X12 Corporate Administrative
Policy and Procedure

X12 Liaisons

(CAP17)
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X12 Liaisons

1 Introduction

The X12 Board of Directors (Board) is responsible for this policy and the associated procedures.

Members agree to adhere to X12’s policies and procedures as a condition of membership. In addition, non-member participants afforded specific collaboration privileges agree to adhere to X12’s policies and procedures as a condition of those privileges.

Suggestions for revisions to this document are submitted at x12.org/maintenance-requests.

2 Authority

The corporate rules of order and standing rules detailed herein supplement the X12 Bylaws (CAP01). In the case of any inconsistency between corporate rules and the Bylaws, the Bylaws prevail.

The X12 Bylaws (CAP01) and X12 Liaisons (CAP17) stand together to establish X12’s liaison policies. No other corporate or committee rules of order or standing rules shall be established related to X12 liaisons.

3 Background

The X12 board chair, executive director, and committee chairs are tasked with responsibilities related to external communication. In some cases, another position is defined with the responsibility to assist with communication and coordination between X12 and an external organization or between X12 groups. These representatives are known within X12 as liaisons.

This policy, X12 Liaisons (CAP17), is specific to internal liaisons and the liaisons established by X12 to represent its interests to another organization. A liaison established by another organization to represent its interests to X12 is not governed by CAP17.

4 Internal Liaisons

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

Internal liaisons are advisory; they coordinate communication and collaboration between the X12 groups, sharing information bilaterally, but have no authority to act on behalf of either group in any matter. Internal liaisons do not speak or act on behalf of X12.
An internal liaison position shall be 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. An appointed liaison must meet all established criteria at the time of the appointment and continue to meet the established criteria throughout the appointment. All appointees serve at the pleasure of the establishing chair, but at a minimum, appointments shall be reconfirmed or reassigned every two years. The establishing chair shall inform staff via support@x12.org of the establishment of an internal liaison position and all appointments thereto so that 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.

X12 policy requires some subcommittees to name a constituent to officially represent the subcommittee to another group, such as ASC|X12J or ASC|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.

5 External Liaisons

X12 recognizes three types of external liaisons: formal, informational, and operational. All external liaison positions shall be established in accordance with this section and filled via appointment by the X12 board. The board may choose to solicit one or more committee chairs for input on potential appointees. An appointed liaison must meet all established criteria at the time of the appointment and continue to meet the established criteria throughout the appointment. All appointees serve at the pleasure of the X12 board, but at a minimum, appointments shall be reconfirmed or reassigned every two years.

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). These formal agreements may specify that each organization will maintain a formal liaison position to facilitate collaboration and communication. Such an agreement is the only mechanism for establishing a formal liaison position within X12. 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. The operational liaison is responsible for informing the partner of the initial appointment and subsequent replacements or confirmations. The operational liaison shall also inform staff via support@x12.org so that appropriate corporate records can be maintained.
An informational liaison position may be established within a formal agreement or by Board action. 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 authority to state X12 positions or to speak or act on behalf of X12. In the case of an informational liaison position established via a formal agreement, the operational liaison is responsible for informing the partner of the initial appointment and subsequent replacements or confirmations. The operational liaison shall also inform staff via support@x12.org so that appropriate corporate records can be maintained. In the case of an informational liaison position established by board action, the board secretary shall inform staff via support@x12.org of the establishment of the position and all appointments thereto so that appropriate corporate records can be maintained.

An operational liaison position is established within a formal agreement and is generally an X12 staff member with authority to enter into agreements, identify X12’s liaisons, commit X12 resources, collect and share information bilaterally, state positions, speak, and act on behalf of X12 in matters of corporate and operational interest.

Some agreements recognize or call for subject matter experts related to specific tasks and activities. These subject matter experts are not considered to be X12 liaisons.

6 Communication Authority

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

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 the formal liaison but are not empowered to speak on behalf of X12 on any other 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 formal and operational liaisons shall 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 executive
director 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.

7 Liaison Qualifications

All internal, formal, and informational liaisons must meet the following qualifications. Other
qualifications, specific to the type of liaison, are detailed in the sub-sections below. If there
are no willing or qualified member representatives, an X12 staff member may be appointed
to serve in the interim until a member representative can be identified to fill the position.

A liaison shall:
1. Be an X12 member representative eligible for appointment as identified in X12
   Membership (CAP04).
2. Be a recognized constituent of the group to be represented.
3. Be well-organized with strong written and verbal communication skills.
4. Have a clear understanding of the overall X12 organization.
5. Have a keen understanding of applicable X12 policies and procedures.
6. Have the knowledge and experience necessary to operate as an effective liaison.

7.1 Internal Liaison Qualifications

There are no additional qualifications for an internal liaison.

7.2 Formal Liaison Qualifications

In addition to the qualifications listed in section 7 above, a formal liaison shall:
1. Have a clear understanding of the partner’s overall organization.
2. Have good understanding of the partner’s related policies and procedures.
3. Not be appointed simultaneously to represent X12 to a partner organization
   and to represent the partner organization to X12. This avoids potential
   conflict of interest concerns from either X12 or the partner organization.
4. Not be appointed as an external liaison to more than one partner
   organization simultaneously; however, the X12 board may rarely allow an
   exception to this restriction.

