



**ASC Administrative
Policy and Procedure**

**Finance Subcommittee (X12F)
Constitution**

(ASC51)

Table of Contents

| | | |
|-----|---------------------------------------|---|
| 1 | Preamble..... | 3 |
| 1.1 | Introduction | 3 |
| 1.2 | Authority | 3 |
| 1.3 | Name..... | 3 |
| 2 | Purpose and Scope..... | 3 |
| 3 | Amendments to this Constitution | 3 |
| 4 | Stakeholders and Constituents..... | 4 |
| 5 | Observers | 4 |
| 6 | Voting..... | 5 |
| 7 | Officer Elections..... | 5 |
| 7.1 | Nominations..... | 6 |
| 7.2 | Elections | 6 |
| 7.3 | Removal..... | 6 |
| 7.4 | Vacancies..... | 6 |
| 8 | Roles and Responsibilities | 6 |
| 8.1 | Chair Responsibilities | 7 |
| 8.2 | Vice Chair Responsibilities | 7 |
| 8.3 | Secretary Responsibilities | 7 |
| 8.4 | PRB Representative Duties..... | 8 |
| 8.5 | TAS Representative Duties..... | 8 |
| 10 | Terminology | 9 |
| 11 | Document History..... | 9 |

1 Preamble

1.1 Introduction

The Accredited Standards Committee (ASC) Steering group (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-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>.

1.2 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 Accredited Standards Committee (ASC) committee 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 (ASD01)**, these rules shall not prevail.

1.3 Name

The Finance Subcommittee (X12F) was formed on February 13, 1989.

2 Purpose and Scope

X12F's purpose and scope statement is articulated in **X12F Purpose and Scope (ASC50)**.

3 Amendments to this Constitution

Proposed amendments to this constitution must be in accordance with **Approving Constitutions and Charters (ADP05)**. To this end, the subcommittee may seek input or

advice from the Policies and Procedures Task Group at any time during the development of such amendments. Proposed amendments to this constitution must be distributed to subcommittee constituents at least fourteen (14) calendar days prior to a vote on the amendments.

Upon approval by at least two-thirds (2/3) of the X12F stakeholders, proposed amendments shall be reviewed by the Policies and Procedures Task Group and approved by Steering. Following Steering approval, the subcommittee chair will coordinate with X12 staff to ensure the approved version is posted on X12 websites.

4 Stakeholders and Constituents

X12F privileges rest with the X12 stakeholder, not the stakeholder's constituent(s).

Any X12 member shall be recognized as an X12F stakeholder, once a member representative has represented the member as an observer at two consecutive X12F meetings. This attendance requirement may be waived by the X12F chair if an X12 member not recognized as an X12F stakeholder designates a participating X12F constituent as one of their member representatives.

X12F stakeholders are afforded X12F privileges, including voting rights, at the beginning of the second of the two consecutive meetings which satisfy the attendance requirement.

An X12F stakeholder's member representatives are entitled to recognition as an X12F constituent based on the member's stakeholder status. X12F constituents are automatically afforded constituent status in X12F and its subordinate groups.

Once established as an X12F stakeholder, the X12 member must be represented consistently to retain stakeholder status. An X12F stakeholder who is not represented at three consecutive X12F meetings, shall no longer be recognized as an X12F stakeholder. Stakeholder status can be reclaimed by meeting the attendance requirements again in the future.

If X12F stakeholder status is revoked based on the attendance requirements, the stakeholder's constituents shall be recognized as observers.

5 Observers

Any member representative of any X12 member shall be permitted to attend an X12F meeting; however, such individuals shall only be afforded speaking privileges upon invitation of the X12F chair and shall not be entitled to any other subcommittee privileges.

Non-member attendees of an X12 Standing Meeting may attend X12F sessions; however, such individuals shall only be afforded speaking privileges upon invitation of the X12F chair and shall not be entitled to any other subcommittee privileges. If a non-member attends an X12F Standing Meeting and subsequently becomes an X12 member representative prior to the next Standing Meeting, the non-member attendance shall count toward the attendance requirement.

6 Voting

Each X12F stakeholder shall have one and only one vote on any motion before the subcommittee, regardless of how many of its constituents are participating at the time of the ballot.

All task group and work group work items must be approved by X12F.

All work items that go before the Technical Assessment Subcommittee must be reviewed by the X12F Technical Assessment Representative, or alternate, prior to being presented to X12F for a vote.

X12F shall not be obligated to respond, formally or informally, to any comment presented with a vote on an X12F ballot.

7 Officer Elections

Election procedures apply for the chair and vice chair positions. Officer titles are held by the X12F constituent rather than by X12F stakeholder.

Elected officers must be X12F constituents. Only one elected office shall be held by any individual representing a single X12F stakeholder. The X12F chair and vice chair shall not concurrently serve as chair or vice chair of any other ASC subcommittee.

Officers have a responsibility to clarify positions they take on issues or in response to inquiries as being either personal, representing their organization, or representing X12F. Any position representing X12F should be within their specific scope of authority.

