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The fate of CSR projects when ownership changes takes place from One Extracting Company to another

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Abstract: *In both developing and developed countries, company ownership sometimes changes thereby affecting the CSR activities run by such companies. Research shows however that in most cases, when company ownership changes hands, both the CSR projects and the CSR commitments are often taken over by the incoming company as a show of commitment and goodwill towards the outgoing company and the local community who depend on such CSR programmes. But in some cases, these 'inherited' commitments have ended up being dishonoured with some incoming companies electing to completely ignore 'inherited' commitments only choosing to implement what are arguably more regressive community development programmes and CSR policies. Research shows that such incoming companies often come up with completely new CSR activities depending on emerging community needs and resource availability among other factors. This not only helps such an incoming company to maintain legitimacy or social licence to operate but to also contribute to national development through sustained benefits to all. This paper discusses what happens to the CSR activities as a result company ownership changes.*

Key Words: *Corporate Social Responsibility (CSR), Mining, Titanium, Tiomin (k).Titanium.*

1. Introduction

What companies including those in the extractive industry decide to do with existing CSR activities when they take over mining operations remainan interesting field of study. It is worth noting that in both developed and developing countries; company ownership often affects the corporate social responsibility activities (Brettle 2013). Research shows that in most cases incoming companies often inherit all the CSR projects and commitments, improve on them and even introduce some new ones (Kidwell, 2011). They do this as a sign of goodwill and in bid to maintain the social license needed to carry out mining operation (Linda, 2013). Continuing with such CSR projects prevents the disruption the services already being enjoyed by the community

(Andreas, 2013).But some companies are known not to keep these commitments.

Some classic examples of company ownership changes occurred in 2000, when Rio Tinto acquired North Limited, an Australian company with iron ore and uranium mines, for $2.8 billion. The takeover partially occurred as a response to North Limited's 1999 bid to have Rio Tinto's Pilbara railway network declared open access(Chambers, Matt 17 January 2013). And in November 2018, the Pan American Silver mining company reported that it was interested in buying the shares of Canadian Tahoe Resources, the company owning Minera San Rafael in Guatemala where representatives of Minera San Rafael confirmed that interest existed by Pan American Silver, the world's second largest silver mining company with operations in Mexico, Peru, Bolivia and Argentina.

In Africa, the rapidly-expanding cases of company ownership changes now includes Kenya where these changes often affect the CSR activities as witnessed in the case of Kwale Titanium mining project when ownership changed from Tiomin (k) to Valdiumand finally to Base Titanium Company in year 2000. The latter inherited all the over fifteen CSR projects and commitments that had been undertaken by the former (www.basetitanium.com).

Company ownership change can result in either positive or negative effect on the CSR activities. It serves well when a company inherits and improves all the CSR projects and commitments and even introduces new and negatively when such a company fails to honor the inherited CSR projects and commitments (Umejesi, 2012).

Upon the realization of the effects of company ownership changes on CSR projects, several strategies have been devised to ensure such changes of do not negatively affect the ongoing CSR activities especially those that are helpful to the community members (Imbun, 2017).In China, the law provides for a systematic company ownership change in such a manner as not to interfere with the running CSR projects and programmes.

2. Change of company ownership

It seems that as quickly as a mine is established in Africa, it can come under the control of new ownership.Mergers and acquisitions (M&A) and corporate restructuring including in mining companies are a big part of the corporate finance world (Fondo, 2015). These actions often make the news. Some of thesedeals can be worth billions of dollars and hence dictate the fortunes of the companies involved for years to come (Fondo, 2015).

Company ownership change calls for change of organizational management and transformation which have become permanent features of the business landscape including the mining industry (Jane, 2017). Growing and adapting to the changing marketplace necessitates that firms pursue significant behavioral shifts from time to time. The risks associated with such changes must be minimized and ensure better prospects to stakeholders, everyone in the organization as well as the CSR activities sponsored by such organization. Well planned company ownership change leads to embedding of corporate responsibility with every individual for improved welfare of society in general (Casamba, 2014).

Yet according to a 2013 Strategy& Katzenbach Centre Survey of global senior executives on CSR and change management, the success rate of major change initiatives affecting CSR activities is only 54 percent.

People should be given due importance and are allowed to participate in the organizationalchange process because full involvement in such can allow for many goodideas with regard to the business in corporate enterprises and CSR activities in particular (Sheehy, 2015).

Often, the company's employees are the people most affected by a change of business ownership. The human capital that goes with a business can be the most important asset in the transaction (Pegg, 2013). But respecting the employees' concerns through constant communication helps them feel at ease and as part of the change process (Lin, 2018).

Regardless of location, when a company’s industrial activities come under new ownership, changes are inevitable: labour forces are restructured; downsizing often takes place; and machinery is replaced outright. These changes are made by management who, mindful of the purpose of doing business, is looking to reduce costs and maximize profits (Kidwell, 2011). Company ownership changes can lead to general reorganization, specifically change in the organizational structure (Namey, 2012). Management at all levels may be changed and even departmental or office duties may be reorganized so that employees have to deal with new supervisors and with being given new responsibilities, which in the beginning some employees may resent *(Kotler, 2013).* There may also be the issue of Personnel Changes whereby the new owners decide to reduce staff, or bring in their own people in management or staff roles and replace those that occupied those positions before. Also there can be Systems integration when two companies merge; they often face issues regarding how to integrate their respective information technology systems so information flows smoothly from one to the other (Ismail, 2000). Another exciting aspect of a business changing hands comes when the new owners implement their own strategic plan for growing the business. This can involve creating new products and entering new markets, such as selling internationally. The new owners may challenge employees to significantly increase sales or improve operational efficiency. This new strategic direction can re-energize the entire organization. There can also be exit of employees or customers as well as change in vendors or suppliers (Shamir, 2011).

