DRAFT

Novus SMART Academy (K-8)

Minutes

August 2026 Board Meeting

Date and Time
Saturday August 22, 2026 at 9:00 AM

Location
La Vergne Public Library
5063 Murfreesboro Road
La Vergne, Tennessee 37086

Directors Present
Brian Bradshaw, Daniel Kadeba, Dexter Peterson, LaTarsha White, Loni Vazquez-Hall (remote), Patricia Pryor

Directors Absent
Charles Frazier, Christian Hill

Ex Officio Members Present
Jeremy Sager

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

LaTarsha White called a meeting of the board of directors of Novus SMART Academy (K-8) to order on Saturday Aug 22, 2026 at 9:33 AM.

C. Approval of Minutes

D. Approval of Agenda

Daniel Kadeba made a motion to Approve agenda.
Dexter Peterson seconded the motion.
The board **VOTED** to approve the motion.

II. Guest Presentations

A. Matter Real Estate

Facilities Update for Novus

- Matter Real Estate will be moving forward with getting approval for state fire marshall office.
- Preparing an initial lease for Novus along with legal counsel.
- 102 Ridley Street- stay here for two years with an option for a third year
- Shared floor plan
- School will occupy the first floor and second floor: two classrooms in the first year and an additional two in year 2
- Developing a preliminary improvement budget and schedule
- Building permit is in the works
- Will obtaining competitive pricing
- preliminary budget and schedule should be ready in the next 2 weeks
- Vertex is updating the school's five year plan
- Facilities project team has been brought on board: legal (Will Pugh), SEC, and MZA
- 2-4 week timeline to move forward with the 102 Ridley Street location

Next Steps:

- Fire Marshall report
- confirm permitting and traffic requirements
- advance the lease with appropriate protections
- finalize preliminary scope of work, budget, and schedule
- confirm that the project is affordable and achievable for a June 2027 walkthrough
- Checking the market to have a Plan B, working closely with Todd to secure backup plan
- O Sam Ridley Parkway new development opening in June 2027

B. Securing Grants

- Grants Updates

    - Grant Tracking Dashboard: https://securingdegrees.monday.com/boards/18402725698
    - Grant Cultivation Dashboard: https://securingdegrees.monday.com/boards/18417875353
- Four grants currently in progress
- One in review, one ready to submit and two that have not yet started
- Give Butter: fundraising campaign platform
- Look at Mariposa Consultant Group: used for recruitment
    - when utilizing them we were on track with enrollment numbers
    - facilities address wasn't available; this created a setback and put the partnership on hold
- Priority: New School Venture Fund-Explore Again
    - pending school opening

III. Public Comment

A. Public Comment Speakers

Public Comment Policy & Request Form

The Novus SMART Academy (K-8) Board of Directors values community input and provides an opportunity for members of the public to address the Board during designated public comment periods at regular Board meetings. This policy establishes clear, fair, and consistent procedures to ensure public comments are conducted in an orderly, respectful, and efficient manner while allowing the Board to fulfill its governance responsibilities.

- Please see our Public Comment Policy Here: **Click Here**
- Please see our Public Comment Request Form Here: **Click Here**

Please Note: There are no approved public speakers scheduled to address the Board during today's meeting.

IV. Founder & Executive Director's Report

A. Enrollment & Recruitment Updates

Enrollment & Recruitment Updates
Jeremy Sager

- Enrollment and Recruitment Focus: Enrollment and recruitment efforts continue with an increased emphasis on targeted community outreach and family engagement.

- Community Outreach Strategy: Outreach efforts have been reset to prioritize partnerships and engagement with:
    - Early childhood education facilities
    - Preschools
    - Pediatric facilities and providers
    - Other organizations serving families with young children
- Social Media Presence Reset: Novus is strengthening its digital presence to increase awareness, family engagement, and enrollment interest through:
    - Facebook
    - Instagram*
    - LinkedIn
    - Monthly Newsletter will go out on the last Friday of every month
        - The SMART Scoop
- We have a reset meeting with **Mariposa Consulting Group** on Wednesday, August 26th to plan our official recruitment and enrollment strategy.

B. Academic Performance and Instructional Highlights

Dr. Sager participated in a school visit last week where he observed the effective implementation of EL curriculum. We will be moving forward with this curriculum for ELA.

