



NEW SOUTH WALES INDEPENDENT CASINO COMMISSION

**THE INQUIRY INTO THE STAR PTY LTD & THE STAR
ENTERTAINMENT GROUP LIMITED**

**PUBLIC HEARING
DAY 8**

WEDNESDAY, 24 APRIL 2024

INQUIRY BEFORE MR ADAM BELL SC

COUNSEL ASSISTING:

MR C. CONDE WITH MR D. HABASHY AND MS E. HALL

**MR B. WALKER SC WITH MR I. AHMED SC, MR D. WONG AND MR H.
ATKIN FOR THE STAR PTY LTD AND THE STAR ENTERTAINMENT
GROUP LIMITED**

DR J. RENWICK SC WITH MS J. ROY FOR WITNESS ROBERT COOKE

MR R. HARRIS FOR WITNESS BETTY IVANOFF

MR L. GYLES SC FOR WITNESS NICHOLAS WEEKS

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<THE HEARING IN PUBLIC SESSION RESUMED AT 10.04 A.M

MR BELL SC: Dr Renwick, I understand you wish to make an application; is that right?

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DR RENWICK SC: Yes, a short application on a legal matter in closed session, please, Commissioner.

MR BELL SC: Operator can you take us to private hearing mode please.

10

<THE HEARING IN PUBLIC SESSION ADJOURNED AT 10.04 A.M

<THE HEARING IN PUBLIC SESSION RESUMED AT 10.07 AM

15 **MR BELL SC:** Yes, Mr Conde.

MR CONDE: I call the next witness, Mr Robbie Cooke.

MR BELL SC: Mr Cooke, can you hear me?

20

MR COOKE: I can.

MR BELL SC: Would you prefer to take an oath or an affirmation?

25 **MR COOKE:** An oath, please, Mr Bell.

<ROBERT MICHAEL SHAUN COOKE, SWORN

MR BELL SC: Yes, Mr Conde.

30

<EXAMINATION BY MR CONDE

MR CONDE: Mr Cooke, may I trouble you, please, to state your full name?

35 **MR COOKE:** Robert Michael Shaun Cooke.

MR CONDE: Are you aware that your address has been made known on your behalf to the solicitors assisting Mr Bell's inquiry?

40 **MR COOKE:** I am.

MR CONDE: Is it correct that you were appointed as CEO of Star Entertainment in October 2022?

45 **MR COOKE:** Correct.

MR CONDE: Is it correct that you were appointed as Managing Director of Star Entertainment in November 2022?

MR COOKE: Also correct.

MR CONDE: Did you depart as CEO and Managing Director of Star Entertainment on 22 March 2024?

5

MR COOKE: That's correct.

MR CONDE: Were you a consultant with Star Entertainment from 22 March 2024 to 18 April 2024?

10

MR COOKE: That's correct.

MR CONDE: And is it correct that since 18 April 2024, you have not had any role or responsibility at Star Entertainment?

15

MR BELL SC: Sorry, Mr Cooke, I didn't hear your answer.

MR COOKE: Can I just have that question again, sorry?

MR CONDE: Yes. Is it correct that since April - 18 April 2024, you have not had any role or responsibility at Star Entertainment?

20

MR COOKE: That's correct. My consultancy was terminated.

MR CONDE: Have you resigned as a Director of The Star Pty Ltd and any other subsidiary boards?

25

MR COOKE: I understand that's happening as we speak.

MR CONDE: I see. But, from your perspective, do you consider that you are no longer a close associate of Star Entertainment?

30

MR COOKE: I have requested that my close associate licence be surrendered.

MR CONDE: So is it your - well, do you have any current expectation of any future role or responsibility at Star Entertainment?

35

MR COOKE: No, I don't.

MR CONDE: So for the purposes of Mr Bell's current inquiry into the suitability of The Star Pty Ltd and The Star Entertainment Group Limited, do you agree that you have not had, since 18 April 2024, and you do not expect to have, any role or responsibility that would bear upon Mr Bell's consideration of those entities?

40

MR COOKE: That's correct.

45

MR CONDE: Okay. Mr Cooke, do you agree that regardless of how something might be structured legally, there is a substantive question about whether an

employer or an employee has initiated an employee's departure from an organisation?

5 **MR COOKE:** Sorry, can I just have that question again Mr Conde, sorry?

MR CONDE: Regardless of how something might be structured legally, do you agree that there is a substantive question about whether the employer or the employee has initiated a departure by the employee from the organisation?

10 **MR COOKE:** I think there is a - perhaps there's a legal structure for the departure, but that's how has that come about? So if that's the question, there is a narrative behind every departure.

15 **MR CONDE:** Right. And that narrative might involve the employer initiating a departure, and it might involve an employee initiating the departure. Do you agree?

MR COOKE: Well, there can be a conversation around that departure and then how it actually ends up being formulated is the question, I suppose.

20 **MR CONDE:** Yep. And in your case, Mr Cooke, you are aware, I take it, of Mr Foster's evidence yesterday that the board of Star Entertainment initiated your departure?

25 **MR COOKE:** That's - I'm not sure what Mr Foster's evidence was in that regard, but -

MR CONDE: Right. Well, is it correct, did the board of Star Entertainment initiate your departure on 22 March 2024?

30 **MR COOKE:** Well, there is a bit of history with my departure, Mr Conde. It actually started in December last year.

35 **MR CONDE:** Right. So - well, are you referring there to a conversation - a meeting with the board, following their meeting with the NICC?

MR COOKE: Correct.

40 **MR BELL SC:** Just before we get to that, Mr Cooke, could you please answer Counsel Assisting's question about whether it was the board or you who initiated your departure in March 2023 - 2024?

45 **MR COOKE:** The actual catalyst of that - that departure was a conversation between myself and Mr Foster on or about 10 March when Mr Foster advised me that the board had formed a view that my continuation with the business was no longer going to be of assistance in the company's endeavours to return to suitability in New South Wales.

MR BELL SC: Thank you. Yes, Mr Conde.

MR CONDE: Right. If we can call up STA.8102.0010.4676. This is not a meeting that you attended, Mr Cooke, but has a document come up for you which says Minutes, Meeting between the NICC, Manager The Star and TSEG board?

5

MR COOKE: I can see a document but I've actually got very bad eyesight. It's very small on my screen.

MR CONDE: I see. If we can enlarge for Mr Cooke, please, the sixth bullet point on this page. So these are minutes from a meeting on 7 December 2023, and the fourth bullet point from the bottom here says:

"PC confirmed NICC's view that it had lost confidence in the TSEG CEO to execute the remediation plan as per observed performance to date of RC."

15

Can you see that, Mr Cooke?

MR COOKE: I can. Sorry, I now can't see the date of that meeting, sorry.

MR CONDE: I see. It's 7 December, if we can scroll up to show Mr Cooke.

20

MR COOKE: Thank you.

MR CONDE: As best you can recall, Mr Cooke, was this view of the NICC communicated to you on or shortly after 7 December 2023?

25

MR COOKE: Mr Conde, I can't remember specifically the date, but definitely my chairman, Mr Foster, advised me that there had been a meeting - my recollection is between himself, I think Mr Parbery, Mr Weeks, I think there was one other Star board member present, I'm not sure, so maybe it was this meeting, where he informed me that the Commission had told him and whoever else was at that meeting that they had lost confidence in me. The reasons that were given to me by Mr Foster was that I was regarded as being arrogant, not listening, and not moving fast enough. So that was my understanding at that point in time of the view.

35

MR CONDE: If we can go over the page, please, to page 4677, and if we can enlarge the first bullet point, please. Do you see it says:

"TSEG confirmed that the first of the Manager's reports was overall useful, agreed with many aspects and noted many areas remain a work-in-progress for the business. In contrast, TSEG found the second report from the Manager was short on examples and facts. TSEG undertook to provide a written response to the reports."

40

As best you can recall, Mr Cooke, was this communicated to you on or shortly after 7 December 2023?

45

MR COOKE: No, not that view, no.

MR CONDE: Do you consider that you should have had that fact communicated to you on or shortly after 7 December 2023?

5 **MR COOKE:** Probably not a question I can answer, Mr Conde. I think boards - boards determine what information they share or don't share. I wasn't party to the meeting, so it's a bit difficult to say.

10 **MR CONDE:** Perhaps if I could put it this way: Do you think that if you had known that this is what had been said to the NICC, this would have informed the tone taken in Star's response to the manager's reports in January 2024, which you worked on?

MR COOKE: I think it would have been a useful piece of information for me to have had, yes.

15 **MR CONDE:** And if we can show - do you see the third bullet point on this page:

20 "TSEG enquired whether the NICC was aware of any specific individual who could 'step-in' as CEO at short notice; NICC confirmed that while they are unaware of any particular individual, NICC reflected that senior appointments 'parachuted in' (ie, with little lead time) take place regularly in distressed organisations."

As best you can recall, Mr Cooke, was this communicated to you on or shortly after 7 December 2023?

25 **MR COOKE:** I don't believe so.

MR CONDE: And would you agree that if that had been communicated to you, it would have enabled you to consider your position better?

30 **MR COOKE:** I don't agree with that one, Mr Conde, because when the conversation was raised with me about the Commission losing confidence, I said to David Foster, when he passed on those views, and then when I had a wider conversation with the board at a subsequent meeting which date I can't recall but it was shortly after this, that given the Chief Commissioner had formed the view he had in relation to myself,
35 I expressed a view that it would, in my view, make sense for the board to determine to separate me from the business, because I did not think my continuation in the role would actually be conducive to the business returning to suitability for the reason that I had seen this - that pack before.

40 **MR CONDE:** Had you known that directors of Star Entertainment had been asking about a possible replacement for you at short notice, do you think that might also have affected the approach taken when drafting the response to the manager's reports in January?

45 **MR COOKE:** Look, I don't know, because, look, I had got to the position when I actually did say to my board that I thought it would make sense for them to consider separating me from the business, and there was quite a bit of conversation around that. And the board decided that they wanted me to stay. That didn't change my

approach to how I was operating. I didn't take it the wrong way. It definitely changed the relationship, to some extent, but it didn't cause me to change how I operate from a professional point of view.

5 **MR CONDE:** Mr Cooke, doing your best, what is your recollection of those discussions you've referred to, as in particular board members, who said what, that led to your continuing in the role?

10 **MR COOKE:** I do recall - and, sorry, I can't remember the dates - but I do recall there being a board meeting that did go - that I was involved in. So I wasn't, obviously, involved in the meeting with the Commissions - the commissioners and the board, but there was a Star board meeting sometime after that where there was quite a bit of conversation around the role, my views on whether I would be of
15 assistance in continuing. There was quite a bit of hiring activity that I'd been involved in for some pretty key roles, and I know there were concerns that if I wasn't - if I didn't see those through that that could put some of those recruitment exercises in jeopardy.

20 And there were different views on the board, and I've got to say I went through quite a period of, around that time, whether I was prepared to invest the human effort that this role actually has, you know, required going forward as well. I've got to say, it did have some impact in that regard. But look, it was quite a difficult time. I know there were various different views. I did ask my chair and the board if I could talk to board members individually, because I did want to canvass people's views on a one-on-one
25 basis.

I didn't - from memory, I didn't talk to the complete cohort of board members, but I spoke to a number of the board members about just what I thought in relation to continuing in the role. But to answer your question, Mr Conde, the board's desire was
30 that I stayed.

MR CONDE: Right. If we can bring up STA.5002.0029.7531 please. And if we could enlarge up the top please. Do you see, Mr Cooke, that these are minutes of a board meeting of Star Entertainment the next day, 8 December 2023?
35

MR COOKE: I do.

MR CONDE: And you're listed as present along with the other directors, other directors.
40

MR COOKE: That appears to be the case, yes.

MR CONDE: And if we can scroll down, please, to - there should be a row that says "NED private session". Do you see there is a row "NED private session, Item P1":
45

"Prior to the commencement of this meeting, the Non-Executive Directors held a private session with the Group CEO and Managing Director from 8:00am to 9:30am."

MR COOKE: I can see that, yes.

5 **MR CONDE:** And do you recall whether this might have been the meeting where some of those discussions took place?

10 **MR COOKE:** Look, I think it was, Mr Conde. We had an awful lot of meetings. I think we had about 130 in that year, so - but I do think that's the session that that matter was discussed. It was shortly after being informed about the initial meeting with the board and the Commission, so I think that would be the time.

MR CONDE: And whether it was this precise meeting or another one around the same time, your recollection is that the board told you that they wanted you to stay?

15 **MR COOKE:** They did.

20 **MR CONDE:** Do you consider that in circumstances where I showed you earlier there had been a communication to the NICC of asking whether they were aware of somebody who could step in at short notice, but on the other hand, there was a communication to you of "Please stay", that those were inconsistent messages?

25 **MR COOKE:** Look, not having been a party to that first meeting, it's a bit difficult for me to categorically say. I'm not sure what the context - the precise context for that conversation was at the first meeting, but there is an inconsistency, in my view, just based off the minutes.

30 **MR CONDE:** Right. Now, Mr Cooke, I think you mentioned earlier your consultancy was terminated. Is it correct that, as you understand it, Star Entertainment was of the view that you had caused the company to provide incorrect answers to the NICC and to this inquiry in relation to the departure of Ms Ivanoff?

MR COOKE: I'm not aware of the circumstances of the termination, so I don't know that to be correct.

35 **MR CONDE:** Is it correct that you're just aware of the fact of termination, not the reasons?

40 **MR COOKE:** Yes. And, look, the consultancy - it was a non-paid consultancy, and it was designed so I could provide assistance as I transitioned out.

MR CONDE: On that, Mr Cooke, is it correct that, as you understood it, you were not involved in casino operations?

45 **MR COOKE:** Correct.

MR CONDE: During the consultancy?

MR COOKE: In fact, I had very little involvement, other than inquiry matters, since I departed.

5 **MR CONDE:** Do you recall receiving a copy of one of the manager's focus group reports during your consultancy?

MR COOKE: I don't recall receiving that. Look, I have an inbox still operating. I've got to say, I haven't been going through my inbox.

10 **MR CONDE:** I see. If we can call up INQ.5003.0002.0004. You see a letter dated 6 September 2023 addressed to you and signed by Ms Ivanoff?

MR COOKE: May I take a moment to read that?

15 **MR CONDE:** Yes.

MR COOKE: If you could just scroll down for me. Bit further. I've read that document, yes.

20 **MR CONDE:** Ms Ivanoff handed this letter to you on 6 September 2023; correct?

MR COOKE: No. I have never seen that letter. She never handed that letter to me.

25 **MR CONDE:** Just to be clear, Mr Cooke, is it the case that you can't recall ever seeing this letter, or do you say positively that Ms Ivanoff's evidence that she gave it to you is wrong?

MR COOKE: I say positively this letter was not handed to me.

30 **MR CONDE:** And how can you be so sure of that, Mr Cooke?

MR COOKE: Because if I got a letter like this from one of my team members, I would have provided it to my Chief People Officer and I would have also, in this instance, provided it to my board as well.

35 **MR CONDE:** You are aware, I take it, that Ms Ivanoff denies being mistaken and she says that she handed that to you on 6 September?

40 **MR COOKE:** If that's - if that's Ms Ivanoff's position, I have a similar position. I do not - I have not - she did not hand me this letter.

MR CONDE: Are you aware that Ms Ivanoff emailed herself a copy of the resignation letter on 4 December 2023, after you had written to her denying that there had been a resignation?

45 **MR COOKE:** Sorry, can I just have that question again?

MR CONDE: Are you aware that on 4 December 2023, after you had written to Ms Ivanoff denying that there had been a resignation on 6 September, Ms Ivanoff emailed herself a copy of this resignation letter?

5 **MR COOKE:** No, I don't know what Ms Ivanoff did in respect to sending herself copies of the letter, no.

MR CONDE: Perhaps if we can go to STA.8100.0078.5823. Do you see that there is an email at the bottom of the page - sorry, in fact, if we go over the page, please,
10 there should be a version from Ms Ivanoff. If we can enlarge the email from Ms Ivanoff, please. You see there is an email from Ms Ivanoff to you dated 4 December and she wrote:

"As we discussed in September and at our last 1:1 on 15 November ...
15 - I resigned 6 September 2023.
- You asked me to wait two months to see if the working environment would be any better ..."

And so on. She then in the third bullet point wrote:

20 "I confirmed again the last time we caught up on 15 November that my last day would be 6 March ..."

Then:

25 "I proposed some internal structuring ..."

There is a bullet point in blue which I'd ask you to read, but not read aloud. And then she wrote:

30 "I would be pleased to discuss alternative arrangements ..."

Do you - which, if any, of these bullet points do you dispute?

35 **MR COOKE:** Betty and I had a meeting on 6 September. At that meeting, Betty raised a number of matters with me, and this was probably just shy of four months of being in the role - actually probably three-and-a-half months of being in the role. [REDACTED] She said she was not happy in the role. She gave some reasons for that, including her views on her onboarding experience, her views of some of her
40 executive peers, her views on how she and I worked together.

There might have been a few other matters. And she really was expressing that she didn't think The Star was for her. In response to that I said, "Do you think you've given it a fair go? It's only been three-and-a-half, four months", whatever the time
45 period was. Said I appreciated her feedback - this was the first time she'd actually given me any feedback about those matters. I said to Betty in relation to the way she and I worked together, that I would look to try and adjust that, to see if there was a better cadence and rhythm and approach that we could work together.

I did say to her that if things didn't improve over the next two months, I was happy to put a marker in the sand, and if she did decide to resign we could run the resignation from that date. So that was the conversation at 6 September. So to the extent there is a reference there to two months in the second bullet point, that makes sense, but she didn't resign at that meeting.

[REDACTED]

10 **MR CONDE:** Mr Cooke, in addition to what you've just said about that meeting with Ms Ivanoff on 6 September, she also handed you that note, did she not?

MR COOKE: She didn't hand me a note at that meeting, no.

15 **MR CONDE:** Well, if we then go back a page in this document, please, and at the bottom there is an email from you to Ms Ivanoff in reply to what we were just looking at. You say:

20 "Definitely not my recollection of our interactions and in no shape nor form did I consider our conversation to be a resignation."

And then:

25 "I did agree that if ultimately you decided The Star was not for you, to agree an end date that was 'time stamped' to when you raised your unhappiness with The Star (ie, 6 September)."

Do you see that?

30 **MR COOKE:** I do.

MR CONDE: And:

35 "As you are aware ..."

You then asked for written notice. Do you see that?

MR COOKE: I do see that.

40 **MR CONDE:** Now, on this date, it's not a document that was copied to you, but if we can bring up STA.8131.0001.6241, and enlarge the text at the bottom. There is no text in this email - sorry, if we could enlarge the text at the top. You will see, Mr Cooke, there is an email from a Gmail address to a Star address and both of them are Ms Ivanoff. And then it's dated 4 December, 2.15 pm and it attaches a document
45 "Ivanoff_Resignation Copy.pdf". Do you see that?

MR COOKE: I can see the header of the resignation email. So this is the email from Betty Ivanoff's Gmail account to Betty Ivanoff's Star account?

MR CONDE: Correct.

5 **MR COOKE:** So an email from her to her. Yes. But I can't see what's attached.

MR CONDE: No. Well, then I'll go to the attachment. It's STA.8131.0001.6242. This is the document which I showed you earlier?

10 **MR COOKE:** Yes.

MR CONDE: Ms Ivanoff's conduct in sending herself that email that day is consistent with her evidence that she had handed you that resignation letter on 6 September. Do you accept that?

15 **MR COOKE:** No, I don't.

MR CONDE: If we can then call up INQ.5003.0002.0001, and if we can enlarge the second email on this page please - I'm sorry, the third email. There should be enlarged on your screen an email from the Gmail account we looked at earlier dated 20 Thursday, 21 December at 4.53 pm, it's send to the office of NICC, Subject: Confidential Response. Do you see that?

MR COOKE: Yes.

25 **MR CONDE:** And if you can see the fourth-last paragraph from the bottom:

"As requested, please find attached a scanned copy of my resignation letter ..."

30 Which you can take from me is that same document we were looking at:

".. which I handed to The Star Group's Managing Director & CEO Robbie Cooke on 6 September 2023. Unfortunately, my only copy has my handwritten notes on it, but these may also help provide you some context."

35 Do you see that?

MR COOKE: I can see that.

40 **MR CONDE:** Now, Ms Ivanoff - this email, again, is consistent with her evidence that she handed you that resignation letter on 6 September 2023. Do you accept that?

MR COOKE: I did not receive that letter on 6 September 2023. She did not hand that letter to me.

45 **MR CONDE:** And I should just clarify, there, in fact, were two copies of the letter, one which was handed to you, the other Ms Ivanoff kept and made annotations on. Do you accept that?

MR COOKE: No, I don't. I do not - just to be clear, I did not receive a letter, annotated or unannotated, from Ms Ivanoff on 6 September 2023.

5 **MR CONDE:** Right. I put it to you that you're mistaken in that answer. Do you agree?

MR COOKE: I'm not mistaken.

10 **MR CONDE:** Okay. If I turn now to some further matters from the evidence and materials -

15 **MR BELL SC:** Just before we move on, Mr Conde. Mr Cooke, Ms Ivanoff told me that she handed you the letter but that at your request, she agreed to wait two months and reconsider her position at that time. If that is what happened, there would have been no reason at that time to provide the letter to the board or to the Group People and Performance Officer, would there?

20 **MR COOKE:** There would have been because I would have had a letter of resignation. So if that were the situation, I - you couldn't receive a resignation letter and do nothing with it, and - so, no, if I'd got that letter in the context of how this has been described, I would have still provided it to my People team and provided it to - at least to my chair.

25 **MR BELL SC:** And you say that's the position even if the context was that you and she had both agreed that she would not be resigning at that time, but would reconsider in two months?

