ASC Administrative Policy and Procedure

ASC Subcommittees and Subordinate Groups (ASC05)
## Contents

Subcommittees and Other Subordinate Groups ................................................................. 4

1 Introduction .................................................................................................................. 4

2 Authority ..................................................................................................................... 4

3 Background .................................................................................................................. 4

4 Maintaining Constitutions and Charters ........................................................................ 4

   4.1 Process Steps ....................................................................................................... 5

5 Maintaining Purpose and Scope Statements ................................................................. 6

   5.1 Revising a Subcommittee P&S Statement ............................................................ 6

   5.2 Revising a Subordinate Group P&S Statement ....................................................... 6

6 Establishing a Subcommittee ....................................................................................... 7

   6.1 Evaluation Criteria ............................................................................................... 8

7 Subcommittee Operations ............................................................................................. 8

   7.1 Subcommittee Responsibilities ............................................................................ 8

   7.2 Subcommittee Officers ....................................................................................... 9

   7.3 Officer Elections ................................................................................................. 11

   7.4 Removal from Office ........................................................................................... 12

   7.5 Vacancies ........................................................................................................... 12

   7.6 Other Subcommittee Roles ................................................................................ 13

   7.7 Staff Support Requests ...................................................................................... 14

8 Deactivating a Subcommittee ...................................................................................... 14

9 Reactivating a Subcommittee ...................................................................................... 15

10 Terminating a Subcommittee ..................................................................................... 15

11 Establishing a Subordinate Group ............................................................................. 15

12 Subordinate Group Operations .................................................................................. 16

   12.1 Subordinate Group Responsibilities ................................................................ 17

   12.2 Subordinate Group Officers .......................................................................... 17

   12.3 Subordinate Group Officer Elections .............................................................. 18

   12.4 Removal from Office ....................................................................................... 19

   12.5 Vacancies ......................................................................................................... 19

   12.6 Other Roles ...................................................................................................... 20

   12.7 Staff Support Requests .................................................................................... 20
13  Disbanding a Subordinate Group.............................................................................................. 21
14  Terminology............................................................................................................................... 21
15  Document History...................................................................................................................... 21
Subcommittees and Other Subordinate Groups

1 Introduction
The Accredited Standards Committee (ASC) Steering Committee (Steering) is responsible for this policy and associated procedures.

Members agree to be bound by these policies and to follow the associated procedures as a condition of membership. Non-members afforded specific collaboration privileges agree to be bound by these policies and to follow the associated procedures as a condition of those privileges.

Suggestions for improvements to this document are welcome. They may be submitted at x12.org/maintenance-requests.

2 Authority
The committee rules of order and standing rules herein supplement related corporate and committee rules. The suite of corporate rules is identified with the prefix CAP. The suite of Accredited Standards Committee (ASC) rules are identified with the prefix ASC. The rules detailed herein do not duplicate, supersede, contradict, countermand, or overrule the corporate rules or ASC committee rules. No accommodation is intended or provided to allow a subordinate group to override a corporate or committee policy or procedure with a more permissive requirement. In the case of any inconsistency between these rules and either the corporate rules or the committee’s operating rules as defined in the ASC Operating Manual (OPM, ASC01), these rules shall not prevail.

3 Background
This document defines ASC policies and procedures related to establishment, deactivation, and termination of its subcommittees and subordinate groups and to the ongoing operations of those groups. Although committees are subordinate to the X12 Board and subcommittees are subordinate to committees, the term “subordinate group” herein refers to task groups established by Steering, task groups established by subcommittees, and work groups established by a subcommittee.

Within ASC05 the terms “committee”, “subcommittee”, “task group”, “work group”, and “subordinate group” refer specifically to ASC groups and the terms “establishing group” and “parent group” are synonymous and interchangeable.

4 Maintaining Constitutions and Charters
In accordance with the ASC Operating Manual (ASC01), Steering delegates responsibility for reviewing each constitution and charter proposed by an ASC subcommittee or task
group to the Policies & Procedures (P&P) Task Group.

P&P evaluates draft constitutions and charters for adherence to organization policies and procedures, required content, grammar, readability and format, providing feedback to the authoring group on any required or recommended revisions. The authoring group must resolve any issues identified in the P&P feedback prior to the document moving forward to the establishing group for approval. If the groups cannot come to agreement, P&P may seek an opinion from the Governance Panel and shall present the issue(s) to Steering to obtain direction on how to proceed.

