



**X12 Administrative
Policy and Procedure**

Governance Panel Operating Manual

(TGP201)

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Governance Panel Operating Manual

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

This Operating Manual details rules of order and standing rules governing the committee. These committee rules supplement corporate rules, defined as the suite of corporate policies and procedures identified with the prefix CAP.

Committee rules do 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

This *Governance Panel Operating Manual (TGP201)*, defines the purpose, structure, and operating policies and procedures of the Governance Panel, a standing committee of X12.

The term Panel herein specifically references the Governance Panel.

The term committee herein specifically references the Governance Panel, unless otherwise explicitly clarified to indicate some or all other committees of X12.

4 Committee Overview

4.1 Scope

The RSC purpose and scope is articulated in *Governance Panel Purpose and Scope (CAP20)*.

4.2 Work Products

Governance Panel work products include but are not limited to those described below.

- Corporate policy and procedures
- Policy and procedure training materials and informative presentations

- The X12 Wordbook
- Assessments, formal and informal, of committee and subordinate group policies and procedures
- Opinions, formal and informal, related to due process questions or complaints
- Other reports or assessments as requested by the Board

4.3 Structure

The Governance Panel operates as a stand-alone committee with no internal oversight group. The Governance Panel shall not establish subordinate groups.

4.4 Specific Responsibilities

The Governance Panel's responsibilities include but are not limited to the following.

1. Advising the Board, committees, subcommittees, and subordinate groups related to parliamentary, policy, and procedural matters.
 - a. This advice may be solicited or unsolicited
2. Maintaining the X12 Wordbook
3. Developing and maintaining corporate policies and procedures
4. Approving corporate policies and procedures on behalf of the Board, excepting the Articles and Bylaws which shall be under the sole purview of the Board
5. Developing and maintaining policy-related training and informative presentations
6. Assessing committee-specific policies and procedures prior to a final approval vote and providing concurrence or feedback on necessary revisions
 - a. Concurrence shall be based on consistency with all applicable corporate, committee, and subordinate group policies and procedures
 - b. Feedback may be related to the consistency criteria above, readability, enforceability, grammar, or other enhancements
7. Developing opinions, both formal and informal, related to due process questions or complaints at the organizational, committee, or subordinate group level.
 - a. These opinions may be solicited by the Board, a member representative, a materially-affected non-member, or the associated X12 group
8. Reviewing and evaluating corporate ballot comments related to corporate policies and procedures
9. Final confirmation of corporate ballots related to corporate policies and procedures
10. Other responsibilities as assigned by the Board or the Board Chair

5 Constituents and Duties

From the time the Governance Panel is established until the Board Chair shall appoint a Panel Chair and define a transition period during which responsibility shall transition, the Board shall act as the Governance Panel.

5.1 Governance Panel Constituents

Governance Panel constituents are identified below along with explicit criteria, rights, and responsibilities. Each Governance Panel constituent, including the Chair, is entitled to attend meetings, participate in discussions and other collaborations, offer motions and nominations, and cast one vote in any constituent ballot.

1. Governance Panel Chair
 - a. Appointed by, and serves at the pleasure of, the Board Chair
 - b. The appointee shall have participated in X12 activities for at least two years, be well-versed in X12 policies and procedures, have Roberts Rules of Order knowledge, experience, or expertise, possess strong communication skills, both written and oral, and possess strong interpersonal skills.
2. Governance Panel Vice Chair
 - a. The Governance Panel Chair may call upon the Governance Panel to elect a vice chair from among the ex-officio and appointed constituents.
 - b. Such an election will be for a two-year term, with no term limit.
3. Governance Panel Secretary
 - a. X12 staff shall serve as secretary.
4. Ex-officio Constituents
 - a. The ASC Policies and Procedures (P&P) Task Group Chair shall serve as an ex-officio constituent.
 - b. The RSC Parliamentary Subcommittee Chair shall serve as an ex-officio constituent.
5. Ex-officio Constituents
 - a. Up to five at-large constituents may be appointed by the Board Chair.
 - b. Each appointment shall be for a two-year term, with no term limit
 - c. Each appointee shall have participated in X12 activities for at least one year, be well-versed in X12 policies and procedures, possess knowledge of Robert's Rules of Order, have strong written communication skills, and be willing to participate regularly in Governance Panel activities

5.2 Duties of Governance Panel Officers

The Governance Panel Chair is responsible for the following.

1. Overseeing all aspects of Governance Panel activities
2. Chairing Governance Panel meetings
3. Representing the Governance Panel to the X12 Board and other X12 Committees
4. Ensuring timely completion of Governance Panel tasks, including development, maintenance, reviews, recommendations, and opinions

The Governance Panel Vice Chair is responsible for the following.

1. Assisting the Governance Panel Chair as requested
2. Assuming the duties of the Governance Panel Chair temporarily as necessary

The Governance Panel Secretary is responsible for the following.

1. Assisting the Governance Panel Chair as requested
2. Assuming the duties of the Governance Panel Chair temporarily as necessary
3. Drafting and maintaining the Governance Panel minutes
4. Maintaining an archive of corporate policies and procedures, including draft versions in-process and approved versions

6 Meetings

The frequency and timing of meetings shall be determined by the Governance Panel chair, but at least two meetings shall be held each calendar year. These meetings are not standards development meetings and Governance Panel activities require specific expertise, therefore meeting attendees shall generally be limited to the constituents.

Quorum shall be met based on the attendance or participation of a simple majority of the constituents. A quorum is not required to conduct a meeting.

6.1 Observers

The Governance Panel chair may invite X12 member representatives to attend a specific meeting or set of meetings based on the Panel's need for specific input from the individual or on a request from the member representative.

Such observers shall not be entitled to offer motions, offer nominations, or vote. They may participate in discussions and other collaborations only at the direct invitation of the chair.

7 Voting

Governance Panel constituent ballots may be conducted via meeting vote or electronic vote. A quorum is required for any voting, regardless of whether the vote is conducted electronically or during a meeting.

8 Parliamentary Authority

The Governance Panel shall be the authority on any X12 parliamentary issue and shall rule on such issue as the Board assigns or the Panel deems necessary to ensure proper parliamentary process is maintained in any corporation activity. Parliamentary issues may be brought forward by any X12 member representative or materially affected non-member.

The Governance Panel shall also be the authority on any X12 administrative policy or procedure issue and shall rule on such issue as the Board assigns or the Panel deems necessary to ensure proper administrative process is maintained in any corporation activity. Administrative issues may be brought forward by any X12 member representative or materially affected non-member.

9 Wordbook Maintenance

Organizational Lingo (CAP15), defines X12's lingo-related policies and procedures, including Wordbook maintenance procedures.

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 designated.

Date	Description
11/20/2017	V2: Minor revisions related to the establishment of the RSC.
04/26/2016	Initial version approved by the X12 Board