Overview: Governance Panel

DISCLAIMER

- This presentation is for informational purposes only

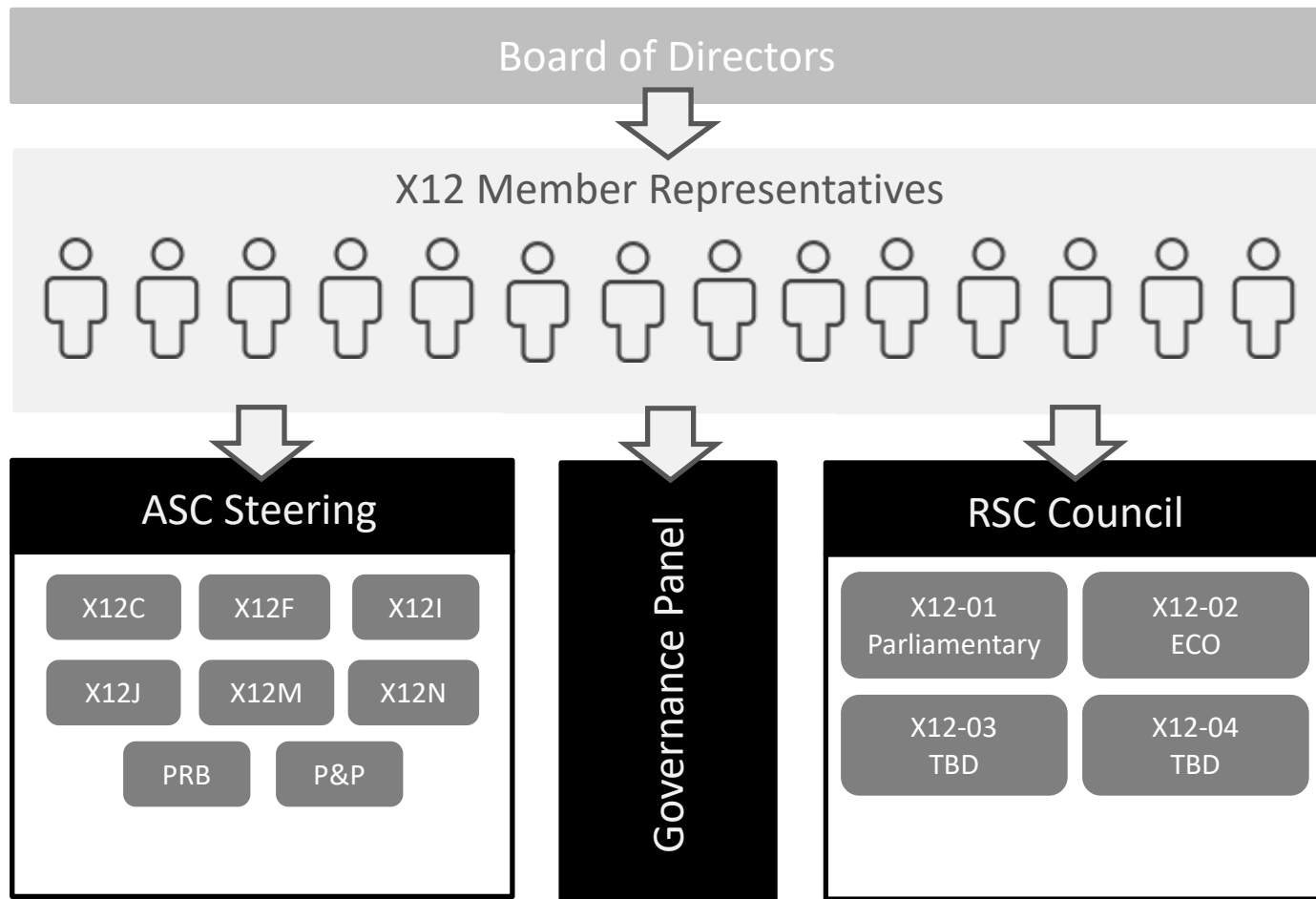- The content is point-in-time information, subject to revision

OUTLINE

- Acronyms

- Background

- Introduction

- Structure and Composition

- Responsibilities

- Maintenance Policies

ACRONYMS

- ASC – Accredited Standards Committee

- RSC – Registered Standards Committee

X12 ORGANIZATIONAL STRUCTURE

Board of Directors

X12 Member Representatives

ASC Steering

X12C	X12F	X12I
X12J	X12M	X12N
	PRB	P&P

Governance Panel

RSC Council

X12-01 Parliamentary	X12-02 ECO
X12-03 TBD	X12-04 TBD

BACKGROUND

- The Governance Panel (Panel) operates as an X12 Board Committee

- This presentation describes the mission, structure, and policies of the Governance Panel

BACKGROUND

- Related Policies and Procedures
  - ***Governance Panel Purpose and Scope (CAP20)***
  - ***Governance Panel Operating Manual (TGP201)*** details specific structure and operating policies of the Panel
  - ***X12 Lingo (CAP15)*** details specific policies and procedures related to areas of Panel responsibility