At the end of the review and feedback process, if P&P is satisfied with the constitution or charter, P&P shall make a formal recommendation for approval to the establishing group. Otherwise, P&P shall make a formal recommendation for disapproval to the establishing group.

Steering shall approve all subcommittee constitutions and Steering task group charters, and revisions thereof, based on compliance with organizational policies and procedures and P&P’s recommendation.

The establishing subcommittee shall approve task group charters for task groups they establish, and revisions thereof, based on compliance with organizational policies and procedures and P&P’s recommendation.

4.1 Process Steps

The following process shall be followed when a subcommittee or task group has a draft constitution or charter to move forward for approval.

1. The authoring group’s chair, vice chair, or secretary shall complete the P&P Review Request form located at www.x12.org/forms/, including attaching a copy of the draft document, preferably with mark-up noting the revisions.

2. Staff will vet the information submitted, contacting the requester if necessary. After vetting, Staff shall post the document in the Policies & Procedures (P&P) Task Group Central Desktop workspace.

3. The P&P chair will coordinate a P&P review ensuring compliance with applicable corporate and committee policies and procedures, compliance with templates, formatting, standard content, grammar, and readability.

4. If P&P does not identify any issues or necessary revisions, P&P will vote to move the document forward to the establishing group with a recommendation that they approve the document and notify the requester of the action. Skip to step 8 below.

5. If P&P identifies issues or necessary revisions, the P&P chair will email the requester noting the P&P feedback and next steps.

6. The authoring group shall make revisions based on the P&P feedback. If the
authoring group has any disagreement with P&P’s feedback, those disagreements must be resolved to P&P’s satisfaction prior to moving the document forward for approval.

7. If the authoring group and P&P cannot come to agreement, P&P shall seek an opinion from the Governance Panel or obtain direction from Steering on how to proceed.

8. At the end of the review and feedback process, if P&P is satisfied with the document, P&P shall post a formal recommendation for approval to the establishing group’s iMeet workspace. Otherwise, P&P shall post a formal recommendation for disapproval to the establishing group’s iMeet workspace.

9. The establishing group’s chair will schedule a vote on the matter.
   a. If approved, the establishing group’s chair notifies the P&P chair, who shall work with staff to have the approved document updated in the registry and posted on x12.org.
   b. If disapproved, Steering notes the issues and returns the document to P&P for further action (revert to step 5 above).

5 Maintaining Purpose and Scope Statements

From time to time a subcommittee or subordinate group’s purpose and scope (P&S) statement may require revisions. Such revisions are handled in accordance with this section.

5.1 Revising a Subcommittee P&S Statement

Revision to a subcommittee purpose and scope statement may be proposed by the subcommittee itself, Steering, or staff. Revisions proposed by staff are limited to factual corrections to names or identification, consistency items, formatting and other presentation-style matters.

Upon receipt of such a proposal, Steering considers the proposal. If the proposal originated from Steering or staff, Steering may request subcommittee input on the revisions before voting on the matter. Steering may also solicit a recommendation from P&P. Following consideration of the proposal and any input, Steering votes to either deny the proposal or approve it to move forward to ASC committee ballot conducted by electronic vote via the corporate voting tool.

If approved, the balloted purpose and scope shall become the official and authoritative purpose and scope statement for the subcommittee.

5.2 Revising a Subordinate Group P&S Statement

Revision to a subordinate group’s purpose and scope statement may be proposed
by the subordinate group itself, the subcommittee, Steering, or staff. Revisions proposed by staff are limited to factual corrections to names or identification, consistency items, formatting and other presentation-style matters.

Upon receipt of such a proposal, the establishing group considers the proposal. If the proposal originated from the subcommittee, Steering or staff, the establishing group may request subcommittee input on the revisions before voting on the matter. The establishing group may also solicit a recommendation from P&P. Following consideration of the proposal and any input, the establishing group votes to either deny the proposal or approve it.

If approved, the proposed purpose and scope shall become the official and authoritative purpose and scope statement for the subordinate group.

6 Establishing a Subcommittee

Steering accepts and reviews petitions to establish a new subcommittee in accordance with the procedures contained herein.

A petition for a proposed subcommittee must include a proposed purpose and scope, documentation of having operated as an ASC task group for the required period and of having at least one open maintenance request assigned to the task group, and a list of organizations that have committed to active participation.