30 **MR COOKE:** Exactly, because, I mean, the conversation I had with Betty was, "We'll put a marker in the sand. If you are unhappy in two months and you decide to resign, we will run it from that date." That was the conversation.

MR BELL SC: Mr Cooke, by all accounts, you were and are a very busy and hardworking man, certainly at that time; is that correct?

35 **MR COOKE:** Busy, but there's things, Mr Bell, that you don't forget or - and you don't - they don't get consumed by events, and this was something that if Betty had resigned, I would have scanned the document and provided it to my Head of People, my Chief People Officer and my chairman.

40 **MR BELL SC:** Just focus on the question I asked you.

MR COOKE: Sorry.

45 **MR BELL SC:** And just focus on answering that question. Is it the case that you were a very busy and hardworking man at that time?

MR COOKE: I was very busy at that time, definitely.

MR BELL SC: Yes, now in the context which I've described to you, will you not accept the possibility that you may now have forgotten having received that letter?

MR COOKE: Mr Bell, I do not believe so.

5

MR BELL SC: So to be clear, Mr Cooke, you're asking me to decide whether you or Ms Ivanoff is right about this; is that the case?

MR COOKE: That is the case.

10

MR BELL SC: Thank you, Mr Conde.

MR CONDE: And do you agree, Mr Cooke, that on 15 November in a meeting between Ms Ivanoff and you, Ms Ivanoff confirmed that she wished to exit?

15

MR COOKE: Sorry, I'm just having a technical issue with my computer here. It's saying it's about to restart. Sorry, apologies. Apologies, Mr Conde. Could I have that question again, please?

20

MR CONDE: Of course. Do you agree that on 15 November 2023, in a meeting between Ms Ivanoff and you, Ms Ivanoff confirmed that she wished to exit Star Entertainment?

25

MR COOKE: I believe that's the case, on the 15th. I think that's - I think that's the case.

MR CONDE: Going back, Mr Cooke, to March 2023 - sorry, March 2023, Ms Nawal Silfani expressed concerns to you about the reporting line for the group company secretary. Do you agree with that?

30

MR COOKE: Sorry, could I - is that Nawal you are talking about?

MR CONDE: Nawal Silfani.

35

MR COOKE: Sorry, this one - I want to make - so we have changed topics. Could I just get that question again?

MR CONDE: Do you agree that in March 2023, she expressed concerns to you about the reporting line for the group company secretary?

40

MR COOKE: I can't remember. I can remember a conversation with Nawal about reporting lines for the company secretary. I can't remember the month, I can't remember the precise date, but I do remember a conversation with Nawal on that topic.

45

MR CONDE: And is it correct that - do you agree that Ms Silfani contended that it needed - the reporting line needed to be directly to the chair, rather than through the Chief Legal Officer?

MR COOKE: Nawal wanted to have a solid - solid reporting line to the chair and have no, no reporting line whatsoever into the general organisational structure of The Star, which I expressed was quite a - I'd never seen that structure within any company I've worked in before.

MR CONDE: She wanted a dotted line to the Chief Legal Officer; correct?

MR COOKE: Look, I can't remember that. I think the conversation I had with Nawal was that a solid line to the general - group general counsel, and a dotted line to the chair, which is the structure I have worked with in the other three listed companies I've worked in.

MR CONDE: Right. So you expressed surprise, did you, at Ms Silfani's suggestion of having a direct reporting line or solid line to the chair?

MR COOKE: I did, in the sense it would mean she didn't actually have a - she wouldn't have sat in the organisational chart for The Star. She would have sat outside it. She wouldn't have actually had any - any reporting line into the group.

MR CONDE: Did you say words to the effect, "This is the reporting line that I'm going to go with in my organisational structure"?

MR COOKE: I don't think I put it like that, but I think I actually said, "This is the structure that I'm recommending to the board", which was what the - the organisational structure chart that I put forward to the board would have been in that period March, April. That's how it reflected. It had a - from memory, it had a black dot on the company secretary role and a black dot to the chairman and that indicated a reporting - a dotted reporting line to the chair, which meant, effectively, that the company secretary at any time could talk to the chair and take instructions from the chair.

MR CONDE: Did you say to Ms Silfani words to the effect, "You're part of my team; I consider you management"?

MR COOKE: That would have reflected the comments made before, which meant she is part of the organisation. Yes, in answer to your question.

MR CONDE: This is a different topic. In the first half of 2023, do you accept that Dr Lagan told you that you were not building the internal capacity for Star Entertainment to change and that, as a result, it wouldn't have a sustainable organisation?

MR COOKE: I don't recall a conversation to that effect, no.

MR CONDE: Is it correct that from the middle of 2023, you ceased to have contact with Dr Lagan?

MR COOKE: No, we were still exchanging emails August, September. Yeah, we were - we were still engaged. We were quite - quite intensely engaged in the first half of calendar '23, but, you know, matters progressed a bit from then. We'd had - we had engaged The Ethics Centre. We had engaged them in, from memory, December 5 2022, and we were working intensely with The Ethics Centre on matters to do with the culture. So that's - and The Ethics Centre is a leading cultural advisory organisation, and they were working with us through a very intense cultural review of The Star where we got a report which is a couple of hundred pages long, from memory, in June 2023.

10 And that involved, you know, surveying about three and a half thousand team members, one-on-one meetings with people across the organisation. So it was quite an intense period. So whilst that work was sort of coming to a head - so that was sort of May/June - there was quite a bit of involvement with The Ethics Centre, and that 15 probably led to a little bit of a reduction in my interactions with Attracta, but I still was talking to her. We were still communicating July/August.

I think she actually sent me an email, I think, in July actually complimenting me on a senior leader team that I held, or General Manager team meeting I held. So we were 20 definitely still interacting.

MR CONDE: So there were interactions, but is it correct that there were much more intensive interactions in the first half as compared with the second. Do you accept that? 25

MR COOKE: That would be fair.

MR CONDE: Earlier when I was asking you about Ms Nawal Silfani, Mr Cooke, are you aware that she resigned because she would not have - as company secretary 30 because she would not have that direct reporting line to the chair?

MR COOKE: Not aware of her resigning because of that. I mean, my interaction with Nawal was early in the piece. When Betty came on board, Betty took over that relationship. At one stage, I think Betty and Nawal had a conversation about Nawal 35 leaving, but then subsequently I don't believe she did. But, Mr Conde, I wasn't actively involved with that conversation. Nawal wasn't a direct report of mine, so look, I don't - I don't know all the details around that.

MR CONDE: Understand. Staying in the sort of early to mid-2023 period, were you aware that Ms Katsibouba, the CFO, wanted to raise with the GLT concerns that she 40 had about financial matters, including challenges presented by the company's earnings?

MR COOKE: So, again, perhaps a little bit more context around that. Sorry, was I 45 aware?

MR CONDE: That in - well, around the middle of 2023, your CFO, Ms Katsibouba, told you that she wanted to raise with the GLT concerns that she had about financial matters, including challenges presented by the company's earnings?

5 **MR COOKE:** I find that a little bit curious, because the - sorry, there are a couple of things there to call out. The GLT didn't actually come into existence until August 2023. It was - prior to that it was the Executive Committee, so it's ExCo. So we worked - the way -

10 **MR CONDE:** I'm sorry. Should I reword the question to -

MR BELL SC: Mr Cooke, you'll find this process goes much more quickly if you just focus on the question and answer it, please.

15 **MR COOKE:** Sorry, okay.

MR CONDE: If you change from GLT to ExCo, around - but do you know what I'm referring to in terms of the senior executive leadership team?

20 **MR COOKE:** Yes.

MR CONDE: So in the middle of 2023, do you agree that Ms Katsibouba told you that she wanted to raise with that team concerns that she had about financial matters, including challenges presented by the company's earnings?

25 **MR COOKE:** I don't believe so, purely because that's the matter that, in April 2023, the business was experiencing quite a significant decline in performance, and the GLT, or ExCo, was meeting daily in May to talk about financial matters because we were trying to get costs out of the business. And any member of GLT or ExCo were
30 able to put any matters on the agenda that they saw fit. So if Christina had wanted to put something on the agenda, she would have been able to. And I, from memory, believed there were quite a number of financial updates provided to the team from when I started, November 2022, through to - right through the period. So I don't - I don't accept that.

35 **MR CONDE:** Right. Do you accept that you told her that - at that time that if she ventilated her concerns to ExCo, or what became the GLT, that that may scare the team and negatively impact morale?

40 **MR COOKE:** Not at all. The team was fully alive to what was going on, because we were doing a 500-person head-count out exercise in May, and that started in April. So no, I don't agree. I don't accept that.

45 **MR CONDE:** Do you accept that in around June 2023, Ms Katsibouba shared her concerns at an either ExCo or GLT meeting?

MR COOKE: I don't specifically recall that, but that doesn't mean it didn't happen. But we had financial updates, as I said, through that period.

MR CONDE: Do you recall Mr Saunders saying he wished he'd known earlier?

5 **MR COOKE:** No, I don't. I don't think he had that conversation with me, if he had that conversation.

MR CONDE: Is it your contention that, throughout 2023, ExCo and then the GLT were fully aware of the true financial position of the company at that time?

10 **MR COOKE:** I absolutely believe so. Not only were those GLT/ExCo meetings happening, but they were also getting my CEO's report which I distributed around to all the members which had the financials for the business in it month to month.

15 **MR CONDE:** Do you agree, Mr Cooke, that in the course of 2023, a formerly ExCo, later GLT, member, Mr George Hughes, raised with you the fact that with the increase in compliance and, in particular, the increase in exclusions of VIP guests, there was an impact to Star's profit base?

20 **MR COOKE:** Absolutely. I mean, that was obvious to anybody, from our accounts, seeing the business was under pressure.

MR CONDE: Right. But do you recall Mr Hughes raising that with you?

25 **MR COOKE:** Not specifically, no. But it's quite possible he did.

MR CONDE: Right. And do you recall at that time there was a need to re-baseline the cost and restructure or reconsider the role of the loyalty program?

30 **MR COOKE:** We were definitely re-baselining the costs of the business. That was the cost-out exercise that I mentioned with the 500 people leaving in that May/June period. I asked George - I actually asked George to review the loyalty program and prepare board papers to present to the board about the loyalty program and how it would run, and those papers were done and then rejected by the board because they didn't deal with the subject matter adequately.

35 **MR CONDE:** When was that, Mr Cooke?

40 **MR COOKE:** The papers went to the board - I'm going from recollection here - I think November or December last year, and they were quite a while in the making.

MR CONDE: Would you accept that during your time as CEO and managing director leading ExCo and then the GLT, discourse or discussion on material matters was not encouraged?

45 **MR COOKE:** I disagree with that completely. As I mentioned, any GLT member, ExCo member, was able to put anything on the agenda. There were no restrictions, no constraints. We met weekly, which was something - previously, the ExCo had only met monthly. I was very much the one trying to get people to talk, trying to get

people to share information and trying to get people to understand what was going on with the business (indistinct).

5 **MR CONDE:** Would you agree that during your time as CEO and managing director leading ExCo and what became the GLT, there was not a lot of time placed on priority matters for the leadership team?

MR COOKE: I don't agree with that.

10 **MR CONDE:** Do you agree that when Ms Ivanoff was the Chief Legal Officer, you would involve her in legal matters on an ad hoc basis?

MR COOKE: I don't agree with that.

15 **MR CONDE:** Well, is it correct that if a legal question arose, sometimes you would bring that to Ms Ivanoff and other times you might go directly to external lawyers?

20 **MR COOKE:** The only matters I can think of where I dealt with external lawyers without my general counsel - and there were very few - one was in relation to ASX releases. There was a longstanding practice before I started at The Star where they were briefed directly to a law firm by the Communications team. I can't recall any other specific examples - I could be wrong - where I didn't include the in-house Legal team or Betty.

25 **MR CONDE:** I will come back to that, Mr Cooke. Do you agree that in December 2023, Ms Ivanoff asked you for copies of Mr Weeks' reports?

MR COOKE: I do. I recall that.

30 **MR CONDE:** And is it correct that at first you said you would give her a copy but never did?

35 **MR COOKE:** I'm not sure I said I'd give her a copy. My recollection is I said I wasn't going to provide a copy because, at that stage, it was a report to the board. I wasn't - it wasn't actually sent to me; it was to the board. And I had concerns, because there were things in that report which I knew would cause angst with the team, ie, there were people referred to as being there too long and needing to go, or that was the implication, and we were in the middle of the remediation - execution of the remediation plan and I didn't want to put the whole team into limbo land.

40 **MR CONDE:** Is it correct that you did not disclose Mr Weeks' reports to anyone but board members?

45 **MR COOKE:** Well, the board members disclosed it to me. So it didn't come to me. So I got it from the board. And after - and the board was aware of my approach, and after conversation with the board where I did need input from people, a group of the GLT who had specific subject matter expertise were given either the report or one of them, or segments of them, where I needed assistance in terms of input.

MR CONDE: Is it correct, though, that you did not share the reports in full with your GLT?

5 **MR COOKE:** I think there might have been two members that got the full report, but otherwise that's a correct statement, Mr Conde.

MR CONDE: And as best you can recall, who were the two who you are referring to?

10

MR COOKE: From memory, Scott Saunders, I think either got both or one of the reports. And Peter Jenkins, my Chief of Staff.

MR CONDE: Do you agree it was inappropriate not to have shared the reports with the GLT?

15

MR COOKE: No, I don't.

MR CONDE: And why is that, Mr Cooke?

20

MR COOKE: Because they were reports to the board, which the board asked me to, with them, do a response. The intention was once that was done, to then build a work plan out of the back of the action items that flowed from those reports and then provide that to the GLT. So that was the intention.

25

MR CONDE: In - around this time, December 2023, Ms Katsibouba and you had a conversation about her desire to leave the company; is that correct?

MR COOKE: It could have been a little earlier than that, Mr Conde. I can't recall specifically, but definitely Christina made contact with me and expressed the desire, or indicated that she was at a point where she thought she wanted to go.

30

MR CONDE: Do you agree that in the conversation she said - Ms Katsibouba said that she'd been unhappy for some time, she felt she couldn't get traction on important pieces of work, and she felt unsupported and increasingly unable to get time with you?

35

MR COOKE: No, I don't recall that. I mean, I had an open door policy so anybody could get access to me whenever. I do recall Christina saying that she was exhausted. I do recall her saying she felt like she'd lost some confidence with the board, and she had some concerns there. I do recall her just saying she was exhausted. And she had been through -.

40

MR BELL SC: So -

45

MR COOKE: Sorry, Mr Bell?

MR BELL SC: I just want to be clear on whether you, in relation to the matters that Counsel Assisting put to you, do you not recall whether she said those things or do you deny that she said those things?

5 **MR COOKE:** Can I have those things again, and I'll answer them each specifically?

MR CONDE: Yes. There is a list and I'll just put them to you, Mr Cooke. First, that she had been unhappy for some time.

10 **MR COOKE:** I can't recall her saying that, no.

MR CONDE: Secondly, she felt she couldn't get traction on important pieces of work.

15 **MR COOKE:** I don't recall her saying that.

MR CONDE: That she felt unsupported and increasingly unable to get time with you.

20 **MR COOKE:** I don't recall her saying that.

MR CONDE: That she felt her position had become untenable and wanted to exit.

25 **MR COOKE:** Untenable perhaps not the word she used, but she did express a desire to exit and she did express that she had had enough, pretty much, was the way I'd put it.

30 **MR CONDE:** You asked her for examples and she said, well, for some time she wanted the organisation to focus on a business plan for earnings, but she wasn't able to get traction on that.

MR COOKE: I don't recall that.

35 **MR CONDE:** And, finally, that she felt she was excluded from certain important projects that affected her role, such as the AUSTRAC discussions and the sale of the Treasury assets.

40 **MR COOKE:** Again, I don't recall that, but I'm not saying it's not possible she raised those things. I just don't recall that.

MR CONDE: I see. Do you recall that Star Entertainment's response to the manager's reports was dated 23 January 2024?

45 **MR COOKE:** That sounds - that sounds right.

MR CONDE: You recall, I take it, that Mr Foster wrote to you that day, "Let's hold on to our hats"?

MR COOKE: Yeah, I'm not sure, but if there's something you can point me to.

MR CONDE: I'll bring - I'm asking, though, whether you recall it, Mr Cooke.

5 **MR COOKE:** Not from the top of my head, no.

MR CONDE: And I should be clear, when asking whether you recall - and you've answered, for example, with Ms Katsibouba you don't recall those various things I put - do you deny?

10

MR COOKE: No, not deny - specifically with Ms Katsibouba said, I don't recall. I don't deny - I think I said on the record I don't deny it. And I'm not denying the previous one either. I just don't have a specific recollection, but if there was a document there of it.

15

MR CONDE: If we could bring up STA.8100.0063.6873. And to page 6874, please. STA.8100.0063.6873 at page 6874 please. So, Mr Cooke, do you see this second-last message on this page, Mr Foster emailed you:

20 "All OK - let's hold on to our hats."

MR COOKE: Just let me have a look at this. Yeah, I can see that.

MR CONDE: And your response was:

25

"The fireworks will be bright and loud."

MR COOKE: I do see that, yes

30 **MR CONDE:** Do you accept that you knew that the response to the NICC would be controversial?

MR COOKE: I actually said to my board when the decision was made to respond to the manager's reports that we were going down a one-way street. So I did know, and this was not a position I was particularly comfortable in, that we were taking a position in relation to matters. I did try to write the response and the covering letter in a way which indicated we were doing it respectfully and trying to ensure that where there were matters that we didn't agree with, or that were contentious, that we did that in a clinical way rather than an emotive way, but it was a difficult position for the company because we were taking a contrary position to the manager and some of his views of the company. So I did appreciate that it was going to have some challenge around it.

45 **MR CONDE:** I'll come back and ask about the one-way street, but just on my question, you knew that it would be controversial, didn't you?

MR COOKE: That was my response, yes, it was going to be controversial, yes.

MR CONDE: And do you agree that it was an entirely inappropriate approach?

5 **MR COOKE:** No, I don't, because there were things there that needed to actually be addressed, and I've got to say I don't know how else the company could have dealt with it.

MR CONDE: Would you agree you were not being cooperative with the regulator?

10 **MR COOKE:** I was trying to be cooperative with the regulator and trying to do this in a respectful way, and, you know - and we kept the communications between the board and the regulator. It didn't contaminate into the wider team.

15 **MR CONDE:** I said I'd come back to the one-way street. What are you referring to there?

MR COOKE: Well, in my experience, having worked in regulated industries for most of my career, interacting with your regulator is very important, how you do that, and sometimes you do have to take a position and that is often difficult and often can cause issues. So it's not easy to take that position and then reverse out of it.

20 **MR CONDE:** Do you agree with Mr Foster's evidence to this inquiry that Star Entertainment should have taken a different approach with its response to the manager's reports?

25 **MR COOKE:** Well, I'm not sure what that response could have been, Mr Conde.

MR CONDE: Well, if I could just ask you do you agree with it, though?

30 **MR COOKE:** No, I think the company was in a position where it needed to actually put some things on the record.

MR CONDE: Do you agree it could have done so in a less confrontational way?

35 **MR COOKE:** As I said earlier, I tried in my drafting to keep it non-emotive and clinical. I'm not sure if the document landed that way.

MR BELL SC: Well, could you answer Counsel Assisting's question, please. Do you agree it could have been done in a less controversial way? Confrontational way?

40 **MR COOKE:** No, look, I - the document was designed not to be confrontational. Whether it achieved that end, I don't know.

MR BELL SC: Yes, Mr Conde.

45 **MR CONDE:** Do you agree, Mr Cooke, with Mr Foster's evidence to this inquiry that Star Entertainment should have taken a different - sorry, that the tone - sorry, I'll start again. Do you agree with Mr Foster's evidence that the tone of Star Entertainment's response could and should have been different?

MR COOKE: Look, I actually don't know. I don't know, is my answer to that.

5 **MR CONDE:** Now, you exchanged some private messages with Mr Foster in January 2024 recording your prior knowledge of a meeting involving the manager, the NICC and lawyers. Do you agree?

10 **MR COOKE:** I recall having prior knowledge of a meeting of the manager in a meeting room in my office, yes.

MR CONDE: Well, if we can bring up STA.8890.0001.0094. If we can enlarge the first message from Mr Foster to you, do you see there is a message:

15 "Just sent a message 2 law firms attending planning session NICC in our boardroom."

MR COOKE: I see that.

20 **MR CONDE:** If we can go to the next message, it says:

"Monique just sent to me."

MR COOKE: See that.

25 **MR CONDE:** Now, was Monique your executive assistant at the time?

MR COOKE: Correct.

30 **MR CONDE:** So far as you're aware, how could your executive assistant come to know of the same meeting that Mr Foster was messaging you about?

35 **MR COOKE:** So the meeting in question, unusually, was booked by Mr Weeks in one of my meeting rooms at the corporate office of The Star. He operates, and his team operates, from The Star Casino building. I operate from the corporate office. The meeting was booked in the room next to the boardroom, which is meeting room I use. Any meeting booked in that room automatically triggers a notification to my EA and to Mr Foster's EA, and it will notify with a meeting heading and who's attending. So it's a diary - effectively, a diary alert to both those EAs that a meeting is booked in that room. And it's very unusual for a meeting to be actually held in
40 those rooms; it's normally used by myself.

MR CONDE: If we can scroll through, to the next message, do you see you messaged:

45 "They are up to something."

MR COOKE: I can see that.

MR CONDE: Would you agree that both you and Mr Foster, in your messages, proceeded upon receipt of the alert that you've just mentioned to dig further to understand the meeting?

