

GLENVILLE STATE UNIVERSITY POLICIES

ADMINISTRATIVE POLICY 4

ETHICS AND CONFLICTS OF INTEREST

4.1. General

1.1. Scope - This policy establishes guidelines in accordance with the West Virginia Governmental Ethics Act and its implementing rules and regulations for Glensville State University (the University), its Board of Governors, officers, faculty, and staff.

1.2. Authority - W. Va. Code §§ 18B-1-6 and 6B-2-5(L)

1.3. Effective Date – June 10, 2020

1.4. Repeal of Former Policy - This policy repeals and replaces Glensville State University Policy 4 – Ethics [2006].

1.5. Purpose - The purpose of this policy is to establish guidelines for compliance with the West Virginia Governmental Ethics Act and to set forth an expeditious procedure for granting approval of exemptions at the University level to faculty and staff members who seek to be relieved of certain statutorily imposed prohibitions of the Ethics Act.

1.6. Nothing in this policy shall be interpreted as restricting or prohibiting the otherwise lawful University or outside activities of faculty or staff consistent with their University duties and responsibilities or employment contracts, or as requiring the prior approval of such activities by the Board of Governors. Nor shall this policy be interpreted as restricting academic freedom, as defined in Series 9 of the Higher Education Policy Commission rules, or the constitutional rights of employees to free speech and association. However, this policy shall not be interpreted to require or grant institutional approval or sanction of faculty or staff activities that violate or conflict with their institutional duties or responsibilities, employment contracts, federal or state law, the policies of the Board of Governors or the ethical standards imposed by the Ethics Act.

4.2. Definitions

2.1. “Employee” and/or “University Public Employee” mean any full-time or part-time employee of the University and includes any employee defined by 16.3. of Board of Governors Policy 16, available online for reference at:

https://www.glenville.edu/sites/default/files/2020-08/GSU16_FINAL_042120.pdf .

2.2. “Faculty” is defined in Section 16.3. of Board of Governors Policy 16.

2.3. "Immediate Family," with respect to an individual, means a spouse with whom the individual is living and any dependent child or children, dependent grandchild or grandchildren, and dependent parent or parents.

2.4. "Non-Classified Employee" is defined in Glenville State University Board of Governors Policy 16 Section 16.3.

2.5. "University Public Official" means any person who is appointed to or given the authority to act in any University office or position, whether compensated or not, and who is responsible for the making of policy or takes official action which is either ministerial or non-ministerial, or both, with respect to: (1) Contracting for, or procurement of, goods or services; (2) administering or monitoring grants or subsidies; or any other activity where the official action has an economic impact of greater than a de minimis nature on the interest or interests of any person. "University Public Official" includes University Board Members, President, Vice Presidents, Senior Vice Presidents, Provosts, Assistant Provosts and President's Cabinet members.

2.6. "Ministerial Functions" means actions or functions performed by an individual under a given state of facts in a prescribed manner in accordance with a mandate of legal authority, without regard to, or without the exercise of, the individual's own judgment as to the propriety of the action being taken.

2.7. "Relative" or Family Member" means an employee's spouse, mother, father, sister, brother, son, daughter, grandmother, grandfather, grandchild, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, or daughter-in-law.

2.8. "Significant Financial Interest for Institutional Conflicts of Interest" means a financial interest consisting of one or more of the following interests of a University Public Official or Family Member of the University Public Official that reasonably appears related to the University Public Official's institutional responsibilities.

2.8.1. Equity or ownership interests held by the University Public Official or a Family Member of a University Public Official worth more than Ten Thousand Dollars (\$10,000.00) in the aggregate in any publicly traded, for-profit organization, excluding equity interests held in mutual funds or retirement programs.

2.8.2. Any equity or ownership interest held in any for-profit organization that is not publicly traded.

2.8.3. Service as a member of a board of directors or other governing board of a for-profit organization, including service as a trustee or scientific advisory board member, service as an officer of the organization (whether paid or unpaid) or service as an employee by the University Public Official.

2.8.4. Payments or a legal right to a payment, including royalty payments, resulting from technology transfer, licensing or any outside business activities that, for any single arrangement, exceeds Ten Thousand Dollars (\$10,000.00) in the aggregate per year. Income from clinical care and tuition income are excluded from this calculation and the requirements of this policy.

