

**STILLWATER MEDICAL CENTER AUTHORITY
BOARD OF TRUSTEES
Regular Meeting, December 18, 2025
Stillwater Medical Center, Honska Conference Center
5:30 p.m.**

Present: Dan Duncan, Lowell Barto, Denise Weaver, Gary Clark, Cheryl Wilkinson, Mayor Will Joyce and Todd Green, MD

Absent:

Others: Denise Webber, Dr. Mark Paden, Dr. Ted Kaspar, Dr. Steven Cummings, Alan Lovelace, Steven Taylor, Kayla Isaacs, Jovan Smith, Shawn Howard, Mary Beth Hunziker, Brad Horst, Michal Shaw, Joe Ogle, Brian Grace, John Koemel (attorney) and Cheryl Marshall (minutes)

CALL TO ORDER

Chairman, Dan Duncan, called the meeting to order at 6:08 p.m. The members reviewed the Mission, Vision and Values statement included in the packet.

APPROVAL OF MINUTES

Barto made a motion to approve the October 18, 2025, and November 18, 2025, Board of Trustees minutes, October 15, 2025, Finance Committee minutes, and October 20, 2025 Medical Staff Integration Committee minutes as presented. Weaver seconded the motion and Barto, Joyce, Duncan, Green, Weaver, Wilkinson and Clark voted in favor of the motion.

BOARD EDUCATION: CMS CONDITIONS OF PARTICIPATION (COPs)

CEO Denise Webber explained that the Centers for Medicare & Medicaid Services establish the Conditions of Participation (COPs), which outline the requirements hospitals must meet in order to participate in those programs. Stillwater Medical undergoes an annual accreditation survey conducted by DNV, which evaluates compliance with the COPs.

Webber reviewed several COP sections, with particular attention to §482.12 Governing Body and §482.22 Medical Staff. Trustee Weaver requested that additional information on Emergency Preparedness be provided at a future meeting. Webber agreed and offered to arrange a tour of the hospital's mechanical infrastructure at a later date.

2025 ORGANIZATIONAL SCORECARD REPORT

Webber shared that inpatient satisfaction improved in November. Our Clinics will end the year at 4-star and OAS and quality at 5-star. Our

inpatient volume continues to increase. Overall performance rating is 3.8 stars.

APPROVAL OF 2025 GAINSHARE AWARD AND 2026 GAINSHARE AWARD AMOUNTS

Webber requested that the Board approve the gainshare award for 2025 at \$1,000 as overall performance is 3.8 for the year.

Clark made a motion to approve \$1,000/\$500 FT/PT award for 2025. Barto seconded the motion, and Wilkinson, Barto, Joyce, Clark, Duncan, Green and Weaver voted in favor of the motion.

Webber shared the recommended award scale for 2026: 3 – 3.4 stars \$800 FT; 3.5 – 3.9 stars \$1,000 FT; 4.0 – 4.4 stars \$1,200 FT; 4.5 – 4.9 stars \$1,400 FT; 5.0 stars \$1,600 FT. Part-time staff would receive half of the awarded amount per policy.

Barto made a motion to adopt the 2026 gainshare award amounts as proposed. Weaver seconded the motion, and Weaver, Green, Duncan, Clark, Joyce, Barto and Wilkinson voted in favor of the motion.

ACCEPTANCE OF REPORTS FROM OFFICERS

NOVEMBER QUALITY ASSURANCE PERFORMANCE IMPROVEMENT (QAPI) REPORT

Steven Taylor shared that we continue to work on improvement initiatives. He was pleased to share that the Cancer Center focused on medication scanning and has reached 98%. The annual stroke survey was completed in early December. All findings from last year except one were closed. We had two findings this year and have created an action plan. We are conducting audits to prepare for our upcoming DNV survey.

NOVEMBER FINANCIAL REPORT/DECEMBER FINANCE COMMITTEE REPORT

Alan Lovelace, CFO, provided a PowerPoint summary of operations for November 2025. Admissions, including rehab, were 501, above budget of 470, and last year of 422. Average Daily Census, including rehab, was 69 compared to a budget of 62 and last year of 53.

Surgeries were 449 for the month, below last year of 458. Surgeries at the Surgery Center West were 474 for the month, below last year of 589. Surgeries total was 923, below budget of 1,121 and last year of 1,047.

Emergency room visits were 2,875, above last years of 2,839. Outpatient visits, not including ER visits, were 14,513 above last year of 14,198. Adjusted patient days at SMC were 6,631, above last year of 5,875. Clinic visits were 28,022, below last year of 28,801. Births were 56 for the month,

above last year at 44. Average Daily Census for the NICU was 3.7 compared to a budget of 4.6.