- Curriculum Selection and Alignment: Novus has selected TDOE-approved curriculum and is working to ensure that instructional materials and programming are aligned with the school's mission, vision, and academic expectations.
- TDOE Engagement: School leadership continues to attend relevant Tennessee Department of Education (TDOE) events to remain informed about state requirements, academic expectations, and resources.
- BES Founding School Training: Leadership continues to participate in BES FOS trainings to strengthen academic, operational, and organizational readiness.

C. Culture and Community Engagement Updates

- Community Engagement Reset: Novus is prioritizing intentional relationship-building with organizations that directly serve prospective K-2 families, particularly early childhood centers, preschools, and pediatric facilities.
- Kiwanis Cookie Train & Free Santa Photo: Novus will participate in the community event on Tuesday, December 1 at 5:00 PM CT (check you calendar invites)
    - Dominique Tross and Jeremy Sager will arrive for setup at 2:00 PM CT.
    - Participation will provide an additional opportunity to increase Novus' visibility, engage families, and strengthen community relationships.

D. Staffing and Talent Updates

- Founding Director of Operations: Dominique Tross onboarded as Novus SMART Academy's Founding Director of Operations on Monday, July 6.
    - An onboarding plan has been established to support a successful transition into the role.
    - Weekly check-ins have been established to monitor progress, address priorities, and ensure alignment.
    - Received biweekly coaching through **BES FOS** and has membership with **Seminar**.
- School Leadership Recruitment: Recruitment and candidate management for school leadership positions continue, with candidate progress being actively tracked.
- Educator Recruitment: A primary staffing priority continues to be recruiting and hiring educators who demonstrate strong mindsets, alignment with Novus' mission and vision, high expectations for scholars, and a commitment to the school's founding culture.

E. Questions & Answers

V. Academic Excellence Committee

A. Committee Report

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- School Leadership Recruitment: Recruitment and candidate management for school leadership positions continue, with candidate progress being actively tracked.
- Educator Recruitment: A primary staffing priority continues to be recruiting and hiring educators who demonstrate strong mindsets, alignment with Novus' mission and vision, high expectations for scholars, and a commitment to the school's founding culture.
- During our next meeting we will discuss rebranding

B. Questions & Answers

VI. Development Committee

A.

Work Session Overview

The Development Committee, meeting inclusively with the Finance Committee, convened to advance Novus SMART Academy's Board development, fundraising, grant development, strategic partnerships, and organizational sustainability priorities as the school continues its pre-launch work toward an anticipated August 2027 opening.

The Committee's discussion focused on strengthening the composition and engagement of the Board of Directors, establishing clear expectations for Board participation in fundraising, expanding Novus' philanthropic pipeline, and developing the organizational infrastructure necessary to support a successful school launch and long-term sustainability.

B. Board Giving & Fundraising Commitment

Proposed Annual Board Fundraising Goal

The Development Committee recommends that the Board establish an annual collective fundraising goal of at least $50,000, supported by an annual $4,000 give/get commitment per Board member, effective for the 2026–2027 fiscal year. The $50,000 goal would serve as the Board's baseline collective fundraising target rather than a ceiling. Board members would be encouraged to leverage their individual and professional networks to help Novus meet and exceed this target.

Under the proposed give/get model, each Board member could satisfy the $4,000 annual commitment through one or a combination of the following:

- Making a personal financial contribution to Novus SMART Academy;
- Soliciting contributions from individuals within the Board member's personal or professional network;
- Securing corporate sponsorships, philanthropic contributions, or other eligible financial support; and
- Connecting Novus leadership with prospective donors, foundations, businesses, or community partners when those introductions result in financial support for the organization.

Rationale for the Board Commitment

Establishing a formal Board giving and fundraising commitment is intended to strengthen both Novus' fundraising capacity and the Board's collective ownership of the organization's financial sustainability.
The proposed commitment would:

- Demonstrate the Board's collective financial investment in Novus SMART Academy;
- Establish clear expectations for Board participation in fundraising and development;

- Strengthen Novus' position when approaching foundations, corporations, and other prospective funders;
- Expand the school's network of prospective donors, sponsors, philanthropic organizations, and strategic partners; and
- Generate additional resources to support pre-opening, launch, and early operating priorities.

The Committee recognizes that Board participation in fundraising extends beyond personal giving. Board members can provide significant value by opening doors, cultivating relationships, making introductions, identifying prospective funders, and leveraging their professional and community networks on behalf of Novus.