Steering has the following obligations related to proposed subcommittees:
1. To ensure a proposed subcommittee has the necessary experience and knowledge to operate successfully within the ASC
2. To prevent overlap among subcommittees, including functionally related subcommittees
3. To ensure there is broad support for the subcommittee
4. To ensure the proposed subcommittee has at least one established deliverable or activity

After receiving a petition and evaluating it in accordance with section 6.1 Evaluation Criteria, Steering votes to establish the proposed subcommittee or to deny the petition.

If Steering denies the petition, the ASC chair will apprise the petitioner of the reason(s) for the disapproval. The petitioner may later submit a new petition which addresses those reasons.

If Steering votes to establish the subcommittee, Steering shall approve an initial purpose and scope for the subcommittee subject to subsequent approval via an ASC committee ballot conducted by electronic vote via the corporate voting tool. Subcommittee establishment shall be effective when the committee ballot is approved. Any subsequent revisions shall
be considered in accordance with section 5 *Maintaining Purpose and Scope Statements* herein.

Once approved, the balloted purpose and scope shall be the official and authoritative purpose and scope statement for the subcommittee. Each purpose and scope statement shall be publicly available on the X12 website.

The subcommittee’s first official action shall be to institute a constitution in accordance with section 4 *Maintaining Constitutions and Charters* herein.

### 6.1 Evaluation Criteria

Steering uses the following criteria to evaluate a petition for a new subcommittee:

1. The group submitting the petition has operated as a task group within an existing ASC subcommittee for at least one year.
2. The proposed purpose and scope is clearly different from that of any established subcommittee.
3. Established subcommittees have been polled to verify that none are prepared to expand their purpose and scope to encompass the proposed purpose and scope.
4. Broad support for the proposed subcommittee is demonstrated when:
   a. At least ten entities (organizations or individuals) have committed to participation in the new subcommittee.
   b. A significant percentage of the committed entities are X12 members or have pledged to become a member.
   c. Representation is balanced.
5. The proposed subcommittee has at least one approved project proposal.

### 7 Subcommittee Operations

This section describes operations that are intended to be consistent between subcommittees.

#### 7.1 Subcommittee Responsibilities

Each subcommittee shall be responsible for the following:

1. Fulfilling the responsibilities and completing the activities assigned in the subcommittee’s purpose and scope
2. Maintaining officers
3. Maintaining a subcommittee constitution
   a. If a subcommittee has specific constituent criteria, privileges, or responsibilities the details shall be defined within the subcommittee constitution
4. Maintaining representatives as required by corporate and committee
5. Adhering to all applicable corporate and committee policies

7.2 Subcommittee Officers
Each subcommittee shall have one or two officer positions which shall be filled by
election. Officer titles are held by the individual, not the X12 member or
subcommittee stakeholder. Each subcommittee shall have a chair. A
subcommittee may, but is not required, to have a vice chair. A subcommittee may
have their officer elections in staggered years, for continuity, or may conduct
elections for both positions at the same time. Each officer shall assume office at
the end of the meeting of their election, serve a two-year term, and shall be eligible
for re-election.

If a subcommittee has established stakeholder or constituent criteria, the officers
shall be elected via the corresponding type of ballot. If a subcommittee has not
established specific criteria, the officers shall be elected via an electronic ASC
stakeholder ballot.

A subcommittee may authorize other leadership positions in its constitution as
necessary to ensure smooth subcommittee operations, however for consistency
between subcommittees, those shall not be designated as officer positions.

Officer Qualifications
A subcommittee officer must meet the following criteria:
1. Be a member representative entitled to serve in an elected office, see X12
   Membership (CAP04) for more information.
2. If a subcommittee has established constituent criteria, all officers shall be
   subcommittee constituents.
3. If a subcommittee has not established specific constituent criteria, all officers
   shall be a named representative of an ASC stakeholder.
4. Each ASC stakeholder is limited to one representative serving in a
   subcommittee officer position at any given time.
5. An individual shall not hold an elected officer position in more than one ASC
   subcommittee simultaneously.
6. The subcommittee chair and vice chair must represent different X12
   members.

