



**X12 Corporate Administrative
Policy and Procedure**

Meetings

(CAP06)

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Meetings

1 Introduction

The X12 Board of Directors (Board) is responsible for this policy and the 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.

2 Authority

X12 maintains corporate rules which define overall corporate policies and procedures. X12's primary organizational policies are established in the **CAP01 - X12 Bylaws**. The policies established herein supplement the **X12 Bylaws** to establish X12's meeting policies in full; no related lower-level governance shall be permitted.

3 Background

The policies and procedures herein apply to all meetings conducted under the auspices of the X12 organization.

4 Corporate Meetings

4.1 Annual Corporate Meeting

An annual meeting of the members shall be held in the first quarter of each calendar year. The Board Chair will designate the specific date, time, and location of the annual meeting, which need not be held in the Commonwealth of Virginia. At the annual meeting, the members shall receive reports on the activities and direction of the corporation. The annual meeting may be, but is not required to be, held in conjunction with an X12 standing meeting. Failure to hold an annual meeting shall not invalidate the corporation's existence or affect any otherwise valid corporate acts.

4.2 Scheduled Corporate Meeting

In addition to the annual corporate meeting, the Board may define an annual schedule for other corporate meetings of the members to be held throughout the year. The Board Chair will designate the specific date, time, and location of each such meeting, which need not be held in the Commonwealth of Virginia.

4.3 Other Corporate Meetings

Off-cycle corporate meetings of the members may be called by the Board Chair as necessary to conduct unexpected business that cannot wait for the next scheduled corporate meeting. The Board Chair will designate the specific date, time, and location of each off-cycle meeting, which need not be held in the Commonwealth of Virginia.

4.4 Notice of Corporate Meetings

All corporate meetings must be announced timely. The notice shall be given at least fourteen (14) days before the annual corporate meeting date or a scheduled corporate meeting date and seven (7) days before an off-cycle corporate meeting. Generally, a notice of a corporate meeting will be given more than thirty (30) days before the meeting date. Whenever possible, the corporation shall deliver notice of corporate meetings via a general announcement at the preceding corporate meeting. Alternatively, the notice may be delivered via email to the primary representative for each member. At a minimum, the notice shall include the date, time, and place of the corporate meeting. The notice of an annual or scheduled corporate meeting is not required to include an agenda for the meeting. The notice of an off-cycle corporate meeting must include an agenda for the meeting.

However, notice requirements shall be waived and a corporate meeting not timely announced shall be recognized as a valid meeting if quorum requirements are met and substantial objections are not registered before the meeting is convened or as the first order of business after the meeting is convened. Objections registered by at least the number of voters equal to quorum shall be considered substantial.

Any corporate meeting may recess and reconvene on the same or some later date, at the same or some other place. Notice is not required for the recess action or the reconvening other than as a general announcement at the time of adjournment.

4.5 Conduct of Corporate Meetings

The Board Chair shall preside at each corporate meeting unless the responsibility is delegated based on an extenuating circumstance. The Board Chair shall determine the order of business and establish rules for the conduct of the meeting to the extent that such rules do not conflict with organizational policies and procedures.

4.6 Corporate Meeting Participation

The Board shall determine participation options for each corporate meeting. The Board may require physical attendance or may authorize virtual attendance via

GoToWebinar™, X12's Corporate Meeting conferencing tool. A member with at least one representative participating in person or via an official GoToWebinar connection is deemed to be present at the meeting.

5 Standing Meetings

Standing meetings shall be conducted three (3) times per year. A portion of each Standing meeting will be conducted as an onsite, or face-to-face, gathering. The exact dates and locations of Standing meetings will be determined by the Board; however, in each calendar year one meeting shall be conducted in the first quarter (identified as the Winter meeting), one meeting shall be conducted in the second quarter (identified as the Summer meeting), and one meeting shall be conducted at either the end of the third or the beginning of the fourth quarter (identified as the Fall meeting). Each Standing meeting shall convene on a Sunday and adjourn on the second subsequent Wednesday.

All X12 committees and their subcommittees and other subordinate groups shall conduct onsite sessions during at least one Standing meeting per year.

During each Standing meeting, X12 committees, subcommittees, and other subordinate groups conduct one or more sessions. Committee chairs and subcommittee chairs shall define a session schedule that accommodates their group's activities or workload, the committee chair has final approval of the subcommittee's schedule. Task, work, and action group chairs shall define a session schedule that accommodates their group's activities or workload, the overseeing chair shall approve the subordinate group's schedule. Each session may be convened and adjourned separately or the group may convene for the group's initial session, recess and reconvene throughout the Standing meeting, and adjourn at the conclusion of the group's final session.