5 **MR COOKE:** No, look, we - the meeting alert Monique got, my EA - it was headed up, I think, something along the lines New South Wales Licence Planning Meeting and she thought I was meant to be in it. The meeting had all the names of people attending with their email addresses and, from memory, it actually involved three law firms, not two. And it was very unusual and it did make me think there was
10 something going on, that three law firms, Nick Weeks, members of the Commission - it was quite strange. In a meeting room next - effectively next to the boardroom in the corporate office.

15 **MR CONDE:** Just go back to my question, though, Mr Cooke. Do you accept that Mr Foster and you proceeded to dig further to understand the meeting?

MR COOKE: I don't think I dug further into understanding the meeting. I think I saw the emails and who was there. I don't recall myself actually digging into who was there.

20 **MR CONDE:** Well, if we can go to page 0099, the first message, you wrote:

"I have some intel."

25 And then you refer to somebody as not being KWM. Isn't that digging?

MR COOKE: I actually can't recall that specific - I don't know what that's referring to.

30 **MR CONDE:** And if we can go over to page 0100, third message on the page, you see the first line - I won't read it out because it records - you had asked someone from KWM about this meeting and its likely purpose. Do you accept that?

35 **MR COOKE:** Definitely when I saw the list of people attending that meeting, we were wondering what was happening and we were preparing what did we need to respond to. We were - I was thinking there was something going on, absolutely, as my earlier text said.

40 **MR CONDE:** Mr Cooke, you said before you got an alert, but you proceeded then to dig into the attendees of the meeting and you even obtained legal advice; correct?

MR COOKE: Mr Conde, I did not dig into. I saw the list that - I saw three law firms and the Commission all meeting with a header New South Wales Licence Planning Session. It did cause me to talk to our law firm about that and try to understand what
45 could be happening.

MR CONDE: Well, pausing there, when you say you saw three law firms, you would have realised from at least that point that it was not a meeting involving you; correct?

5 **MR COOKE:** Correct.

MR CONDE: So should that not have been the end of your inquiries?

10 **MR COOKE:** No, having seen a meeting was convened with three law firms made me think that we were about to be staring into something involving three law firms in relation to our New South Wales licence, because that's what the meeting was about.

15 **MR CONDE:** Well, would you agree that the advice you received, as recorded on this page - and I won't read out that advice, but would you agree that it was benign?

MR COOKE: That looks like the advice I got, yes.

20 **MR CONDE:** And would you agree that it was advice of a benign - attributing a benign purpose to those meetings? To those attending the meeting?

MR COOKE: That was one interpretation of what it could have been about, but, yes, we - I needed to - I explored what possibilities there were, so -

25 **MR CONDE:** Next line you wrote:

"We are meeting Monday to get ready for war though."

So notwithstanding that advice, you were getting ready for war.

30 **MR COOKE:** We were just getting ready for what might have been coming and, look, that's a text, that's a moment in time, and so there was a bit of heat at that point as well.

35 **MR CONDE:** Well, do you agree that this is the exact opposite of Star Entertainment's public statements at the time about cooperation and transparency?

40 **MR COOKE:** I don't agree with that. This is a text about something we had just been alerted to involving three law firms and our New South Wales licence. I'd say I was a little bit - a little bit on high alert as a result.

MR CONDE: When you wrote that:

"We are meeting Monday to get ready for war ..."

45 That's planning ahead, isn't it?

MR COOKE: It's getting ready to plan for what might be coming.

MR CONDE: It reflected - this message reflected your true state of mind at the time; correct?

5 **MR COOKE:** At that moment in time, definitely I would have - must have been thinking, given the comment I made, that I thought there was something about to happen.

MR CONDE: Well, wouldn't a better approach have been to ask?

10 **MR COOKE:** Possibly in hindsight, yes.

MR CONDE: And - but armed with legal advice attributing a benign purpose to the manager and the NICC and whoever was attending, you were resolved to get ready for war; correct?

15 **MR COOKE:** I think that's an over - overstatement from a text, and I don't agree that that is a fair conclusion off the back of a text.

20 **MR CONDE:** You say that, but it's not just a text. It's obtaining legal advice from a third party and it's also talking about meeting in the future to get ready for war.

MR COOKE: Number one, I don't think I got legal advice. I asked a lawyer what that could possibly be about. I don't think that would constitute legal advice.

25 **MR CONDE:** Well, there's - it's marked as privileged, so it seems that somebody disagrees.

30 **MR COOKE:** I'm not sure who's marked that. I haven't, but I don't accept the conclusion that this shows an intention to be taking a non-cooperative approach with the regulator.

MR CONDE: So just to understand that answer:

35 "We are meeting Monday to get ready for war ..."

You say is cooperative with the regulator?

40 **MR COOKE:** I'm saying it's getting ready for whatever was being prepared with the three law firms. That's what it's saying.

MR CONDE: It's not, is it? It says "war".

45 **MR COOKE:** In the context of the fact that I've just seen an invite with three law firms on it talking about New South Wales licence and trying to anticipate and prepare for whatever's coming from that.

MR CONDE: Right. And just to clarify, though, that context did involve having received external advice attributing a benign purpose to the three law firms you've just mentioned.

5 **MR COOKE:** Again, I don't believe that a 10-word summation is legal advice. It's a view.

MR CONDE: Well, I'm going to read out what's in yellow, but I'll wait if anybody wishes to object. I don't think there is any objection. So, Mr Cooke, it says:

10

"Tim K (KWM) thinks they may be grouping to work out how to respond to our response to Nick W's reports."

Now, that is a completely innocuous reason for that meeting; correct?

15

MR COOKE: It is only a view that that individual had as to why they might be meeting.

MR CONDE: Whereas your view was they were gearing up together to declare war on you; is that correct?

20

MR COOKE: I don't know what they were doing, but it was - seemed a fairly unusual situation to have three law firms and a reference to New South Wales licence.

25

MR BELL SC: Mr Cooke, did you understand that this was a confidential meeting to which you were not invited?

MR COOKE: No, I didn't understand it was a confidential meeting to which I wasn't invited. I was - it was sent to my EA's inbox

30

MR BELL SC: Sorry, just to be clear, you didn't understand that this was a confidential meeting to which you were not invited; is that your evidence?

MR COOKE: I understood I was not invited to the meeting. I didn't know whether it was confidential or not.

35

MR BELL SC: Did it occur to you that the right thing to do was not to pry, if you weren't invited to the meeting?

40

MR COOKE: Well, I didn't pry. All I did was saw who was on the invite and then that's all I did. I didn't pry.

MR BELL SC: And it didn't occur to you that that meeting might be confidential, even though it involved three law firms?

45

MR COOKE: In hindsight, it would - yes, it's fair it would be confidential.

MR BELL SC: Are you telling me that didn't occur to you at the time?

MR COOKE: Not at the time I was doing the responding to it, no, not - well, sorry, my recollection is it didn't occur to me

5

MR BELL SC: But sitting there now, you would appreciate that's quite obvious; correct?

MR COOKE: Yes, I would.

10

MR BELL SC: Yes, Mr Conde.

MR CONDE: In those circumstances, and also in the circumstances of the advice that you had received, would you agree that your response was paranoid?

15

MR COOKE: Paranoid is a strong word, but I agree my response might have been a little bit emotive, and probably operating under a - under a sense of being under a bit of assault, actually.

20

MR CONDE: You were attributing war-like intentions to the manager and the lawyers, were you not?

MR COOKE: I don't think I'd draw that conclusion. I'd say we felt - I felt, my view, that we were under some form of attack.

25

MR CONDE: Based on a meeting invitation about which you had not asked the manager about?

30

MR COOKE: Based on an invite, meeting invite, talking about the New South Wales licence and having three law firms involved in it, yes, including litigators.

MR CONDE: And notwithstanding advice from an external law firm that they may be grouping to work out how to respond to your response to the reports? Is that correct?

35

MR COOKE: Sorry, could you give me that question again?

MR CONDE: So you've formed that view based on, I think you said, a meeting invite talking about the New South Wales licence, three law firms, and I'm putting to you that the further context is you hadn't asked about it and you'd received advice from KWM that they may be grouping to work out how to respond to your response to Nick W's reports.

40

MR COOKE: Sorry, the question, though, sorry?

45

MR CONDE: Well, do you accept that it was entirely inappropriate to have the reaction that you did?

MR COOKE: In hindsight looking back at what occurred, I think I overreacted, yes.

5 **MR CONDE:** Right. Do you recall receiving a text message from Mr Foster on 2 February 2024 about establishing grounds, if possible, for a class action from shareholders against Mr Weeks and/or the NICC?

MR COOKE: If I could see it, it would be helpful.

10 **MR CONDE:** Do you recall receiving a text message with that idea?

MR COOKE: It's possible.

15 **MR CONDE:** If we can call up STA.8890.0001.0102_002, if we can enlarge that message, please. A message from Mr Foster to you, it says it's read on 2 February 2024:

"Another angle is establishing grounds if possible for a class action from shareholders against NW and/or NICC."

20 Do you see that?

MR COOKE: Yes, that looks like an email from David, yes - text sorry.

25 **MR CONDE:** Are you aware that Mr Foster agreed in his evidence to this inquiry that this idea was bizarre?

MR COOKE: I think that would be a fair conclusion.

30 **MR CONDE:** But you didn't think it was bizarre at the time, though, did you?

MR COOKE: I can't recall what I thought at the time, sorry.

35 **MR CONDE:** If we go to STA.8890.0001.0102_0003. If we can bring that up, please. You wrote:

"Will run that by KWM Monday."

Do you see that?

40 **MR COOKE:** I do see that.

MR CONDE: What on earth were you doing seeking external legal advice about the possibility of shareholders suing the manager and/or the NICC?

45 **MR COOKE:** I'm not even sure I actually did run that by KWM, to tell you the truth. I can't actually recall taking that anywhere.

MR CONDE: Right. Well, when you received the idea your reaction was to resolve to run it via KWM; correct?

5 **MR COOKE:** My chairman sent me a text. I'd say I was responding to his text. It's not something I'd be qualified to answer.

MR BELL SC: Could you answer the question, please, Mr Cooke.

10 **MR CONDE:** Mr Cooke, when you received the idea from the chairman, your reaction was to resolve to run it by KWM; correct?

MR COOKE: That's what my text says, yes.

15 **MR CONDE:** And it was entirely inappropriate; do you accept that?

MR COOKE: I don't accept it's entirely inappropriate if my chairman asks me to look at something, but I don't think it was a probably good idea.

20 **MR CONDE:** Do you agree that the conduct in private of looking for a way for Mr Weeks and/or the NICC to be sued by shareholders was the opposite of Star Entertainment's public statements about cooperation and transparency?

MR COOKE: I agree with that, yes.

25 **MR CONDE:** Mr Bell, I see the time. Is that a convenient?

MR BELL SC: Yes, I'll adjourn now until 11.45.

30 <THE HEARING IN PUBLIC SESSION ADJOURNED AT 11.30 AM

<THE HEARING IN PUBLIC SESSION RESUMED AT 11.46 AM

MR BELL SC: Yes, Mr Conde.

35 **MR CONDE:** Mr Cooke, I said I'd come back to some matters relating to Ms Ivanoff. In terms of that 6 September 2023 document that I showed you, I just want to be very clear. Do you deny that on 6 September 2023 Ms Ivanoff gave you an envelope?

40 **MR COOKE:** Yes.

MR CONDE: And, therefore, do you deny that on 6 September 2023 Ms Ivanoff gave you an envelope containing that letter?

45 **MR COOKE:** Yes. I deny that.

MR CONDE: I also said I'd come back with examples. Do you agree that - sorry, examples of going to external counsel.

MR COOKE: Right.

5 **MR CONDE:** Do you agree that you raised the following legal matters with external lawyers first without involving Ms Ivanoff - and I'll just list them off and if you can say whether you recall or not - disclosure issues on the joint venture?

10 **MR COOKE:** I mentioned ASX releases were done through a separate firm. Joint venture, the joint venture - I'm assuming it's the Destination Brisbane joint venture - it had its own legal team and own legal advisers. I was a board member of that. It has its own legal advisory, own in-house counsel and own law firm.

15 **MR CONDE:** But do you agree that you raised matters - the disclosure issues on the joint venture with external lawyers first without involving Ms Ivanoff?

MR COOKE: All ASX releases - not by me, by all ASX releases were briefed straight to a law firm by our Communications team, and typically would then be distributed to the board and myself.

20 **MR CONDE:** So just to tease that out, you say it wasn't by you. So it wasn't you raising it with the external counsel; is that correct?

MR COOKE: That's correct.

25 **MR CONDE:** But you recall those matters being raised; is that correct?

MR COOKE: That was an established practice at The Star when I started and it continued when I came on board.

30 **MR CONDE:** So you didn't raise disclosure issues on the joint venture with external counsel but somebody did?

35 **MR COOKE:** Not to my recollection, and I don't know what those disclosure issues with the joint venture would have been, so I'm not entirely sure what that's a reference to, Mr Conde.

40 **MR CONDE:** Okay. Again - I've got two more. Do you agree that you raised disclosure issues relating to agreements with the New South Wales Treasury with external lawyers first without involving Ms Ivanoff?

MR COOKE: Disclosure issues or work on that matter?

45 **MR CONDE:** Disclosure issues relating to agreements with New South Wales Treasury?

MR COOKE: Again, they would have been - that's the same issue. ASX releases were dealt with by King & Wood Mallesons.

MR CONDE: Is the answer that you did not raise them with external lawyers first, but you're aware that somebody did?

5 **MR COOKE:** As I said, there was an established practice of ASX releases being dealt with directly with KWM, and typically they were briefed by our Comms team, and I do not believe I was briefing KWM directly on disclosure matters.

MR CONDE: Right.

10 **MR COOKE:** But somebody in the Comms team could have been, for clarity.

MR CONDE: Yes, someone else, who, so far as you -

15 **MR COOKE:** That is my recollection, Mr Conde. You know, that's quite a bit of water under the bridge since that matter, but that's my recollection.

MR CONDE: The last one is matters connected to a review that was being undertaken in terms of potential wage compliance. Do you agree that you raised those matters with external lawyers first without involving Ms Ivanoff?

20 **MR COOKE:** No, and, again, on that matter there was an external firm which dealt with all our wage compliance matters and they are briefed directly by the People team. I have not been involved in that.

25 **MR CONDE:** Right. So again, just to understand your answer, Mr Cooke, you didn't raise it - raise those matters with external lawyers, but you're aware that somebody did before them going to Ms Ivanoff?

30 **MR COOKE:** Wage compliance matters have been ongoing for more than two or three years, so before my time, and that's just been an established firm that's worked on that with our People team consistently through that period.

MR CONDE: I see. If I can come back to February 2024. Do you recall being in a meeting with the CFO at the time, Ms Katsibouba, and the General Manager of Investor Relations, Mr Rizzo, in which Ms Katsibouba was asked by Mr Rizzo about booking the previous year's TICO losses against November rather than July 2023?

40 **MR COOKE:** I don't recall being in a meeting, but I do recall there were some emails on that matter.

MR CONDE: And is it correct that you did not intervene?

MR COOKE: Intervene into - into what?

45 **MR CONDE:** Is it correct in the email exchanges that you did not intervene, for example, to ask, "Why would we book that against November?"

MR COOKE: Again, if my recollection serves me correctly here, there was an email exchange with my Head of Investor Relations who, at that stage, had been on board with the company for about three weeks. He was putting together a first draft of an investor pack, and he believed that there's some expense items that were attributable to the November period that had been attributed to July. So this was in relation to an investor pack trying to set out month-by-month EBITDA outcomes, so nothing to do with the half-year EBITDA number, nothing to do with where that was booked in the accounts.

10 The moneys were booked, the cost was booked in the half-year accounts. It was purely from an investor presentation pack whether the cost of the TICO amount was a November cost or a July cost. And my recollection is when that was - I told Giovanni to talk to Christina, because I would not normally get involved in the first draft of an investor pack, and to work out what the position was.

15

MR CONDE: Do you recall that the auditors were involved on this question?

MR COOKE: I don't recall that, but our auditors - just for clarity, any investor pack, normally, you'd have multiple iterations they go through. I'd probably see the second or third final draft. They then go to the audit committee. They get reviewed by the internal auditors, and then they get approved by the board. So the investor pack, the results, that's the process. So it wouldn't surprise me if the auditors saw the presentation pack, because that's what happens.

25 **MR CONDE:** Is it correct, Mr Cooke, that you deny that there was any conversation about this issue?

MR COOKE: I don't recall a conversation on that issue. I do recall some emails.

30 **MR CONDE:** So you don't deny it, but you can't recall it; is that correct?

MR COOKE: I don't recall it. So I can't recall whether a meeting happened on that. Normally, there would be multiple meetings - meetings about accounts and presentation packs as they got closer and closer to finalisation.

35

MR CONDE: You've said, Mr Cooke, you don't recall it, but my question was you don't - do you deny it? You don't deny it?

MR COOKE: I don't deny it. That -

40

DR RENWICK SC: Commissioner, I have an objection to make. I just ask my learned friend to identify with specificity what meeting he is talking about.

MR BELL SC: Yes, Mr Conde, perhaps you could be precise.

45

MR CONDE: Of course. Mr Cooke, this is a meeting in February 2024 involving the CFO at the time, Ms Katsibouba, and the General Manager of Investor Relations, Mr Rizzo.

MR COOKE: There would have been meetings between Mr Rizzo, Ms Katsibouba and myself in February, for sure, because we were working on accounts and presentation packs. So it's - but I can't recall a specific meeting, no.

5

MR CONDE: Right. And just to be clear, in a February 2024 meeting which you attended with Ms Katsibouba and Mr Rizzo, Ms Katsibouba was asked by Mr Rizzo about booking the previous year's TICO losses against November rather than July 2023, and you stayed silent during that meeting.

10

MR COOKE: I have no recollection, but I'm not saying there wasn't a meeting. But whether the - whether a - the TICO charge was in November or July wouldn't change the half-year accounts.

15 **MR CONDE:** No, but they - can I just - still staying on my earlier question, you said you have no recollection. You're not saying there wasn't a meeting?

MR COOKE: Correct.

20 **MR CONDE:** I was asking do you deny what I put to you was said at a meeting in February 2024?

MR COOKE: Well, I can't recall the meeting, so I'm having a bit of difficulty making out that statement.

25

MR CONDE: You can't recall it, but you don't deny it; is that correct?

30 **MR COOKE:** I don't recall the meeting. I don't deny it's possible that meeting happened. But it's a bit hard for me to be hypothetical about what I might or might not have said at a meeting I can't recall.

MR CONDE: Now, you said earlier, Mr Cooke, that booking the losses against November rather than July would not affect the half-year accounts, I think you said. Is that correct?

35

MR COOKE: That's correct.

MR CONDE: But it would have affected the presentation of monthly EBITDA, wouldn't it?

40

MR COOKE: Only if the investor pack actually showed monthly EBITDA.

MR CONDE: And it did, didn't it?

45 **MR COOKE:** I don't believe it did.

MR CONDE: Right. Staying in February 2024, do you recall this inquiry being announced on 19 February 2024?

MR COOKE: I do.

5 **MR CONDE:** At the time of that announcement, do you agree that The Star Entertainment board was largely unconcerned by the inquiry and adopted a fight-back stance?

MR COOKE: Sorry, the board was largely unconcerned, did you say?

10 **MR CONDE:** Yes.

MR COOKE: I don't - I don't think the board was unconcerned about the inquiry. It's a pretty - pretty significant matter.

15 **MR CONDE:** Do you recall one way or the other?

MR COOKE: I think there was a lot of - there was a lot of consternation at the board when the inquiry got announced, is my recollection.

20 **MR CONDE:** Right. Do you recall that the board adopted a - what might be called a fight-back stance?

MR COOKE: No, I don't recall that.

25 **MR CONDE:** Before your departure as CEO and Managing Director, would you agree that the culture within the organisation could be described as toxic?

MR COOKE: Not at all, and, you know, we - as I mentioned earlier on, we had a complete review done by The Ethics Centre which did not disclose a toxic culture.

30 **MR CONDE:** If we can call up STA.5002.0028.0260, this is a confidential paper. I'd ask you, Mr Cooke, to read it to yourself, but not aloud, including the name of the relevant project. If we could enlarge the top, please, of the first half of the page. Do you see, Mr Cooke, it's a board paper dated - for a meeting dated 20 February 2024 and the subject there records a particular project?

35

MR COOKE: Yes, I see that.

40 **MR CONDE:** Ms Katsibouba and her team had advised against this project when it was first raised with them during the first half of 2023. Do you agree?

MR COOKE: No, I don't agree with that.

45 **MR CONDE:** This board paper dated 20 February 2024 had no input from Ms Katsibouba or her Finance team, did it?

MR COOKE: It did not. And if I could scroll down - just give me a moment to look at the paper a little bit more, if that's possible. Keep scrolling, please. Next page, please.

5 **MR CONDE:** Well, Mr Cooke -

MR COOKE: I would like just to read the document, if I could, please. Can I see the next page? Keep scrolling, please. Yes, so look, to that point, it's clear on the paper that it's not reviewed by the Finance team. It's actually disclosed in the paper.

10

MR CONDE: Have you finished, Mr Cooke?

MR COOKE: Yes.

15 **MR CONDE:** If we can bring up the table with the footnote below it as well. Now, none of those figures in the table had been prepared by Ms Katsibouba or her team, had they?

20 **MR COOKE:** No, they had been prepared by my Head of Strategy, whose role is to do these types of projects.

MR CONDE: And the note 1, do you see it says:

"Current base case yet to undergo full review by Finance team."

25

MR COOKE: Correct.

MR CONDE: You see that?

30 **MR COOKE:** I see that.

MR CONDE: That note was misleading because there had been no such review at all; do you agree?

35 **MR COOKE:** I don't see that as misleading. It's got to go under a review from the Finance team.

MR CONDE: Well, it says "full review". You don't think that implies that there had been at least some review?

40

MR COOKE: No, it implies a full review of the model, which is what this is a summary of.