4.3. Compliance, Violations, and Disciplinary Action

3.1. All University Public Employees and University Public Officials are required, by West Virginia State law and this policy, to comply with the Ethics Act, including, as applicable, the statutory prohibitions against using his or her office or the prestige of that office, for private gain or the gain of another; soliciting gifts that may confer pecuniary benefits upon the University Public Official or employee; University Public Official or University Public Employee; and holding an interest in the profits or benefits of a public contract that the University Public Official or University Public Employee has direct authority to enter into or over which he or she may have control. Faculty on less than twelve-month appointments must continue to comply with the Ethics Act and this policy during the months between their appointment terms (e.g., during the summer months). The full Ethics Act, its implementing legislative and procedural rules, state code, accompanying regulations, procedures for filing an Ethics Act complaint, and other helpful information can be found on the Ethics Commission's website at: <https://ethics.wv.gov/Pages/default.aspx>

3.2. Unless exempted by or otherwise approved in accordance with this policy, this policy prohibits University Public Officials and University Public Employees from knowingly and intentionally using his or her office or the prestige of his or her office for his or her own private gain or that of another person. Incidental use of equipment or resources available to a University the es resulting in de minimis private gain does not constitute use of public office for private gain under this policy. The performance of usual and customary duties associated with the office or position or the advancement of public policy goals or constituent services, without compensation, also does not constitute the use of the prestige of one's office for private gain and is not a violation of this policy.

3.3. Unless otherwise exempted by or approved in accordance with this policy, this policy prohibits a University Public Official or University Public Employee from soliciting any gift, unless the solicitation is for a charitable purpose with no resulting direct pecuniary benefit conferred upon the official or employee or his or her immediate family. No University Public Official or University Public Employee may solicit for a charitable purpose any gift from any person who is also an official or employee of the University and whose position is subordinate to the soliciting official or employee.

3.4. Unless otherwise exempted by or approved in accordance with this policy, this policy prohibits University Public Employees and University Public Officials from accepting gifts from lobbyists or from any person whom the individual knows or has reason to know is doing or seeking to do business of any kind with the University or has financial interests which may be

substantially and materially affected, in a manner distinguishable from the public generally, by the performance or nonperformance of their official duties.

3.4.1. The following types of gifts may be accepted: meals and beverages if the payer is present, or any meal totaling \$25.00 or less; ceremonial gifts or awards of an insignificant monetary value, which has been determined to be a value of \$25 or less; unsolicited gifts of nominal value or trivial items of informational value; gifts of tickets or free admission extended to the University Public Official or University Public Employee to attend charitable, cultural, or political events, if the purpose of such gift of admission is a courtesy or ceremony customarily extended to the University Public Official or University Employee; gifts that are purely private and personal in nature; and gifts from relatives by blood or marriage or a member of the same household.

3.5. The Ethics Act permits and the University understands that faculty and non-classified employees will participate in speaking engagements, conferences, and similar pursuits as part of their institutional duties. Faculty and non-classified employees may accept compensation of reasonable expenses, including travel, related to attending such engagement when done on behalf of the University. Reasonable honorariums awarded to the faculty and non-classified employees for such pursuits are permitted to be accepted, so long as the faculty and non-classified staff have been granted approval by their appropriate President's Cabinet administrator to participate in the pursuit as part of their institutional duties.

3.6. Unless otherwise exempted by or approved in accordance with this policy, this policy prohibits University Public Officials or University Public Employees or members of his or her immediate family or business with which they are associated to be a parties to or have an interest in the profits or benefits of a contract which the official or employee may have direct authority to enter into, or over which he or she may have control, unless the total value of such contracts, purchases, or sales does not exceed One Thousand Dollars (\$1,000.00) in a calendar year. However, nothing contained herein shall prohibit a part-time appointed public official from entering into a contract over which the part-time appointed public official may have direct authority to enter into or over which he or she may have control when the official has not participated in the review or evaluation thereof, has been recused from deciding or evaluating, has been excused from voting on the contract, and has fully disclosed the extent of his or her interest in the contract.

3.7. Violations of this policy and/or failure to follow any procedures set forth herein are considered gross misconduct, and any University employee found responsible for violating this policy is subject to disciplinary action up to and including immediate employment termination of employment without progressive discipline.