5.1 Notice of Standing Meetings

All standing meetings must be timely announced. However, a standing meeting not timely announced shall be considered a valid meeting if quorum requirements are met and substantial objections are not timely registered. Objections shall be considered substantial when registered by a number of voters equal to quorum.

Notice of standing meetings shall be accomplished via a general announcement at the preceding standing meeting or via email to the primary representative for each member. At a minimum, the notice shall include the date, time, and place of the standing meeting. The notice shall be given at least thirty (30) days before the standing meeting commences. Generally, notice will be given more than thirty (30) days before the standing meeting commences. Receipt of the notice does not confer voting rights for any ballot associated with the meeting. Voting eligibility is determined on the record date of the meeting.

Notwithstanding the foregoing, a member's primary representative waives notice requirements for any standing meeting when any of the member's representatives attend the meeting, except when the representative notifies the presiding chair immediately upon the start of the meeting that they are attending solely to object to the conduct of business because the meeting was not properly called or convened.

Standing meeting dates are explicitly defined and as such, Standing meetings, and sessions thereof, shall not adjourn and reconvene on a date outside of the defined standing meeting dates.

No separate notice is required for the individual sessions scheduled during a Standing meeting; however, a detailed session schedule shall be available when Standing Meeting registration opens (approximately 6 weeks before the Standing Meeting). If revisions to the posted schedule are permitted, a notice of schedule revision(s) shall be provided to registrants timely through adjournment of the Standing meeting.

5.2 Standing Meeting Participation

The Board shall determine participation options for each Standing meeting. The Board may require physical attendance or may authorize virtual attendance via GoToWebinar™, X12's Standing Meeting conferencing tool. Even when the Board authorizes virtual participation, the chair of a committee, subcommittee, or subordinate group may elect to limit their participation to physical attendees based on the specific activities of the group. Any member representative participating via an authorized method is deemed to be present at the meeting.

6 Interim Meetings

Interim meetings may be called between standing meetings by the Board chair, a committee chair, or a subcommittee chair if necessary based on a group's activities or workload. A task, work, or action group chair may call an interim meeting based on approval from the overseeing subcommittee chair.

Interim meetings may be scheduled at regular intervals or on a one-time basis. Interim meetings generally include a single session for one group; however, any group may schedule a multi-day interim meeting if necessary based on the group's activities and workload.

Each interim meeting shall be convened and adjourned according to the published schedule.

6.1 Notice of Interim Meetings

All interim meetings must be timely announced. However, an interim meeting not timely announced shall be considered a valid meeting if quorum requirements are met and substantial objections are not timely registered. Objections shall be considered substantial when registered by at least the number of voters equal to quorum.

Notice of interim meetings shall be accomplished via general announcement at the preceding standing meeting or via email to the group's constituents and any observers from the previous meeting. At a minimum, the notice shall include the date, time, and place of the interim meeting(s). The notice shall be given at least seven (7) days before the interim meeting commences. Receipt of the notice does not confer voting rights for any ballot associated with the meeting.

Notwithstanding the foregoing, a member's primary representative waives notice requirements for any interim meeting when any of the member's representatives attend the meeting, except when the representative notifies the presiding chair immediately upon the start of the meeting that they are attending solely to object to the conduct of business because the meeting was not properly called or convened.

6.2 Interim Meeting Participation

Interim meetings are generally conducted via one of X12's online conferencing tools, GoToMeeting™ or GoToWebinar™, and do not require physical attendance.

The chair calling an interim meeting shall be responsible for ensuring that only member representatives and non-members authorized per with *Section 7 Non-member Participation Policy* participate in the interim meeting.

7 Non-member Participation Policy

An individual not identified as a member representative of an X12 member may be authorized to participate in specific X12 meetings, sessions, events, or activities as a non-member based on the express consent of the Executive Director and the overseeing committee chair and subject to the payment of any prescribed participation fee.

Such authorization does not convey any membership rights. Non-member attendees shall not be afforded speaking privileges unless the non-member attendee is specifically recognized by the presiding chair and shall not have the right to offer or second motions, offer nominations, hold office, or vote on any matter, except that a non-member participant may be allowed to vote in a participant straw poll or subordinate group ballots if expressly permitted to do so by the subordinate group's policies and procedures. Non-members must

agree to follow and be bound by any applicable X12 policy or procedure as a condition of participation.

Any individual who pays a non-member participation fee may request that the non-member participation fee be applied to initial membership dues if an associated X12 membership application is submitted and approved within three (3) months of payment of the non-member participation fee.

