
**X12 Administrative
Policy and Procedure**

Governance Panel Operating Manual (TGP201)

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Governance Panel Operating Manual

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's primary organizational policies are established in the **X12 Bylaws (CAP01)** and supplemented by other corporate governance. This operating manual stands-alone to establish the Governance Panel's committee-specific rules.

3 Background

This operating manual defines the purpose, structure, and operating policies and procedures of the Governance Panel, a standing committee of X12.

The term panel herein specifically references the Governance Panel. The term committee herein specifically references the Governance Panel, unless otherwise explicitly clarified to indicate some or all of X12's other committees.

4 Committee Overview

4.1 Mission

The Governance Panel mission is defined in **CAP20 - Governance Panel Mission**.

4.2 Structure

The Governance Panel operates as a stand-alone committee with no subordinate groups.

4.3 Specific Responsibilities

The Governance Panel's responsibilities include but are not limited to the following.

1. Advising the Board, committees, subcommittees, and other subordinate groups related to parliamentary, policy, and procedural matters. This advice may be solicited or unsolicited.
2. Maintaining the X12 Wordbook based on **CAP15 - Organizational Lingo** which defines X12's vocabulary and terminology related policies.
3. Developing and maintaining corporate policies and procedures.
4. Approving corporate policies and procedures on behalf of the Board,

excepting the Articles and Bylaws which shall be under the sole purview of the Board.

5. Developing and maintaining informative presentations and training materials related to X12 policies and procedures.
6. Assessing committee and subordinate group policies and procedures prior to their approval and providing concurrence or feedback on necessary revisions
 - a. Concurrence shall be based on consistency with all applicable corporate, committee, and subordinate group policies and procedures.
 - b. Feedback may be related to the consistency criteria above, readability, enforceability, grammar, or other enhancements.
7. Developing opinions, both formal and informal, related to due process questions or complaints at the organizational, committee, or subordinate group level. These opinions may be solicited by the Board, a member representative, a materially-affected non-member, or the associated X12 group.
8. Reviewing and evaluating ballot comments related to corporate policies and procedures.
9. Confirming corporate ballots related to corporate policies and procedures.

5 Governance Panel Constituents

The Governance Panel constituents are identified below along with explicit criteria, rights, and responsibilities. Each Governance Panel constituent, including the Chair, is entitled to attend meetings, participate in discussions and other collaborations, offer motions and nominations, and cast one vote in any constituent ballot.

1. Governance Panel Chair
 - a. Appointed by, and serves at the pleasure of, the Board Chair
 - b. The appointee shall have participated in X12 activities for at least two years, be well-versed in X12 policies and procedures, have Roberts Rules of Order knowledge, experience, or expertise, possess strong communication skills, both written and oral, and possess strong interpersonal skills.
2. Governance Panel Secretary - X12 staff shall serve as secretary
3. Ex-officio Constituents
 - a. The ASC Policies and Procedures (P&P) task group chair
 - b. The RSC Parliamentary subcommittee chair
4. At-large Constituents
 - a. Up to three at-large constituents may be appointed by the Board Chair.
 - b. Each appointment shall be for a two-year term, with no term limit
 - c. Each appointee shall have participated in X12 activities for at least one year, be well-versed in X12 policies and procedures, possess knowledge of Robert's Rules of Order, have strong written communication skills, and be willing to participate regularly in Governance Panel activities

6 Governance Panel Duties

The Governance Panel Chair is responsible for the following.

1. Overseeing all aspects of Governance Panel activities
2. Chairing Governance Panel meetings
3. Representing the Governance Panel to the X12 Board and other X12 Committees
4. Ensuring timely completion of Governance Panel tasks, including development, maintenance, reviews, recommendations, and opinions

The Governance Panel Secretary is responsible for the following.

1. Assisting the Governance Panel Chair as requested
2. Assuming the duties of the Governance Panel Chair temporarily as necessary
3. Drafting and maintaining the Governance Panel minutes
4. Working with staff to maintaining an archive of corporate policies and procedures

7 Meetings

The frequency and timing of meetings shall be determined by the Governance Panel chair, but at least two meetings shall be held each calendar year. These are not standards development meetings and Governance Panel activities require specific expertise; therefore attendance shall generally be limited to the Governance Panel constituents.

8 Voting and Quorum

Governance Panel constituent ballots may be conducted via meeting vote or electronic vote. Quorum shall be recognized based on the attendance or participation of a majority of the constituents.

8 Parliamentary Authority

The Governance Panel shall be the authority on any parliamentary issue related to an activity conducted or artifact developed under the auspices of the X12 organization, including all due process, policy and procedure-related issues. The Governance Panel shall rule on such issues as necessary to ensure the proper parliamentary process is maintained across the organization.

Any X12 member representative or materially affected non-member may bring a parliamentary issue to the attention of the Governance Panel chair or Board chair by sending an email to support@x12.org. The Board or the Governance Panel may also raise a parliamentary issue internally.

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

New versions of this document are effective on the approval date.

Date	Description
11/20/2017	V2: Minor revisions related to the establishment of the RSC.
04/26/2016	Initial version approved by the X12 Board