Research indicates that most mergers and acquisitions can take a long period of time from inception through consummation; a period of 4 to 6 months is not uncommon. The time frame will depend on the urgency of the buyer to perform due diligence and complete the transaction, and whether the selling company is able to run a competitive process to sell the company, generating interest from multiple (Jennifer, 2012).

In the event of company ownership changes, numerous transfer mechanisms are often employed in such transfers, including management buyouts (MBOs), Employee Stock Ownership Plans (ESOPs), leveraged recapitalizations, and other corporate finance techniques that are used to facilitate ownership transfer, in addition to outright sales (Kaschny,2018). This entails the purchase of a property, assumption of mortgage debt, commitments,and exchange of possession of a property or any other land trust device.

3. Fate of the CSR projects in the event of company ownership change

Little research has been undertaken to determine how a merger or outright takeover of a company affects the CSR activities strategy at a mine, including the fate of commitments made by previous managementwith regard to community development and environmental protection

(Jennifer, 2012*)*. And so, while it is normal for mining operations to change hands from one company to the other, the question that then arises is what then the fate of the CSR projects when mining operations are taken over by another mining entity. This phenomenon otherwise referred to here as 'inherited CSR'[1] see (Hilson, 2011) has received little attention in literature, let alone in the context of mining, an industry which is fraught with conflict over their mining activities, and one in which changes in ownership occur frequently (Philippe at el, 2014).

In recent years, criticisms of mining companies' environmental and social performance have mounted (Lange, 2016); but few analyses have taken stock of the industry's dynamic managerial structure and the impacts a change in mine ownership can have on CSR activities. This applies more to Africa, a region where corruption is rampant, fiscal transparency is low and, where despite what may be said otherwise, the pressure to embrace the concerns of communities is virtually nonexistent (Mitchell and Jorgensen, 2017).

With little evidence to suggest that CSR at least in the conventional sense applies to mining, it has become nearly impossible to forecast what a company operating in Africa will do following a merger or acquisition (Campbell, 2013).Only the works ofWood*and Donna J. (1991)*have been found to have researched on this matter and both of them generally agree that in the event where merger or outright takeover of a company by another, the CRS strategies have largely remained the same with the new companies either maintaining if not improving on the commitments made the previous management(Hilson, 2011). This paper seeks to verify the assertion by the two.Research shows that companies always initiate CSR projects as a way of getting social license to operate and whenever company ownership change take place, the incoming companies not only inherits all the CSR commitments but often tend to improve them and also as introduce new CSR programmes (Terre Blanch et al, 2016). Buy so doing; they seek to maintain the already existing social license[2] to operate.

But there is no convincing argument which would suggest that 'inherited' commitments to CSR, which are rarely bound by written agreement, stand a better chance of being upheld following a merger or acquisition (Warhurst, 2001). This raises a more important question as to what happens if following a

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[1] Inherited corporate social responsibility programmes are those CSR activities taken over by a new company from an old one in the event of company ownership change.

[2]A social licence to operate (SLO) refers to the level of acceptance or approval by local communities and stakeholders of organization's and their operations.

takeover, a mining company does not honor the other agreements in place with the communities it is operating in, and why its managers would feel obligated to continue upholding what are no more than verbal agreements with catchment communities. Some scholars would argue that there is a business case in doing so, a need to secure and honor a 'social license to operate', and because of accountability (*Wood, Donna 1991*). But, there is no credible foundation on which to base these arguments. The ease with which the management of so many newly-acquired mines have pursued an entirely different course when it comes to CSR, often in the face of stiff community resistance, illustrates, at least in the context of Africa, how anecdotal these arguments are (Rowley, Timothy (1997). The merging of two mining companies can entail the fusing of radically different corporate cultures; in cases where an acquisition has occurred outright, a new corporate strategy is often superimposed. The implications these changes have for CSR outcomes, though significant, have received minimal attention in the literature (UNECA, 2012).

In most cases, local communities are rarely satisfied with the programmes that are rolled out but new management no doubt handles these pledges much in the same way that it would handle issues such as staffing and operations (Pegg, 2013). The key difference and concern with CSR, however, is that unlike staff or suppliers, who are often under contract and are protected by the labor laws, commitments to community development and often environmental protection, are rarely much more than verbal or unenforceable written promises (Philippe at el, 2014). The ease with which miners have been able to make changes in areas such as community development, the environment and employment reaffirms some of the concerns raised about the tangibility of the arguments underpinning the case for CSR in the extractive industries, and more specifically,mining (Aryee, 2011).

On a positive note, some of the more progressive mining companies that have acquired projects and exploration 'rights' in Africa have upheld many of the commitments made by previous management, often using existing policies as a foundation to develop more comprehensive programs (Belem, 2014). But other companies have elected to ignore 'inherited' commitments completely, choosing to implement what are arguably more regressive community development programs and CSR policies. The problem in Africa is that there is no real need for mining companies to remain committed to the pledges they 'inherit': here, governance is low, regulatory enforcement is questionable and corruption is rampant (Terre Blanch et al, 2016). Mergers in the mining industry almost always result in a shedding of personnel, including machine operators, drivers, and unskilled and semi-skilled laborers, many of whom are under contract (Leedy& Ormrod, (2011).

4. The Case of Kenya

In Kenya, Change of company ownership is not a new phenomenon. For instance, Tata Chemical Magadi (formerly Magadi Soda Company) was established at Lake Magadi, Kenya in 1911 and later became a wholly owned subsidiary of the UK-based Brunner Mond PLC. The original Brunner Mond and Company was formed in 1873 and began manufacturing soda ash in the UK in 1874.

In 1926 Brunner Mond combined with three other chemical companies to form Imperial Chemical Industries (later ICI). In 1991 Brunner Mond Holdings Limited was formed and included the Kenyan soda ash products business from ICI. The soda ash activities of Akzo Nobel in the Netherlands were acquired in February 1998.

In September 1998 Soda Ash Investments PLC completed the acquisition of Brunner Mond PLC. Brunner Mond shares were delisted from the London Stock Exchange in September 1998 and the company was subsequently renamed Brunner Mond Group PLC.