Chair Responsibilities
Subcommittee chair responsibilities include:
1. Overseeing the subcommittee’s activities and work product development
2. Defining vision, strategy, and tactics for the subcommittee as necessary to
   advance the subcommittee’s goals and X12 organizational goals
3. Ensuring the subcommittee’s activities align with the approved purpose and scope for the group
4. Preparing subcommittee meeting agendas
5. Calling and presiding at subcommittee meetings, the chair shall determine the order of business and has the authority to establish rules for the conduct of the meeting to the extent that such rules do not conflict with organizational policies and procedures
6. Ensuring due process is followed regarding motions, voting items, and appropriate consideration of all suggestions, recommendations, requests, and maintenance items
7. Representing the subcommittee on the ASC Steering committee, including consistent participation at Steering meetings and in Steering discussions to ensure that the subcommittee’s interests are represented
   a. Ensuring the vice-chair’s attendance when the chair is absent
8. Communicating Steering information to the subcommittee as appropriate
9. Communicating on behalf of the subcommittee within X12
10. Appointing or overseeing election of X12J and PRB representatives as appropriate
11. Establishing and disbanding task groups and work groups, including appointing initial conveners
12. Appointing conveners as necessary to facilitate the work of the subcommittee
13. Presiding over subcommittee officer elections, unless the chair is a candidate
14. Presiding over elections for subordinate groups operating under the subcommittee
15. Overseeing distribution of subcommittee work products not governed by the corporate Distribution of Materials (CAP10) policy
16. Assigning duties as necessary to advance the subcommittee’s work
17. Supporting subcommittees consensus decisions within X12 and externally
18. Consulting with the committee officers or staff regarding inquiries
19. Ensuring the vice chair and secretary duties are fulfilled in the event of a vacancy or absence
20. Other duties as required to oversee the subcommittee’s activities

Vice Chair Responsibilities

Subcommittee vice chair responsibilities include:

1. Temporarily assuming the chair’s duties in the absence of the chair
2. Assuming the chair’s duties upon resignation or removal of the chair
3. Acting as the subcommittee’s primary PRB representative unless the subcommittee’s constitution establishes the primary PRB representative as an appointed or elected role within the subcommittee
4. Other duties as required to support the subcommittee chair
7.3 Officer Elections
Subcommittee officer elections shall be conducted in accordance with the following.

Notification and Nominations
Subcommittee officer elections must be announced at a full subcommittee session during the Standing meeting preceding the election. The announcement shall include the nomination open and close dates and the election date but is not required to name the candidates.

Candidate nominations may be conducted in writing via the X12 collaboration tool or via verbal motion at a subcommittee interim meeting or standing meeting session. Candidate nominations may be opened when officer elections are announced or at a subsequent full subcommittee session. Nominations shall be closed no later than the full subcommittee session which immediately precedes the full subcommittee session at which the election will be conducted so that candidate qualifications can be confirmed.

A subcommittee constituent may submit any number of nominations. Self-nominations shall be permitted. Each nomination shall be seconded by a subcommittee constituent who represents a different X12 member than both the nominator and the nominee. Any nominee shall be entitled to decline the nomination.

Nomination and slate-selection groups shall not be convened. All qualified nominees shall be included on the candidate slate.

Election Oversight
If the subcommittee chair is not a candidate in the election, the subcommittee chair shall ensure each nominee meets the officer qualification criteria and oversee all aspects of the election. If any nominee is determined not to meet the officer qualification criteria, the candidate shall be privately notified of their disqualification at least 2 hours in advance of the start of the election ballot. If the nominee does not agree with the decision, the nominee shall appeal to the ASC chair and PRB chair, who shall make the final determination of qualification prior to the start of the election.

If the subcommittee chair is a candidate in the election, the ASC chair shall ensure each nominee meets the officer qualification criteria and oversee all aspects of the election.
Elections
Officer elections shall be conducted as a meeting vote or an electronic vote conducted via the corporate voting tool. Officer elections shall be executed in writing, except when there is only one candidate for a meeting vote. If there is only one candidate for a meeting vote, a general (unanimous) consent action may be taken instead of a formal vote. A general consent action does not require a motion or a second, there is simply a call for any objection to election by acclamation. If no objection is expressed, the candidate is elected.

If no candidate is elected by a majority vote, the candidate receiving the least number of votes will be eliminated and a runoff ballot will be conducted with the remaining candidates. If no candidate is elected by a majority vote after three successive ballots, the candidate with the highest number of votes shall be declared the winner.

The election results shall be reported to the subcommittee as soon as possible following the close of the election ballot. The notification shall clarify that quorum was met and declare the winner. Voting details, include total counts, percentages, voter names, etc., shall not be reported.

