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**ASC Administrative  
Policy and Procedure**

# **ASC Subcommittees and Other Subordinate Groups**

**(ASC05)**

## Contents

Subcommittees and Other Subordinate Groups .....	4
1 Introduction .....	4
2 Authority .....	4
3 Background .....	4
4 Establishing a Subcommittee.....	4
4.1 Evaluation Criteria.....	5
5 Maintaining Constitutions and Charters.....	6
5.1 Process Steps.....	6
6 Maintaining Purpose and Scope Statements .....	7
6.1 Revising a Subcommittee P&S Statement.....	7
6.2 Revising a Subordinate Group P&S Statement .....	8
7 Subcommittee Operations.....	8
7.1 Subcommittee Responsibilities.....	8
7.2 Subcommittee Officers .....	9
7.2.1 Chair Responsibilities .....	9
7.2.2 Vice Chair Responsibilities .....	10
7.2.3 Officer Qualifications.....	10
7.2.4 Election Notification and Nominations.....	10
7.2.5 Election Oversight.....	10
7.2.6 Vacancies.....	11
7.2.7 Removal from Office .....	11
7.3 Other Subcommittee Roles .....	11
7.4 Staff Support Requests.....	12
8 Deactivating a Subcommittee .....	12
9 Reactivating a Subcommittee .....	12
10 Terminating a Subcommittee .....	13
11 Subordinate Group Operations.....	13
11.1 Subordinate Group Officers.....	13
11.2 Chair Responsibilities .....	14
11.3 Subordinate Group Officer Elections.....	14
11.4 Purpose and Scope Maintenance .....	14

11.5 Staff Support Requests..... 14

12 Terminology..... 14

13 Document History..... 15

# 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](http://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. Within ASC05 the terms "subcommittee", "task group", "work group", and "subordinate group" refer specifically to ASC groups.

## 4 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 *4.1 Evaluation Criteria* below, 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 *6 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.

The subcommittee's first official action shall be to institute a constitution in accordance with section *5 Maintaining Constitutions and Charters* herein.

## **4.1 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.

## 5 Maintaining Constitutions and Charters

In accordance with the *ASC Operating Manual (ASC01, OPM)*, 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. 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.

### 5.1 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 <http://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).

## 6 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.

### 6.1 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.

## 6.2 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.

# 7 Subcommittee Operations

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

## 7.1 Subcommittee Responsibilities

Each subcommittee shall be responsible for the following, except as noted:

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. Adhering to all applicable corporate and committee policies
5. Establishing and terminating task groups and works groups as necessary to support the subcommittee's responsibilities and objectives
6. Appointing or electing a primary X12J representative who accepts responsibility for participating in X12J collaborations or ensuring the participation of the alternate
  - a. This does not apply to the X12J subcommittee
  - b. Subcommittees may also appoint or elect an alternate who accepts

- responsibility for participating in X12J as requested by the primary representative
7. Appointing or electing a primary PRB representative who accepts responsibility for participating in a PRB collaborations or ensuring the participation of the alternate
    - a. Subcommittees may also appoint or elect an alternate who accepts responsibility for participating in PRB as requested by the primary representative

## 7.2 Subcommittee Officers

Each subcommittee shall have one or two officer positions which shall be filled by election. 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.

If a subcommittee has established specific constituent criteria, the officers shall be elected via constituent ballot. If a subcommittee has not established specific constituent criteria, the officers shall be elected via an electronic ASC committee ballot.

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 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.

### 7.2.1 Chair Responsibilities

Subcommittee chair responsibilities include:

1. 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
2. Consistently representing the subcommittee 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
3. Communicating Steering information to the subcommittee as appropriate
4. Appointing conveners as necessary
5. Other duties as required to oversee the subcommittee's activities

## 7.2.2 Vice Chair Responsibilities

Subcommittee vice chair responsibilities include:

1. Presiding at subcommittee meetings in the absence of the chair
2. Representing the subcommittee at Steering meetings in the absence of the chair
3. Assuming the chair's duties upon resignation or removal of the chair
4. Other duties as required to oversee the subcommittee's activities

## 7.2.3 Officer Qualifications

A subcommittee officer must be a member representative entitled to serve in an elected office, see *X12 Membership (CAP04)* for more information. If a subcommittee has established constituent criteria, all officers shall be subcommittee constituents. If a subcommittee has not established specific constituent criteria, all officers shall be a named representative of an ASC stakeholder.