In December 2005 Tata Chemicals acquired a 100 per cent stake in Brunner Mond, thus bringing Brunner Mond and Magadi Soda into the Tata fold. Tata Chemicals is the world's second largest manufacturer of soda ash. Its portfolio includes other inorganic chemicals, agri businesses (crop nutrition and protection) and household essentials (table salt, food additives, water purifiers, etc).Another change of company ownership occurred when Base Titanium Limited a wholly-owned subsidiary of Base Resources Limited was completed at the end of 2013 after changing hands from Tiomin and the first bulk of shipment of limonite departed from Mombasa in February 2014.

5. The need for social license to operate

It is recognized that Social License to Operate[3](SLO) is still an emergent concept in the mining sector.

[3]The ongoing approval by the local community and other stakeholders, or broad social acceptance of a project by the community.

While there is a risk that various interest groups (industry, government or communities) might choose to seize upon the term to meet their own political objectives and goals (Bice and Moffat, 2014), there is perhaps also potential to think about SLO as a way of building consensus among diverse perspectives, particularly in terms of building trust and fairness in stakeholder relations. There is real value in understanding the mechanisms underpinning SLO, and the way they operate. This includes the central role of trust in these relationships and what might be required to build genuine trust between stakeholders. It also includes understanding exactly how procedural fairness, the distribution of benefits from the company and citizen confidence in governance of the industry can contribute to greater trust and acceptance of how the mining operations are managed conducted with regard to the CSR activities. Changing societal expectations have influenced the way industries involved in the development or extraction of natural resources conduct their operations around the world (Cater, 2013). Increasingly, communities are demanding more involvement in decision-making around such operations, have expectations of receiving a greater share of the benefits from these operations and require assurances that the industries involved are appropriately regulated (Tabbush, P. 2004). The combination of increasing pressures on industry performance and the associated societal acceptance of such operations has been described as the 'social license to operate'. Originally used to describe the social acceptability of mining operations, the term has since been applied to explore the broad acceptance that communities and other stakeholders provide to the activities of the forest, agriculture and energy sectors (Cater, 2013). It is well established that the term, SLO, has been applied and adopted most extensively within the mining industry. The term emerged, in part, as a result of the increasing pressure and scrutiny this industry was coming under in terms of its environmental impacts and social performance. Throughout the 1990s, there was a fundamental shift in the way that environmental and social impacts of this industry were perceived, with highly publicized tailings dam failures, chemical spills and conflicts with communities impacting negatively on the industry's reputation (Syn, 2014). At the same time, societal values and attitudes towards the natural environment and the industries impacting negatively on it were changing (Joyce and Thomson, 2000). Increasingly, the concerns of society were also being translated into direct action against resource projects at a local level. Such conflict with communities has been shown to have high financial, opportunity and personal costs to mining companies and their personnel (Tabbush, 2004). It also signalled that communities were becoming more active in challenging the nature and fairness of the costs and benefits associated with mining industry developments (International Council on Mining and Metals (ICMM) 2012). Not only had community expectations about the performance of the extractives sector increased over time, so too had the direct involvement of citizens in decision-making about industry development (Thomson and Boutilier.2011). This also meant community relations were now recognized as a strategic part of managing risk and opportunity (Humphreys, 2000), and establishing an SLO. These shifts in societal values and their impacts on industry are not unique to the mining sector. Since the term was first coined in 1997 (Colvin et,al. 2015a), SLO has increasingly been adopted and applied in a range of other industry contexts to describe the changing nature of company–community interactions and the level of acceptance afforded to resource development operations. This includes the adoption of SLO in various energy industries (Prno, 2013), in farming and agriculture (Cater, 2013) and in forestry (Parsons et, al. 2014) as well as the associated pulp- and paper-manufacturing sector (Williams et, al. 2013). Within the forest sector, there is evidence that the forest industry in North America started using SLO as early as 1999 to describe their projects and the nature of stakeholder relationships in and around their industry (Prno, 2013).

6. The Carroll's Pyramid of Corporate Social Responsibility

Nearly 20 years later Carroll's Pyramid[4] remains highly relevant. It is regularly cited, debated, modified and criticized by academia, corporate leaders, politicians and social commentators. But to understand the Pyramid's true relevance one must look beyond the debate and focus more on its practical application.

The Pyramid's importance persists given its simplistic yet fundamental framework by which any company can not only comprehend the necessary principles of social responsibility, but ultimately set forth the practices to achieve each step of the pyramid with the ultimate goal of reaching the top(Shamir, 2011).

In the past, the common perception of a business responsibility was to maximize their firm's profit.

[4]Carroll's CSR Pyramid is a simple framework that helps argue how and why organization's should meet their social responsibilities.

This is because businesses were perceived to always put the shareholder interests first. However, businesses are moving towards impacting the socials and environments. Several studies have found that businesses now have direct responsibilities to various other stakeholders which include preventing the harm of human rights and ensuring that there are solutions available if abuses occur(Pegg, 2013).

The modern view of business responsibility demands companies to help in problems relating to public welfare. As firms have no utmost responsibility for these unpleasant situations, philanthropic responsibilities are still not mandatory (Warhurst, 2001). However, due to a decrease of social institutions that provide help to the communities, people have higher expectations towards company and believe that they should take part in filling up the shortages. Carroll has proposed a CSR concept, Carroll's Pyramid of Corporate Social Responsibility, which states the organizations four business responsibilities – (i) economic, (ii) Legal, (iii) Ethical, and (iv) Discretionary (philanthropic). These four components are complementary to each other (not mutually exclusive). The pyramid of responsibilities should be seen as a whole and the different parts should not be separated. To be profitable as a company, minimize cost and maximize sales or make sensible strategic decisions are at the base of *economic responsibilities* (Carroll and Buchholtz 2003). Economic performance is required by the society. The second layer is the *legal responsibilities* and it is also required by society.