C. Grant Development

Moving forward, the Development Committee will focus on strengthening the people, relationships, resources, and systems necessary to support Novus SMART Academy's successful launch and long-term sustainability. Key priorities include:

1. **Board Recruitment:** Complete prescreening of the three prospective Board candidates and determine which candidates should advance to formal interviews and consideration for Board service.
2. **Board Giving & Fundraising Commitment:** Present the proposed $50,000 annual Board fundraising goal and $4,000 individual give/get commitment for Board consideration and action.
3. **100% Board Giving:** Determine whether the final Board fundraising policy should include a required minimum personal contribution from each director in addition to the broader give/get commitment.
4. **Board Fundraising Engagement:** Establish clear expectations, tools, and opportunities for Board members to participate meaningfully in donor cultivation, introductions, sponsorship development, and fundraising.
5. **Grant Development:** Continue identifying and pursuing grants that can provide resources during pre-launch and early Year 1, including monitoring the submitted $50,000 Andrew Carnegie Foundation funding application.
6. **Funding Pipeline Development:** Expand Novus' pipeline of prospective foundations, corporations, individual donors, sponsors, and other philanthropic partners.
7. **Strategic Partnerships:** Continue cultivating relationships with businesses, community organizations, philanthropic institutions, and other partners that can contribute financial resources, expertise, visibility, or other support to Novus.
8. **Development Infrastructure:** Establish the systems and processes necessary to track prospective funders, Board fundraising activity, donor relationships, grant applications, commitments, and development outcomes.

D. Questions & Answers

Q: How did we derive at 4,000 for the commitment and what will the 50,000 be utilized for?
A: Essentially, we are looking to extend our budget and cashflow outside of grants to ensure we have enough funds.

VII. Finance Committee

A. Work Session Overview & Budget

Committee Overview
The Finance Committee, meeting inclusively with the Development Committee, convened to review Novus SMART Academy's financial readiness, fiscal oversight systems, facilities progress, and key financial priorities as the school advances through its pre-launch period toward an anticipated August 2027 opening. The Committee approved the August agenda and June meeting minutes.

Current Budget and Multi-Year Forecast
The Committee reviewed the school's current budget and multi-year projection (MYP). The existing MYP provides the framework for Novus' pre-launch and multi-year financial planning; however, many assumptions remain preliminary and use reasonable placeholders because several revenues, expenses, enrollment-related variables, and operating costs will become more concrete as the school approaches launch.

The MYP will therefore remain a living financial planning document and will be updated regularly throughout the pre-launch period. Vertex Education and Novus leadership will continue refining assumptions and forecasts as actual costs, funding sources, facilities expenses, staffing plans, and other operating needs are confirmed.

The Committee emphasized the importance of ensuring that future financial reporting provides both the Finance Committee and full Board with clear visibility into the school's current budget, updated forecasts, cash position, and material variances.

Current Financial Position and Cash Flow
Novus ended June 2026 with approximately $226,000 in cash and is currently relying primarily on grant revenue to sustain pre-launch operations. Salaries are expected to represent the largest expenses during the pre-launch period. Importantly, the salaries of Jeremy Sager and Dominique Anderson are eligible to be funded through the Charter School Program (CSP) state start-up grant. Because CSP operates on a reimbursement basis, Novus must first pay eligible expenses and then draw down grant funds for reimbursement. Grant reimbursements are therefore being requested at regular intervals to support the school's ongoing cash position.

Based on the availability of CSP funding and current projections, no pre-launch cash shortfall is presently anticipated. Nevertheless, the Committee recognizes that proactive cash-flow management remains essential as Novus moves closer to opening.

Accordingly, one of the school's most significant near-term financial priorities is securing additional grant funding, particularly awards that provide funding during pre-launch or early in Year 1. Additional philanthropic and grant revenue will strengthen liquidity, reduce pressure on unrestricted resources, and provide greater financial flexibility as operational expenses increase ahead of the August 2027 launch.

B. Vertex Education Partnership and Financial Reporting

The Committee reviewed Novus SMART Academy's new contract with Vertex Education and discussed opportunities to strengthen the ongoing partnership so that the Finance Committee and Board receive a comprehensive, timely, and accurate view of the school's financial position. During the coming months, Vertex and the Novus team will collaborate on:

- Regular budget and forecast updates, including continued refinement of the MYP;
- Financial reporting, including cash-flow projections;
- Establishing an appropriate pre-launch reporting cadence, with quarterly reporting being common during this stage but adjustable based on the needs of Novus and the Board;
- Resources and guidance for establishing strong financial policies, procedures, and internal controls;
- Review of Vertex systems and procedures, as appropriate, to ensure alignment with Novus' governance and oversight needs;
- Continued accounts payable and payroll processing; and
- Implementation of Sage Intacct as the school's accounting system.