7.4 Removal from Office
An elected officer’s failure to attend two (2) consecutive subcommittee meetings shall be considered as resignation from office and the position shall be declared vacant. In extenuating circumstances, the ASC chair can issue an exception to stay this automatic resignation clause.

An elected officer may be removed, and the office declared vacant, at any time by a two-thirds (2/3) vote of subcommittee’s constituents. If a subcommittee has not established specific constituent criteria, removal requires two-thirds approval of the ASC stakeholders. The ASC chair shall oversee any vote to remove a subcommittee officer.

Conveners may be removed at will by the ASC chair.

7.5 Vacancies
If a subcommittee chair resigns, is removed, or becomes incapacitated, the subcommittee vice chair shall assume the chair position for the remainder of the unexpired term. If the subcommittee vice chair position is vacant or the subcommittee vice chair is unable or unwilling to assume the subcommittee chair position, the ASC chair shall appoint a convener to act as chair until an interim chair is duly elected via special election. There shall be no requirement for notice or advance nominations for such an appointment or the special election. However,
the vacancy and date of the special election shall be announced to the subcommittee within fourteen (14) calendar days of the appointment of a convener. The interim chair elected via special election shall serve for the remainder of the unexpired term.

If a subcommittee vice chair resigns, is removed, or becomes incapacitated, the subcommittee chair shall appoint a subcommittee constituent who meets the established officer criteria to fill the unexpired term.

### 7.6 Other Subcommittee Roles

If a subcommittee has established constituent criteria, any individual elected or appointed to a subcommittee position described in this section shall be a subcommittee constituent. If a subcommittee has not established specific constituent criteria, any individual elected or appointed to a subcommittee role shall be a named representative of an ASC stakeholder.

In addition to the officers described above, subcommittees shall or may maintain the following roles: PRB representative, PRB alternate, X12J representative, X12J alternate, and secretary. A subcommittee may also define other roles in its constitution so long as each role or position has assigned responsibilities. Unless a subcommittee’s constitution establishes one or more of these roles as an elected or ex-officio position, each shall be filled by an appointee named by the subcommittee chair. The term for each position shall be two years with no limit to the number of terms an individual can serve in a role.

Each ASC subcommittee shall maintain a representative to the ASC Procedures Review Board (PRB). The subcommittee may also maintain an alternate. The duties of the primary PRB representative include:

1. Representing the subcommittee at PRB meetings and in PRB collaborations
2. Reporting PRB activity to the subcommittee
3. Ensuring the PRB alternate has the information needed to assume the PRB duties when necessary
4. Requesting the alternate represent the subcommittee when the primary representative is unable to do so

The duties of the PRB alternate include:

1. Assuming the duties of the primary PRB representative upon the request of the primary PRB representative

Each ASC subcommittee, except X12J, shall maintain a representative to the X12J Technical Assessment (TAS) subcommittee. The subcommittee may also maintain an alternate. The duties of the primary X12J representative include:
1. Representing the subcommittee at X12J meetings and in X12J collaborations
2. Reporting X12J activity to the subcommittee
3. Ensuring the X12J alternate has the information needed to assume the X12J duties when necessary
4. Requesting the alternate represent the subcommittee when the primary representative is unable to do so

The duties of the X12J alternate include:
1. Assuming the duties of the primary X12J representative upon the request of the primary X12J representative

Each ASC subcommittee may define a secretary position in its constitution. If a secretary position is defined, the secretary shall have the following responsibilities:
1. Notifying constituents of the group’s interim meetings
2. Working with staff to maintain a subcommittee roster and attendance records
3. Ensuring meeting minutes are recorded and submitted
4. Distributing documentation and meeting materials to the group’s constituents
5. Other duties as described within the subcommittee’s constitution or assigned by the subcommittee chair

### 7.7 Staff Support Requests

Subcommittees may have need of publishing, technical or other kinds of support not currently accommodated. Such requests must be presented to the ASC chair. If the ASC chair concurs with the request, it shall be submitted to the X12 Executive Director for consideration.

### 8 Deactivating a Subcommittee

Prior to formal termination, a subcommittee may be deactivated. Deactivation is appropriate when the subcommittee is not currently meeting, or cannot continue to meet, its organizational obligations but has an expectation of being able to resume those obligations within three years of the deactivation.