In these responsibilities companies are expected to obey the law, because the law mirrors show the society regards as accepted or unaccepted. The difference of the *ethical responsibilities* from the first two responsibilities is that the ethical responsibilities are not required but expected by society. To assert ethical leadership, avoid questionable practices or operate above the minimum standard of the law could be examples for the ethical responsibilities(Wamba, 2010). The *philanthropic responsibilities* stand at the top of the pyramid and to be a good corporate citizen and improve the quality of life for the society is the aim of these responsibilities. Corporate contributions, to support the community by providing programs or engagement in volunteerism can be example for the philanthropic responsibilities. To some extent the philanthropic responsibilities are desired and expected by the society(Jennifer, 2012*)*.

7. 'Inherited' Corporate Social Responsibility at African Gold Mines

The thirst for foreign investment across the developing world, particularly in the extractive industries, is fuelling a 'race to the bottom'. In the face of stiff competition from other states, many developing countries have systematically 'relaxed' their environmental and social standards, as well as implemented a series of generous economic incentives, in order to attract investment and/or retain existing industries (Pegg, 2006a, b; Belem, 2009). Whilst many executives have been quick to deny that a 'race to the bottom' is, in fact, taking place, and downplay its overall influence on decisions concerning the locating of projects, the industry's current development trajectory suggests otherwise: as already noted, today, close to 80 percent of gold mining activities are found in developing countries (Williams, R. and Walton, A. 2013). Over the past two decades, many multinational mining companies have established and/or expanded operations in sub-Saharan Africa in particular, lured to the likes of Ghana, Tanzania, Mali and Mozambique by a host of generous investment incentives. In Tanzania, for example, up until only recently, foreign gold mining companies were permitted to repatriate 100 percent of their profits (Lange, 2006). In Mali and Burkina Faso, a low royalty of 3 percent – a figure which has quickly become the norm across sub-Saharan Africa – is applied to production (Campbell, 2003; Forster and Bills, 2003). The amount of investment the region has attracted since the late-1980s to develop the sector has been unprecedented, as has the resulting growth in gold mining and exploration activity. Revamped mineral legislation and investment frameworks have, inter alia, stimulated a 700 percent rise in gold production in Ghana; been responsible for a doubling of gold output in Mali over the past decade; and fuelled an exploration 'boom' in Uganda, where activity is expanding by 10% annually(Aryee, 2001; Government of Uganda, 2006; Belem, 2009). Figure 1 provides an overview of the gold mining landscape in sub-Saharan African Africa. But it seems that as quickly as a gold mine is established in sub-Saharan Africa, it comes under the control of new ownership. Whilst takeovers and mergers are not alien to any industry, with mines, over a period of a decade, five changes in project ownership is not uncommon. As Table 2 illustrates, over the past two decades, there have been a number of rather unprecedented mergers in the gold mining industry in particular, many of which have had a profound impact in sub-Saharan Africa (Jane, 2017). New management brings new ideas and often implements radically different policies. With little evidence to suggest that CSR – at least in the conventional sense – applies to gold mining, it has become nearly impossible to forecast what a company operating in sub-Saharan Africa will do following a merger or acquisition. The issue which this section of the paper aims to highlight is how a change in ownership can potentially convolute extant commitments to CSR and/or sideline the programs a project has in place with catchment communities (Warhurst, 2001). As will be illustrated using a case study of Ghana, Africa's second largest gold producer, following a number of acquisitions and mergers, a gold mine's policies on CSR and stewardship can, in fact, change – and often, quite radically (Linda, 2013). The ease with which Ghana's gold miners have been able to make major changes in areas such as community development, the environment and employment reaffirms some of the concerns raised in the previous section about the tangibility of the arguments underpinning the case for CSR in the extractive Industries, and gold mining more specifically (Umejesi,2012). On a positive note, some of the more progressive gold mining companies that have acquired projects and exploration 'rights' in sub-Saharan Africa have upheld many of the commitments made by previous management, often using existing policies as a foundation to develop more comprehensive programs (Weitzner, 2010). But other companies have elected to ignore 'inherited' commitments completely, choosing to implement what are arguably more regressive community development programs and CSR policies. The problem in Ghana, despite being one of Africa's most democratic and peaceful countries, is that there is no real need for gold mining companies to remain committed to the pledges they 'inherit': here, governance is low, regulatory enforcement is questionable and corruption is rampant (Litz, 1916). Regardless of location, when a company's industrial activities come under new ownership, changes are inevitable: labour forces are restructured; downsizing often takes place; and machinery is replaced outright. These changes are made by management who, mindful of the purpose of doing business, is looking to reduce costs and maximize profits. Mergers in the mining industry almost always result in a shedding of personnel, including machine operators, drivers, and unskilled and semi-skilled labourers, many of whom are under contract. There is no convincing argument which would suggest that 'inherited' commitments to CSR, which are rarely bound by written agreement, stand a better chance of being upheld following a merger or acquisition (Leedy & Ormrod, 2011). This raises a more important question: if, following a takeover, a mining company does not honour the other agreements in place with the staff it has absorbed, why would its managers feel obligated to continue upholding what are no more than verbal agreements with catchment communities? Some scholars would argue for the reasons identified above – that there is a business case in doing so, a need to secure and honour a 'social license to operate', and because of accountability (Kidwell, R., 2011). But as was shown in the previous section of the paper, there is no credible foundation on which to base these arguments. The ease with which the management of so many newly acquired gold mines has pursued an entirely different course when it has come to CSR, often in the face of stiff community resistance, illustrates, at least in the context of sub-Saharan Africa, how anecdotal these arguments are. The merging of two gold mining companies can entail the fusing of radically different corporate cultures; in cases where an acquisition has occurred outright, a new corporate strategy is often superimposed (Donald, 2014). The implications these changes have for CSR outcomes, though significant, have received minimal attention in the literature.

