



**X12 Corporate Administrative
Policy and Procedure**

CAP17 - X12 Liaisons

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X12 Liaisons

1 Introduction

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

Suggestions for revisions to this document may be submitted 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 liaison policies in full; no related lower-level governance shall be permitted.

3 Background

The X12 board chair, executive director, and committee chairs are tasked with responsibilities related to external communication. In some cases, another position is defined with the responsibility to assist with communication and coordination between X12 and an external organization or between X12 groups. These representatives are known within X12 as liaisons.

This policy, **CAP17 - X12 Liaisons**, is specific to internal liaisons and the liaisons established by X12 to represent its interests to another organization. A liaison established by another organization to represent its interests to X12 is not governed by **CAP17**.

4 Internal Liaisons

An internal liaison is an X12 member representative with specific responsibilities related to communication and coordination between two X12 groups, the two groups may operate within the same subcommittee, the same committee, or in different X12 committees.

Internal liaisons are advisory; they coordinate communication and collaboration between the X12 groups, sharing information bilaterally, but have no authority to act on behalf of either group in any matter. Internal liaisons do not speak or act on behalf of X12. An internal liaison position shall be established by the board chair, a committee chair (with the consent of the board chair), or a subcommittee chair (with the consent of the committee chair) and filled via appointment by the establishing chair. An appointed liaison must meet all established criteria at the time of the appointment and continue to meet the established

criteria throughout the appointment. All appointees serve at the pleasure of the establishing chair, but at a minimum, appointments shall be reconfirmed or reassigned every two years. The establishing chair shall inform staff via support@x12.org of the establishment of an internal liaison position and all appointments thereto so that appropriate corporate records can be maintained.

A committee chair has the authority to remove a liaison appointed by a subcommittee chair as necessary to ensure the best interests of the committee. The board chair has the authority to remove a liaison appointed by a committee chair as necessary to ensure the best interests of the organization.

X12 policy requires some subcommittees to name a constituent to officially represent the subcommittee to another group, such as ASC|X12J or ASC|PRB. These specifically defined positions are not considered to be internal liaison positions. See the appropriate committee's *Operating Manual* for more information on these subcommittee representative positions.

5 External Liaisons

X12 recognizes three types of external liaisons: operational, formal, and informational. All formal and informational external liaison positions shall be established in accordance with this section. Formal and informational external liaison positions shall be filled by an X12 staff member or an appointed X12 member representative at the discretion of the X12 board chair. The board may choose to solicit one or more committee chairs for input on potential appointees. An appointed liaison must meet all established criteria at the time of the appointment and continue to meet the established criteria throughout the appointment. All appointees serve at the pleasure of the X12 board chair, but at a minimum, appointments shall be reconfirmed or reassigned every two years.

In many situations, X12 executes a formal agreement with another organization, referenced herein as a partner, to clarify how the two organizations will interact. These agreements are often identified as a Memo of Understanding (MoU). All formal agreements executed by X12 shall include an operational liaison position. An operational liaison may also be established via Board action. The operation liaison position shall be filled by the X12 executive director, or another staff member designated by X12's executive director. The operational liaison shall have authority to enter into agreements, identify X12 liaisons, commit X12 resources, collect and share information bilaterally, state positions, and speak and act on behalf of X12 in matters of corporate and operational interest. If a formal agreement establishes a board or organizational leadership position for an X12 representative, that position shall be filled by the operational liaison.

These formal agreements may also specify that each organization will maintain a formal liaison position to facilitate collaboration and communication. Such an agreement is the only mechanism for establishing a formal liaison position within X12. A formal liaison collects

and shares information bilaterally and has authority to state positions and speak on behalf of X12 to the partner organization related to certain matters in accordance with this policy and as defined within the agreement. The operational liaison is responsible for providing the partner with name and contact information for the initial formal liaison and for informing the partner of subsequent replacements or confirmations.

An informational liaison position may be established within a formal agreement or by Board action. An informational liaison's responsibility is limited to collecting information from the partner organization and disseminating it within X12. An informational liaison does not have authority to state X12 positions or to speak or act on behalf of X12. The operational liaison is responsible for providing the partner with name and contact information for the initial informational liaison and for informing the partner of subsequent replacements or confirmations.

Some agreements recognize or call for subject matter experts related to specific tasks and activities. These subject matter experts are not considered to be X12 liaisons.

