operating under the establishing group. Under the first option, the group shall 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 shall conduct stakeholder ballots with one representative of every stakeholder of the establishing group having the right to vote. Under the third option, the group shall 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 shall conduct stakeholder ballots with one representative of every stakeholder of the establishing group having the right to vote.

## **12.1 Subordinate Group Responsibilities**

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

## **12.2 Subordinate Group Officers**

Each subordinate group shall have a chair who serves as the group's officer. The subordinate group chair position shall be filled by appointment or election as determined by the establishing group's governance or the establishing group's chair. A subordinate group may, but is not required to, establish either another elected chair or vice-chair position via a majority vote of the group. The group may later terminate the supplemental officer position via a majority vote of the group.

Elections for subordinate group officers are conducted based on the requirements described below. Appointed officers serve at the pleasure of the establishing group's chair. Officer titles are held by the individual, not the X12 member/subcommittee stakeholder. Each officer shall assume office at the end of the meeting of their election, serve a two-year term, and shall be eligible for re-election. A subordinate group with more than one officer position may have their officer elections in staggered years, for continuity, or may conduct elections for the positions on the same cycle. To facilitate staggering term cycles, the establishing group's chair may approve a special six-month, one-year, or eighteen-month term for a specific election.

When a subordinate group is established, and any time the group has no elected officers, the parent group chair shall appoint a convener to act as chair until a chair can be elected.

### **Officer Qualifications**

A subordinate officer must meet the following criteria:

1. Be a member representative entitled to serve in an elected office, see ***CAP04 - X12 Membership*** for more information.
2. Be a constituent of the establishing group.
3. To ensure a balanced representation of stakeholders between and within the subordinate groups,
  - a. An individual shall not simultaneously serve as a subordinate group chair in more than one subordinate group within a subcommittee.
  - b. Subordinate group officers shall not hold any other elected or appointed position within the establishing group or its other subordinate groups without the express consent of the subcommittee.
  - c. An individual shall not simultaneously serve as a subordinate group chair in more than one ASC subcommittee.

### **Chair Responsibilities**

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

1. Overseeing the group's activities
2. Ensuring the group's activities align with its approved purpose and scope
3. Preparing subcommittee meeting agendas
4. Calling and presiding at subcommittee meetings, the chair shall determine 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. Communicating information to the subordinate group constituents as appropriate
7. Communicating information about the subordinate group to the establishing group chair or as requested by the establishing group chair
8. Supporting the group's consensus decisions within X12 and externally
9. Assuming vice-chair and secretary duties in the event of vacancy or absence
10. Assigning duties as necessary to advance the group's work
11. Other duties as required to oversee the subordinate group's activities

### **Vice-chair Responsibilities**

If the subordinate group recognizes a vice-chair the responsibilities shall 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

## 12.3 Subordinate Group Officer Elections

If the establishing group's constitution calls for subordinate group officers to be elected, not appointed, the elections shall be governed as described in this section.

### **Election Notification and Nominations**

Subordinate group officer elections must be announced at a full subcommittee session and a subordinate group session during the Standing meeting preceding the election. The announcement shall include the nomination open and close dates and the election date but is not required to name the candidates.

Candidate nominations shall be conducted via verbal motion at a subordinate group interim meeting or standing meeting session. Candidate nominations may be opened when officer elections are announced or at a subsequent subordinate group session. Nominations shall be closed no later than the subordinate group session which immediately precedes the subordinate group session at which the election will be conducted so that candidate qualifications can be confirmed.

A subordinate group constituent may submit any number of nominations. Self-nominations shall be permitted. Each nomination shall be seconded by a subordinate group constituent who represents a different X12 member than both the nominator and the nominee. Any nominee shall be entitled to decline the nomination.

Nomination and slate-selection groups shall not be convened. All qualified nominees shall be included on the candidate slate.

### **Election Oversight**

An officer of the establishing group, or their delegate, shall ensure each nominee meets the officer qualification criteria and oversee all aspects of the election. If any nominee is determined not to meet the officer qualification criteria, the candidate shall be privately notified of their disqualification in advance of the start of the election. If the nominee does not agree with the decision, the nominee shall appeal to the ASC chair and PRB chair, who shall make the final determination of qualification before the start of the election.

### **Elections**

Subordinate group officer elections shall be conducted as an in-writing meeting vote unless there is only one candidate in which case a unanimous consent meeting vote is permitted.

The election results shall be reported to the establishing subcommittee as soon as possible following the close of the election ballot. The notification shall clarify that

quorum was met and declare the winner. Voting details, include total counts, percentages, voter names, etc., shall not be reported. The subcommittee chair shall report all election results to the staff so that the X12 website and other corporate records are maintained accurately.

## **12.4 Removal from Office**

An elected subordinate group officer's failure to attend two (2) consecutive subordinate group meetings shall be considered as resignation from office and the position shall be 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 shall oversee any vote to remove a subordinate group officer.

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

## **12.5 Vacancies**

If a subordinate group chair resigns, is removed, or becomes incapacitated, and the subordinate group has a vice-chair the subordinate group vice-chair shall assume 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 subcommittee chair shall appoint a convener to act as subordinate group chair until an interim subordinate group chair is duly elected via special election. There shall 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 shall be announced to the subcommittee and subordinate group within fourteen (14) calendar days of the appointment of a convener. The interim subordinate group chair elected via special election shall serve for the remainder of the unexpired term.

If a subordinate group chair resigns or is removed and the subordinate group has another duly elected chair, the vacant chair shall remain vacant until an interim chair is duly elected via special election. There shall be no requirement for notice or advance nominations for such an election. An announcement apprising the subcommittee and subordinate group's constituents of the situation shall be issued within fourteen (14) calendar days. The interim chair shall serve for the remainder of the unexpired term.

If a subordinate group chair resigns or is removed and the subordinate group has neither a vice-chair nor other duly elected chairs, the subcommittee chair shall appoint a convener to act as chair until an interim chair is duly elected via special election. There shall be no requirement for notice or advance nominations for such an election. An announcement apprising the subcommittee and subordinate group's constituents of the situation shall be issued within fourteen (14) calendar days. The interim chair shall serve for the remainder of the unexpired term.

If a subordinate group vice-chair resigns or is removed the subordinate group chair shall appoint a subordinate group constituent who meets the established officer criteria to fill the unexpired term.

## 12.6 Other Roles

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

A subordinate group secretary shall have 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

## 12.7 Staff Support Requests

Subordinate groups may have need of publishing, technical or other kinds of support not currently accommodated. Such requests must be approved up the organizational structure before being presented to the ASC chair. If the ASC chair concurs with the request, it shall be submitted to the X12 Executive Director for consideration.

## 13 Disbanding a Subordinate Group

The establishing group's chair shall disband subordinate groups as necessary. If necessary, 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.

## 14 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** shall be used in X12 work products when applicable, without modification or revision. The **Wordbook** can be referenced online at [wordbook.x12.org](http://wordbook.x12.org).

## 15 Document History

Revisions are effective when approved.

Approved	Description
01/30/20	V6: Minor clarifications, including consistent use of the active-voice, based on feedback from Steering and member representatives.
11/07/19	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.
12/13/18	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.