A subcommittee may vote to voluntarily deactivate. In such cases, PRB shall confirm the subcommittee’s deactivation vote adhered to due process requirements and recommend Steering confirm the deactivation.

Steering may vote to deactivate a subcommittee based on its assessment that the subcommittee is not meeting its responsibilities as identified in 7.1 Subcommittee Responsibilities or based upon a recommendation from PRB.
Once a subcommittee is deactivated, the subcommittee is no longer eligible for representation in Steering, PRB, and X12J and the subcommittee’s seat in those groups shall be suspended. In addition, responsibility for the subcommittee’s work products shall be reassigned to one or more active subcommittees.

Steering shall review a deactivated subcommittee’s status every 12 months to determine whether to continue the deactivation or to reactivate or terminate the subcommittee. A subcommittee shall not remain in deactivated status for longer than three years.

9 Reactivating a Subcommittee

When any ASC stakeholder’s primary representative presents compelling evidence to Steering showing a deactivated subcommittee is now able to meet its organizational obligations, Steering shall vote on the matter of reactivation.

If the subcommittee is reactivated, the ASC chair shall appoint a convener to lead the subcommittee until a subcommittee chair can be duly elected, the subcommittee’s representation in Steering, PRB, and X12J shall be reinstated, and the subcommittee shall be authorized to resume normal operations. As agreed upon by the subcommittee chair and the ASC chair, work product maintenance responsibility may be returned to the subcommittee immediately or at a later date.

10 Terminating a Subcommittee

There are several methods by which an ASC subcommittee can be terminated, as described below.

If a subcommittee is deactivated and no effort is underway to reactivate it, the subcommittee shall be automatically terminated on the three-year anniversary of the deactivation.

If a subcommittee is deactivated and there is no longer an expectation of reactivation, Steering may vote at any time to terminate the subcommittee.

If an activated subcommittee is not currently meeting, or cannot continue to meet, its organizational obligations and has no expectation of being able to resume those obligations within three years, Steering may vote at any time to terminate the subcommittee and reassign its responsibilities.

11 Establishing a Subordinate Group

The establishing group’s chair shall establish subordinate groups as necessary to accomplish the work of the establishing group. Subordinate groups shall be established based on a specific purpose and scope statement, which shall be published on the X12
website. Subordinate groups shall always work within the parameters of their purpose and scope.

The establishing group has the following obligations related to subordinate groups:

1. To ensure the group has enough participants, with the necessary experience and knowledge, to operate successfully
2. To prevent overlap in purpose and scope among subordinate groups

As part of establishing a task group, the parent group chair will determine whether the groups shall be required to operate under a task group charter. If a charter is required, the subordinate group’s first official action shall be to institute a charter in accordance with section 4 Maintaining Constitutions and Charters herein.

12 Subordinate Group Operations

This section describes operations that are intended to be consistent between subordinate groups.

Subordinate groups shall be governed by corporate, committee, and subcommittee policies. Task groups may be required to establish a charter and work groups shall not establish separate governance.

Regarding participation in the subordinate group’s meetings or collaborations, any constituent of the establishing group shall have the right to speak in debate, offer motions, and offer nominations. Any constituent of the establishing group who meets all established subordinate group officer criteria shall have the right to hold office within the subordinate group.

Regarding voting in the subordinate group’s non-election ballots, there are three permissible options set forth herein. Each establishing group shall define within their governing documents which of the three options shall apply as the subordinate group voting policy for all subordinate groups operating under the establishing group. Under the first option, the group shall conduct participant ballots with any X12 member representative present or participating in an online collaboration having the right to vote in any subordinate group ballot. Under the second option, the group shall conduct stakeholder ballots with one representative of every stakeholder of the establishing group having the right to vote. Under the third option, the group shall conduct constituent ballots with any constituent of the establishing group having the right to vote in any subordinate group ballot.

Regarding voting in the subordinate group’s election ballots, all subordinate groups shall conduct stakeholder ballots with one representative of every stakeholder of the establishing group having the right to vote.
12.1 Subordinate Group Responsibilities
Each subordinate group’s responsibilities shall be identified in their purpose and scope statement.

