



**X12 Corporate Administrative
Policy and Procedure**

**X12 Liaisons and Subject Matter Experts
(CAP17)**

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X12 Liaisons and Subject Matter Experts

1 Introduction

The X12 Board of Directors (Board) is responsible for these Bylaws, which supplement the X12 Articles of Incorporation.

The policies and procedures herein supersede all other policies and procedures of the corporation except those contained in the X12 Articles of Incorporation. 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.

2 Authority

X12 maintains corporate rules which define overall corporate policies and procedures. X12's primary organizational policies are established in the **X12 Bylaws (CAP01)**. The policies established herein supplement the **X12 Bylaws** and establish X12's liaison and subject matter expert policies in full; no lower-level governance is permitted.

3 Background

The X12 board chair, CEO, and committee chairs are tasked with specific responsibilities related to external communication. In addition, the X12 board has established liaison and subject matter expert roles to assist with specific communication and/or coordination responsibilities.

Liaisons are responsible for communications and/or coordination between specific groups. There are two types of liaisons covered by this policy, internal liaisons who assist with communication and/or coordination between X12 groups and external liaisons who assist with communication and/or coordination between X12 and an external organization. Another type of liaison, the operational liaison, is described herein for clarity; however, operational liaison is a staff position with distinct responsibilities. The general term "liaison" used herein refers to internal and external liaisons but not to operational liaisons.

Subject matter experts (SMEs) are responsible for specific communications, coordination, tasks, activities, and deliverables related to an area of expertise.

This policy, **X12 Liaisons and Subject Matter Experts (CAP17)**, applies to liaisons and subject matter experts appointed by X12 to represent its interests in a specific area. A liaison appointed by another organization to represent its interests to X12 is not governed by **CAP17**.

4 Qualifications, Restrictions, and Terms

The following qualifications and restrictions apply to all liaison and SME positions established by X12. An X12 member representative appointed to one of these positions must meet all established qualification and restriction criteria at the time of the appointment and continue to meet the established criteria throughout the appointment term.

Qualifications:

- Be an X12 member representative eligible for appointment as identified in **X12 Membership (CAP04)**.
- Be a recognized constituent of a materially interested X12 group
- Be well-organized with strong written and verbal communication skills
- Have a clear understanding of the overall X12 organization
- Have a keen understanding of applicable X12 policies and procedures.
- Have the knowledge and experience necessary to operate effectively
- Have a clear understanding of
 - The other X12 group's policies and processes (applies to internal liaisons)
 - The other organization's overall organization, policies, and processes (applies to external liaisons)
 - The subject matter (applies to subject matter experts)

Restrictions:

- An X12 member representative is generally not permitted to serve in two or more of these roles (internal liaison, external liaison, and subject matter expert) simultaneously. However, in extenuating circumstances, the X12 Board chair may approve an exception to this restriction.
- An X12 member representative is generally not permitted to serve in one of these roles (internal liaison, external liaison, or subject matter expert) for two internal groups (applies to internal liaisons) or external groups (applies to external liaisons), or subjects (applies to subject matter experts) simultaneously. However, in extenuating circumstances, the X12 Board chair may approve an exception to this restriction.
- To avoid any potential conflict of interest concerns, an X12 member representative is not permitted to represent bilaterally when serving in a liaison or subject matter expert role, for example
 - An internal liaison is not permitted to simultaneously represent one X12 group to a second X12 group and the second X12 group to the first.
 - An external liaison is not permitted to simultaneously represent X12 to an external organization and to represent the external organization to X12.
 - A subject matter expert is not permitted to simultaneously represent X12's subject matter interests to an external organization and to represent the external organization's subject matter interests to X12.

Terms:

Liaisons and subject matter experts are appointed for two-year term(s) with no term limits; however, the appointee serves at the pleasure of the establishing chair and can be replaced at any time during the two-year term.

An internal liaison position is 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.

A formal or informational liaison position is established via a formal agreement between X12 and another organization and filled by the X12 board.

In some situations, a formal agreement with another organization may specify that each organization will maintain one or more SMEs to facilitate collaboration and/or communication on a particular topic or activity. In other situations, the X12 Board may establish an SME position without a formal agreement. See section 9 for more information on the establishment of a SME position.

In all cases, the establishing chair informs staff via support@x12.org when a liaison or subject matter position is established and when a new appointee is named so the 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.

5 Responsibilities

All subject matter experts and internal, formal, and informational liaisons have the following responsibilities. Responsibilities specific to a role are detailed in the appropriate section below.

An X12 member representative serving in a liaison or subject matter expert role:

1. Always acts in accordance with X12 policies and procedures.
2. Collects and shares information effectively, accurately, and consistently.
3. Provides reports according to established procedures.
4. Focuses on X12's interests at the corporate, committee, and subordinate group levels.
5. Refrains from representing a personal position or an employer's position in any situation where they are operating as the X12 representative.
6. Seeks and takes direction from impacted X12 committee chairs and the X12 CEO as necessary to accomplish their responsibilities.
7. Responds to reasonable requests for updates or information from an X12 committee chair or the X12 CEO and reports any unreasonable requests to the X12 board chair.
8. Completes, or facilitates the completion of, assigned tasks in a timely manner.
9. Takes reasonable action to resolve issues between the groups.
10. Escalates any concern, issue, or question they cannot resolve to the appropriate committee chair or the X12 CEO.

6 Internal Liaisons

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

Internal liaisons are advisory; they coordinate collaboration between the X12 groups, sharing information bilaterally, but have no authority to act or speak on behalf of either group. Internal liaisons are not authorized to speak for or act on behalf of the X12 organization.

An internal liaison position is 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.