MR CONDE: That is an absurd answer, is it not, Mr Cooke?

45

MR COOKE: Not at all.

MR CONDE: Do you agree that you should have disclosed to the board that Ms Katsibouba and her team had not had any input for this paper?

5 **MR COOKE:** The board was aware that this paper had been done by the Head of Strategy, and the board was very aware of this project as it's been to the board probably 12 times.

MR BELL SC: Would you answer the question, please, Mr Cooke?

10 **MR CONDE:** I'll ask it again, Mr Cooke. Do you agree that you should have disclosed to the board that Ms Katsibouba and her team had not had any input for this paper?

15 **MR COOKE:** No, I don't, because the board was aware.

MR CONDE: Do you agree that you should have disclosed to the board that Ms Katsibouba and her team had advised against this project?

20 **MR COOKE:** This project - this project - this is a financial model for the project, and this - this project and this financial model has not been before the board before. This is the first time the board's actually had detailed modelling of the economic outcomes for this project.

25 **MR CONDE:** Mr Cooke, I'll put it to you, you should have disclosed to the board that Ms Katsibouba and her team had advised against this project. Do you agree?

MR COOKE: No, I don't agree.

30 **MR CONDE:** Are you aware - this document can come down, thank you. Are you aware, Mr Cooke, that Star Entertainment received a whistleblower complaint containing anonymous unsubstantiated allegations relating to you dated 28 February 2024?

35 **MR COOKE:** I have not yet seen this complaint.

MR CONDE: Are you aware that Star Entertainment received a whistleblower complaint containing anonymous unsubstantiated allegations relating to you dated 28 February 2024?

40 **MR COOKE:** Only by reason of in Mr Weeks' evidence on Day 1 of the inquiry, there was some reference to a formal complaint. That's my sum total knowledge of this matter.

45 **MR CONDE:** So you're aware of the complaint but not its contents; is that correct?

MR COOKE: Aware of a formal complaint but no contents.

MR CONDE: I'll put five of the allegations to you - which I repeat were anonymous and unsubstantiated - and I'll ask for your response.

5 **DR RENWICK SC:** Commissioner, I have an application at this stage, which should be made in the absence of the witness.

MR BELL SC: Yes, we will move to private hearing mode, please, in the absence of Mr Cooke.

10 **<THE HEARING IN PUBLIC SESSION ADJOURNED AT 12.05 PM**

<THE HEARING IN PUBLIC SESSION RESUMED AT 12.11 PM

15 **MR BELL SC:** Yes, Mr Conde.

MR CONDE: Mr Cooke, I was asking before about the complaint dated 28 February 2024. I'll put five allegations to you - and, as I said earlier, they were anonymous and unsubstantiated - and just ask for your response. So, first, do you accept the allegation that while the NICC have mostly been reasonable in their expectations, you had been arrogant, argumentative and sometimes just wrong and the longer you and your inner circle stayed in place, the less likely the company is to survive. Indeed, it is likely already too late.

25 **MR COOKE:** I disagree with that.

MR CONDE: The second is, do you accept the allegation that Star Entertainment had a toxic culture and this toxic culture emanated directly from you, proliferated by poor behaviour and double standards endorsed by you?

30 **MR COOKE:** Disagree with that.

MR CONDE: Do you accept the allegation that you spent a significant amount of time and effort scheming about how to unwittingly outwit and outplay Star Entertainment's regulators?

35 **MR COOKE:** Disagree with that.

MR CONDE: Do you accept the allegation that there have also been reports of you looking for information in an effort to discredit the manager?

40 **MR COOKE:** I disagree with that.

MR CONDE: And, finally, do you accept, by reference to the confidential project we were discussing a moment ago, the allegation that this is the most egregious example of your lack of integrity; for a long time, you had been pushing this project, despite being advised by multiple teams with deep experience in hospitality and projects that it was untenable, you had deliberately avoided all internal processes and excluded all functions in the feasibility?

MR COOKE: I disagree with that.

5 **MR CONDE:** I see. Now, do you recall, Mr Cooke, that on the day of your departure from Star Entertainment, you issued an exit statement to Star's employees?

MR COOKE: I do.

10 **MR CONDE:** Is it correct that you considered this to have been authorised by the board?

MR COOKE: I do.

15 **MR CONDE:** And, indeed, it was included as a schedule to your separation deed, was it not?

MR COOKE: It was.

20 **MR CONDE:** You said earlier that you had been told on 10 March 2024 that the board had formed a view that you needed to go. Do you recall that evidence?

25 **MR COOKE:** As I said, I had a meeting with my chairman and he indicated following the conversations we'd had back in December that the board had reached a position where they wanted me to go, yes.

MR CONDE: Do you accept that your exit statement was inconsistent with that position?

30 **MR COOKE:** No, because the conversation on the 10th followed from the conversation in December, where I'd put up the proposition that my view was the board should let me go.

35 **MR CONDE:** So to the extent that the exit statement referred to "my decision", how do you reconcile that with the board having told you on the 10th they wanted you to go?

MR COOKE: Can I see the document, please?

40 **MR CONDE:** If I could just ask you to answer my question.

MR COOKE: Okay.

45 **MR CONDE:** To the extent that you have referred to your exit statement to "my decision", how do you reconcile that with the board having told you on the 10th they wanted you to go?

MR COOKE: My recollection of the exit statement is it started -it started with a statement that the board and I had agreed I would step down

MR BELL SC: Mr Conde, I think it would be fairer to Mr Cooke if you put the exit statement on the screen for him, please.

5 **MR CONDE:** Of course. Can we bring up STA.8122.0001.0012. Has that come up for you, Mr Cooke?

MR COOKE: It's a little bit small.

10 **MR CONDE:** If we can enlarge that, please, for Mr Cooke.

MR COOKE: Scroll down, please. Yep. Yep, I follow that.

MR CONDE: You've read that, Mr Cooke?

15

MR COOKE: I've read that. I don't need to see the rest. It was -

MR CONDE: If we can enlarge, please, the paragraph on the first page that is the sixth paragraph that says, "A number of matters". It's commencing on that. Do you see, Mr Cooke, in the first line it says:

20

"A number of matters have led to my decision today ..."?

MR COOKE: Yes.

25

MR CONDE: And then afterwards it says:

".. however, the determining factor in my decision ..."?

30 **MR COOKE:** See that.

MR CONDE: And how do you reconcile that with your evidence earlier that the board had formed a view that you needed to go on 10 March 2024?

35 **MR COOKE:** I think you need to read it in context of the first paragraph.

MR CONDE: Okay. If we can go back to that, please.

MR COOKE: Where I say:

40

".. I today announce I have, with my Board, accepted that I will step down."

MR CONDE: Right. So would that not suggest it was an agreed exit?

45 **MR COOKE:** That shows a mutual agreement, yes, it does.

MR CONDE: Whereas - and I'm sorry if this was my misunderstanding, but I thought you said earlier that on 10 March 2024, it was the board that had initiated your departure.

5 **MR COOKE:** David Foster told me following on from previous conversations that the board had reached a position where what I'd discussed in December was the right path. They wanted to separate.

MR CONDE: So then it was not your decision; correct?

10

MR COOKE: Well, the first statement at the start, where "I have, with my board, accepted I will step down", reflects what was the outcome.

MR CONDE: Right, but in the sixth paragraph it refers twice to "my decision".

15

MR COOKE: That's reflecting, in the context of the first sentence, what was playing on my mind in going.

MR CONDE: So your decision was the decision to accept that you would step down; is that correct?

20

MR COOKE: That's correct.

MR CONDE: I see. In circumstances where Star Entertainment had its Sydney licence suspended and the company needed to rebuild confidence and trust with its regulator, do you accept that this statement was ill-advised?

25

MR COOKE: No, I don't.

MR CONDE: If we can bring up please the seventh paragraph, do you see the paragraph beginning:

30

"That view is informed by my understanding ..."?

MR COOKE: See that.

35

MR CONDE: Did this not send a message that it was the Chief Commissioner who was responsible for your departure?

MR COOKE: I don't think I would read it that way. If you read it in context, I think the determining factor is that I formed the view that my continuing in the role was not going to be conducive to finding The Star suitable and then I put the reasons why I formed that view. And these are the facts as they were known to me.

40

MR CONDE: Do you agree that the exit statement perpetuated a state of conflict between the company and the regulator?

45

MR COOKE: I don't see that flowing naturally from this statement, no.

MR CONDE: Do you think the statement, in particular the paragraph I've just referred you to, commencing "That view is informed" could be taken unfairly to mean that Ms Katsibouba was a bad actor in the company?

5

MR COOKE: No, I don't.

MR CONDE: Would you agree that this statement was unhelpful, in terms of Star Entertainment's resetting the culture with - both within Star and in terms of its relationship with the regulator?

10

MR COOKE: No, I see this as actually explaining why I'm going, which I think is transparent and open.

MR CONDE: How did you see this statement as helping the 8,000 or so staff who would have received it?

15

MR COOKE: Staff members would want to know why I was going. It was a fairly unusual situation.

20

MR CONDE: Do you agree that the message you communicated through this statement is that you were being pushed out by the regulator's intractable position, with which you disagreed?

MR COOKE: No, I see this - I mean, my statement is I'm leaving because my continuing presence was not going to be conducive to the New South Wales business getting its licence back.

25

MR CONDE: This is the paragraph above which begins, "A number of matters"?

30

MR COOKE: That's correct.

MR CONDE: Right. Now, we can take this down. Would you agree, Mr Cooke, during the - if we go back to the first six months of 2023, would you agree that that was an all-important time for Star Entertainment to set an internal narrative of transformation?

35

MR COOKE: I agree the first six months and the second six months. I think the whole period that we were in that phase, not just for six months.

40

MR CONDE: Do you agree that during that first six months, instead, a negative culture set in?

MR COOKE: I don't agree.

45

MR CONDE: Do you agree that the GLT or, before that, ExCo was dysfunctional?

MR COOKE: No, I don't agree with that.

MR CONDE: And do you agree with Dr Lagan's evidence to this inquiry that in the first half of 2023, you were extremely busy and industrious?

5 **MR COOKE:** I was and the whole team was, not just myself.

MR CONDE: Would you agree with her evidence that in the first half of 2023, you saved the business financially with the capital raisings?

10 **MR COOKE:** I would not put it down to me single-handedly doing that, it was a team effort.

MR CONDE: But would you agree that the business was saved financially with the capital raisings?

15

MR COOKE: We had a lot of issues in the first six months which we focused on and solved, yes.

20 **MR CONDE:** Do you agree, though, that your work on saving the business financially - sorry, do you agree with the evidence from Dr Lagan that in the first half of 2023, your work on saving the business financially came at the cost of the cultural reform program?

25 **MR COOKE:** I don't agree with that. I mean, we had multiple issues and multiple projects, all in stream, in parallel in the first six months. I had small dedicated teams working on multiple projects, including cultural uplift. And to put that - just to give - Mr Conde, if I may, to give some context around that, one of the major projects happening in the first six months was our PVP project, which is the Purpose Values and Principles project which ran right through that first six months which is resetting the values for the staff. That was a major piece of work, and it was running
30 in parallel with the equity raises, the New South Wales tax issue, the Multiplex issues. We were dealing with multiple issues, but we weren't de-prioritising one to prioritise another.

35 **MR CONDE:** If we could bring back up STA.8122.0001.0012, please. Just had a further question from the exit statement. If we could enlarge the seventh paragraph beginning:

"That view is informed by ..."

40

Do you see that, Mr Cooke?

MR COOKE: Yes, yes.

45 **MR CONDE:** You were aware at this time, weren't you, that neither the Chief Commissioner of the NICC, nor any Commissioner, was agitating for continuing executives to leave?

MR COOKE: I don't - I can't - I don't know the answer to that.

MR CONDE: Well, does this not suggest that they were?

5 **MR COOKE:** This suggests at the time that the board talked to me about leaving initially, which is December, that was a live issue.

MR CONDE: But it's correct you were not aware of the Chief Commissioner, or indeed any Commissioner, agitating for continuing executives to leave, were you?
10

MR COOKE: At the date of my departure, no.

MR CONDE: So the statement that your view was informed by your understanding that the NICC's Chief Commissioner had issues with your decision to retain a number of existing executives on your senior leadership team was false, was it not?
15

MR COOKE: It wasn't false because that's - that's the conversation that happened at 9 or 10 December with my board.

20 **MR CONDE:** Mr Bell, those are my questions for Mr Cooke.

MR BELL SC: Yes, Mr Ahmed. Do you have any questions?

<EXAMINATION BY MR AHMED SC:

25 **MR AHMED SC:** Thank you, Mr Bell, I just had a small number of questions. Mr Cooke, my name is Mr Ahmed. I just wanted to ask you a couple of questions. You will remember when you were discussing with Mr Conde the issue of around about the time of 7 December 2023?

30 **MR COOKE:** I do, Mr Ahmed.

MR AHMED SC: And you remember that you said that at that time there were a number of hiring processes underway?
35

MR COOKE: That's correct.

MR AHMED SC: Who were the hiring processes in relation to?

40 **MR COOKE:** So the processes underway at that stage were the CFO - CFO role. Also in the marketing space we had a key hiring process in place. We also had a new - Head of Internal Audit, Chief of Internal Audit.

45 **MR BELL SC:** I'm sorry, I think there's some background - someone in the background speaking. Can we just make sure that's eliminated before we continue? Thank you. Mr Ahmed, perhaps you could ask that question again.

MR AHMED SC: Of course. Mr Cooke, the question I was asking was around about 7 December when you were referring to hiring processes underway, just who were the people the hiring processes were underway in relation to?

5 **MR COOKE:** CFO, Chief Internal Audit Officer, I think was the title, a senior marketing person. There was one other. I've just got a bit of a mental blank, I'm sorry.

10 **MR AHMED SC:** Thank you. The next matter I just wanted to ask you about was you remember you were asked some questions in relation to the response to the manager's report?

MR COOKE: I do.

15 **MR AHMED SC:** And I think your evidence was that you'd said to the board that time that this was going down a one-way street?

MR COOKE: That's correct

20 **MR AHMED SC:** Can I just suggest to you that you're mistaken in that recollection?

MR COOKE: Look, I do recall that, but maybe one-way street wasn't the wording I used, but words to that effect.

25 **MR AHMED SC:** Certainly. And the final matter I wanted to just raise with you was you remember you were asked some questions about the whistleblower complaint?

30 **MR COOKE:** Sorry, Mr - sorry, I missed that.

MR AHMED SC: Of course. You remember you were asked some questions about the whistleblower complaint?

35 **MR COOKE:** Yes.

MR AHMED SC: And I think Mr Conde asked you a question if you were aware that Star Entertainment had received a whistleblower complaint containing anonymous and unsubstantiated allegations relating to you dated 28 February 2024?

40 **MR COOKE:** Yes.

MR AHMED SC: And I think your answer was:

45 "Only by reason of Mr Weeks' evidence on Day 1 of this inquiry"?

MR COOKE: Yes.

MR AHMED SC: Can I just suggest to you that you were actually aware of that before that point in time?

5 **MR COOKE:** As I said, I'm yet to see the complaint, number one.

MR AHMED SC: Yes.

10 **MR COOKE:** It was - Mr Weeks definitely mentioned in his evidence, the formal complaint, I think, was the language used.

MR BELL SC: Would you be good enough to answer Mr Ahmed's question, please?

MR COOKE: Maybe I have heard about it previously. I just can't recall it.

15 **MR AHMED SC:** Thank you. No further questions, Mr Bell.

MR BELL SC: Thank you, Mr Harris, do you seek leave to ask any questions?

20 **MR HARRIS:** Yes, Mr Bell. If that's okay, just a few questions in relation to the circumstances of Ms Ivanoff's departure.

MR BELL SC: You are representing Ms Ivanoff today; is that right?

25 **MR HARRIS:** Yes, that's right, Mr Bell.

MR BELL SC: Yes. I can see she would have an interest in that topic. Yes, you may proceed.

<EXAMINATION BY MR HARRIS:

30 **MR HARRIS:** Mr Cooke, my name is Harris. I'm acting for Ms Ivanoff. I just have a few questions for you. If I could ask the operator to bring up STA.8131.0001.6242, which is Ms Ivanoff's resignation letter. Can you see that, Mr Cooke?

35 **MR COOKE:** Again, a little bit small so if I could have it blown up, it would be good. Thank you.

40 **MR HARRIS:** This is the letter that Mr Conde took you to before and I think you had a discussion with both Mr Conde and Mr Bell about it. This is the letter that you say you didn't get. That's right, isn't it?

MR COOKE: That's correct.

45 **MR HARRIS:** Do you also say that Ms Ivanoff did not resign to you orally during the course of this meeting on 6 September?

MR COOKE: Yes, she didn't resign orally or anything, no.

MR HARRIS: Do you also suggest that she didn't indicate an intention to resign?

MR COOKE: I said the conversation we had, she expressed the items I mentioned about why she was unhappy at the start. I expressed back a question -

5

MR HARRIS: Mr Cooke, if you could just direct yourself to my question, which was did she indicate an intention to resign -

MR COOKE: No.

10

MR HARRIS: - during this meeting?

MR COOKE: No.

15

MR HARRIS: Could the operate please bring up STA.8000.002 - sorry.

MR BELL SC: Just before we leave this document, operator, can you scroll down to the handwriting on this document, please. Do you agree that there was a meeting on 6 September with Ms Ivanoff?

20

MR COOKE: I do.

MR BELL SC: And is it the case that you agreed to give it two months for her to consider if she would retract her resignation?

25

MR COOKE: No, as I said earlier, I said we'd put a marker down on the date and if she decided to resign, we would run the resignation from that date.

MR BELL SC: And was there an agreement to the effect that if there were no changes, you would accept that Ms Ivanoff resigned on 6 September?

30

MR COOKE: The understanding I came away from that meeting was if in two months' time she was still unhappy and she resigned at that point, the resignation would take effect, it would shorten the resignation period, so it ran effectively from 6 September.

35

MR BELL SC: So do you agree or disagree that there was an agreement to the effect that if there were no changes, you would accept that Ms Ivanoff resigned on 6 September?

40

MR COOKE: No, I accepted that her notice period would be shortened by that period of time.

MR BELL SC: So you don't agree with what I'm putting to you?

45

MR COOKE: I don't agree with what you're putting to me.

MR BELL SC: Yes, thank you. Yes, Mr Harris.

MR HARRIS: Operator could you please bring up STA.8000.0029.5429? And perhaps just focus on the text of the letter, so Mr Cooke can see it. Mr Cooke, do you recall that on 14 December 2023, the Commission asked you for further detail in relation to Ms Ivanoff's departure?
5

MR COOKE: I do.

MR HARRIS: And this is a copy of the response that you sent in relation to that inquiry; is that right?
10

MR COOKE: Correct.

MR HARRIS: And you were involved in its preparation?
15

MR COOKE: I was.

MR HARRIS: And you reviewed it before it was sent?

MR COOKE: I did.
20

MR HARRIS: Operator, if you could scroll down to the next page, 5430, can I direct your attention to item 6.

MR COOKE: Can I have that blown up? It's a bit small.
25

MR HARRIS: If that could be blown up, please. And, again, you recall that in your conversations with Mr Conde and Mr Bell before and just now, you were adamant that Ms Ivanoff did not hand you a letter during that meeting.
30

MR COOKE: That's correct.

MR HARRIS: And in the question I posed to you before, you accepted that Ms Ivanoff did not orally resign to you or indicate an intention to resign. That's right, isn't it?
35

MR COOKE: That's right.

MR HARRIS: This section of the page refers to - well, it is recounting - is an account of, or your account of a meeting with Ms Ivanoff that took place on 6 September; is that right?
40

MR COOKE: That's right.

MR HARRIS: If you could just read that account to yourself.
45

MR COOKE: I've read it, thank you.

MR HARRIS: And, operator, if you wouldn't mind going to the part of this response that is on the next page. You will see there, Mr Cooke, that in the final paragraph of your account of what took place on 6 September 2023, you identify that you'd agreed to put a marker down, consistent with the evidence you gave before. You'd agreed to
5 put - I withdraw that. You:

".. indicated that if in a couple of months Ms Ivanoff remained unhappy and if she ultimately decided that she wanted to resign from the Company ..."

10 You:

".. would put a 'marker down' such that any notice she gave would run from that earlier date."

15 That's consistent with your -

MR COOKE: Correct.

MR HARRIS: And you maintain that position?

20

MR COOKE: Correct.

MR HARRIS: What possible reason could there have been to agree that a marker be placed down at this meeting unless Ms Ivanoff had either resigned in writing, orally
25 or indicated an intention to resign?

MR COOKE: To shorten her notice period. If she in two months' time decided to resign so she didn't have to work an extra two months.

30 **MR HARRIS:** But she hadn't indicated an intention to resign at all, on your evidence.

MR COOKE: Correct.

35 **MR HARRIS:** Why would the notice period be relevant at all in that circumstance?

MR COOKE: Because, effectively, it would mean she has to work - she would have to work out her six-month notice period in that subsequent two-month period.

40 **MR HARRIS:** If she resigns.

MR COOKE: If she resigns, correct.

MR HARRIS: But she hadn't resigned.

45

MR COOKE: Correct.

MR HARRIS: And she hadn't indicated an intention to resign, on your evidence.

MR COOKE: That's correct.

MR HARRIS: Those two positions are just not credible, Mr Cooke.

5

MR COOKE: I don't accept that.

MR HARRIS: Is it normally your practice with personnel who raise areas of dissatisfaction with you to offer them a reduced notice period if, by chance, they happen to wish to resign at some point in time in the future?

10

MR COOKE: I'm not entirely sure I'm understanding your question.

MR HARRIS: Well, do you normally - if someone in your employment expresses to you areas of dissatisfaction with their current job, do you normally offer them up a shortened notice period if they happen to want to resign at some point in time in the future?