8 Invited Guest Policy

The Executive Director shall have the authority to invite guests to a standing meeting or an interim meeting as described below. The guest shall not be charged a fee; however, such invitations shall not be used to circumvent the payment of membership dues or non-member participation fees. Guests shall not be entitled to any privilege afforded member representatives, including the right to offer motions or nominations, speak in debate, or vote, regardless of any subordinate group's policies. Guests must agree to follow and be bound by any applicable X12 policy or procedure as a condition of attendance.

1. An individual guest may be invited to speak on a topic of particular interest at a corporate or committee session. The chair presiding over the given meeting, session, event, or activity shall be responsible for mentoring the non-member at the meeting.
2. An individual whose expertise is specifically necessary for a given meeting, session, event, or activity may be invited to attend a specific meeting or session. The invitation shall identify the date(s) or session(s) at which the guest is providing expertise. The chair presiding over the given meeting, session, event, or activity shall be responsible for mentoring the non-member at the meeting.
3. An individual identified by a Board member as a potential partner, stakeholder, member, or participant may be invited to attend a specific meeting or session. A Board member or X12 staff shall be responsible for facilitating introductions and the guest's exposure to X12 processes, methodologies, collaborations, and offerings.

9 Participation Records and Reporting Policy

Access to and use of participation information will conform to ***Membership Policies and Procedures (CAP04)***.

Member and member representative participation records for standing meetings shall be maintained by X12.

Individual X12 groups shall maintain participation records for each convened meeting or session; however, per X12 corporate policy, participation records shall not be maintained in the group's minutes. Standing meeting session attendance shall be recorded using ScanTrakk or another corporate attendance tool and interim meeting attendance shall be recorded using GoToMeeting or GoToWebinar reports.

10 Audio, Video, Photos, and Screen Capture

X12 strives to foster a working environment where all participants feel comfortable and confident engaging in open dialog and discussion. An important component of such an environment is a clear policy related to audio and video recordings and photographs. X12's related policies and procedures are specified in this document.

10.1 Audio and Video Recordings

Regardless of any agreement between specific meeting attendees, there shall be no recording of any X12 meeting, session, event, or activity, whether audio or video, by any party without explicit written consent obtained in advance of the recording. Consent for recording shall be considered and may be granted only when the recording is to be used to draft meeting minutes and with the condition that the recording shall be deleted upon approval of the minutes. Written consent may be requested from the Executive Director by submitting a request to meetings@x12.org.

10.2 Photography

X12 staff may take photographs at any X12 meeting, session, event, or activity. Such photos may be posted on X12's website or shared via X12's social media sites and services at the discretion of the Executive Director, without explicit consent from individuals who may be visible in the photographs.

Any member representative or non-member attendee wishing to take photographs at an X12 meeting, session, event, or activity must request and receive permission from the ranking X12 officer present before taking photographs. Public use of such photographs is not permitted, including sharing via any social media site or service, without explicit written consent obtained in advance of the public use. This includes but is not limited to sharing or posting via any web site or blog, Twitter, Instagram, Facebook, Tumblr, or LinkedIn. Such written consent shall be requested from the Executive Director by submitting a request at meetings@x12.org.

10.3 Screen Capture

X12 chairs display various types of draft and final materials via web conferencing tools at standing and interim meetings. It is recognized that attendees can capture such information using readily available technology. However, any information captured during an X12 meeting or session is expressly constrained to the personal and individual use of the attendee. Any subsequent distribution, posting, sharing, or use of such captured information is expressly prohibited by X12 and may result in loss of meeting participation privileges.

11 Smoking and Vapor Policy

X12 recognizes the FDA findings of the health risks associated with tobacco use, e-cigarette use, and exposure to secondhand smoke and toxins. As such, X12 institutes the following tobacco, smoke, and vape policies based on the recommendations of the American Lung Association.

Regardless of local or venue policies, smoking of tobacco products, use of oral tobacco products, use of e-cigarettes, and use of any other electronic vapor-delivery systems shall not be permitted in any area of a venue associated with X12's organized activities. This includes meeting rooms, conference rooms, auditoriums, ballrooms, classrooms, the registration area, hallways, restrooms, and any other gathering or work areas. These restrictions apply to member representatives, non-member attendees, and staff.

12 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.

13 Document History

Revisions are effective on the approval date unless otherwise stated in the approval.

Approved	Description
10/23/2018	V4: Minor updates including adding clarification related to the terms "meeting" & "session", notifications, and convening & adjournment of meetings.
06/20/2017	V3: Revised to include meeting policy previously defined in the X12 Bylaws (CAP01) and other minor revisions.
09/22/2016	V2: Revised to reflect the organization's name change, and add Invited Guest, Smoking and Vapor policies.
02/23/2016	Initial version