Financial assistance was \$961,000 for the month. Salaries and Wages were at \$13.6M, above last year of \$13.1M. FTE's were 1,647 below last year of 1,698. Benefits were \$2.9M, above last year of \$2.8M.

Operating Income Consolidated is \$1.0M, above last year of \$320,000. Operating Income for the Hospitals is \$672,000, above last year of \$69,000. Operating Income for Stillwater Medical is \$262,000, above last year of (\$282,000). Operating Income for SM-Perry is \$161,000, above last year of \$129,000. The Operating Income for SM Blackwell is \$249,000, above last year of \$222,000. Operating Income for the Clinics is \$389,000 compared to a budget of (\$481,000) and last year of \$251,000.

Operating Income for the Hospitals year to date is \$17.6M above last year of \$14.3M. Operating Income for the Clinics year to date is (\$6.1M) compared to a budget of (\$4.9M) and last year of (\$4.7M). Operating Margin for the Hospitals is 7.50%, above last year of 6.71%. Operating Margin for the Clinics is -5.2% compared to a budget of -4.0% and last year -4.4%.

YTD Operating Margin Consolidated is 3.42%, compared to a budget of 3.07% and last year of 3.02%. YTD Non-Operating Revenue is \$12.1M, above budget of \$2.6M and last year at \$9.9M. YTD Net Income Consolidated is \$24.0M, above budget of \$13.7M and last year of \$19.6M.

The BancFirst investment account increased to \$73.3M and year to date is 9.48%. The Arvest investment account increased to \$11.5M and year to date is 14.31%. The Commerce investment account increased to \$18.86M and year to date is 12.03%. Consolidated Investments are \$103.8M.

Cash Collections-AR only is \$24.7M compared to \$25.2M in 2024. Net AR Balance Consolidated is \$45.9M. Cash on hand is \$121.3M compared to \$134M at year end 2024. Days Cash on Hand is 123.

Lovelace shared that the Finance Committee reviewed the financials and summary of clinic operations. Commerce presented the investment portfolio. The Committee recommended approval of two capital items and the 2026 operating and capital budget. Lovelace also shared an update on the tax-exempt note with the members.

DECEMBER 2025 MEDICAL STAFF INTEGRATION COMMITTEE REPORT

Joe Ogle shared that the members discussed a comprehensive new provider orientation. One of the priorities for 2026 is the creation of a Medical Staff Development Plan.

Wilkinson made a motion to accept the standing reports. Weaver seconded the motion, and Duncan, Green, Joyce, Weaver, Wilkinson, Clark and Barto voted in favor of the motion.

BOARD OF TRUSTEES SELF-ASSESSMENT SURVEY REPORT

Chairman Duncan was pleased to share that all comments were positive.

APPROVAL OF AMENDED RESOLUTION 2025-07

Alan Lovelace shared that due to not meeting the 18-month timeline to refund the purchase, the \$11M loan does not qualify as tax exempt and will instead be issued as a taxable note. The additional cost will be approximately \$80,000 per year over 5 years.

Clark moved approval of the amended Resolution (2025-07). Weaver seconded the motion, and Joyce, Wilkinson, Duncan, Weaver, Barto, Clark and Green voted in favor of the motion.

APPROVAL OF 2026 OPERATING AND CAPITAL BUDGETS

The members reviewed the 2026 Operating and Capital Budget Summary prepared by Lovelace and discussed upcoming initiatives. The budget targets a \$16.3 million bottom line (4% margin).

Barto made a motion to approve the 2026 Operating and Capital Budgets as presented. Clark seconded the motion, and Clark, Duncan, Weaver, Wilkinson, Green, Barto and Joyce voted in favor of the motion.

APPROVAL OF PURCHASE OF STEAM STERILIZER

Mary Beth Hunziker shared that the steam sterilizer at Surgery Center West has reached end-of-life. Three bids were received: Steris, \$160,604.32; Belimed, \$136,898.63; and Getinge, \$156,288.41. Steris equipment is used at the main campus. Standardizing across all areas would allow operational efficiency and the ability to consolidate the service contract for cost efficiency.

Joyce made a motion to approve the purchase of the Steris steam sterilizer in the amount of \$160,604.32. Wilkinson seconded the motion, and Green, Duncan, Barto, Joyce, Clark, Weaver and Wilkinson voted in favor of the motion.