15

MR COOKE: This is a circumstance where somebody came to me and said The Star wasn't for them because of these reasons. I said to that person, "Do you think you've given it a reasonable go? Give it another two months and if you are still unhappy and you want to go, we will put a marker down". That was the conversation. I actually haven't had a conversation like that with an employee before.

20

MR HARRIS: Do you say that that's not, at a minimum, consistent with indicating an intention to resign?

25

MR COOKE: Not at all. She didn't express an intention to resign. She didn't resign.

MR HARRIS: Well, I put it to you that you are either mistaken or that that's untrue, Mr Cooke.

30

MR COOKE: Well, I reject that.

MR HARRIS: Operator, could you please bring up section 8 of this document. Do you see in the fourth line of this note, consistent with the position you've maintained today, that Ms Ivanoff - sorry, I'll withdraw that. You see a meeting occurred between you and Ms Ivanoff on 15 November, and your recollection is that, at that meeting:

35

40

"Ms Ivanoff did not resign at this meeting"?

MR COOKE: Correct.

MR HARRIS: Or that's what you told the Commission. That statement is both true and entirely misleading, isn't it, in that she didn't resign at this meeting because she had already resigned at the start of September, hadn't she?

45

MR COOKE: She hadn't resigned at the start of September, no, and the statement is true.

5 **MR HARRIS:** In fact, Ms Ivanoff told you at this meeting that she would not be retracting her resignation that she gave you on 6 September. That's right, isn't it?

MR COOKE: No, it's not right.

10 **MR HARRIS:** If the operator could just scroll down to section 9 of this document. This document records that it was understood by Star that Ms Ivanoff had a telephone conversation with Ms Ward:

15 "... in which she advised Ms Ward that she had formally resigned and was due to leave the company in March 2024."

Do you see that?

MR COOKE: I see that.

20 **MR HARRIS:** And that was a part of the response that you had reviewed before it was sent?

MR COOKE: Correct.

25 **MR HARRIS:** Is it your evidence now that Ms Ivanoff was simply, or that Ms Ivanoff's recollection was - I withdraw that. Is it your evidence now that Ms Ivanoff's statement to Ms Ward was inaccurate?

30 **MR COOKE:** I wasn't party to that conversation, but my position is her statement to Ms Ward was inaccurate because she hadn't resigned.

MR HARRIS: Can you conceive of a possible reason why Ms Ivanoff would make that statement to Ms Ward if it wasn't the truth?

35 **MR COOKE:** I don't - I can't comment, no.

MR HARRIS: Operator, would you mind bringing up document STA.8100.0078.5823. This is an email exchange between you and Ms Ivanoff.

40 **MR BELL SC:** Perhaps you could start that question again, please, Mr Harris.

MR HARRIS: Apologies. So this is an email exchange between you and Ms Ivanoff. The first email at the top of the chain is an email dated 4 December 2023. Do you see that?

45

MR COOKE: Sorry, it's a bit - can this be blown up?

MR HARRIS: Sorry, I missed that answer, Mr Cooke.

MR COOKE: Sorry, I couldn't read the document. It hadn't been blown up. Can I scroll down and see the bottom one?

5 **MR HARRIS:** Indeed, I would like to take you to the first email in the chain, which is at 5825. And the bottom of 5824.

MR COOKE: I'm just seeing the top of that document. Scroll up. It is cut off the top now.

10

MR HARRIS: Perhaps it's possible to have both the bottom of page 5824 and this text visible.

15 **MR COOKE:** I don't need to see the top bit now. It's just got the introductory bit. Sorry, operator, if you just go to the bottom half, it's fine.

MR HARRIS: Mr Cooke, this is an email referred to in the chronology that you provided to the -

20 **MR COOKE:** Sorry, Mr Harris, I've just lost the document.

MR HARRIS: Sorry. Just the top of 5825, please, operator.

25 **MR COOKE:** Sorry, I didn't get to read the bottom part, so go back to the bottom of the document.

MR BELL SC: I think, operator, the best procedure would be if you have both pages on the screen, please. Thank you.

30 **MR COOKE:** That's not working, sorry. I'm actually quite visually challenged, Mr Bell. It's actually not working well for me.

MR BELL SC: My apologies. Well, you get the operator to do what suits you best.

35 **MR HARRIS:** I think I can assist, Mr Bell. Mr Cooke, you've seen the first email, which is just - you can take it from me, it's just an email from you to Betty, copied to Paula Hammond. It's dated 4 December and it's the first email in the chain.

MR COOKE: Yes.

40

MR HARRIS: And what is on the page in front of you is the substantive text of that email. In that email and the way in which it's referred to, the chronology, this is an email that you sent to Ms Ivanoff upon becoming aware of the conversation she had with Ms Ward. That's your evidence, isn't it?

45

MR COOKE: Or Mr Foster, I can't recall which, but I'm not -

MR HARRIS: And you'll see in the penultimate paragraph of that email that you suggest in the first email exchange that:

"In that event ..."

5

That is, the event of Ms Ivanoff's departure, or resignation:

".. I am happy for your final date to be 5 March 2024."

10

Do you see that?

MR COOKE: I see that.

15

MR HARRIS: That departure date entirely corresponds with six months from the date of your meeting with - or your first meeting with Ms Ivanoff in which she communicated her intentions on 6 September, doesn't it?

MR COOKE: Consistent with truncating two months off her notice period, yes.

20

MR HARRIS: And you say that was the two months that was offered gratuitously, notwithstanding she hadn't indicated an intention to resign in that meeting?

MR COOKE: That's correct. That's correct.

25

MR HARRIS: Mr Cooke, I put to you that the reason why you are maintaining the position that you are so stridently, that Ms Ivanoff had not resigned on 6 September, is because it would reflect poorly on you if you had received a letter of resignation from Ms Ivanoff and failed to provide that information to the board, or to the regulator. Do you accept that?

30

MR COOKE: I don't accept it.

35

MR HARRIS: You accept that if you had received that letter and not informed members of the board or the regulator, that it would reflect poorly on your level of candour with key stakeholders. Do you agree?

MR COOKE: That's a hypothetical and that's not the case.

40

MR HARRIS: You don't agree?

MR COOKE: I don't agree.

45

MR HARRIS: You don't agree that receiving a letter of that kind and not providing it to the board or to the regulator, if that had occurred, would reflect poorly on your candour with key stakeholders?

MR COOKE: Sorry, that's a hypothetical, but I don't -

MR HARRIS: You refuse to answer the question?

MR COOKE: I don't refuse to answer the question. Do you want to put the question to me again? I'll answer it.

5

MR HARRIS: Sure. Would it reflect poorly on the level of candour you had with key stakeholders if you had received a letter of resignation from the General Counsel and not provided it on to either your board or the regulator at or around that time?

10 **MR COOKE:** If I had received a resignation notice, which I didn't, and I hadn't provided it to my board and the regulator, your position is correct.

15 **MR HARRIS:** And to confirm, sitting here today, you can't talk to any credible reason - actually, I withdraw that. In circumstances where you had indicated in the email that we just looked at and is on the screen that you were content for Ms Ivanoff's final date to be 5 March 2024, ie, six months from the date of 6 September 2023, is there any credible motive that you could ascribe to Ms Ivanoff for suggesting that a resignation letter was given to you on 6 September?

20 **MR COOKE:** Sorry, you need to -

MR HARRIS: Apologise. That was put inelegantly. This piece of correspondence indicates to Ms Ivanoff that you were content to honour a two-month grace period in terms of her notice. You accept that?

25

MR COOKE: I offered to reduce her notice period by two months if she remained unhappy in the role at The Star, ie, I wasn't going to make somebody that was unhappy stay at The Star longer if things didn't improve.

30 **MR HARRIS:** And in that circumstance, there was absolutely no other utility in Ms Ivanoff maintaining that she had resigned on 6 September, was there?

DR RENWICK SC: I object to that. Utility for whom?

35 **MR BELL SC:** So I reject that question.

MR HARRIS: I understand. There was no utility for Ms Ivanoff in maintaining that she had resigned on 6 September in circumstances where you had already indicated to her that you would honour a 5 March departure date, was there?

40

MR COOKE: Can't answer that. I don't know what utility there may or may not have been for Ms Ivanoff, sorry.

45 **MR HARRIS:** But sitting here today, you can't identify any possible benefit to Ms Ivanoff of maintaining that she resigned on 6 September in circumstances when her end date, with your agreement, would be 5 March?

MR COOKE: Other than not having to stay working in a company that she was not happy with, if she remained unhappy.

5 **MR HARRIS:** Well, that's not credible, Mr Cooke. You're agreeing that her notice period would be truncated in exactly the same fashion it would have been if her notice had been given on 6 September. So there was no change to that result. That's right, isn't it?

10 **MR COOKE:** I'm not entirely sure I'm following you on that line of thought there.

MR HARRIS: That's - I've got no more questions, Mr Bell. Thank you.

15 **MR BELL SC:** Thank you, Mr Harris. Mr Gyles, do you seek leave to ask any questions?

MR GYLES SC: I do not, Mr Bell, thank you.

MR BELL SC: Dr Renwick, do you have any questions?

20 **DR RENWICK SC:** I will have some questions. There is just a procedural matter I should raise in closed session which will take a minute or two and take us up to the luncheon adjournment.

25 **MR BELL SC:** All right. We will move to private session, but we will resume public hearings at 2 pm.

<THE HEARING IN PUBLIC SESSION ADJOURNED AT 12.56 PM

30

<THE HEARING IN PUBLIC SESSION RESUMED AT 2.01 PM

35 **MR BELL SC:** Yes, Dr Renwick.

<EXAMINATION BY DR RENWICK SC

40 **DR RENWICK SC:** Yes, Commissioner, I have a couple of questions in reply for my client. You recall, Mr Cooke, you were asked a number of questions about the meeting you had with Ms Ivanoff on 6 September 2023? You recall those questions?

MR COOKE: I do.

45 **DR RENWICK SC:** Just to get it clear, you don't deny that meeting was about Ms Ivanoff's unhappiness with Star or her desire to leave?

MR COOKE: That's correct.

DR RENWICK SC: You do deny that at that meeting she said she was, in fact, resigning or said to you that she would, in fact, resign or handed you a letter?

MR COOKE: That's correct.

5

DR RENWICK SC: Thank you. You were also asked by my learned friend Mr Conde about evidence given by Ms Katsibouba that she couldn't raise, at various times, financial matters with the senior leadership, whether that was ExCo, whether that was the GLT. You denied that?

10

MR COOKE: That's correct.

DR RENWICK SC: And I think - yes, so I'm going to show you some documents and, Commissioner, these are the ones provided to my learned friend Mr Conde and I'm assuming there's no difficulty displaying these documents, and in due course, asking my learned friend Mr Conde to have them marked for identification.

15

MR BELL SC: Yes.

DR RENWICK SC: Yes? So if we can start in date order so they are identified by date. So if we can start with the first one, which is 3 March 2022. Can we display that, please? So I'll just ask you, are you familiar with this document, Mr Cooke?

20

MR COOKE: I might just get it blown up.

25

DR RENWICK SC: Yes, of course.

MR COOKE: Thank you.

MR BELL SC: I think it is 3 March 2023, Dr Renwick.

30

DR RENWICK SC: Yes, I said 2022, I apologise. 3 March 2023. Do you recognise that document, Mr Cooke?

MR COOKE: I do. It's an agenda for an executive leadership meeting, so that's the old ExCo.

35

DR RENWICK SC: Yes, and that lists you and Ms Katsibouba and others, yes?

MR COOKE: It does

40

DR RENWICK SC: Can we just scroll down.

MR AHMED SC: Mr Renwick - sorry, it's come up on screen for us now, I apologise.

45

DR RENWICK SC: Can I - item 6, "Feb earnings and go forward actions", yes?

MR COOKE: Yes.

DR RENWICK SC: If we can scroll up a bit so we can see the header for the third column, if there is one. There may not be one.

5

MR COOKE: Don't think there is.

DR RENWICK SC: No. There is no need to move it. Is it correct to say that in the third column where it says "Christina", that means Christina Katsibouba was the person who had either placed this on the agenda or was speaking to that topic?

10

MR COOKE: It would indicate she placed it on the agenda and she was speaking to the topic.

DR RENWICK SC: And is that an example of the financial matters which you were referring to in your earlier answers?

15

MR COOKE: That's correct.

DR RENWICK SC: All right. Next one, please, is 16 March 2023. Again, if we can blow this up, please. You can tell the Commission what this is.

20

MR COOKE: Again, it's an agenda for the ExCo meeting for that date.

DR RENWICK SC: Can we scroll down, please, to item 8, "cost control initiatives, all". What are we to take from the fact that it's "all"?

25

MR COOKE: So this was an agenda item seeking all the ExCo to bring initiatives to reduce the cost base for the company, because everybody's aware that we were under a - we were operating with constraints from a revenue point of view. Revenues were down and we needed to get our costs down.

30

DR RENWICK SC: Is that another financial?

MR COOKE: That's another financial matter.

35

DR RENWICK SC: Yes. I'll just do a couple more of these, Commissioner. 23 March. If we can blow that up, please. Again, that's an ExCo meeting of 23 March 2023?

40

MR COOKE: Correct.

DR RENWICK SC: Scroll down, please. Item 6, what do you say about that?

MR COOKE: So that's the cost-out program, so that then became a program that ran pretty intensely through the next month or so and the "all" and then "Arno", Arno was Christina's 2IC.

45

DR RENWICK SC: Can we go to 6 April, please. Blow this up, please. So that's the 6 April ExCo. Can we scroll down. Item 3, please. What is that?

5 **MR COOKE:** Again, "cost control update", so presentation of the Finance team, so Christina and her 2IC, Arno.

DR RENWICK SC: Yes. And I think there should be two more. This is 6 April. The next one is 27 April. Blow this up, please. That's 27 April, ExCo?

10 **MR COOKE:** Correct.

DR RENWICK SC: Scroll down, please. What is item 2?

15 **MR COOKE:** Again, this was where we moved into a head count reduction, and this was getting the ExCo together to make the final decisions on head count removal.

20 **DR RENWICK SC:** This is the - I think you decided - it's the difficult decision to get rid of 500 staff; correct?

MR COOKE: Yes.

25 **DR RENWICK SC:** And the last one, please, is 13 July. Blow that up. That's the ExCo of 13 July, yes?

MR COOKE: Correct.

DR RENWICK SC: Scroll down, please. Please explain what item 5 is.

30 **MR COOKE:** So this is a presentation from Finance team on a new financial year of discipline that needed to be brought to bear in relation to costs to, again, keep the company (indistinct).

35 **DR RENWICK SC:** Thank you. At an appropriate time, I'll invite Mr Conde to have those marked for identification.

40 **MR BELL SC:** Let's do that now. The executive leadership meeting agendas of 3 March 2023, 16 March 2023, 23 March 2023, 6 April 2023, 27 April 2023 and 13 July 2023 will be MFIs 15 to 20 respectively.

45 **DR RENWICK SC:** Thank you. Can we take that off the screen, please. Can we please put up on the screen the document called ExCo Results Update. And because I don't know whether there is a confidentiality claim over this, if you wouldn't reveal any of the precise contents. If we can move that around so that it's horizontal and blow that up. So, firstly, this is a multi-page document, Mr Cooke, as we'll come to. Do you recognise that?

MR COOKE: I do.

DR RENWICK SC: What is it?

5 **MR COOKE:** That's a detailed financial update presented to the ExCo, I believe, in July 2023 (indistinct) June 2023 (indistinct)

DR RENWICK SC: And that went to the whole of the ExCo or the GLT?

10 **MR COOKE:** Yes, correct. ExCo at that stage.

DR RENWICK SC: How frequently were there results updates of this sort given to ExCo or the GLT while you were the CEO, please?

15 **MR COOKE:** It was up to the Finance team when they wanted to do that, but they had complete discretion to put those into the agenda. Look, I actually would be guessing what the package of that was.

20 **DR RENWICK SC:** And I don't need to go to all of the pages, but if we can go to the next page, please. So that's the EBITDA?

MR COOKE: Correct.

25 **DR RENWICK SC:** For June. Contains a great deal of information about the financial position, you would agree?

MR COOKE: It does.

30 **DR RENWICK SC:** And if you go over two pages, the document headed June Year to Date Performance Property Trend, you'd agree that also contains a great deal of information?

MR COOKE: It does

35 **DR RENWICK SC:** If you go to the next page, please, this deals with cost reduction?

MR COOKE: Correct

40 **DR RENWICK SC:** Or "Cost Reduction, Our Success Story"?

MR COOKE: Correct.

45 **DR RENWICK SC:** And generally shows indeed there has been a significant reduction in costs.

MR COOKE: It does.

DR RENWICK SC: And then two more pages, please:

"The Road Ahead. Proposed financial governance and cost discipline for the financial year 2024".

5 That sets out a number of significant matters there, does it not?

MR COOKE: It does, including the areas where we were going to focus as a team, including CapEx spent and return on capital.

10 **DR RENWICK SC:** Have I got your evidence right that this was something provided to the whole of the SLG or ExCo, who were able to discuss that freely at the relevant meetings?

MR COOKE: Correct.

15

DR RENWICK SC: Yes. No further questions for this witness, Commissioner.

MR BELL SC: Do you want that document marked for identification, Dr Renwick?

20 **DR RENWICK SC:** I do, indeed.

MR BELL SC: I'll mark the document called ExCo Results Update June 2023 MFI 21, subject to any claims for confidentiality. Thank you. Mr Conde, anything arising?

25 **MR CONDE:** No, Mr Bell.

MR BELL SC: Mr Cooke, thank you for your evidence and thank you for attending today. The direction I'll make is that your examination be adjourned, which means it's possible you'll be asked to return, but unless you hear from those assisting the inquiry, that won't be required. Thank you.

30

MR COOKE: Thank you, Mr Bell.

<THE WITNESS WAS RELEASED

35

MR CONDE: The next witness, Mr Bell, is Ms Ward and we need to take an adjournment with the changeover of witness.

MR BELL SC: Yes, I'll adjourn briefly.

40

<THE HEARING IN PUBLIC SESSION ADJOURNED AT 2.12 PM

<THE HEARING RESUMED AT 2.24 PM

45 **MR BELL SC:** Yes, Mr Conde.

MR CONDE: I call Ms Anne Ward.

MR BELL SC: Can you hear me, Ms Ward?

MS WARD: Yes, I can, Mr Bell.

5 **MR BELL SC:** Would you prefer to take an oath or affirmation?

MS WARD: An oath.

<**ANNE DOROTHY FRASER WARD, SWORN**

10

MR BELL SC: Yes, Mr Conde.

<**EXAMINATION BY MR CONDE**

15 **MR CONDE:** Ms Ward, may I trouble you, please, to state your full name?

MS WARD: Anne Dorothy Fraser Ward.

20 **MR CONDE:** Are you aware that your address has been made known on your behalf to the solicitors assisting Mr Bell's inquiry?

MS WARD: Yes.

25 **MR CONDE:** Ms Ward, I don't think your answer was picked up?

MS WARD: Yes.

30 **MR CONDE:** Are you currently a Non-Executive Director at The Star Entertainment Group limited?

MS WARD: I am

35 **MR CONDE:** Were you appointed to The Star Entertainment board on 18 November 2022?

MS WARD: I believe that's correct.

40 **MR CONDE:** And are you currently the Chair of Star Entertainment's Safer Gambling, Governance and Ethics Committee?

MS WARD: Yes, I am

45 **MR CONDE:** Were you a director of Crown Resorts from 13 January 2022 to 24 June 2022?

MS WARD: Yes, I was.

MR CONDE: And is it correct that you were previously a corporate lawyer for some 28 years in private practice at Minister Ellison and Herbert Gear?

MS WARD: Yes.

5

MR CONDE: Were you the General Counsel, Australia and Asia for the National Australia Bank?

MS WARD: I was.

10

MR CONDE: And is it correct that since Mr Cooke's departure on 22 March 2024 and Mr Foster becoming Executive Chair, you have been the Non-Executive Director attending meetings with Mr Foster with the NICC on behalf of Star Entertainment?

15

MS WARD: I have. I was appointed by my colleagues as Lead Independent Director, I think, was the title at that time.

MR CONDE: I see. Do you agree that Star Entertainment's directors are in charge of and ultimately responsible for the business of the company?

20

MS WARD: Yes.

MR CONDE: Do you agree that the business of the company is managed by the board and the board can delegate powers to a managing director and withdraw or suspend any such delegation as it sees fit?

25

MS WARD: Yes.

MR CONDE: Do you agree that although directors are entitled to delegate to management, directors must not defer to management?

30

MS WARD: I - I'm not sure what you mean by the word "defer".

MR CONDE: I'm sorry. Well, they must exercise their own judgment and not just go with that of management.

35

MS WARD: Yes.

MR CONDE: And do you agree the directors should be challenging management and holding management to account?

40

MS WARD: Yes.

MR CONDE: And you agree that if a CEO or management team become accustomed to not being challenged on important matters, that creates a problem for the company's culture?

45

MS WARD: I think I would agree with what I think you're saying.

MR CONDE: You're aware, Ms Ward, I take it, of the evidence that has emerged in this inquiry about a mismatch between, on the one hand, Star Entertainment's public statements regarding candour, transparency and cooperation with the regulator and various private statements from Mr Foster and Mr Cooke within Star?
5

MS WARD: I am.

MR CONDE: In particular, you are aware, I take it, of the evidence of messages between Mr Foster and Mr Cooke about abolishing the NICC, getting rid of Mr Weeks, prepping for war with the NICC and the manager, looking in advance at details of the manager's meeting with the NICC and lawyers and the idea, which Mr Foster has now accepted was bizarre, of a class action against Mr Weeks and/or the NICC by Star's shareholders?
10
15

MS WARD: I'm aware of the content of messages and the evidence that's been presented.