Each ASC stakeholder is limited to one representative serving in a subcommittee officer position at any given time. An individual shall not hold an elected officer position in more than one subcommittee simultaneously.

## 7.2.4 Election Notification and Nominations

Subcommittee officer elections must be announced at a subcommittee session at the Standing meeting preceding the election. The announcement is not required to name the candidates.

Candidate nominations may be opened when officer elections are announced or at the election meeting. Self-nominations shall be permitted.

Nomination and Slate-selection Committees shall not be convened. All qualified candidates shall be included on the candidate slate.

## 7.2.5 Election Oversight

If the subcommittee chair is not a candidate in the election, the subcommittee chair shall determine the qualification of any candidate and oversee all aspects of the election.

If the subcommittee chair is a candidate in the election, the ASC chair

shall determine the qualification of any candidate and oversee all aspects of the election.

### **7.2.6 Vacancies**

If a subcommittee chair resigns, the subcommittee vice chair shall assume the chair position for the remainder of the unexpired term. If 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. The interim chair shall serve for the remainder of the unexpired term.

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

If at any time a subcommittee has no elected officers, the ASC chair shall appoint a convener to act as chair until a duly elected chair is seated.

### **7.2.7 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 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.

## **7.3 Other Subcommittee Roles**

In addition to the officers and other representatives described above, a subcommittee may define other roles in its constitution. Each role or position shall have assigned responsibilities and the term for each election or appointment shall be two years, unless the subcommittee's constitution specifies a shorter period. There shall be no limit to the number of terms an individual can serve in a role.

If a subcommittee has established constituent criteria, any individual elected or appointed to a subcommittee role 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.

## 7.4 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 Subordinate Group Operations

Subordinate groups herein refer to task groups established by Steering, task groups established by subcommittees, and work groups established by a subcommittee or a task group.

### 11.1 Subordinate Group Officers

If a subordinate group has established constituent criteria, any individual elected or appointed to a subordinate group officer position shall be a subordinate group constituent. Otherwise, if the establishing groups has established constituent criteria, any individual elected or appointed to a subordinate group officer position shall be a constituent of the establishing group. Otherwise, any individual elected or appointed to a subordinate group officer position shall be a named representative of an ASC stakeholder.

The above notwithstanding, an individual shall not hold an officer position in the establishing group and an elected or appointed position in a subordinate group. Whether elected or appointed, subordinate group officers serve two-year terms with no term limit. However, the chair of the establishing group shall have the authority to remove an appointed subordinate group officer.

## 11.2 Chair Responsibilities

Chair responsibilities include:

1. Presiding at subordinate group 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
2. Communicating information to the subordinate group constituents as appropriate
3. Communicating information about the subordinate group to the establishing group chair
4. Appointing conveners as necessary
5. Other duties as required to oversee the subordinate group's activities

## 11.3 Subordinate Group Officer Elections

If the establishing group's constitution calls for subordinate group officers to be elected, not appointed, the constitution shall also define election policy and process which shall be consistent with the policy and process defined in *Section 6 Subcommittee Operations* herein.

## 11.4 Purpose and Scope Maintenance

Any revision to the subordinate group's purpose and scope shall be considered in accordance with section 7 *Maintaining Purpose and Scope Statements* herein.

## 11.5 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.

# 12 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.

# 13 Document History

A new version of this document is effective when approved.

Date	Description
12/13/18	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&P's parking lot were also integrated into this version.
2014	V2: "Establishing Subcommittees" reformatted, revised, and renamed to ADP02. V3: ADP05 revised.
2011	V2: "Approving Constitutions and Charters" reformatted, revised, and renamed to ADP05.
1993	Initial versions of "Establishing Subcommittees" and "Approving Constitutions and Charters" approved by the ASC Steering Committee.