8. Accountability

In addition to arguing that a business case and 'social license to operate' make CSR a necessary undertaking in the mining industry, Hamann (2013) contests that because 'companies are increasingly held to account for more indirect and cumulative impacts of their actions', there is a need for the industry to address environmental and social concerns more proactively. But who holds mining companies accountable in sub-Saharan Africa? More generally, who is responsible for regulating the sector in this region, where again, at times, enforcement is nonexistent? Sub-Saharan Africa is widely considered to be the most repressive region of the world. On its latest Index of Economic Freedom world rankings of 179 countries,7 Freedom House classified eighteen of its economies as 'repressed', reporting that its 'overall level of economic freedom is weaker than that of any other region' and that 'Sub-Saharan Africa is ranked last in seven of the 10 components of economic freedom and performs especially poorly in terms of property rights and freedom from corruption'.8 The region's oil producers are by far its most repressive nations; most of the presidents currently in office in Cameroon, Equatorial Guinea, Gabon and Angola, rose to power in the 1970s and 1980s. Its majormineral producers, however, do not lag far behind. With the exceptions of South Africa and Ghana, which ranked 72nd and 87th, respectively, on the latest Index of Economic Freedom and falling into the category of 'moderately free', all of the region's major and prospective gold producers are considered 'mostly unfree': Burkina Faso (92nd), Tanzania (97th), Mali (112th), Guinea (134th), Sierra Leone (157th) and Liberia (163rd). In addition to being repressive, sub-Saharan Africa is widely regarded to be the most corrupt region in the world. According to transparency international's latest Corruptions Perception Index,9 'corruption is perceived as rampant..., perceived as a serious challenge by country experts and businessmen... [and that] the overall picture remains one of serious corruption challenges across the region' (Transparency International, 2009). Perceived corruption is greatest in the region's petro-states but its gold producers are not far off: Ghana, 69th; Burkina Faso, 79th; Mali, 111th; Tanzania, 126th; Uganda, 130th; and Guinea, 160th. It appears that conditions are even worsening in countries once considered to be the region's trailblazers of 'good governance':

'High-profile anti-corruption cases and scandals continue to be regularly reported in countries including South Africa, Ghana and Senegal and risk undermining political stability as well as the governments' capacity to provide effective basic services in sectors such as education, health and water. In such a context, corruption levels can mean the difference between life and death' (Transparency International, 2009).

Many of the region's gold producers have instituted policies and programs to deal specifically with the issue of corruption, but with minimal effect. For example, in Ghana, which is often championed as a beacon of hope in sub-Saharan Africa with its recent track record of 'free and fair' elections, a 'zero tolerance policy' on corruption was implemented under the previous president, John Kufuor. The move, however, proved futile, in the end illustrating how deeply engrained corruption is in the country. A recent study commission by UNECA (2002) revealed the extent of this corruption. It pointed out how evasions, abuse and misapplication of exemption laws constitute the bane of Ghana's tax collection system. It furthermore argued that the country has weak ministerial, parliamentary and public oversight; incompetent and weak governing boards; and is characterized by excessive political interference. According Dashwood, (2017), Ghana's political system, which features entrenched 'executive dominance', breeds corruption: because, in accordance with Article 78 of the constitution, the president must appoint the majority of his cabinetfrom parliament, parliamentarians who are also ministers find it difficult to balance loyalties to parliament and the executive. Consequently, the author reports, potentially powerful committees such as public accounts and finance 'stay timid in their duty to scrutinize executive power, actions and assurances'. With the governments of Ghana and the regimes of many other major gold producers in sub-Saharan Africa providing minimal support to communities and generally not using mine revenues earmarked for community development for their intended purpose, companies find themselves in positions to effectively self-regulate. Quoting Banerjee (2016), Hamann, (2013) points this out, explaining that the industry's propensity to operate in remote, relatively unmonitored areas often leads to a situation where 'the mining company becomes a sort of de facto government'. In addition to Ghana, this appears to be the case in Mali, where 'mining codes have become increasingly economically and financially attractive, [but where] the social and environmental dimensions have followed the opposite trajectory, calling for greater responsibility by the mining companies' (Belem, 2014). To their credit, many gold mining companies have responded fairly proactively in the absence of regulation, 'bridging the gap' by instituting robust policies and programs. But their reluctance to help foster the implementation of a credible third party, such as an NGO, to regulate their activities in environments lacking government enforcement is somewhat disconcerting. The industry's solution to the cyanide management challenge at gold mines, for example, was to develop the International Cyanide Management Code, 'an industry voluntary program for gold mining companies... (that) focuses exclusively on the safe management of cyanide and cyanidation mill tailings and leach solutions'.10 Officers from the International Council on Metals and the Environment (ICME), a mining industry body, and United Nations Environmental Program helped design the code, although mining companies provided the greatest share of input. At present, 21 mining companies are signatory to the code but the initiative is not nearly as thorough as is often portrayed: it fails to include all of the activities that raise issues of security with cyanide, does not cover the environmental consequences of its usage during the design and construction of storage systems for industrial residues, and overlooks the long term effects of the closure or the rehabilitation of the mine site itself (Belem, 2014). This could explain why, despite the fanfare surrounding the code, cyanide spills continue to occur quite frequently across sub-Saharan Africa, leading many NGOs to openly question its effectiveness. Even some of the signatories have allegedly attempted to avoidpaying fines and cleanup costs when spills have taken place.