MR BELL SC: When did you first become aware of those communications, Ms Ward?
20

MS WARD: In the course of these hearings.

MR BELL SC: Yes. Yes, Mr Conde.
25

MR CONDE: And what was your reaction to them, Ms Ward?

MS WARD: I was surprised, and I think I was disappointed.

MR CONDE: Mr Cooke had departed a little over three weeks before these public hearings commenced, but he had stayed on as a consultant and, of course, Mr Foster has been the Executive Chair since 22 March 2024. Did that evidence cause you to reflect on Mr Foster's and Mr Cooke's respective judgments?
30

MS WARD: Yes.
35

MR CONDE: Do you accept that for the company to be saying one thing in public and its chairman and CEO to be exchanging the messages that they were in private, it suggests the wrong tone at the top at Star Entertainment?
40

MS WARD: Well, tone at the top, I read as - has connotations of what people observe and the messages that were discussed were private, so I'm not sure - could you repeat the question?

MR CONDE: Perhaps I'll use it without that expression. Do you accept that for the company to be saying one thing in public and its chairman and CEO to be exchanging the messages that they were in private, it suggests the wrong leadership at Star Entertainment?
45

MS WARD: Yes.

5 **MR CONDE:** Do you agree that both the messages themselves and also the attitudes they revealed must have done enormous damage to people's trust in what Star Entertainment says publicly?

10 **MS WARD:** I don't know whether they must have done that, but that - could you repeat the question?

MR CONDE: I said do you agree that both the messages themselves and also the attitudes they revealed must have done enormous damage to people's trust in what Star Entertainment says publicly?

15 **MS WARD:** I think they have the capacity to damage trust, yes.

MR CONDE: Would you say they're likely to have damaged trust?

20 **MS WARD:** Yes.

MR CONDE: Do you agree that both the messages themselves and also the attitudes they revealed are likely to have done enormous damage to Star Entertainment's relationship with both the NICC and the manager?

25 **MS WARD:** Certainly the relationship with Mr Foster and Mr Cooke.

MR CONDE: Well, but Star Entertainment's relationship with the NICC and the manager?

30 **MS WARD:** I imagine will be challenged by having had those - knowledge of those messages, yes.

35 **MR CONDE:** Do you recall attending a meeting with the NICC, the manager and your board colleagues on 7 December 2023?

MS WARD: Yes, I do.

40 **MR CONDE:** And do you recall that it's recorded in minutes to that meeting Star Entertainment confirmed that Mr Weeks' first report, dated 3 October 2023, was overall useful and that Star Entertainment agreed with many aspects of that report?

MS WARD: I recall that being said in the meeting. I do not recall reviewing minutes of that meeting.

45 **MR CONDE:** I see. Perhaps if we can bring up STA.8102.0010.4676. This is a document - it's not your document, Ms Ward, or that of Star Entertainment. Do you see it says:

"New South Wales Independent Casino Commission, Minutes, Meeting between the NICC, Manager The Star and TSEG board."

MS WARD: Yes, I see that.

5

MR CONDE: And the date is given as 7 December 2023?

MS WARD: Yes.

10 **MR CONDE:** And the point I wished to take you to just a moment ago, if we could go over the page to 4677, please. Do you see in the second - sorry, the first bullet point on the page it says:

15 "TSEG confirmed that the first of the Manager's reports was overall useful, agreed with many aspects and noted many areas remain a work-in-progress for the business."

And then:

20 "In contrast, TSEG found the second report from the Manager was short on examples and facts."

MS WARD: I see that.

25 **MR CONDE:** Does that accord with your recollection of what was said in the meeting?

MS WARD: Yes, it does.

30 **MR CONDE:** If we can go back, please, to page 4676, and it should be the sixth bullet point, fourth from the bottom, it records "PC", referring - is a reference to Mr Crawford:

35 ".. confirmed NICC's views that it had lost confidence in the TSEG CEO to execute the remediation plan as per observed performance to date of RC."

Do you see that?

MS WARD: I see that.

40

MR CONDE: And does that accord with your recollection of what was said in the meeting?

45 **MS WARD:** My recollection - that - that could be correct. I don't recall Mr Crawford saying those words. I do recall Mr Parbery saying that the NICC had lost confidence in Mr Cooke's ability to execute the remediation plan, but Mr Crawford may well have said those words as well.

MR CONDE: Right. Either way, though, your understanding is that the NICC had communicated that to Star Entertainment; is that correct?

MS WARD: Yes.

5

MR CONDE: And the last bullet point to show you, if we can go back to page 4677 please, do you see there is a third bullet point, it says:

10 "TSEG enquired whether the NICC was aware of any specific individual who could 'step-in' at short notice; NICC confirmed while they are unaware of any particular individual, NICC reflected senior appointments 'parachuted in' (ie, with little lead time) take place regularly in distressed organisations."

Do you see that?

15

MS WARD: I see that.

MR CONDE: And does that accord with your recollection of what was said at the meeting?

20

MS WARD: My recollection of what was said at the meeting was I think Mr Foster, who had met with Mr Crawford and Mr Parbery the previous day, along with Mr Issenberg, Mr Foster asked Mr Crawford and Mr Parbery to expand on the statement that was made in that previous meeting on 6 December. So it was not an inquiry out of nowhere. It was, "Yesterday you said this. Did you have any - could you give us any more flavour of the comment you made yesterday? Did you have anything particular in mind?"

25

MR CONDE: When you said, "Yesterday you said this", who was saying that and to whom?

30

MS WARD: Sorry. My understanding is that a meeting occurred on 6 December between Mr Crawford and Mr Parbery and Mr Foster and Mr Issenberg, and at that meeting, either Mr Crawford or Mr - sorry, Mr Crawford or Mr Parbery said something along the lines that is reflected here in this bullet point, that senior appointments can be parachuted in, people can be found to step in, in extreme circumstances. And my recollection at the meeting on 7 December was that Mr Foster asked Mr Crawford and Mr Parbery to elaborate upon that statement that had been made on 6 December.

40

MR CONDE: Right. So to the extent that it records Star Entertainment inquiring whether the NICC was aware of any specific individual who could step in, is it your understanding that that was a continuation of a discussion?

45 **MS WARD:** That was commenced the previous day.

MR CONDE: Right.

MS WARD: Yes.

MR CONDE: So, so far as you're aware, neither you nor anyone in this meeting asked that question?

5

MS WARD: Sorry, asked which question?

MR CONDE: The question recorded there of whether the NICC was aware of anyone who could step in?

10

MS WARD: No, Mr Foster asked that question.

MR CONDE: I see.

15 **MS WARD:** And he asked it - I recollect that the preamble to him asking that question was, "Yesterday you said this. Did you have - could you elaborate on that statement? Did you have any specific individual in mind or did you have something else in mind?"

20 **MR CONDE:** Right. Would you agree that by Mr Foster asking that question on 7 December 2023, he conveyed to the NICC that Star Entertainment would be making arrangements for a new CEO?

MS WARD: No.

25

MR CONDE: Is it not a bit peculiar, then, to be enquiring about someone who could step in at short notice?

30 **MS WARD:** Well, the suggestion that someone could step in at short notice came from either Mr Crawford or Mr Parbery the day before. The meeting on 7 December was the first time the board of The Star was advised of the loss of confidence in Mr Cooke. Mr Foster, I believe, sought elaboration of this point that had been suggested the day before in order to understand what was meant by it, and so that the rest of the board could hear what was being suggested by that comment.

35

But the Commissioners of the NICC would have been aware that this was the first meeting at which the loss of confidence was conveyed to the board of The Star. So they would have been aware that there was no - had been no opportunity for the board to consider that piece of information.

40

MR CONDE: Right. So we may be at cross-purposes, Ms Ward. In this meeting, if the NICC had said they lacked confidence in Mr Cooke, Star Entertainment's response was not, "We disagree". It was for Mr Foster to say, "Can you think of any names on short notice?"

45

MS WARD: No, he didn't say that.

MR CONDE: I see. So does it not record that in the minutes in bullet point 3?

MS WARD: No, it says he asked whether the NICC was aware of any specific individual. And as I said, my recollection is the preamble to that question is, "Yesterday, you said it would be possible to secure the services of such an individual. Did you have anything specific in mind?"

MR CONDE: Do you agree that that question in and of itself, though, implies that the board would be considering replacing Mr Cooke?

MS WARD: Well, I think anyone at the meeting would have believed that The Star would carefully consider the advice of the NICC that they had lost confidence in Mr Cooke to execute the remediation plan. I think that was clear in the meeting. I'm not sure what you're suggesting this question adds to that. I'm sorry. I may not be understanding your question.

MR CONDE: When you say that the board would carefully consider the advice, that careful consideration would include whether Mr Cooke should be moved on; correct?

MS WARD: Yes.

MR CONDE: And because there's no - to put it another way, there would be no need to inquire about this if that was off the table.

MS WARD: Well, there was no suggestion of anything being on or off the table, Mr Conde.

MR CONDE: I see. Do you recall that you had a Star Entertainment board meeting the next day on 8 December 2023?

MS WARD: I think - yes, I do recall that.

MR CONDE: And if we could bring up STA.5002.0029.7531. Have some minutes of meeting come up for you, Ms Ward?

MS WARD: Friday, 8 December.

MR CONDE: Yes. And do you see about halfway down the page there is a row "NED private session" and it refers to a private session with the Group CEO and Managing Director?

MS WARD: Yes.

MR CONDE: During that private session, did you and/or your board colleagues relay to Mr Cooke that the NICC has lost confidence in his ability to execute the remediation plan?

MS WARD: I believe so. It may have been conveyed to him the prior day, but it was certainly discussed in that session.

MR CONDE: Right. And as best you can recall, what was the substance of that discussion?

5 **MS WARD:** Which discussion?

MR CONDE: The one you just mentioned about relaying - well, the fact that the NICC had lost confidence in Mr Cooke's ability to execute the remediation plan and the - during the private session before this board meeting.

10

MS WARD: So I'll focus on the private session, because there were multiple discussions and meetings that Mr Cooke attended on the afternoon of the 7th, and I can't recall any specific discussion then. But in this meeting, it certainly was discussed, the message that had been conveyed to the board on 7 December, and there was - I can't remember any specific things that were said by non-executive directors.

15

I do recall that Mr Cooke had - I'm sure that this message had been conveyed to him the prior day, because he conveyed to the board that he had been reflecting on that message and was disappointed and understood that the board would need to carefully consider that information, and that he would do what was in the best interests of the company and what the rest of the board requested him to do, if that was to resign, to step down.

20

25 **MR CONDE:** And is it correct that the board did not request him to resign or step down?

MS WARD: Not at that point, because, as I explained earlier, the board still had not had the opportunity to reflect upon what the NICC had said or to discuss it.

30

MR CONDE: Right. Is it also correct that during this private session, you discussed the NICC's letter and Mr Weeks' reports?

MS WARD: Probably.

35

MR CONDE: If I could put it another way, is it correct that you did not discuss Mr Weeks' reports in the open part of the meeting with GLT members present?

MS WARD: I can't recall.

40

MR CONDE: Right. Is it correct that, so far as you're aware, Mr Weeks' reports were not shared with members of the GLT, save for Mr Cooke?

45

MS WARD: So I can't recall whether it was at this meeting, but at a meeting, the board or one of the directors asked whether those reports had been shared with the GLT members, and I recall Mr Cooke saying, "At this stage, no. I am concerned" - words to this effect, "I'm concerned that there are some matters in those

reports that will be very concerning to people, and I want - I don't think they should be shared more broadly at this stage".

5 I questioned that because I felt that the reports should be shared with the GLT, or at least with some of them, and I had the impression that Mr Cooke had discussed that with Mr Foster. And I apologise, I don't know if it was this day or if it was a subsequent meeting, and - yep. That's what I remember.

10 **MR CONDE:** Thank you, Ms Ward. Are you - now, with the benefit of hindsight, do you consider - do you continue to be of the view that it would have been better to have involved all of the GLT in reviewing and responding to Mr Weeks' reports?

MS WARD: Yes.

15 **MR CONDE:** And may I ask you please to elaborate on that, on why?

MS WARD: Sorry?

20 **MR CONDE:** May I ask you please to elaborate on why?

MS WARD: Why? I felt it was important, and as we conveyed to the NICC on 7 December, I felt it was important for the company to respond to the matters raised in the reports, particularly the first report, the October report, because it was very detailed and there were a number of matters that - where it was felt there was more information, or there was a response required, that there were some factual errors, that there were some omissions, and also to point out the many areas where we agreed.

30 And so on 7 December, we had - the board had said to the NICC that we would - we did propose to respond. In my view, in preparing that response, you know, in a fulsome and accurate manner, it was important to have the input from the GLT.

35 **MR CONDE:** Right. I will ask that STA.8000.0140.0017 be brought up please, it should be minutes of a later board meeting on 19 December. Sorry, 0017, rather than 0027. So it's STA.8000.0140.0017, please. Thank you. Has that come up for you Ms Ward, a document Minutes of Meeting of the Board of Directors, Tuesday 19 December 2023?

40 **MS WARD:** Yes, it has

MR CONDE: And do you see that those present included Mr Foster, Mr Cooke and you?

45 **MS WARD:** Yes.

MR CONDE: And the second bullet point, about two-thirds of the way down the page, if that could be brought up, please, for Ms Ward. Do you see it says:

"The Board discussed the following:"

And then the second bullet point, "Options"?

5 **MS WARD:** Yes, I see that.

MR CONDE: May I just trouble you to read that and I'll ask you some questions after.

10 **MS WARD:** Yes, I've read that.

MR CONDE: Do you consider it was consistent with best practice to have had that discussion with Mr Cooke present?

15 **MS WARD:** I think it would have been preferable if some part of the - if for some part of the conversation Mr Cooke had left. I can't remember whether he did. It doesn't appear from the minutes that that occurred.

20 **MR CONDE:** Is there any particular part that you're referring to there, Ms Ward, where it would have been better if he'd left?

MS WARD: Well, my recollection of the discussion was, after a general discussion, there was a process whereby individual directors were asked for their views and perhaps that might have been preferable to occur without Mr Cooke. I think not
25 essential, but preferable. But it might have been preferable also to have a discussion, or to have Mr Cooke leave so that if any director wanted to express a view without Mr Cooke in the room, they were - it was easy for them to do that.

30 **MR CONDE:** As best you can recall, did all the individual members say that they wanted Mr Cooke to stay?

MS WARD: I don't recall.

35 **MR CONDE:** Do you recall what your preference was?

MS WARD: For him to stay or go?

MR CONDE: Yes.

40 **MS WARD:** I don't recall considering that question at the time.

MR CONDE: I thought you said earlier, Ms Ward, that there was a going around the room asking individual members about their view; is that correct?

45 **MS WARD:** Yes.

MR CONDE: But is it correct you don't recall what your view was?

MS WARD: No, I recall what my view was, but not - sorry, maybe I'm not understanding your question. The question where individual directors' views were sought was in relation to Mr Cooke staying with the business or going, not staying in the meeting or going.

5

MR CONDE: Oh, I see.

MS WARD: I may have misunderstood. Apologies.

10 **MR CONDE:** On the question of whether Mr Cooke should stay in the business or go -

MS WARD: Yes.

15 **MR CONDE:** - do you recall the views of individual members?

MS WARD: I recall my view.

20 **MR CONDE:** And what was that?

MS WARD: My view was that, having considered the matter, I felt he should leave the business.

25 **MR CONDE:** And is it correct - well, is it correct to assume that must have been a minority view?

MS WARD: Yes.

30 **MR BELL SC:** Did you express that view at the meeting, Ms Ward?

MS WARD: I did.

MR BELL SC: Did any other director express views to the same effect?

35 **MS WARD:** I think other - to the best of my recollection, other directors were in the process of forming the view that Mr Cooke needed to go. In some - in the minds of some, I believe, at that point, it was a question of when, rather than if. In my mind at that time, I had decided the sooner the better, if I can express it that way. And I'm trying to recall what I thought - where I thought others' minds were.

40

MR BELL SC: And you expressed views to that effect in this meeting, did you?

MS WARD: I did.

45 **MR BELL SC:** And obviously that view didn't prevail. Can you explain why it didn't prevail at that time?

MS WARD: Well, Mr Bell, terminating the employment of a CEO is a very big decision for a board and, in my experience, when a board reaches that decision, it is usual that different directors come to that conclusion at a different pace. So it didn't surprise me that not everyone had reached that same conclusion at that point in time.
5 In terms of - I felt that the majority were in the process of coming to the conclusion that I had come to.

10 And in relation to the timing, there were multiple other matters factoring on the decision of the board. And this, I think, was 19 December 2023 and one of the many matters that were factoring into people's decision was that we were in - the company was in the process, led by Mr Cooke, in recruiting a number of senior roles into the business, and we certainly did not want to disrupt any of those processes, which the board had asked be accelerated in previous weeks.

15 **MR BELL SC:** And do you recall if Mr Foster expressed a view one way or the other at the meeting?

MS WARD: I - my recollection is that Mr Foster spoke last on the issue, as would normally be the case, and by that stage it was clear that the majority were not in
20 favour of terminating Mr Cooke immediately, and his view accorded with that.

MR BELL SC: Yes, thank you. Yes, Mr Conde.

MR CONDE: Ms Ward, as best you can recall, were you the only director to express
25 the view that Mr Cooke should leave?

MS WARD: I think so. I think - certainly, I expressed it in the clearest terms, according to my recollection. But I probably remembered what I said more clearly
30 than what others said.

MR CONDE: Did you find it perhaps more difficult than usual to express that view with Mr Cooke in the room?

MS WARD: Not really.
35

MR CONDE: Right. And the result of that, among other things, was that Mr Cooke would then be involved in Star's response to the managers' reports; is that correct?

MS WARD: That was a result, yes.
40

MR CONDE: And do you have any comment on that?

MS WARD: I don't know what you mean by "any comment". On what aspect?

45 **MR CONDE:** Okay. I'll - do you recall, Ms Ward, that Star Entertainment's response to the manager's reports was dated 23 January 2024?

MS WARD: I do.

MR CONDE: And are you aware of the evidence from this inquiry that that day Mr Foster wrote to Mr Cooke:

5 "Let's hold on to our hats."

And Mr Cooke wrote to Mr Foster:

"The fireworks will be bright and loud"?

10

MS WARD: I recall hearing that evidence.

MR CONDE: And would you agree that comments such as that were inappropriate?

15 **MS WARD:** Yes.

MR CONDE: Would you agree that your board colleagues would have appreciated by that point as well that the response was going to be controversial?

20 **MS WARD:** I don't know what my board colleagues thought. My view had been, as I said, since we received the reports, it was important for The Star to respond in a fulsome and measured way. And certainly my - my expectation had been that that response would be within a month of us receiving the - by Christmas, is what I expected. It was certainly not to - so the purpose of the response was to put on the
25 record The Star's response to the matters raised in the manager's reports, not to - I'm sorry, I need to refresh my memory on your question, Mr Conde.

MR CONDE: Whether your board colleagues and you would have appreciated that the response would be controversial in the eyes of the NICC.

30

MS WARD: That that was not the intention.

MR CONDE: If we can bring up STA.8100.0066.2543, please. And if we can enlarge, first of all, up the top, the first message. It should be a message from
35 Ms Page to you you and copied to Mr Cooke and Mr Foster and then other directors dated 23 January. Do you see it says:

"Agree with Anne's comments. I do worry that it will inevitably disturb the hornets nest regarding relationships so we need to be ready for that.

40

Thanks for all the hard work that has gone into this."

So did you also expect at that time that the responses would disturb the hornet's nest, to use Ms Page's expression?

45

MS WARD: No, I don't recall thinking that.

MR CONDE: If we could go to the next page - sorry, the next email on this page there is an email from you:

"Thanks Robbie.

5

I have reviewed the cover letter and revised responses, and I am happy with all of them. Collectively, I think these documents make a clear case to refute much of the Managers Reports, particularly the sweeping assertions and conclusions he makes. The October Report is quite frankly amateurish, subjective and lacking supporting evidence. I'm interested to hear any suggestions from Patrick and Rhys, but keen to get the documents out to the NICC ASAP.

10

Thanks for all your work on this, it has been an excruciating but necessary task."

15

Do you see?

MS WARD: I do see that.

20

MR CONDE: And, well, do you not agree that the tone of the response was antagonistic towards the NICC?

25

MS WARD: Just before I answer that, Mr Conde, apologies, can I correct what was an error in this note from myself, which I identified when I re-read the email on Sunday? It refers to the October report and I was actually referring to the November report, which was the addendum. I - when I read it became clear to me that I had mistakenly put October when I was referring to the November report. I just wanted to clarify that.

30

MR CONDE: Understood.

MS WARD: When I said:

"I have reviewed the cover letter and revised responses ..."

35

My recollection is that I - on the day I wrote this, I didn't review all of the package of documents. I did review the cover letter, and I had previously reviewed the substantive content of the responses to the two reports. So I didn't open the - I hadn't studied the final presentation of the responses. So I just wanted to clarify that.

40

MR CONDE: I understand. The cover letter was signed, though, by both Mr Foster and Mr Cooke and you will recall -

MS WARD: Yes.

45

MR CONDE: - the NICC had expressed its loss of confidence in Mr Cooke. Do you think it was wise to have that cover letter signed by both Mr Foster and Mr Cooke?

MS WARD: So the NICC had expressed a loss of confidence in Mr Cooke to execute the remediation plan. Mr Cooke was still, at that point, the CEO of the business, and it was, I think, appropriate for the CEO of the business to sign the response.

5

MR CONDE: Do you still hold the views expressed in this email today, amending the reference to October to November, but otherwise?

MS WARD: I'm not - I wasn't happy - and reflecting on the documents now - with the tone of the responses and I'm referring particularly to bold and underlined sentences and the like which I think, in many cases, had the effect of emphasising areas where there was disagreement rather than agreement and, therefore, presented the responses as more combative than they should have been.