APPROVAL OF PURCHASE OF ENDOSCOPES

Mary Beth Hunziker shared the need for three endoscopes at the main campus due to the current scopes being at end of life. Two bids were received: Olympus, \$569,081; Pentax, \$419,314. Currently Olympus endoscopes are used at the main campus and Surgery Center West. Pentax does not have a local representative. For continuity of workflow and local service, Olympus is the bid of choice.

Weaver made a motion to approve the purchase of Olympus endoscopes in the amount of \$569,081. Green seconded the motion, and Barto, Clark, Wilkinson, Joyce, Green, Weaver and Duncan voted in favor of the motion.

APPROVAL OF ADMINISTRATIVE POLICIES

Webber shared minor recommended changes in the following policies: Administrator On Call and Authority in Absence of President/CEO.

Barto made a motion to approve the Administrative policies with minor changes. Clark seconded the motion, and Joyce, Weaver, Clark, Duncan, Wilkinson, Green and Barto voted in favor of the motion.

CONSENT AGENDA

The Board reviewed the Stillwater Medical Center credentialing actions included on the Consent Agenda. All actions listed on the consent agenda were approved through our Medical Staff Committees.

The Board members reviewed the following Medical Staff meeting minutes included in their packet prior to the meeting:

Stillwater Medical Center:

<i>UR Committee</i>	<i>October 22, 2025</i>
<i>MRC Committee</i>	<i>October 24, 2025</i>
<i>Credentials Committee</i>	<i>November 11, 2025</i>
<i>Medical Executive Committee</i>	<i>November 12, 2025</i>
<i>QAPI</i>	<i>November 20, 2025</i>

Rural Emergency Hospitals, Blackwell/Perry:

<i>Med Exec Cte – Blackwell</i>	<i>October 15, 2025</i>
<i>Patient Safety/ Quality</i>	<i>December 10, 2025</i>
<i>Infection Control/ Employee Health</i>	<i>November 4, 2025</i>
<i>Patient Safety/ Quality</i>	<i>November 12, 2025</i>

Clark made a motion to approve the Consent Agenda as presented. Joyce seconded the motion, and Barto, Green, Wilkinson, Duncan, Clark, Weaver and Joyce voted in favor of the motion.

ITEMS REMOVED FROM THE CONSENT AGENDA

No action was taken.

CEO REPORT

CEO, Denise Webber shared the following report with the members:

STILLWATER MEDICAL RANKED AS ONE OF AMERICA'S MOST SOCIALLY RESPONSIBLE HOSPITALS IN 2025 AWARDS BY LOWN INSTITUTE

The Lown Institute Hospitals Index measures Social Responsibility for more than 2,700 acute care hospitals, 800 critical access hospitals, and 300 hospital systems nationwide. Stillwater Medical received 1st place in acute care hospitals in Oklahoma and 2nd place acute care hospitals nationally.

STILLWATER MEDICAL AGAIN RECEIVES 2026 CARECHEX QUALITY AWARDS

Our Stillwater Medical team received the following awards from CareChex by Quantros: Medical Excellence Awards: Heart Failure Treatment – Top 100 in the Nation, Top 10% in the State and Pulmonary Care – Top 100 in the Nation, Top 10% in the State. Patient Safety Awards: Gastrointestinal Care - Top 100 in the Nation, Top 10% in the State, General Surgery – Top 100 in the Nation, Top 10% in the State, and Major Orthopedic Surgery - Top 100 in the Nation, Top 10% in the State.

EMPLOYEE OF THE MONTH, NOV 2025 – KELLEY MCCONNELL, RT

Kelley McConnell was honored as November Employee of the Month.

EMPLOYEE OF THE MONTH, DECEMBER 2025 – JULIE PAVEY

Julie Pavey was honored as December Employee of the Month.

HOLIDAY CELEBRATION AND EMPLOYEE OF THE YEAR ANNOUNCEMENT

Our annual holiday celebration was held and David Duncan was chosen Employees of the Year for 2025!

DAISY HONOREE, KRISTY LATZKE, RN

Congratulation to Kristy Latzke, RN, recipient of the 4th Quarter DAISY Award.

MARCH OF DIMES NURSE OF THE YEAR AWARDS

Four nurses from Stillwater Medical were recognized as finalists at the 2025 March of Dimes Nurse of the Year Awards banquet for their outstanding contributions to patient care: Jessica Kennedy, APRN, Kyla Davis, RN, Sarah Schram, RN and Tammy Parr, LPN

STEVIE TERRY RECOGNIZED IN TOP 10 LEADERS UNDER 40 BY STILLWATER YOUNG PROFESSIONALS

Stevie Terry, Manager of Peds, IM/Peds, and Sleep was recognized by Stillwater Young Professionals as a Top 10 Leader under 40 for 2025.