But it is the way in which mining companies have to come manage, institutionally, voluntary initiatives such as the International Cyanide Management Code that truly underscores how few regulatory responsibilities are exercised by African governments. In response to growing concern over the legislative implications of multinational corporations' scramble for minerals in developing countries, the ICME broadened its mandate in 2001, when it became the International Council on Mining and Metals (ICMM). Its reorganization was a direct response to recommendations made under the Global Mining Initiative (GMI), a corporate-led program aimed at identifying ways in which the mining sector could operate more sustainably (Solomon et al., 2018). It now serves as a mouthpiece for the mining sector, bringing together 19 mining companies and 30 national/regional mining and global commodity associations. The role of the ICMM has thus far failed to attract substantive discussion in the literature, although that which has been produced underscores how divergent perspectives on the issue of CSR in the mining sector are. Dashwood (2005, 2017a, b) is one of the biggest champions of the ICMM and the role it has played in facilitating the implementation of 'best practice' in the mining sector. Lost in all of this praise, however, is the reality of what the ICMM is: an organization established and solely financed by the sector's members, and which operates insularly. These points, discussed at some length by Sethi (2015), and Sethi and Emelianova (2015), require some clarification. The first contentious point that Dashwood (2017b) raises relates to the ICMM enabling the mining industry to formulate sustainable development standards – that 'through the ICMM, mining companies have put forward principles of sustainable development against which mining companies can be judged' (Dashwood, 2017a). The author argues that 'the dissemination of global norms of corporate social responsibility is best conceptualized as a dynamic process, where [mining] multinationals are playing a central role, often in conjunction with NGOs and states... (and that) through these efforts, global norms have not simply filtered down, but have also been shaped by companies themselves, in an interactive or dynamic process' (Dashwood, 2007b). This decision-making process, however, is far from interactive. As Sethi (2015) explains, the way in which the ICMM and its members function is more reminiscent of 'industry-based trade associations, which are formed to protect industry members' interests in their traditional business activities'. There is no formal process to include external actors in the decision-making process and its governancestructure (Sethi and Emelianova, 2015). This raises a second concern – namely, the social standards being championed by the industry, through the ICMM, itself. Dashwood (2015) notes that 'the ICMM has served as the institutional nucleus for coordinating a number of initiatives, including the publication of the ICMM principles in May 2003', and that 'what is significant about the ICMM's activities are the growing web of links with INGOs for the promotion of sustainable development in the mining sector'. But the aforementioned initiative attracted significant criticism from numerous NGOs, which 'accused the industry with creating an organization that is effectively controlled by the industry...– [that] the SD framework defined the issues from the perspective of the industry and offered solutions advocated by the industry' (Sethi and Emelianova, 2016). As further pointed out by Sethi (2015), the principles appear 'inspirational in character', with heavy emphasis on 'intent' and 'commitment' by member companies, therefore falling well short of 'delivering specific actions and desired outcomes'. This is significant when dealing with CSR-related issues, particularly concerns which affect communities. The ICMM has in place a mission statement on 'Mining and Indigenous Peoples', which states the following:

'ICMM's vision is for constructive relationships between the mining and metals industry and Indigenous Peoples which are based on respect, meaningful engagement and mutual benefit, and which have particular regard for the specific and historical situation of Indigenous Peoples. With this statement, ICMM members are making explicit a number of their commitments in this area...'

By establishing the ICMM, the mining sector has, in effect, become its own champion in the area of CSR. This is not to say that, in the absence of regulation and enforcement, the management of gold mines in subSaharan Africa is necessarily shying away from providing support to catchment communities (Tabbush, 2004). But demanding that constituents of the mining sector – or from any industry, for that matter – regulates and enforce themselves through a vehicle such as ICMM may not be the most effective approach. As witnessed with cyanide contamination, with weak and corrupt institutional structures that fail to hold industries accountable, the onus restslargely on the company itself to deal with a problem, should it occur. Here, the paper has questioned the legitimacy of the case being made in support of CSR in the gold mining industry, contesting that the main arguments under- pinning it have limited application in sub-Saharan Africa (Williams et al., 2013). The region is rife with corruption and its governments place minimal demands on gold mining companies to be proactive in the areas of environmental protection and community development. As is highlighted further, this is potentially a major concern for communities inhabiting the catchment regions of mines that come under the management of other multinational corporations. New ownership is by no means obliged to honour the pledges made by previous management to communities (Prno, J. 2013). With very little to gain financially from doing so, companies often implement their own agendas, with little guidance from regulators.

9. Methodology

The study sought to examine the fate of CSR projects when ownership changes take place from one extracting company to another. The study was qualitative in nature, and adopted the following methods: In-depth interviews, key informant interviews, focused group discussion (FGD), observation and visual sociology. The study was carried out within the five divisions of Kwale County including Shimba Hills and Kikoneni where CSR activities were implemented by the successive mining companies but focused more at both the host site (Nguluku/Maumba areas) and at resettlement site (mainly Mrima Bwiti). Findings from the three month field research were used to inform this analysis. The study focused on the displaced residents of Maumba and Nguluku, majority of who were resettled at Mrima Bwiti with some scattered all over Kwale County. Some 80 semi-structured in-depth interviews were carried out among respondents both at the host and resettlement areas and principle of saturation used to arrive at the sample size of 60 respondents. Household heads comprising both men and women residing in both areas were interviewed. The researcher usedConvenience sampling which allowed for an inexpensive approximation of the truth and which as the name implies, is a very convenient method since it can be used during preliminary research efforts to get a gross estimate of the results without incurring the cost or time required to select a random sample. Snowball sampling was particularly used to trace those who were resettled at Mrima Bwiti. Random sampling was also used widely in the study at both sites.

Rich qualitative data was obtained through face to face In-depth interviews involving direct, one-on-one engagement with individual participants using semi-structured questionnaires which allowed for follow-up questions, probe for additional information, and circle back to key questions later on in the interview to generate a rich understanding of attitudes, perceptions, motivations by monitoring body language and changes of tone and word choice to get a deeper understanding.

In-depth semi-structured interviews was also conducted with key officials (five in total) at the offices of Base Titanium company thereby enabling the researcher to know the history of and chronology of company ownership changes as well as the list of the CSR projects and commitments initiated when the mining project first came into being, those inherited, those upheld as well as those initiated and improved by the present company.