3.8. Violations of this policy may also constitute violations of the West Virginia Governmental Ethics Act, and individuals reported to have violated this policy are subject to an administrative investigation by the University, as well as investigation in accordance with the Ethics Act and possible criminal prosecution under State law. An investigation by the Ethics Commission or law enforcement will not take the place of an administrative investigation by the University or

disposition of a policy violation report, and the results of an investigation or adjudication by law enforcement or the Ethics Commission are not determinative of whether an individual is also responsible for violating this policy.

3.9. Violations of this policy by University Public Employees should be reported to the President or directly to the Ethics Commission. The President may refer the report to the named employee's immediate supervisor and/or other designee as appropriate for investigation and disciplinary action if warranted, as appropriate. Reports of violations of this Policy by the President should be filed with the Chair of the Board of Governors.

4.4. Solicitation of Gifts

4.1. The following do not constitute solicitations of gifts, which are prohibited by the Ethics Act:

4.1.1. Grants from governmental agencies, foundations, corporations, or individuals to the University to support teaching, research, publication, or service activities of the University;

4.1.2. The University's contracts with governmental agencies, foundations, corporations, or individuals to support teaching, research, publication, or service activities of the University; or

4.1.3. Donations from foundations, corporations, or individuals to the University to support teaching, research, publication, or service activities of the University.

4.2. Support for teaching, research, publication, and service activities shall include, but not be limited to, such normal and regular institutional needs as support for salaries; scholarships; capital improvements or repairs; and classroom, laboratory, athletic, medical, scientific, and other similar equipment or supplies.

4.5. Use of Public Office for Private Gain

5.1. The Ethics Act provides an exception for higher education employees, recognizing that the teaching, research, and service elements of higher education call for treatment that is different from the typical public employee or official. Specifically, W. Va. Code § 6B-2-5(n) of the Ethics Act provides that any person who is employed as a member of the faculty or staff of a public institution of higher education and who is engaged in teaching, research, consulting, or publication activities in his or her field of expertise with public or private entities, and thereby derives private benefits from such activities shall be exempt from the prohibitions contained in Code § 6B-2-5(b), (c) and (d) when the activity is approved as a part of an employment contract with the University's Board of Governors or has been approved by the employee's appropriate President's Cabinet administrator or the University President.

5.2. A University Public Official or University Public Employee who, by virtue of his or her professional reputation, expertise, and to the Ethics Act and prestige, derives this policy a private benefit as an author, speaker, consultant or through other activities approved by the University, such as service on the board of an outside agency or business, so long as such service does not otherwise conflict with the Ethics Act, is not considered to be using the prestige of his or her public office for private gain. An employee seeking such approval must do so by completing the University's Outside Employment, Teaching, Research, and/or Consulting Approval Form.

5.3. In granting permission for a University Public Employee to engage in the outside activities which may be directly or indirectly associated with the employee's position with the University, the employee's supervisor, and the appropriate Cabinet member shall consider the following:

5.3.1. Whether the employee brings to his or her position his or her own unique personal prestige, which is based upon his or her own intelligence, education, experience, skills, and abilities or other personal gifts or traits;

5.3.2. Whether such activity is customary and usual within the field;

5.3.3. Whether the University derives any benefit through prestige or otherwise from the activity;

5.3.4. Whether the University expects or anticipates that the employee will gain financially from the activities which are not a part of the employee's required employment activities;

5.3.5. Whether the employee's activity will increase his or her personal or professional development or will lend service or benefit to the nation, State, community, or University; and

5.3.6. Whether the outside activity will create an overriding conflict with the employee's responsibilities to the University or will interfere with the satisfactory performance of the employee's University duties.

5.4. The disclosure by a University Public Official or University Public Employee of the official's or employee's position, title, and work history with Glenville State University in the promotion of the official's or employee's private activities is not considered a prohibited use of public office for private gain. However, in these cases, the University Public Official or University Public Employee shall make clear the fact that he or she is not representing Glenville State University, but is speaking or writing as a private citizen.

5.5. A University Public Official or University Public Employee acting outside the scope of his or her employment for his or her private benefit shall not be deemed an agent of Glenville State University, and the provisions of this policy shall not apply to such activity.

5.6. No solicitation or other activity permitted by this policy shall be deemed to be the inappropriate use of an employee's public office (position) or the prestige of that office for one's own private gain or that of another person.