7.3 Informational Liaison Qualifications

In addition to the qualifications listed in section 7 above, an informational liaison shall:
1. Have a clear understanding of the partner’s overall organization.
2. Have good understanding of the partner’s related policies and procedures.
3. Not be appointed simultaneously to represent X12 to a partner organization
   and to represent the partner organization to X12. This avoids potential
conflict of interest concerns from either X12 or the partner organization.

4. Not be appointed as an external liaison to more than one partner organization simultaneously, however, the X12 board may rarely allow an exception to this restriction.

8 Liaison Responsibilities

All internal, formal, and informational liaisons have the following responsibilities. Other responsibilities, specific to the type of liaison, are detailed in the sub-sections below.

A liaison shall:
1. Always act in accordance with X12 policies and procedures.
2. Collect and share information effectively, accurately, and consistently.
3. Report liaison activity according to established procedures.
4. Take care to address X12’s interests at the corporate, committee, and subordinate group levels.
5. Refrain from representing a personal position or an employer’s position in any situation where they are operating as the X12 liaison.
6. Seek and take direction from impacted X12 committee chairs and the executive director as necessary to accomplish their responsibilities.
7. Respond to any reasonable request for updates or information from any X12 committee chair or the executive director and report any unreasonable request to the executive director or X12 board chair.
8. Take all reasonable action necessary to resolve issues and barriers between the groups.
9. Complete, or facilitate the completion of, assigned tasks in a timely manner to ensure the progress of projects and activities.

8.1 Internal Liaison Responsibilities

In addition to the responsibilities listed in section 8 above, an internal liaison shall:
1. Participate in the meetings and online collaboration of both X12 groups as necessary to effectively represent one group to the other.
2. Escalate any concern, issue or question that they cannot resolve to the committee chair or the executive director.

8.2 Formal Liaison Responsibilities

In addition to the responsibilities listed in section 8 above, a formal liaison shall:
1. Participate in the meetings and online collaboration of both organizations as necessary to effectively represent X12 to the partner organization and communicate back to X12 on the partner’s activities.
2. Ensure 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. Ensure joint projects are properly approved by the operational liaison of both organizations prior to commencement of any related activities.

4. Exercise the X12 voting privilege in the partner organization appropriately, when applicable.

5. Abstain from voting in all other 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.

6. Escalate any concern, issue or question that they cannot resolve to the operational liaison or the executive director.

8.3 Informational Liaison Responsibilities

In addition to the responsibilities listed in section 8 above, an informational liaison shall:

1. Participate in the meetings and online collaboration of both organizations as necessary to effectively communicate back to X12.

2. Ensure any work undertaken, or to be undertaken, by the partner organization that is based on X12 intellectual property is reported to the executive director for follow-up.

3. Accept requests for input or X12 positions and forward them to a committee chair or the executive director as appropriate.

4. Refrain from representing X12 positions in any situation.

5. Refrain from participating in the partner organization’s balloting and voting activities.

6. Escalate any concern, issue or question that they cannot resolve to the operational liaison or the executive director.

9 Reporting Requirements

All liaison reports shall be submitted via the online Liaison Reporting form. In addition, a liaison may contact the operational liaison (if applicable), executive director or another X12 officer directly to discuss a time-sensitive or critical item. Such a discussion should be documented via a written liaison report.

9.1 Internal Liaison Reporting Requirements

Internal liaisons shall:

1. Submit reports as necessary to ensure timely communication and documentation of any matter that impacts either of the X12 groups or the overall X12 organization.

2. Respond to any request for updates or information from the chair of the
group they are representing, another materially interested X12 group chair, the committee chair, or the executive director.

3. Provide a verbal report to any materially interested X12 group in accordance with X12 policy or upon a request from the group’s chair. All information presented in a verbal report should also be submitted in a written report for historical retention.

9.2 Formal Liaison Reporting Requirements

Formal liaisons shall:

1. Submit reports as necessary to provide a timely summarization of:
   a. Meetings or collaborations with the other organization
   b. Completion of joint projects, work, or activity
   c. Issues that arise or are resolved.

2. Regardless of the level of activity between X12 and the partner organization, the formal liaison shall submit a report at least twice per year.

3. Respond to any request for updates or information from the operational liaison, a materially interested X12 chair, or the board chair.

4. Provide a verbal report to any materially interested X12 group in accordance with X12 policy or upon a request from the group’s chair. All information presented in a verbal report should also be submitted in a written report for historical retention.

9.3 Informational Liaison Reporting Requirements

Information liaisons shall:

1. Submit reports as necessary to provide a timely summarization of:
   a. Meetings or collaborations with the other organization
   b. Completion of joint projects, work, or activity
   c. Issues that arise or are resolved.

2. Regardless of the level of activity between X12 and the partner organization, the informational liaison shall submit a report at least twice per year.

3. Respond to any request for updates or information from the operational liaison, a materially interested X12 chair, or the board chair.

4. Provide a verbal report to any materially interested X12 group in accordance with X12 policy or upon a request from the group’s chair. All information presented in a verbal report should also be submitted in a written report for historical retention.
10 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.

11 Document History

New versions of this document are effective on the approval date, unless otherwise stated in the approval.

<table>
<thead>
<tr>
<th>Date</th>
<th>Description</th>
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<tr>
<td>11/08/2019</td>
<td>V9: Reorganized the sections, improved consistency, improved wording clarity.</td>
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<tr>
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<td>V8: Reorganized and revised to include information on internal liaisons and the operational liaison.</td>
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