MARY BETH HUNZIKER PROMOTED TO VP OF PATIENT CARE SERVICES/CHIEF NURSING OFFICER

Mary Beth Hunziker has served as interim VP of Nursing for several months and we are delighted she has agreed to accept the role of Vice President of Patient Care Services/Chief Nursing Officer.

VOLUNTEER CELEBRATION

On December 8, volunteers from Stillwater Medical Center, Karman Korner, and Stillwater Medical at Home – Hospice came together to celebrate the holidays and a year of remarkable service.

STILLWATER MEDICAL FOUNDATION GALA WAS A SUCCESS - SECOND HIGHEST FUNDRAISING EVENT IN STILLWATER MEDICAL HISTORY

It was a mountaintop moment for the Stillwater Medical Foundation when its annual Après Ski Gala surpassed its goal, raising over \$505,000 to support the expansion of Stillwater Medical's Emergency Department.

BREAST CANCER AWARENESS MONTH

We were thrilled to have more than doubled our goal of 1,000 mammograms scheduled. From the start of our campaign on Sept. 24 through the end of November, Women First and SMPC performed 2,875 mammograms, 215 of which were diagnostic.

DEMENTIA EVENT HELD BY STILLWATER MEDICAL

Stillwater Medical hosted a free dementia community outreach event to help equip caregivers on Nov. 18. Dr. Madison Andrews and the Alzheimer's Association presented talks on dementia progression and changing care needs. Close to 80 were in attendance.

DAVINCI ROBOT DEMONSTRATION

We showcased the future of surgical care at Stillwater Medical on Nov. 12 through a demonstration of our newest Da Vinci 5 surgical robot.

LITTLE ELVES WORKSHOP

On Dec. 2, the West Conference Room transformed into Santa's Workshop. Employees and their families enjoyed fun activities and photo opportunities as they sipped hot cocoa, made reindeer food and wrote letters to Santa.

BREAKFAST AND BREW FOR THE NIGHT CREW

On Dec 16th, our Administrative Team served breakfast to our night crew team members. Around 200 of our team members were served.

LEADERSHIP DEVELOPMENT INSTITUTE (LDI)

The team reviewed the 2026-2028 Strategic Plan and discussed the importance of Rounding for Outcomes. Dan Collard, co-founder of HealthCare Plus Solutions Group educated the group on Precision Leader Development.

NEW BEE AWARD RECOGNITION AT STILLWATER MEDICAL

The BEE Award at Stillwater Medical celebrates non-nursing team members who go above and beyond to provide exceptional care and support.

DNV STROKE SURVEY

We welcomed DNV on December 2-3 for our annual Stroke Certification Program survey and have received our final report.

FACILITIES UPDATE

Webber shared an update on the many construction projects underway.

LEGISLATIVE UPDATE

Webber shared an article from the American Hospital Association.

NEWSPRESS SMCA SPOTLIGHT ARTICLES

Several Spotlight articles were reviewed by the members.

Patient compliments and area announcements were shared with the members.

EXECUTIVE SESSION

Barto moved the Board convene to Executive Session according to Title 25, Oklahoma Statutes, §307 (B) of the Oklahoma Open Meeting Act for the purpose of discussing the items listed on the agenda. Joyce seconded the motion, and Clark, Duncan, Barto, Wilkinson, Joyce, Weaver and Green voted in favor of the motion.

Those present in Executive Session included: Board members, Barto, Duncan, Clark, Wilkinson, Joyce, Green and Weaver; Medical Staff Liaison, Dr. Mark Paden, as well as Denise Webber, CEO; Joe Ogle, Physician Recruitment; and Cheryl Marshall, Executive Assistant.

Barto moved the Board return to Open Session. Clark seconded the motion and Weaver, Joyce, Barto, Green, Wilkinson, Clark, and Duncan voted in favor of the motion.

RETURN FROM THE EXECUTIVE SESSION

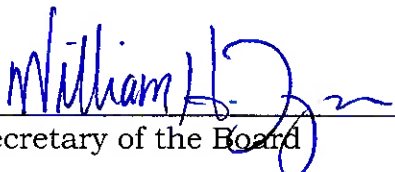
Chairman, Duncan stated that nothing other than what was listed on the agenda had been discussed in Executive Session, and that no votes had been taken.


NEW BUSINESS

None

ADJOURN

There being no further business, Joyce moved that the meeting be adjourned. Barto seconded the motion, and Barto, Green, Duncan, Clark, Weaver, Joyce and Wilkinson voted in favor of the motion. The meeting was adjourned at 8:03 p.m.


Secretary of the Board


Chairman of the Board