Officer elections will be held during the Fall Standing Meeting of odd-numbered years and will be conducted in accordance with the provisions of this section. Each election shall be for a two-year term. Elected officers will assume office at the end of the meeting of their election and will serve a two-year term.

7.1 Nominations

- a. Nominations shall be opened no later than the first X12F session of the Standing Meeting during which the elections are to occur and shall remain open until the time of the election.
- b. Any X12F constituent may offer any number of nominations, including self-nomination.
- c. Nominees must have a commitment from their employer related to the time necessary to fulfill the duties of the position.
- d. A nominee may decline to accept a nomination.

7.2 Elections

At the discretion of the X12F chair, each election shall be conducted as a meeting vote or as an electronic vote.

7.3 Removal

Elected officials may be removed from office by a two-thirds vote at an X12 Standing Meeting.

If an X12F officer fails to attend two (2) consecutive X12 Standing Meetings, the office shall be declared vacant and elections must be held.

7.4 Vacancies

If the X12F vice chair is unable to serve the full two-year term, the X12F chair shall appoint an X12F constituent to fill the unexpired term.

If the X12F chair is unable to serve the full two-year term, the X12F vice chair shall assume the chair position for the remainder of the unexpired term. If the X12F vice chair is unable or unwilling to assume the chair position, an interim X12F chair shall be elected at the next X12F meeting. The interim chair shall fill the unexpired term. There shall be no requirements for notice or nominations for such an election. The interim chair will assume office immediately and serve through the end of the meeting at which the next regularly scheduled chair election is conducted.

8 Roles and Responsibilities

The X12F chair and vice chair shall be the X12F officers. Other specific roles within the subcommittee include secretary, Technical Assessment Subcommittee (TAS) representative, and Procedures Review Board (PRB) representative.

The X12F chair and vice chair shall be elected in accordance with Section 7 herein. Elected officers may hold one or more appointed positions concurrent with their elected term of office.

The secretary, TAS representative, and PRB representative shall be appointed by the X12F chair. The X12F chair may also appoint a TAS alternate and PRB alternate who shall represent X12F when the primary representative is unavailable. All appointees serve at the pleasure of the X12F chair. Appointed officers may hold more than one appointed positions concurrently.

8.1 Chair Responsibilities

- a. Preparing meeting agendas
- b. Presiding at meetings
- c. Appointing X12F representatives as required
- d. Assigning duties as necessary to advance X12F work
- e. Communicating official position of the X12F
- f. Arranging for meeting space at Standing Meetings

8.2 Vice Chair Responsibilities

- a. Assuming the duties of the Chair in his/her absence
- b. Providing meeting minutes in the absence of the subcommittee secretary
- c. Performing other duties as assigned by the Chair

8.3 Secretary Responsibilities

The role of the Secretary may be divided (e.g. logistics, recording) and performed by one, two, or three individuals.

- a. Presiding at meetings in the absence of the Chair and Vice Chair
- b. Maintaining the subcommittee roster
- c. Submitting X12F meeting minutes, including subordinate group minutes, within four weeks of a meeting
- d. Issuing X12F meeting notices
- e. Performing other duties as assigned by the chair

8.4 PRB Representative Duties

The PRB Representative is responsible for representing X12F at PRB meetings or for notifying the Alternate that they will be representing X12F at a specific PRB meeting. Both the Representative and Alternate are expected to attend all PRB meetings.

- a. Attending all PRB meetings and participating in online discussions
- b. Ensuring X12F is represented at all PRB meetings and in PRB collaborations
- c. Reporting PRB activity to the subcommittee
- d. Providing the X12F chair with two weeks' notice if both the PRB Representative and PRB Alternate are unable to attend a PRB meeting

8.5 TAS Representative Duties

The TAS Representative is responsible for representing X12F at TAS meetings or for notifying the Alternate that they will be representing X12F at a specific TAS meeting. Both the Representative and Alternate are expected to attend all TAS meetings.

The duties of the TAS representative include, but are not limited to, the following:

- a. Attending all TAS meetings and participating in online discussions
- b. Ensuring X12F is represented at all TAS meetings and in TAS collaborations
- c. Reporting TAS activity to the subcommittee
- d. Reviewing all TAS work items prior to the item being presented to the full subcommittee for discussion or vote
- e. Providing the X12F Secretary with a TAS status report at the end of every X12 Standing Meeting
- f. Providing the X12F chair with two weeks' notice if both the TAS Representative and TAS Alternate are unable to attend a TAS meeting

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 Steering approval date, unless otherwise stated in the approval.

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| 11/09/2017 | V6: Renamed to ASC51 and reformatted in the new template style, removed sections that duplicated corporate and committee policies, and applied other revisions as determined by X12F. (Approved by X12F on 9/24/17) |
| 10/02/2015 | V5: Revisions approved by X12F |
| 11/19/2014 | V4: Revisions approved by Steering |
| 10/06/2011 | V3: Revisions approved by Steering |
| 09/28/2006 | V2: Revisions approved by Steering |
| 10/10/1999 | Adoption was effective when passed by two thirds vote of the subcommittee members attending both the June and October 1999 meetings of this subcommittee. |