MR CONDE: Yes. I was going to ask you about that. If we go please to STA.8100.0066.1119, and then to page 1121 of that please. This should be an extract from the annotated version of Mr Weeks' report. So do you see that the text in green and so forth, Ms Ward, if we could enlarge, please, the top half of the page. Do you see in the second paragraph it says:

20

".. The Star's observations and comments are ..."

And then there's bold underline:

MS WARD: "... are provided to ensure that any decisions that may be taken by the NICC or OLGR are made on the basis of complete and accurate facts, taking into account all relevant matters and not taking into account any irrelevant considerations."

Do you see that?

30

MS WARD: I see that.

MR CONDE: And if we can now bring up STA.8100.0066.2346. Do you see this is an email from you to Mr Cooke copied to Mr Foster and others dated 13 January 2024?

35

MS WARD: I do.

MR CONDE: And do you see - I'm sorry, Mr Bell, I need to mark this document as an MFI. I believe it's No.22.

40

MR BELL SC: Yes, that will be MFI22, I believe.

MR CONDE: Yes. Ms Ward, do you see in point number one of your email, if we might be able to bring that up, it says:

45

"I think we should state clearly that our purpose in providing a detailed response is to ..."

And then there is that language.

MS WARD: Yeah.

5

MR CONDE: But - so would you agree with this. It's your language but it was not your suggestion to have it in bold and italics?

MS WARD: Yes.

10

MR CONDE: And would you agree that when it's in bold and italics, it comes across more confrontationally?

MS WARD: I do.

15

MR CONDE: And even as someone who has practised law, you would know that talking about decisions being made on the basis of complete and accurate facts, taking into account all relevant matters, not taking into account any irrelevant considerations, those are terms of art in public law; correct?

20

MS WARD: Yes.

MR CONDE: And if they're raised in the manner you've suggested that's one thing, but if they're raised in bold and italics, would you agree it can come across as almost intimidating a legal challenge of some kind?

25

MS WARD: Well, I'm not sure about what it intimates, but those were words that - that's my language that I drafted because that, to me, was part of the purpose of responding to the reports, to just, as I said, correct the record to ensure that, you know, all the - that it was a fulsome response and a fulsome set of facts that the NICC had before it when it was going to make decisions. I agree -

30

MR BELL SC: And you - what did - I'm sorry, you continue.

35

MS WARD: I was just going to say that I agree that the way those words were presented that you just showed me emphasised them in an unhelpful manner.

MR BELL SC: And I was going to ask you, Ms Ward, what did you intend to intimate by those well-known legal words?

40

MS WARD: Well, simply that the NICC had indicated to us that the reports, manager's report, particularly the October report, would be an important input to any decision-making by the NICC. And I - my view was that if that was going to be the basis of a decision by the NICC, it was important that there was a response, that there was an opportunity for The Star to provide its version of events so that all, you know, the words "relevant matters" and "not irrelevant matters" were taken into account.

45

MR BELL SC: Yes, Mr Conde.

5 **MR CONDE:** If we can bring back up STA.8100.0066.1119 at page 1121, and if we can go back to enlarging that language up the top of the page, please. Is it correct, Ms Ward, that the way this is presented - the way that this was ultimately presented to the NICC is something that you consider today to have been inappropriate?

10 **MS WARD:** I don't know whether it was inappropriate. I think it was, as I said, the bold and underline just, I think, was not necessary. It could have been read as inappropriately emphasising certain components of the letter, and I don't think that was appropriate. So I think I'm agreeing with you.

15 **MR CONDE:** If we can now call up, please, STA.8100.0063.7392. This should be the response. Do you see a letter from the New South Wales Independent Casino Commission? It's addressed to Mr Foster. It's from the Chief Commissioner of the NICC, and it's dated up the top 1 February 2024?

MS WARD: Yes, I see that.

20 **MR CONDE:** And in the fourth paragraph, do you see, it says:
"The fact that you ..."

That's Mr Foster:

25 "... co-signed with Mr Cooke The Star's response of 23 January 2024, aligns you as Chairman and your board with the contents of that document. The response is a comprehensive statement of The Star's position in response to concerns of the NICC and, more particularly, the reports of the Manager."

30 Do you recall reading - receiving and reading this letter on or about 1 February?

35 **MS WARD:** I don't think I did on that day. I was overseas and without wi-fi at the time. I'm not - I don't recall when I saw it. I do recall receiving it and reading it some time after that.

MR CONDE: And what was your reaction when reading it, as best you can recall?

MS WARD: Well, I found the language unusual that it said:

40 "The fact you co-signed ... aligns you as Chairman and your board with the contents of that document."

45 Because the response was designed to be a response of the company, not of Mr Cooke. I was concerned at the bit which, in the next paragraph, essentially is saying:

".. further meetings with you are not required at this time".

MR CONDE: If we can now - I was going to move on to another topic. Is there anything further you wish to say about that, Ms Ward?

5 **MS WARD:** I was just trying to recall your question, Mr Conde, and assess whether I had answered it.

10 **MR CONDE:** Yes. If we can go, please, to STA.5002.0028.0260, and this is a board paper that is confidential, so I'd ask that you read it but not - I'll ask questions about it, but we won't refer to its contents or read those aloud. But do you see it's a board paper dated 20 February 2024 and it concerns a particular project, which I won't name.

MS WARD: I see that.

15 **MR CONDE:** And do you recall receiving this paper on or about 20 February?

MS WARD: Yes, I would have been provided the paper ahead of - some days ahead of that board meeting.

20 **MR CONDE:** Oh, of course. Were you aware at the time that you received it that had had no input from Ms Katsibouba or the Finance team?

25 **MS WARD:** Well, I think the paper did not purport to be from Ms Katsibouba or the Finance team, and it did not say that there was any input. So I - whether I was aware specifically or not, I couldn't say.

30 **MR CONDE:** If we can go to page 0261, and if we can enlarge, please, the table at the bottom and there is a note, number 1 under it. Do you see, Ms Ward, there is a table of figures given and there are certain metrics?

MS WARD: Mm-hmm.

MR CONDE: In note number 1, it says:

35 "Current base case yet to undergo full review by Finance team."

MS WARD: I see that.

40 **MR CONDE:** And would you have expected, when presented with a table like this, that the numbers would have been either prepared or reviewed by the CFO and her Finance team?

45 **MS WARD:** Not with a footnote like that, which says they are yet to undergo a review by Finance team.

MR CONDE: Do you agree that the footnote "yet to undergo full review" suggests at least there has been some review?

MS WARD: Not necessarily.

MR CONDE: Right. So the fact that there was no such review is not something that concerns you?

5

MS WARD: Well, it would not be something that surprised me on the basis of what's presented here.

MR CONDE: Is it not odd to have a table such as this with 10 yearly columns, seven rows, very detailed figures being presented to the board and yet the Finance team had no involvement?

MS WARD: The figures that are being presented are not figures relating to the financial statements or position of the company. As I understood this, as I understand reading it now, they are projections as to what might occur should this project progress. And so on that basis, I would not necessarily expect them to have been prepared by the Finance team.

MR CONDE: Right. Would it concern you, Ms Ward if the - to know that - sorry, would it concern you if the CFO and the Finance team had considered this proposal and given an opinion telling a materially more negative story than what was shared with the board?

MR COOKE: If that had occurred, I would think that was relevant information for the board to - a relevant piece of information for the board to know.

MR CONDE: And you would expect the CEO to raise it with the board; is that correct?

MS WARD: I would have expected that to be the case.

MR CONDE: If we can take that document down, please. Are you aware, Ms Ward, of evidence given to this inquiry about the departure of Ms Betty Ivanoff?

MS WARD: Yes, I am.

MR CONDE: If I can -

MS WARD: Some of it. I haven't heard every hearing.

MR CONDE: If I can provide a neutral and non-exhaustive summary for you, for the purposes of my question, but Ms Ivanoff and Mr Cooke agree there was a discussion on 6 September 2023. Ms Ivanoff says she gave a hard copy letter of resignation to Mr Cooke. Mr Cooke denies that. Ms Ivanoff emailed the letter to herself on 4 December and Ms Ivanoff is unequivocal that she gave the letter to Mr Cooke on 6 September. Mr Cooke is equally unequivocal that she did not, and he has refused any suggestion that he might have been mistaken or handed the document in an envelope. Are you aware of that evidence so far?

MS WARD: I'm aware, yes.

5 **MR CONDE:** Now, so far as all that concerns Star Entertainment, if Ms Ivanoff is right, then the company has, in reliance on Mr Cooke, provided some incorrect answers to the NICC and to this inquiry. If Mr Cooke is right, then Star's answers were correct.

10 **MS WARD:** Yes.

MR CONDE: Now, on all of that, do you have any comment on that, as the Lead Non-Executive Director?

15 **MS WARD:** After Ms Ivanoff gave her evidence last week, which was clearly inconsistent with Mr Cooke's account, which had informed the responses, or the submissions that we had made to this inquiry in response to requests for information and letters, correspondence with the NICC in December, having heard Ms Ivanoff's evidence, we sought to correct - if we had given incorrect information in both of those places, we sought to correct it by drawing the NICC's and this inquiry's
20 attention to the fact that in the answers or the documents we'd lodged, we believed to be correct at the time, and that if Ms Ivanoff's evidence was correct, it appeared that they were not. I'm sorry, that sounds confusing, but this is a complex matter.

25 **MR CONDE:** Right. Do you recall, Ms Ward, that on 22 March 2024, Star Entertainment announced both the departure of Ms Katsibouba and the departure of Mr Cooke as CEO and Managing Director?

MS WARD: Sorry, I missed the first part. On 22 March?

30 **MR CONDE:** Yes.

MS WARD: Yes.

35 **MR CONDE:** And so far as you're aware, what was the reason for those announcements being timed together?

40 **MS WARD:** That the events had occurred at or about the same time, and once - once Ms Katsibouba's employment was terminated, we had an obligation to disclose that, and once Mr Cooke's employment was terminated, we likewise had an obligation to disclose it. So it was confluence of the two things, rather than that they had to happen at the same time.

45 **MR CONDE:** You mention that Ms Katsibouba's employment was terminated, but it's correct, isn't it, that she initiated her departure?

MS WARD: I don't know the answer specifically to that question.

MR CONDE: Are you referring, then, to the form of deed used to document her departure?

MS WARD: No. I thought you asked me about her initiating her departure.

5

MR CONDE: Yes, sorry, when you referred to her termination, are you referring to the form of document, legal document, used to record her departure?

MS WARD: I'm referring to what I understand to be the case, that her employment was terminated without cause. And I believe that is reflected in the deed.

10

MR CONDE: Right. And do you agree, Ms Ward, that regardless of how something might be structured legally, there is a more basic fact of whether the employer or the employee has initiated the departure?

15

MS WARD: There is - there is a basic fact of whether the employer or the employee has initiated a departure, yes.

MR CONDE: And in Ms Katsibouba's case, do you agree that she had initiated the departure?

20

MS WARD: Well, Mr Conde, I don't know who initiated the initial discussion that she had with Mr Cooke. I understand she said she - she has given evidence that she had a discussion with Mr Cooke some time in December at which she expressed an intention or dissatisfaction, et cetera. And I have no cause to doubt what she said. However, I do know that by some months prior to that, the board had encouraged Mr Cooke to replace Ms Katsibouba as CFO.

25

So, in my mind, the board had made a decision, or asked Mr Cooke to progress the departure of Ms Katsibouba from the business. I do not know whether he initiated a conversation with her prior to that meeting that she referred to.

30

MR CONDE: Referring, then, back to the question I asked you earlier about why the announcements of Ms Katsibouba and Mr Cooke needed to be timed together, so far as you're aware, was that driven by Mr Cooke?

35

MS WARD: Well, I don't know that there was any need to announce them together. I don't know what Mr Cooke's view was. But they were both progressing and ultimately concluded at or about the same afternoon. So there was - I'm not aware of any reason why they had to be done at the same time or, indeed, in a particular sequence.

40

MR CONDE: No. If we can go to STA.8122.0001.0009, please. Do you see there is a reference there from Mr Foster in an email to all staff that she had decided to resign?

45

MS WARD: I see that.

MR CONDE: And so was that wrong?

5 **MS WARD:** Well, I had seen a draft of this note that appeared earlier that day. I'm sorry, I can't recall when. And I had thought, and still believe, that the board - that the board had requested her contract be terminated. Whether that was by mutual agreement or not, I don't know. That is the basis on which the discussions progressed, as I understand it. I did not see this particular email when it went out. I note there is a BCC with my name on it with an email that I don't use, so I didn't see it when it went out.

10 I, having enquired later - not this day but subsequently - as to the nature of what happened on that afternoon, I was advised - I can't remember by whom - that after - after signing the deed that was agreed with Ms Katsibouba, that she also lodged a notice of resignation. I don't know the timing and sequence of that. So I can
15 only conclude that there was some confusion in whoever wrote this email as to the exact nature of what happened.

MR BELL SC: Ms Ward, are you aware of Ms Katsibouba's evidence to this inquiry that she initiated discussions with Mr Cooke in about December 2023 for her
20 resignation and that she then had discussions and negotiations on that topic with Mr Cooke and Ms Hammond over the course of December, January, February and March? Is that something that you learnt for the first time during these hearings?

MS WARD: Not that these discussions were happening, no. But her evidence that
25 she initiated the discussions by initiating a meeting with Mr Cooke, yes.

MR BELL SC: Right. So you were aware, though, that there had been discussions about Ms Katsibouba's departure, to put it neutrally, extending over several months
30 prior to 22 March 2024?

MS WARD: Yes.

MR BELL SC: And do you say it was a complete coincidence that Mr Katsibouba's departure, Mr Jenkins' departure and Mr Cooke's departure were announced at
35 precisely the same time?

MS WARD: I'm not sure what you mean by a complete coincidence, Mr Bell.

MR BELL SC: I mean chance. Was it just a chance? Was it just random chance that
40 that occurred?

MS WARD: Well, all of those discussions were progressing in parallel and culminated at the same point, and I would imagine that there was a growing sense of urgency amongst various people, including the individuals, to conclude those
45 discussions as soon as possible.

MR BELL SC: Yes. I might adjourn now for 15 minutes until 5 to 4.

<THE HEARING IN PUBLIC SESSION ADJOURNED AT 3.37 PM

<THE HEARING IN PUBLIC SESSION RESUMED AT 3.57 PM

5 **MR CONDE:** May we call up, please, STA.8517.0029.8477. Sorry, Ms Ward, I meant to ask you this earlier in relation to Ms Ivanoff's departure. Has an email come up for you dated 1 December from Ms Ivanoff to Mr Cooke and Ms Hammond and Mr Foster?

10 **MS WARD:** Yes, I see, I see -

MR CONDE: Perhaps if we can enlarge the text.

MS WARD: Yes, thank you. It's dated Friday, 1 December.

15

MR CONDE: Yes, and not addressed to you, but do you see Ms Ivanoff refers in that first paragraph to - she says - she writes:

20 "As I am now almost halfway through my six-month resignation notice period with an end date of 6 March 2024, I have informed my direct reports, some of the GLT and also discussed with Anne Ward, given she played a role in me coming to The Star."

25 May I just ask, do you recall having a discussion with Ms Ivanoff on or before 1 December?

MS WARD: Not then, no.

30 **MR CONDE:** Do you recall Ms Ivanoff raising with you, I guess it must have been either in November or earlier, her resignation?

MS WARD: I recall the conversation with Ms Ivanoff on 4 December and I had conversations with her on 31 August and 1 September, which may be relevant.

35 **MR CONDE:** Right. And what were those conversations? If we work through each of them.

MS WARD: So should I work through them chronologically?

40 **MR CONDE:** Please.

45 **MS WARD:** So I recall that Ms Ivanoff telephoned me on 31 August and said that she was feeling unhappy and wondering whether she was in the right place, whether she had made a mistake in coming to The Star. And I recall I was driving at the time. We had a brief - I pulled over. We had a brief conversation and agreed to speak again the next day.

5 I spoke with her again on 1 September, and she indicated, again, that she was not happy, that she had concerns about the capability of some of her colleagues on the GLT, that she had concerns - whether she said "concerns" or not, I'm paraphrasing my impression of what she said to me at the time - around Mr Cooke's management style, that he worked very hard and he worked unsustainable hours and that he was becoming a bottleneck for decisions and that she and others on the GLT had spoken to him about this and she thought it was unsustainable.

10 I asked her whether she had spoken with Mr Cooke about these matters, and she told me she intended to meet with him. And I asked her whether she would speak with the chairman about these matters if I was to raise it with him. And she agreed - I recall that she agreed that she would, and after the conversation I called Mr Foster and conveyed to him the general tenor of the conversation I'd had with Betty. That was the 1 September discussion.

15 I next had a call from Ms Ivanoff on 4 December, and I recall that she said - she asked me did I know that she had formally resigned. I took that to be formal as opposed to informal, rather than formerly as in time. I said, "No, I did not know that". She said she had advised her team, the Legal team, that she had advised the manager and that she had advised the NICC, and I was surprised. I said - I think I said to her, "I'm disappointed to hear that". And I can't remember how the conversation ended.

25 **MR CONDE:** Does that complete your -

MS WARD: In relation to that conversation, yes.

30 **MR CONDE:** Ms Ward, if we can bring up STA.8517.0056.5202, at page 5205, please. You'll recall I was asking earlier about how something might be structured legally as compared with the question whether the employer or the employee has initiated the departure. If we could enlarge at the bottom of page, please, there is an email from KWM to Ms Hammond dated 15 December 2023 at 4.05 pm. Do you see that, Ms Ward?

35 **MS WARD:** Yes, I do. I see part of that.

MR CONDE: I won't read aloud the legal advice, but do you see the first bullet point? I just ask you to read that, please. Have you read that?

40 **MS WARD:** I've read that.

MR CONDE: So would you agree there may well be legal reasons to structure things in a particular way, but that that does not change whether it was the employer or the employee who initiated the departure. I'm sorry, Ms Ward, I think you nodded.

45 **MS WARD:** I nodded. I wasn't sure if you were asking me a question, Mr Conde.

MR CONDE: Yes. Whether you agree that there may well be legal reasons to structure things in a particular way but that does not change whether it was the employer or the employee who initiated the departure.

5 **MS WARD:** Well, it wouldn't change the fact of how a departure was initiated.

MR CONDE: Right. If I can show you now, please, STA.8517.0059.7237. I asked you earlier about Ms Katsibouba initiating her departure and there's been evidence on that, but if I can ask you - if we can enlarge, please, the email in the middle of the
10 page. There is an email from Ms Hammond to Mr Cooke copied to Ms Poniris dated 13 March 2024 at 5.56 pm. Do you see there are two options identified, each of which involve resigning?

MS WARD: I see that.
15

MR CONDE: And do you see the consequences of that are identified under bullet - under No.2? As in the forfeit?

MS WARD: In that sentence, yes.
20

MR CONDE: And then the next paragraph is:

"I have spoken to her about this forfeit and she is fine - she wants to resign even if it's option 1."
25

Do you see that?

MS WARD: Yes.

30 **MR CONDE:** And however Star Entertainment and Ms Katsibouba might later have documented things, would you agree that, consistently with this document, Ms Katsibouba had herself been the party initiating her departure?

MS WARD: This is one email that I hadn't seen, I wasn't a party to, in what were a
35 number of months of discussions, and when you ask me the question about initiating, I am taking that to mean who - whether Ms Katsibouba or Mr Cooke commenced that series of discussions.

MR CONDE: Yes.
40

MS WARD: And so I don't see how this email has any bearing on who commenced those discussions.

MR CONDE: Well, would you agree that the email is consistent with
45 Ms Katsibouba wanting to leave, irrespective of financial consequence?

MS WARD: Well, I'm reading the first sentence, which says:

".. she is now seeking resignation."

Which indicates to me that she may not have been consistent in that. So I don't know.

5 **MR CONDE:** Right. If I may ask, then, about Mr George Hughes. Is it your understanding that Mr Hughes initiated his departure?

10 **MS WARD:** Well, again, I do not know whether Mr Cooke or Mr Hughes initiated a conversation about his ongoing employment. What I do know is from about the middle of the year, the middle of 2023, the board was encouraging Mr Cooke to initiate a discussion with Mr Hughes which would result in him departing the business.

15 **MR CONDE:** Are you aware, Ms Ward, whether these encouragements were written?

MS WARD: No, I don't think they were written.

20 **MR CONDE:** And the same for the encouragements you mentioned earlier in respect of Ms Katsibouba, that Mr Cooke initiate her departure as well, were those written, so far as you can recall?

25 **MS WARD:** I doubt it. I can't recall, but I doubt it. These would have been discussions.

MR CONDE: If we bring up STA.8000.0061.0154. Do you see Mr Hughes sent a letter - sent an email on 29 February at 7.16 pm and the first paragraph:

30 "It is with mixed emotions that I resign from my role ..."

And then third paragraph:

"Please accept this letter of resignation in conjunction with the signed deed."

35 Can you see that? And if we can go, please, to STA.8000.0061.0298, has a form of Deed of Release involving Mr Hughes and Star Entertainment Group come up for you, Ms Ward?

40 **MS WARD:** Yes.

MR CONDE: If we can go to page 0302, do you see, if we can enlarge clause 2.1, please, you see the deed records the basis of Mr Hughes' departure?

45 **MS WARD:** I do.

MR CONDE: And would you agree in his case, at least, that he resigned?

MS WARD: That's what is said here, yes.

MR CONDE: And now, in terms of Mr Cooke, Mr Cooke has given evidence today that on 10 March 2024 the Chair, Mr Foster, told him that the board had formed a view that he needed to go. Does that accord with your understanding?