The researcher also conducted Four Focus Group Discussions (FGDs), two at the host and another two at the resettlement site comprising between 8– 11 participants. Snowball and convenience sampling were again used here to select participants. The focus group was used to both measure the reaction of community with regard to the CSR projects as well as to help identify the specific CSR projects and their became of them right from the time when the mining project was started through to the present time. The condensed nature of a focus group made it both less expensive, less time consuming and possible to solicit a quantity opinions and feedback on multiple aspects of the CSR projects without the time intensive process of individually soliciting interviews.

Participants at the FGD also brought out other aspects of the topic that would otherwise not have been anticipated by the researcher and would not have emerged from interviews with individuals in addition to being used to counter-check information obtained from interviews with individuals. The other method used in the study was ethno-ecology [5] which focused on the ways people conceptualize elements of the natural environment and human activity within it and investigates how these concepts vary culturally as well as reveal universal aspects of human cognition.

It has traditionally focused on linguistic analyses of terms for plants, animals, habitats, and other ecological phenomena in attempts to reveal underlying structures of the human mind that influences human behavior (Casagrande, 2017). Basic human nature can be learnt by comparing data from many different cultures which in turn allows us to appreciate the amazing variety of ways that humans find solutions to environmental challenges.

[5]Ethno ecology is the scientific study of how different groups of people living in different locations understand the ecosystems around them, and their relationships with surrounding environments.

The researcher also used the Key Informant Interviews[6]targeting respondents with specialized knowledge such as the extracting company officers/executives, chiefs and assistant chiefs, CSR experts, land and settlement officers and ministry of mining officers/geologists and the local community leaders. The researcher was able to discuss sensitive topics, get respondents' candid discussion of the topic, or get the depth of information that was needed (Weitzner, 2010).

Observational method was also used togather data by watching behavior, events, or noting physical characteristics in their natural setting as compared to other methods (Warhurst, 2001).

Observation method helped the researcher gather empirical data which are difficult to obtain by other means, to supplement or verify information gathered by other methods. Observation also helped improve the quality of an initial behavioral analysis based on demographics, therefore increasing the validity of research (Jennifer, 2012). Through this method, the researcher was able to observe the research subjects in a natural setting, hence getting penetrating insights unavailable through other methods such as focus groups and surveys.

The study also used visual sociology[7]which is an area of sociology concerned with the visual dimensions of social life, used photography within a sociological context where camera was used to tape record information from the respondents. The tape recorder helped the researcher capture things that are not preserved in even the best researchers' field notes. So, regardless of how one analyzes the data or what is done with the visual record, the researcher also used a camera to record and preserve and present data of interest so it can be studied in detail (Wamba, 2010).
Because of the qualitative and explorative nature of the study, thematic content analysis was used as a method of analyzing the data (Weitzner, 2010). A thematic analysis of the scripts of interviews was done and raw data broken into sentences to identify common themes and patterns. The five stages of thematic analysis were followed in identifying and coding emergent themes within the data and interpreting the themes (Namey, 2012). Thematic analysis was performed through the process of five stages according to the suggestions of (Terre Blanch et al, 2016). The five processes included familiarization which entailed becoming familiar with the data (Guest et al., 2012) inducing themes which refers to generating initial codes through inductive analysis (Terre Blanch et al, 2016), Coding where the researcher read the data carefully, elaboration which is the stage at which existing themes are defined and refined so that they are presented in the final analysis and interpretation where themes and data interpretation was presented (Creswell and Ebersohn, 2010).

10. Results/Findings

The analysis that follows focuses on the fate of CSR activities when company ownership changes hands. From the interviews conducted and based on the information gathered from Base Titanium Company website (www.basetitanium.com),it is clear that Base Titanium Company inherited all the CSR programmes and commitments earlier given by Tiomin (k).Like in the case of Tiomin earlier, Base Titanium Company fulfilled some of the promises and not others but went ahead to introduce new ones. Some respondents lamented that despite the promises,both Tiomin (k) and Base Titanium Company fell sort of fulfilling allthe promises with regard to the implementation of the CSR projects. One, a 46 year old farmer from Mrima Bwiti lamented that:

> Both companies have taken us for a ride. They promised to build a health center here only build a dispensary with small inadequate infustructure. They promised to build two primary schools but only built one, Bwiti Primary School and even then, the said primary school has no enough teachers and is in a pathetic state therefore a safety risk to the children who are studying there. They never compensated those whose churches and mosques were destroyed.

During the interview, a farmer from Magaoni also said that there are promises that were given to people at the host site that were yet to be fulfilled explaining that:

> The companies promised but failed to build a primary school and social hall at

[6]Key informant interviews are qualitative in-depth interviews with people who know what is going on in the community.

This work is part of his PhD thesis, undertaken while at Moi University.* Corresponding author. E-mail addresses: gonairobi@yahoo.com, (George Odongo). 1 George Odongo has research interest in natural resource exploitation, social displacement, community-state conflict, ethno-ecology, vulnerability and policy.

[7]Visual sociology which is an area of sociology concerned with the visual dimensions of social life. Because of the interests of its founders, the IVSA tends to be concerned with photography and documentary filmmaking within a sociological context.

the host site as promised and also those whose churches and mosques were destroyed were never compensated. They also promised to pipe water to every homestead and improve road infrastructure but that has remained just a promise. Most of the road infrastructure around here such as the Magaoni to Barcelona- road is in pathetic state.

Below is the list of CSR projects that were promised by Tiomin (k):

- 2 Primary Schools;
- 2 Secondary Schools;
- 2 Dispensaries;
- 1 Health clinic at the host site;
- Water supply at both sites;
- 2 Social Halls;
- Churches and Mosques Destroyed/Lost.
  Source: Abuya, 2017

One 38 year old farmer from the resettlement site praised the two companies for fulfilling promises and improving the CSR projects reiterating that:

> We are enjoyinggood services through the company- sponsored CSR projects such as the Bwiti primary school and the Kiruku secondary school where our children are learning. There is also a dispensary here where we get good medical services. The two boreholes, one right here at Bwiti and the one at Kiruku are very helpful to the community here.They have also improved some of the CSR projects that they inherited from Tiomin.They gave a commitment and have fulfilled the promise.

