§ 3553. Roswell Park Cancer Institute corporation. 1.(a) There is hereby created a corporation to be known as the Roswell Park Cancer Institute corporation which shall be a body corporate and politic constituting a public corporation.

(b) The corporation shall be governed by fifteen voting directors two of whom shall be the commissioner of health who shall serve ex-officio and the president of the corporation who shall serve ex-officio. Seven directors shall be appointed by the governor, two directors shall be appointed by the majority leader of the senate, two directors shall be appointed by the speaker of the assembly, one director shall be appointed by the minority leader of the senate and one director shall be appointed by the minority leader of the assembly.

(c) The terms of the directors, other than the commissioner of health and the president of the corporation, shall be three years, provided, however, that the initial terms of the directors shall be as follows:

(i) four of the directors appointed by the governor, five years;

(ii) three of the directors appointed by the governor, four years;

(iii) one of the directors appointed by the senate majority leader and one of the directors appointed by the speaker of the assembly, five years;

(iv) one of the directors appointed by the senate majority leader and one of the directors appointed by the speaker of the assembly, four years; and

(v) the directors appointed by the senate and the assembly minority leaders, three years. The commissioner of health and the president of the corporation shall serve as directors, ex-officio, only for so long as they shall occupy such offices.

2. (a) All directors shall hold office until their successors are appointed and qualify.

(b) Vacancies occurring otherwise than by expiration of term of office shall be filled for the unexpired terms in the manner provided for original appointment.

(c) The directors of the corporation shall receive no compensation for their services as directors, but shall be reimbursed for all their actual and necessary expenses incurred in connection with the carrying out of the purposes of this title.

(d) The president of the corporation, sitting as director, shall not have any vote respecting the compensation or benefits to be paid to him or her.

(e) Notwithstanding any inconsistent provision of any general, special or local law, ordinance, resolution or charter, no officer, member or employee of the state or of any public corporation shall forfeit his or her office or employment by reason of his or her acceptance of appointment as a director of the corporation, nor shall service as such a director be deemed incompatible or in conflict with such office or employment.

3. (a) The chairperson of the board of directors shall be appointed by the governor; the president of the corporation shall not serve as chairperson.

(b) The powers of the corporation shall be vested in and shall be exercised by the board at a meeting duly called and held where a quorum of eight directors is present. No action shall be taken by the corporation except pursuant to the favorable vote of at least eight directors present at the meeting at which such action is taken.

(c) Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee.

(d) The members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; participation by such means shall constitute presence in person at a meeting.

(e) The board of directors shall establish a subcommittee of the board responsible for inspections of and investigations within the Roswell Park Cancer Institute, and such subcommittee shall not include the president of the corporation nor the commissioner of health.

4. The directors shall select and shall determine the salary and

benefits of the president of the corporation. The directors shall have the authority to discharge the president with or without cause; provided, however, that removal without cause shall not prejudice the contract rights, if any, of the president.

5. The corporation shall have a president, a secretary, a treasurer, and such other officers as the board shall from time-to-time provide; such officers shall exercise the duties provided by the board or by this chapter.

6. The corporation and its corporate existence shall continue until terminated by law, provided, however, that no such termination shall take effect so long as the corporation shall have bonds or other obligations outstanding unless adequate provision has been made for the payment or satisfaction thereof. Upon termination of the existence of the corporation, all of the rights and properties of the corporation then remaining shall pass to and vest in the state in such manner as prescribed by law.

7. The corporation may avail itself of the procedures prescribed under section one hundred four of the general municipal law for the utilization of the terms of state contracts, and the corporation may utilize the terms of a federal government general services contract where the terms are to the advantage of the corporation and have been offered to the corporation by the contractor.

8. (a) For purposes of applying section eighty-seven of the public officers law to the corporation or its subsidiaries, the term "trade secrets" shall include marketing strategy or strategic marketing plans, analyses, evaluations and pricing strategies or pricing commitments of the corporation, relating to business development including strategic alliances and contracts for managed care and other network arrangements, capitation contracts, and other similar arrangements, which, if disclosed, would be likely to injure the competitive position of the corporation.

(b) In addition to the matters listed in section one hundred five of the public officers law, the corporation may conduct an executive

session for the purpose of considering marketing strategy or strategic marketing plans, analyses, evaluations and pricing strategies or pricing commitments of the corporation, relating to business development including strategic alliances and contracts for managed care and other network arrangements, capitation contracts, and other similar arrangements relating to business development, which, if disclosed, would be likely to injure the competitive position of the corporation.