PURPOSE AND SCOPE

- The Governance Panel is responsible for
  - Maintaining the corporate Wordbook
  - Presenting governance recommendations to the Board
  - Ensuring all of X12's policies are aligned and consistent
  - Assessing and concurring on policies prior to approval
  - Advising X12 groups that develop policies
  - Providing input on due process matters to the Board, other committees, and subordinate groups

- The Governance Panel is the authority on:
  - X12 parliamentary issues and rules on such issues as the Board deems necessary to ensure proper parliamentary process is maintained in any corporation activity
  - X12 administrative policy or procedure issues and rules on such issues as the Board deems necessary to ensure proper administrative process is maintained in any corporation activity

PARLIAMENTARY AUTHORITY

- Any X12 member representative or materially affected non-member may bring a relevant issue to the Panel for review

- The Panel works with committee representatives and the Board as necessary to address an issue

STRUCTURE

- The Governance Panel operates as a stand-alone committee

- The Governance Panel does not establish subordinate groups

- Governance Panel Responsibilities
  - Advising related to parliamentary, policy, procedural, and due process matters
  - Maintaining corporate policies and procedures
  - Maintaining policy-related presentations
  - Maintaining the X12 Wordbook
  - Assessing committee-specific policies and procedures

RESPONSIBILITIES - DETAILS

- Advising the Board, committees, subcommittees, and groups related to parliamentary, policy, and procedural matters

- Developing and maintaining corporate policies and procedures

- Developing and maintaining policy-related training and informative presentations

- Maintaining the X12 Wordbook

RESPONSIBILITIES - DETAILS

- Assessing committee-specific policies and procedures prior to finalization and providing concurrence or feedback on necessary revisions
  - Concurrence is based on consistency with all applicable corporate, committee, and subordinate group policies and procedures
  - Feedback may be related to consistency as noted above, readability, enforceability, grammar, or other enhancements

- Developing opinions, both formal and informal, related to due process questions or complaints at the organizational, committee, or subordinate group level

- Reviewing and evaluating ballot comments related to corporate policies and procedures

- Other responsibilities assigned by the Board

COMPOSITION

- The Governance Panel constituents include:
  - Chair – appointed by the Board Chair
  - Secretary – X12 staff shall serve as secretary
  - Ex-officio constituents
    - ASC Policies and Procedure (P&P) Task Group Chair
    - RSC Parliamentary Subcommittee Chair
  - Appointed constituents
    - Up to five at-large constituents appointed by the Board

CONSTITUENT CRITERIA

- Each Governance Panel appointee shall:

  - Have been an active X12 member representative for at least one year

  - Be well-versed in X12 policies and procedures

  - Have a solid understanding of Robert's Rules of Order

  - Have strong written communication skills

  - Be willing to participate regularly and actively for a two-year term of appointment

CONSTITUENT RIGHTS

- Each Governance Panel constituent is entitled to attend meetings, participate in discussions and other collaborations, offer motions, and cast one vote in any Panel ballot

CHAIR RESPONSIBILITIES

- Governance Panel Chair Responsibilities
  - Overseeing all aspects of Panel activities
  - Chairing Panel meetings
  - Representing the Panel to the X12 Board and other X12 Committees
  - Ensuring timely completion of maintenance, reviews, recommendations, and opinions
  - Other duties as necessary to oversee the Panel's activities

SECRETARY RESPONSIBILITIES

- Governance Panel Secretary Responsibilities
  - Assisting the Panel Chair as requested
  - Assuming the duties of the Panel Chair temporarily as necessary
  - Maintaining Panel minutes
  - Maintaining the corporate policy and procedure library, including draft and approved versions

MEETINGS

- At least two meetings shall be conducted each calendar year

- The frequency and timing of additional meetings shall be determined by the Governance Panel chair

- Quorum is not required to conduct a meeting

OBSERVERS

- The chair may invite a member representative to attend a meeting or meetings if the Panel requires input from the individual or upon a request from the member representative

- Observers shall not be entitled to offer motions, offer nominations, or vote

- Observers may participate in discussions only at the direct invitation of the chair

VOTING

- Governance Panel constituent ballots may be conducted via meeting vote or electronic vote

- A quorum is required for voting, regardless of whether the vote is conducted electronically or during a meeting

- Quorum is met based on the participation of a simple majority of the constituents

EXPRESSING INTEREST

- An X12 member representative who meets the Governance Panel constituent requirements may register their interest in being a Governance Panel appointee at any time by submitting the Governance Panel Interest form online

- The Board will either review the qualifications at the time of submission or at a later time when new appointments are being considered

THANK YOU

- **If you have feedback or questions regarding the information presented, post them at** www.x12.org/forms/feedback

- **More information about X12 is at** www.x12.org

- **Stay informed by following X12 on Social Media**
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