X12 policy requires some subcommittees to name a constituent to officially represent the subcommittee to another group, for example, ASC subcommittees must appoint a representative to X12J and 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.

6.1 Internal Liaison Responsibilities

In addition to the responsibilities listed in section 5 above, an internal liaison participates in the meetings and online collaboration of both X12 groups as necessary to effectively represent one group to the other.

7 Formal Liaisons

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). Such agreements may specify that each organization will maintain a formal liaison position to facilitate collaboration and/or communication. A formal agreement is the only mechanism for establishing a formal liaison position.

A formal liaison position may be filled by a qualified X12 member representative or by X12 staff at the discretion of the X12 board chair or CEO. 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.

7.1 Formal Liaison Responsibilities

In addition to the responsibilities listed in section 5 above, a formal liaison:

1. Participates in the meetings and online collaborations of both organizations as necessary to effectively represent X12 to the partner organization and communicate back to X12 on the partner's activities.
2. Ensures 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. Ensures joint projects are properly approved by the operational liaison of both organizations prior to commencement of any related activities.
4. Abstains from voting on 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.
5. Exercises the X12 voting privilege in the partner organization appropriately, when applicable under #4 above.

8 Informational Liaisons

As described in Section 7 above, X12 executes formal agreements 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). Such agreements may specify that each organization will maintain an informational liaison position to facilitate collaboration and/or communication. An informational liaison position may also be established via Board action.

Informational liaisons are advisory; they gather and disseminate information from the external organization within X12 but have no authority to act or speak on behalf of either group.

An informational liaison position may be filled by a qualified X12 member representative or by X12 staff at the discretion of the X12 board chair or CEO.

8.1 Informational Liaison Responsibilities

In addition to the responsibilities listed in section 5 above, an informational liaison:

1. Participates in the meetings and online collaboration of both organizations as necessary to effectively communicate back to X12.
2. Ensures any work undertaken, or to be undertaken, by the partner organization that is based on X12 intellectual property is reported to the X12 CEO for follow-up.
3. Accepts requests for input or X12 positions and forwards them to a committee

- chair or the X12 CEO as appropriate.
4. Refrains from representing X12 positions in any situation.
 5. Refrains from voting on any matters within the partner organization.

9 Subject Matter Experts

In some situations, a formal agreement with another organization may specify that each organization will maintain one or more SMEs to facilitate collaboration and/or communication on a particular topic or activity. In other situations, the X12 Board may establish an SME position without a formal agreement.

When an SME position is established in a formal agreement, the agreement determines whether the operational or formal liaison appoints the SME. When SME is established by the board, the board appoints the SME. A SME position may be filled by a qualified X12 member representative or by X12 staff.

An X12 SME position may be established as advisory or it may be afforded limited authority to act or speak on behalf of X12. In some cases, the SME will operate under a detailed Statement of Work. Advisory SMEs must vet ideas, proposals, and official statements with X12 staff, leadership, or membership as determined when the position is established. SMEs afforded with limited authority are encouraged to gather X12 member input to inform their actions or statements. A SME does not unilaterally determine X12's position on any matter and does not speak or act on behalf of X12 unless specifically assigned to do so.

9.1 SME Responsibilities

In addition to the responsibilities listed in section 5 above, a subject matter expert:

1. Participates in the meetings and online collaborations internally and externally as necessary to effectively represent X12 interests related to the subject matter.
2. Collects information from X12 groups and other industry sources.
3. Proposes surveys or other communication mechanisms intended to gather information from X12 member representatives to inform actions, proposals, or statements.
4. Drafts X12 position papers or technical solutions for review by either X12 officers, X12 members, or staff.
5. Drafts responses to external requests for information, proposals, or comments.
6. Recommends X12 activities or actions.
7. Reviews position papers and technical solutions proposed by other organizations
8. Provides educational materials or progress reports that keep X12 member representatives and/or leadership informed about the subject matter.

10 Communication Authority

Internal and external communication is a vital part of X12's liaison and subject matter responsibilities. Liaisons and SMEs must exercise care to ensure they do not exceed the authority bestowed on them.

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 the authority to speak on behalf of X12 on any other matter.

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 the authority to state X12 positions or to speak or act on behalf of X12.

A SME does not have the authority to unilaterally determine X12's position on any matter and does not speak or act on behalf of X12 unless specifically assigned to do so.

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 a liaison or SME 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 must be notified of such communication. The formal liaison must 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 X12 CEO 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.

11 Liaison Reporting Requirements

All liaisons and subject matter experts must provide reports detailing or summarizing their activities or findings. Such reports must be submitted in advance of each Standing meeting, upon completion of any significant task or activity, to report any significant issues or barriers to expected progress, and upon request from the Board chair, committee chair, or a materially impacted subcommittee chair.

Regardless of whether a verbal report will also be provided, all liaisons and SMEs must submit written reports via the online Liaison Reporting form. In addition, a liaison or SME may contact the operational liaison, X12 CEO, or another X12 officer directly to discuss a time-sensitive or critical item.

12 Operational Liaisons

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 such agreements executed by X12 will include an operational liaison position.

The operational liaison position is filled by the X12 CEO or another staff member designated by X12's CEO. The operational liaison has the 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. The operational liaison is responsible for providing the partner with name and contact information for the initial formal or informational liaison and for informing the partner of subsequent replacements. The operational liaison also informs staff via support@x12.org when a formal or informational liaison position is established and when a new appointee is named so that accurate corporate records can be maintained. If a formal agreement establishes a board or organizational leadership position for an X12 representative, that position is filled by the operational liaison.

13 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.

14 Document History

Revisions are effective on the approval date.

Date	Description
01/05/2024	V10: Added a new role, X12 subject matter expert, and restricted the sections.
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