6 Communication Authority

Internal liaisons have authority to collect and share information bilaterally between an X12 group they are representing and another X12 group. Internal liaisons do not have authority to make decisions on behalf of the group they are representing, nor do they have authority to overrule the group's positions or decisions. Excepting the group's chair, an internal liaison is the only member representative empowered to speak to the other X12 group on behalf of the group they are representing.

Formal liaisons have authority to speak to the partner organization on behalf of X12 related to ongoing or planned standards development processes or activities. Excepting the committee's chair, they are the only member representatives that have such authority. Formal liaisons do not have authority to speak on behalf of X12 on any other matter.

Other individuals who may be X12 member representatives and participants of the partner organization may lend their expertise within the partner organization as requested by the formal liaison but are not empowered to speak on behalf of X12 on any matter.

The chair of a committee has authority to speak on behalf of the committee as related to standards development plans, processes or activities and is free to contact the equivalent chair of the partner organization at any time to discuss such matters. The operational liaison shall be notified of such communication. The formal liaison shall also be notified of such communication unless the chair deems the communication to be of a confidential nature.

The Board has ultimate responsibility for X12's activities and has vested the executive director with authority to speak on behalf of the organization, contact leadership of other

organizations, approve joint projects, and enter into financial or legal agreements with partner organizations.

7 Liaison Qualifications

All member representatives appointed to serve as an internal, formal, or informational liaisons shall meet the following qualifications. Other qualifications, specific to the type of liaison, are detailed in the sub-sections below.

Qualifications:

1. Be an X12 member representative eligible for appointment as identified in **CAP04 - X12 Membership**.
2. Be a recognized constituent of a materially interested X12 group.
3. Be well-organized with strong written and verbal communication skills.
4. Have a clear understanding of the overall X12 organization.
5. Have a keen understanding of applicable X12 policies and procedures.
6. Have the knowledge and experience necessary to operate as an effective liaison.

7.1 Internal Liaison Qualifications

There are no additional qualifications for an internal liaison.

7.2 Formal Liaison Qualifications

In addition to the qualifications listed in section 7 above, a member representative appointed to serve as a formal liaison shall:

1. Have a clear understanding of the partner's overall organization.
2. Have good understanding of the partner's related policies and procedures.
3. Not be appointed simultaneously to represent X12 to a partner organization and to represent the partner organization to X12. This avoids potential conflict of interest concerns from either X12 or the partner organization.
4. Not be appointed as an external liaison to more than one partner organization simultaneously, however, the X12 board may rarely allow an exception to this restriction.

7.3 Informational Liaison Qualifications

In addition to the qualifications listed in section 7 above, a member representative appointed to serve as an informational liaison shall:

1. Have a clear understanding of the partner's overall organization.
2. Have good understanding of the partner's related policies and procedures.
3. Not be appointed simultaneously to represent X12 to a partner organization and to represent the partner organization to X12. This avoids potential conflict of interest concerns from either X12 or the partner organization.
4. Not be appointed as an informational liaison to more than one partner

organization simultaneously, however, the X12 board may rarely allow an exception to this restriction.

8 Liaison Responsibilities

All internal, formal, and informational liaisons have the following responsibilities. Other responsibilities, specific to the type of liaison, are detailed in the sub-sections below.

A liaison shall:

1. Always act in accordance with X12 policies and procedures.
2. Collect and share information effectively, accurately, and consistently.
3. Report liaison activity according to established procedures.
4. Focus on X12's interests at the corporate, committee, and subordinate group levels.
5. Refrain from representing a personal position or an employer's position in any situation where they are operating as the X12 liaison.
6. Seek and take direction from impacted X12 committee chairs and the executive director as necessary to accomplish their responsibilities.
7. Respond to any reasonable request for updates or information from any X12 committee chair or the executive director and report any unreasonable request to the executive director or X12 board chair.
8. Take reasonable action as necessary to resolve issues between the groups.
9. Complete, or facilitate the completion of, assigned tasks in a timely manner to ensure the progress of projects and activities.

8.1 Internal Liaison Responsibilities

In addition to the responsibilities listed in section 8 above, an internal liaison shall:

1. Participate in the meetings and online collaboration of both X12 groups as necessary to effectively represent one group to the other.
2. Escalate any concern, issue, or question that they cannot resolve to the committee chair or the executive director.