5.7. When an employee of Glenville State University uses his or her knowledge and personal prestige for private gain without the use of the employee's public office, or the prestige of the employee's public office, then there is no requirement to obtain an exemption under this ethics policy.

5.8. No finding that the provisions of this policy or the Ethics Act with regard to the use of one's public office, or the prestige of such office, for private gain are inapplicable shall be deemed to constitute a waiver by Glenville State University of any lawful contractual provision in the employment contract of any full-time or part-time employee.

5.9. All University Public Officials and University Public Employees must comply with the Ethics Act in carrying out all outside Consulting Arrangements.

5.8. Faculty may receive royalties or other compensation for sales of a specific textbook or Supplemental course materials provided that the textbook or materials constitute the individual's own writing or work. Any such arrangement must be approved by the Provost. The process for seeking such approval can be found in the Faculty Handbook. Notwithstanding the foregoing, Faculty shall comply with any Board of Governors or West Virginia Higher Education Policy Commission textbook affordability rules, regulations or policies.

4.6. Use of University Resources

6.1. University Public Employees may not use University-owned supplies, equipment, or other resources for personal projects or outside Consulting Arrangements. University Public Employees may not use their subordinates to work on personal projects or outside Consulting Arrangements during work hours, compel them to do so on their own time or retaliate against them for not doing so on their own time. Any misuse of University resources is prohibited. However, if such, unless use is *de minimis* (i.e., involving only an insignificant amount of time, funds, supplies, personnel, or equipment), it may be allowed by the employee's supervisor and not constitute a violation of the Ethics Act.

4.7. Interests in Public Contracts

7.1. Each University Public Official and University Public Employee shall disclose any interest the official or employee or any member of the official's or employee's immediate family may have in the profits or benefits of a contract that the official or employee may have direct authority to enter into or over which the official or employee may have control, unless such interest is limited within the meaning of W. Va. Code § 6B-2-5(d)(2) and this policy as stated below.

7.1.1. In the absence of bribery or a purpose to defraud, a University Public Official or University Public Employee or a member of his or her immediate family or a business

with which he or she is associated shall not be considered as having a prohibited financial interest in a public contract when such a person has a limited interest as an owner, shareholder, or creditor of the business which is awarded a public contract. A “limited interest” for the purposes of this subsection is:

7.1.1.1. An interest which does not exceed \$1,000 in the profits or benefits of the public contract or contracts in a calendar year. The \$1,000 limit is applicable to gross revenues received through a public contract by a University Public Official or University Public Employee, an immediate family member thereof, or a business with which the University Public Official or University Public Employee or immediate family member is associated; or

7.1.1.2. An interest as a creditor if a University Public Employee or University Public Official or an immediate family member is owed an amount not exceeding \$5,000.

7.1.2. If a University Public Official or University Public Employee has an interest in the profits or benefits of a contract, then he or she may not make, participate in making, or in any way attempt to use his or her office or employment to influence a decision affecting his or her financial or limited financial interest.

7.1.3. If a University Public Official or University Public Employee has more than a limited interest in a public contract, then such an interest is only permissible if the University seeks and receives a contract exemption in accordance with W. Va. Code § 6B-2-5(d)(4). This requirement does not apply to part-time appointed public officials who, in accordance with the Ethics Act, may have an interest in a public contract if they recuse themselves from the decision-making process.

7.2. The University may review any interest a University Public Official or University Public Employee or any member of the official’s or employee’s family may have in a public contract and determine what, if any, restrictions, or limitations should be placed on the official’s or employee’s activities with regard to the public contract.

7.3. Without limitation, the following represent examples of interests in public contracts that may be permitted:

7.3.1. The University Public Official or University Public Employee is the author and copyright owner of a leading textbook in the official’s or employee’s field of expertise and may wish to require the use of the textbook by his or her students;

7.3.2. The University Public Official or University Public Employee is the inventor and patent owner of a scientific tool necessary for research in the official’s or employee’s field; and

7.3.3. The University Public Official or University Public Employee is an expert in the region in a particular field, such expertise is being sought by the University or another governmental agency for consulting purposes, and providing such consulting services is not a part of the official's or employee's duties to Glenville State University.