5

MS WARD: I didn't hear that evidence from Mr Cooke, so I don't know whether he said that.

MR CONDE: Well, you can take it from me, on the assumption he did, the - is it -

10

MS WARD: Sorry, I apologise, Mr Conde. I thought you were asking me if it was my understanding he said that.

MR CONDE: Sorry, no. Is it your understanding that on 10 March 2024, Mr Foster told Mr Cooke that the board had formed a view that Mr Cooke needed to go?

15

MS WARD: I don't know. If this - if that conversation happened on that day, I wasn't party to it.

MR CONDE: Is it your understanding that Star Entertainment initiated Mr Cooke's departure or that Mr Cooke did?

20

MS WARD: Well, it is my understanding that the company initiated Mr Cooke's departure. As I said earlier, Mr Cooke had said to the board that he would do what the board decided, that he would go if the board said go, that he would stay if the board said stay

25

MR CONDE: Right. Are you aware of a whistleblower complaint that Star Entertainment received dated 28 February 2024?

30

MS WARD: I am.

MR CONDE: Was - to your understanding, was Mr Cooke's departure in any way related to the receipt of that complaint?

35

MS WARD: What do you mean by "related"?

MR CONDE: Well, did it arise from the complaint? Did matters -

MS WARD: No, it didn't arise from the complaint. As I said earlier, there had been ongoing discussions over the past months regarding Mr Cooke's termination.

40

MR CONDE: Was the whistleblower complaint, therefore, irrelevant to Mr Cooke's departure?

45

MS WARD: No.

MR CONDE: Is it correct, then, that it featured, at least in some way, the board's decision to ask Mr Cooke to leave?

5 **MS WARD:** It was not irrelevant. It was a piece of information that certainly would have been taken into account by the board.

[REDACTED]

10 **MR BELL SC:** What in your mind, Ms Ward, was the significance of the whistleblower complaint in your decision to participate in the board's decision to remove Mr Cooke?

15 **MS WARD:** It was a factor to be taken into account that such a complaint would be lodged.

MR BELL SC: Thank you. Yes, Mr Conde.

20 **MR CONDE:** Ms Ward, given it was the board's decision to remove Mr Cooke on your evidence, do you agree that Mr Cooke's exit statement of 22 March 2024 did not correctly record the circumstances of his departure?

MS WARD: Would I be able to see the document?

25 **MR CONDE:** Of course, if we can bring up STA.8122.0001.0012.

MS WARD: Yes, Mr Conde, I see it.

MR CONDE: So if you see in the first paragraph Mr Cooke wrote that it was:

30 "... with considerable reluctance and a heavy heart that I today announce I have, with my Board, accepted that I will step down from the Group CEO and Managing Director role with The Star."

35 **MS WARD:** Yes.

MR CONDE: And then further down in the - I think it's the sixth paragraph, it begins:

40 "A number matters have led to my decision today, however the determining factor in my decision has been a view I have formed recently that my continuing in the Group CEO role is not going to be conducive to the NICC determining to find The Star suitable."

45 And then the seventh paragraph:

"That view is informed by my understanding that the NICC's Chief Commissioner had issues with my decision to retain a number of existing executives."

Now, the references there to "my decision", wasn't it the board's decision, not Mr Cooke's?

5 **MS WARD:** Yes. Although that - I should say this is Mr Cooke's statement. It is not the board's statement.

10 **MR CONDE:** Well, you and your board colleagues knew of this exit statement and had provided comments on it and, indeed, it was agreed in the separation deed, wasn't it?

MS WARD: It was annexed to the separation deed, yes.

MR CONDE: So it was Mr Cooke's statement, but it was agreed to by the company.

15 **MS WARD:** Well, perhaps technically, yes. But the board had - I recall a number of directors had requested Mr Foster to ask Mr Cooke not to release this, and my advice to Mr Cooke at the time was he should not release this statement.

20 **MR CONDE:** Pausing just on that, Ms Ward, may I ask you first of all who the directors were who advised not to release it, and when you mentioned that your advice was not to release it either, if I could ask you to elaborate on your reasons for that. So if I ask you first, do you recall the other director or directors who advised not to release it?

25 **MS WARD:** I recall Ms Page made a similar comment and Mr Hodgson. Whether those were in meetings or in conversations between myself and those directors, I couldn't recall.

30 **MR CONDE:** And in terms of your own preference that it not be released, what were your reasons?

35 **MS WARD:** Well, I did not - it was not for the board to approve a statement of this nature, which is what Mr Cooke had asked for, and it was not helpful to - to set out these matters in such a statement. Not helpful to the company, and not helpful to Mr Cooke.

MR CONDE: In terms of it not - well, were you aware at that time, when you were counselling against the statement being issued, that it was in the separation deed?

40 **MS WARD:** No.

MR CONDE: When did you learn that it was in the separation deed?

45 **MS WARD:** Late on 22 March.

MR CONDE: And is it correct that by that time you realised that Mr Cooke had a - perhaps had right to send this?

MS WARD: Well, no, it is my - my recollection that Mr Cooke and his lawyers insisted that that statement be attached to the separation deed and that he expressly be given permission to release it, which I think was the words, and by that stage my focus was on ensuring that the separation deed was executed and that Mr Cooke left the business as soon as possible.

MR CONDE: In terms of the - you mentioned you thought the statement was not helpful either for the company or for Mr Cooke. Can I ask you the reasons why?

MS WARD: My views today or my views at the time?

MR CONDE: Both.

MS WARD: I felt that the things Mr Cooke - some of the things Mr Cooke wanted to say would potentially be damaging to the company's relationship with the NICC, with the regulator. I thought that the general tone of the statement reflected Mr Cooke's state of mind at the time that he felt - I think it was said earlier - under assault, and that he was seeking to justify or protect his reputation in a way that he would come to regret. So I felt it was not in - and I - just sharing these kinds of details with the entire staff, I thought, was ill-advised.

MR CONDE: Would you agree that the statement risked perpetuating a state of conflict between the company and the regulator?

MS WARD: Well, I don't believe there was a state of conflict between the company and the regulator.

MR CONDE: Well, would you agree that the statement was antagonistic of the regulator?

MR COOKE: I wouldn't use the word "antagonistic".

MR CONDE: Well, do you see in the seventh paragraph:

"That view is informed by my understanding that the NICC's Chief Commissioner had issues with my decision to retain ..."

And so forth?

MS WARD: Yes.

MR CONDE: It's quite personal in respect of an individual commissioner at the NICC; correct?

MS WARD: Yes.

MR CONDE: And would you agree it risks perpetuating a feeling of victimisation among employees?

MS WARD: Well, I'm not sure there was a feeling of victimisation among employees. I don't know.

5 **MR CONDE:** Perhaps if I put it this way: There is a risk of sending a message to some 8,000 or so staff that he was being pushed out by the regulator. Do you agree with that?

MS WARD: I agree with that.

10

MR CONDE: And whether that were true or not, would you agree there is no real use in saying it?

MS WARD: I didn't think the statement should be distributed, as I said.

15

MR CONDE: Yes. I think you said, Ms Ward, that those were your thoughts at the time. They remain your views today, do they?

MS WARD: They do.

20

MR CONDE: Now, if you and/or board colleagues considered that Mr Cooke should not issue the statement did you take any steps to stop that statement being distributed?

25 **MS WARD:** Well, as I said, I recall that I - and I think others - tried to persuade or counsel Mr Cooke not to - not to release the statement, and asked Mr Foster, who was leading the discussions with Mr Cooke through this period, to ask for - tell him not to do it.

30 **MR CONDE:** Perhaps if we can bring up minutes of a board meeting, STA.8000.0173.0001. And this will need, Mr Bell, to be marked as MFI23.

MR BELL SC: MFI23.

35 **MR CONDE:** You see, Ms Ward, these are minutes of The Star Entertainment Group for Thursday, 21 March 2024?

MS WARD: I see that. Are these draft minutes or final minutes?

40 **MR CONDE:** My understanding is that these are the final ones. There were previously some draft ones also in the Hearing Book but these are final and signed, I believe. If we can go to the next page. Yes. So if we can go - do you see these are signed, Ms Ward?

45 **MS WARD:** I see that, yes.

MR CONDE: If we can go back to page 0001, and if we can enlarge the middle of the page. So, first of all, towards the top, do you see Mr Cooke was an apology and not in attendance?

5 **MS WARD:** Mr Cooke was not in attendance. I see it listed beside "Apology". I'm not sure that he was invited. I don't recall.

MR CONDE: And then under Executive Changes and Retention Framework, the second paragraph, do you see it says:

10

"The board discussed the proposed exit of CEO, CFO and Chief of Staff and agreed all should occur by way of termination of their contracts without cause. Chairman noted that an updated release in relation to the proposed group CFO departure has been prepared by external advisers."

15

Then it says:

20

"The board discussed the status of a CEO exit statement, noted it was not for the board to approve and expressed concern about the statement being released and asked the chairman to encourage the CEO not to release the statement. The chairman advised that the CEO currently intended to release it as an internal email and agreed to speak to the CEO."

25

Do you see that, Ms Ward?

MS WARD: Yes, I see that.

30

MR CONDE: Would you agree that if the board didn't want this statement to go out, that this was a pretty weak response, wasn't it?

MS WARD: What do you mean "weak"?

35

MR CONDE: Well, if you didn't want the exit statement to go out, all the board has done is expressed concern about it being released and asked the chairman to encourage the CEO not to release. Do you agree the board could have taken stronger action?

40

MS WARD: Yes, and - that is possible. The words used that are described as "ask the chairman to encourage", the actual words used in the meeting may have been stronger.

MR CONDE: But the board didn't resolve that the exit statement should not be issued, or something like that; correct?

45

MS WARD: No, it did not.

MR CONDE: Do you - reflecting on this now, do you consider that the board should have taken stronger action?

MS WARD: Could you just remind me - if I could see the top of the document - when this meeting was?

5 **MR CONDE:** Of course.

MS WARD: Yeah, so the morning of the 21st. So the focus at that time was on resolving the terms of the deed with Mr Cooke, and as I recall the discussion at the meeting was that Mr Foster said Mr Cooke and his lawyers were considering that the position that had previously been put in relation to the exit statement, that it should - there should be no such statement, but that Mr Cooke was adamant on this point. And I recall that we said, "David, you've got to tell him not to issue it". That's my recollection of the discussion.

15 **MR CONDE:** If we can bring the statement back up please, it's STA.8122.0001.0012. And the seventh paragraph I took you to earlier it says:

"That view is informed by my understanding ..."

20 Would you agree that Mr Cooke effectively assigned blame for his departure on the Chief Commissioner of the NICC personally?

MS WARD: Well, he's stating what his understanding is at that time.

25 **MR CONDE:** But in terms of a communication going out to thousands of people, my question was about the effect. It effectively assigned blame on a particular person within the regulator on a personal level. Would you agree?

MS WARD: Well, it's referring to the individual, the Chief Commissioner.

30

MR CONDE: Well, in circumstances where Star Entertainment had a suspended licence, it was important - it is important for the company to rebuild confidence and trust with its regulator. Would you agree that Mr Cooke's exit statement did not assist with that?

35

MS WARD: Did not assist.

MR CONDE: Now, if we go, then, to STA.8122.0001.1519, this should be a letter to the NICC dated 22 March 2024. And do you see it records in the two bullet points that each of Mr Cooke and Mr Jenkins had tendered resignations, is the language used there?

40

MS WARD: I see that.

45 **MR CONDE:** And is that not inconsistent with Mr Cooke being told, on 10 March 2024, that the board had formed a view he needed to go?

MS WARD: It seems to be.

MR CONDE: If we then go, please, to INQ.5002.0001.0116, and if that could be enlarged, please. Do you see this is an email from Mr Foster to the NICC dated 27 March 2024 at 12.40 pm?

5

MS WARD: I see that.

MR CONDE: And have you seen this email before, Ms Ward?

10 **MS WARD:** I believe I have seen it in the course of these hearings or in preparation for this inquiry.

MR CONDE: Do you see in the first paragraph there is reference to "this morning's meeting"?

15

MS WARD: Yes, I do.

MR CONDE: Was that a meeting which you attended with Mr Foster?

20 **MS WARD:** I believe it was. I did attend a meeting with Mr Foster on or about that date.

MR CONDE: And do you see then the next paragraph it says:

25 "Just to summarise a few of the key actions to date:"

And then there is a heading Management Change and then a bullet point:

30 "Last Friday terminated without cause, CEO Robbie Cooke, CFO, Christina Katsibouba ..."

And it mentions Mr Jenkins and then later it says:

35 "In addition a longstanding team member George Hughes was also terminated without cause a couple of weeks ago."

Whether or not that's correct in respect of Mr Cooke, it was not correct in respect of Ms Katsibouba or Mr Hughes, was it?

40 **MS WARD:** My understanding is that it was not correct in respect of Mr Hughes, but it was correct in respect of Mr Cooke and Ms Katsibouba.

MR CONDE: Pausing there, then, just in respect of Mr Hughes, then, do you agree this communication was wrong?

45

MS WARD: I think it was mistaken.

MR CONDE: In terms of Ms Katsibouba, she had initiated a process for her departure from December 2023, hadn't she?

5 **MS WARD:** As I said, I don't know whether she initiated those discussions with Mr Cooke or not, but I do know that the board had asked Mr Cooke to initiate discussions with her.

10 **MR CONDE:** Now, Ms Ward, I'd like now to ask you some questions about culture. Do you agree that in the first six months of 2023, that was an all-important time for Star Entertainment to set an internal narrative of transformation to a new Star?

15 **MS WARD:** When you say "all-important", I don't think - I'm not sure whether it was more important than the period that preceded it or the period that followed it, but it was an important period. I would agree with that.

MR CONDE: Would you agree that, instead, a negative and even toxic culture set in?

20 **MS WARD:** No.

MR CONDE: Would you agree that the GLT was - or before that I think it was called ExCo - was dysfunctional during the first half of 2023?

25 **MS WARD:** No, I don't think I would agree that it was dysfunctional. As I understand, the leadership team, whatever it was called, was functioning, was meeting regularly. It was - there were papers, there were agendas, members of the leadership team were invited and encouraged to add items to the agendas and to contribute to the discussions. So it was functional. Was that your - sorry, I don't recall the second part of your question, Mr Conde.

30 **MR CONDE:** No. You've - you referred earlier to discussions you'd had with Ms Ivanoff on 31 August and 1 September.

35 **MS WARD:** I did.

MR CONDE: Did those conversations raise concerns in your mind about the GLT?

40 **MS WARD:** She suggested to me in one of those conversations, probably September, that she felt the GLT was not always spending time on the right matters, that it was sometimes spending time on the wrong matters or sometimes prioritising matters that - spending too much time on matters, words to that effect. And she also, as I said, suggested some members of the GLT were not stepping up, playing the role that she would expect as members of a high-performing leadership team.

45 **MR CONDE:** If we can bring up, please, STA.8122.0001.1741. Just while that's coming up, though, Ms Ward, Ms Ivanoff's comments to you in those discussions that you've just referred to, are they not consistent with a view that the GLT was dysfunctional?

MS WARD: Well, as I said before, it was clearly functional. It was meeting; it was doing certain things. Whether it was functioning optimally is how I took Ms Ivanoff's comments. In her view, it was not.

5

MR CONDE: Right. And in your view, was the GLT not functioning optimally during 2023?

MS WARD: I'm sure that it could have functioned more efficiently and effectively at various periods through 2023, but your question is quite sweeping, so I don't know how to respond.

MR CONDE: In terms of the document that's just come up, a more recent document, 25 March 2024, and it's an email from you to Mr Cooke dated 25 March and it's in relation to - a response to a request for information. Do you see that?

15

MS WARD: Yes, I see that.

MR CONDE: Do you see in the third sentence commencing just at the end of the first line:

20

"I do not believe the issues around TPM breaches and the investigation have been flagged to the board or any committee in a timely manner."

25 May I ask you to elaborate on that, please? And I'm sorry, Mr Bell, I need to mark this as MFI24.

MR BELL SC: MFI24?

30 **MR CONDE:** Yes.

MR BELL SC: Yes.

MS WARD: So I believe what I meant in that sentence related to issues that the inquiry has covered relating to an investigation that commenced in January '24 and then expanded, and the investigation is still ongoing. The initial investigation in relation to one GSO, I think is the acronym, in The Star Sydney was advised to either - I can't remember which committee, but my recollection is a Risk Committee or a Compliance Committee - Compliance Committee for Star Sydney or a Risk Committee for The Star in early February. So we were advised there was an investigation in relation to one GSO.

40

45 Subsequently that investigation expanded, as I think the inquiry has heard, to cover a larger number and then a larger number of that team. And what I meant by the comment here was the expansion of that investigation and the indication that there may be more of a systemic issue rather than an isolated incident had not been escalated to the board as I would have expected.

And so at the time of writing this email, I had seen a paper that had been prepared to come to the next Safer Gambling, Governance and Ethics Committee meeting, which was elaborating on that expansion of the investigation, but I would have expected the expansion of that investigation and the matters which were being uncovered to have
5 been escalated to the board prior to reading it in a board pack.

MR CONDE: Right. And are you aware that the investigation has expanded further to include three incidents in Queensland?

10 **MS WARD:** I'm aware that as the Sydney investigation progressed, The Star initiated investigations in the other properties to seek assurance, or to investigate whether such conduct was occurring in those places.

15 **MR CONDE:** But are you aware that such conduct - three incidents of such conduct have been identified in Queensland?

MS WARD: Yes, I am aware and the board is now receiving daily updates on the progress of those investigations.

20 **MR CONDE:** I see. Did you first become aware when that information was revealed during - I think it was Mr Saunders' evidence to this inquiry?

25 **MS WARD:** No, no. We had become aware at the meeting referred to in this email, where the Safer Gambling Committee discussed this matter. We - sorry, I may be confused. There was a discussion at that meeting and there was a discussion at a board meeting on or about the same day where we had a presentation from Mr Borchok, who is leading the Investigations team. So we were aware that the investigation had expanded to include the other properties.

30 **MR CONDE:** Do you - this is a separate topic, Ms Ward. Do you recall the announcement of this inquiry and when you first learnt of it?

MS WARD: Yes, I do.

35 **MR CONDE:** And when - was that in a board meeting?

MS WARD: No, it was in an Audit and Risk Committee meeting on, I believe, 19 February.

40 **MR CONDE:** And was there a board meeting shortly after, or around that time?

MS WARD: There was a board meeting certainly the following day and possible that afternoon. I can't recall the sequence of meetings.

45 **MR CONDE:** In that meeting, in the board meeting, either the following day or whenever it was, how would you describe the reaction of the board to this inquiry?

MS WARD: In the board meeting or in the meeting during the course of which we learned of the inquiry?

MR CONDE: Happy to ask about both.

5

MS WARD: So my recollection, the sequence of events was that the Audit and Risk Committee was meeting on the morning of 19 February and partway - and that a topic of discussion at that time was finalising the half-year financial statements for release some time later that week, had been planned. And during the course of that meeting, my recollection is messages came in to board members which indicated that an inquiry - that this inquiry had been announced and my - that was a surprise. It was not something that we had any forewarning of.

10

As I recall, Mr Foster and Mr Cooke each received an email, I believe, from the NICC at about 9.40, and at the same time other board members were seeing headlines or media reports of the inquiry. And I remember the time because the markets were due to open in very short order, and we very quickly sought details of what had been announced and made a decision to seek trading halt for the shares of the company to give us an opportunity to consider what had been announced and whether any - what, if any, further announcement we needed to make. And as I recall, that ASX release went out before 10.

20

MR CONDE: And then in the board meeting?

MS WARD: Well, my recollection is that the board discussed this later that afternoon in conjunction with advisers, because we had sought advice about the Terms of Reference, the scope of the inquiry, what this meant, what had actually been announced, and given that we were in the process of finalising the half-year results announcement, we needed to take advice as to whether this announcement of this inquiry was a matter that required any reference or explanation or change to the director's report or the financial statements.

25

30

MR CONDE: Would you agree that - sorry, did you make a comment to the board that this inquiry should be stopped?

35

MS WARD: I don't believe I said that, no. I know it was suggested earlier that I did. I cannot recall saying that.

MR CONDE: Is it correct that you don't deny, but you can't recall?

40

MS WARD: Well, there were - as I've explained, this news came in in the course of a meeting and there were multiple concerns expressed at that time. So there were multiple discussions going on around the table at that time and there was - directors were surprised that it appeared we - that it appeared that the announcement of the inquiry had been made publicly before or at least simultaneously with the board without us having time to consider or prepare or even understand what had been announced.

45

5 So I recall that I said, "We need to get advice about this. What is the inquiry? What
are the Terms of Reference? What is the scope of the inquiry?" I recall
Ms Katsibouba was in the room, because we were in the middle of an Audit
Committee to which she was contributing, and she expressed concerns about the
10 pressure on staff of another inquiry, that this would be very damaging to the
organisation - to an organisation that was already under stress. I can't remember if I
or anybody said - used the words "Stop the inquiry".

10 **MR CONDE:** Do you agree with a suggestion that the board adopted a fight-back
stance?

MS WARD: No.

15 **MR CONDE:** Mr Bell, I have another topic. I see the time.

MR BELL SC: Yes, I'll adjourn now until Monday morning at 10 am, next Monday.

20 **MR CONDE:** Before adjourning, Mr Bell, may I ask that aside from Ms Ward not
being permitted to discuss her evidence, that you grant leave for her to have whatever
discussions she needs to have in her role as Lead Non-Executive Director? I think
this is a matter that my friend raised with me.

MR BELL SC: Of course. There is absolutely no difficulty with that, Ms Ward.

25 **MS WARD:** Thank you, Mr Bell.

MR BELL SC: Yes, I'll now adjourn.

<THE HEARING IN PUBLIC SESSION ADJOURNED AT 4.59 PM