8.2 Formal Liaison Responsibilities

In addition to the responsibilities listed in section 8 above, a formal liaison shall:

1. Participate in the meetings and online collaboration of both organizations as necessary to effectively represent X12 to the partner organization and communicate back to X12 on the partner's activities.
2. Ensure any work undertaken by the partner organization that is based on X12 intellectual property or that requires formal input from X12 is properly classified as a joint project, joint work, or joint activity, depending on the formal agreement's terminology.
3. Ensure joint projects are properly approved by the operational liaison of both organizations prior to commencement of any related activities.

4. Exercise the X12 voting privilege in the partner organization appropriately, when applicable.
5. Abstain from voting in all other matters within the partner organization, except when X12 has a material vested interest in the outcome of a ballot and the liaison is qualified to cast an informed vote on the matter that represents X12's interests and position.
6. Escalate any concern, issue, or question that they cannot resolve to the operational liaison or the executive director.

8.3 Informational Liaison Responsibilities

In addition to the responsibilities listed in section 8 above, an informational liaison shall:

1. Participate in the meetings and online collaboration of both organizations as necessary to effectively communicate back to X12.
2. Ensure any work undertaken, or to be undertaken, by the partner organization that is based on X12 intellectual property is reported to the executive director for follow-up.
3. Accept requests for input or X12 positions and forward them to a committee chair or the executive director as appropriate.
4. Refrain from representing X12 positions in any situation.
5. Refrain from participating in the partner organization's balloting and voting activities.
6. Escalate any concern, issue, or question that they cannot resolve to the operational liaison or the executive director.

9 Reporting Requirements

All liaison reports shall be submitted via the online Liaison Reporting form. In addition, a liaison may contact the operational liaison, executive director, or another X12 officer directly to discuss a time-sensitive or critical item. Such a discussion shall be documented via a written liaison report.

9.1 Internal Liaison Reporting Requirements

Internal liaisons shall:

1. Submit reports as necessary to ensure timely communication and documentation of any matter that impacts either of the X12 groups or the overall X12 organization.
2. Respond to any request for updates or information from the chair of the group they are representing, another materially interested X12 group chair, the committee chair, or the executive director.
3. Provide a verbal report to any materially interested X12 group in accordance with X12 policy or upon a request from the group's chair. All information

presented in a verbal report should also be submitted in a written report for historical retention.

9.2 Formal Liaison Reporting Requirements

Formal liaisons shall:

1. Submit reports as necessary to provide a timely summarization of:
 - a. Meetings or collaborations with the other organization
 - b. Completion of joint projects, work, or activity
 - c. Issues that arise or are resolved.
2. Regardless of the level of activity between X12 and the partner organization, the formal liaison shall submit a report at least twice per year.
3. Respond to any request for updates or information from the operational liaison, a materially interested X12 chair, or the board chair.
4. Provide a verbal report to any materially interested X12 group in accordance with X12 policy or upon a request from the group's chair. All information presented in a verbal report should also be submitted in a written report for historical retention.

9.3 Informational Liaison Reporting Requirements

Information liaisons shall:

1. Submit reports as necessary to provide a timely summarization of:
 - a. Meetings or collaborations with the other organization
 - b. Completion of joint projects, work, or activity
 - c. Issues that arise or are resolved.
2. Regardless of the level of activity between X12 and the partner organization, the informational liaison shall submit a report at least twice per year.
3. Respond to any request for updates or information from the operational liaison, a materially interested X12 chair, or the board chair.
4. Provide a verbal report to any materially interested X12 group in accordance with X12 policy or upon a request from the group's chair. All information presented in a verbal report should also be submitted in a written report for historical retention.

10 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.

11 Document History

Revisions are effective on the approval date.

| Date | Description |
|------------|--|
| 11/08/2019 | V9: Reorganized the sections, improved consistency, improved wording clarity. |
| 09/13/2018 | V8: Reorganized and revised to include information on internal liaisons and the operational liaison. |
| 11/07/2017 | V7: Revised to support the Registered Standards Committee and X12's MoU template |
| 09/22/2016 | V6: Revised to reflect the X12 name change and other minor clarifications |
| 05/24/2016 | V5: ADP07 converted to corporate policy CAP17 |
| 10/01/2015 | V4: Revisions approved by Steering |
| 02/03/2011 | V3: Revisions approved by Steering |
| 08/25/2010 | V2: Revisions approved by Steering |
| 10/02/2003 | ADP07 – Initial version, approved by Steering |