Vertex has also offered to provide sample Tennessee charter school financial policies for Novus to review and adapt as appropriate. Obtaining and reviewing these policies should support the Committee's work to establish a comprehensive financial policy framework before the school begins operations.

Finance Committee and Board Support

Vertex has indicated its availability to support the Finance Committee and Board throughout the pre-launch period. Under the current agreement, Vertex will attend approximately one to two Finance Committee and/or Board meetings during pre-launch. Novus leadership and the Committee will determine which meetings would provide the greatest value for Vertex participation.

Vertex is also available for meetings and calls during regular business hours and for ongoing questions via email. In addition, Vertex can provide Tennessee charter school financial training for the Board before school opening to strengthen members' understanding of charter-specific financial oversight and fiduciary responsibilities. Vertex is not available to participate in Saturday meetings.

Leadership will work with Vertex to establish a consistent support and reporting structure that maximizes the value of the contracted meeting participation while ensuring that questions and financial issues can be addressed between formal meetings as needed.

C. Director of Operations & Finance Capacity Building

As part of strengthening Novus' internal financial infrastructure, the Director of Operations & Finance, Dominique Tross, will receive training on Vertex's accounts payable and payroll processes and will receive appropriate access to the school's banking systems consistent with established internal controls and segregation-of-duties requirements.

Vertex will also provide ongoing support to the Director of Operations & Finance during regular business hours. During the current stage of pre-launch, meetings are expected to occur approximately every two weeks to once per month, depending on operational needs. The frequency of these meetings is expected to increase as the school approaches opening, typically transitioning to weekly meetings beginning around April or May 2027.

This capacity-building work is intended to ensure that Novus develops the internal knowledge, systems, documentation, and financial management practices necessary for successful school operations.

Financial Controls, Policies, and Audit Readiness
The Committee emphasized the importance of establishing strong financial controls, policies, protocols, documentation, and accounting practices during the pre-opening period rather than reconstructing them after operations begin. Key priorities include:

- Finalizing comprehensive financial policies and procedures;
- Establishing clear approval authorities and segregation of duties;
- Maintaining complete and organized financial records;
- Strengthening documentation for accounts payable, payroll, purchasing, reimbursements, and other financial transactions;
- Ensuring appropriate banking access and controls;
- Establishing consistent financial reporting processes;
- Maintaining supporting documentation for CSP and other restricted grant expenditures; and
- Building systems that support ongoing compliance and audit readiness.

The Committee will work with leadership and Vertex to ensure that these policies and controls are implemented, documented, and consistently followed before the school opens.

D. Facilities and Financial Planning

Facilities remain a significant component of Novus' financial planning. Novus has secured a signed Letter of Intent (LOI) with Living Truth Christian Center and is preparing for a meeting with the State Fire Marshal and a feasibility study of the proposed facility.

Novus currently anticipates leasing approximately 14,655 square feet in Year 1. At a lease rate of $10.00 per square foot, the projected annual lease expense would be approximately $146,550. At $11.05 per square foot, the projected annual expense would increase to approximately $161,938.

Because facility costs will represent a significant component of the school's operating budget, the Committee will continue monitoring lease assumptions, feasibility findings, required improvements, and other facility-related expenses as due diligence progresses. Updated facility assumptions will also be incorporated into the MYP to provide the Board with a more accurate assessment of the facility's impact on Year 1 and longer-term financial sustainability.

Finance Committee Priorities and Next Steps
Moving forward, the Finance Committee will focus on maintaining strong fiscal oversight while building the financial infrastructure necessary for a successful August 2027 launch. Key priorities include:

1. **Budget & Forecast Visibility:** Continue refining the MYP as revenue and expense assumptions become more concrete and provide the Board with clear visibility into updated forecasts.
2. **Cash-Flow Management:** Monitor cash balances and CSP reimbursement timing and incorporate regular cash-flow projections into financial reporting.
3. **Grant Funding:** Coordinate with the Development Committee and leadership to prioritize additional grant opportunities that can provide funding during pre-launch and early Year 1.
4. **Financial Policies & Internal Controls:** Obtain Vertex's sample Tennessee financial policies, adapt and finalize Novus-specific policies and procedures, and establish appropriate internal controls.
5. **Audit Readiness:** Maintain organized financial records and supporting documentation from the outset so that Novus remains prepared for future audits and compliance reviews.
6. **Financial Systems & Capacity:** Complete implementation of Sage Intacct and continue training and support for the Director of Operations & Finance in AP, payroll, banking, reporting, and related financial processes.
7. **Vertex Reporting & Support Cadence:** Establish a consistent schedule for financial reports, Finance Committee support, leadership meetings, and strategic Vertex participation in Committee and Board meetings.
8. **Facilities Oversight:** Continue monitoring the proposed Living Truth Christian Center facility, including feasibility, lease costs, and other financial implications, and incorporate updated assumptions into the MYP.

