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**X12 Corporate Administrative  
Policy and Procedure**

**Liaisons**

**(CAP17)**

# Liaisons

## 1 Introduction

The X12 Board of Directors (Board) 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-member participants 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 <http://changerequest.x12.org>.

## 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.

Corporate rules of order and standing rules may be augmented by more detailed or more restrictive committee rules; however, such rules shall not duplicate, supersede, contradict, countermand, or overrule the corporate rules. In the case of any inconsistency between corporate rules and committee rules, the corporate rules prevail.

## 3 Background

The X12 Board Chair, Executive Director, and committee chairs are tasked with responsibilities related to external communications. In certain circumstances, X12 executes a Memo of Understanding (MoU) with another organization, identified herein as a partner, to clarify how the two organizations will interact. As a part of an MoU, X12 appoints a subject matter expert and recognizes a subject matter expert from the partner organization. These subject matter experts are known within X12 as liaisons. The liaison is responsible for facilitating specific communication between the organizations as defined herein and in the MoU. Liaisons are not established by any other process.

X12 recognizes two types of liaisons, formal and informational. A formal liaison shares information bilaterally and has authority to speak and act on behalf of X12 on certain matters related to the partner organization. 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 positions, speak, or act on behalf of X12.

This document conveys the corporate policies related to liaisons.

MoU's also designate an operational point-of-contact. The operational point-of-contact is an X12 staff representative responsible for the MoU and other agreements, negotiations, operational and resource approvals, and other operational and administrative activities.

## 4 Liaison Policy

While liaisons are appointed by both organizations in an MoU, this policy is specific to liaisons established by X12 to represent X12 interests within the partner organization. Liaisons must have a clear understanding of the overall X12 organization and the partner's overall organization. An X12 liaison must take care to address X12's interests at both corporate and committee levels as related to the partner organization.

### 4.1 Liaison Appointment

1. Liaison positions are established based on an executed MoU.
  - a. The MoU specifies whether the liaison will be a formal liaison or an informational liaison.
  - b. The MoU often authorizes a named alternate to support the liaison.
2. As a part of MoU negotiations, a liaison shall be appointed.
  - a. An appointed liaison shall be an eligible X12 member representative as identified in ***X12 Membership (CAP04)*** or X12 staff.
3. Since liaisons are established by corporate agreement, the Board shall retain operational oversight of liaisons.
  - a. The Board may specify an X12 committee as having related subject matter expertise. The Board may re-evaluate the subject matter committee assignment at any time.
4. When a subject matter expert committee is specified:
  - a. The liaison shall be appointed by, and serve at the pleasure of, the Board Chair; however, the Board Chair shall solicit, and consider, input from the subject matter committee chair prior to appointing or replacing a liaison.
  - b. The liaison shall have reporting responsibilities to both the Board and the subject matter expert committee.
5. When a subject matter expert committee is not specified,
  - a. The liaison shall be appointed by, and serve at the pleasure of, the Board Chair.
  - b. The liaison shall have reporting responsibilities to both the Board and the subject matter expert committee.
6. Separate liaisons are concurrently appointed by X12 and the partner organization to ensure appropriate communication within and between the organizations.

To avoid potential conflict of interest, the same individual shall not be appointed to simultaneously represent X12 to an partner organization and to represent the partner organization to X12.

## 4.2 Formal Liaisons

### Formal Liaison Responsibilities

A formal liaison shall:

1. Have the knowledge and experience necessary to operate as an effective liaison
2. Have a keen understanding of applicable X12 policies and procedures
3. Always act in accordance with X12 policies and procedures
4. Seek and take primary direction from the X12 Board
  - a. When a subject matter expert committee is specified, seek and take subject matter direction from the subject matter expert committee chair
5. Participate in meetings, virtual meetings, and online collaboration in accordance with the partner organization's specific policies.
6. Collect information from the partner organization and share the information with the appropriate X12 group(s)
7. Always represent the X12 position
8. Refrain from representing a personal position or their employer's position in any situation where they are operating as the X12 liaison
9. Ensure a formal joint project is properly approved prior to commencement of any activities in the partner organization's activities which include joint work.
  - a. Joint work is any work that contributes to the objectives of both organizations, including any initiative based on an X12 work product or requiring participation or specific expertise from X12 to accomplish projects
10. Ensure that no joint work is undertaken by the other organization absent a properly approved joint project
11. Exercise the X12 voting privilege in the partner organization, when applicable
  - a. The formal liaison shall only vote when X12 has a vested interest in the outcome of a ballot and when the liaison is qualified to cast an informed vote
  - b. The formal liaison shall abstain from voting in all other matters
12. Report liaison activity according to established procedures
13. Escalate any concern, issue or question that cannot be resolved with the partner organization's liaison to the Executive Director and, when applicable, the subject matter expert committee's chair