12.2 Subordinate Group Officers
Each subordinate group shall have at least one officer position, chair, which shall be filled by appointment or election as determined by the establishing group. Elections for subordinate group officers are conducted in accordance with the requirements described below. Appointed officers serve at the pleasure of the establishing group’s chair. Officer titles are held by the individual, not the X12 member/subcommittee stakeholder. A subcommittee may, but is not required to, establish either additional chair positions (co-chairs) or a vice chair position. Each officer shall assume office at the end of the meeting of their election, serve a two-year term, and shall be eligible for re-election. A subordinate group with more than one officer position may have their officer elections in staggered years, for continuity, or may conduct elections for the positions on the same cycle. In order to facilitate staggered term cycles, the establishing group’s chair may approve a special six-month, one-year, or eighteen-month term for a specific chair election.

When a subordinate group is established, and any time the group has no elected officers, the parent group chair shall appoint a convener to act as chair until a chair can be elected.

Officer Qualifications
A subordinate officer must meet the following criteria:
1. Be a member representative entitled to serve in an elected office, see X12 Membership (CAP04) for more information.
2. Be a constituent of the establishing group.
3. Subordinate group officers shall represent different X12 members.
4. Subordinate group officers shall not hold any other elected or appointed position within the establishing group or its other subordinate groups without the express consent of the subcommittee.

Chair Responsibilities
Whether the subordinate group recognizes a chair or co-chairs, chair responsibilities shall include:
1. Overseeing the group’s activities
2. Ensuring the subcommittee’s activities align with the approved purpose and scope
3. Preparing subcommittee meeting agendas
4. Calling and presiding at subcommittee meetings, the chair shall determine
the order of business and has the authority to establish rules for the conduct of the meeting to the extent that such rules do not conflict with organizational, committee, and subcommittee policies and procedures
5. Ensuring due process is followed regarding motions and voting items and appropriate consideration of all suggestions, recommendations, requests, and maintenance items
6. Communicating information to the subordinate group constituents as appropriate
7. Communicating information about the subordinate group to the establishing group chair or as requested by the establishing group chair
8. Supporting the group’s consensus decisions within X12 and externally
9. Assuming vice chair and secretary duties in the event of vacancy or absence
10. Assigning duties as necessary to advance the group’s work
11. Other duties as required to oversee the subordinate group’s activities

Vice Chair Responsibilities
If the subordinate group recognizes a vice chair the responsibilities shall include:
1. Temporarily assuming the chair’s duties in the absence of the chair
2. Assuming the chair’s duties upon resignation or removal of the chair
3. Other duties as required to support the subordinate group chair

12.3 Subordinate Group Officer Elections
If the establishing group’s constitution calls for subordinate group officers to be elected, not appointed, the elections shall be governed as described in this section.

Election Notification and Nominations
Subordinate group officer elections must be announced at a full subcommittee session and a subordinate group session during the Standing meeting preceding the election. The announcement shall include the nomination open and close dates and the election date but is not required to name the candidates.

Candidate nominations shall be conducted via verbal motion at a subordinate group interim meeting or standing meeting session. Candidate nominations may be opened when officer elections are announced or at a subsequent subordinate group session. Nominations shall be closed no later than the subordinate group session which immediately precedes the subordinate group session at which the election will be conducted so that candidate qualifications can be confirmed.

A subordinate group constituent may submit any number of nominations. Self-nominations shall be permitted. Each nomination shall be seconded by a subordinate group constituent who represents a different X12 member than both
the nominator and the nominee. Any nominee shall be entitled to decline the nomination.

Nomination and slate-selection groups shall not be convened. All qualified nominees shall be included on the candidate slate.

**Election Oversight**
An officer of the establishing group, or their delegate, shall ensure each nominee meets the officer qualification criteria and oversee all aspects of the election. If any nominee is determined not to meet the officer qualification criteria, the candidate shall be privately notified of their disqualification in advance of the start of the election. If the nominee does not agree with the decision, the nominee shall appeal to the ASC chair and PRB chair, who shall make the final determination of qualification prior to the start of the election.

**Elections**
Subordinate group officer elections shall be conducted as an in-writing meeting vote, unless there is only one candidate in which case a unanimous consent meeting vote is permitted.

The election results shall be reported to the establishing subcommittee as soon as possible following the close of the election ballot. The notification shall clarify that quorum was met and declare the winner. Voting details, include total counts, percentages, voter names, etc., shall not be reported.

**12.4 Removal from Office**
An elected subordinate group officer’s failure to attend two (2) consecutive subordinate group meetings shall be considered as resignation from office and the position shall be declared vacant. In extenuating circumstances, the establishing committee’s chair can issue an exception to stay this automatic resignation clause.