9. **Board Financial Training:** Schedule Tennessee charter school financial training with Vertex prior to school opening to further strengthen the Board's capacity to exercise its fiduciary responsibilities.

The Committee will continue working closely with school leadership, the Development Committee, and Vertex Education to ensure that Novus SMART Academy enters its final pre-opening year with strong financial systems, adequate liquidity, disciplined financial controls, and transparent reporting necessary for effective Board oversight.

E. Questions & Answers

Q: What is the frequency of a financial review?
A: Every month during board meeting given during the treasury report. Daniel will work with Vertex to close the gap.

VIII. Governance Committee

A. Work Session Report

Board Recruitment & Composition
The Committee reviewed the current Board candidate pipeline and recruitment priorities. Candidates identified for consideration will move through the established prescreening process by September 1, 2026, after which the Committee will determine recommendations for next steps.

Recruitment continues to focus on strengthening the Board in the areas of Academic Excellence, Finance, Development, Governance, and community representation. The Committee reaffirmed the importance of maintaining a strategic candidate pipeline that addresses current and anticipated skill gaps as Novus approaches its opening year.

Facilities Readiness
The Committee received an update regarding the potential school facility at Living Truth Christian Center. A Letter of Intent (LOI) has been signed. Matter Real Estate and the school's broker will continue working with the appropriate state agencies to determine requirements for educational occupancy and completion of the facility feasibility process. Facilities will remain a critical area of Board oversight during the pre-opening year.

Board Governance & Annual Planning
The Committee reviewed the **2026–2027 Board of Directors Annual Calendar** and **Board Member Orientation Checklist** to strengthen Board organization, onboarding, training, and accountability. The Committee also reviewed the August Board meeting agenda and discussed items requiring full Board consideration.

Governance Infrastructure & Compliance

The Committee reaffirmed its commitment to maintaining strong governance systems and ensuring the Board operates within a clear distinction between governance and school management. Continued priorities include reviewing Board roles and responsibilities, committee effectiveness, foundational policies, Open Meetings requirements, public comment procedures, Board norms and expectations, and other policies necessary for organizational and authorizer compliance.

Governance Priorities Moving Forward
As Novus advances toward its August 2027 opening, the Governance Committee will continue to prioritize:

- Strengthening Board membership and filling identified skill and committee gaps.
- Completing candidate prescreening and advancing qualified candidates through the Board recruitment and selection process.
- Strengthening Board onboarding, orientation, training, and annual self-assessment processes.
- Monitoring governance policies and compliance requirements.
- Maintaining clear Board and committee roles, responsibilities, and accountability.
- Supporting succession planning and leadership continuity for Board officers and committee chairs.
- Ensuring Board meetings and governance practices remain aligned with applicable requirements and authorizer expectations.
- Maintaining appropriate Board-level oversight of facilities and other critical pre-opening milestones.

Next Steps
The immediate focus of the Governance Committee is to complete Board candidate prescreenings by September 1, continue strengthening the Board recruitment pipeline, monitor facilities progress, and ensure the Board's governance infrastructure remains positioned to support a successful August 2027 school opening.

The Governance Committee remains focused on building a high-functioning, mission-aligned, accountable Board of Directors capable of providing the strategic oversight necessary to support Novus SMART Academy through its pre-opening year and beyond.

Next Steps for board:
Every board member should orient themself to the Board member checklist.

B. Questions & Answers

IX. Other Business

A. Board Member Resignations

1. **Barton Audate**

1. Effective Date: April 23, 2026
2. Reason: Relocation due to a job opportunity.

2. **Tatyana Polite**
    1. Effective Date: June 10, 2026
    2. Reason: Relocation due to a job opportunity.

B. Ongoing Review of Board of Directors Annual Calendar

C. Ongoing Review of Bylaws

X. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 11:22 AM.

Respectfully Submitted,
Daniel Kadeba

B. Closing Reflections & Adjournment