## 4.3 Informational Liaisons

### Informational Liaison Responsibilities

An informational liaison shall:

1. Have the knowledge and experience necessary to operate as an effective liaison
2. Have a keen understanding of applicable X12 policies and procedures
3. Always act in accordance with X12 policies and procedures
4. Seek and take primary direction from the X12 Board

- a. When a subject matter expert committee is specified, seek and take subject matter direction from the subject matter expert committee chair
5. Collect information from the partner organization and share the information with the appropriate X12 group(s)
6. Accept requests for input or X12 positions and forward them to the Executive Director and, when applicable, the subject matter expert committee's chair
7. Report liaison activity according to established procedures
8. Refrain from representing X12 positions in any situation
9. Refrain from representing a personal position or their employer's position in any situation where they are operating as the X12 liaison
10. Ensure a formal joint project is properly approved prior to commencement of any activities in the partner organization's activities which include joint work.
  - a. Joint work is any work that contributes to the objectives of both organizations, including any initiative based on an X12 work product or requiring participation or specific expertise from X12 to accomplish projects
11. Ensure that no joint work is undertaken by the other organization absent a properly approved joint project
12. Refrain from participating in the partner organization's balloting and voting activities
13. Escalate any concern, issue or question that cannot be resolved with the partner organization's liaisons to the Executive Director and, when applicable, the subject matter expert committee's chair

### 4.3 Authority

Formal liaisons have authority to speak on behalf of X12 as a subject matter expert related to ongoing or planned standards development processes or activities. 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 members of the partner organization may lend their expertise as requested by the formal liaison but are not empowered to speak on behalf of X12 on any matter.

The chair of a subject matter expert 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 liaison 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.

## 5 Terminology

To ensure consistency within X12, the terms, definitions, abbreviations and acronyms herein have been adopted for organizational use. Some definitions are proprietary to X12. Others recognize the terms and definitions of another organization or authority, including Robert's Rules of Order. Inclusion of external terms and definitions reduces the need for external references and improves consistency within X12 work products. These terms and definitions shall be used in X12 work products when applicable and shall not be modified or revised.

### **Bylaws**

A document that defines how an organization functions. It includes an organization's foundational rules that do not change frequently. Bylaws may be suspended only if they allow their own suspension or are in the nature of rules of order.

### **Liaison**

An individual appointed to facilitate communication between X12 and external organizations. There are two categories of Liaisons, Formal and Informational.

#### **Formal Liaison**

An individual appointed as the representative from X12 to an external organization, with authority to speak and act on behalf of X12 within that external organization.

#### **Informational Liaison**

An individual appointed as the representative from X12 to an external organization for the purpose of collecting information, without authority to state positions, speak or act on behalf of X12.

### **Member**

An entity that has completed an application, paid the applicable dues and been granted X12 membership for a specific period of time. This term is used only in reference to X12 membership. Recognized participants of specific committees, subcommittees or other subordinate groups who have met the requirements for specific privileges within that group shall be referenced as constituents, not members.

#### **Member Representative**

An individual who participates in X12 activities on behalf of an X12 member. There are three types of named member representatives; primary, alternate, and designated.

### **Memo of Understanding (MoU)**

An agreement between X12 and another organization governing reciprocal agreements, privileges, responsibilities and liaisons.

**Staff**

A group of X12 employees and contract staff managed by the Executive Director, who have duties and perform tasks necessary to run the X12 organization, including business and standards development matters.

Synonyms: X12 Staff, Administration

**Standing Rules**

An organization's administrative governance, including all matters not related to parliamentary procedure. X12 defines rules of order at four organizational levels, corporate, committee, subcommittee, and subordinate group.

**Rules of Order**

An organization's rules of order govern parliamentary matters. X12 defines rules of order at four organizational levels, corporate, committee, subcommittee, and subordinate group.

**X12 Board**

A group of elected and ex-officio leaders who oversee the business affairs of X12.

## 6 Document History

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

Date	Description
11/07/2017	V7: Revised to support the Registered Standards Committee and X12's MoU template
09/22/2016	V6: Revised to reflect the X12 name change and other minor clarifications
05/24/2016	V5: ADP07 converted to corporate policy CAP17
10/01/2015	V4: Revisions approved by Steering
02/03/2011	V3: Revisions approved by Steering
08/25/2010	V2: Revisions approved by Steering
10/02/2003	ADP07 – Initial version, approved by Steering