An elected subordinate group officer may be removed, and the office declared vacant, at any time based on a two-thirds (2/3) vote of establishing group’s constituents. The ASC chair shall oversee any vote to remove a subordinate group officer.

Conveners and appointed officers may be removed at will by the establishing group chair.

**12.5 Vacancies**
If a subordinate group chair resigns, is removed, or becomes incapacitated, and
the subordinate group has a vice chair the subordinate group vice chair shall assume the chair position for the remainder of the unexpired term. If the subordinate group vice chair position is vacant or the subordinate group vice chair is unable or unwilling to assume the subordinate group chair position, the subcommittee chair shall appoint a convener to act as subordinate group chair until an interim subordinate group chair is duly elected via special election. There shall be no requirement for notice or advance nominations for such an appointment or the special election. However, the vacancy and date of the special election shall be announced to the subcommittee and subordinate group within fourteen (14) calendar days of the appointment of a convener. The interim subordinate group chair elected via special election shall serve for the remainder of the unexpired term.

If a subordinate group chair resigns or is removed and the subordinate group has another duly elected chair, the vacant chair shall remain vacant until an interim chair is duly elected via special election. There shall be no requirement for notice or advance nominations for such an election. An announcement apprising the subcommittee and subordinate group’s constituents of the situation shall be issued within fourteen (14) calendar days. The interim chair shall serve for the remainder of the unexpired term.

If a subordinate group chair resigns or is removed and the subordinate group has neither a vice chair nor other duly elected chairs, the subcommittee chair shall appoint a convener to act as chair until an interim chair is duly elected via special election. There shall be no requirement for notice or advance nominations for such an election. An announcement apprising the subcommittee and subordinate group’s constituents of the situation shall be issued within fourteen (14) calendar days. The interim chair shall serve for the remainder of the unexpired term.

If a subordinate group vice chair resigns or is removed the subordinate group chair shall appoint a subordinate group constituent who meets the established officer criteria to fill the unexpired term.

12.6 Other Roles
A subordinate group may authorize appointed support positions, such as secretary, by majority vote of the subordinate group, however for consistency, those shall not be designated as officer positions.

12.7 Staff Support Requests
Subordinate groups may have need of publishing, technical or other kinds of support not currently accommodated. Such requests must be approved up the organizational structure before being presented to the ASC chair. If the ASC chair
concurs with the request, it shall be submitted to the X12 Executive Director for consideration.

13 Disbanding a Subordinate Group

The establishing group’s chair shall disband subordinate groups as necessary. If necessary, portions of the group’s purpose and scope responsibilities may be reassigned to the establishing group or to another subordinate group of the establishing group.

14 Terminology

To ensure consistency in terminology and meaning, X12 maintains a comprehensive corporate glossary called the Wordbook. Some of the included definitions are proprietary to X12 while others cite definitions published by another organization or authority, such as Robert’s Rules of Order. The terms and definitions defined in the Wordbook must be used in X12 work products when applicable and without modification or revision.

Reference the Wordbook online at http://wordbook.x12.org/ if you have any questions about a term’s definition, synonyms, or source.

15 Document History

A new version of this document is effective when approved.

<table>
<thead>
<tr>
<th>Date</th>
<th>Description</th>
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<tbody>
<tr>
<td>11/07/19</td>
<td>V5: Updated to include additional details which are common across subcommittees, to increase consistency between the subcommittee and subordinate group sections, and to address feedback from member representatives.</td>
</tr>
<tr>
<td>12/13/18</td>
<td>V4: ADP02, ADP05, and portions of ASC01’s “Subcommittees” and “Task Groups and Work Groups” sections were combined, reformatted and renamed to ASC05. Related items from P&amp;P's parking lot were also integrated into this version.</td>
</tr>
<tr>
<td>2014</td>
<td>V2: “Establishing Subcommittees” reformatted, revised, and renamed to ADP02. V3: ADP05 revised.</td>
</tr>
<tr>
<td>2011</td>
<td>V2: “Approving Constitutions and Charters” reformatted, revised, and renamed to ADP05.</td>
</tr>
<tr>
<td>1993</td>
<td>Initial versions of “Establishing Subcommittees” and “Approving Constitutions and Charters” approved by the ASC Steering Committee.</td>
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