4.8. Conflicts of Interest and Conflicts of Commitment

8.1. All full-time University Public Employees owe their primary professional allegiance to the University. All University Public Employees should be aware of the two types of conflicts: conflicts of interest and conflicts of commitment.

8.2. Conflicts of Interest - A Conflict of Interest occurs when there is a divergence between a University Public Employee's private, personal relationships or interests and their professional obligations to the University such that a reasonable observer might question whether the individual's professional actions or decisions are determined by or substantially altered by considerations of personal benefit, gain, or advantage.

8.2.1. Whether a Conflict of Interest or of the appearance of a Conflict of Interest exists depends on the situation, not on the character or actions of the individual. The determination of the existence of a Conflict of Interest or the appearance of a Conflict of Interest is done objectively on a case-by-case basis. Because the appearance of a Conflict of Interest can be as damaging or detrimental as an actual Conflict of Interest, for the purposes of this policy, apparent Conflicts of Interest are treated the same as actual Conflicts of Interest.

8.3. Conflicts of Commitment- A full-time University Public Employee's primary commitment of time and intellectual effort must be to the teaching, research, scholarship, and service missions of the University.

8.3.1. A full-time University Public Employee's attempts to balance their primary commitment to the University with external, non-University activities can result in a real or apparent conflict regarding commitment of time and effort. When external activities exceed reasonable time limits or become primary professional responsibilities, then a Conflict of Commitment exists.

8.4. Institutional Conflict of Interest - An Institutional Conflict of Interest may exist when the personal financial holdings of a University Public Official which, by virtue of their institutional authority, may affect or reasonably appear to affect institutional processes, research, business transactions, or other activities at the University.

8.5. Disclosure Requirements - University Public Officials must annually disclose Significant Financial Interests for Institutional Conflicts of Interest to the Office of the President by July 31 each year.

8.5.1. Each University Public Official must submit an Institutional Conflict of Interest

Disclosure Form regardless of whether or not the individual has a Significant Financial Interest for Institutional Conflicts of Interest to report. Failure to complete the Disclosure Form may lead to disciplinary action.

8.5.2. Each University Public Official must sign and certify the annual Institutional Conflict of Interest Disclosure Form as accurate and complete.

8.5.3. Each University Public Official must update their annual disclosure within thirty (30) days of the development of a new Significant Financial Interest.

8.5.4. Each University Public Official must complete an initial disclosure form within sixty (60) days upon commencing employment with the University.

8.6. Review of Disclosure Forms - Institutional Conflict of Interest Disclosures submitted by University Public Officials shall be reviewed annually by the University's President and Provost and, if appropriate, the Chair of the University's Board of Governors to determine if an individual has an Institutional Conflict of Interest or the appearance of an Institutional Conflict of Interest. If a Conflict is identified, the Committee may determine that the Conflict of Interest can be managed through an appropriate Management Plan. If the Committee determines that the Conflict cannot be managed, then it shall recommend steps to resolve the Conflict of Interest.

8.7. Endorsements - A University Public Employee may not endorse a particular product or business. This includes any product or business. A commercial endorsement of a product or business is only permissible when it results in an overriding public benefit.

8.8. Dual Compensation - No University Public Employee may receive compensation from two sources of State, county, or municipal government for working the same hours, except under certain limited circumstances. However, Faculty and Non-Classified Staff can engage in an Outside Consulting Arrangement with a State, county, or municipal government agency, as long as the individuals comply with all of the requirements within section 4.7. of this policy in doing so.

4.9. Other Conflicts of Interest

9.1. To the extent a University Public Employee develops a real or perceived Conflict of Interest that is not expressly covered by this policy, the University Public Employee must disclose this Conflict to their immediate supervisor within thirty (30) days of the development of the Conflict.

9.2. The University Public Employee's supervisor shall report the disclosed Conflict of Interest to the Office of the President who will work with the appropriate President's Cabinet administrator to develop an appropriate Management Plan. At the discretion of the President, an employee's conflict may be referred to the University Conflict of Interest Committee for review and determination.

The University Public Employee may request that the University Conflict of Interest Committee review the initial decision of the Conflict by Talent & Culture or the Provost's Office. The Committee shall then review Employee's Conflict and make a final determination on whether a Conflict exists, whether a Conflict can be managed, or whether the proposed Management Plan is appropriate. If the Committee determines that the Conflict cannot be managed, then it shall recommend steps to resolve the Conflict.

