

**Michael Timko's handwritten notes from June, 1996 MasterCard
Global Board of Directors Meeting (as interpreted by Mr. Timko)**

X7: HEL Competitive Program

Two decisions: should global board have global policy

 should global board delegate to each

 region am(an?) right to establish rule or policy

governance project done to decentralize - this(there?) is first case

Some may feel regions should have 'safety net' via

global policy

Ask regional presidents for debrief

Heuer = difficult

 divergent views, history of open [unreadable]

 views also of largest issuers [unreadable] [unreadable]

 management recommended policy

 Motion passed 17-6

Selander:

 MEA - focus on how to avoid passing policy or rule

 (1) ask for delegation. (2), reserve right to pass policy or
 rule, & asked management for proposal.

 Canada nondual market, little discussion

 (1) want authority (2) past policy

Child LA - (1) want delegation (2) divided on policy.

 agreed-except for Visa & preexisting programs,

 MC members can't participate as issuers or acquirers in

 [unreadable] programs unless meet guidelines established

 by regional management designed to protect grant

Richolt - EC Commissioner expressed views in

 papers. Suggest

P-1203

DOJTE 000792

REDACTED

REDACTED

Cassin - AP survey - will likely not adopt a
rule or policy.

Ask if okay if Tsujino read Japan position

(see comments typed. Japan [unreadable] [unreadable])

REDACTED

DOJTE 000793

HEL asks for discussion

Nissen: years ago spent time on Discover. Asks(asked?) about discovery power

Walsh: moves 2nd resolution re-delegation to regions
so action already taken subject to the delegation
would become effective

Nissen: if out of sync with one region to [unreadable] lose
license

Resolution to vote: all, four, but three against

Against, Nissen, Boylan & Greenawalt oppose

Greenawalt votes against because the action of
regional boards become effective. Would [unreadable]
[unreadable] [unreadable] [unreadable].

Boylan: anything restricting a member freedom
of choice at any time he will vote against

HEL: Agree we must become more competitive. Must [unreadable] to operate in
free market manner.

REDACTED

Richolt can't stop really big bank that goes that [unreadable].

Boylan: The Hague.

HEL: Board has power to overrule regional action

Nissen [unreadable] of voting [unreadable] is in difficult position

REDACTED

Nissen vote to reconsider to [unreadable] [unreadable] [unreadable] with
hierarchy.

Loy need clear resolution

Issue is to [unreadable] delegate

HEL suggests drafting [unreadable] resolution

break to 1:30

Saunders: passed resolution to authorize regions to take [unreadable]

action by 23-3

American Express to reconsider & second,

four in favor (Martinez missing).

Motion to reconsider defeated, so original

resolution stands. Nothing more.