The following is the list of CSR projects that Tiomin (k) went ahead and completed.

- Building one Primary School school,Bwiti primary school;
- Putting up of one Secondary Schools completed (Kiruku secondary school);
- One Dispensary (Bwiti dispensary) at the resettlement site;
- Constructing the Borehole at Mrima Bwiti;
- Building one Social Hall at Mrima Bwiti (the Bwiti community social hall);
- Compensating residents for their Churches and Mosques were Destroyed/Lost due to the intended mining activity (they were compensated money).

Source: Abuya (2017) and Key informants

One 43 year old Boda boda operator from Mrima Bwiti said that Base Titanium Company took over and improved some of the CSR projects explaining that:

> The company took over and improved services such as Bwiti primary school and Bwiti dispensary among others. By doing this the company ensured the projects provided better and more quality services to us. Our children both in secondary and primary school enjoy school services in addition to the medical services offered to us at the dispensary.

- Below is the list of companies that were inherited and improved by Base Titanium company: Only one Primary School (Bwiti primary school);
- One Secondary (Kiruku secondary school);
- One Dispensary (Bwiti dispensary) at the resettlement site;
- One borehole at Bwiti,the resettlement site;
- One Social Halls at the resettlement site;
- Rebuiding Churches and Mosques Destroyed/Lost (they were compensated money).
    - Source: Key Informants

The research also found out that Base Titanium Company established own new CSR programmes other that those CSR projects or commitments it inherited from Tiomin.

The company executive said that Base Titanium company had initiated many CSR projects other that those inherited from Tiomin (k) out of the desire to improve community welfare stating that:

> Our Company initiated 18 new CSR programmes on our own volition and out of request by the community. We carried our an economic need assessment in this area before initiating the Agricultural and Animal Husbandry, the early Childhood Development Centre and the Upgrading KMTC among others and we are receiving very positive feedback from the community with regard to the effects of these projects.
> The full list of the projects that we have initiated so far is as follows:

- Buying Four Wheel Drive Ambulance (Promise fulfilled);
- Constructing early Childhood Development Centre (Promise fulfilled);
- Upgrading Msambweni hospital to referral (Promise fulfilled);
- Agricultural and Animal Husbandry Training Facilities (Promise fulfilled);

- Improving the Health Facilities and Water Facilities (Promise fulfilled);
- Refurbishment of the existing schools (Promise fulfilled);
- Upgrading KMTC (Promise fulfilled);
- Improving educational facilities for special needs in both areas (Promise fulfilled);
- Construction of maternity wing-2017 and provided maternity beds in Likoni (Promise fulfilled);
- Blood Bank in Kwale (Promise fulfilled);
- Support NGOs and CBOs &and youth enterprise (Promise fulfilled);
- Agriculture and Animal Husbandry (Promise fulfilled);
- Scholarships for tertiary and secondary education students (Promise fulfilled);
- Health campaigns on TB and Polio (Promise fulfilled);
- Support of the PMTCT programme (Promise fulfilled);
- Support health authorities in their campaigns e.g. polio vaccination, TB and mass net distribution (Promise fulfilled);
- Support for 7 County Health Units with 241 county health volunteers covering the host site, host site and the Likono port facility (Promise fulfilled);
- Assistance in training and logistical support.

Also see Source: http:www.basetitanium.com

The chairman of the Community Resettlement Programme (CRP) said that both Tiomin (k) and Base Titanium Company had failed to fulfill some of the promises they given with regard to the CSR programmes by stating that:

> There are some promises that both companies gave but failed to address such as the building of 2 primary school at the host and resettlement site, constructing a social hall at the host site among others. This has remained a major source of conflict between the company and the community who feel short changed by the companies. This is the full list of unfulfilled promises by both Tiomin and Base Titanium Company and which remains unfulfilled:

- Installation of electricity in households;
- Social hall at the host site;
- Piping water to households;
- Tarmac king of feeder roads;
- Building of a primary school at the host site.

11. Discussions and Conclusions

This paper has captured the fate CSR programmes when company ownership changes hands with special focus on Kwale Titanium Mining Project where ownership changed hands from Tiomin (k) through to and Base Titanium.Research findings by (Donald, 2014) showthat change of company ownership isa common phenomenon in both developing and developed countries.The findings here show that Base Titanium Company inherited all the CSR projects upon taking over mining operations from Tiomin (k). Base titanium improved some of the inherited programmes, introduced new one and abandoned others altogether. This is similar to other scenario in Africa where many mining companies opt to inherit all or most of the projects and commitments made by previous management, often using existing policies as a foundation to develop more comprehensive programs (Hilson, 2011). The problem in Africa is that there is no real need for mining companies to remain loyal to the pledges they 'inherit' as the legal framework that would have ensured this is in most cases are missing. This is exacerbated by the fact that one will find such companies operating in areas where, governance is low, regulatory enforcement is questionable, corruption is rife, fiscal transparency is low and despite what may otherwise be said, the pressure to embrace the concerns of communities is virtually nonexistent (Fondo, 2015).

That is why other companies chose to ignore 'inherited' commitments completely, either choosing to instead implement what are arguably more regressive community development programs and CSR policies, or abandon CRS activities completely (Casamba, 2014).This is further validated by the works of (Smith, 2013) who noted that new managements often bring about new ideas and often implements radically different policies that end up affecting the CSR projects. With little evidence to suggest that CSR, at least in the conventional sense successfully applies to mining, it has become nearly impossible to forecast what a company operating in Africa will do following a merger or acquisition Martin (2018). Studies indicate that companies often inherits CSR projects especially those they think have greater impact as a strategy to maintain social license and goodwill from the community(Brettel, 2013).

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