9.3. University Public Employees are required to fully comply with all disclosure requirements of third parties for any activity that requires a disclosure of a Conflict of Interest. Such disclosures may be required when engaging in various activities, including without limitation, but not limited to seeking research grants, participating in speaking engagements, or contributing to a publication.

4.10. Conflict of Interest Committee

10.1. The President may establish and appoint a Conflict of Interest Committee to ensure the appropriate implementation and execution of this policy and to provide additional guidance to those seeking to resolve potential conflicts of interest. The members of the Committee should include, but are not limited to, representatives from the Provost's Office, Research Office, and Health Sciences Center, and two Faculty representatives appointed by the Provost in consultation with the Faculty Senate Executive Committee.

10.2. Members of the Conflict of Interest Committee are prohibited from participating in a review of their own Conflict of Interest Disclosure form.

4.11. Approval of New Outside Consulting Arrangements

11.1. Prior to agreeing to any outside Consulting Arrangement, an individual must submit a request for approval on the University's Outside Employment, Teaching, Research, and/or Consulting Approval Form to the appropriated President's Cabinet administrator. If an individual reports directly to the President, the President must approve the request. Individuals must fully complete the approval form and provide other reasonable information to the Cabinet administrator or President upon request. At a minimum, the Form must include a description of the Outside Consulting Arrangement, entity with whom the arrangement proposes to be made and the anticipated time commitment for the arrangement. The individual must certify that the information contained within the Form is complete and accurate.

11.2. Upon review, the Cabinet administrator or President, as applicable, shall determine if the request is appropriate, does not constitute a Conflict of Commitment or create a Conflict of Interest, and abides by the guidelines provided within this policy.

11.3. Should the Cabinet administrator or President deny a request for an Outside Consulting Arrangement, the individual may request that such decision be reviewed by the University's

Conflict of Interest Committee for a final determination. The final determination of the Conflict of Interest Committee cannot be appealed.

4.12. Annual Disclosure of Outside Consulting Arrangements

12.1. All Faculty and Non-Classified Staff who have engaged in Outside Consulting Arrangements within the past fiscal year (i.e., July 1 to June 30) must submit a Outside Consulting Arrangement Annual Disclosure Form to the Office of the President by August 31 of each year. The individual must sign and certify the Disclosure Form as accurate and complete. This Form must, at a minimum, summarize all Consulting Arrangements that the individual has participated in within the last fiscal year providing for each such arrangement individually, a brief description of the arrangement, the entity with whom the arrangement is made with, and the total time committed within the term of their yearly appointment.

12.2. Compliance with this policy does not relieve any University Public Employee of their obligation to comply with all other professional disclosure requirements.

4.13. Additional Permissible Activity

13.1. Unless otherwise prohibited by the Board of Governors, no activity permitted by the Ethics Act shall be deemed a violation of this policy.

13.2. Unless otherwise prohibited or restricted by the Board of Governors, no activity approved, permitted or exempted by the West Virginia Ethics Commission shall be deemed a violation of this policy.

4.14. President

14.1. The Chair of the Glenville State University Board of Governors shall have the authority to review and grant approval of those activities of the President that may involve a conflict of interest pursuant to this policy.

14.2. This authority does not extend to any review or approval authority that rests solely with the West Virginia Ethics Commission.

4.15. Delegation of Authority

15.1. The Board of Governors delegates to the President the authority to adopt additional internal policies and procedures to effectuate the implementation of this Board of Governors policy. Any actions taken pursuant to this delegation must be consistent with the guidelines provided by this policy.

15.2. The Board of Governors specifically delegates the authority to the President or the

President's designee to update any website links contained within this policy without going through the Board's formal rulemaking procedures.

4.16. Conflicts and Severability

16.1. If any provision of this policy conflicts with any mandatory provisions of West Virginia Higher Education Policy Commission Procedural Rule, Title 133, Series 31 or any of its successor rules, the Commission's Procedural Rule will take precedence.

16.2. If any provision of this policy conflicts with the Ethics Act or any of its implementing legislative or procedural rules, the Ethics Act and its implementing rules take precedence.

16.3. If any provision of the foregoing policy is determined to be prohibited or unenforceable, then such provision shall be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions of this policy.